

I, Dr. TIMOTHY JOHN HAVARD, OFFICIAL EXPERT TRANSLATOR WITH FOLIO P.109-2019 AUTHORIZED BEFORE THE FEDERAL JUDICIAL AUTHORITIES FOR THE YEAR TWO THOUSAND TWENTY-FOUR FOR THE FIRST CIRCUIT [MEXICO CITY] PURSUANT TO ARTICLE 86, PARAGRAPH XXIX, OF THE ORGANIC LAW OF THE FEDERAL JUDICIARY, AS WELL AS NUMERAL 7 OF THE GENERAL AGREEMENT OF THE FULL FEDERAL JUDICIAL COUNCIL THAT REGULATES THE LIST OF PERSONS WHO CAN ACT AS EXPERTS BEFORE THE FEDERAL JUDICIAL AUTHORITIES, PUBLISHED ON THE WEBSITE OF THE FEDERAL JUDICIAL COUNCIL ON DECEMBER 11, 2023 [https://www.dof.gob.mx/2023/CJF/listado_peritos_PJF_2024.pdf, P.268], DO HEREBY CERTIFY THAT, TO THE BEST OF MY KNOWLEDGE, ABILITY AND UNDERSTANDING, THE ATTACHED TRANSLATION IS A TRUE, CORRECT AND COMPLETE TRANSLATION INTO SPANISH CONSISTING OF 115 PAGE(S) OF THE ORIGINAL DOCUMENTS IN ENGLISH.

CERTIFIED ON May 3, 2024.



Dr. TIMOTHY JOHN HAVARD

PERITO TRADUCTOR AUTORIZADO
POR EL CONSEJO DE LA JUDICATURA FEDERAL

TRANSLATION FROM SPANISH

[Translator's Note: The original document bears a notarial seal at the upper left margin of all even pages that reads: ALFREDO RUIZ DEL RIO PRIETO, ESQ., NOTARY 141, FEDERAL DISTRICT, MEXICO]

[Translator's Note: the original document is initialed at the bottom margin of all even pages]

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Notary 168 in and for Mexico City

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**Alfredo
Ruiz del Río Prieto**
Notary 141 in and for Mexico City

Instrument 58,854

Date April 17, 2024

NOTARIZATION FOR ALL RELEVANT PURPOSES OF THE ONE HUNDRED AND EIGHTH ANNUAL ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF ORBIA ADVANCE CORPORATION, SOCIEDAD ANÓNIMA BURSÁTIL DE CAPITAL VARIABLE, HELD ON APRIL 9, 2024, AT 12 p.m., AND THE RESULTING NOTARIZATION OF RESOLUTIONS ADOPTED THEREIN, CARRIED OUT AT THE REQUEST OF PAOLA URIZA CHONG, IN HER CAPACITY AS SPECIAL REPRESENTATIVE OF SAID MEETING.

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BOOK ONE THOUSAND THREE HUNDRED AND NINE-----

INSTRUMENT FIFTY-EIGHT THOUSAND EIGHT HUNDRED FIFTY-FOUR -----

In Mexico City, on April 17, 2024, I, Alfredo Ruiz del Río Prieto, Esq., holder of notary's office one hundred forty-one, acting as associate notary to notary office one hundred sixty-eight held by Jorge Alfredo Ruiz del Río Escalante, Esq., both in and for this City, hereby certify the **NOTARIZATION FOR ALL RELEVANT PURPOSES** of the One Hundred and Eighth Annual Ordinary and Extraordinary General Shareholders' Meeting of Orbia Advance Corporation, Sociedad Anónima Bursátil de Capital Variable, held on April 9, 2024, at 12:00 p.m., and the resulting **NOTARIZATION** of resolutions adopted therein, conducted at the request of Paola Oriza Chong, in her capacity as Special Representative of said Meeting, who requests that the foregoing be certified by me in accordance with the following background and clauses:-----

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-----**BACKGROUND**-----

ONE.- The appearing party declares that on March 7 and 8, 2024, in the Ministry of Economy's Electronic Publications System for Trading Corporations and in the Excelsior newspaper, respectively, calls were published for the Annual Ordinary and Extraordinary General Shareholders' Meeting of Orbia Advance Corporation, Sociedad Anónima Bursátil de Capital Variable, to be held at 12:00 p.m. on April 9, 2024. Such calls are presented and added to the file of the relevant appendix hereto, marked with the letter "A".-----

TWO.- The appearing party presented to me an instrument for its notarization for all relevant purposes, declaring that it contains the original minutes of the One Hundred and Eighth Annual Ordinary and Extraordinary General Shareholders' Meeting of Orbia Advance Corporation, Sociedad Anónima Bursátil de Capital Variable, held in this City, on April 9, 2024, at 12:00 p.m. The undersigned notary attests that they have no evidence of falsehood. The appearing party declares that they attest to the veracity of holding such Meeting; the minutes' authenticity; and that the signatures recorded in such instrument belong to the persons referenced therein, from which I copy for all relevant purposes the following: -----

"...AGAOEA-CVIII (9-IV-24)" -----

-----**ORBIA ADVANCE CORPORATION, S.A.B. DE C.V.**-----

-----**One Hundred and Eighth Shareholders' Meeting**-----

*In Mexico City, at 12:00 p.m. on April 9, 2024, in the conference hall of the offices located at Paseo de la Reforma Número 365, Segundo Piso, Colonia Cuauhtémoc, 06500 México, Ciudad de México, the shareholders and shareholder representatives stated in the Attendance List duly signed and attached hereto as **Annex "1"**, which constitutes an integral part hereof, met to hold the One*

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Hundred and Eighth Annual Ordinary and Extraordinary General Shareholders' Meeting of ORBIA ADVANCE CORPORATION, S.A.B. DE C.V. ("Orbia" or the "Company"), to which they were timely and duly called by means of: (i) publication in the electronic system set up by the Ministry of Economy, which became effective on March 8, 2024; and (ii) additionally through a notice published on the same day in the Excelsior newspaper, in accordance with the resolutions of the Board of Directors meeting held on February 21, 2024 and pursuant to Articles Twenty-Two, Twenty-Three and Twenty-Four of the Corporate Bylaws and 181, 182, 183, 186 and 187 of the General Business Organizations Act.-----

Andrés Angulo Belaunzarán presided over the Meeting, by unanimous appointment of those in attendance, and Juan Pablo del Río Benítez, as the Board of Directors' Secretary, acted in such character at the Meeting.-----

Pursuant to Article Twenty-Seven of the Corporate Bylaws, the Chair nominated Alberto Perales Mendoza as Scrutineer, who, after being authorized for such purposes by unanimous vote of those in attendance and having accepted his appointment, proceeded to examine the certificates (and complements thereto), consisting of the lists of holders issued by the various custodians as depositors before the S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V.), providing proof of their capacity as shareholders and shareholder representatives in attendance, the admission cards, powers of attorney and proxy forms submitted, and certifying that 1,574,345,307 ordinary, single series, registered, fully voting shares, with no par value, out of the 1,913,343,952 shares representing the capital stock currently outstanding, with representation and voting rights in the Shareholders' Meeting, were represented, (out of a total of 1,968,000,000 paid-in capital stock representative shares, but without considering the 54,656,048 shares acquired by the Company itself as of this date, which have no representation or voting rights at this Meeting in terms of Article 56 of the Stock Market Act). -----

Consequently, 82.28% (eighty-two point twenty-eight percent) of the total shares representing the Company's subscribed and paid-in capital stock having representation and voting rights at this Meeting were represented.- Next, and in compliance with the provisions of Article 49, Section III of the Stock Market Act, the Secretary certified that the proxy forms submitted by the attending shareholders' representatives comply with the provisions of such legal provision and that they were available to the respective shareholders, attorneys-in-fact or brokers during a 15 calendar day period prior to this Meeting. -----

Based on the Scrutineer and the Secretary's certifications and in accordance with the provisions of Article Twenty-Six of the Corporate Bylaws, the Chair declared the Meeting legally installed, with approval of all in attendance. The Chair then requested the Secretary read the following: --

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----- **AGENDA...** -----

... VIII. Proposal, discussion and, if applicable, approval to amend several Articles of the Company's Corporate Bylaws, to update and adapt them to the recent amendments to the General Business Organizations Act and the Stock Market Act. -----

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IX. Appointment of delegates to comply with and notarize the resolutions adopted by the Shareholders' Meeting. -----

The shareholders and shareholders' representatives approved the matters of the above Agenda and upon analyzing and discussing the explanations made regarding each one of those items, adopted the following resolutions by majority vote: -----

----- **RESOLUTIONS...** -----

... VIII. Proposal, discussion and, if applicable, approval to amend several Articles of the Company's Corporate Bylaws, to update and adapt them to the recent amendments to the General Business Organizations Act and the Stock Market Act. -----

By a vote of 1,527,058,634 shares representing 79.81% (seventy-nine point eighty-one percent) of the represented shares at this Meeting:-----

VIII.1 "It is hereby resolved to amend Articles Three, Six, Seven, Eight, Nine, Ten, Thirteen, Fifteen, Twenty-Two, Twenty-Three, Twenty-Six, Thirty, Thirty-One, Thirty-Six, Thirty-Seven, Thirty-Eight, Thirty-Nine, Forty, Forty-Two, Forty-Three, Forty-Four, Forty-Five and Fifty-Six of the Corporate Bylaws, to incorporate the recent amendments to the General Business Organizations Act and the Stock Market Act, which as of this date are drafted in the terms of the document attached as Annex "2" hereto; the remainder of the Corporate Bylaws' Articles remain unchanged. -----

VIII.2 "Pursuant to resolution VIII.1 above, it is approved to restate the Company's Corporate Bylaws, so that they are drafted in the terms of the document attached as Annex "3" hereto."-----

IX. Appointment of delegates to comply with and notarize the resolutions adopted by the Shareholders' Meeting. -----

IX.1 "Juan Pablo del Valle Perochena, Sheldon Vincent Hirt, Valeria Chapa Garza, Andrés Angulo Belaunzarán and Paola Uriza Chong, as Delegates of this Meeting, are hereby authorized indistinctly to appear before the Notary Public of their choice on behalf of the Company, so that these minutes are processed and notarized, in whole or in part, if necessary or convenient; to issue the relevant uncertified or certified copies thereof that may be requested, as well as to personally

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or through third parties apply for and achieve, as the case may be, the notarial transcript be entered in the Public Registry of Commerce of the Company's corporate address."-----

IX.2 "The persons referenced to in resolution IX.1 above are hereby authorized, indiscriminately, to submit and/or publish the notices, notifications, writings and other communications required to be submitted to the National Banking and Securities Commission, the Mexican Stock Exchange, S.A.B. de C.V., to S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V. and third parties in general, regarding the resolutions adopted during this Meeting, and for them to conduct any other appropriate procedures or formalities." -----

Once all items of the Agenda were discussed, the Chair of the Meeting requested the meeting be adjourned so that the relevant minutes could be issued. The undersigned Secretary afterwards read these Minutes, which were submitted for debate and, in the absence thereof, were approved by unanimous vote and signed by the Chair and Secretary of the Meeting, which was adjourned at 12:30 p.m. on the day it was held. -----

Illegible signatures follow -----

Andrés Angulo Belaunzarán ----- Juan Pablo del Río Benítez -----

Chair ----- Secretary..." -----

In view of the foregoing, the appearing party hereby verifies the following: -----

----- **CLAUSES** -----

ONE.- At the request of Paola Uriza Chong, in her capacity as Special Representative of the One Hundred and Eighth Annual Ordinary and Extraordinary General Shareholders' Meeting of Orbia Advance Corporation, Sociedad Anónima Bursátil de Capital Variable, held in Mexico City, on April 9, 2024, at 12:00 p.m., the minutes of said meeting, which were transcribed in background point two hereof, are hereby **NOTARIZED FOR ALL RELEVANT PURPOSES**. -----

TWO.- As a result of the notarization for all relevant purposes set forth in the preceding clause, Paola Uriza Chong, in her capacity as Special Representative of the One Hundred and Eighth Annual Ordinary and Extraordinary General Shareholders' Meeting of Orbia Advance Corporation, Sociedad Anónima Bursátil de Capital Variable, held in Mexico City, on April 9, 2021, at 12:00 p.m., **NOTARIZES** the amendment to Articles Three, Six, Seven, Eight, Nine, Ten, Thirteen, Fifteen, Twenty-Two, Twenty-Three, Twenty-Six, Thirty, Thirty-One, Thirty-Six, Thirty-Seven, Thirty-Eight, Thirty-Nine, Forty, Forty-Two, Forty-Three, Forty-Four, Forty-Five and Fifty-Six of the Corporate Bylaws, which are drafted as follows: -----

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"...ARTICLE THREE.- PURPOSE.- The Company's purpose is as follows: -----

a) To promote, incorporate, organize, use, procure, manage and/or own interests in the capital stock or assets of all kinds of trading or civil companies, partnerships or enterprises, whether industrial, commercial, service or of any other nature, whether domestic or foreign, as well as to participate in their winding up. -----

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b) To acquire shares, interests, equity or partnership interests or any other certificate of ownership of capital in other trading or civil corporations or any other entities or enterprises, including trusts or any other instrument, whether or not they have legal personality, domestic or foreign, that are part of their incorporation or through subsequent acquisition, as well as to alienate or transfer such shares, interests, equity or partnership interests or any other certificate of ownership of capital, and the performance of all applicable acts that correspond thereto as controlling company of those companies of which it holds the majority of their shares or partnership interests. -----

c) To receive from other companies and persons, as well as render or provide to other companies and persons affiliated to the Company, any service that may be necessary for achieving its corporate purposes or objectives, including, but not limited to, administrative, financial, treasury, auditing, and marketing services, preparation of balance sheets and budgets, preparation of programs and manuals, analysis of operating results, evaluation of information on productivity and possible financing, preparation of studies on capital availability, technical assistance, advisory or consulting services; it being understood, however, that the foregoing shall not imply or include providing professional, technical or legal services. -----

d) To obtain, acquire, develop, improve, use, grant, receive or dispose of and in general use and exploit, on its own behalf or that of third parties, under any legal title, including licenses, all kinds of patents, trademarks, names, commercial notices, utility models, drawings, designs, industrial secrets, certificates of invention, of corporate practices, certificates of origin and any other industrial or intellectual property rights or copyrights; and in any other way, acquire, obtain, exploit or dispose of by any legal title, concessions, permits, franchises, licenses, authorizations, assignments, commissions and rights over processes, whether in Mexico or abroad. -----

e) To enter into all kinds of financing, loan, credit or lending agreements, with or without specific bond, and secure or guarantee in any form, through security interest or personal guarantee or as guarantor or joint and several obligor, the compliance of obligations or credit

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instruments under its responsibility, of its subsidiaries, affiliates or associates or, with the authorization of the Board of Directors, of any other person. -----

f) To subscribe, issue, draw, negotiate, release, endorse, accept, discount and secure all kinds of negotiable or debt instruments, and to conduct synthetic or derivative transactions regardless of their denomination, either on its own behalf or that of its subsidiaries, associates or affiliates, including obligations with or without collateral mortgage or security interest, and with the authorization of the Board of Directors, of any other person. -----

g) To give or take in lease or commodatum, as well as to acquire in ownership, possess, exchange, dispose, transfer, alienate or encumber the ownership or possession of all kinds of personal and real property, as well as personal, or rights in rem existing thereon, which are necessary or convenient for the company's corporate purpose or for the operations or corporate purposes of the trading or civil companies, partnerships or institutions in which the Company has an interest or equity interest of any nature whatsoever. -----

h) To place, in accordance with the Stock Market Act and any general provisions issued by the National Banking and Securities Commission, its own shares, provided they are registered in the National Securities Registry, the securities representing them, negotiable instruments or debt instruments, in domestic or foreign stock markets, with the prior authorization of the competent authorities, including stock exchanges or quoting systems in Mexico or abroad. ----

i) While the Company's shares are registered in the National Securities Registry, the Company may acquire or place shares representing its capital stock, in accordance with the applicable legal provisions and the policies and resolutions issued by the Board of Directors, through the Mexican Stock Exchange (Bolsa Mexicana de Valores, S.A.B. de C.V.) and/or any other stock exchange on which they are listed. -----

j) To issue unsubscribed shares for public placement under the terms of Article 53 of the Stock Market Act in accordance with the procedure established in these corporate bylaws. -----

k) To act as commission agent, principal, mediator, broker, agent, administrator, promoter, broker, or representative, by itself or by any person or company. -----

l) To hire workers, and technical, administrative and executive employees, and in general any type of employees, part-time or full-time, with a definite or indefinite term agreement. -----

m) To establish agencies or branches in Mexico or abroad, and appoint contractual domiciles for performing specific agreements or acts.-----

n) In general, to carry out, enter into and execute all kinds of acts, contracts, agreements and other transactions of any nature necessary or convenient for the performance of the foregoing

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purposes, including the purchase, alienation, encumbrance, lease and administration of property.-...-----

... **ARTICLE SIX.- CAPITAL STOCK AND SHARES.-** The Capital Stock is Variable. The minimum fixed capital without right of withdrawal is \$406,566,566.00 (Four Hundred Six Million Five Hundred Sixty-Six Thousand Five Hundred Sixty-Six Mexican Pesos and 00/100), represented by 308,178,735 (Three Hundred Eight Million One Hundred Seventy-Eight Thousand Seven Hundred Thirty-Five) Class "I", registered shares, without par value, fully subscribed and paid in. The variable part of the Company's Capital Stock shall be unlimited and will always be represented by Class "II" shares, which shall have the characteristics determined by the Ordinary or Extraordinary General Shareholders' Meeting th

at resolves the issuance thereof, but in any case shall be registered and without par value. -----
The Company shall disclose the characteristics of its integrated capital stock and the rights or restrictions on a by-share series or class basis through the stock exchange on which its shares are listed. -----

The Company may issue any class of shares, including limited, restricted or non-voting shares; shares granting non-economic social rights other than voting rights or exclusively voting rights; shares conferring the veto right (as is) or requiring the affirmative vote of one or more shareholders with respect to resolutions of the general shareholders' meeting; any combination of the foregoing or such other types of shares as may be permitted under the Stock Market Act or the General Business Organizations Act. -----

Non-voting shares shall not be calculated for purposes of determining the Shareholders' Meetings quorum. Restricted or limited voting shares shall only be computed to determine the quorum and resolutions at Shareholders' Meetings to which their holders must be called to exercise their voting rights. -----

Minority shareholder rights shall be governed by Article 50 of the Stock Market Act or, to the extent that such Act is omitted, by the General Business Organizations Act or these Corporate Bylaws. -----

The subsidiaries of the Company shall not directly or indirectly invest in the capital stock of the Company or of any other company with respect to which the Company is its subsidiary, except as provided in Article Twenty One of these Corporate Bylaws. -----

Notwithstanding the provisions of Article Seven below, the Company may issue unsubscribed shares to be held in treasury, for subsequent subscription by the public, subject to the following:

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(i) That the Extraordinary General Shareholders' Meeting approve the maximum amount of the capital increase and the conditions for the corresponding issuance of shares.-----

(ii) That the issued shares be subscribed by public offer, upon prior registration in the National Securities Registry, complying in both cases with the provisions of the Stock Market Act and other general provisions arising therefrom. -----

(iii) That the amount of subscribed and paid-in capital be announced upon disclosure of the authorized capital represented by the issued and unsubscribed shares.-----

(iv) The right to preemptive subscription referred to in Article 132 of the General Business Organizations Act shall not apply for capital increases through public offers. -----

ARTICLE SEVEN.- INCREASES IN CAPITAL STOCK - Except for increases in Capital Stock arising from the placement of Own Shares referred to in Article Thirteen of these Corporate Bylaws, any Company's Capital Stock shall increase in accordance with the following rules: ---

(i) A resolution shall be adopted by the Extraordinary General Shareholders' Meeting for increased Minimum Fixed Capital, which shall also resolve to amend Article Six of these Corporate Bylaws. In any case, the issued minutes from the Shareholders' Meeting resolving such increase shall be notarized with a notary public and registered in the Public Registry of Commerce of the Company's corporate address. -----

(ii) If the increase relates to the Company's Capital variable portion, such increase may be approved by the Ordinary General Shareholders' Meeting, without the need to amend the Company's Corporate Bylaws. In any case, the issued minutes from the Shareholders' Meeting resolving such increase shall be notarized with a notary public and no registration is required in the Public Registry of Commerce of the Company's corporate address.-----

(iii) Under no circumstance may capital increases be declared without the previously issued shares having been subscribed and paid in full or, where applicable, said shares having been cancelled. -----

(iv) Capital may be increased through subsequent contributions from shareholders, the capitalization of stockholders' net worth accounts as referred to in Article 116 of the General Business Organizations Act, or by payment in cash or in kind, or by liabilities capitalization. All shares regarding increases due to capitalization of stockholders' net worth accounts will be entitled to the proportional part corresponding thereto of the shares issued to cover the increase, unless the increase is conducted without issuing new shares, since the certificates representing them do not express par value. -----

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The General Shareholders' Meeting that declares the Capital Stock increase will also determine the terms and conditions for such increase. The relevant minutes must be notarized in any case.

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Additionally, the General Shareholders' Meeting may delegate to the Board of Directors the power to increase Capital Stock and to determine the terms for subscribing shares, including the exclusion of the preemptive subscription right referred to in Article 132 of the General Business Organizations Act and Article Ten of these Corporate Bylaws. The authority delegated to the Board of Directors pursuant to this paragraph shall be exercised in accordance with Article 55 Bis of the Stock Market Act and the general provisions issued by the National Banking and Securities Commission, including circumstances in which the shares issued pursuant to this paragraph are offered exclusively to institutional and qualified investors or shareholders with preemptive subscription rights. -----

ARTICLE EIGHT.- ISSUANCE OF SHARES FOR PUBLIC OFFER. Subject to the provisions of Article 53 of the Stock Market Act, the Shares issued to represent increases in Capital Stock and which by means of the Meeting's resolution, or that of the Board of Directors pursuant to the last paragraph of Article Seven of these Corporate Bylaws, declaring their issuance must be deposited in the Company's Treasury to be delivered as they are subscribed, may be offered by the Board of Directors for subscription and payment, in accordance with the powers granted to said Board by the Shareholders' Meeting directing their issuance or pursuant to the terms determined by the Board itself when directing the issuance of shares based on the powers granted by the Shareholders' Meeting based on Article Seven of these Corporate Bylaws and the Stock Market Act. -----

The preemptive subscription right referred to in Article 132 of the General Business Organizations Act and Article Ten below of these Corporate Bylaws shall not be applicable in the event of capital increases through public offers. -----

ARTICLE NINE. ACTIONS TO LIMIT SHARES HELD. Any transfer of shares to any person or group of people acting in coordination or shares acquired thereby, which accumulates in one or several transactions (without time limit) 10% (ten percent) or more of the total representative shares of the Company's Capital Stock, must be authorized by the Board of Directors. -----

The provisions of the preceding paragraph apply, by way of example, but not limited to: a) The purchase, subscription, increase or equity interest or acquisition through any certificate of ownership or medium, of shares representing this Company's capital stock, Classes "I" and "II",

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or any other Class or Series of shares issued or to be issued in the future by the Company, including Participation Certificates (PC) or any other instrument whose underlying value is shares issued by the Company; b) The purchase, subscription, increased equity interest or acquisition of any kind of rights belonging to the holders or owners of Class "I" and "II" shares or of any other Class or Series of shares issued by the Company in the future; c) Any contract, agreement or legal act that intends to limit or results in the transfer of any of the rights and powers belonging to the shareholders or owners of Company's shares, including derivative financial instruments or transactions, as well as acts that imply the loss or limitation of the voting rights granted by the shares representing this Company's Capital Stock; and d) Purchases, subscriptions, increased equity interests or acquisitions intended to be made by one or more interested parties, who act in coordination or are linked to each other, de facto or de jure, to make decisions as a group, partnership or business conglomerate. -----

The Board of Directors' prior and written approval referred to in this Article shall be required regardless of whether the purchase, subscription, increased equity interest or acquisition of the shares, securities and/or rights is intended to be made inside or outside the Stock Exchange, directly or indirectly, through a public or private offering, or by means of any other approach or legal act, in one or several transactions of any legal nature, simultaneous or successive, in Mexico or abroad. -----

The Board of Directors' prior and written approval shall also be required for entering into agreements, contracts and any other legal acts of any nature, oral or written, by virtue of which voting association mechanisms or agreements are formed or adopted, to be exercised in one or several Shareholders' Meetings of the Company, each time the number of grouped votes results in a number equal to or greater than any percentage of the total shares representing this Company's capital stock that are equal to or greater than 10% (ten percent) of the capital stock. This kind of agreement shall not be understood as a shareholders' resolution for appointing minority Directors. Such agreements shall be subject to the provisions of the Stock Market Act and shall not be enforceable against the Company to the detriment of the other shareholders or the Company's proprietary or business interests. -----

The written application for acquiring or authorizing the acts described in the preceding paragraphs shall be submitted by the interested party or parties for the consideration of the Company's Board of Directors and shall be delivered to the Board's Chair with a copy to the Secretary, being understood that any false information shall incur in relevant criminal penalties, for the applicants and their representatives and will be liable for the damages and

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losses they cause, including damages caused to the Company, its subsidiaries and affiliates. Such application shall include at least, but not be limited to, the following information, which shall be provided under oath: -----

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a) The number and Class and/or Series of shares involved and the legal concept of the act or acts intended to be performed; -----

b) The identity and nationality of the applicant or applicants, disclosing whether they act on their own behalf or on behalf of others, whether as attorneys-in-fact, representatives, shareholders, commission agents, fiduciaries, settlors, trustees, members of the Technical Committee or its equivalent, trustees or agents of third parties, and whether they act with or without a third-party representation in Mexico or abroad; -----

c) The identity and nationality of the partners, shareholders, principals, representatives, commissioning parties, fiduciaries, settlors, trustees, members of the Technical Committee or their equivalents, assignees and agents of the applicants; -----

d) The identity and nationality of the person or persons controlling the applicants, directly or indirectly through commission agents, trustees, settlors and other entities or persons indicated in items b and c above; -----

e) Who among those stated are spouses or related by blood, affinity or civil relationship up to the fourth degree; -----

f) Who of all the above are or are not competitors of this Company or its subsidiaries and affiliates; and whether or not they maintain any legal, economic or de facto relationship with any competitor, customer, supplier, creditor or shareholder of at least 5% (five percent) of the capital stock of the Company, its subsidiaries or affiliates; -----

g) Individual equity interest already held, directly or indirectly, by the applicants and all those stated above, in the shares, securities, rights and mechanisms or voting association agreement referred to in this Article; -----

h) The origin of the economic funds to be used to pay for the transaction or transactions, subject matter of the application, specifying the identity, nationality and other relevant information of the person or persons providing or who will provide such funds; explaining the legal nature and conditions of such financing or contribution, including the description of any type of guarantee that, if applicable, will be granted, and also disclosing whether or not such person or persons, directly or indirectly, are direct or indirect competitors of this Company or its subsidiaries or affiliates; or whether or not they maintain any legal, economic or de facto relationship with any competitor, customer, supplier, creditor or shareholder holding or

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owning at least 5% (five percent) of the capital stock of the Company, its subsidiaries or affiliates. -----

i) The purposes sought with the transaction or transactions to be conducted, and who among the applicants intend to continue to directly or indirectly acquire shares and rights additional to those referred to in the application and, if applicable, the percentage of ownership or vote to be obtained, and whether or not it is desired to acquire 30% (thirty percent) or more of the capital stock or control of the Company through the acquisition of shares, mechanisms or voting association agreement or by any other means; and -----

j) If applicable, any other additional information or documentation required by the Board of Directors to adopt its resolution. -----

