

BOLSA MEXICANA DE VALORES, S.A.B. DE C.V.
ANNUAL GENERAL ORDINARY SHAREHOLDERS' MEETING
DATED APRIL 24, 2020

Form for representation of stockholders at the Annual General Ordinary Shareholders' Meeting, under the terms of article 49, section III of the Securities Market Law

_____ in the name and on behalf of _____ I hereby appoint _____ as my representative and I grant him/her a power of attorney as broad as applicable in law in order to attend at the Annual General Ordinary Shareholders' Meeting of Bolsa Mexicana de Valores, S.A.B. de C.V. referred to hereinabove, in order to vote with _____ shares Series _____, Clase I shares that I own, which they must vote in each of the items of the Agenda prepared for such shareholders' meetings in the manner described below, either during the act of the shareholders' meeting or by delivering this form.

Items of the Agenda to be addressed at the Annual General Ordinary Shareholders' Meeting

ITEM ONE

1.1. To consider submitted and approved the Report of the Chief Executive Officer to the Board of Directors, in compliance with Articles 172 of the General Law of Mercantile Corporations and 44 section XI of the Securities Market Law, together with the External Auditor's report.

Votes			
In favor	Against	Abstention	In agreement with the majority

1.2. To consider submitted and approved the Report of the Board of Directors to the Annual General Ordinary Shareholders' Meeting, in compliance with Article 28, section IV, subparagraph e) of the Securities Market Law, in connection with the operations and results of the Corporation during the fiscal year ended on December 31, 2019.

Votes			
In favor	Against	Abstention	In agreement with the majority

1.3. To consider submitted and approved the Opinion of the Board of Directors on the contents of the report of the Chief Executive Officer, in compliance with Article 28, section IV, subparagraph c) of the Securities Market Law.

Votes			
In favor	Against	Abstention	In agreement with the majority

1.4. Attach a copy of the above-mentioned reports, as well as the attached report and the relevant opinion to the file of the minutes of the Shareholders' Meeting.

Votes			
In favor	Against	Abstention	In agreement with the majority

1.5. To consider submitted and approved the report of the Board of Directors to the Annual General Ordinary Shareholders' Meeting, in compliance with Article 28, section IV, subparagraph d) of the Securities Market Law, in connection with Article 172, subparagraph b) of the General Law of Mercantile Corporations, which contains the main accounting and information policies and criteria followed in the preparation of the financial information of the Corporation. Attach a copy of such report to the file of the minutes of the Shareholders' Meeting.

Votes			
In favor	Against	Abstention	In agreement with the majority

1.6. To consider submitted and approved the Report of the Board of Directors to the Annual General Shareholders' Meeting, in compliance with Article 28, section IV, subparagraph e) of the Securities Market Law, regarding the activities and operations in which the Board of Directors participated during the fiscal year ended on December 31, 2019. Attach a copy of such report to the file of the minutes of the Shareholders' Meeting.

Votes			
In favor	Against	Abstention	In agreement with the majority

1.7. To consider submitted and approved in all its parts the audited financial statements of BMV, separate unconsolidated and consolidated, with figures as of December 31, 2019. Attach to the file a copy of such financial statements.

Votes			
In favor	Against	Abstention	In agreement with the majority

1.8. Consider submitted and approved in its terms the report of the President of the Audit Committee, Mr. Alfonso González Migoya, in compliance with Articles 28, section IV, subparagraph a) and 43 of the Securities Market Law, in connection with the activities and duties of such Committee during the fiscal year ended on December 31, 2019, and the management of such Committee during the relevant year. Attach a copy of the report to the file of the minutes of the Shareholders' Meeting.

Votes			
In favor	Against	Abstention	In agreement with the majority

1.9 To consider submitted and approved in its terms the report of the President of the Corporate Practices Committee, Mr. Alfonso González Migoya, in compliance with Articles 28, section IV, subparagraph a) and 43 of the Securities Market Law, in connection with the activities and duties of such Committee during the fiscal year ended on December 31, 2019, and the management of such Committee during the relevant year. Attach a copy of the report to the file of the minutes of the Shareholders' Meeting.

