



**BOLSA MEXICANA DE VALORES, S.A.B. DE C.V.
(MEXICAN STOCK EXCHANGE)**

Proposal of resolutions for the Ordinary and Extraordinary General Shareholders' Meeting to be held on June 8th, 2018.

**Ordinary General
Shareholders' Meeting**

First Point

It is proposed to appoint two new members of the Board of Directors of the Company, as follows:

1. *Blanca Avelina Treviño de Vega*, as an independent regular member.
2. *Clemente Ismael Reyes Retana Valdés*, as an independent alternate member.

If the appointments are approved, the Board of Directors of the Company would be conformed by the same persons along with the new appointments, taking note of the resignation of Mr. *Ricardo Gutiérrez Muñoz* and Mr. *Carlos Rojo Macedo*, to their respective positions in the Board of Directors.

Regarding the other aspects related to the Board of Directors, they remain without changes.

For information purposes, the biography of each member of the Board of Directors is attached (Annex 1).

Second Point

It is proposed to authorize special delegates to prepare and present the legally required notices in relation to the agreements adopted by this Shareholders' Meeting.

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Extraordinary General Shareholders' Meeting

First Point

As a result of regulatory changes applicable to the stock exchanges, it is proposed to amend the Articles Fifty-First and Fifty Eighth of the Company's Bylaws to establish as a faculty of the Board the designation of the Surveillance Committee members, without specifying the quality of their members in their Bylaws, so they would be written as follows:

“FIFTY-FIRST.- The Board of Directors may establish the committee or committees that it deems necessary for the best performance of the Company's functions, but it must have one or more committees that carry out functions of admission of members, list of issuers, audit, corporate practices, regulatory, as well as surveillance and disciplinary. The committee or committees that carry out auditing and corporate practice functions must be constituted exclusively by independent directors, in accordance with the provisions of Article 25 of the Securities Exchange Act.

These committees will be organized and will operate in accordance with the self-regulation norms that the Board of Directors periodically approves and as foreseen in these Bylaws.

Except for the matters that under the Securities Exchange Act or these Bylaws require the express opinion of the competent committee and approval of the Board of Directors, the other matters that correspond to a committee may be resolved either by the Board of Directors or the committee.”

“FIFTY-EIGHTH.- The Company will have a committee that will perform the surveillance functions, called the "Surveillance Committee", whose purpose will be to coordinate market surveillance functions of the Company, including the integration and investigation of cases for transgression to the self-regulatory norms issued by the Company, to the provisions of its Internal Regulations and other regulations of the Mexican Stock Exchange, committed by the persons liable pursuant to such provisions.

Likewise, the Surveillance Committee will be responsible for the following functions: (i) To coordinate the activities of the Market Surveillance Director; (ii) To make queries, in case, that must be made to independent third-party experts, in order to adopt any decision that may be required;; (iii) Present to the Board of Directors and, as the case may be, to the Shareholders' Meeting a report on their activities, at least annually, when requested, or when, in their opinion, they merit the knowledge of the Board of Directors or the Shareholders Meeting; (iv) Present to the Disciplinary Committee of the Company an opinion accompanied by the conclusions reached by the investigations conducted; (v) Collaborate at the request of the Disciplinary Committee and within the scope of their respective competencies, in any matter derived from the investigation for alleged violations of the Rules and norms issued by the Company; and (vi) Any others granted by the Board of Directors.

The Surveillance Committee will be assisted in its functions by the Market Surveillance Director, who will be appointed and removed by the Board of Directors. The Market Surveillance Director will report to the Surveillance Committee, except in cases in which the Market Surveillance Director himself decides to inform the Board of Directors of any matter, for its knowledge and resolution. The Market Surveillance Director may call the Surveillance Committee.

The requirements of the members of the Surveillance Committee, as well as the organization, operation and specific faculties, will be established in the self-regulation norms issued by the Board of Directors of the Company.”

If the reform is approved, it will be subject to the approval of the Ministry of Finance.

Second Point

It is proposed to authorize special delegates to prepare and present the legally required notices in relation to the agreements adopted by this Shareholders' Meeting.

BOLSA MEXICANA DE VALORES, S.A.B. DE C.V.
(MEXICAN STOCK EXCHANGE)

Biographical Information and Positions

Name: Jaime Ruiz Sacristán.

Position and type of director: Chairman of the Board of Directors - Non-independent Director.