If any purchases, subscriptions, increases in equity interest or acquisitions of shares are made, or any of the restricted agreements described in this Article are entered into without following the requirement to obtain prior written approval of the Company's Board of Directors and, if applicable, having complied with the aforementioned provisions, the shares, securities and rights involved in such purchases, acquisitions or agreements will not grant any right or power whatsoever to vote at the Shareholders' Meetings of the Company, nor will any value be given to deposit certificates for shares issued by any credit institution, financial or securities trading broker, depository or securities depository firm, to validate the right to attend a Shareholders' Meeting. Nor shall such shares, rights or securities be entered in the Company's Share Ledger; or, as the case may be, the Company shall cancel their entry therein. -----

The holders and owners of shares of any Class and/or Series representing this Company's paid-in capital stock, as well as of the securities, documents, contracts and agreements referred to in this Article, by the mere fact of being such, expressly agree to comply with and abide by the provisions of this Article and the Board of Directors' resolutions of the Company adopted pursuant thereto. -----

For the purposes of this Article, the acquisition of shares or rights over shares, as well as the securities, documents, contracts and agreements referred to in paragraph two of this Article, includes, in addition to the ownership and co-ownership of shares, cases of beneficial interest, bare owner or usufructuary, loan, repurchase, pledge, possession, fiduciary ownership or rights derived from trusts or similar arrangements under Mexican or foreign laws; the power to exercise or be able to determine the exercise of any right as shareholder; the power to determine the disposal and transfer in any form of the shares or the rights inherent thereto, or

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to be entitled to receive the benefits or proceeds from the disposal, sale and beneficial interest of shares or rights inherent thereto.-----

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To determine whether the percentages and amounts referred to in this Article are reached or exceeded, the following shares and rights shall be grouped together, in addition to the shares or rights owned or held by the persons who intend to purchase or acquire shares or rights thereover: (a) The shares or rights to be acquired, (b) The shares or rights owned or held by legal entities in which the intended purchaser or purchasers or the persons referred to in this Article have a direct or indirect equity interest; or with whom they have an agreement, contract or arrangement, either directly or indirectly, by virtue of which they may in any way influence the exercise of the rights or powers that such legal entities have by virtue of their ownership or title of shares or rights, including the hypotheses of Significant Influence or Decision-Making Power under the terms of the provisions of the Stock Market Act; c) Shares or rights over shares that are subject to trusts or similar concepts in which the intended purchaser or purchasers, their relatives up to the fourth degree or any person acting on behalf of or by virtue of an arrangement, agreement or contract with the intended purchaser or purchasers or the aforementioned relatives take part or are a party; d) Shares or rights over shares that are owned by relatives of the intended purchaser, up to the fourth degree; and e) Shares and rights owned or held by individuals by virtue of any act, agreement or contract with the intended purchaser or with any of the individuals or legal entities referred to in items b), c) and d) above; or in relation to which any of these persons may influence or determine the exercise of the powers or rights that correspond to them or said shares or rights. -----

The provisions of this Article shall not apply to: a) The hereditary transfer of shares; and b) Mergers of the Company with other companies, unless they are due to a merger with companies belonging to another business group other than the one headed by the Company. -----

Notwithstanding and independently of any consequence derived from breaching the above provisions, each of the persons acquiring shares, securities, instruments or rights representing the Company's capital stock in violation of the provisions of this Article Nine shall be obliged to pay the Company a contractual penalty for an amount equal to the price of all the shares, securities or instruments representing the Company's capital stock, subject of the prohibited transaction. If the transactions that gave rise to the acquisition of a percentage of shares, securities, instruments or rights representing the Company's capital stock equal to or greater

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than 10% (ten percent) thereof are made free of charge, the contractual penalty shall be equivalent to the market value of such shares, securities or instruments; provided that the Board of Directors' authorization of the Company has not been compromised. -----

While the Company holds shares representing its capital stock registered in the National Securities Registry, the above requirement, regarding transactions conducted through the stock exchange, will be additionally subject to the rules established by the Stock Market Act or those issued by the National Banking and Securities Commission pursuant thereto. -----

If a person or group of people are obliged to make a public offer and they fail to do so or obtain control of the Company in violation of Article 98 of the Stock Market Act, they may not exercise the corporate rights derived from the shares or rights acquired in violation of said provision, nor of those that they acquire in the future when they are in default, and the resolutions adopted as a result shall be ineffective against the Company. If the acquisition has represented all of the Company's common shares, the holders of the other Classes and/or Series of shares, if any, will have full voting rights until the relevant offer is made. Acquisitions that contravene the provisions of the aforementioned Article 98 will be rendered relatively null and the person or group of persons who conduct them will be liable to the other shareholders of the Company for damages and losses for defaulting the obligations set forth in the applicable legal provisions. Furthermore, regarding acquisitions that must be conducted through public offers under the Stock Market Act, the purchasers shall: (i) comply with the requirements set forth in the applicable regulatory provisions; (ii) obtain the relevant regulatory authorizations; and (iii) obtain the Board of Directors' authorization for the transaction prior to the beginning of the tender offer. In any case, the purchasers shall disclose at all times the existence of this prior authorization procedure by the Board of Directors for any acquisition of shares involving 10% (ten percent) or more of the shares representing the Company's capital stock. -----

The stipulations contained in this Article do not preclude in any way, and apply in addition to, the notices, notifications and/or authorizations that the potential purchasers shall submit or obtain under the regulatory provisions in force. -----

The Board of Directors may determine whether any person is acting in a joint or coordinated manner with another person or persons for the purposes regulated in this Article. In the event that the Board of Directors reaches such determination, the persons in question shall be considered as a single person for the purposes of this Article. -----

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In addition to the foregoing, a majority of the members of the Board of Directors, who have been elected to such position prior to the occurrence of any circumstance that could imply a change of Control, shall grant their written authorization through a resolution adopted at a meeting of the Board of Directors called expressly for such purpose under the terms of these corporate bylaws for a change of Control in the Company to take place. -----

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"Control" or "To control" means the ability of a person or group of persons to perform any of the following acts: (i) to directly or indirectly impose decisions in the General Shareholders' Meetings, Members' Meetings or equivalent bodies, or to appoint or dismiss the majority of the Directors, administrators, or their equivalents; (ii) to maintain the ownership of rights that permit direct or indirect voting with respect to more than 50% (fifty percent) of the capital stock; or (iii) to directly or indirectly direct the Company's management, strategy or main policies, whether through the ownership of securities, by contract or in any other way. -----

Amending Article Nine of the corporate bylaws may only be approved at an Extraordinary General Shareholders' Meeting of the Company in which 20% (twenty percent) or more of the outstanding shares on the date of the relevant Shareholders' Meeting have not voted against it. -----

ARTICLE TEN.- PREEMPTIVE RIGHT.- In capital increases by payment in cash, the shareholders will have preference to subscribe new shares that are issued to represent the increase, in proportion to the number of shares they own within the respective Class and/or Series at the time the increase in question is directed, as established in Article 132 of the General Business Organizations Act. This right shall be exercised within the term established for such purpose by the Shareholders' Meeting or the Board of Directors directing the increase, which in no case may be less than 15 (fifteen) calendar days from the date the relevant notice is published in the electronic system established by the Ministry of Economy. Additionally, the Company may publish the relevant notice in the corporate address' most widely circulated newspaper. However, in the event that the increase has been approved by the Shareholders' Meeting at which all the shares comprising the capital stock are represented, said period of at least fifteen (15) days will begin and be counted, if so resolved by said Meeting, as from the date of the meeting, and the shareholders will be deemed to have been notified of the resolution at that time, and therefore no publication shall be necessary. -----

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Should some shares remain unsubscribed after the expired period during which the shareholders should exercise the preemptive rights granted to them in this Article, the Board of Directors shall have the power to determine the person or persons to whom the unsubscribed shares may be offered for subscription and payment. If the Board of Directors does not designate any person, the shares may be offered for subscription and payment to any other person, under the conditions and terms determined by the Shareholders' Meeting directing the capital increase, or by the Board of Directors by virtue of the authority conferred, and under the terms established thereby or by the Representatives appointed by the Shareholders' Meeting for such purpose, or they will be cancelled, as determined by the Shareholders' Meeting or the Board of Directors that directed the relevant capital increase, in the understanding that they will never be offered under more favorable conditions than those granted to the shareholders. -----

Shareholders shall not enjoy the preemptive rights referred to in the preceding paragraphs in the event of: (i) the Company's merger, (ii) conversion of debentures into shares, (iii) a public offer under the terms of Article 53 of the Stock Market Act and Article Eight of these Corporate Bylaws, (iv) an increase of Capital Stock through the payment in kind of the shares to be issued, or through the cancellation or capitalization of liabilities payable by the Company, (v) placement of shares acquired by the Company pursuant to the provisions of Article 56 of the Stock Market Act and Article Thirteen of these Corporate Bylaws, (vi) capitalization of share premiums, retained earnings and reserves or other items of the Company's estate; (vii) when the Board of Directors so determines in accordance with Article 55 Bis of the Stock Market Act and Article Seven of these Corporate Bylaws; and (viii) any other circumstance in which the Law permits the non-application of the right at issue.

...ARTICLE THIRTEEN.- TREASURY STOCK ACQUISITION Pursuant to the provisions of Article 56 of the Stock Market Act and other applicable general provisions issued by the National Banking and Securities Commission, the Company may acquire shares representing its Capital Stock or negotiable instruments representing such shares, as well as derivative financial instruments or appreciation warrants whose underlying assets are payable in kind, without the prohibition established in the first paragraph of Article 134 of the General Business Organizations Act being applicable, provided that: -----

- (i) The acquisition is performed on a national stock exchange. -----
- (ii) The acquisition and, if applicable, sale on the stock exchange, is at market price, except in public offerings or auctions authorized by the National Banking and Securities Commission. --

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(iii) The acquisition is made chargeable to its net worth, in which case the shares acquired may be hold as treasury shares without the need to reduce the Capital Stock, or chargeable to the Capital Stock, in which case they will be converted into unsubscribed shares that will be held in the Treasury, without the need for a resolution of the Stockholders' Meeting.-----

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In any case, the amount of subscribed and paid-in Capital shall be announced upon disclosure of the authorized Capital represented by the issued and unsubscribed shares.-----

(iv) The Ordinary General Shareholders' Meeting, upon proposal by the Board of Directors, shall expressly agree on the maximum funds that may be used for purchasing Treasury Stock or negotiable instruments representing such shares for each tax year, with the sole limitation that the sum of the funds that may be used for this purpose in no case exceed the total balance of the Company's net profits, including retained earnings. -----

(v) The Company is in good standing by the payment of obligations derived from debt instruments registered in the National Securities Registry. -----

(vi) The stock exchange's maintenance requirements on which its shares are listed are met. --
The Board of Directors' authorization shall not be required for the purchase or sale of treasury stock; however, if the Stockholders' Meeting has not authorized it, said body shall designate the person or persons responsible for managing the funds for acquiring and placing treasury stock, in accordance at all times with the Policies for the Acquisition and Placement of Treasury Stock that have been previously approved by the Board of Directors as well as its resolutions based on which the purchase and placement of said shares is instructed. -----

The Treasury Stock and negotiable instruments representing such shares owned by the Company or, as the case may be, the unsubscribed issued shares held in Treasury, may be placed among the investing public without requiring a resolution from the Stockholders' Meeting or the Board of Directors. The provisions of Article 132 of the General Business Organizations Act shall not be applicable for the purposes of this paragraph's provisions. ----

While the shares belong to the Company, they may not be represented or voted at Shareholders' Meetings, nor may any corporate or economic rights of any kind be exercised. -----

The provisions of this Article shall also apply to acquisitions or disposals of derivative financial instruments or appreciation warrants whose underlying assets are shares representing the Company's capital stock, which are payable in kind, in which case the provisions of Sections I and II of this Article shall not apply to such acquisitions or disposals, as set forth in Article 56

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of the Stock Market Act, except in the case of public offerings or auctions authorized by the National Banking and Securities Commission. -----

Trustees of trusts organized for establishing stock option plans for employees and of pension, retirement or seniority bonus funds of the Company's personnel or of the legal entities controlled by it and any other fund with similar purposes, organized directly or indirectly by the Company, they may only dispose of or acquire from the Company the shares representing its capital stock or the negotiable instruments representing them or the appreciation warrants or derivative financial instruments having as underlying assets shares representing the Company's capital stock or negotiable instruments representing them, through public offerings or auctions authorized by the National Banking and Securities Commission, subject to the provisions of Article 366 of the Stock Market Act.-----

If the shares representing the Company's capital stock for any reason cease to be registered in the National Securities Registry, the provisions of this Article shall not be applicable, and the Company shall comply with the provisions of Article 134 of the General Business Organizations Act.-...-----

ARTICLE FIFTEEN.- SHARE CANCELLATION IN THE NATIONAL SECURITIES REGISTRY.- If the registration of shares representing the Company's capital stock or the certificates representing them in the Securities Section of the National Securities Registry is cancelled, either at the request of the Company itself, prior resolution of the Extraordinary General Shareholders' Meeting adopted with the favorable vote of the holders of voting or non-voting shares representing 95% (ninety-five percent) of the capital stock, or by resolution adopted by the National Banking and Securities Commission in terms of the Stock Market Act, the Company shall be obliged to make a tender offer of shares in accordance with Article 108 and other applicable provisions of the Stock Market Act upon the Commission's request. The person or group of persons controlling the Company at the time the aforementioned Commission makes the above requirement shall be secondarily liable to the Company for complying the provisions of this Article. -----

In the event of cancellation due to serious or repeated violations of the Stock Market Act or failure to comply with the requirements for maintaining the list on the stock exchange where the Company's securities are listed, the National Banking and Securities Commission may exempt the Company from the obligation to make the aforementioned public offer, provided that the stock list is suspended. -----

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If the registration requested by the Company is cancelled, the National Banking and Securities Commission may exempt the Company from the obligation to conduct the aforementioned public offer, when the interest of the investing public has been safeguarded and the requirements of the Stock Market Act and the general provisions issued by the National Banking and Securities Commission are met.-----

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The members of the Board of Directors of the Company shall prepare their opinion regarding the offer price and conflicts of interest, if any, that each member may have with respect to such price, no later than ten business day after commencing the public offer, or within the term indicated by the National Banking and Securities Commission, in consultation with the Corporate Practices Committee, and disclose it to the investing public through the stock exchange on which the Company's securities are listed and under the terms and conditions established by such stock exchange. The Board of Directors' opinion may be accompanied by another opinion issued by an independent expert hired by the Company. In addition, the members of the Board of Directors and the Chief Executive Officer of the Company shall disclose the decision they will take regarding the securities owned thereby to the public, together with the aforementioned opinion.-----

The Company shall convey in trust, for a minimum of six months from the date of cancellation, the funds to be acquired at the same price of the offer the shares and securities of the investors who did not participate in it.-...-----

ARTICLE TWENTY-TWO - SHAREHOLDERS' MEETINGS - The General Shareholders' Meeting is the supreme authority of the Company. The Meetings shall be Ordinary, Extraordinary or Special. Extraordinary Meetings involve any business referred to in Article 182 of the General Business Organizations Act, as well as Articles 53 and 108 of the Stock Market Act. Special Meetings shall involve business that may affect only one category of shareholders. All other Meetings will be Ordinary, these shall be held at least once a year within four months following the tax year's end, to become aware of the matters set forth in Articles 181 of the General Business Organizations Act and 56 section IV of the Stock Market Act.-----

Pursuant to Article 47 of the Stock Market Act, in addition to the provisions of the General Business Organizations Act, the Ordinary General Shareholders' Meeting shall be held to approve the transactions that the Company or the legal entities it controls intend to conduct within a tax year, when they account for 20% (twenty percent) or more of the Company's

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consolidated assets based on figures relevant to the end of the immediately preceding quarter; regardless of the manner in which they are executed, whether simultaneously or successively, but which may be consolidated as a single transaction due to their nature. Shareholders holding voting shares, whether limited or restricted, may vote at such meetings. -----

Moreover, the Annual Ordinary General Shareholders' Meeting will be informed of the annual report prepared by the Committee or Committees in charge of Audit and Corporate Practices referred to in Article 43 of the Stock Market Act, which must be submitted to such Shareholders' Meeting by the Company's Board of Directors through any of its representatives appointed to that end. -----

All Shareholders' Meetings may be held in person or through the use of electronic, optical or any other technological means that allow all or part of the attendees to participate by such means in the relevant Shareholders' Meeting, provided that participation is simultaneous and interaction in the deliberations is permitted in a manner functionally equivalent to a face-to-face meeting (the "Electronic Means"). -----

Additionally, Shareholders' Meetings may be held away from the corporate domicile, without the need for an act of God or force majeure, provided that all the shareholders approve it and there is also the possibility of using Electronic Means. In this case, the address at which the respective meeting was held must be indicated in the meeting's minutes. It shall not be understood that a meeting is held outside the corporate domicile by the mere fact of using Electronic Means. -----

ARTICLE TWENTY-THREE.- NOTICE FOR MEETINGS.- The notice for Meetings shall be made by the Board of Directors, the Audit and/or Corporate Practices Committee or Committees, or by the judicial authority, as the case may be, and shall be signed by whoever agrees to it. -----

At least from the date of the relevant notice, the shareholders will have at their disposal: (a) at the Company's offices, or in absence thereof, on its Internet web page or any other electronic, optical or any other technological means, as determined in the respective notice, the information and documents related to each of the items contained in the agenda of the relevant Shareholders' Meeting, including, if applicable, the report referred to in general statement of Article 172 of the General Business Organizations Act, free of charge and immediately, (b) through stock market brokers or at the Company, proxy forms drawn upon by the Company under the terms of Article 49 of the Stock Market Act for the representation of shareholders at the Shareholders' Meeting in question. -----



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Shareholders holding voting shares, whether limited or restricted, that comprise at least 10% of the Capital Stock may request the Chair of the Board of Directors or the Audit and/or Corporate Practices Committee or Committees, at any time, to call a General Shareholders' Meeting, pursuant to the terms of Article 50 of the Stock Market Act, without the percentage indicated in Article 184 of the General Business Organizations Act applying thereto.-----

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... **ARTICLE TWENTY-SIX.- MEETING DULY CONVENED** - The Meetings may be held at the corporate address or outside of it (when so approved by all the Shareholders prior to holding the Meeting in question), as well as in person or through the use of Electronic Means. In this instance, the shareholder or representative attending shall sign the minutes and/or the attendance list with their electronic signature (whether simple, advanced or of any other type) pursuant to the functional equivalence set forth in Title Two of Book One and Title Two of Book Two of the Commercial Code. In any case, whether in person or through the use of Electronic Means, all Shareholders' Meetings shall have mechanisms or measures that allow access, verification of attendees' identity and how the vote is casted, as well as relevant proof or evidence, if applicable. The Meeting shall be held through Electronic Means If held outside the Company's corporate address. Electronic Means used for the course and conduct of a Shareholders' Meeting shall be entered in the minutes, as well as the address at which the Meeting was held, if applicable. -----

It shall not be understood that a Shareholders' Meeting is held outside the corporate domicile by the mere fact of using Electronic Means. -----

The Ordinary Shareholders' Meeting shall be deemed to be duly convened by virtue of first notice if at least 50% (fifty percent) plus one of all the voting shares at such Meetings are in attendance. In the event of a second or subsequent notice, by expressing this situation, the Ordinary Shareholders' Meeting shall be deemed to be duly convened, regardless of the number of shares represented at the Meeting. -----

The Extraordinary Meeting shall be duly convened by virtue of first notice if at least 75% (seventy-five percent) of all the voting shares at said Meeting are represented therein. In the event of a second or subsequent notice, by expressing this situation, the Extraordinary Shareholders' Meeting shall be deemed to be duly convened if at least 50% (fifty percent) plus one of all the voting shares are represented therein. -----

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The Ordinary or Extraordinary General Shareholders' Meeting shall be duly convened without calling for a meeting if all the shares into which the Capital Stock is divided are represented, and may resolve on any business if at the time of voting all the shares are still represented.-...

... **ARTICLE THIRTY.- MEETING MINUTES** - The minutes of the Shareholders' Meetings shall be recorded in the relevant minutes book to be kept by the Secretary of the Board of Directors and shall be signed (either handwritten or electronically pursuant to the provisions of the Commercial Code) by those who acted as Chair and Secretary at the Meeting. -----

At all times, the attendance list of the shareholders or their representatives who have attended the Meeting shall be prepared, which must be signed thereby (either handwritten or electronically pursuant to the provisions of the Commercial Code), by the scrutineer or scrutineers who have acted in such capacity thereon, and both the attendance list and powers of attorney that have been exhibited shall form part of the file prepared to that end, as well as a copy of the notice in which the Meeting was published, a copy of the reports, the financial statements of the Company and any other documents that may have been submitted to the Meeting or that the latter may have ordered to be attached to the file to be prepared for such Meeting. -----

If, for any reason, a legally convened Shareholders' Meeting is not held, or if it is held but the necessary quorum is not met to adopt resolutions, minutes shall also be issued and recorded in the relevant book. -----

The minutes of the Extraordinary General Shareholders' Meetings, as well as those corresponding to Ordinary General Shareholders' Meetings approving increases or decreases in the variable portion of the Capital Stock and any others that may be required by law, shall be notarized before a Notary Public. -----

When, for any reason, the minutes of a Shareholders' Meeting cannot be recorded in the relevant book, they must be notarized before the Notary Public. -----

ARTICLE THIRTY-ONE.- RESOLUTIONS ADOPTED OUTSIDE A MEETING - The shareholders, without the need of a Meeting, may adopt resolutions by a unanimous vote of those representing all the voting shares or of the Special Series of shares, as the case may be, which will have the same validity as if they had been adopted at a General or Special Shareholders' Meeting, respectively, provided that such resolutions are confirmed in writing (either by handwritten or electronic signature pursuant to the provisions of the Commercial Code) and their content is recorded in the relevant minutes book signed (either by handwritten or

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electronic signature pursuant to the provisions of the Commercial Code) by the Chair and Secretary of the Board of Directors.-... -----

... **ARTICLE THIRTY-SIX.- OFFICIALS' BOND AND LIABILITY.**- Neither the members of the Board of Directors or their alternates, nor, as the case may be, the members of any committee, including the audit and corporate practices committees, nor the administrators and managers shall be required to guarantee compliance with the liabilities they may incur while performing their duties unless the Shareholders' Meeting appointing them expressly establishes such obligation.-----

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In such case, the bond will not be returned to those who have granted it until the accounts relevant to the period in which they have served in such capacity are duly approved by a General Shareholders' Meeting. -----

Under the terms set forth in the Stock Market Act, the liability consisting of indemnifying damages to the Company or to the legal entities it controls or in which it has a significant influence, due to willful neglect of the members of the Board of Directors, the Secretary or Deputy Secretary of said corporate body, arising from the acts they execute or the decisions they adopt in the Board of Directors or those they fail to adopt impeding said corporate body from legally meeting and in general due to any willful neglect thereof, which may not exceed, in any case, on one or more occasions and for each taxable year, the amount equal to the total net fees that such members and officers of the Board of Directors have received in such capacity from the Company and, if applicable, from the legal entities controlled by it or those in which it has a significant influence, in the twelve months prior to the relevant default, in the understanding that limiting the indemnity amount contained in this paragraph shall not apply in the case of deceitful or bad acts of faith, or unlawful acts under the Stock Market Act or other laws.-----

The members of the Board of Directors shall perform their duties to create value for the benefit of the Company, without favoring a specific shareholder or shareholder group. To that end, they shall act diligently, adopting reasoned decisions and fulfilling duties imposed by virtue of the Stock Market Act or these Corporate Bylaws. -----

ARTICLE THIRTY-SEVEN.- CHAIR AND SECRETARY OF THE BOARD - In the absence of express appointment by the Ordinary General Shareholders' Meeting, the Board of Directors, at the first meeting held immediately after the Meeting at which the Directors were appointed,

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shall appoint the Chair of said corporate body. The Chair of the Board of Directors shall be Chair of the Company and a Mexican citizen. -----

The Chair of the Board of Directors shall have, among other things and except for the extensions, amendments or restrictions determined by the General Shareholders' Meeting or the Law, the following, obligations, duties and powers: -----

(i) To execute or conduct the execution of the resolutions of the General Shareholders' Meeting and of the Board of Directors, carrying out all that is necessary or prudent to protect the Company's interests, notwithstanding the powers that the Meeting itself, the Board or the Law may confer to the Chief Executive Officer -----

(ii) To propose to the Board of Directors the independent directors who will be members of the Audit and Corporate Practices Committees, as well as the provisional directors that may be appointed by the Board of Directors.-----

(iii) To preside over the Shareholders' Meetings and the meetings of the Board of Directors, having the casting vote in the resolutions of the Board in the event of a tie.-----

(iv) To formulate, sign and announce notices for the General Shareholders' Meetings and call the Meetings of the Board of Directors. -----

(v) To represent the Company before all kinds of authorities and persons. -----

The Chair shall be substituted in their temporary absences by the Vice Chair, if applicable, or by the Director determined by the Board of Directors in the relevant meeting. -----

When the General Shareholders' Meeting so resolves, it may designate as Honorary Chair of the Company the person who deserves it due to their performance and merits within the Company. The Honorary Chair shall keep confidential the information and matters on the Company of which they have knowledge, when such information or matters are not public. The Honorary Chair shall not be subject to the liabilities set forth by applicable legislation for relevant Directors and Executives; they shall have the right to speak but not to vote, except when they are also a member of the Board of Directors, in which case they shall have the relevant vote. The Honorary Chair may not adopt, individually, decisions that may significantly affect the administrative, financial, operational or legal situation of the Company or of the corporate group to which it belongs. -----

Additionally, if the Shareholders' Meeting does not do so, the Board of Directors will appoint a Secretary and a Deputy Secretary, in the understanding that these may not be members of the Board of Directors, who will be subject to the obligations and liabilities established by law, and this appointment may be revoked at any time. -----

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The Secretary and the Deputy Secretary of the Board of Directors will have, among other things, the following powers, obligations and duties: -----

(i) To perform, sign (either by handwritten or electronic signature pursuant to the provisions of the Commercial Code) and announce notices and notifications for the Shareholders' Meetings, and if applicable, to call the meetings of the Board of Directors and the Audit and Corporate Practices Committees. -----

(ii) With speaking but without voting privileges in the Board of Directors' meetings. -----

(iii) To keep confidential the information and matters known to them by reason of the position they hold in the Company, when such information or matters are not public. -----

(iv) To attend all General Shareholders' Meetings and Meetings of the Board of Directors, prepare the relevant minutes and keep to that end the Minutes Books of the General Shareholders' Meetings and Meetings of the Board of Directors in the manner provided by Law -----

(v) To sign (either by handwritten or electronic signature pursuant to the provisions of the Commercial Code) the minutes issued from such Meetings, as well as authenticate such acts or the resolutions included therein for all legal purposes as may be applicable. -----

(vi) To act as the Company's attorney-in-fact to appear before a Notary Public to notarize, in full or for the relevant purposes, the minutes of the General Shareholders' Meetings and the Board of Directors' Meetings. -----

(vii) To issue the certificates or authentications regarding the Company's legal representation and entries of the Key Shareholding and Share Ledgers that, if applicable, may be required. ---

ARTICLE THIRTY-EIGHT. - POWERS OF THE BOARD OF DIRECTORS. - The Board of Directors is the Company's legal representative and has the broadest powers and authority to conduct all operations inherent to the corporate purpose, except for those expressly entrusted to the General Shareholders' Meeting. The Board of Directors is vested with the following powers and authority, without limitation: -----

(i) To manage businesses and corporate assets with the broadest power of administration, in terms of paragraph two of Article 2554 of the Civil Code for the Federal District, and its equivalent articles of the Civil Codes of all the other States of Mexico and of the Federal Civil Code. -----

