

**MEXICHEM, S.A.B. DE C.V.
ANNUAL GENERAL SHAREHOLDERS MEETING
APRIL 23rd, 2018**

Form for the representation of shareholders at the Annual General 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 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.

Annual General 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, 2017:](#)

Approved

Not Approved

Abstain

[1.2 Individual and consolidated audited financial statements of the Company and its Subsidiaries as of December 31st, 2017:](#)

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 and the Corporate Practices Committee of the Company:](#)

Approved

Not Approved

Abstain

3. Proposition and resolution on the results application that went from January 1st to December 31st, 2017:

3.1 Approval of Mexichem's net consolidated profit after the minority interest that went from January 1st to December 31st, 2017 for an amount of US\$ 194,300,549

Approved

Not Approved

Abstain

3.2 Approval of Mexichem, S.A.B. de C.V. net individual income in Mexican pesos that went from January 1st to December 31st, 2017 for an amount Ps\$5,366,571,205 that on the functional currency of the Company equals an individual net profit of US\$194,300,549.

Approved

Not Approved

Abstain

3.3 Approval to send the individual and/or consolidated profits and/or losses referred to in sections 3.1 and 3.2 to the Accumulated Net Income account.

Approved

Not Approved

Abstain

4. Appointment and/or ratification of the members of the Board of Directors, its Secretary and Alternate Secretary, as well as the members of the Committees of the Company in charge of the Audit and Corporate Practices functions:

[4.1 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

[4.2 Ratification of the current 12 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

JAIME RUIZ SACRISTAN, 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
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DIVO MILAN HADDAD, Board Member (Independent Board Member)

Approved	Not Approved	Abstain
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ALMA ROSA MORENO RAZO, Board Member (Independent Board Member)

Approved	Not Approved	Abstain
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4.3 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
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EUGENIO SANTIAGO CLARIOND REYES, Chairman of the Corporate Practices Committee

Approved	Not Approved	Abstain
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4.4 Ratification of the chairman and Secretary of the Board of Directors

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

Approved	Not Approved	Abstain
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JUAN PABLO DEL RIO BENÍTEZ, Secretary (without being a member) of the Board of Directors

Approved	Not Approved	Abstain
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5. 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.

5.1 Emoluments:

- The Chairman of the Board of Directors, the President of Audit Committee and President of the Corporate Practices Committee a compensation equal to \$160,000.00 Mexican Pesos for each meeting they attend.
- The members of the Board of Directors and the members of the Audit Committee and of the Corporate Practices Committee (besides its Presidents) a compensation equal to \$80,000.00 Mexican Pesos for each meeting they attend.

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

Approved	Not Approved	Abstain
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6. Determination of the maximum amount of resources that may be applied, from April 23, 2018 to April 2019, to the buyback share program of the Company.

6.1 Approval of the cancellation of the unused balance of the amount approved on April 25, 2017 for the buyback share program of

the Company for the period between April 25, 2017 and April 23, 2018. Such amount will be determined the day before the shareholders meeting.

Approved

Not Approved

Abstain

6.2 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 25, 2017 and April 23, 2018 is cancelled, and the used balance of the buyback fund is duly constituted for an amount in cash equivalent to the purchase price of the shares that the Company holds in its treasury until the day before this shareholders meeting, approve a total fund for an amount equal to US\$401,300,000 (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 US\$401,300,000 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

7. 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

[8. Designation of delegates to execute and formalize the resolutions to be adopted by the Shareholders Meeting.](#)

Approved

Not Approved

Abstain

Date: _____

Shareholder Name

Representative