

**MEXICHEM, S.A.B. DE C.V.**  
**ANNUAL GENERAL ORDINARY AND EXTRAORDINARY SHAREHOLDERS MEETING**  
**APRIL 23<sup>TH</sup>, 2019**

**Form for the representation of shareholders at the Annual General Ordinary and Extraordinary 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 and Extraordinary 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 Ordinary and Extraordinary 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 31<sup>st</sup>, 2018:](#)

|          |              |         |
|----------|--------------|---------|
| Approved | Not Approved | Abstain |
|----------|--------------|---------|

[1.2 Individual and consolidated audited financial statements of the Company and its Subsidiaries as of December 31<sup>st</sup>, 2018:](#)

|          |              |         |
|----------|--------------|---------|
| 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 |
|----------|--------------|---------|

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

|          |              |         |
|----------|--------------|---------|
| Approved | Not Approved | Abstain |
|----------|--------------|---------|

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

|          |              |         |
|----------|--------------|---------|
| Approved | Not Approved | Abstain |
|----------|--------------|---------|

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4. Proposition and resolution on the results application that went from January 1<sup>st</sup> to December 31<sup>st</sup>, 2018:

4.1 Approval of the individual and consolidated net profit of the fiscal year after the minority interest that went from January 1<sup>st</sup> to December 31<sup>st</sup>, 2018 for an amount of US\$ 354,888,297.

|          |              |         |
|----------|--------------|---------|
| Approved | Not Approved | Abstain |
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4.2 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

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[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

**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

**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

[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

**FRANCISCO RAMON HERNÁNDEZ, 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

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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:

- 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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7. 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.

7.1 Approval of the cancellation of the unused balance of the amount approved on April 23, 2018 for the buyback share program of the Company for the period between April 23, 2018 and April 23, 2019. 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, 2018 and April 23, 2019 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 US\$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 US\$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

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[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

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9. 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.

9.1 In the August 21<sup>st</sup>, of 2018, Ordinary Shareholders Meeting it was approved the following:

*"... with a charge to the balance of the Net Tax Profit Account (CUFIN) generated before and until December 31, 2013, an extraordinary cash dividend is decreed for the equivalent in Mexican Pesos up to \$ 150'000,000.00 (one hundred and fifty million dollars 00/100 USCY), to be distributed among the outstanding shares on each payment date, excluding the shares that are in the buyback program fund of the Company. Said dividend will be paid in four equal installments within the 12 (twelve) months following the date of this Shareholders' Meeting, applying the exchange rate published in the Official Gazette of the Federation determined by Banco de México for the payment of obligations in Dollars, applicable on each record date with respect to each payment date.*

*It is resolved to empower the Chairman of the Board of Directors, as well as the Chief Executive Officer and the Chief Financial Officer of the Company so that any of them indistinctly, directly or through the person or persons they assign, in the name and representation of the Company, can: (i) determine the precise dates and manner of payment of the aforementioned dividend, including the power to determine, if applicable, the coupon or coupons of the shares of the Company against delivery of or of which will be made the payment or the said dividend;..."*

On December 24<sup>th</sup> 2018, the Company paid \$50,000,000.00 (fifty million dollars 00/100 USCY) of the total of \$150,000,000.00 (one hundred and fifty million dollars, 00/100 USCY) decreed on August 21<sup>st</sup>, 2018.

Nevertheless, in this Shareholders meeting is proposed the following:

i) extending the payment term of the remaining \$ 100,000,000.00 (one hundred million dollars 00/100 USCY) to be paid in four installments within the 12 (twelve) months following the celebration of this Shareholders' Meeting applying the exchange rate

published in the Official Gazette of the Federation determined by Banco de México for the payment of obligations in Dollars, on each record date with respect to each payment date.

Approved

Not Approved

Abstain

ii) empower the Chairman of the Board of Directors, as well as the Chief Executive Officer and the Chief Financial Officer of the Company, so that any of them indistinctly, directly or through the persons or persons they assign, in the name and representation of the Company, can: (a) determine the precise dates and manner of payment of the aforementioned dividend, including the power to determine, if applicable, the coupon or coupons of the shares of the Company against delivery of or of which will be made the payment or the said dividend, (b) order the respective records in the accounting of the Company by virtue of the payment of the aforementioned dividend; (c) proceed or order to proceed to the notice(s) relative(s) to the aforementioned dividend that must be given to the National Banking and Securities Commission, to the Bolsa Mexicana de Valores, S.A.B. de C.V., to S.D. Indeval Institución para el Depósito de Valores, S.A. of C.V. and to the investors community, as appropriate, in accordance with the Securities Market Law, the "General Provisions applicable to securities issuers and other participants in the securities market" and the Internal Regulations of the Bolsa Mexicana de Valores, S.A.B. of C.V. ; and (d) manage and obtain any authorizations, waivers, conformities or approvals necessary or convenient for the realization of the dividend payment referred to in this Agreement, either before or from government, administrative, private and / or third parties authorities in general, as well as carry out any acts that come to the execution of the agreement.

Approved

Not Approved

Abstain

[10. 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:](#)

Approved

Not Approved

Abstain

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

Approved

Not Approved

Abstain

Date: \_\_\_\_\_

Shareholder Name

Representative