(ii) To exert acts of ownership with respect to the Company's real or personal property, as well as its personal rights and rights in rem, in terms of paragraph three of Article 2554 of the Civil

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Code for the Federal District, and its correlative articles of the Civil Codes of all the other States of Mexico and of the Federal Civil Code. -----

(iii) General power of attorney for litigation and collections, which is granted with all the general and special powers that require a special clause in accordance with the Law, without any limitation, in terms of paragraph one of Article 2554 of the Federal Civil Code and of the civil codes of the other States of Mexico and of the Federal Civil Code; therefore, it will be empowered, without limitation, to file complaints, criminal charges and grant pardons, to become a complaining party or intervenor in criminal proceedings; to desist from the actions it attempts and from constitutional relief proceedings; to settle, submit to arbitration, respond to interrogatories, assign assets, challenge judges, receive payments and execute all other acts expressly determined by the Law, including representing the Company before judicial and administrative, civil or criminal authorities, before labor authorities and courts, and before the Ministry of Foreign Affairs to enter into agreements with the Federal Government, under the terms of sections one and four of Article 27 of the Constitution, in its Organic Law and Regulations thereof. -----

No Director or the Chair of the Company's Board of Directors, nor the Director or the Chief Executive Officer will have the power to introduce confessional evidence, for which they are prevented from testifying in any trial or proceeding in which the Company is a party; the aforesaid powers will correspond exclusively to the attorneys-in-fact of the Company to whom they have been expressly granted. -----

(iv) For acts of administration with specific powers in labor matters, under the terms of Article 2554 (two thousand five hundred fifty-four), paragraphs two and four of the Civil Code for the Federal District, of its equivalent articles in the Civil Codes in force in the States of Mexico and of the Federal Civil Code, as well as in accordance with the provisions of Articles 11 (eleven), 692 (six hundred ninety-two) sections II and III, 786 (seven hundred eighty-six), 876 (eight hundred seventy-six) and other related provisions of the Federal Labor Act, to appear in their capacity as administrators and therefore as legal representatives of the Company, before all labor authorities, in relation to Article 523 (five hundred twenty-three) of the Federal Labor Act, as well as before the National Workers' Housing Fund Institute, the Mexican Institute of Social Security and the Institute for the National Fund for Employee Consumption, in all matters related to these institutions and other public agencies, they may deduct all actions and rights corresponding to the Company, with all general and special powers requiring special clause in

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accordance with the Law, authorizing them to compromise the Company in conciliation, as well as to direct the Company's labor relations in its representation.-----

(v) To subscribe, accept, certify, grant, draw, issue, endorse, guarantee or for any other reason subscribe negotiable instruments, in terms of Article 9 of the General Negotiable Instruments and Credit Transactions Act. -----

(vi) To open and cancel bank accounts in the name of the Company, as well as to make deposits and draw against them and to appoint people to draw against them. -----

(vii) To grant guarantees, sureties and in general to guarantee, with pledge and mortgage, third-party obligations with or without consideration and, therefore, to subscribe negotiable instruments, agreements and other documents that may be necessary for granting such guarantees within the limits imposed by law and the Corporate Bylaws. -----

(viii) Under the terms of these bylaws, to contribute real property of the Company to other companies and underwrite shares or to have holdings or shares in other companies. -----

(ix) Power to grant and delegate general and special powers of attorney, revoke them and substitute them in whole or in part, in accordance with the powers vested, expressly including the power for the people to whom such powers are granted, in turn, may grant, delegate, substitute or revoke them, in whole or in part, in favor of third parties. -----

(x) To hire technical specialists or other companies for rendering the services, either on an advisory basis or by conferring upon them any or some of areas of the administration. -----

(xi) To execute the Shareholders' Meeting resolutions and in general to conduct such acts and operations as may be necessary or convenient for developing the Company's purpose, except for those expressly reserved by Law and by these Corporate Bylaws to the Shareholders' Meeting. -----

(xii) To exercise the civil liability actions to protect the Company's assets and liabilities, and of the legal entities controlled by it and in the other cases required pursuant to applicable law. -

(xiii) To establish the general strategies for conducting the Company's business, and of the legal entities controlled by it. -----

(xiv) To oversee the management and conduct of the Company and the legal entities it controls, considering the relevance of the latter in the financial, administrative and legal position of the Company, as well as the performance of the relevant executives.-----

(xv) Notwithstanding the provisions of these Corporate Bylaws, it may establish the special committees or commissions it deems necessary for the Company's operations, establishing, if applicable, the powers and obligations of such committees or commissions, including the

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determination of the number of members that comprise them and the rules governing them. Said committees or commissions shall not have powers that according to the Law or these Corporate Bylaws correspond exclusively to the General Shareholders' Meeting or the Board of Directors.-----

(xvi) To establish and approve the internal regulations and organic bylaws that will govern the integration, operations, powers, authority and duties of the committee or committees created to assist the Board of Directors in its functions. -----

(xvii) The power to determine the direction in which the votes corresponding to the shares owned by the Company shall be cast in the Ordinary, Extraordinary and Special Shareholders' Meetings in which it holds the majority of the Company's shares. -----

(xviii) The power to resolve on the Company's stock acquisition programs, as well as to approve the relevant acquisition policies and placement of treasury shares, in accordance with the provisions of these Company's Corporate Bylaws, the Stock Market Act and the general provisions issued by the National Banking and Securities Commission on the subject. -----

(xix) To issue internal guidelines, policies, codes of conduct and other regulations which, among other aspects, establish the self-regulatory regime applicable to the Directors, managers, officers, attorneys-in-fact and employees of the Company and its subsidiaries. All internal guidelines, policies, codes of conduct and other regulations applicable to the Company and its subsidiaries, issued by the Board of Directors, shall be mandatory for their Directors, managers, officers, attorneys-in-fact and employees, as applicable; notwithstanding the compliance by such persons with the rules contained in the legal regulations applicable thereto. -----

(xx) To conduct all acts authorized by these Corporate Bylaws or as a consequence thereof. ---

(xxi) To approve, with the prior opinion of the relevant committee:-----

a) The policies and guidelines of related parties' use or enjoyment of the assets comprising the net worth of the Company and of the legal entities controlled by it. -----

b) The transactions, each individually, with related parties, which the Company or the legal entities controlled by it intend to execute. The following transactions shall not require approval of the Board of Directors provided that they comply with the policies and guidelines approved by the Board of Directors to that end:-----

1. Transactions which, due to their amount, are not relevant to the Company or the legal entities controlled by it. -----

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2. Transactions conducted between the Company and the legal entities it controls or in which it has a significant influence or between any of them; provided that they are in the ordinary course of business and are deemed to be made at market prices or supported by valuations made by specialized external agents.-----

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3. Transactions with employees, provided that they are conducted under the same conditions as with any customer or as a result of general labor benefits. -----

c) Transactions that are executed simultaneously or successively, which by their nature may be deemed as a single transaction and which are intended to be carried out by the Company or the legal entities it controls, within a tax year, when they are unusual or non-recurring, or when their amount represents, based on figures corresponding to the ending of the immediately preceding quarter, any of the following:-----

1. Acquisitions or alienation of assets with a value equal to or greater than five percent of the Company's consolidated assets. -----

2. Granting guarantees or assuming liabilities for a total amount equal to or greater than five percent of the Company's consolidated assets.-----

Investments in debt securities or banking instruments are excluded; provided they are made in accordance with the policies approved by the Board of Directors itself. -----

d) The appointment, designation, and, if applicable, removal of the Company's Chief Executive Officer and its full compensation, and the policies for the appointment and full compensation of other relevant officers. -----

e) Policies for granting loans or any type of credit or guarantees to related parties. -----

f) Waivers for a Director, executive, or person with decision-making authority, to take advantage of business opportunities for itself or for the benefit of third parties, which correspond to the Company or to the legal entities controlled by it or in which it has a significant influence. The waivers for transactions, the amount of which is less than the amount in item c) of this section, may be delegated to the Audit Committee or the Corporate Practices Committee.

g) The internal control and internal audit guidelines of the Company and of the legal entities controlled by it. -----

h) The Company's accounting policies, adjusting to the accounting principles recognized or issued by the National Banking and Securities Commission through general provisions. -----

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i) The Company's financial statements.-----

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j) Hiring the legal entity that provides the external audit services and, if applicable, additional or complementary services to the external audit. -----

When the decisions of the Board of Directors do not agree with the opinions provided by the relevant committee, said committee shall instruct the Chief Executive Officer to disclose such circumstance to the investing public, through the stock market where the Company's shares or negotiable instruments representing them are listed, in accordance with the terms and conditions established by said stock market in its internal regulations.-----

The Company, in addition to the foregoing, when by itself or through the legal entities it controls, intends to carry out transactions with related parties which, either simultaneously or successively, due to their characteristics may be deemed as a single transaction, within a tax year, the amount of which represents, based on figures corresponding to the ending of the immediately preceding quarter, the acquisition or alienation of assets with a value equal to or greater than 10% of the Company's consolidated assets, or issuing guarantees or incurring liabilities that represent the same percentage, prior to obtaining the Board of Directors' approval, it shall obtain the opinion of an independent expert appointed by the Corporate Practices Committee on the reasonableness of the price and market conditions of the transaction. The reference opinion shall be taken into consideration by the Board of Directors and the aforesaid committee in their deliberations and to determine the convenience that the relevant transaction, given its importance, be subject to the approval of the Shareholders' Meeting. -----

The provisions of the preceding paragraph shall not apply to transactions carried out by the Company, in terms of the provisions of point (xxi), item b), 2.-----

(xxii) To submit to the General Shareholders' Meeting to be held at the end of the tax year: ----

a) The reports referred to in Article 43 of the Stock Market Act. -----

b) The report that the Chief Executive Officer prepares pursuant to Article 44 section XI of the Stock Market Act, including the external auditor's opinion. -----

c) The Board of Directors' opinion on the content of the Chief Executive Officer's report referred to in the preceding item. -----

d) The report referred to in Article 172, item b) of the General Business Organizations Act, containing the main accounting and information policies and criteria followed while preparing financial information.-----

e) The report on the transactions and activities in which it has participated pursuant to the provisions of the Stock Market Act.-----

(xxii) To follow up on the main risks to which the Company and the legal entities it controls are exposed, identified based on the information presented by the committees of the Board, the

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Chief Executive Officer and the legal entity that provides the external auditing services, as well as the accounting, internal control and internal auditing, registration, filing or information systems thereof, which may be carried out through the Audit Committee. -----

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(xxiv) To approve the information and communication policies with the shareholders and the market, as well as with the Directors and relevant executives, in order to comply with the provisions of the Stock Market Act.-----

(xxv) To determine the relevant actions in order to remedy any known irregularities and implement the corresponding corrective measures.-----

(xxvi) To establish the terms and conditions to which the Chief Executive Officer shall adhere while exercising their acts of ownership powers. -----

(xxvii) To order the Chief Executive Officer to disclose to the public any relevant events that come into their knowledge. This is notwithstanding the Chief Executive Officer's obligation to disseminate relevant information and events that must be disclosed to the public in accordance with the provisions of the Stock Market Act. -----

(xxviii) To contract liability insurance for Directors, relevant executives, the Secretary and other officers of the Company.-----

(xxix) Any others that the Stock Market Act or the Shareholders' Meeting may establish or that are provided by these Corporate Bylaws in accordance with said Act.-----

The Board of Directors shall be responsible for overseeing compliance with the resolutions of the Stockholders' Meetings, which may be conducted through the Audit Committee.-----

All Directors shall inform the relevant Board of Directors' committee and the Board of Directors of those transactions intended to be conducted with the Company or its subsidiaries. -----

The members of the Board of Directors shall be responsible for the resolutions reached in connection with the matters referred to in this Article; except in the case established by the General Business Organizations Act regarding the Director who, being exempt from fault, has expressed their disagreement at the time of the deliberation and resolution of the act in question. -----

The members of the Board of Directors shall perform their duties to create value for the benefit of the Company, without favoring a specific shareholder or shareholders group. To that end, they shall act diligently, adopting reasoned decisions and complying with the duties of diligence, loyalty and responsibility established in the Stock Market Act, the General Business

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Organizations Act, the Company's Corporate Bylaws and the internal regulations issued by its Board of Directors. -----

The members of the Board of Directors shall not incur, whether individually or jointly, any liability for damages or losses caused to the Company or to the legal entities it controls or in which it has a significant influence, as such concept is defined in the Stock Market Act derived from the acts they execute or the decisions they adopt, when acting in good faith, under the following applicable liability exclusions: -----

(i) They comply with the requirements established by the Stock Market Act, the Corporate Bylaws or those established in Internal Regulations issued by the Board of Directors , when approving matters under the purview of the Board of Directors or any applicable committees of which it is a member. -----

(ii) They make decisions or vote in the Board of Directors' meetings or, as applicable, the committees to which they belong, based on information provided by relevant directors, as such concept is defined in the Stock Market Act, or by the legal entity that provides the external auditing services or independent experts, whose capacity and credibility do not pose any reasonable doubt. -----

(iii) They have selected the most appropriate alternative, to the best of their knowledge and belief, or the negative equity effects have not been foreseeable, in both cases, based on the information available at the time of the decision. -----

(iv) They comply with the resolutions of the Shareholders' Meeting; provided that they do not violate the Law. -----

ARTICLE THIRTY-NINE.- GOOD FAITH OF THE BOARD OF DIRECTORS.- The members of the Board of Directors, in the diligent exercise of the functions that the Stock Market Act and these Corporate Bylaws confer upon said corporate body, shall act in good faith and in the best interest of the Company and the legal entities it controls, for which purpose they may: -----

(i) Request information from the Company and legal entities controlled by it which is reasonably necessary for decision making. -----

To that end, the Board of Directors of the Company may establish, with the prior opinion of the auditing committee, guidelines that establish the manner in which such requests shall be made and, if applicable, the scope of the requests for information by the Directors. -----

(ii) Request the presence of relevant executives and other persons, including external auditors, who may contribute or provide elements for decision making at the Board of Directors' meetings. -----

(iii) Defer the Board of Directors' meetings, when a Director has not been convened or if the call has not been timely or, if applicable, if they didn't receive the information delivered to the other



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Directors. Such deferment shall be for up to three calendar days, and the Board of Directors may meet without the need for a new call; provided that the deficiency has been remedied. ---

(iv) Deliberate and vote, requesting that only the members and the Secretary of the Board of Directors be present, if they so desire. -----

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The members of the Board of Directors, the relevant executives and other people with powers of representation over the Company shall fully comply with the provisions of the Stock Market Act and strictly follow the provisions of Article 3 thereof. -----

The information submitted to the Company's Board of Directors by relevant executives and other employees, both of the Company and of the legal entities it controls, shall be signed by the people responsible for its content and preparation. -----

The members of the Board of Directors and other persons who are employed or hold a position or commission in any of the legal entities controlled by the Company or in which it has a significant influence, must abide by the discretion and confidentiality principles established in the Stock Market Act or other laws, when providing information pursuant to the provisions herein to the Company's Board of Directors with regard to the referred legal entities. -----

The members of the Board of Directors shall fail in their due diligence and shall be subject to liability under the terms of the provisions of Article 33 of the Stock Market Act if they cause proprietary damage to the Company or to the legal entities it controls or over which it has significant influence, by virtue of the occurrence of any of the following: -----

(i) They refrain from attending, unless there is a just cause in the opinion of the Shareholders' Meeting, the meetings of the Board of Directors and, as the case may be, the committees of which they are members, and that due to their non-attendance the body in question cannot legally meet. -----

(ii) They fail to disclose to the Board of Directors or, as the case may be, to the committees of which they are members, relevant information known to them, necessary for appropriate decision making in such corporate bodies, unless they are legally or contractually obliged to maintain secrecy or confidentiality in this regard. -----

(iii) They fail to comply with the duties imposed on them by the Stock Market Act or these Corporate Bylaws. -----

The liability of indemnifying damages to the Company or to the legal entities it controls or over which it has a significant influence, due to the willful neglect of the members of the Company's Board of Directors, derived from the acts they execute or the decisions they adapt in the Board of Directors or those that are not adopted because said corporate body cannot legally meet, will

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be joint and several among the liable parties who have adopted the decision or caused the aforesaid corporate body to be unable to meet. Such indemnity is limited in terms of Article Thirty-Six of these Corporate Bylaws.-----

The Company may agree on indemnities and contract insurance, bonds or sureties in favor of the members of the Board of Directors to cover the indemnity for damages caused by their actions to the Company or legal entities controlled by it or in which it has a significant influence, except in the case of bad faith or malicious or unlawful acts under this or other laws.-----

ARTICLE FORTY.- CONFIDENTIALITY OF THE BOARD OF DIRECTORS AND SECRETARY.-

The members and Secretary of the Board of Directors of the Company shall keep confidential the information and matters of which they have knowledge due to their position in the Company, whenever such information or matters are not of public. -----

Any members and, if applicable, the Secretary of the Board of Directors, with a conflict of interest in any matter shall refrain from participating and attending deliberations or voting on such matter, without affecting the quorum required for the Board of Directors to proceed.-----

Current and prior Directors shall be jointly and severally liable for any irregularities in which they may have incurred if, having knowledge thereof, they failed to report them in writing to the audit committee and to the external auditor. Additionally, such Directors shall be required to inform the audit committee and the external auditor of any irregularities they become aware of in the performance of their duties regarding the Company or its controlled legal entities or in which it has a significant influence. -----

The members and Secretary of the Board of Directors shall incur in disaffection to the Company and, consequently, shall be liable for any damages caused thereto or to the controlled legal entities or in which it has a significant influence when, without legitimate cause, by virtue of their employment, position or commission, they obtain economic benefits for themselves or procure them for third parties, including a specific shareholder or group of shareholders.-----

Additionally, members of the Board of Directors shall incur in disaffection to the Company or controlled legal entities or in which it has a significant influence, and shall be liable for any damages caused thereto should they engage in any of the following: -----

(i) Voting in meetings of the Board of Directors or adopting resolutions regarding Company assets or those of its controlled legal entities or in which it has significant influence, having a conflict of interest. -----

(ii) Failure to disclose their conflicts of interest with regards to the Company or controlled legal entities or in which they have significant influence, for any matters to be discussed in the Board

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of Directors' meetings or committees in which they are members. To that end, Directors shall provide details of the conflict of interest, unless they are legally or contractually bound to keep such information secret or confidential. -----

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(iii) Knowingly favor a specific shareholder or group of shareholders of the Company or controlled entities or in which it has a significant influence, to the detriment or prejudice of other shareholders. -----

(iv) Approve transactions entered into by the Company or the controlled legal entities or in which it has significant influence, with related parties, without adhering to or complying with the requirements established by the Stock Market Act. -----

(v) Profit for themselves or approve for third parties the use or enjoyment of the assets that are part of the equity of the Company or the controlled legal entities, in violation of the policies approved by the Board of Directors. -----

(vi) Make improper use of relevant confidential information related to the Company or its controlled legal entities or the entities in which it has significant influence. -----

(vii) Profit or exploit, for their own benefit or in favor of third parties, without the Board of Directors' waiver, business opportunities that correspond to the Company or its controlled legal entities or the entities in which it has significant influence. -----

To that end, it shall be considered, unless there is evidence to the contrary, that a business opportunity corresponding to the Company or its controlled legal entities or the entities in which it has a significant influence is taken advantage of or exploited when the Director, directly or indirectly, performs activities that: -----

a) Are in the ordinary or usual course of business of the Company itself or of its controlled legal entities or the companies in which it has a significant influence. -----

b) Involve a transaction or business opportunity originally intended for the Company or the legal entities mentioned in the preceding item. -----

c) Involve or are intended to involve commercial or business projects to be developed by the Company or the legal entities of the preceding item a), provided that the Director has had prior knowledge thereof. -----

The provisions of paragraph four hereof, as well as sections (v) to (vii), shall also apply to individuals exercising decision-making authority of the Company. -----

Regarding legal entities in which the Company has a significant influence, liability for disaffection shall be enforceable against the members and Secretary of the Board of Directors

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of such Company who contribute to obtaining the benefits referred to in paragraph four hereof, without legitimate cause. -----

ARTICLE FORTY-TWO.- OPERATION OF THE BOARD.- The Board of Directors shall meet at least quarterly on the dates and in the places determined by the Board itself. The Chair of the Board, the Chair of the Corporate Practices and/or Audit Committees, at least 25% (twenty-five percent) of the Directors, the Secretary or Deputy Secretary may call a Board of Directors' meeting, and include the issues they deem relevant in the Agenda. -----

Notices for Board of Directors' meetings, in all cases, shall be made in writing and sent to each of the Directors, at least 5 (five) business days prior to the date of the relevant meeting. Such notices may be sent by certified mail, telegram, telefax to the fax numbers or, if applicable, by e-mail or courier to the addresses registered with the Company's Secretary's Office; while a Director does not give written notice to the Secretary of changes to their fax number, e-mail or address, the notices sent in accordance with the registered data shall become fully effective. The notices shall specify the time, date and place, as well as the Agenda proposed for the meeting; however, a notice shall not be necessary if all Regular or, if any, Alternate Directors attend the Meeting, and when the Board of Directors has agreed and established a fixed schedule of meetings. -----

The External Auditor of the Company shall be called to the Board of Directors' Meetings as a guest, with voice but no vote, and shall refrain from being present for those items of the Agenda in which they may have a conflict of interest or which may compromise their impartiality. Moreover, officers of the Company and its Subsidiaries and other persons invited by the Chair of the Board of Directors may attend the meetings. -----

The Board of Directors' meetings shall be held at the corporate domicile or at any other place as previously determined in the relevant call for a meeting. The Board of Directors' meetings may be held at any time, in person and/or through Electronic Means, in the latter case provided that participation is simultaneous and interaction in the deliberations is allowed in a manner equivalent to a face-to-face meeting. In this instance, the director so attending shall sign the minutes and/or the attendance list with their electronic signature (whether simple, advanced or of any other type) pursuant to the functional equivalence provided for in Title Two of Book One and Title Two of Book Two of the Commercial Code. In any case, whether in person or through the use of Electronic Means, all meetings shall have mechanisms or measures that

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allow access, attendees' identity accreditation and the way the vote is casted, as well as, if applicable, the relevant proof or evidence creation. -----

The Board of Directors' meeting at which all the directors are present (in person or by Electronic Means) shall not require prior notice.-----

The Board of Directors shall validly meet with the majority of its regular members or, if applicable, alternate members, who substitute them, being present physically and/or through Electronic Means. Resolutions shall be valid if approved by the majority of those in attendance. In the event of a tie, the Chair shall have the casting vote.-----

Minutes shall be issued of each Board of Directors' meeting held, specifying the date, time and place thereof, the attending Regular or Alternate Directors and the resolutions approved, additionally stating whether there was unanimity or only a majority of votes. Said minutes shall be recorded in the Minutes Book of the Board of Directors' Meetings and shall be signed (either by handwritten or electronic signature as established by the Commercial Code) by the persons acting as Chair and Secretary, respectively.-----

Copies or records of the minutes of the Board of Directors and the General Shareholders' Meetings, as well as of the entries contained in the legal corporate books and records and, in general, of any document in the Company's file, may be authorized by the Secretary or by the Deputy Secretary. Either may appear before a Notary Public to notarize the aforementioned documents, notwithstanding any person authorized by the Board of Directors or the Shareholders' Meeting to do so. In general, in the absence of a specific representative, both the Secretary and the Deputy Secretary, indistinctly, shall act as representatives for executing the Board of Directors or the Shareholders' Meeting resolutions. -----

ARTICLE FORTY-THREE.- RESOLUTIONS ADOPTED OUTSIDE A BOARD MEETING.- The Board of Directors, without the need to gather in a formal meeting, may adopt resolutions by unanimous vote of a number of Directors equal to the number of Regular members appointed by the last Ordinary General Shareholders' Meeting, which may be Regular or Alternate, provided that such resolutions are confirmed in writing by all the Directors who participated in them. The wording of such resolutions shall be recorded in the relevant Minutes Book, which will be signed (either handwritten or electronically pursuant to the provisions of the Commercial Code) by the Board of Directors' Chair and Secretary. -----

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ARTICLE FORTY-FOUR - BOARD OF DIRECTORS' COMMITTEES. - In terms of Articles 25, 41 to 43 and other applicable articles of the Stock Market Act, the Board of Directors, while performing its duties, shall be assisted by the Corporate Practices and auditing Committee or Committees. The Committee or Committees shall be composed exclusively of Independent Directors and a minimum of three members appointed by the Board of Directors itself, at the proposal of the Chair of the Board, it being understood that the chairs of such committees shall be appointed and removed by the General Shareholders' Meeting, and may not preside over the Board of Directors. The Secretary of the Board of Directors or the person appointed by the Committee itself, without being a member thereof, shall act as secretary of the Committees. --- The Chairs of the Audit and Corporate Practices Committees may call a meeting of the Board of Directors and include in the Agenda such items as they deem appropriate. ----- Whenever the Company is controlled by a person or group of persons holding 50% or more of the capital stock, the Committee that, as the case may be, performs Corporate Practices shall be composed by at least a majority of Independent Directors, provided that it is disclosed to the public.----- When, for any reason, the minimum number of members of the Audit Committee is insufficient and the Board of Directors has not appointed provisional Directors pursuant to the provisions of Article 24 of the Stock Market Act and these Corporate Bylaws, any shareholder may request the Board of Directors' Chair to call a General Shareholders' Meeting within three calendar days to make the relevant appointment. If the meeting's notice is not issued within the aforesaid period, any shareholder may appeal to the judicial authority of the Company's domicile, so that the latter may issue notice thereof. If the Meeting does not meet or if the appointment is not made, the judicial authority of the Company's domicile, at the request and proposal of any shareholder, shall appoint the relevant Directors, who shall hold office until the General Shareholders' Meeting makes the definitive appointment. ----- The Auditing and Corporate Practices Committee or Committees shall invariably act as collegiate bodies, and their powers may not be delegated to individuals such as Directors, Managers, Deputy Directors or Attorneys-in-fact.----- The Auditing and Corporate Practices Committee or Committees shall prepare an annual report on their activities and submit it to the Board of Directors pursuant to the terms of Article 43 of the Stock Market Act. -----



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Notary 141 in and for Mexico City
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The Audit and Corporate Practices Committee or Committees and their respective Chairs shall have the following powers and duties, within the scope of their authority: -----

- a) To provide the Board of Directors with their opinion on the matters indicated in Articles 28, 30, 44, 99, 100, 101, 102, 108 and other applicable articles of the Stock Market Act; -----
- b) Those set forth in Articles 27, 41, 42 and 43 and other applicable articles of the Stock Market Act. -----

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Notwithstanding the foregoing: -----

A. Regarding Corporate Practices, the relevant Committee shall be responsible for the following activities: -----

- (i) To give the Board of Directors an opinion on the matters within its authority under applicable law. -----
- (ii) To request the opinion of independent experts when deemed appropriate for the proper performance of its duties or when required by the applicable legislation or general provisions. -----

(iii) To call Shareholders' Meetings and the items it deems pertinent be included in the Agenda of such Meetings. -----

(iv) To support the Board of Directors while preparing the reports referred to in Article 28, Section IV, items d) and e) of the Stock Market Act. -----

(v) To propose to the Shareholders' Meeting of the Company a sheet with the names of the persons who, in its opinion, should be members of the Board of Directors thereof in the event that its members at the time of the election are not recognized in their positions by the Shareholders' Meeting. While selecting candidates to join the Board of Directors, the Corporate Practices Committee shall consider only persons with recognized professional or business experience, as well as persons with no conflict of interest with the Company, its subsidiaries or relevant shareholders, and to the extent required, that the candidates it proposes qualify as independent Directors under the terms of applicable law. -----

(vi) Any other established by the Stock Market Act or provided for in these Corporate Bylaws, in accordance with the duties legally assigned. -----

B. The Auditing Committee shall be responsible for the following activities: -----

- (i) To give the Board of Directors an opinion on the matters within its authority under applicable law. -----
- (ii) To evaluate the performance of the legal entity providing external auditing services, as well

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as analyze the opinions or reports prepared and signed by the external auditor. The Committee may therefore require the presence of said auditor when it deems it convenient, notwithstanding the fact that it shall meet with the latter at least once a year. -----

(iii) To discuss the Company's financial statements with the persons who prepare and review them, and thereby recommend or not recommend approval thereof to the Board of Directors.

