



**MEXICHEM, S.A.B. DE C.V.**  
**CALL FOR AN ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS MEETING**

Upon resolution taken by the Board of Directors of Mexichem, S.A.B. de C.V., at its meeting held on February 26<sup>st</sup>, 2019, and pursuant to the provisions of the "General Business Company Law" (Ley General de Sociedades Mercantiles), and the Bylaws of the Company, the shareholders are hereby convened to attend to the **Ordinary and Extraordinary General Shareholders' Meeting** to be held on April 23<sup>rd</sup>, 2019, at 13:00 hrs., in the auditorium of the offices located at Paseo de la Reforma Número 365, Segundo Piso, Colonia Cuauhtémoc, 06500 Ciudad de México, Alcaldía Cuauhtémoc, to address the following matters:

**AGENDA**

- I. 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 Business Company Law (Ley General de Sociedades Mercantiles), regarding the operations and results of the year ended December 31st, 2018.
- II. Presentation of the annual report of the Audit Committee of the Company.
- III. Presentation of the annual report of the Corporate Practices Committee of the Company.
- IV. Proposition and resolution on the results application that went from January 1st to December 31st, 2018.
- V. 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.
- VI. 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.
- VII. Determination of the maximum amount of resources that may be applied, from April 23, 2019 to April 2020, to the buyback share program of the Company
- VIII. 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.
- IX. Resolutions regarding the decision adopted by the Ordinary Shareholders Meeting of the Company held on August 21, 2018, related to the payment of an extraordinary dividend.
- X. Proposal, discussion and, if applicable, approval to amend the Second, Third, Sixth, Seventh, Ninth, Tenth, Thirteenth, Fifteenth, Twenty-Eighth, Thirty-second, Thirty-Fourth and Forty-Fourth Articles of the Bylaws and its certification.
- XI. Designation of delegates to execute and formalize the resolutions to be adopted by the Shareholders.

In order to have the right to concur to the Meeting, the Shareholders must obtain, at the latest on the April 22<sup>nd</sup>, 2019, their Admission Pass at the office of the Secretary of the Company (DRB Abogados) located in Bosque de Alisos No. 45-A, Tercer Piso, Edificio Arcos Oriente, Colonia Bosques de las Lomas, 05120 Ciudad de México, Alcaldía Cuajimalpa de Morelos, Phone 5257.1888, which will be issued to the person in whose name the shares representing the capital stock of the Company are registered to, or based on the certificate issued by S.D. Ineval Institución para el Depósito de Valores, S.A. de C.V., and the complimentary listings issued by the intermediary depositaries referred to in the Securities Market Law (Ley del Mercado de Valores).

The shareholders can be represented at the Meetings by the person or persons designated by proxy letter duly signed before two witnesses or by attorneys-in-fact with a sufficient general or special power of attorney granted in accordance with the applicable law or, through the formats referred to by Article 49 of the Securities Market Law (Ley del Mercado de Valores). The Company will keep at the disposal of the financial intermediaries (intermediarios del mercado de valores) that evidence to be able to represent the Shareholders, during the term referred to by Article 49, Fraction III of the Securities Market Law (Ley del Mercado de Valores), the formats for the proxies, in order for them to be delivered timely to the person they represent.

The deposit of shares or, if applicable, the delivery of certificates of deposit of such, as well as the distribution of the formats for the proxies for the representatives of the Shareholders, and the delivery of the Admission Passes for the Meeting will be from 10:00 to 14:00 hrs., and from 16:30 to 18:00 hrs., Monday through Friday, at the offices of the Secretary of the Company, from the publication of the present Call, and until April 22<sup>nd</sup>, 2019.

Mexico City, March 11<sup>th</sup>, 2019.

Lic. Juan Pablo del Río Benítez  
Secretary (not member) of the Board of Directors