Professional experience: Mr. Jaime Ruiz Sacristán was appointed Chairman of the Board of Directors with effect from January 1, 2015. Additionally, he is the Chairman of the Boards of Directors of *CCV*, *Indeval*, *MexDer*, *SIF ICAP* and Chairman of the Technical Committee of the *Asigna* Trust. He also holds the position of Chairman of the Board of Directors of the *Fundación Cultural Grupo BMV, A.C.* He has more than 35 years of experience in the financial sector, and prior to joining us, Mr. Ruiz Sacristán served as CEO and member of the Boards of Directors of *Grupo Financiero Bital*, President of the *Asociación de Bancos de México*. He was founder and non-executive Chairman of *Banco Ve por Más* and member of the Boards of Directors of other companies such as *Mexichem* and *Elementia*. Mr. Ruiz Sacristán has a degree in Business Administration from *Universidad Anáhuac* and a Master's Degree in Business Administration from Northwestern University, Evanston, Illinois.

Name: Luis Robles Miaja.

Position and type of director: Non-independent Director.

Professional experience: Mr. Robles Miaja is Chairman of the Board of Directors of the *Grupo Financiero BBVA Bancomer*. He has held various management positions at *Grupo Financiero BBVA Bancomer*, from 1993 to date, mainly in legal areas. In 1998 he was Legal General Director for Latin America of *Banco Bilbao Vizcaya Argentaria*. In 2002 he was appointed as Secretary of the Board of Directors of *BBVA Bancomer*. In 2007, he was appointed as General Director of Communication and Institutional Relations, as well as a Director and Vice Chairman of the Board of Directors of the same Institution. He has also served as President of the *Asociación de Bancos de México* during the period of 2014 - 2017. Mr. Robles Miaja is a Lawyer graduated from *Escuela Libre de Derecho*.

Name: Carlos Hank González.

Position and type of director: Non-independent Director.

Professional experience: Mr. Hank González is currently Chairman of the Board of Directors of *GFNorte*, a position he held since January 1, 2015. Previously he held a key role in *Gruma* since December 2012, when he served as Vice President of the Board of Directors and he joined the Executive Committee to design a healthy, responsible financial strategy that generated value for the company. In 1997 he was appointed CEO of *Interacciones Casa de Bolsa*, in 1999 CEO of *Banco Interacciones* and in 2000 CEO of *Grupo Financiero Interacciones (GFI)*. At the beginning of 2003 he became Deputy General Director of *GFNorte* and towards the end of the same year he returned as CEO of *GFI*. He was also appointed in 2008 as CEO of the *Grupo Industrial Hermes*, founded in 1978, with different lines of business in infrastructure, energy, automotive, transport and starting in 2013, tourism. Mr. Hank González has a degree in Business Administration with a specialization in finance from the *Universidad Iberoamericana*.

Name: Ernesto Ortega Arellano.

Position and type of director: Non-independent Director.

Professional experience: Mr. Ernesto Ortega Arellano has been working for 30 years at *Grupo Financiero Inbursa*, currently serving as Director of the Capital Markets, and he is also a member of the Board of Directors of the Investment Funds of the same Group, as well as of *Impulsora de Fondo México*. He holds a degree in Accounting from *Universidad Nacional Autónoma de México*.

Name: Tomás Christian Ehrenberg Aldford.

Position and type of director: Non-independent Director.

Professional experience: Mr. Ehrenberg Aldford, with several years of experience in the banking sector, has been the creator of major changes in the sector. He served for more than 6 years as a Corporate Director at *Banamex* and for more than 16 years in various management positions within *BBVA Bancomer*. He currently serves as the CEO of *Grupo Financiero Bx+* since September 2014. He has a degree in Mechanical Engineering from *Universidad Anáhuac* and a Graduate Degree in Finance from *Instituto Tecnológico Autónomo de México* and Marketing at *Universidad Iberoamericana*.

Name: Marcos Martínez Gavica.

Position and type of director: Non-independent Director.

Professional experience: Mr. Marcos Martínez Gavica is Chairman of the Board of Directors of *Grupo Financiero Santander México*, which brings together companies in the areas of Commercial Banking, Investment Banking, Brokerage House and Exchange. In 2005 he was President of the *Asociación de Bancos de México* for 2 years and was elected for the second time as President of this Association for the period 2017-2019. Prior to joining *Santander*, he spent 18 years with *Grupo Financiero Banamex-Accival* (now *Citibanamex*), starting out as a credit analyst, managing all the commercial areas of the Bank. His last responsibility was as CEO of *Accival*. Currently Mr. Marcos Martínez is part of numerous Boards of Directors of both private companies and chambers and non-profit associations. Mr. Martínez is a Chemical Engineer from *Universidad Iberoamericana* and has a Master's Degree in Business Administration from *IPADE*.