(iv) To inform the Board of Directors on the status of the internal control and audit system of the Company or of the legal entities it controls, including, if applicable, any irregularities found. -----

(v) To prepare the opinion referred to in Article 28, Section IV, item c) of the Stock Market Act and submit it to the Board of Directors' consideration for subsequent submission to the Stockholders' Meeting, supported by, among other elements, the external auditor's opinion. Such opinion shall state, at least: -----

a) Whether the accounting and information policies and criteria followed by the Company are adequate and sufficient taking into consideration the particular circumstances of the Company. -----

b) Whether such policies and criteria have been consistently applied in the information submitted by the Chief Executive Officer. -----

c) Whether, as a consequence of items a) and b) above, the information submitted by the Chief Executive Officer reasonably reflects the Company's financial position and results. -----

(vi) To support the Board of Directors while preparing the reports referred to in Article 28, Section IV, items d) and e) of the Stock Market Act. -----

(vii) To oversee that the transactions referred to in articles 28, section III, and 47 of the Stock Market Act are conducted in accordance with the provisions of said precepts, as well as the policies derived therefrom. -----

(viii) To request the opinion of independent experts when deemed appropriate for the proper performance of its duties or when required by applicable law or general provisions. -----

(ix) To require the Relevant Executives and other employees of the Company or of the legal entities controlled by it, reports on the preparation of financial information and any other type of information deemed necessary for performing its functions. -----

(x) To investigate possible defaulting operations, guidelines and operating policies, the internal control and internal audit system and accounting records of which it becomes aware, either of the Company itself or of the legal entities it controls, for which purpose it shall examine the documentation, records and other supporting evidence, to the extent necessary to perform such oversight. -----

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(xi) To receive observations from shareholders, directors, relevant executives, employees and, in general, any third party, regarding the matters referred to in the preceding item, as well as to take such measures as it deems appropriate therewith. -----

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(xii) To request periodic meetings with the relevant executives, as well as the delivery of any type of information related to the internal control and internal audit of the Company or the legal entities it controls. -----

(xiii) To inform the Board of Directors of any significant irregularities detected while performing its duties and, if applicable, the corrective actions taken or to propose those that should be implemented. -----

(xiv) To call a Shareholders' Meeting and request the items it deems pertinent be included in the Agenda of such Meetings. -----

(xv) To oversee that the Chief Executive Officer complies with the resolutions of the Shareholders' Meetings and of the Board of Directors of the Company, in accordance with the instructions, if any, directed by the Shareholders' Meeting itself or by the above. Board of Directors.-----

(xvi) To ensure that internal mechanisms and controls are established to verify that the acts and transactions of the Company and the legal entities it controls comply with the applicable regulations, and implement methodologies to review compliance with the foregoing. -----

(xvii) Any other duties established by the Stock Market Act or provided for in these Bylaws, in accordance with the functions legally assigned. -----

The annual report on the Audit and Corporate Practices Committee or Committees activities shall be prepared by the Committees' Chairs for submission to the Board of Directors. -----

The Audit and Corporate Practices Committee or Committees shall meet as often as necessary, and may be convened by the Chair of the Board of Directors, 25% of the Board Members or the Committee Chair itself. -----

For meetings of the Committees of the Company that are duly convened and conducted, and for the documentation and notarization in minutes thereof, the rules established for operating and documenting the Board of Directors' meetings shall be followed. -----

Decisions shall be made by majority vote of those in attendance, the Committee Chair having the casting vote in the event of a tie, and shall require the attendance of a majority of its members to hold a meeting.-----

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In the Committee meetings in which the Chair and/or Secretary is absent, the attendees shall designate the Chair from among the members of the Auditing and Corporate Practices

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Committee by majority vote, , and the Secretary from among the members themselves or other attendees for the relevant meeting. -----

The Committee or Committees shall keep a Minutes book of their meetings, in which the Minutes of each meeting shall be recorded and signed (either by hand or electronically in accordance with the provisions of the Commercial Code) by at least the acting Chair and Secretary of the Committee's meeting. -----

The same Committee may perform Auditing and Corporate Practices functions. -----

ARTICLE FORTY-FIVE.- CHIEF EXECUTIVE OFFICER.- The Chief Executive Officer shall manage, conduct and execute the business of the Company and the legal entities it controls, pursuant to the provisions of Article 44 of the Stock Market Act, subject to the strategies, policies and guidelines approved by the Board of Directors.-----

In any case, the Chief Executive Officer shall comply with the duties and obligations set forth in the Stock Market Act and these Corporate Bylaws, and especially with the functions established in Article 44 of the Stock Market Act, as well as with such other functions, obligations, assignments and duties as may be entrusted to them by the General Shareholders' Meeting or by the Board of Directors of the Company.-----

The Chief Executive Officer, for complying with their duties, shall have the broadest powers to represent the Company in acts of administration and litigations and collections, including special powers that, under the law, require a special clause. In acts of ownership, the Chief Executive Officer shall exercise such powers under the terms and conditions determined by the Board of Directors, in compliance at all times with the provisions of Article 28, section VIII of the Stock Market Act. - -----

The Chief Executive Officer, notwithstanding the foregoing, shall: -----

(i) Submit the business strategies of the Company and the entities it controls for the approval of the Board of Directors, based on the information provided by the former. -----

(ii) Comply with the resolutions of the Shareholders' Meetings and of the Board of Directors, in accordance with the instructions, if any, of the Shareholders' Meeting itself or by the aforementioned Board of Directors.-----

(iii) Propose to the Audit Committee the guidelines for the internal control and audit system of the Company and the entities it controls, as well as to execute the guidelines approved by the Company's Board of Directors. -----

(iv) Subscribe the Company's relevant information, together with the relevant executives in charge of its preparation, within their responsibility. -----

(v) Disseminate relevant information and events that must be disclosed to the public, in

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accordance with the provisions of the Stock Market Act. -----

(vi) Comply with the provisions for the execution of transactions for acquiring and placing the Company's own shares. -----

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(vii) Exercise, for themselves or through an empowered delegate, within the scope of their authority or by the Board of Directors' instruction, the appropriate corrective and liability actions. -----

(viii) Verify that capital contributions, made by the members, are conducted, as the case may be.-----

(ix) Comply with the legal and statutory requirements established with respect to dividends paid to shareholders. -----

(x) Ensure that the Company's accounting, record keeping, filing or information systems are kept.-----

(xi) Prepare and submit to the Board of Directors the report referred to in Article 172 of the General Business Organizations Act, except as provided in item b) thereof.-----

(xii) Establish internal mechanisms and controls to verify that the acts and operations of the Company and its controlled entities have complied with the applicable regulations, as well as to follow up on the results of such internal mechanisms and controls and take the necessary measures, if any.-----

(xiii) Exercise liability actions referred to in the Stock Market Act, against related parties or third parties that presumably have caused damage to the Company or the legal entities it controls, or in which it has a significant influence, unless, by determination of the Board of Directors of the Company and prior opinion of the Audit Committee, the damage caused is not relevant.-----

(xiv) Any other duties established by the Stock Market Act or provided for in these Corporate Bylaws, in accordance with the functions assigned thereby.-----

The Chief Executive Officer, in the exercise of their duties and activities, as well as for the due compliance with the obligations established by the Stock Market Act or other laws, shall be assisted by the relevant executives appointed for such purpose and by any employee of the Company or of the legal entities it controls. -----

The Chief Executive Officer, while managing, conducting and executing the Company's business, shall provide the necessary measures for the legal entities it controls to comply with the provisions of Article 31 of the Stock Market Act. -----

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The reports regarding the financial statements and financial, administrative, economic and

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legal information referred to in Article 104 of the Stock Market Act shall be signed, at least, by the Chief Executive Officer and other relevant executives who are heads of the financial and legal areas or their equivalents, within the scope of their relevant authority. Moreover, this information shall be submitted for the consideration and, if applicable, approval of the Board of Directors, together with supporting documentation. -----

The Chief Executive Officer and other relevant executives shall be subject to the provisions of Article 29 of the Stock Market Act, in their relevant authority, and shall therefore be liable for damages and losses arising from their duties. Additionally, the exclusions and limitations of liability referred to in Articles 33 and 40 of the Stock Market Act shall be applicable thereto, for all relevant purposes. -----

In addition, the Chief Executive Officer and other relevant executives shall be liable for damages and losses caused to the Company or the legal entities it controls due to: -----

(i) Failure to respond in a timely and diligent manner, for causes attributable thereto, to requests for information and documentation required by the Company's Directors within the scope of their competencies. -----

(ii) Knowingly submitting or disclosing false or misleading information -----

(iii) Any of the conducts set forth in Articles 35, sections III and IV to VII and 36 of the Stock Market Act, with the provisions of Articles 37 to 39 thereof applying. -----

... ARTICLE FIFTY-SIX.- APPLICABLE LAWS AND JURISDICTION.-----

For all matters not provided for in these Corporate Bylaws and while shares of the Company are registered in the National Securities Registry, it will be subject to the special provisions of the Stock Market Act and, in all matters not provided for therein, to the provisions of the General Business Organizations Act as well as the general provisions issued by the National Banking and Securities Commission. In the event of any interpretation or dispute over the provisions of the Corporate Bylaws or any dispute between the Company and its shareholders, or between the shareholders due to matters involving the Company, the shareholders and the Company expressly submit to the applicable laws and jurisdiction of the competent courts of Mexico City. -----

The shareholders, by the mere fact of subscribing, acquiring or holding shares representing the Capital Stock, expressly submit themselves to the provisions of these Corporate Bylaws and to the jurisdiction of the competent courts of the Company's corporate domicile, and therefore waive any other jurisdiction that may correspond thereto by reason of their present or future domiciles or for any other reason.-...". -----

----- LEGAL CAPACITY -----

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TRANSLATION FROM SPANISH

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The appearing party hereby proves their legal standing over the document being notarized for all relevant purposes and also over the corresponding certification of the documents that they present to the undersigned notary, under the terms of item b) section fifteen of article one hundred three of the Notary Act for Mexico City, which has been added to the file as annex "B" to this instrument, and the appearing party stated that these documents evidence the legal incorporation and existence of the Company, as well as the validity and effectiveness of the resolutions adopted in the minutes' meeting that are notarized for all relevant purposes herein; they also swear under oath that the legal capacity under which they appear and act is currently valid under its terms, and that their principal has the required legal capacity. -----

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I, THE UNDERSIGNED NOTARY, HEREBY CERTIFY:-----

I. That I fully identified myself as a notary public before the appearing party, whom I informed of the penalties incurred by those who testify falsely before a notary; -----

II. That I verified the identity of the appearing party through the document that I have attached in photocopy to the file as appendix "B" to this public instrument.-----

III. That, to my judgment, the grantor has the capacity to grant this instrument, since I have not observed in them any indications of natural disability, and I have not received notice that they are subject to civil disability;-----

IV. That, due to their personal information, the appearing party declared that they are: Mexican by birth, originally from Mexico City, where they were born on February 26, 1990, single, a lawyer, with address at Paseo de la Reforma no. 483, 47th floor, Colonia Cuauhtémoc, Mexico City, with Unique Population Registration Code number UICP nine zero zero two two six MDFRHL zero four, issued by the National Population Registry, and with Taxpayer ID UICP nine zero zero two two six four S two. -----

V. That what is included and described matches the originals to which I refer; -----

VI. That I requested from the appearing party their Taxpayer ID, Tax ID Card or the Tax Registration Certificate issued by the shareholders' Tax Administration Service, stating that they do not have them because of their wide trading volume. -----

VII. That I have informed the appearing party of their right to read this instrument themselves, and to have its contents explained to them by the undersigned Notary Public;-----

VIII. That I have read this instrument to the appearing party, and explained to them the value, consequences and legal scope of its contents. The parties expressed their full understanding and agreement therewith, signing it together with the undersigned Notary on April 17, 2024, date on which this instrument is definitively authorized. -----

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Paola Uriza Chong- illegible signature. -----

Alfredo Ruiz del Río Prieto - illegible signature - Authorizing Stamp. -----

----- APPENDIX DOCUMENTS -----

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AGAOEA Notice

APPENDIX "A"

Call to General Meetings

2024-0000004268

Date 2024-03-0714:52

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ORBIA ADVANCE CORPORATION, S.A.B. DE C.V.

CALL TO
ANNUAL ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

By resolution of the Board of Directors of Orbia Advance Corporation, S.A.B. de C.V. ("Orbia" and/or the "Company"), at a meeting held on February 21, 2024 and pursuant to the provisions of the General Business Organizations Act and Article Twenty-Three of the Corporate Bylaws, the Company shareholders are hereby called to the **Annual Ordinary and Extraordinary General Shareholders' Meeting** to be held at 12:00 noon on April 9, 2024, in the conference hall of the offices located at Paseo de la Reforma Número 365, Segundo Piso, Colonia Cuauhtémoc, 06500 Ciudad de México, Alcaldía Cuauhtémoc, to address matters contained in the following:

AGENDA OF THE ANNUAL ORDINARY GENERAL SHAREHOLDERS' MEETING

- I. Report of the Chief Executive Officer and, based thereon, that of the Board of Directors, for the purposes of Article 28 section IV, item b) of the Stock Market Act and Article 172 of the General Business Organizations Act regarding the transactions and results of the tax year ended December 31, 2023 and the audited individual and consolidated Company Financial Statements as of said date, as well as the report referred to in Section XIX of Article 76 of the Income Tax Act.
- II. Presentation of the annual report of: (i) the Audit Committee; and (ii) the Governance Committee.
- III. Proposal and resolution regarding results applied for tax year ended December 31, 2023, including amount and form of dividend payments to be distributed to Company shareholders.
- IV. Appointment and/or ratification of members of the Board of Directors, its Chair, Secretary (non-member) and Deputy Secretary (non-member), at the proposal of the Governance Committee, pursuant to Article Thirty-Four of the Corporate Bylaws, as well as the Chairs of the Audit Committee and the Company Governance Committee.
- V. Determination of salaries for members of the Board of Directors, as well as for Company Committee members.
- VI. Determination of maximum fund amounts to be used from April 9, 2024 to April 2025 to purchase the Company's own shares.
- VII. Annual Board of Director report regarding the adoption or amendment of the "Policies on the Acquisition of Own Shares" of the Company and Report on resolutions of said corporate body related to purchase and/or placement of own shares.

AGENDA OF THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

- VIII. Proposal, discussion and, if applicable, approval to amend several Company Bylaw Articles and their certification to update and adapt them to recent amendments to the General Business Organizations Act and Stock Market Act.

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IX. Appointment of delegates to fulfill and formalize resolutions adopted by the Shareholders' Meeting.

In order to have the right to attend the Meeting, Shareholders must obtain, no later than April 8, 2024, their Admission Card at the offices of the Secretary of the Company (DRB Abogados) located at Bosque de Alisos No. 45-A, Tercer Piso, Edificio Arcos Oriente, Colonia Bosques de las Lomas, Alcaldía Cuajimalpa de Morelos, 05120, Ciudad de México, Telephone +(52) 5552571888, which will be issued to the holder of shares representing the capital stock or on the basis of certificates issued by S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V. and the complementary listings issued by the depository intermediaries referred to in the Stock Market Act.

Shareholders may be represented at the Meeting by the person or persons they designate by powers of attorney signed before two witnesses or by attorneys-in-fact with sufficient general or special power of attorney granted in terms of applicable law or through the forms referred to in section III of Article 49 of the Stock Market Act. The Company shall keep at the disposal of the stock market intermediaries, who can prove that they are authorized representatives of the Shareholders, during the term referred to in Article 49, Section III of the Stock Market Act, the proxy forms so that they may send them to their principals in a timely manner.

The deposit of shares or, if applicable, the delivery of records of deposit thereof, as well as the distribution of proxy forms for shareholder representatives and the delivery of Admission Cards to the Meeting must be processed from 10:00 a.m. to 2:00 p.m. and from 4:30 p.m. to 6:00 p.m., Monday through Friday, at the offices of the Company Secretary as of the publication of this Call and until April 8, 2024.

All requests to obtain Meeting Admission Cards, as well as their issuance, may be sent by e-mail to: Leticia Delgado Hernández ldelgado@orbia.com.mx; Paola Driza paola.uriza@orbia.com and orbia.secretariacorporativa@orbia.com (please include all of them in communications).

All requests for an Admission Card to the Shareholders' Meeting must include documents normally required for their issuance (certificates issued by S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V. and the complementary listings issued by the depository intermediaries referred to in the Stock Market Act, as well as powers of attorney of representatives).

For further information, please email the above mentioned addresses.

Mexico City, March 7, 2024.

Juan Pablo del Rio Benítez
Non-member secretary of the Board of Directors
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ADVANCE CORPORATION, SAB DE CV|RECA7511154S4|Alberto Reyna
Callejas|681a530db9a09d69791c438f8aba79c1a044cd54a6b2e29e3ebe075198636cf9

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[57]

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POR EL CONSEJO DE LA JUDICATURA FEDERAL**



TRANSLATION FROM SPANISH

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HASH DOCUMENT

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[58]

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INDICATOR	PREVIOUS	CURRENT	VARIATION	INDICATOR	PREVIOUS	CURRENT	VARIATION
INTERBANK DOLLAR	\$16.8911	\$16.8660	[-0.0015 pp]	EURO	\$17.3300	\$17.3300	[0.0000 pp]
EURO	\$18.4100	\$18.4970	+0.00861	POUND	\$21.5026	\$21.6392	+0.1366

FOREIGN EXCHANGE MARKET

Weak dollar persists

For the fourth consecutive session, the dollar sold below 17 pesos. The interbank exchange rate closed at 16.86 pesos, three cents below Wednesday's 16.89 pesos.

The peso rose due to a weak U.S. dollar, given the expectation that some central banks will announce interest rate cuts soon, according to Banco Base.

However, it added that "the peso was not among the currencies that have risen the most. The inflation rate for February was published this morning and it was at 4.40%, down from 4.89% in January. Despite the risk of inflation, Bank of Mexico is expected to make its first interest rate cut this month".

Yesterday, the currencies that rose the most were the Japanese yen, the Norwegian krone and the Australian dollar.

Eréndira Espinosa

[Image]

Is it appropriate for everyone?
[Illegible text]

M

MONEY

EXCELSIOR, FRIDAY, MARCH 8, 2024

IT IS TIME FOR WOMEN TO...

#MujeresQueInspiranMujeres
[Women Who Inspire Women]

[Image]

Citi says goodbye to Banamex...
Business Assets,
Jose Yuste 2
HARBEEN ARORA, IN AN INTERVIEW

Rules of origin and energy
[Illegible text]

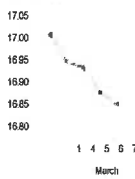
[Illegible text]

A WOMAN PRESIDENT IN MEXICO WOULD MAKE HISTORY

SHE WOULD BE THE FIRST WOMAN in this position in North America, which would be an unprecedented event creating opportunities and new challenges, said the leader of Women Economic Forum > 2

[Image]

INTERBANK DOLLAR



Source: Bank of Mexico

STOCK MARKET

Nasdaq leads performance

In the United States, markets closed yesterday with gains. The Dow Jones, the S&P 500 and the Nasdaq rebounded 0.34%, 1.03% and 1.51%, respectively. In Mexico, the S&P/BMV IPC instead fell 0.43%.

"Market optimism continued throughout the session on expectations that the Fed will make cuts to its benchmark rate in 2024. This is something that Jerome Powell, Fed chair, argued in his appearance before Congress," noted Activer.

Six of the seven most representative Nasdaq companies posted gains this day. Nvidia reached a record high and extended its positive six-day streak, while Alphabet and Meta rallied on the possible banning of a relevant social network competitor in the U.S. Amazon and Tesla managed to break a three-day losing streak.

Eréndira Espinosa

[Image]

It is very important for young girls to see women in leadership positions as businesswomen, executives, decision makers or entrepreneurs, because it will give them the confidence to follow a similar path.

Photo: Héctor López / Illustration: Jesús Sánchez

[Image]

Photo: Special

Gaps can be closed

There is a global expectation that gender equity could be reached in centuries. However, businesswomen and specialists in our country agreed that this process should move much faster. To do this, a strong will and determination is needed to achieve social justice and benefit. > 3

LABOR MARKET

Maternity and care, anchors

Labor market indicators for Mexican women have improved; however, the gap with men is still very high. Analysts from Mexico, How are we doing? and Imco stated that domestic and care work is still the structural factor that continues to weigh on gender differences. > 3

WOMEN AND YOUTH

Victims of cyber harassment

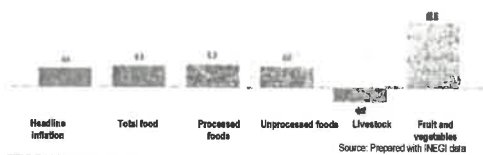
According to the most recent Module on Cyber Harassment, conducted by the National Institute of Statistics and Geography (Inegi), the main victims of cyber harassment are women between 20 and 29 years old, although it also affected young girls between 12 and 19 years old by those using fake profiles or so-called grooming. > 2

[Image]

Photo: Freepik

HEADLINE AND FOOD INFLATION

(Var. annual % of price indexes as of February 2024)



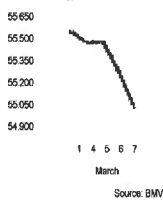
Source: Prepared with INEGI data

FEBRUARY REPORT AGRICULTURAL PRICES REDUCE INFLATION

The inflation rate went down due to the seasonal behavior of agricultural products and prices set by the public sector. Annual inflation stood at 4.4% last month.

Red tomatoes, tomatillos, chicken, prickly pear cactus pads (nopales) and eggs, among other products, had the greatest impact on the general price index decline. > 4

S&P / BMV IPC



Source: BMV

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TRANSLATION FROM SPANISH

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#DineroEnImagen

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HACKER_
EXCELSIOR FRIDAY, MARCH 8, 2024

CHECK POINT CPX 2024

AI WILL TRANSFORM CYBERSECURITY

Gil Shewd, CEO of the company, assures that Mexico is a key market for the company

BY AURA HERNÁNDEZ
SENT
aura.hernandez@ginm.com.mx

LAS VEGAS - The cybersecurity industry has been facing more sophisticated and complicated attacks with a greater impact on organizations and people's lives. Check Point is harnessing the full potential of artificial intelligence to address this scenario.

Gil Shewd, founder of Check Point and in charge for more than three decades, said that the world is just seeing "the tip of the iceberg" of everything that can be achieved with artificial intelligence and has accepted that it has both good and bad uses.

"I tend to be optimistic, I see potential, I see good things, but this does not come without risk. Artificial intelligence can change everything in our world, particularly cybersecurity, but we still must defend ourselves," he confided when talking to Excelsior.

This is key because more than 5,000 attacks on large organizations were detected last year alone, with a 90% increase in ransomware attacks.

During Check Point CPX 2024, the Israeli company explained that artificial intelligence drives more than 50 of the 90 plus security engines it has developed over the past 30 years to identify and stop attacks.

IT IS TIME
FOR A
WOMAN...

Female
advancement

[Illegible text]

[Illegible text]

[Image]

Gil Shewd during his participation yesterday in Las Vegas

[Image]

Nataly Kremer, one of the other company speakers

[Image]

It was assured at the event that the cloud will strengthen AI.

It was also added that its Check Point Infinity platform runs on artificial intelligence and uses the cloud, the launch of Quantum Force which is a new line of security appliances including 10 new gateways maximizing the "power of artificial intelligence and the cloud," as well as the new Infinity AI Copilot that will be an ally for cybersecurity teams.

"The Infinity platform can give you complete coverage of almost all security needs and make it relatively simple. The new artificial intelligence revolution will make it even better because you no longer need to be an expert, you can ask a question about what the recommended security policy is and how to change it," the CEO highlighted.

Photos: Aura Hernandez

Despite the optimism, he is aware that this technology is still under development, meaning that it could become overpriced and have risks, such as being used by cybercriminals. There are also information privacy issues, as well as other issues that will arise along the way.

[Image]

"I think countries with medium-sized companies have a huge potential"

Gil Shewd
FOUNDER AND CEO OF CHECK POINT

"We are definitely investing and thinking about what this means, what we can do and how we can avoid it," he added.

CHANGES

In January, Shewd mentioned he announced his departure as CEO. This year, they will begin to screen candidates for his replacement.

90 SECURITY ENGINES
have created more than 30 years of operations.

"I think now is a good time to try something new and it will be within Check Point. I want to come to my office every day able to focus on fewer issues, but at the same time, dig deeper, especially when dealing with the future of cybersecurity," he explained.

Although he has not yet announced the appointment of a new CEO, he has indicated that the company will focus on developing more artificial intelligence-based products and working with them this year.

He has also been asked if Check Point has been affected by the Israel-Hamas conflict or by the distrust of Israeli software used for cyber espionage such as Pegasus. He said there is no impact.