Votes			
In favor	Against	Abstention	In agreement with the majority

1.10 To consider submitted and approved in its terms the reports submitted by the other Committees of the Corporation for year 2019. Attach a copy of the reports to the file of the minutes of the Shareholders' Meeting.

Votes			
In favor	Against	Abstention	In agreement with the majority

1.11 Approve the management of the Board of Directors during the year ended December 31, 2019.

Votes			
In favor	Against	Abstention	In agreement with the majority

1.12 Approve the management of the Audit Committee during the year ended December 31, 2019.

Votes			
In favor	Against	Abstention	In agreement with the majority

1.13 Approve the management of the Corporate Practices Committee during the year ended December 31, 2019.

Votes			
In favor	Against	Abstention	In agreement with the majority

1.14 Consider submitted and approved in its terms the report of the Examiner of the Corporation for year 2019. Attach a copy of the report to the file of the minutes of the Shareholders' Meeting.

Votes			
In favor	Against	Abstention	In agreement with the majority

1.15 Consider submitted the tax opinion of BMV corresponding to the fiscal year ended December 31, 2018. Attach a copy of such report to the file of the minutes of the Shareholders' Meeting.

Votes			
In favor	Against	Abstention	In agreement with the majority

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ITEM TWO

2.1 Since the separate unconsolidated statement of income and other comprehensive income approved before reflects a net profit for the year in the amount of Mex\$1,338,105,000.00, it is proposed to approve setting aside the amount of Mex\$66,905,000.00, in order to increase the legal reserve fund of the Corporation referred to in section II of the Sixty-Ninth Article of the Corporate Bylaws.

Votes			
In favor	Against	Abstention	In agreement with the majority

2.2 Considering the amount to be set aside to increase the maximum amount that may be allocated to the purchase of own stock of the Corporation referred to in item seven of the Agenda, it is proposed to resolve that the amount of Mex\$1,271,200,000.00 is allocated to the retained earnings account.

Votes			
In favor	Against	Abstention	In agreement with the majority

ITEM THREE

3.1. Declare a dividend, which will be paid on May 15, 2020, in cash, for a total amount of Mex\$1,073,310,097.24, to be distributed at the ratio of Mex\$1.81 per share, and paid out to the total number outstanding shares on the payment date. Also, it should be evidenced that such dividends arise from the Net Tax Profit Account referred to in Article 77 of the Income Tax Law.

Votes			
In favor	Against	Abstention	In agreement with the majority

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ITEM FOUR

4.1 Approve the management of the Board of Directors for year 2019.

Votes			
In favor	Against	Abstention	In agreement with the majority

4.2. Appointment and ratification for inclusion in the Board of Directors of Bolsa Mexicana de Valores, S.A.B. de C.V. of the individuals mentioned in the materials of the Shareholders' Meeting and their qualification as independent members, who being in attendance or having known of their probable ratification or appointment, stated acceptance of their appointment and protested the faithful and due performance of their positions:

Votes			
In favor	Against	Abstention	In agreement with the majority

4.3. Approve that any of the alternate directors may substitute any of the regular directors, except in the event of the independent regular directors, who may only be substituted by independent directors, in accordance with the provisions in article 24 of the Securities Market Law.

Votes			
In favor	Against	Abstention	In agreement with the majority

4.4. Approve and accept resignation of each of the individuals who are not ratified in the position as a member of the Board of Directors and Examiner at this Shareholders' Meeting. Thank them in the name of the full Board for their services rendered to the Corporation and release them from any responsibility they may have incurred in the lawful performance of their entrustments.

Votes			
In favor	Against	Abstention	In agreement with the majority

4.5 Ratify Mr. Jaime Ruiz Sacristán in the position of Chairman of the Board of Directors of the Corporation.

Votes			
In favor	Against	Abstention	In agreement with the majority

4.6 Ratify Mr. Rafael Robles Miaja in the position of Secretary of the Board of Directors of the Corporation.

Votes			
In favor	Against	Abstention	In agreement with the majority

4.7 Ratify Mrs. María Luisa Petricioli Castellón in her position of alternate Secretary of the Board of Directors of the Corporation.