Name: Juan Bordes Aznar.

Position and type of director: Non-independent Director.

Professional experience: Mr. Bordes Aznar is the Corporate Director of *Grupo BAL (Técnica Administrativa BAL, S.A.)*. Prior to this, he was CEO of *Fábricas de Papel Loreto y Peña Pobre, S.A. de C.V.*, of *Artes Gráficas Unidas S.A. de C.V. (AGUSA)* and Delegated Director of *Galas de México*. He is also a Director of *Industrias Peñoles, S.A.B. de C.V.*, *Fresnillo PLC*, *Grupo Palacio de Hierro, S.A.B. de C.V.*, *Grupo Nacional Provincial, S.A.B.*, *Grupo Profuturo, S.A.B.*, *Profuturo GNP Afore*; *Profuturo GNP Pensiones, Tane, S.A. de C.V.*, *PetroBal, S.A.P.I. de C.V.*, *Energía Eléctrica Bal, S.A. de C.V.*, and Chairman of the Board of Directors of *Valores Mexicanos Casa de Bolsa, S.A. de C.V.*, and of *Crédito Afianzador, S.A.*, *Compañía Mexicana de Garantías*. He is a member of the Governing Board of *ITAM*, of the Board of Directors of the *Asociación Mexicana de Cultura, A.C.*, of the *Fundación de Estudios Financieros, A.C.*, of the *Fundación Alberto Baillères, A.C.* and of the *Fundación Arocena*. Mr. Bordes Aznar is a Chemical Engineer graduated from *Universidad Nacional Autónoma de México* and has postgraduate studies in the Business Management Program of *IPADE* and from Stanford Executive Program (SEP).

Name: José Marcos Ramírez Miguel.

Position and type of director: Non-independent Director.

Professional experience: Mr. Ramírez Miguel is currently the CEO of *Grupo Financiero Banorte*, formed by the subsidiaries *Banco Mercantil del Norte*, *Casa de Bolsa Banorte*, *Afore Banorte Siglo XXI*, *Arrendadora Banorte* and *Seguros Banorte*. He has served as CEO of *Banca Mayorista*, as well as Corporate General Director within this same Financial Group. Previously in *Grupo Financiero Santander* he was CFO, Director of *Banca Mayorista*, CEO of *Casa de Bolsa Santander* and finally Executive Vice President of this same Group. He also served at *Banque Nationale* of Paris and *Banque Indosuez México*. He worked in the public sector at *Nacional Financiera* occupying various positions until he became Deputy General Manager. It is worth mentioning that he was the founder of his own company *Finventia*. He served as President of the *Asociación Mexicana de Instituciones Bursátiles (AMIB)*. He holds a degree in Actuarial from *Universidad Anáhuac*, a post-graduate degree in Finance from *Instituto Tecnológico Autónomo de México (ITAM)* and an MBA from the E.S.A.D.E. Barcelona, Spain.

Name: Eduardo Cepeda Fernández.

Position and type of director: Non-independent Director.

Professional experience: Mr. Cepeda Fernández is Chairman of the Board and CEO of *J.P. Morgan Grupo Financiero, S.A. de C.V.*, the subsidiary of *Grupo J.P. Morgan* in Mexico, which includes *Banco J.P. Morgan* and *J.P. Morgan Casa de Bolsa* since 1993. He has also served as Managing Director responsible for Investment Banking and Private Banking in Latin America. He has also held various leadership positions in Investment Banking in Madrid and London since joining *J.P. Morgan*. Mr. Cepeda was Vice President of the *Asociación de Bancos de México (ABM)* in twice periods 1997-1999 and 2009-2011. He is also Director of the Council of the *Instituto México* of the Woodrow Wilson International Center for Scholars; he is the Treasurer of the *Patronato del Museo Nacional de Arte* and has participated as a Director in various groups related to culture, education and health. Mr. Cepeda holds a degree in Economics and Administration from the University of Deusto in Bilbao, Spain in 1979, and obtained a Fulbright Scholarship to pursue his postgraduate studies at the University of Southern California in Los Angeles, where he studied a MBA, specialized in International Finance in 1982.

Name: Carlos Bremer Gutiérrez.

Position and type of director: Non-independent Director.