He also said that the cybersecurity company can grow in the Mexican market.

orbia [Logo: orbia]

ORBIA ADVANCE CORPORATION S.A.B. DE C.V.
CALL TO
ANNUAL ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS'
MEETING

[Illegible text]

AGENDA OF THE ANNUAL ORDINARY GENERAL SHAREHOLDERS'
MEETING

I. [Illegible text]

II. [Illegible text]

III. [Illegible text]

IV. [Illegible text]

V. [Illegible text]

VI. [Illegible text]

VII. [Illegible text]

VIII. [Illegible text]

IX. [Illegible text]

AGENDA
OF THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

VIII. [Illegible text]

IX. [Illegible text]

[Illegible text]

[62]

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TRANSLATION FROM SPANISH

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APPENDIX "B"

1

I, **ALFREDO RUIZ DEL RÍO PRIETO, ESQ.**, NOTARY NO. ONE HUNDRED FORTY-ONE, ACTING AS ASSOCIATE NOTARY TO **JORGE ALFREDO RUIZ DEL RÍO ESCALANTE, ESQ.**, NOTARY ONE HUNDRED SIXTY-EIGHT, BOTH IN AND FOR MEXICO CITY, HEREBY CERTIFY: THAT IN ORDER TO VERIFY THE LEGAL CAPACITY OF **PAOLA URIZA CHONG**, IN HER CAPACITY AS SPECIAL REPRESENTATIVE OF THE ONE HUNDRED AND EIGHTH SHAREHOLDERS' MEETING OF **ORBIA ADVANCE CORPORATION, SOCIEDAD ANÓNIMA BURSÁTIL DE CAPITAL VARIABLE**, SHE PROVIDED ME WITH THE FOLLOWING DOCUMENTS: -----

I.- Transcript of deed number **forty-three thousand four hundred fourteen**, dated November 29, 1984, issued by Ignacio Soto Borja, Esq., Notary Public one hundred twenty-nine in and for Mexico City, registered in the Public Registry of Commerce of Mexico City with commercial entry number four thousand one hundred three, from which I transcribe for all relevant purposes the following: -----

"... That the undersigned Notary Public notarize the minutes of the Extraordinary General Shareholders' Meeting of the company in question, held in Mexico City, Federal District, on November 6, 1984,.... b) with deed number thirty-four thousand eighty, dated June 30, 1968, issued by Roberto Núñez y Escalante, Esq., Notary Public number one hundred twelve in and for the Federal District, registered in book three of the Commerce Section of the Public Registry of Property of the Federal District, volume one thousand sixty-six, on page one hundred ninety and under number two hundred twelve, whereby "GRUPO INDUSTRIAL CAMESA", SOCIEDAD ANÓNIMA, was incorporated, domiciled in this city, with duration of ninety-nine years and capital stock of NINETY SIX MILLION MEXICAN PESOS.-... f) With deed number forty-two thousand three hundred nine dated September 4, 1980, issued by the same Notary Public number fifty-six, registered in the referred commercial entry number ... whereby the capital stock was again increased to the amount of THREE HUNDRED THIRTY MILLION MEXICAN PESOS.- h) With public instrument number six thousand three hundred twelve, dated February 1, 1984, issued by Cecilio González Márquez, Esq., Notary Public number one hundred fifty-one in and for the Federal District, registered in the Public Registry of Commerce on February 22, 1984, under commercial entry number four thousand one hundred three, whereby the company was reorganized from a corporation into a VARIABLE CAPITAL COMPANY, articles 1, 6, 18, 21, 29, 34 and 36 of its corporate bylaws were amended.-...-." -----

II.- Transcript of public instrument number **twenty-two thousand seven hundred eight**, dated November 8, 1999, issued by Jorge Alfredo Ruiz del Río Escalante, Esq., Notary one hundred sixty eight in and for Mexico City, registered in the Public Registry of Commerce of

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Mexico City, with commercial entry numbers four thousand one hundred three and two hundred twenty-three thousand five hundred fifty-six, on November 12, 1999, whereby the merger of the companies Grupo Empresarial Privado Mexicano, Sociedad Anónima de Capital Variable, as "merging company", and Grupo Industrial Camesa, Sociedad Anónima de Capital Variable, as "surviving company", was recorded.-----

III.- Transcript of public instrument number **thirty thousand twenty-eight**, dated June 10, 2005, issued by Jorge Alfredo Ruiz del Río Escalante, Esq., Notary one hundred sixty eight in and for Mexico City, recorded in the Public Registry of Commerce of Mexico City, with commercial entry number four thousand one hundred three, whereby the merger of "Mexichem", Sociedad Anónima de Capital Variable, as "merging company" and "Grupo Industrial Camesa", Sociedad Anónima de Capital Variable, as "surviving company" was recorded.-----

IV.- Transcript of public instrument number **thirty thousand seventy-four**, dated June 22, 2005, issued by Jorge Alfredo Ruiz del Río Escalante, Esq., Notary one hundred sixty eight in and for Mexico City, registered in the Public Registry of Commerce of this City, with commercial entry number four thousand one hundred three, the partial notarization of "Grupo Industrial Camesa", Sociedad Anónima de Capital Variable, was recorded, whereby, among other things, it was agreed to change the Company's name to "MEXICHEM", SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE, amending to that end article one of the Corporate Bylaws.-----

V.- Transcript of public instrument number **thirty-three thousand three hundred twenty**, dated December 18, 2006, issued by Jorge Alfredo Ruiz del Río Escalante, Esq., Notary one hundred sixty eight in and for Mexico City, registered in the Public Registry of Commerce of this City, with commercial entry number four thousand one hundred three, on February 16, 2007, the minutes of the sixtieth shareholders' meeting held on December 6, 2006, were notarized, whereby, among other things, it was agreed to amend the corporate bylaws in order to adapt them to the Stock Market Act and the Corporate Bylaws were amended, with the Company's name remaining as follows: "MEXICHEM, SOCIEDAD ANÓNIMA BURSÁTIL DE CAPITAL VARIABLE", OR ITS ABBREVIATION "S.A.B. DE C.V."-.....".-----

VI.- Transcript of deed number **forty-four thousand three hundred nineteen**, dated May 2, 2013, issued by Jorge Alfredo Ruiz del Río Escalante, Esq., holder of notary's office one hundred sixty eight in and for Mexico City, whose first transcript was registered in the Public Registry of Commerce of this City, with commercial entry number four thousand one hundred three and from which I copy for all relevant purposes the following:

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"... I hereby put on record the NOTARIZATION OF THE MINUTES OF THE EIGHTY-FOURTH ANNUAL ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF "Mexichem", Sociedad Anónima Bursátil de Capital Variable, held on April 26, 2013, at 9:00 a.m., ... AGENDA... IV. Appointment and/or ratification of the Board of Directors (regular and alternate) members, Secretary and Deputy Secretary, as well as members and Secretary of the Company's Audit and Corporate Practices Committee.... VIII. Proposal, discussion and, if applicable, approval of the comprehensive amendment to the Company's Corporate Bylaws.

... IV. Appointment and/or ratification of the Board of Directors (regular and alternate) members, Secretary and Deputy Secretary, as well as members and Secretary of the Company's Audit and Corporate Practices Committee. -----

IV.1 "It is hereby noted the cessation of duties regarding regular and alternate members of the Board of Directors, as well as of its Secretary and Deputy Secretary, and all actions performed by them while holding office are ratified herein, releasing said persons from any liability they may have incurred in connection with the performance of their duties."-----

IV.2 "It is hereby resolved to reelect Juan Pablo del Valle Perochena, Antonio del Valle Ruíz, Antonio del Valle Perochena, Francisco Javier del Valle Perochena, Adolfo del Valle Ruíz, Ignacio del Valle Ruíz, Ricardo Gutiérrez Muñoz, Jaime Ruíz Sacristán, Divo Milán Haddad, Fernando Ruíz Sahagún, Jorge Corvera Gibsone, Guillermo Ortiz Martínez, Eduardo Tricio Haro, Valentín Díez Morodo, Eugenio Santiago Clariond Reyes Retana and Juan Francisco Beckmann Vidal as regular members of the Board of Directors; to appoint Adolfo Lagos Espinosa as regular member of the Board of Directors; to reelect Adolfo del Valle Toca, Guadalupe del Valle Perochena, José Ignacio del Valle Espinosa, María Blanca del Valle Perochena, Francisco Moguel Gloria, José Luis Fernández Fernández, Arturo Pérez Arredondo and Eugenio Clariond Rangel as alternate members of the Board of Directors and to appoint Jorge Alejandro Quintana Osuna as alternate member of the Board of Directors, who, being present or having been aware of their possible reelection or appointment, have accepted their positions, protesting their faithful and fulfilled performance and have been relieved of granting any bond, the qualification by this Meeting of Divo Milán Haddad, Fernando Ruíz Sahagún, Jorge Corvera Gibsone, Guillermo Ortiz Martínez, Eduardo Tricio Haro, Valentín Díez Morodo, Eugenio Santiago Clariond Reyes Retana, Juan Francisco Beckman Vidal and Adolfo Lagos Espinosa as Independent Regular Directors is hereby recorded, as well as of José Luis Fernández Fernández, Jorge Alejandro Quintana Osuna, Arturo Pérez Arredondo, Francisco Moguel Gloria and Eugenio Clariond Rangel as Independent Alternate Directors, in terms of the Stock Market Act and the Corporate Bylaws."-----

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IV.3 By virtue of terminating the term of office, reelections and/or appointments referred to in the preceding resolutions, the Board of Directors of the Company is now comprised of the Regular and Alternate Directors listed below:-----

----- BOARD OF DIRECTORS -----	
----- REGULAR MEMBERS -----	----- ALTERNATE MEMBERS -----
----- Juan Pablo del Valle Perochena -----	----- Guadalupe del Valle Perochena -----
----- Antonio del Valle Ruíz -----	----- María Blanca del Valle Perochena -----
----- Antonio del Valle Perochena -----	----- N/A -----
----- Francisco Javier del Valle Perochena -----	----- N/A -----
----- Adolfo del Valle Ruíz -----	----- Adolfo del Valle Toca -----
----- Ignacio del Valle Ruíz -----	----- José Ignacio del Valle Espinosa -----
----- Ricardo Gutiérrez Muñoz -----	----- N/A -----
----- Jaime Ruíz Sacristán -----	----- N/A -----
----- Divo Milán Haddad* -----	----- Francisco Moguel Gloria* -----
----- Fernando Ruíz Sahagún* -----	----- José Luis Fernández Fernández* -----
----- Jorge Corvera Gibsone* -----	----- N/A -----
----- Guillermo Ortiz Martínez* -----	----- Jorge Alejandro Quintana Osuna* -----
----- Eduardo Tricio Haro* -----	----- N/A -----
----- Juan Beckman Vidal* -----	----- N/A -----
----- Valentín Díez Morodo* -----	----- Arturo Pérez Arredondo* -----
----- Eugenio Santiago Clariond Reyes Retana* -----	----- Eugenio Clariond Rangel* -----
----- Adolfo Lagos Espinosa* -----	----- N/A -----

* Independent Directors-----

IV.4 "Juan Pablo del Valle Perochena is hereby ratified as Chair of the Board of Directors, with the powers inherent to his position."

IV.5 "Antonio del Valle Ruíz is hereby ratified as Honorary Life Chair of the Board of Directors. --

IV.6 "Juan Pablo del Río Benítez and Javier García García are hereby appointed as Secretary and Deputy Secretary of the Board of Directors, respectively, who are not members of the Board of Directors."-----

IV.7 "It is hereby noted the cessation of duties regarding members of the Company's Audit and Corporate Practices Committee, as well as of its relevant Secretary, and all actions performed by said Committee while holding office are ratified herein, releasing said persons from any liability they may have incurred in connection with the performance of their duties."-----

IV.8 "It is hereby resolved to appoint the following persons as members of the Company's Audit and Corporate Practices Committee: -----

----- AUDIT AND CORPORATE PRACTICES COMMITTEE -----

----- Regular Members -----

----- Fernando Ruiz Sahagún – CHAIR -----

----- Divo Milán Haddad -----

----- Eugenio Santiago Clariond Reyes Retana -----

----- Juan Pablo del Río Benítez - SECRETARY -----

----- (Non-member of the Committee) -----

... VIII. Proposal, discussion and, if applicable, approval of the comprehensive amendment to the Company's Corporate Bylaws. VIII. "It is hereby resolved to amend the Company's Corporate Bylaws in its entirety, to be drafted in accordance with the document attached hereto as Annex "1", forming an integral part of these minutes. -... -----

----- CLAUSES -----

ONE.- At the request of Juan Pablo del Río Benítez, in their capacity as Special Representative of the Eighty-fourth Annual Ordinary and Extraordinary General Shareholders' Meeting of "Mexichem", Sociedad Anónima Bursátil de Capital Variable, held in this City, on April 26, 2013, at 9:00 a.m., the minutes are hereby NOTARIZED, and are transcribed in background point number one hereof. -----

TWO.- As a result of the notarization set forth in the immediately preceding clause, Juan Pablo del Río Benítez, in their capacity as Special Representative of the Eighty-fourth Annual Ordinary and Extraordinary General Shareholders' Meeting of "Mexichem", Sociedad Anónima Bursátil de Capital Variable, held in this City, on April 26, 2013, at 9:00 a.m., NOTARIZED all the resolutions adopted, and in particular: -----

a) The appointment and/or ratification of the Board of Directors (regular and alternate) members, Secretary and Deputy Secretary, as well as members and Secretary of the Company's Audit and Corporate Practices Committee, in the terms agreed upon on point number four of the minutes transcribed in background point number one hereof; and -----

b) The comprehensive amendment of the Company's Corporate Bylaws, in the terms agreed upon in point four of the minutes transcribed in the background point number one hereof, which are drafted in a document attached to said minutes, which the appearing party showed to me and I inserted to the appendix file relevant to this instrument, marked with the letter "C". -... -----

----- APPENDIX DOCUMENTS -----

----- ANNEX "C" -----

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"... SECTION ONE NAME, ADDRESS, PURPOSE, DURATION AND NATIONALITY SECTION ONE - NAME, ADDRESS, PURPOSE, DURATION AND NATIONALITY ARTICLE ONE.- NAME The name of the Company shall be "Mexichem", and shall always be followed by the words "SOCIEDAD ANÓNIMA BURSÁTIL DE CAPITAL VARIABLE", or its abbreviation "S.A.B. de C.V." ". ... ARTICLE FOUR.- DURATION.- The duration of the Company shall be indefinite. ARTICLE FIVE - NATIONALITY.- The Company is of Mexican nationality and is incorporated and shall operate under the laws of the United Mexican States. The shareholders may be Mexican or of any other nationality, and the foreign investment percentages, if any, established by the applicable law must be maintained. Any foreigner, who now or in the future acquires an interest or shareholding in the Company, formally undertakes with the Ministry of Foreign Affairs to deem themselves as a citizen with respect to this Company's shares that they acquire or own, as well as with respect to their assets, rights, concessions, shareholdings or interests, or with respect to the rights and obligations arising from the contracts in which this Company is a party with the Mexican authorities, and further agrees not to invoke the protection of their government, under the penalty, otherwise, of losing the shares or shareholdings that they may have acquired to the benefit of the Mexican nation. The agreement provided for in the preceding paragraph shall be deemed as agreed before the Ministry of Foreign Affairs the agreement , by the very fact of including in these Corporate Bylaws, the reference express understanding or agreement regarding current or future foreign shareholders.-... SECTION THREE MEETINGS ARTICLE TWENTY-TWO.- SHAREHOLDERS' MEETINGS.- The General Shareholders' Meeting is the supreme authority of the Company. The Meetings shall be Ordinary, Extraordinary or Special. Extraordinary Meetings are those that involve any business referred to in Article 182 of the General Business Organizations Act, as well as Articles 53 and 108 of the Stock Market Act. Special Meetings shall be those involving business that may affect only one category of shareholders. All other Meetings will be Ordinary, these shall be held at least once a year within four months following the tax year's end, to become aware of the matters set forth in Articles 181 of the General Business Organizations Act and 56 section IV of the Stock Market Act. Pursuant to Article 47 of the Stock Market Act, the Ordinary General Shareholders' Meeting, in addition to the provisions of the General Business Organizations Act, will be held to approve the transactions that the Company or the legal entities it controls intend to conduct within a tax year, when they account for 20% (twenty percent) or more of the Company's consolidated assets based on figures relevant to the end of the immediately preceding quarter; regardless of the manner in which they are executed, whether simultaneously or

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successively, but which due to their nature may be consolidated as a single transaction. Shareholders holding voting shares, whether limited or restricted, may vote at such meetings. Moreover, the Annual Ordinary General Shareholders' Meeting will be informed of the annual report prepared by the Committee or Committees in charge of Audit and Corporate Practices referred to in Article 43 of the Stock Market Act, which must be submitted to such Shareholders' Meeting by the Company's Board of Directors through any of its representatives appointed to that end. **ARTICLE TWENTY-THREE.- NOTICE FOR MEETINGS.**- The notice for Meetings shall be made by the Board of Directors, the Audit and/or Corporate Practices Committee or Committees, or by the judicial authority, as the case may be, and shall be signed by whoever agrees to it. At least from the date of the relevant notice, the shareholders will have at their disposal: (a) at the Company's offices, the information and documents related to each of the businesses included in the agenda of the relevant Shareholders' Meeting, free of charge and immediately, and (b) through stock market intermediaries or at the Company, proxy forms drawn upon by the Company under the terms of Article 49 of the Stock Market Act for the representation of shareholders at the Shareholders' Meeting in question. Shareholders holding voting shares, whether limited or restricted, accounting for at least 10% of the Capital Stock may request the Chair of the Board of Directors or the Audit and/or Corporate Practices Committee or Committees, at any time, to call a General Shareholders' Meeting, in the terms set forth in Article 50 of the Stock Market Act, without the percentage indicated in Article 184 of the General Business Organizations Act applying to that end. **ARTICLE TWENTY-FIVE.- RIGHT OF ATTENDANCE.**- In order to attend the Meetings, the shareholders shall be registered in the Company's Share Ledger and must obtain from the Treasury or Secretary's office thereof the relevant meeting's admission card at least one day prior to the day and time set forth for holding the Meeting. To obtain the Meeting's proof of admission, the shareholders shall deposit in advance the shares they own with the Company Secretary's office; for shares deposited with the Institute for the Deposit of Securities (Instituto para el Depósito de Valores), (S.D. Indeval, S.A. de C.V.), the latter shall timely communicate to the Company Treasury or Secretary's office the number of shares that each of the depositors holds in the Institute, indicating whether the deposit has been made on their own behalf or on that of others, and this proof must be complemented with the list referred to in Article 290 of the Stock Market Act and delivered to the Company Secretary's office address or to the Company's address to obtain the proof of admission. Shareholders may be represented at the Meetings by the person or persons they designate by powers of attorney signed before two witnesses or by attorneys-in-fact with sufficient general or special power of attorney

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granted in terms of the applicable law or through the forms referred to in Article 49 of the Stock Market Act. The Company shall keep at the disposal of the stock market intermediaries, who can prove that they are authorized representatives of the Company's shareholders, during the term referred to in Article 49 of the Stock Market Act, the forms of the above mentioned powers of attorney, so that they can send them to their principals in a timely manner. The Secretary of the Company's Board of Directors shall undertake to ascertain compliance with the provisions of this Article and report thereon to the Shareholders' Meeting, which shall be recorded in the relevant minutes. The members of the Board of Directors may not represent the shareholders at any shareholders' Meeting. The Scrutineer or Scrutineers shall undertake to ascertain compliance with the provisions of this Article and report thereon to the Meeting, which shall be recorded in the relevant minutes. The members of the Board of Directors, the Chief Executive Officer and the individual appointed by the legal entity providing the external auditing services may attend the Company's Shareholders' Meetings. **ARTICLE TWENTY-SIX.- MEETING DULY CONVENED.**- The Ordinary Shareholders' Meeting shall be deemed to be duly convened by virtue of first notice if at least 50% (fifty percent) plus one of all the voting shares at such Meetings are in attendance. In the event of a second or subsequent notice, by expressing this situation, the Ordinary Shareholders' Meeting shall be deemed to be duly convened, regardless of the number of shares represented at the Meeting. The Extraordinary Meeting shall be duly convened by virtue of first notice if at least 75% (seventy-five percent) of all the voting shares at said Meeting are represented therein. In the event of a second or subsequent notice, by expressing this situation, the Extraordinary Shareholders' Meeting shall be deemed to be duly convened if at least 50% (fifty percent) plus one of all the voting shares are represented therein. The Ordinary or Extraordinary General Shareholders' Meeting shall be duly convened without calling for a meeting if all the shares into which the Capital Stock is divided are represented, and may resolve on any business if at the time of voting all the shares are still represented. **ARTICLE TWENTY-SEVEN.- DEVELOPMENT OF THE MEETING.**- The Chair of the Board of Directors shall preside over the Shareholders' Meeting, or in their absence, the person appointed by the majority of shareholders attending the Meeting from among the appointed Directors present, and only in the event that none are present, by the shareholder or shareholder representatives appointed by the shareholders in attendance. The Secretary of the Board of Directors or, in absence thereof, the Deputy Secretary of said body shall be the person appointed by the majority of the shareholders attending the Meeting. The Chair shall appoint one or two Scrutineers from among the shareholders or shareholder representatives

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present at the Meeting, to count the shares represented} to determine whether : (i) they constitute a quorum, (ii) to count the cast votes, if requested by the Chair, and (iii) to prepare the relevant report.-... **ARTICLE TWENTY-NINE.- SPECIAL MEETINGS**.- For Special Shareholders' Meetings the same rules shall apply regarding calls and voting as for Extraordinary General Meetings, and they shall be presided over by the person appointed by the Shareholders of the Series in question. **ARTICLE THIRTY.- MINUTES OF MEETINGS**.- The minutes of the Shareholders' Meetings shall be recorded in the relevant minutes book to be kept by the Board of Directors' Secretary and shall be signed by those who acted as Chair and Secretary at the Meeting. At all times, the attendance list of the shareholders or their representatives who have attended the Meeting shall be prepared, which must be signed by the scrutineer or scrutineers who have acted in such capacity thereon, and both the attendance list and powers of attorney that have been exhibited shall form part of the file prepared to that end, as well as a copy of the notice in which the Meeting was published, a copy of the reports, the financial statements of the Company and any other documents that may have been submitted to the Meeting or that the latter may have ordered to be attached to the file to be prepared for such Meeting. If for any reason a legally convened Shareholders' Meeting is not held, or if it is held but if the necessary quorum is not met to adopt resolutions, minutes shall also be issued and recorded in the relevant book. The minutes of the Extraordinary General Shareholders' Meetings, as well as those corresponding to Ordinary General Shareholders' Meetings approving increases or decreases in the variable portion of the Capital Stock and any others that may be required by law, shall be notarized before a Notary Public.- When for any reason the minutes of a Shareholders' Meeting cannot be recorded in the relevant book, they must be notarized before the Notary Public. **ARTICLE THIRTY-ONE.- RESOLUTIONS ADOPTED OUTSIDE A MEETING**.- The shareholders, without the need of a Meeting, may adopt resolutions by a unanimous vote of those representing all the voting shares or of the Special Series of shares, as the case may be, which will have the same validity as if they had been adopted at a General or Special Shareholders' Meeting, respectively, provided that such resolutions are confirmed in writing and their content is recorded in the relevant minutes book signed by the Chair and Secretary of the Board of Directors. **SECTION FOUR - ADMINISTRATION OF THE COMPANY...** **ARTICLE THIRTY-THREE.- INDEPENDENT DIRECTORS**.- The Independent Directors and, if applicable, the relevant alternates must be selected for their experience, capacity and professional prestige, considering also that due to their characteristics they may perform their duties free of conflicts of interest and without being subject to personal, pecuniary or economic interests.- The General Shareholders'

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*Meeting at which the members of the Board of Directors are appointed or ratified or, as the case may be, the meeting at which said appointments or ratifications are notified, shall qualify the independence of its Directors. Notwithstanding the foregoing, in no case may the following persons be appointed or serve as Independent Directors: - (i) The Company or legal entities' relevant executives or employees comprising the business group or conglomerate to which it belongs, as well as their statutory auditors under the terms of the Stock Market Act. The aforementioned limitation shall be applicable to individuals who have held such positions during the twelve months immediately preceding the appointment date.- (ii) Individuals who have significant influence or decision-making power in the Company or in any of the legal entities making up the business group or conglomerate to which it belongs under the terms of the Stock Market Act.- (iii) Shareholders who are part of the group of people controlling the Company under the terms of the Stock Market Act.- (iv) Customers, service providers, suppliers, debtors, creditors, partners, directors or employees of a company that is an important customer, service provider, supplier, debtor or creditor of the Company.- A customer, service provider or supplier is deemed important when the Company's sales represent more than ten percent of the total sales of the customer, service provider or supplier during the twelve months prior to the appointment date. Moreover, a debtor or creditor is deemed important when the credit amount is greater than fifteen percent of the Company's assets or of its counterparty.- (v) Those who are related by blood, affinity or civil relationship up to the fourth degree, as well as spouses, common-law wife and common-law husband of any of the individuals referred to in sections I to IV above.- The Independent Directors who, during their term of office, cease to have such characteristic, shall inform the Board of Directors no later than the next meeting of said corporate body.-... **ARTICLE THIRTY-FIVE.- DIRECTORS' COMPENSATION.**- The Directors shall receive for their services the compensation in cash or in kind set forth by the General Ordinary Shareholders' Meeting that appointed them. Said Meeting may delegate to the Board of Directors or any other competent administrative body the implementation of any fringe benefits program for Directors.- **ARTICLE THIRTY-SIX.- OFFICIALS' BOND AND LIABILITY.**- Neither the members of the Board of Directors and their alternates nor, as the case may be, the members of any committee, including the audit and corporate practices committees, nor the administrators and managers will be required to guarantee compliance with the liabilities they may incur while performing their duties unless the Shareholders' Meeting appointing them expressly establishes such obligation.- In such case, the bond will not be returned to those who have granted it until the accounts relevant to the period in which they have served*

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in such capacity are duly approved by a General Shareholders' Meeting.- Under the terms set forth in the Stock Market Act, the liability consisting of indemnifying damages to the Company or to the legal entities it controls or in which it has a significant influence, due to willful neglect of the members of the Board of Directors, the Secretary or Deputy Secretary of said corporate body, arising from the acts they execute or the decisions they adopt in the Board or those they fail to adopt impeding said corporate body from legally meeting and in general due to any willful neglect thereof, which may not exceed, in any case, on one or more occasions and for each taxable year, the amount equal to the total net fees that such members and officers of the Board have received in such capacity from the Company and, if applicable, from the legal entities controlled by the Company or those in which it has a significant influence, in the twelve months prior to the relevant default. The foregoing in the understanding that limiting the indemnity amount contained in this paragraph shall not apply in the case of deceitful or bad faith acts, or unlawful acts under the Stock Market Act or other laws.- The members of the Board of Directors shall perform their duties to create value for the benefit of the Company, without favoring a specific shareholder or shareholders group. To that end, they shall act diligently, adopting decisions and fulfilling duties imposed by virtue of the Stock Market Act or these Corporate Bylaws.- ARTICLE THIRTY-SEVEN.- CHAIR AND SECRETARY OF THE BOARD - In the absence of express appointment by the Ordinary General Shareholders' Meeting, the Board of Directors, at the first meeting held immediately after the Meeting at which the Directors were appointed, shall appoint the Chair of said corporate body. The Chair of the Board of Directors shall be the Chair of the Company and must be of Mexican nationality.- The Chair of the Board of Directors shall have, among other things and except for the extensions, amendments or restrictions determined by the General Shareholders' Meeting or the Law, the following, obligations, duties and powers: - (i) To execute or conduct the execution of the resolutions of the General Shareholders' Meeting and of the Board of Directors, carrying out all that is necessary or prudent to protect the Company's interests, notwithstanding the powers that the Meeting itself, the Board or the Law may confer to the Chief Executive Officer (ii) To propose to the Board of Directors the independent directors who will be members of the Audit and Corporate Practices Committees, as well as the provisional directors that may be appointed by the Board.- (iii) To preside over the Shareholders' Meetings and the meetings of the Board, having the casting vote in the resolutions of the Board in the event of a tie.- (iv) To formulate, sign and announce notices for the General Shareholders' Meetings and call the Meetings of the Board of Directors.- (v) To represent the Company before all kinds of authorities and persons.- The Chair

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shall be substituted in their temporary absences by the Vice Chair, if applicable, or by the Director determined by the Board of Directors in the relevant meeting.- When the General Shareholders' Meeting so resolves, it may designate as Honorary Chair of the Company the person who deserves it due to their performance and merits within the Company. The Honorary Chair shall keep confidential the information and matters on the Company of which they have knowledge, when such information or matters are not public. The Honorary Chair shall not be subject to the liabilities set forth by the applicable legislation for relevant Directors and Executives; they shall have the right to speak but not to vote, except when they are also a member of the Board of Directors, in which case they shall have the relevant vote. The Honorary Chair may not adopt, individually, decisions that may significantly affect the administrative, financial, operational or legal situation of the Company or of the corporate group to which it belongs.- Additionally, if the Shareholders' Meeting does not do so, the Board of Directors will appoint a Secretary and a Deputy Secretary, with the understanding that they may not be members of the Board of Directors, who will be subject to the obligations and liabilities established by law, and this appointment may be revoked at any time.- The Secretary and the Deputy Secretary of the Board of Directors will have, among other things, the following powers, obligations and duties: - (i) To perform, sign and announce calls and notifications for the Shareholders' Meetings, and if applicable, to call the meetings of the Board of Directors and the Audit and Corporate Practices Committees.- (ii) With speaking but without voting privileges in the Board of Directors' meetings.- (iii) To keep confidential the information and matters known to them by reason of the position they hold in the Company, when such information or matters are not public.- (iv) To attend all General Shareholders' Meetings and Meetings of the Board of Directors, prepare the relevant minutes and keep to that end the Minutes Books of the General Shareholders' Meetings and Meetings of the Board of Directors in the manner provided by Law.- (v) To sign the minutes issued from such Meetings, as well as authenticate thereof or the resolutions included therein for all legal purposes as may be applicable.- (vi) To act as the Company's special attorney-in-fact to appear before a Notary Public in order to notarize, in full or for the relevant purposes, the minutes of the General Shareholders' Meetings and the Board of Directors' Meetings.- (vii) To issue the certificates or authentications regarding the Company's legal representation and entries of the Key Shareholding and Share Ledgers that, if applicable, may be required.- ARTICLE THIRTY-EIGHT.- POWERS OF THE BOARD OF DIRECTORS.- The Board of Directors is the Company's legal representative and has the broadest powers and authority to conduct all operations inherent to

