

**MEXICHEM, S.A.B. DE C.V.
ORDINARY GENERAL SHAREHOLDERS MEETING
August 21st, 2018**

Form for the representation of shareholders at the Ordinary 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 Ordinary 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.

Ordinary General Shareholders Meeting

- I. Proposal, discussion and, if appropriate, approval of the payment of an extraordinary cash dividend in the equivalent in Pesos, Mexican currency of up to US\$150'000,000.00 (one hundred and fifty million dollars U.S. currency), to all of the Company's outstanding shares (excluding shares in the buyback share program), at the exchange rate determined by Banco de México for the payment of obligations in Dollars, applicable on each record date related to each payment date, in four installments within the 12 (twelve) months following the celebration of the Shareholders' meeting in accordance with the calendar payment determined by the management. Resolutions in this regard.

Approved

Not Approved

Abstain

- II. Designation of delegates to execute and formalize the resolutions to be adopted by the Shareholders

Approved

Not Approved

Abstain

Date: _____

Shareholder Name

Representative