Professional experience: Mr. Carlos Bremer is CEO of *Value Grupo Financiero* and *Value Casa de Bolsa* and Chairman of the Board of Directors of *Value Grupo Financiero* and its subsidiaries, where he has rendered his services for more than 25 years. He is also a member of the Board of Directors of *América Móvil, S.A.B. de C.V.* He studied Business Administration and Industrial and Systems Engineering at the *Instituto Tecnológico y de Estudios Superiores de Monterrey*.

Name: Edgardo Mauricio Cantú Delgado.

Position and type of director: Non-independent Director.

Professional experience: Mr. Cantú Delgado has served as CEO of *Vector Casa de Bolsa, S.A. de C.V.*, since 2003. He has 29 years of experience in the financial sector, and has worked in very renowned global corporations, such as: *Cementos Mexicanos*, *Cigarrera La Moderna* and *Vector*. As a result of his career in the financial area, Mr. Cantu has extensive experience in the areas of analysis, evaluation and development of financial plans for

companies in various market sectors and has participated in a series of mergers, acquisitions and sales of companies. He also has extensive knowledge in the management of investment portfolios in the local and international markets. As CEO of *Vector Casa de Bolsa*, he has been responsible for designing and executing multiple growth strategies that have led *Vector* to become one of the most important Independent Brokerage House in Latin America with presence in 8 countries and with clients over 20 countries around the world. Mr. Edgardo Cantú studied Industrial and Systems Engineering at the *Instituto Tecnológico y de Estudios Superiores de Monterrey (ITESM)*, and has a Master's degree in Business Administration (MBA) with a specialization in finance from the same Institute.

Name: Francisco Gil Díaz.

Position and type of director: Independent Director.

Professional experience: Mr. Gil Díaz is Chairman of the Board of Directors of *AVANZIA*. He served as head of the *Secretaría de Hacienda y Crédito Público (SHCP)* from 2000 to 2006. He held the position of Deputy Governor of Banco de México, Chairman of the Board and CEO of *Avantel* and Chairman of the Board of Directors of *Telefónica-México*. Mr. Gil Díaz holds a degree in Economics from the *Instituto Tecnológico Autónomo de México (ITAM)* and has a Master's degree and PhD in Economics from the University of Chicago.

Name: Alfonso González Migoya.

Position and type of director: Independent Director.

Professional experience: Mr. González Migoya is currently Chairman of the Board of Directors of *Volaris* and participates in the Boards of Directors of *FEMSA, Coca Cola FEMSA, Regional, Nemark, Javer* and the *Instituto Tecnológico y de Estudios Superiores de Monterrey (ITESM)*. Previously, he was Chairman of the Board of Directors and CEO of *Grupo Industrial Saltillo*. Mr. González Migoya worked 24 years in *Cydsa*, where he served as CFO for 9 years and as General Director of the Chemical Division for 8 years. For 2 years he served as Deputy General Director of *Grupo Financiero Bancomer*. He worked for 10 years as the Corporate Director of *Alfa*. Mr. González Migoya is a Mechanical Electrical Engineer from the *Instituto Tecnológico y de Estudios Superiores de Monterrey (ITESM)* and has a Master's Degree in Business Administration from Stanford University.

Name: Blanca Avelina Treviño De Vega.

Position and type of director: Independent Director.

Professional experience: Ms. Treviño is president and CEO of *Softtek*, a leading IT services Company in Latin America. She has been a member of the Board of Directors of *Walmart de México* since 2006, *Goldcorp* since 2012 and *Grupo Lala* since 2015, and was recently invited to join as a member of the *Consejo Mexicano de Hombres de Negocios, A.C.* She has participated in forums at the World Bank, Inter-American Development Bank, Kellogg School of Management, Harvard Business School and London Business School. Ms. Treviño completed her studies in Computer Science at *Instituto Tecnológico y de Estudios Superiores de Monterrey (ITESM)*.

Name: Alberto Navarro Rodríguez.

Position and type of director: Independent Director.

Professional experience: Mr. Navarro Rodríguez currently serves as Managing Partner of *Asesores del Milenio, S.C.*, a tax and financial consulting firm. Previously, he held the Deputy General Director of Administration, Finance and Systems at *Grupo Financiero Banamex-Accival, S.A. de C.V.*, and subsequently served as a member of its Board of Directors. He was a partner of *Chevez, Ruiz Zamarripa y Cía, S.C.* He previously held various positions in the *SHCP*, including, among others, General Director of Income Policy,

Deputy Director General of Tax Audit and Director of Income Tax. He is a member of *Colegio de Contadores de México, A.C.*, *Academia de Estudios Fiscales de la Contaduría Pública, A.C.*, and *Instituto Mexicano de Ejecutivos de Finanzas, A.C.* He has a degree in Accounting from *Universidad Nacional Autónoma de México* and a postgraduate degree from *Instituto Panamericano de Alta Dirección de Empresas*.