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the corporate purpose, except for those expressly entrusted to the General Shareholders' Meeting. The Board of Directors is vested with the following powers and authority, without limitation: (i) To manage businesses and corporate assets with the broadest power of administration, in terms of paragraph two of Article 2554 of the Civil Code for the Federal District, and its equivalent articles of the Civil Codes of all the other States of Mexico and of the Federal Civil Code.- (ii) To exert acts of ownership with respect to the Company's real or personal property, as well as its rights in rem and in personam, in terms of paragraph three of Article 2554 of the Civil Code for the Federal District, and its equivalent articles of the Civil Codes of all the other States of Mexico and of the Federal Civil Code.- (iii) General power of attorney for litigation and collections, which is granted with all the general and special powers that require a special clause in accordance with the Law, without any limitation, in terms of paragraph one of Article 2554 of the Federal Civil Code and of the civil codes of the other States of Mexico and of the Federal Civil Code; therefore, it will be empowered, without limitation, to file complaints, criminal charges and grant pardons, to become a complaining party or intervenor in criminal proceedings; to desist from the actions it attempts and from constitutional relief proceedings; to settle, submit to arbitration, propound interrogatories, assign assets, challenge judges, receive payments and execute all other acts expressly determined by the Law, including representing the Company before judicial and administrative, civil or criminal authorities, before labor authorities and courts, and before the Ministry of Foreign Affairs to enter into agreements with the Federal Government, under the terms of sections one and four of Article 27 of the Constitution, in its Organic Law and Regulations thereof.- No Director or the Chair of the Company's Board of Directors, nor the Director or the Chief Executive Officer will have the power to introduce confessional evidence, for which reason they are prevented from responding to interrogatories in any trial or proceeding in which the Company is a party; the aforesaid powers will correspond exclusively to the attorneys-in-fact of the Company to whom they have been expressly granted.- (iv) For acts of administration with specific powers in labor matters, under the terms of Article 2554 (two thousand five hundred fifty-four), paragraphs two and four of the Civil Code for the Federal District, of its equivalent articles in the Civil Codes in force in the States of Mexico and of the Federal Civil Code, as well as in accordance with the provisions of Articles 11 (eleven), 692 (six hundred ninety-two) sections II and III, 786 (seven hundred eighty-six), 876 (eight hundred seventy-six) and other related provisions of the Federal Labor Act, to appear in their capacity as administrators and therefore as legal representatives of the Company, before all labor authorities, in relation to Article 523 (five

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hundred twenty-three) of the Federal Labor Act, as well as before the National Workers' Housing Fund Institute Act, the Mexican Social Security Institute and the Institute for the National Fund for Employee Consumption, in all matters related to these institutions and other public agencies, they may deduct all actions and rights corresponding to the Company, with all general and special powers requiring special clause in accordance with the Law, authorizing them to involve the Company in conciliation, as well as to direct the Company's labor relations in its representation.- (v) To subscribe, accept, certify, grant, draw, issue, endorse, guarantee or for any other reason subscribe credit instruments, in terms of Article 9 of the General Negotiable Instruments and Credit Transactions Act.- (vi) To open and cancel bank accounts in the name of the Company, as well as to make deposits and draw against them and to appoint people to draw against them.- (vii) To grant guarantees, sureties and in general to guarantee, with pledge and mortgage, third-party obligations with or without consideration and, therefore, to subscribe negotiable instruments, agreements and other documents that may be necessary for granting such guarantees within the limits imposed by law and the Corporate Bylaws.- (viii) Under the terms of these bylaws, to contribute real property of the Company to other companies and underwrite shares or to have holdings or shares in other companies.- (ix) Power to grant and delegate general and special powers of attorney, revoke them and substitute them in whole or in part, in accordance with the powers vested, expressly including the power for the people to whom such powers are granted, in turn, may grant, delegate, substitute or revoke them, in whole or in part, in favor of third parties.- (x) To hire technical specialists or other companies for rendering the services, either on an advisory basis or by conferring upon them any or some of areas of the administration.- (xi) To execute the Shareholders' Meeting resolutions and in general to conduct such acts and operations as may be necessary or convenient for developing the Company's purpose, except for those expressly reserved by Law and by these Corporate Bylaws to the Shareholders' Meeting.- (xii) To exercise the civil liability actions to protect the Company's assets and liabilities, and of the legal entities controlled by it and in the other cases required pursuant to applicable law.- (xiii) To establish the general strategies for conducting the Company's business, and of the legal entities controlled by it.- (xiv) To oversee the management and conduct of the Company and the legal entities it controls, considering the relevance of the latter in the financial, administrative and legal position of the Company, as well as the performance of the relevant executives.- (xv) Without prejudice to the provisions of these Corporate Bylaws, it may establish the special committees or commissions it deems necessary for the development of the Company's operations, establishing, if

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applicable, the powers and obligations of such committees or commissions, including the determination of the number of members that comprise them and the rules governing them. Said committees or commissions shall not have powers that according to the Law or these Corporate Bylaws correspond exclusively to the General Shareholders' Meeting or to the Board of Directors; (xvi) To establish and approve the internal regulations and organic bylaws that will govern the integration, operations, powers, authority and duties of the committee or committees created to assist the Board of Directors in its functions.- (xvii) The power to determine the direction in which the votes corresponding to the shares owned by the Company shall be cast in the Ordinary, Extraordinary and Special Shareholders' Meetings in which it holds the majority of the Company's shares;- (xviii) The power to resolve on the Company's stock acquisition programs, as well as to approve the relevant acquisition policies and placement of its own shares, in accordance with the provisions of these Company's Corporate Bylaws, the Stock Market Act and the general provisions issued by the National Banking and Securities Commission on the subject; (xix) To issue internal guidelines, policies, codes of conduct and other regulations which, among other aspects, establish the self-regulatory regime applicable to the Directors, managers, officers, attorneys-in-fact and employees of the Company and its subsidiaries.- All internal guidelines, policies, codes of conduct and other regulations applicable to the Company and its subsidiaries, issued by the Board of Directors, shall be mandatory for their Directors, managers, officers, attorneys-in-fact and employees, as applicable; without prejudice to the compliance by such persons with the rules contained in the legal regulations applicable to them.- (xx) To conduct all acts authorized by these Corporate Bylaws or as a consequence thereof.- (xxi) To approve, with the prior opinion of the relevant committee:- a) The policies and guidelines for the use or enjoyment of the property comprising the Company's assets and of the legal entities controlled by it, by related parties.- b) The transactions, each individually, with related parties, which the Company or the legal entities controlled by it intend to execute. The following transactions shall not require the Board of Directors' approval provided that they comply with the policies and guidelines approved by the Board to that end:- 1. Transactions which, due to their amount, are not relevant to the Company or the legal entities controlled by it.- 2. Transactions conducted between the Company and the legal entities it controls or in which it has a significant influence or between any of them, provided that they are in the ordinary course of business and are deemed to be made at market prices or supported by valuations made by specialized external agents.- 3. Transactions with employees; provided that they are conducted under the same conditions as with any customer or as a result

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of labor benefits of a general nature.- c) Transactions that are executed simultaneously or successively, which by their nature may be deemed as a single transaction and which are intended to be carried out by the Company or the legal entities it controls, within a tax year, when they are unusual or non-recurring, or when their amount represents, based on figures corresponding to the ending of the immediately preceding quarter, any of the following: - 1. Acquisitions or alienation of assets with a value equal to or greater than five percent of the Company's consolidated assets.- 2. Issuing guarantees or incurring liabilities for a total amount equal to or greater than five percent of the Company's consolidated assets.- Investments in debt securities or banking instruments are excepted; provided that they are made in accordance with the policies approved to that end by the Board.- d) The appointment, designation, and, if applicable, removal of the Company's Chief Executive Officer and its full compensation, and the policies for the appointment and full compensation of the other relevant officers.- e) Policies for granting loans or any type of credit or guarantees to related parties.- f) Waivers for a Director, executive, or person with decision-making authority, to take advantage of business opportunities for itself or for the benefit of third parties, which correspond to the Company or to the legal entities controlled by it or in which it has a significant influence. The waivers for transactions, the amount of which is less than the amount mentioned in item c) of this section, may be delegated to the Audit Committee or the Corporate Practices Committee.- g) The internal control and internal audit guidelines of the Company and of the legal entities controlled by it.- h) The Company's accounting policies, adjusting to the accounting principles recognized or issued by the National Banking and Securities Commission through general provisions.- i) The Company's financial statements.- j) Hiring the legal entity that provides the external audit services and, if applicable, additional or complementary services to the external audit.- When the Board of Directors' determinations are not in accordance with the opinions provided by the relevant committee, said committee shall instruct the Chief Executive Officer to disclose such circumstance to the investing public, through the stock market where the Company's shares or negotiable instruments representing them are listed, in accordance with the terms and conditions established by said stock market in its internal regulations.- The Company, in addition to the foregoing, when by itself or through the legal entities it controls, intends to carry out transactions with related parties which, either simultaneously or successively, due to their characteristics may be deemed as a single transaction, within a tax year, the amount of which represents, based on figures corresponding to the ending of the immediately preceding quarter, the acquisition or disposal of assets with a value equal to or greater than 10%

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of the Company's consolidated assets, or issuing guarantees or incurring liabilities that represent the same percentage, prior to obtaining the Board of Directors' approval, it shall obtain the opinion of an independent expert appointed by the Corporate Practices Committee on the reasonableness of the price and market conditions of the transaction. The reference opinion shall be taken into consideration by the Board of Directors and the aforesaid committee in their deliberations and to determine the convenience that the relevant transaction, given its importance, be subject to the approval of the Shareholders' Meeting.- The provisions of the preceding paragraph shall not apply to transactions carried out by the Company, in terms of the provisions of point (xxi), item b), 2.- (xxii) To submit to the General Shareholders' Meeting to be held at the end of the tax year: - a) The reports referred to in Article 43 of the Stock Market Act.- b) The report that the Chief Executive Officer prepares pursuant to Article 44 section XI of the Stock Market Act, including the external auditor's opinion.- c) The opinion of the Board of Directors on the content of the Chief Executive Officer's report referred to in the preceding item.- d) The report referred to in Article 172, item b) of the General Business Organizations Act, containing the main accounting and information policies and criteria followed while preparing financial information.- e) The report on the transactions and activities in which it has participated pursuant to the provisions of the Stock Market Act.- (xxii) To follow up on the main risks to which the Company and the legal entities it controls are exposed, identified based on the information presented by the committees of the Board, the Chief Executive Officer and the legal entity that provides the external auditing services, as well as the accounting, internal control and internal auditing, registration, filing or information systems thereof, which may be carried out through the Audit Committee.- (xxiv) To approve the information and communication policies with the shareholders and the market, as well as with the Directors and relevant executives, in order to comply with the provisions of the Stock Market Act.- (xxv) To determine the relevant actions in order to remedy any known irregularities and implement the corresponding corrective measures.- (xxvi) To establish the terms and conditions to which the Chief Executive Officer shall adhere while exercising their acts of ownership powers.- (xxvii) To order the Chief Executive Officer to disclose to the public any relevant events that come into their knowledge. The foregoing notwithstanding the Chief Executive Officer's obligation to disseminate relevant information and events that must be disclosed to the public in accordance with the provisions of the Stock Market Act.- (xxviii) To contract liability insurance for Directors, relevant executives, the Secretary and other officers of the Company.- (xxix) Any others that the Stock Market Act or the Shareholders' Meeting may

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establish or that are provided by these Corporate Bylaws in accordance with said Act.- The Board of Directors shall be responsible for overseeing compliance with the resolutions of the Shareholder Meetings, which may be carried out through the Audit Committee.- All Directors shall inform the relevant Board of Directors' committee and the Board of Directors of those transactions intended to be conducted with the Company or its subsidiaries.- The members of the Board of Directors shall be responsible for the resolutions reached in connection with the matters referred to in this Article; except in the case established by the General Business Organizations Act regarding the Director who, being exempt from fault, has expressed their disagreement at the time of the deliberation and resolution of the act in question.- The members of the Board of Directors shall perform their duties seeking the creation of value for the benefit of the Company, without favoring a specific shareholder or group of shareholders. To that end, they shall act diligently, adopting reasoned decisions and complying with the duties of diligence, loyalty and responsibility established in the Stock Market Act, the General Business Organizations Act, the Company's Corporate Bylaws and the internal regulations issued by its Board of Directors.- The members of the Board of Directors shall not incur, whether individually or jointly, any liability for damages or losses caused to the Company or to the legal entities it controls or in which it has a significant influence, as such concept is defined in the Stock Market Act derived from the acts they execute or the decisions they adopt, when acting in good faith, under the following applicable liability exclusions:- (i) They comply with the requirements established by the Stock Market Act, the Corporate Bylaws or those established in Internal Regulations issued by the Board of Directors, when approving matters under the purview of the Board of Directors or any applicable committees of which it is a member.- (ii) They make decisions or vote in the Board of Directors' meetings or, as applicable, the committees to which they belong, based on information provided by relevant directors, as such concept is defined in the Stock Market Act, or by the legal entity that provides the external auditing services or independent experts, whose capacity and credibility do not pose any reasonable doubt.- (iii) They have selected the most appropriate alternative, to the best of their knowledge and belief, or the negative equity effects have not been foreseeable, in both cases, based on the information available at the time of the decision.- (iv) They comply with the resolutions of the Shareholders' Meeting; provided that they do not violate the Law.- ARTICLE THIRTY-NINE.- GOOD FAITH OF THE BOARD OF DIRECTORS.- The members of the Board of Directors, in the diligent exercise of the functions that the Stock Market Act and these Corporate Bylaws confer upon said corporate body, shall act in good faith and in the best interest of the company and the legal entities it controls, for

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which purpose they may: - (i) Request information from the Company and legal entities controlled by it which is reasonably necessary for decision making.- To that end, the Board of Directors of the Company may establish, with the prior opinion of the committee that performs auditing duties, guidelines that establish the manner in which such requests shall be made and, if applicable, the scope of the requests for information by the Directors.- (ii) Request the presence of relevant executives and other persons, including external auditors, who may contribute or provide elements for decision making at the Board of Directors' meetings.- (iii) Postpone the Board of Directors' meetings, when a Director has not been convened or if the call has not been timely or, if applicable, if they didn't receive the information delivered to the other Directors. Such postponement shall be for up to three calendar days, and the Board of Directors may meet without the need for a new call; provided that the deficiency has been remedied.- (iv) Deliberate and vote, requesting that only the members and the Secretary of the Board of Directors be present, if they so desire.- The members of the Board of Directors, the relevant executives and other people with powers of representation over the Company must fully comply with the provisions of the Stock Market Act and strictly follow the provisions of Article 3 thereof.- The information submitted to the Company's Board of Directors by relevant executives and other employees, both of the Company and of the legal entities it controls, shall be signed by the people responsible for its content and preparation.- The members of the Board of Directors and other persons who hold an employment, position or commission in any of the legal entities controlled by the Company or in which it has a significant influence, must abide by the discretion and confidentiality principles established in the Stock Market Act or other laws, when providing information pursuant to the provisions herein to the Company's Board of Directors with regard to the referred legal entities.- The members of the Board of Directors shall fail in their duty of diligence and shall be subject to liability under the terms of the provisions of Article 33 of the Stock Market Act if they cause pecuniary damage to the Company or to the legal entities it controls or over which it has significant influence, by virtue of the occurrence of any of the following assumptions: - (i) Refrain from attending, unless there is a just cause in the opinion of the Shareholders' Meeting, the meetings of the Board of Directors and, as the case may be, the committees of which they are members, and that due to their non-attendance the body in question cannot legally meet.- (ii) They fail to disclose to the Board of Directors or, as the case may be, to the committees of which they are members relevant information known to them and which is necessary for appropriate decision making in such corporate bodies, unless they are legally or contractually bound to maintain secrecy or

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confidentiality in this regard.- (iii) They fail to comply with the duties imposed on them by the Stock Market Act or these Corporate Bylaws.- The liability of indemnifying damages caused to the Company or to the legal entities it controls or over which it has significant influence, due to the willful neglect of the members of the Company's Board of Directors, derived from the acts they execute or the decisions they adopt in the Board or those that are not adopted because said corporate body cannot legally meet, will be joint and several among the responsible parties who have adopted the decision or caused the aforesaid corporate body to be unable to meet. Such indemnity is limited in terms of Article Thirty-Six of these Corporate Bylaws.- The Company may agree on indemnities and contract insurance, bonds or sureties in favor of the members of the Board of Directors to cover the indemnity for damages caused by their actions to the Company or legal entities controlled by it or in which it has a significant influence, except in the case of bad faith or malicious or unlawful acts under this or other laws.- ARTICLE FORTY.- CONFIDENTIALITY OF THE BOARD OF DIRECTORS AND SECRETARY.- The members and Secretary of the Board of Directors of the Company shall keep confidential the information and matters of which they have knowledge due to their position in the Company, whenever such information or matters are not public.- Any members and, if applicable, the Secretary of the Board of Directors, with a conflict of interest in any matter shall refrain from participating and attending deliberations or voting on such matter, without affecting the quorum required for the Board of Directors to proceed.- Current and prior Directors shall be jointly and severally liable for any irregularities in which they may have incurred if, having knowledge thereof, they failed to report them in writing to the audit committee and to the external auditor. Additionally, such Directors shall be required to inform the audit committee and the external auditor of any irregularities they become aware of in the performance of their duties regarding the Company or its controlled legal entities or in which it has a significant influence. The members and Secretary of the Board of Directors shall incur in disaffection to the Company and, consequently, shall be liable for any damages caused thereto or to the controlled legal entities or in which it has a significant influence when, without legitimate cause, by virtue of their employment, position or commission, they obtain economic benefits for themselves or procure them for third parties, including a specific shareholder or group of shareholders.- Additionally, members of the Board of Directors shall incur in disaffection to the Company or controlled legal entities or in which it has a significant influence, and shall be liable for any damages caused thereto should they engage in any of the following: - (i) Voting in Meetings of the Board of Directors or adopting resolutions regarding Company assets or those of its

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controlled legal entities or in which it has significant influence, having a conflict of interest.- (ii) Failure to disclose their conflicts of interest with regards to the Company or controlled legal entities or in which they have significant influence, for any matters to be discussed in the Board of Directors Meetings or committees in which they are members. To that end, Members shall provide details of the conflict of interest, unless they are legally or contractually bound to keep such information secret or confidential.- (iii) Knowingly favor a specific shareholder or group of shareholders of the Company or controlled entities or in which it has a significant influence, to the detriment or prejudice of other shareholders.- (iv) Approve transactions entered into by the Company or the controlled legal entities or in which it has significant influence, with related parties, without adhering to or complying with the requirements established by the Stock Market Act.- (v) Profit for themselves or approve for third parties the use or enjoyment of the assets that are part of the equity of the Company or the controlled legal entities, in violation of the policies approved by the Board of Directors.- (vi) Make improper use of relevant confidential information related to the Company or its controlled legal entities or the entities in which it has significant influence.- (vii) Profit or exploit, for their own benefit or in favor of third parties, without the Board of Directors' waiver, business opportunities that correspond to the Company or its controlled legal entities or the entities in which it has significant influence.- To that end, it shall be considered, unless there is evidence to the contrary, that a business opportunity corresponding to the Company or its controlled legal entities or the entities in which it has a significant influence is taken advantage of or exploited when the Director, directly or indirectly, performs activities that: - a) Are in the ordinary or usual course of business of the Company itself or of its controlled legal entities or the companies in which it has a significant influence.- b) Involve a transaction or business opportunity originally intended for the Company or the legal entities mentioned in the preceding item.- c) Involve or are intended to involve commercial or business projects to be developed by the Company or the legal entities of the preceding item, provided that the Director has had prior knowledge thereof.- The provisions of paragraph four hereof, as well as sections (v) to (vii), shall also apply to individuals exercising executive authority of the Company.- Regarding legal entities in which the Company has a significant influence, liability for disaffection shall be enforceable against the members and Secretary of the Board of Directors of such Company who contribute to obtaining the benefits referred to in paragraph four hereof, without legitimate cause.- **ARTICLE FORTY-ONE.- BOARD OF DIRECTORS AND SECRETARY NEGATIVE COVENANTS.**- The members and Secretary of the Company's Board of Directors shall refrain from any of the

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following conducts:- (i). Generate, disclose, publish or provide false or misleading information to the public about the Company or its controlled legal entities or the entities in which it has a significant influence, or about the securities of any of them, or order any such conducts be carried out.- (ii) Order or cause omissions in the record of transactions carried out by the Company or its controlled legal entities, as well as modify or cause the modification of the records to conceal the true nature of the transactions carried out by the Company or its controlled legal entities.- (iii) Conceal, omit or cause the concealment or omission to disclose relevant information that must be disclosed to the public, shareholders or security holders pursuant to the Stock Market Act, unless such Act provides for the possibility of deferral.- (iv) Order or accept false information be recorded in the accounting records of the Company or its controlled legal entities. Unless there is evidence to the contrary, the data contained in the accounting records shall be deemed false when the authorities, in the exercise of their powers, require accounting record information and the Company or its controlled legal entities do not have such information, and the information supporting the accounting records cannot be certified.- (v) Destroy, modify or order to totally destroy or modify the accounting systems or records or the accounting entries supporting documentation of the Company or of its controlled legal entities, prior to the expiration of the legal storage periods for the purpose of concealing the record or evidence thereof.- (vi) Destroy or order the total or partial destruction of physical or electronic information, documents or files, for the purpose of preventing or obstructing supervisory actions by the National Banking and Securities Commission.- (vii) Destroy or order the total or partial destruction of physical or electronic information, documents or files, with the purpose of manipulating or hiding relevant Company data or information from those having a legal interest in knowing them.- (viii) Submitting false or altered documents or information to the National Banking and Securities Commission, to conceal their true content or context.- (ix) Modifying asset/liability accounting or agreement terms, making or ordering non-existent operations or expenses to be recorded, exaggerate the real ones or intentionally carrying out any act or operation that is illicit or prohibited by the Stock Market Act, causing in any such cases loss or damage to the assets of the Company in question or of its controlled legal entities, for its own economic benefit, either directly or through a third party.- The provisions of this Article shall also be applicable to individuals with executive authority of the Company.- ARTICLE FORTY-TWO.- OPERATION OF THE BOARD.- The Board of Directors shall meet at least quarterly on the dates and in the places determined by the Board. The Chair of the Board, the Chair of the Corporate Practices and/or Audit Committees, at least 25% (twenty-five

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percent) of the Directors, the Secretary or Deputy Secretary may call a Board of Directors meeting, and include the issues they deem relevant in the Agenda.- Notices for Board of Directors meetings, in all cases, shall be made in writing and sent to each of the Directors, at least five (5) business days prior to the date of the relevant meeting. Such notices may be sent by certified mail, telegram, telefax to the fax numbers or, if applicable, by e-mail or courier to the addresses registered with the Company's Secretary's Office; while a Director does not give written notice to the Secretary of changes to their fax number, e-mail or address, the notices sent in accordance with the registered data shall become fully effective. The notices shall specify the time, date and place, as well as the Agenda proposed for the meeting; however, a notice shall not be necessary if all Regular or, if any, Alternate Directors attend the Meeting, and when the Board of Directors has agreed and established a fixed schedule of meetings.- The External Auditor of the Company shall be called to the Board of Directors Meetings as a guest, with voice but no vote, and shall refrain from being present for those items of the Agenda in which they may have a conflict of interest or which may compromise their impartiality. Moreover, officers of the Company and its Subsidiaries and other persons invited by the Chair of the Board of Directors may attend the meetings.- The Board of Directors shall meet validly with an attendance of the majority of the regular members or their alternates. Resolutions shall be valid if approved by the majority of those in attendance. In the event of a tie, the Chair shall have the casting vote.- Minutes shall be taken of each Board of Directors meeting held, specifying the date, time and place of the meeting, the attending Proprietary or Alternate Directors and the resolutions approved, additionally stating whether there was unanimity or only a majority of votes. Such minutes shall be recorded in the Minutes Book of the Board of Directors' Meetings and must be signed by the persons acting as Chair and Secretary, respectively.- Copies or records of the minutes of the Board of Directors and the General Shareholders' Meetings, as well as of the entries contained in the legal corporate books and records and, in general, of any document in the Company's file, may be authorized by the Secretary or by the Deputy Secretary. Either may appear before a Notary Public to notarize the aforementioned documents, notwithstanding any person authorized by the Board of Directors or the Shareholders' Meeting to do so. In the absence of a specific representative, both the Secretary and the Deputy Secretary, indistinctly, shall act as representatives for executing the resolutions of the Board of Directors or the Shareholders' Meeting.- ARTICLE FORTY-THREE.- RESOLUTIONS ADOPTED WITHOUT THE NEED OF A BOARD MEETING.- The Board of Directors, without the need to gather in a formal meeting, may adopt resolutions by unanimous vote of a number of Directors



equal to the number of Regular members appointed by the last Ordinary General Shareholders' Meeting, which may be Regular or Alternate, provided such resolutions are confirmed in writing by all the Directors who participated in them. The wording of such resolutions shall be recorded in the respective Minute Book, with the signature of the Chair and Secretary of the Board of Directors.-

VII.- Transcript of public instrument number **sixty-five thousand six hundred sixty-two**, dated December 17, 2013, issued by Roberto Garzón Jiménez, Esq., Notary public two hundred forty-two in and for this City, acting as associate in the notarization of Marco Antonio Ruiz Aguirre, Esq., notary public two hundred twenty-nine in and for this City, whose first transcript was registered in the Public Registry of Commerce of this City, with Commercial Entry number four thousand one hundred three, notarizing the ordinary and extraordinary general shareholders' meeting minutes of "Mexichem", Sociedad Anónima Bursátil de Capital Variable, held at ten a.m. on November 11, 2013, in which, among other resolutions, it was agreed to amend Article Three of the company's bylaws, regarding its corporate purpose.

