



**MEXICHEM, S.A.B. DE C.V.
GENERAL ORDINARY SHAREHOLDERS MEETING
NOVEMBER 16TH, 2017**

Form for the representation of shareholders at the 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 General Ordinary Shareholders' Meeting of Mexichem, 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.

General Ordinary Shareholders' Meeting

1. First item on the Agenda, approval of the payment of a cash dividend in the amount of up to US\$147'000,000.00 (one hundred and forty-seven million dollars U.S. currency) to the Shareholders of the company, to all of the Company's shares that are in circulation (excluding shares in the buyback share program) on each of the dividend payment dates determined by the management, and in accordance with the provisions established in article 56 in the Mexican Stock Market Law. The management will determine the payment of the dividend in four equal installments within the 12 (twelve) months following the celebration of the Shareholders' meeting. Payment of the dividend will be made in Mexican peso at the exchange rate published in the Federal Official Gazette on the ex-coupon date.

Approved

Not Approved

Abstain

2. Second item on the Agenda, Designation of delegates to execute and formalize the resolutions to be adopted by the Shareholders Meeting:

Approved

Not Approved

Abstain

Date: _____

Shareholder Name

Representative