Votes			
In favor	Against	Abstention	In agreement with the majority

4.8 Appoint Mr. Óscar Aguirre Hernández in his position as Examiner of the Corporation.

Votes			
In favor	Against	Abstention	In agreement with the majority

4.9. Ratify Mr. Alfonso González Migoya as member and President of the Audit Committee.

Votes			
In favor	Against	Abstention	In agreement with the majority

4.10. Approve also as members of the Audit Committee the following individuals: Clemente Ismael Reyes-Retana Valdés and Fernando Ruiz Sahagún.

Votes			
In favor	Against	Abstention	In agreement with the majority

4.11 Ratify Mr. Alfonso González Migoya as member and President of the Corporate Practices Committee.

Votes			
In favor	Against	Abstention	In agreement with the majority

4.12 Also approve as members of the Corporate Practices Committee the following individuals: Tania Ortíz Mena López Negrete and Fernando Ruiz Sahagún.

Votes			
In favor	Against	Abstention	In agreement with the majority

4.13 Approve that the Board of Directors determines the rest of the members and presidents of the other Committees of the Corporation.

Votes			
In favor	Against	Abstention	In agreement with the majority

ITEM FIVE

5.1 Grant to each of the members of the members of the Board of Directors and the Secretary of the Corporation, as an emolument for the performance of his/her position the cash amount that after discounting the relevant tax is equal in Mexican currency to two gold *centenario* coins for his/her attendance to each of the meetings of the Board of Directors.

Votes			
In favor	Against	Abstention	In agreement with the majority

5.2 State that the Examiner has previously declined any income that as an emolument for the performance of his position may have been determined by the Shareholders' Meeting and thank him in the name of the Corporation.

Votes			
In favor	Against	Abstention	In agreement with the majority

5.3 Grant to each member of the Audit Committee of this Corporation the gross amount of Mex\$60,000.00 for their participation in the activities for each of the meetings of such Committee.

Votes			
In favor	Against	Abstention	In agreement with the majority

5.4 Grant to each member of the Corporate Practices Committee of this Corporation the gross amount of Mex\$25,000.00 for their participation in the activities for each of the meetings of such Committee.

Votes			
In favor	Against	Abstention	In agreement with the majority

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ITEM SIX

6.1 Consider presented the report regarding the situation on the acquisition of own stock of the Corporation.

Votes			
In favor	Against	Abstention	In agreement with the majority

6.2. Take note that as of March 31, 2020, the Corporation does not hold any own Series "A", Class I stock.

Votes			
In favor	Against	Abstention	In agreement with the majority

ITEM SEVEN

7.1 Authorize for the acquisition of stock of Bolsa Mexicana de Valores, S.A.B. de C.V., an amount of up to Mex\$600,000,000.00, on the understanding that this amount shall remain in force as long as it is not changed by a General Ordinary Shareholders' Meeting and the limitation referred to in Article 56 of the Securities Market Law is fulfilled.

Votes			
In favor	Against	Abstention	In agreement with the majority

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ITEM EIGHT

8.1 Authorize indistinctly Messrs. Rafael Robles Miaja, María Luisa Petricioli Castellón and Clementina Ramírez de Arellano Moreno, to prepare and submit in the name and on behalf of the Corporation the notices lawfully required in connection with the resolutions taken at this Shareholders' Meeting.

Votes			
In favor	Against	Abstention	In agreement with the majority

8.2 Authorize indistinctly Messrs. Rafael Robles Miaja, María Luisa Petricioli Castellón and Clementina Ramírez de Arellano Moreno to appear in the name and on behalf of the Corporation before the Notary Public of their choice in order to request and grant the notarization of all or a part of these minutes, as well as to issue simple or certified copies thereof that may be requested to them.

Votes			
In favor	Against	Abstention	In agreement with the majority

FROM NOW ON I RATIFY THE DECISIONS THAT I MAY MAKE IN EXERCISING THIS POWER OF ATTORNEY, PURSUANT TO THE INSTRUCTIONS DESCRIBED ABOVE.

RESPECTFULLY

 GRANTOR

 WITNESS

 WITNESS