VIII.- Transcript of public instrument number **forty-seven thousand seven hundred fifteen**, dated December 3, 2015, issued by me, acting as associate notary for the registry of notary's office one hundred sixty-eight in and for Mexico City, of which Jorge Alfredo Ruiz del Río Escalante, Esq., is holder, registered in the Public Registry of Commerce of this City, with Commercial Entry number four thousand one hundred three, notarizing the minutes of the Eighty-ninth ordinary and extraordinary general shareholders' meeting of "Mexichem", Sociedad Anónima Bursátil de Capital Variable, held at ten a.m. on November 30, 2015, whereby, among other things, it was agreed to amend Articles Ten, Eleven and Twenty-four of the Company's Bylaws; from which I transcribe the following for all relevant purposes: -----
"*I hereby attest FOR ALL RELEVANT PURPOSES the NOTARIZATION of the Minutes of the Eighty-ninth Ordinary and Extraordinary General Shareholders' Meeting of "Mexichem", Sociedad Anónima Bursátil de Capital Variable,.....*



----- BACKGROUND -----

ONE.--- -----

"...AO-LXXXIX (30-XI-15) -----

----- MEXICHEM, S.A.B. DE C.V. -----

----- Eighty-ninth Shareholders' Meeting -----

In Mexico City, Federal District, at 10:00 a.m. on November 30, 2015, in the conference hall of the offices located on the second floor of Paseo de la Reforma Número 365, Colonia Cuauhtémoc, 06500 México, Distrito Federal, the shareholders and shareholder representatives appearing on the Attendance List duly signed and attached hereto, which constitutes an integral part hereof, met to hold the Eighty-ninth General Shareholders' Meeting of MEXICHEM, S.A.B. DE C.V., to which they were timely and duly called by means of: (i) publication made in the electronic system set up by the Ministry of Economy, which became effective on November 13, 2015; and (ii) additionally through a notice published on the same day in the Excelsior newspaper, in accordance with the resolutions of the Board of Directors meeting held on October 15, 2015 and pursuant to Articles Twenty-Two, Twenty-Three and Twenty-Four of the Company's Bylaws and 182, 183, 186 and 187 of the General Business Organizations Act. -----

Juan Pablo del Valle Perochena, Chair of the Board of Directors, Antonio Carrillo Rule, Chief Executive Officer, Rodrigo Guzmán Perera, Chief Financial Officer, Álvaro Soto González, General Counsel and Carlos Mariano Pantoja Flores, partner of "Galaz, Yamazaki, Ruiz Urquiza, S.C." (Deloitte), external auditing firm of the Company, were also in attendance. -----

Juan Pablo del Valle Perochena, Chair of the Board of Directors, presided over the Meeting and Juan Pablo del Río Benítez, Secretary of the Board of Directors, acted as Secretary of the Meeting.

Pursuant to Article Twenty-Seven of the Company's Bylaws, the Chair nominated María Quiroz González Montesinos and Javier García García as Scrutineers, who, after being authorized for such purposes by unanimous vote of those in attendance and having accepted their appointment, proceeded to examine the certificates (and complements thereto, consisting of the lists of holders issued by the different custodians as depositors with the S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V.), providing proof of their capacity as shareholders and representatives of the shareholders in attendance, the admission cards, powers of attorney and proxy forms submitted, and certifying that 1,566,346,570 ordinary, registered, fully voting, Single Series shares, with no par value, out of the 2,051,857,222 shares representing the capital stock currently

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outstanding, with representation and voting rights, were represented, (out of a total of 2,100,000,000 paid-in capital stock registered shares, but without considering the 48,142,778 shares acquired by the Company itself as of this date, which have no representation or voting rights at this Meeting in terms of Article 56 of the Stock Market Act).

Consequently, 76.33% (seventy-six point thirty-three percent) of the total shares comprising the Company's undersigned and paid-in capital stock with representation and voting rights at this Meeting were represented. -----

Next, and in compliance with the provisions of Article 49, Section III of the Stock Market Act, the Secretary certified that the proxy forms submitted by the attending shareholders' representatives comply with the provisions of such legal provision and that they were available to the respective shareholders, attorneys-in-fact or brokers during a 15 calendar day period prior to this Meeting. Based on the Scrutineers and the Secretary's certifications and in accordance with the provisions of Article Twenty-Six of the Company's Bylaws, the Chair declared the Meeting legally installed, with approval of all in attendance. -----

The Chair then requested the Secretary read the following: -----

----- AGENDA -----

... II. Amendment to Articles Ten, Eleven and Twenty-Four of the Company's Bylaws regarding publications in the Electronic System provided by the Ministry of Economy. Resolutions thereto.-...

The shareholders and shareholders' representatives approved the matters of the above Agenda and upon analyzing and discussing the explanations made regarding each one of those items, adopted the following resolutions by majority vote: -----

.... II. Amendment to Articles Ten, Eleven and Twenty-Four of the Company's Bylaws regarding publications in the Electronic System provided by the Ministry of Economy. Resolutions thereto.-...

II.1 "It is hereby resolved to amend Articles Ten, Eleven and Twenty-four of the Bylaws, so that as of this date they will be worded as follows:..." -----

... ..ARTICLE TWENTY-FOUR.- CALL ANNOUNCEMENT.- The call for any type of Shareholders' Meeting shall be made through the publication of a notice in the electronic system set up by the Ministry of Economy. In addition, the Company may issue the respective notice in a widely circulated newspaper of the Company's corporate address: The notice shall include the list of matters to be addressed at the Meeting in question, without classifying matters as general or equivalent, as well as the date, place and time the meeting is to be held, and such notice must be

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signed by the person(s) issuing the notice, it being understood that if the notice is issued by the Board of Directors, the signature or name of the secretary or the representative appointed for such purpose by the Board of Directors shall be sufficient. Such notice and call shall be made at least 15 calendar days prior to the date set for the Meeting. If necessary, a second call may be issued 24 hours after the date and time set for holding the relevant Meeting, as set forth above and at least 8 calendar days prior to the new date set for the Meeting on second call. -----

If all the shares are represented at a Meeting, such Meeting may be held without prior notice."-...

----- CLAUSES -----

ONE.- At the request of Álvaro Soto González, in his capacity as Special Representative of the Eighty-ninth Ordinary and Extraordinary General Shareholders' Meeting of "Mexichem", Sociedad Anónima Bursátil de Capital Variable, held in this City, on November 30, 2015, at 10:00 a.m., the transcript of the minutes referred to in background one hereof are hereby NOTARIZED for all relevant purposes. -----

TWO.- As a result of the notarization for all relevant purposes set forth in the preceding clause, Álvaro Soto González, in his capacity as Special Representative of the Eighty-ninth Ordinary and Extraordinary General Shareholders' Meeting of "Mexichem", Sociedad Anónima Bursátil de Capital Variable, held in this City, on November 30, 2015, at 10:00 a.m., NOTARIZES the Amendment to Articles Ten, Eleven and Twenty-Four of the Company's Bylaws, in the terms agreed in such Minutes, which were transcribed in background one hereof, for all applicable legal effects and purposes.-..." -----

*IX.- Transcript of public instrument number **fifty thousand six hundred eighty-eight**, dated April 27, 2018, issued by me, acting as associate notary for the registry of notary's office one hundred sixty-eight in and for Mexico City, of which Jorge Alfredo Ruiz del Río Escalante, Esq., is holder, registered in the Public Registry of Commerce of this City, on May 18, 2018, with Commercial Entry number four thousand one hundred and three, notarizing for all relevant purposes the Ninety-fifth Shareholders' Meeting of Mexichem, Sociedad Anónima Bursátil de Capital Variable, held on April 23, 2018, at 4:00 p.m., notarizing the appointment of the members of the Company's Board of Directors.*



X.- Transcript of public instrument number **fifty-two thousand fourteen**, dated April 30, 2019, issued by me, acting as associate notary for the registry of notary's office one hundred sixty-eight in and for Mexico City, of which Jorge Alfredo Ruiz del Río Escalante, Esq., is holder, recorded in the Public Registry of Commerce of Mexico City, on May 29, 2019, with Commercial Entry number four thousand one hundred three, notarizing the relevant part of the Ninety-eighth Shareholders' Meeting of Mexichem, Sociedad Anónima Bursátil de Capital Variable, held on April 23, 2019, at 1:00 p.m., approving, among other issues, the appointment of the members of the Board of Directors of Mexichem, Sociedad Anónima Bursátil de Capital Variable, and Articles Two, Three, Six, Seven, Nine, Ten, Thirteen, Fifteen, Twenty-eight, Thirty-two, Thirty-four and Forty-four of the Company's Bylaws were amended; from which I transcribe the following for all relevant purposes:

"...I hereby attest the NOTARIZATION FOR ALL RELEVANT PURPOSES of the Ordinary and Extraordinary General Shareholders' Meeting of Mexichem, Sociedad Anónima Bursátil de Capital Variable, held on April 23, 2019, at 1:00 p.m., as well as the NOTARIZATION of the resolutions adopted therein,..."-----

... -----BACKGROUND... - -----

TWO.- The appearing party presented to me an instrument for notarization, declaring that it contains the original minutes of the Ordinary and Extraordinary General Shareholders' Meeting of Mexichem, Sociedad Anónima Bursátil de Capital Variable, held in Mexico City, on April 23, 2019 at 1:00 p.m., as well as the attendance list and other attachments constituting an integral part thereof. The undersigned notary attests that he has no evidence of falsehood. The appearing party declares that they attest to the veracity of holding such Meeting; declares that the Minutes are authentic; and that the signatures recorded in such instrument belong to the persons referenced therein, and from whose minutes I transcribe the following for all relevant purposes: -----

"... AGAOEA-XCVIII (23-IV-19) -----

----- MEXICHEM, S.A.B. DE C. V. -----

-----Ninety-eighth Shareholders' Meeting of Mexichem.- -----

In Mexico City, at 1:00 p.m. on April 23, 2019, in the conference hall of the offices located at Paseo de la Reforma Número 365, Segundo Piso, Colonia Cuauhtémoc, 06500 México, Ciudad de México, the shareholders and shareholder representatives indicated in the Attendance List duly signed and attached hereto as Annex "1", which constitutes an integral part hereof, met to hold the Ninety-eighth Annual General Shareholders' Meeting of MEXICHEM, S.A.B. DE C.V., to which they were timely and duly called by means of: (i) publication in the electronic system set up by the Ministry

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of Economy, which became effective on March 11, 2019; and (ii) additionally through a notice published on the same day in the *Excelsior* newspaper, in accordance with the resolutions of the Board of Directors meeting held on February 26, 2019 and pursuant to Articles Twenty-Two, Twenty-Three and Twenty-Four of the Company's Bylaws and 181, 182, 183, 186 and 187 of the General Business Organizations Act. -----

Juan Pablo del Valle Perochena, Chair of the Board of Directors, and Carlos Pantoja Flores, partner of "Galaz, Yamazaki, Ruiz Urquiza, S.C." (Deloitte), external auditing firm of the Company, were also in attendance. -----

Juan Pablo del Valle Perochena, Chair of the Board of Directors, presided over the Meeting and the Secretary of the Board of Directors, Juan Pablo del Río Benítez, acted as secretary. -----

Pursuant to Article Twenty-Seven of the Company's Bylaws, the Chair nominated Marco Antonio Campos Martínez as Scrutineer, who, after being authorized for such purposes by unanimous vote of those in attendance and having accepted his appointment, proceeded to examine the certificates (and complements thereto), consisting of the lists of holders issued by the various custodians as depositors before the S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V.), providing proof of their capacity as shareholders and shareholder representatives in attendance, the admission cards, powers of attorney and proxy forms submitted, and certifying that 1,665,671,141 ordinary, registered, fully voting, Single Series shares, with no par value, out of the 2,076,204,448 shares representing the capital stock currently outstanding, with representation and voting rights in the Shareholders' Meetings, were represented, (out of a total of 2,100,000,000 paid-in capital stock registered shares, but without considering the 23,995,552 shares acquired by the Company itself as of this date, which have no representation or voting rights at this Meeting in terms of Article 56 of the Stock Market Act). -----

Consequently, 80.23% (eighty point twenty-three percent) of the total shares comprising the Company's undersigned and paid-in capital stock with representation and voting rights at this Meeting were represented. -----

Next, and in compliance with the provisions of Article 49, Section III of the Stock Market Act, the Secretary certified that the proxy forms submitted by the attending shareholders' representatives comply with the provisions of such legal provision and that they were available to the respective shareholders, attorneys-in-fact or brokers during a 15 calendar day period prior to this Meeting. Based on the Scrutineer and the Secretary's certifications and in accordance with the provisions of Article Twenty-Six of the Company's Bylaws, the Chair declared the Meeting legally installed, with approval of all in attendance. The Chair then requested the Secretary read the following:---

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----- AGENDA... -----

... X. Proposal, discussion and, if applicable, approval to amend Articles Two, Three, Six, Seven, Nine, Ten, Thirteen, Fifteen, Twenty-eight, Thirty-two, Thirty-four and Forty-four of the Company's Bylaws and their restatement.---

The shareholders and shareholders' representatives approved the matters of the above Agenda and upon analyzing and discussing the explanations made regarding each one of those items, adopted the following resolutions by majority vote: -----

----- RESOLUTIONS... -----

...X. Proposal, discussion and, if applicable, approval to amend Articles Two, Three, Six, Seven, Nine, Ten, Thirteen, Fifteen, Twenty-eight, Thirty-two, Thirty-four and Forty-four of the Company's Bylaws and their restatement.-----

X.1 "After the explanations offered by the Secretary of the Meeting regarding the reasons and effects of the respective proposal, it is resolved to amend Articles Two, Three, Six, Seven, Nine, Ten, Thirteen, Fifteen, Twenty-eight, Thirty-two, Thirty-four and Forty-four of the Company's Bylaws, in order for them to be drafted in the terms of the document attached as Annex "2" hereof. The rest of the Articles of the Company's Bylaws remain unchanged." -----

X.2 "Pursuant to resolution X.1 above, restatement of the Company's Bylaws is approved, so that they are drafted in the terms of the document attached as Annex "3" hereto."---

----- CLAUSES-----

ONE.- At the request of Javier García García, in his capacity as Special Representative of the Ordinary and Extraordinary General Shareholders' Meeting of Mexichem, Sociedad Anónima Bursátil de Capital Variable, held in this City, on April 23, 2019, at 1:00 p.m., the transcription of the minutes of such Meeting recorded in background point two hereof is hereby NOTARIZED FOR ALL RELEVANT PURPOSES. -----

TWO.- Javier García García, in his capacity as Special Representative of the Ordinary and Extraordinary General Shareholders' Meeting of Mexichem, Sociedad Anónima Bursátil de Capital Variable, held in this City, on April 23, 2019, at 1:00 p.m., NOTARIZES:---

... II. Amendment to Articles Two, Three, Six, Seven, Nine, Ten, Thirteen, Fifteen, Twenty-eight, Thirty-two, Thirty-four and Forty-four of the Company's Bylaws.---



APPENDIX DOCUMENTS -----

-----ANNEX "2"-----

----- AMENDED ARTICLES OF THE COMPANY'S BYLAWS.. -----

ARTICLE TWO.- ADDRESS.- The address of the Company is Mexico City, where its main administrative and effective management headquarters shall be located. The Company may establish offices, agencies, branches, warehouses, representations or any other facilities in any other location in Mexico or abroad and establish contractual addresses or submit to jurisdictions outside such address, without this being understood as a modification of its corporate address.-...

... ARTICLE SIX.- CAPITAL STOCK AND SHARES.- The Capital Stock is Variable. The minimum fixed capital without right of withdrawal is \$406,566,566.00 (Four Hundred Six Million Five Hundred Sixty-Six Thousand Five Hundred Sixty-Six Mexican Pesos and zero cents), represented by 308,178,735 (Three Hundred Eight Million One Hundred Seventy-Eight Thousand Seven Hundred Thirty-Five) Class "I" ordinary, registered shares, without par value, fully subscribed and paid in. The variable part of the Company's Capital Stock shall be unlimited and will always be represented by Class "II" shares, which shall have the characteristics determined by the Ordinary or Extraordinary General Shareholders' Meeting that resolves its issuance, but in any case they shall be registered and without par value. -----

Both the shares representing the minimum fixed capital stock, without right of withdrawal, and those representing the variable capital, are ordinary, registered, without par value and confer equal rights and obligations to their holders. -----

With the express authorization of the National Banking and Securities Commission, the Company may issue limited, restricted or non-voting shares, pursuant to the provisions of Article 54 of the Stock Market Act and other applicable legal provisions. -----

The issuance of shares other than common stock shall not exceed twenty-five percent of the paid-in capital stock placed among the investing public. When expressly authorized by the National Banking and Securities Commission, such limit may be extended, provided that it is a scheme considering the issuance of any type of shares mandatorily convertible into common stock within a term of five years from the date of their placement, or, for shares or investment schemes that limit voting rights based on the holder's nationality. -----

Non-voting shares shall not be calculated for purposes of determining the Shareholders' Meetings quorum. Restricted or limited voting shares shall only be computed to determine the quorum and resolutions at Shareholders' Meetings to which their holders must be called to exercise their voting rights. -----



Minority shareholder rights shall be governed by Article 50 of the Stock Market Act or, to the extent that such Act is omitted, by the General Business Organizations Act or these Bylaws. -----

The subsidiaries of the Company shall not directly or indirectly invest in the capital stock of the Company or of any other company with respect to which the Company is its subsidiary, except as provided in Article Twenty One of these Bylaws.- -----

The Company may issue unsubscribed shares to be held in treasury, for subsequent subscription by the public, subject to the following:-----

(i) That the Extraordinary General Shareholders' Meeting approve the maximum amount of the capital increase and the conditions for the corresponding issuance of shares. -----

(ii) That subscribing issued shares is made by means of a public offering, upon registration in the National Securities Registry, in both cases in compliance with the provisions of the Stock Market Act and other general provisions arising therefrom. -----

(iii) That the amount of subscribed and paid-in capital be announced upon disclosure of the authorized capital represented by the issued and unsubscribed shares. -----

(iv) The right to preemptive subscription referred to in Article 132 of the General Business Organizations Act shall not apply for capital increases through public offers.-... -----

ARTICLE TWENTY-EIGHT.- VOTING:- For Shareholders' Meetings, each voting share at the Meeting in question shall have one vote. Only fully subscribed and paid-in shares shall have voting rights.-----

In the case of Ordinary Meetings, resolutions shall be adopted and deemed valid if approved by the vote of shareholders representing at least a majority of the shares represented at the Meeting. --

In the case of Extraordinary Meetings, resolutions shall be adopted and deemed valid if approved by the vote of the shares representing at least 50% (fifty percent) plus one of all the Capital Stock voting shares.-----

In the case of Special Meetings, resolutions shall be adopted and deemed valid if approved by the vote of shareholders representing at least 50% (fifty percent) plus one of all shares of the Class, Series or category in question. -----

Shareholders with voting shares, even in limited or restricted form, holding at least 10% of the capital stock of the Company, shall be entitled to:-----

(i) Appoint and revoke a member of the Board of Directors at a General Shareholders' Meeting. Such appointment may only be revoked by the other shareholders when the appointment of all the other Directors is also revoked, in which case the persons replaced may not be appointed as such for the twelve months immediately following the revocation date.-----

This right must be exercised by written notice addressed to the Chair of the Board of Directors, to the Secretary of said corporate body and to the Corporate Practices Committee, as required by these bylaws, at least five (5) business days prior to the date on which the General Shareholders' Meeting is to be held to appoint, ratify or revoke appointments to the Board of Directors. -----

(ii) To request the Chair of the Board of Directors or the Chair of the corporate practices and auditing Committees referred to in the Stock Market Act, from time to time, to call a General Shareholders' Meeting, without the percentage referred to in Article 184 of the General Business Organizations Act being applicable for such purpose. -----

(iii) Request a one-time adjournment, for three calendar days and without the need for a new call, of the vote on any issue on which they do not deem to be sufficiently informed, without the percentage referred to in Article 199 of the General Business Organizations Act being applicable. -----

Shareholders with voting rights, including limited or restricted voting rights, who individually or jointly hold 20% or more of the Capital Stock, may judicially oppose the resolutions of the General Meetings with respect to which they have voting rights, without the percentage referred to in Article 201 of the General Business Organizations Act being applicable. -----

When exercising their voting rights, the Company's shareholders must comply with the provisions of Article 196 of the General Business Organizations Act. For this purpose, unless there is evidence to the contrary, it shall be presumed that a shareholder has an interest in a specific transaction contrary to that of the Company or its controlled legal entities when they vote in favor or against such transactions while maintaining control of the Company and obtain benefits that exclude other shareholders or the Company or its controlled legal entities. Actions against shareholders who infringe the provisions of the preceding paragraph shall be enforced in accordance with Article 38 of the Stock Market Act. -----

For those cases in which pursuant to these Bylaws or the General Business Organizations Act, the shareholders of a single series must vote separately or for those cases in which their votes must be calculated separately, the respective vote or calculation may be conducted either at a Special Shareholders' Meeting called for such purpose or at the relevant Ordinary or Extraordinary General Shareholders' Meeting, as the case may be.

ARTICLE THIRTY-TWO - BOARD OF DIRECTORS- The Company shall be managed and directed by a Board of Directors and a Chief Executive Officer. -----

- The Board of Directors shall be composed of a maximum of 21 (twenty-one) Regular Directors, as determined by the Ordinary General Shareholders' Meeting appointing them and, if applicable, their respective alternates. Alternate Directors, as the case may be, may only substitute for their respective owners. The Directors may or may not be Company shareholders, in the understanding that only persons qualifying as such pursuant to the provisions of the Stock Market Act and other applicable provisions, and who, in the opinion of the Company's Corporate Practices Committee, have recognized professional or business experience and prestige as well as moral solvency and are not in conflict of interest with the Company or its subsidiaries, may act as Directors. Of such members, both regular and alternate, at least twenty-five percent must be independent, in terms of Article 24 of the Stock Market Act, in the understanding that the Alternates of the Independent Directors must also be independent. The General Shareholders' Meeting at which the members of the Board of Directors are appointed or ratified or, as the case may be, at which such appointments or ratifications are reported, shall qualify the independence of its Directors. -----

Under no circumstances may persons who have held the position of external auditor of the Company or of any of the legal entities comprising the business group or consortium to which the Company belongs be Directors of the Company for the twelve months immediately preceding the date of appointment. -----

If the Shareholders' Meeting has not done so, the Board of Directors shall appoint a Secretary and a Deputy Secretary who will not be part of such corporate body, and who shall be subject to the obligations and responsibilities established in the Stock Market Act and any other applicable legal provisions. -----

The appointed Directors shall remain in office for the term determined by the Meeting that elected them and may be re-elected, except for the power of the Meeting itself to revoke their appointments and make new appointments when deemed convenient. In any case, directors shall continue in office even when the term for which they were appointed has expired or upon resignation, for up to thirty calendar days, in the absence of the appointment of a substitute or when the substitute does not take office, without being subject to the provisions of Article 154 of the General Business Organizations Act. -----

The Board of Directors may appoint interim Directors, without the intervention of the Shareholders' Meeting, in case of any of the circumstances set forth in the preceding paragraph or in Article 155 of the General Business Organizations Act. The Company's Shareholders' Meeting shall ratify such appointments or designate the alternate Directors at the Meeting following the occurrence of such event, notwithstanding the provisions of Article 50, Section I of the Stock Market Act. -----

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The Company shall indemnify, and hold each of the Directors, as well as the Secretary and Deputy Secretary of the Board of Directors, free and harmless from any contingency, loss, claim, damage, liability or expense (including reasonable legal fees and expenses), in connection with the performance of their duties, except for losses, claims, damages, liabilities or expenses resulting from the gross negligence or bad faith of the person in question or in the event that the shareholders or the Company enforce the liability action referred to in Article 161 of the General Business Organizations Act, as well as in the event of liability for failure to comply with the duty of loyalty and/or for the commission of unlawful acts under the terms of Articles 34 to 37 of the Stock Market Act. In the event that any action or proceeding is brought against any Director, the Secretary or Deputy Secretary of the Board of Directors which may be subject to indemnification by the Company, or if any such person is notified of any possible claim which in their opinion may result in the commencement of a legal action or proceeding, such person shall promptly send written notification of the commencement of such legal action or proceeding to the Company. In the event such an action or proceeding is brought against the person in question, the Company may take up the defense with the legal counsel of its choice, in which case the Company shall not be liable for the fees, costs or expenses of any other legal counsel retained by the person involved.- By assuming their positions, the Directors are bound to comply with and monitor the observance of the self-regulatory rules or of any other nature issued by the Company, as well as keep the information provided to them by the Company absolutely confidential. Failure to comply with the provisions of this paragraph shall be cause for removal by the General Ordinary Shareholders' Meeting. The disclosure made by such Director in compliance with a legal provision shall not be considered a breach of the obligation referred to herein.-----

ARTICLE THIRTY FOUR.- ELECTION OF THE BOARD.- The election of the members of the Company's Board of Directors, both Regular Directors and, if applicable, their respective Alternates, as well as the Independent Directors, shall be by simple majority vote of the shares represented at the General Shareholders' Meeting appointing them. ----- Shareholders holding limited or restricted voting shares must adhere to the provisions of Article Thirty-Three above regarding Independent Directors, in proportion to the appointments of Directors in the Company made by them. -----

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Shareholders owning voting shares, including limited or restricted voting rights, who individually or jointly hold 10% of the Capital Stock, shall have the right to appoint and revoke one member of the Board of Directors and their respective alternate at a General Shareholders' Meeting, in the understanding that 25% of Directors must always be independent. Such appointment may only be revoked by other shareholders when the appointment of all other Directors is also revoked, in which case the persons replaced may not be appointed as such for the twelve months immediately following the revocation date. -----

Shareholders who individually or jointly hold 10% (ten percent) of the Company's capital stock and who, in terms of the preceding paragraph, intend to appoint a Director, must notify the Company's Corporate Practices Committee at least five (5) business days prior to the Annual Ordinary General Shareholders' Meeting. Such communication shall contain at least the following: (i) full name and experience of the person they intend to appoint, and (ii) whether or not, in their opinion, they meet the conditions of independence, recognized professional or business experience and prestige and moral solvency, as well as those defined in the laws and any other applicable provisions. -----

The Company's Corporate Practices Committee shall submit to the Annual Ordinary General Shareholders' Meeting a list of candidates to be appointed for the Company's Board of Directors, including the persons, pursuant to the preceding paragraph, submitted by the minority Shareholders to the Corporate Practices Committee to be appointed as Directors by such minority Shareholders. -----

The Company's Corporate Practices Committee may propose to the Annual Ordinary General Shareholders' Meeting the ratification, in whole or in part, of the positions for the following tax year of Board of Directors members previously appointed by the Shareholders, considering the Directors proposed by the minority Shareholders. -----

The list with the names of the Director candidates that the Corporate Practices Committee may submit to the Shareholders' Meeting must be made available to the Shareholders who request it together with the report referred to in Article 172 (one hundred seventy-two) of the General Business Organizations Act, in advance as provided for in Article 173 (one hundred seventy-three) of said Act, notwithstanding the Shareholders' right to receive a copy of said list when so requested. -----

When appointing members of the Board of Directors, candidates who, in the opinion of the Corporate Practices Committee, have a potential conflict of interest with the Company or its subsidiaries or with relevant shareholders of the Company holding 25% (twenty-five percent) or

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more of the shares representing the capital stock of the Company or with persons related to any of the foregoing, shall be excluded. -----

XI.- Transcript of public instrument number **fifty-two thousand three hundred eighty**, dated August 27, 2019; issued by me, acting as associate notary for the registry of notary office one hundred sixty-eight in and for Mexico City, of which Jorge Alfredo Ruiz del Río Escalante, Esq., is holder, recorded in the Public Registry of Commerce of Mexico City, on September 10, 2019, with Commercial Entry number four thousand one hundred three, notarizing the Ninety-ninth Extraordinary General Shareholders' Meeting of "Mexichem", Sociedad Anónima Bursátil de Capital Variable, held in this City, on August 26, 2019, at 12:00 p.m., whereby it was resolved, among other issues, to modify the company's name to **Orbia Advance Corporation, Sociedad Anónima Bursátil de Capital Variable**, and the corresponding amendment to article one of the company's bylaws. -----

XII.- Transcript of public instrument number **fifty-four thousand four hundred nineteen**, dated April 13, 2021, issued by the undersigned Notary, acting as associate notary for the registry of notary office one hundred sixty-eight in and for Mexico City, of which Jorge Alfredo Ruiz del Río Escalante, Esq., is holder, registered in the Public Registry of Commerce of this City, with commercial entry number four thousand one hundred and three dash one, on June 10, 2021, notarizing for all relevant purposes the One hundred and second Shareholders' Meeting of Orbia Advance Corporation, Sociedad Anónima Bursátil de Capital Variable, held on March 30, 2021, at 12:00 p.m., resolving, among other issues, the appointment of the members of the Company's Board of Directors. -----

