



(FREE TRANSLATION INTO ENGLISH)

PROMOTORA Y OPERADORA DE INFRAESTRUCTURA, S.A.B DE C.V.

**GENERAL ANUAL ORDINARY AND EXTRAORDINARY SHAREHOLDERS
MEETING**

FIRST CALL

By means of this letter and pursuant to articles 181, 182, 183, 186 and 187 of the General Corporations Act (Ley General de Sociedades Mercantiles) and to the current Bylaws of PROMOTORA Y OPERADORA DE INFRAESTRUCTURA, S.A.B. DE C.V. (the "Company"), the shareholders of the Company are called to the General Annual Ordinary and Extraordinary Shareholders Meeting scheduled to be executed on April 29, 2016 at 10:30 hours. The meeting will be hold in the corporate domicile of the Company, placed at Bosque de Cidros number 173 Auditorium, Basement 1, Colonia Bosques de las Lomas, C.P. 05120, Mexico City, to attend the following:

**AGENDA
ORDINARY SHAREOLDERS MEETING**

- I. Presentation, discussion and, as the case may be, approval of the Board of Director's reports pursuant to article 28 fraction IV of the Securities Market Law.
- II. Presentation, discussion and, as the case may be, approval of the audited financial statements of the Company for the fiscal year ending December 31st, 2015.
- III. Presentation, discussion and as the case may be, approval of the profits or losses generated within the Financial Statements of the Company for the fiscal year concluded on December 31st 2015.
- IV. Presentation, discussion and, as the case may be, approval of the report pursuant to article 76, fraction XIX of the Income Tax Law, regarding the compliance of the Company's tax obligations.
- V. Discussion and, as the case may be, the ratification of the Board of Directors, Presidents of the Audit Committee and of the Societary Practices Committee of the Company. Resolutions.
- VI. Determination of emoluments for the members of the Board of Directors of the Company for the fiscal year to be ended on December 31st, 2016. Resolutions.
- VII. Presentation, discussion and, as the case may be, approval of the annual report with regards to the stock buyback program of the Company and determination of the maximum resources that the Company can use for the stock buyback



program, pursuant to article 56 fraction IV of the Securities Market Law. Resolutions.

- VIII. Designation of special delegates who will formalize the resolutions adopted in the shareholders meeting.

**AGENDA
EXTRAORDINARY SHAREOLDERS MEETING**

- I. Report on the increase in the fixed capital of the Company, made through the issuance of the Series "L" in terms of Article 53 of the Securities Market Act, to be placed among the investing public, and the consequent amendment to the Sixth Clause of the bylaws approved at the Extraordinary General Meeting of Shareholders held on June 30, 2014. Resolutions.
- II. Designation of special delegates who will formalize the resolutions adopted in the shareholders meeting.

Please bear in mind that the share registry book of the Company will be close during the period between one business day prior to the date of the meeting and including the day in which the meeting is hold. In order to be entitled to enter and vote in the Meeting, the shareholders shall present the corresponding admission card, which will be issued by the Company at request of the persons and individuals registered in the Share Registry Book of the Company, counter delivery of the Shares Certificates, or the certificate of deposit issued by a Financial Institution, National or Foreign, or by the S.D. Ineval Institución para el Depósito de Valores, S.A. de C.V. These request that shall be filed in the above mention domicile at least 24 hours prior to the date in which the Meeting called hereby shall be held.

The shareholders may be represented in the Meeting by proxy granted in writing before two witnesses.

México, D.F. April 11, 2016

Lic. Jesús Enrique Garza Valdés
Secretary of the Board of Directors