Name: Eduardo Valdés Acra.

Position and type of director: Independent Director.

Professional experience: Mr. Valdés Acra is a Director of *Corporación Actinver*. He has been part of the Boards of Directors of several companies such as *Telmex* and *Grupo Carso*. In *Grupo Financiero Inbursa*, he has held various positions, including as CEO of *Inversora Bursátil, S.A. de C.V.*, *Casa de Bolsa*, Vice Chairman of the Board of Directors of *Grupo Financiero Inbursa* and Chairman of *Banco Inbursa*. Mr. Valdés Acra holds a degree in Business and Administration from *Universidad Iberoamericana*.

Name: Fernando Ruíz Sahagún.

Position and type of director: Independent Director.

Professional experience: He is a Founding Partner, Managing Partner and currently Advisor to *Chévez, Ruiz, Zamarripa y Cía., S.C.*, the firm he founded. Currently, he is a member of the Board of Directors of several stock companies, as well as Chairman of Audit Committee and Corporate Practices Committee, and of several stock companies as well. Mr. Ruiz Sahagún is a Public Accountant.

Name: Alberto Torrado Martínez.

Position and type of director: Independent Director.

Professional experience: Mr. Torrado Martínez is Chairman of the Board of Directors and Founder of *Alsea, S.A.B. de C.V.*, a leadership company engaged in foodservice sector in LATAM and Europe with more than 3,500 units and employs 70,000 people. He is also a member of the Board of Director of *Banco Santander México*, of *Consejo Mexicano de Negocios* and *Pro-Bosque de Chapultepec*. Mr. Alberto Torrado is an Accountant by the *Instituto Tecnológico Autónomo de México (ITAM)* and has Graduate Degrees in the Instituto Panamericano de la Alta Dirección de Empresas (IPADE), and Harvard Business School.

Name: Claudio X. González Laporte.

Position and type of director: Independent Director.

Professional experience: Mr. González Laporte is currently Chairman of the Board of Directors of *Kimberly-Clark Mexico, S.A.B. de C.V.* He is a member of the Boards of Directors of: *Fondo México (Mexico Fund)*, *Alfa Group*, *Grupo Carso*, *Grupo México* and is a Consultant of *Capital Group*. He is Director Emeritus of General Electric Co., and Board Member of The Salzburg Global Seminar and The Baker Institute for Public Policy. He has also been Chairman of the *Consejo Mexicano de Negocios*, the *Consejo Coordinador Empresarial* and the *Centro de Estudios Económicos del Sector Privado*. He is a Chemical Engineer from Stanford University and has a graduate degree from *Instituto Mexicano de Administración de Negocios*.

Name: José Luis Guerrero Álvarez.

Position and type of director: Independent Director.

Professional experience: Mr. Guerrero Álvarez served as CEO of *Grupo ICA* from January 2007 to June 2012, having previously held the positions of CFO and Executive Vice President of the same Group. Prior to joining the *ICA Group*, he was Manager at *Fábricas Automex-Chrysler*, Planning Director for the *Combinado Industrial Sahagún*, Technical

Director of *Roca Fosfórica Mexicana* and Manager of *Siderúrgica Lázaro Cárdenas Las Truchas*. He is an Engineer graduated from *Universidad Nacional Autónoma de México*, and holds a Graduate Diploma from the *Instituto Superior de Materiales de la Construcción Mecánica de París, Francia*, he also has a Master's and PhD in Engineering from the University of Illinois at Champaign-Urbana. He has recently graduated in Corporate Governance at the INSEAD in Paris, France and studied the specialty of Corporate Governance at Harvard University.

Name: Clemente Ismael Reyes Retana-Valdés.

Position and type of director: Independent Director.

Professional experience: Mr. Reyes Retana-Valdés is CEO of *Reyes Retana Consultores, S.C.* He has more than 35 years of experience in the financial sector and participates as an Independent Director and as a member of Audit committees of some subsidiaries of *Bolsa Mexicana de Valores, Chedraui, Banorte, Sicrea, Herso*, among others. He has also collaborated in: *GNP, Invex, Interacciones, Darier, Envases y Laminates*. Mr. Clemente Reyes is an Actuary from *Universidad Nacional Autónoma de México*.

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