XIII.- Transcript of public instrument number **fifty-four thousand nine hundred forty-eight**, dated August 11, 2021, issued by the undersigned Notary Public, acting as associate notary for the registry of notary office one hundred sixty-eight in and for Mexico City, of which Jorge Alfredo Ruiz del Río Escalante, Esq., is holder, registered in the Public Registry of Commerce of this City, on August 25, 2021, with commercial entry number four thousand one hundred and three, evidencing, among others, the appointment of the Board of Directors. The following excerpts of such deed are transcribed herein for all relevant purposes: -----

"...I hereby attest the NOTARIZATION FOR ALL RELEVANT PURPOSES of the One Hundred and Third Shareholders' Meeting of Orbia Advance Corporation, Sociedad Anónima Bursátil de Capital Variable, held on July 21, 2021, at 5:00 p.m., and the consequent NOTARIZATION of the resolutions adopted therein,..." -----

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...-----BACKGROUND-----

ONE.- The appearing party declares that on June 21 and 22, 2021, in the Ministry of Economy's Electronic Publications System for Trading Corporations and in the *Excelsior* newspaper, respectively, Calls were published for the Ordinary General Shareholders' Meeting of Orbia Advance Corporation, Sociedad Anónima Bursátil de Capital Variable, to be held at 5:00 p.m. on July 21, 2021. Such calls are presented and added to the docket of the relevant appendix hereto, marked with the letter "A".-----

TWO.- The appearing party presented to me an instrument for its notarization, declaring that it contains the original minutes of the One Hundred and Third Shareholders' Meeting of Orbia Advance Corporation, Sociedad Anónima Bursátil de Capital Variable, held in this City, on July 21, 2021, at 5:00 p.m. The undersigned notary attests that they have no evidence of falsehood. The appearing party declares that they attest to the veracity of holding such Meeting; the minutes' authenticity; and that the signatures recorded in such instrument belong to the persons referenced therein. Such document is hereby reproduced for all relevant purposes:-----

"...AGOA-CIU (21-VII-21) -----

-----ORBIA ADVANCE CORPORATION, S.A.B. DE C. V. -----

-----One Hundred and Third Shareholders' Meeting -----

In Mexico City, at 5 p.m. on July 21, 2021, in the conference hall of the offices located at Paseo de la Reforma Número 365, Segundo Piso, Colonia Cuauhtémoc, 06500 México, Ciudad de México, the shareholders and shareholder representatives indicated in the Attendance List duly signed and attached hereto as Annex "1", which constitutes an integral part hereof, met to hold the One Hundred and Third General Shareholders' Meeting of ORBIA, ADVANCE CORPORATION, S.A.B. DE C.V. ("Orbia" or the "Company"), to which they were timely and duly called by means of: (i) publication made in the electronic system set forth by the Ministry of Economy, which became effective on June 22, 2021; and (ii) additionally through a notice published on the same day in the *Excelsior* newspaper, in accordance with the resolutions of the Board of Directors meeting held on June 18, 2021 and pursuant to Articles Twenty-Two, Twenty-Three and Twenty-Four of the Company's Bylaws and 183, 186 and 187 of the General Business Organizations Act. -----

By unanimous decision of the attendees, Alberto Perales Mendoza presided over the Meeting and Andrés Angulo Belaunzarán acted as Secretary.-----

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Pursuant to Article Twenty-Seven of the Company's Bylaws, the Chair nominated Rafael Vargas Arroyo as Scrutineer, who, after being authorized for such purposes by unanimous vote of those in attendance and having accepted his appointment, proceeded to examine the certificates (and complements thereto), consisting of the lists of holders issued by the various custodians as depositors before the S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V.), providing proof of their capacity as shareholders and shareholder representatives in attendance, the admission cards, powers of attorney and proxy forms submitted, and certifying that 1,571,374,960 ordinary, registered, fully voting shares, with no par value, out of the 2,005,571,845 shares representing the capital stock currently outstanding, with representation and voting rights in the Shareholders' Meeting, were represented, (out of a total of 2,100,000,000 paid-in capital stock registered shares, but without considering the 94,428,155 shares acquired by the Company itself as of this date, which have no representation or voting rights at this Meeting in terms of Article 56 of the Stock Market Act). -----

Consequently, 78.35% (seventy-eight point thirty-five percent) of the total shares comprising the Company's undersigned and paid-in capital stock with representation and voting rights at this Meeting were represented. -----

Next, and in compliance with the provisions of Article 49, Section III of the Stock Market Act, the Secretary certified that the proxy forms submitted by the attending shareholders' representatives comply with the provisions of such legal provision and that they were available to the respective shareholders, attorneys-in-fact or brokers during a 15 calendar day period prior to this Meeting. Based on the Scrutineer and the Secretary's certifications and in accordance with the provisions of Article Twenty-Six of the Company's Bylaws, the Chair declared the Meeting legally installed, with approval of all in attendance. The Chair then requested the Secretary read the following:---

----- AGENDA -----

I. Appointment and/or ratification of the Board of Directors members. -----

... ----- RESOLUTIONS -----

I. Appointment and/or ratification of the Board of Directors members. -----

By a vote of 1,383,129,908 shares representing 68.96% (sixty-eight point ninety-six percent) of the shares with representation and voting rights at this Meeting: -----

1.1 "Anil Menon's resignation from his position as member of the Company's Board of Directors is hereby noted, approving his actions and releasing him from any liability he may have incurred in the performance of his duties, granting him the most extensive severance payment appropriate by law, without any reservation whatsoever."-----



By a vote of 1,383,129,908 shares representing 68.96% (sixty-eight point ninety-six percent) of the shares with representation and voting rights at this Meeting: -----

I.2. "It is resolved to appoint Mihir Arvind Desai as regular member of the Board of Directors, who, being present or having had knowledge of his possible appointment, has accepted the aforementioned position, swearing the faithful and fulfilled performance thereof and has been released from the obligation to provide any bond. The qualification of Mihir Arvind Desai as Independent Regular Director by this Meeting, in terms of the Stock Market Act and the Company's Bylaws, is hereby recorded." -----

By a vote of 1,323,774,365 shares representing 66.00% (sixty-six percent) of the shares with representation and voting rights at this Meeting: -----

I.3. "The other regular members of the Board of Directors, Juan Pablo del Valle Perochena, Antonio del Valle Perochena, María de Guadalupe del Valle Perochena, Francisco Javier del Valle Perochena, Eduardo Tricio Haro, Guillermo Ortiz Martínez, Divo Milán Haddad, Alma Rosa Moreno Razo, María Teresa Altagracia Arnal Machado, Jack Goldstein Ring and Mark Rajkowski, who, being present or having had knowledge of their possible ratification have accepted their positions, are hereby ratified, swearing their faithful and fulfilled performance and have been relieved from granting any bond. The qualification of Eduardo Tricio Haro, Guillermo Ortiz Martínez, Divo Milán Haddad, Alma Rosa Moreno Razo, María Teresa Altagracia Arnal Machado, Jack Goldstein Ring and Mark Rajkowski, as Independent Regular Directors by this Meeting in terms of the Stock Market Act and the Company's Bylaws, is hereby recorded." -----

I.4. "By virtue of the foregoing resolutions, the Company's Board of Directors is composed of the following Regular Directors: -----

----- BOARD OF DIRECTORS -----
----- Antonio del Valle Ruíz -----
----- Honorary Life Chair -----
----- Juan Pablo del Valle Perochena -----
----- Antonio del Valle Perochena -----
----- María de Guadalupe del Valle Perochena -----
----- Francisco Javier del Valle Perochena -----
----- Eduardo Tricio Haro -----*
----- Guillermo Ortiz Martínez -----*
----- Divo Milán Haddad -----*
----- Alma Rosa Moreno Razo -----*



-----*María Teresa Altagracia Arnal Machado**-----
-----*Jack Goldstein Ring**-----
-----*Mark Rajkowski**-----
-----*Mihir Arvind Desai**-----
-----** Independent Directors*-----

I.5 "Antonio del Valle Raíz is ratified as Honorary Life Chair of the Board of Directors, who is not a member of said corporate body."-----

I.6 "Juan Pablo del Valle Perochena is hereby ratified as Chair of the Board of Directors, with the powers inherent to his position."-----

I.7 "It is resolved that, in connection with the performance of its duties, the Company undertakes to indemnify and hold the members of its Board of Directors free and harmless from any claim, suit, proceeding or investigation that may be initiated in Mexico or in any of the countries in whose stock markets the Company's securities or any other securities issued based on such securities are registered or listed, in which such persons may be involved in their capacity as members of the Board of Directors, including the payment of any damage or harm that may have been caused and the amounts necessary to reach, if deemed appropriate, an accord and satisfaction, as well as the totality of the fees and expenses of the lawyers and other advisors hired to watch over the interests of said persons; in the aforementioned cases, in the understanding that the Board itself is empowered to determine if it deems it convenient to hire the services of lawyers and other advisors other than those used by the Company, as applicable."-...-----

In view of the foregoing, the appearing party hereby verifies the following:-----

-----*CLAUSES*-----

ONE.- At the request of Paola Uriza Chong, in her capacity as Special Representative of the One Hundred and Third Shareholders' Meeting of Orbia Advance Corporation, Sociedad Anónima Bursátil de Capital Variable, held in Mexico City, on July 21, 2021, at 5:00 p.m., the minutes of said Meeting, which were transcribed in background two hereof, are hereby NOTARIZED FOR ALL RELEVANT PURPOSES.-----

TWO.- As a consequence of the notarization for all relevant purposes set forth in the preceding clause, Paola Uriza Chong, in her capacity as Special Representative of the One Hundred and Third Shareholders' Meeting of Orbia Advance Corporation, Sociedad Anónima Bursátil de Capital Variable, held in Mexico City, on July 21, 2021, at 5:00 p.m., the following is hereby NOTARIZED: The appointment of Mihir Arvind Desai as regular member of the Company's Board of Directors, which is now integrated as follows:-----

-----*BOARD OF DIRECTORS*-----



-----Antonio del Valle Ruiz -----
-----Honorary Life Chair-----
-----Juan Pablo del Valle Perochena-----
-----Antonio del Valle Perochena -----
-----María de Guadalupe del Valle Perochena -----
-----Francisco Javier del Valle Perochena -----
-----Eduardo Tricio Haro*-----
-----Guillermo Ortiz Martínez*-----
-----Divo Milán Haddad*-----
-----Alma Rosa Moreno Razo* -----
-----María Teresa Altagracia Arnal Machado*-----
-----Jack Goldstein Ring*-----
-----Mark Rajkowski*-----
-----Mihir Arvind Desai*-----
-----* Independent Directors... "-----

XIV.- Public instrument number **fifty-five thousand ninety-three**, dated September 17, 2021, issued by the undersigned Notary Public, acting as associate notary for the registry of notary office one hundred sixty-eight in and for Mexico City, of which Jorge Alfredo Ruiz del Río Escalante, Esq., is holder, registered in the Public Registry of Commerce of this City, on September 29, 2021, with commercial entry number four thousand one hundred three dash one, evidencing, among others, the amendment of article three of the bylaws of the Company's corporate purpose. The following excerpts of such instrument are reproduced herein for all relevant purposes: -----

"...I hereby verify the NOTARIZATION of the One Hundred and Fourth Shareholders' Meeting of Orbia Advance Corporation, Sociedad Anónima Bursátil de Capital Variable, held on September 13, 2021, at 12:00 p.m., and the consequent NOTARIZATION of the resolutions adopted therein,...

...-----BACKGROUND... -----

"...AGEA-CIV (13-IX-21)-----

-----ORBIA ADVANCE CORPORATION, S.A.B. DE C.V. -----

-----One Hundred and Fourth Shareholders' Meeting -----

In Mexico City, at 12:00 p.m. on September 13, 2021, in the conference hall of the offices located at Paseo de la Reforma Número 365, Segundo Piso, Colonia Cuauhtémoc, 06500 México, Ciudad de México, the shareholders and shareholder representatives indicated in the Attendance List duly

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signed and attached hereto as Annex "1", which constitutes an integral part hereof, met to hold the One Hundred and Fourth General Shareholders' Meeting of ORBIA, ADVANCE CORPORATION, S.A.B. DE C.V. ("Orbia" or the "Company"), to which they were timely and duly called by means of: (i) publication in the electronic system set up by the Ministry of Economy, which became effective on August 12, 2021; and (ii) additionally through a notice published on the same day in the Excelsior newspaper, in accordance with the resolutions of the Board of Directors meeting held on July 27 and 28, 2021, and pursuant to Articles Twenty-Two, Twenty-Three and Twenty-Four of the Company's Bylaws and 182, 183, 186 and 187 of the General Business Organizations Act. -----

By unanimous appointment of those in attendance, the Meeting was presided over by Alberto Perales Mendoza and Juan Pablo del Río Benítez acted as Secretary of the Meeting. -----

Pursuant to Article Twenty-Seven of the Company's Bylaws, the Chair nominated Rafael Vargas Arroyo as Scrutineer, who, after being authorized for such purposes by unanimous vote of those in attendance and having accepted his appointment, proceeded to examine the certificates (and complements thereto), consisting of the lists of holders issued by the various custodians as depositors before the S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V.), providing proof of their capacity as shareholders and shareholder representatives in attendance, the admission cards, powers of attorney and proxy forms submitted, and certifying that 1,574,586,252 ordinary, registered, fully voting shares, with no par value, out of the 1,993,154,715 shares representing the capital stock currently outstanding, with representation and voting rights in the Shareholders' Meeting, were represented, (out of a total of 2,010,000,000 paid-in capital stock registered shares, but without considering the 16,845,285 shares acquired by the Company itself as of this date, which have no representation or voting rights at this Meeting in terms of Article 56 of the Stock Market Act).-----

Consequently, 79.00% (seventy-nine percent) of the total shares comprising the Company's undersigned and paid-in capital stock with representation and voting rights at this Meeting were represented. -----

Next, and in compliance with the provisions of Article 49, Section III of the Stock Market Act, the Secretary certified that the proxy forms submitted by the attending shareholders' representatives comply with the provisions of such legal provision and that they were available to the respective shareholders, attorneys-in-fact or brokers during a 15 calendar day period prior to this Meeting. Based on the Scrutineer and the Secretary's certifications and in accordance with the provisions of Article Twenty-Six of the Company's Bylaws, the Chair declared the Meeting legally installed, with approval of all in attendance. The Chair then requested the Secretary read the following:.....

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----- AGENDA -----

I. Proposal, discussion and, if applicable, approval to amend Article Three of the Company's Bylaws, regarding the Company's Corporate Purpose. Resolutions thereto.-----

... The shareholders and shareholders' representatives approved the items of the above Agenda and upon analyzing and discussing the explanations regarding each one of those issues, adopted by majority vote as detailed in each case the following resolutions: -----

----- RESOLUTIONS -----

I. Proposal, discussion and, if applicable, approval to amend Article Three of the Company's Bylaws, regarding the Company's Corporate Purpose. Resolutions thereto.-----

By the vote of 1,559,884,181 shares representing 78.26% (sixty (sic) eight point twenty-six percent) [TN: as per original] of the shares with representation and voting rights at this Meeting: -----

I.1 "It is resolved to amend Article Three of the Company's Bylaws, regarding the Company's corporate purpose, to be worded as follows. The rest of the Articles of the Company's Bylaws shall remain unchanged:-----

ARTICLE THREE.- PURPOSE.- The Company's purpose is as follows:-----

a) To promote, incorporate, organize, use, procure, manage and/or own interests in the capital stock or assets of all kinds of trading or civil companies, partnerships or enterprises, whether industrial, commercial, service or of any other nature, whether domestic or foreign, as well as to participate in their winding up. -----

b) To acquire shares, interests, equity or partnership interests or any other certificate of ownership of capital in other trading or civil corporations or any other entities or enterprises, including trusts or any other instrument, whether or not they have legal personality, domestic or foreign, that are part of their incorporation or through subsequent acquisition, as well as to alienate or transfer such shares, interests, equity or partnership interests or any other certificate of ownership of capital, and the performance of all applicable acts that correspond thereto as controlling company of those companies of which it holds the majority of their shares or partnership interests. -----

c) To receive or hire from trading or civil corporations and/or individuals, services in general, including administrative, organizational, fiscal, legal, advisory, and technical consulting services in industrial, accounting, commercial, administrative, trading or financial matters and in general any kind of advisory and/or consulting services.-----

d) To obtain, acquire, develop, improve, use, grant, receive or dispose of and in general use and exploit, on its own behalf or that of third parties, under any legal title, including licenses, all kinds of patents, trademarks, names, commercial notices, utility models, drawings, designs, industrial secrets, certificates of invention, of corporate practices, certificates of origin and any other industrial or intellectual property rights or copyrights; and in any other way, acquire, obtain,

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exploit or dispose by any legal title, of concessions, permits, franchises, licenses, authorizations, assignments, commissions and rights over processes, whether in Mexico or abroad. -----

e) Enter into all kinds of financing, loan or credit agreements, with or without specific bond, and secure or guarantee in any form, through security interest or personal guarantee or as guarantor or joint and several obligor, the compliance of obligations or credit instruments under its responsibility, of its subsidiaries, affiliates or associates or, with the authorization of the Board of Directors, of any other person. -----

f) To subscribe, issue, draw, negotiate, release, endorse, accept, discount and secure all kinds of negotiable or debt instruments, regardless of their denomination, either on its own behalf or that of its subsidiaries, associates or affiliates, including obligations with or without collateral mortgage or security interest, and with the authorization of the Board of Directors, of any other person.-----

g) To give or take in lease or commodatum, as well as to acquire in ownership, possess, exchange, dispose, transfer, alienate or encumber the ownership or possession of all kinds of personal and real property, as well as personal, or rights in rem existing thereon, which are necessary or convenient for the company's corporate purpose or for the operations or corporate purposes of the trading or civil companies, partnerships or institutions in which the Company has an interest or participation of any nature whatsoever. -----

h) To place, in accordance with the Stock Market Act and any general provisions issued by the National Banking and Securities Commission, its own shares, provided they are registered in the National Securities Registry, the securities representing them, negotiable instruments or debt instruments, in domestic or foreign stock markets, with the prior authorization of the competent authorities, including stock exchanges or quotation systems in Mexico or abroad.-----

i) While the Company's shares are registered in the National Securities Registry, the Company may acquire or place shares representing its capital stock, in accordance with the applicable legal provisions and the policies and resolutions issued by the Board of Directors, through the Mexican Stock Exchange (Bolsa Mexicana de Valores, S.A.B. de C.V.) and/or any other stock exchange on which they are listed. -----

j) To issue unsubscribed shares for public placement under the terms of Article 53 of the Stock Market Act in accordance with the procedure established in these bylaws. -----

k) To act as commission agent, principal, mediator, broker, agent, administrator, promoter, broker [TN: as per original], or representative, by itself or by any person or company. -----

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l) In general, to carry out, enter into and execute all kinds of acts, contracts, agreements and other transactions of any nature necessary or convenient for the performance of the foregoing purposes, including the purchase, alienation, encumbrance, lease and administration of property." -----

l.2 "Pursuant to resolution 1.1 above, it is approved to restate the Company's Bylaws, so that they are drafted in the terms of the document attached as Annex "2" hereto".-...-----

----- CLAUSES -----

ONE.- At the request of Paola Uriza Chong, in her capacity as Special Representative of the One Hundred and Fourth Shareholders' Meeting of Orbia Advance Corporation, Sociedad Anónima Bursátil de Capital Variable, held in Mexico City, on September 13, 2021, at 12:00 p.m., the minutes of said Meeting, which were transcribed in background point two hereof, are hereby NOTARIZED.

TWO.- As a result of the notarization indicated in the preceding clause, Paola Uriza Chong, in her capacity as Special Representative of the One Hundred and Fourth General Shareholders' Meeting of Orbia Advance Corporation, Sociedad Anónima Bursátil de Capital Variable, held in Mexico City, at 12:00 p.m., on September 13, 2021, NOTARIZES the amendment to article three of the Company's bylaws, which is now worded as follows:-----

ARTICLE THREE.- PURPOSE.- The Company's purpose is as follows: -----

a) To promote, incorporate, organize, use, procure, manage and/or own interests in the capital stock or assets of all kinds of trading or civil companies, partnerships or enterprises, whether industrial, commercial, service or of any other nature, whether domestic or foreign, as well as to participate in their winding up. -----

b) To acquire shares, interests, equity or partnership interests or any other certificate of ownership of capital in other trading or civil corporations or any other entities or enterprises, including trusts or any other instrument, whether or not they have legal personality, domestic or foreign, that are part of their incorporation or through subsequent acquisition, as well as to alienate or transfer such shares, interests, equity or partnership interests or any other certificate of ownership of capital, and the performance of all applicable acts that correspond thereto as controlling company of those companies of which it holds the majority of their shares or partnership interests. -----

c) To receive or hire from trading or civil corporations and/or individuals, services in general, including administrative, organizational, fiscal, legal, advisory, and technical consulting services in industrial, accounting, commercial, administrative, trading or financial matters and in general any kind of advisory and/or consulting services.-----

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d) To obtain, acquire, develop, improve, use, grant, receive or dispose of and in general use and exploit, on its own behalf or that of third parties, under any legal title, including licenses, all kinds of patents, trademarks, names, commercial notices, utility models, drawings, designs, industrial secrets, certificates of invention, of corporate practices, certificates of origin and any other industrial or intellectual property rights or copyrights; and in any other way, acquire, obtain, exploit or dispose by any legal title, of concessions, permits, franchises, licenses, authorizations, assignments, commissions and rights over processes, whether in Mexico or abroad. -----

e) Enter into all kinds of financing, loan or credit agreements, with or without specific bond, and secure or guarantee in any form, through security interest or personal guarantee or as guarantor or joint and several obligor, the compliance of obligations or credit instruments under its responsibility, of its subsidiaries, affiliates or associates or, with the authorization of the Board of Directors, of any other person. -----

f) To subscribe, issue, draw, negotiate, release, endorse, accept, discount and secure all kinds of negotiable or debt instruments, regardless of their denomination, either on its own behalf or that of its subsidiaries, associates or affiliates, including obligations with or without collateral mortgage or security interest, and with the authorization of the Board of Directors, of any other person. -----

g) To give or take in lease or commodatum, as well as to acquire in ownership, possess, exchange, dispose, transfer, alienate or encumber the ownership or possession of all kinds of personal and real property, as well as personal, or rights in rem existing thereon, which are necessary or convenient for the company's corporate purpose or for the operations or corporate purposes of the trading or civil companies, partnerships or institutions in which the Company has an interest or participation of any nature whatsoever. -----

h) To place, in accordance with the Stock Market Act and any general provisions issued by the National Banking and Securities Commission, its own shares, provided they are registered in the National Securities Registry, the securities representing them, negotiable instruments or debt instruments, in domestic or foreign stock markets, with the prior authorization of the competent authorities, including stock exchanges or quotation systems in Mexico or abroad. -----

i) While the Company's shares are registered in the National Securities Registry, the Company may acquire or place shares representing its capital stock, in accordance with the applicable legal provisions and the policies and resolutions issued by the Board of Directors, through the Mexican Stock Exchange (Bolsa Mexicana de Valores, S.A.B. de C.V.) and/or any other stock exchange on which they are listed. -----

j) To issue unsubscribed shares for public placement under the terms of Article 53 of the Stock Market Act in accordance with the procedure established in these bylaws. -----



k) To act as commission agent, principal, mediator, broker, agent, administrator, promoter, broker, or representative, by itself or by any person or company. -----

l) In general, to carry out, enter into and execute all kinds of acts, contracts, agreements and other transactions of any nature necessary or convenient for the performance of the foregoing purposes, including the purchase, alienation, encumbrance, lease and administration of property." -----

XV.- Instrument number **fifty-eight thousand four hundred thirty-seven**, dated December 29, 2023, issued by the undersigned Notary Public, acting as associate notary for the registry of notary office one hundred sixty-eight in and for Mexico City, of which Jorge Alfredo Ruiz del Río Escalante, Esq., is the holder, pending registration in the Public Registry of Commerce of this City, notarizing the minutes of the Extraordinary and Ordinary General Shareholders' Meeting of Orbia Advance Corporation, Sociedad Anónima Bursátil de Capital Variable, held in Mexico City at 12 p.m. on November 10, 2023, in which, among other things, the merger of companies by and between Mexichem Soluciones Integrales Holding, Sociedad Anónima de Capital Variable, as the Merging Company and Orbia Advance Corporation, Sociedad Anónima Bursátil de Capital Variable, as the Surviving Company was formalized.-----

I, THE NOTARY PUBLIC, DO HEREBY CERTIFY THAT THE TEXT INSERTED AND DESCRIBED ABOVE FAITHFULLY MATCHES THE ORIGINAL, WITH WHICH I HAVE CROSS-REFERENCED....

ALFREDO RUIZ DEL RÍO PRIETO

Holder of Notary's Office 141, acting as associate Notary
to Notary Office 168 held by JORGE ALFREDO RUIZ DEL
RÍO ESCALANTE, Esq., both in and for Mexico City.

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APPENDIX "C"

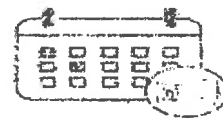
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<div> <div>[Photograph of holder]</div> <div></div> </div>	<div> <div>NAME:</div> <div>URIZA</div> <div>CHONG</div> <div>PAOLA</div> <div>ADDRESS</div> <div>C. ARROYO 50 8</div> <div>FRACC LOS FRESNOS 53250</div> <div>NAUCALPAN DE JUAREZ, MEX.</div> <div>VOTER CODE</div> <div>Unique Population Registration</div> <div>Code (CURP)</div> <div>STATE 15</div> <div>LOCALITY 0001</div> </div>	<div> <div>DATE OF BIRTH:</div> <div>02/26/1990</div> <div>Sex: F</div> <div>[Hologram of the holder's photograph]</div> <div>YEAR OF REGISTRATION</div> <div>2008 04</div> <div>SECTION 2796</div> <div>VALID</div> <div>THROUGH 2029</div> </div>
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Local District	[Illegible text]
OCR Number	[Illegible text]
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Valid until December 31, 2024

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TRANSLATION FROM SPANISH

**Jorge Alfredo
Ruiz del Río Escalante, Esq.**

Notary 168 in and for Mexico City

[Logo: RR]

**Alfredo
Ruiz del Río Prieto, Esq.**

Notary 141 in and for Mexico City

I, ALFREDO RUIZ DEL RÍO PRIETO, ESQ., HOLDER OF NOTARY PUBLIC ONE HUNDRED FORTY-ONE, ACTING AS ASSOCIATE NOTARY TO NOTARY OFFICE ONE HUNDRED SIXTY-EIGHT OF JORGE ALFREDO RUIZ DEL RÍO ESCALANTE, ESQ. BOTH IN AND FOR MEXICO CITY, HEREBY ISSUE THIS SECOND TRANSCRIPT, FIRST IN ITS ORDER, FOR PUBLIC INSTRUMENT NO. FIFTY-EIGHT THOUSAND EIGHT HUNDRED FIFTY-FOUR, THE RECORDS OF ORBIA ADVANCE CORPORATION, SOCIEDAD ANÓNIMA BURSÁTIL DE CAPITAL VARIABLE, WHICH CONSISTS OF ONE HUNDRED THIRTEEN PAGES THAT HAVE BEEN COMPARED, CORRECTED AND PROTECTED. - MEXICO CITY, APRIL 19, 2024 -----

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