



Form for the representation of shareholders at the Annual General Ordinary Shareholders Meeting in terms of Article 49 subsection III of the Mexican Securities Market Law
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**ORBIA ADVANCE CORPORATION, S.A.B. DE C.V.
ANNUAL GENERAL ORDINARY SHAREHOLDERS MEETING
APRIL 28TH, 2020**

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

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

Annual General Ordinary Shareholders Meeting

1.1 [Report of the Chief Executive Officer and based on such report, the Report of the Board of Directors for the purposes of Article 28, section IV, subsection b\) of the Securities Market Law \(Ley del Mercado de Valores\) and Article 172 of the General Corporations and Partnership Law \(Ley General de Sociedades Mercantiles\), regarding the operations and results of the year ended December 31st, 2019:](#)

Approved

Not Approved

Abstain

1.2 [Individual and consolidated audited financial statements of the Company and its Subsidiaries as of December 31st, 2019:](#)

Approved

Not Approved

Abstain

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

Approved

Not Approved

Abstain

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

Approved

Not Approved

Abstain

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

Approved

Not Approved

Abstain

4. Proposition and resolution on the results application that went from January 1st to December 31st, 2019:

4.1 Approval of the individual and consolidated net profit of the fiscal year after the minority interest that went from January 1st to December 31st, 2019 for an amount of USD \$206,731,347

Approved

Not Approved

Abstain

4.2 Approval to send the individual and/or consolidated profits and/or losses referred to in section 4.1 to the Accumulated Net Income account.

Approved

Not Approved

Abstain

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

5.1 [Ratification of the Honorary and lifetime Chairman of the Board of Directors:](#)

DON ANTONIO DEL VALLE RUIZ, Honorary and lifetime Chairman of the Board of Directors (Non Independent Board Member)

Approved

Not Approved

Abstain

5.2 [Appointment and/or ratification of the current members of the Board of Directors as follows:](#)

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

Approved

Not Approved

Abstain

ADOLFO DEL VALLE RUIZ, Board Member (Non Independent Board Member)

Approved

Not Approved

Abstain

IGNACIO DEL VALLE RUIZ, Board Member (Non Independent Board Member)

Approved

Not Approved

Abstain

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

Approved

Not Approved

Abstain

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

Approved

Not Approved

Abstain

FERNANDO RUIZ SAHAGUN, Board Member (Independent Board Member)

Approved

Not Approved

Abstain

EUGENIO SANTIAGO CLARIOND REYES, Board Member (Independent Board Member)

Approved

Not Approved

Abstain

EDUARDO TRICIO HARO, Board Member (Independent Board Member)

Approved

Not Approved

Abstain

GUILLERMO ORTIZ MARTINEZ, Board Member (Independent Board Member)

Approved

Not Approved

Abstain

DIVO MILAN HADDAD, Board Member (Independent Board Member)

Approved

Not Approved

Abstain

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

Approved

Not Approved

Abstain

MARIA TERESA ALTAGRACIA ARNAL MACHADO, Board Member (Independent Board Member)

Approved

Not Approved

Abstain

JACK GOLDSTEIN, Board Member (Independent Board Member)

Approved

Not Approved

Abstain

ANIL MENON, Board Member (Independent Board Member)

Approved

Not Approved

Abstain

5.3 [Appointment and/or ratification of the Chairman, Secretary \(non-member\) and Alternate Secretary \(non-member\) of the Board of Directors](#)

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

Approved

Not Approved

Abstain

JUAN PABLO DEL RIO BENÍTEZ, Secretary (non-member) of the Board of Directors

Approved

Not Approved

Abstain

SHELDON HIRT, Alternate Secretary (non-member) of the Board of Directors

Approved

Not Approved

Abstain

5.4 [Appointment and/or ratification of the Chairman of the Audit Committee and of the Corporate Practices Committee](#)

FERNANDO RUÍZ SAHAGÚN, Chairman of the Audit Committee

Approved

Not Approved

Abstain

EUGENIO SANTIAGO CLARIOND REYES, Chairman of the Corporate Practices Committee

Approved

Not Approved

Abstain

6. [Determination of the emoluments for the members of the Board of Directors and for the members of the Committees of the Company in charge of the Audit and Corporate Practices functions.](#)

6.1 [Emoluments:](#)

In 2020, each of the non-employee members of the Board of Directors (other than the Honorary Chairman and Chairman) will receive the following:

- USD \$60,000 annual retainer fee in cash and USD \$60,000 in restricted stock of Orbia.

The Honorary Chairman of the Board, Chairman of the Board, and the Chairmen of each of the Committees of the Board will, respectively, receive the following compensation in connection with their service in such capacities:

- The Honorary Chairman will receive an annual retainer fee in cash of USD \$500,000.
- The Chairman of the Board will receive an annual retainer fee in cash of USD \$750,000, and will also be eligible to receive an additional contingent payment of up to a maximum of USD \$750,000, payable on the basis of the achievement of certain specific objectives set by and evaluated by the Corporate Practices Committee.
- In addition to the Director retainer fee and grant of restricted stock described above, the Chair of the Audit Committee will receive an additional USD \$25,000 annually.
- In addition to the Director retainer fee and grant of restricted stock described above, the Chairs of the Finance Committee and Corporate Practices Committee will each receive an additional USD \$20,000 annually.

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

Approved

Not Approved

Abstain

7. Determination of the maximum amount of resources that may be applied, from April 28, 2020 to April 2021, to the buyback share program of the Company.

7.1 Approval of the cancellation of the unused balance of the amount approved on April 23, 2019 for the buyback share program of the Company for the period between April 23, 2019 and April 28, 2020. Such amount will be determined the day before the shareholders meeting.

Approved

Not Approved

Abstain

7.2 Once the unused balance of the amount previously approved to be used for the buyback share program of the Company for the period between April 23, 2019 and April 27, 2020 is cancelled, and be duly constituted only for the used balance of the buyback fund equivalent to an amount in cash of the purchase price multiplied by the number of shares that the Company holds in its treasury until the day before this shareholders meeting, approve a total fund for an amount equal to USD \$400,000,000 (including the used balance of the buyback share program fund as of the day before this Shareholder's Annual Meeting) transferring the difference between the USD \$400,000,000 and the used balance of the buyback share program fund as of the day before of this Shareholder's Meeting, from the Accumulated Results account to the buyback share program fund, in the understanding that the acquisition and placement of the applicable shares of the Company will be made by the Company through the Mexican Stock Exchange (*Bolsa Mexicana de Valores, S.A.B. de C.V.*) at the market price of the shares and in compliance with other applicable dispositions referred to in Article Thirteen of the Bylaws, Article 56 of the Mexican Securities Market Law (*Ley del Mercado de Valores*) and Articles 56 to 63 of the "*Disposiciones de caracter general aplicables a las emisoras de valores y a otros participantes del mercado de valores*".

Approved

Not Approved

Abstain

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

Approved

Not Approved

Abstain

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

Approved

Not Approved

Abstain

Date: _____

Shareholder Name

Representative