



**(FREE TRANSLATION INTO ENGLISH)**  
**PROMOTORA Y OPERADORA DE INFRAESTRUCTURA, S.A.B DE C.V.**  
**GENERAL ANUAL ORDINARY SHAREHOLDERS MEETING**

**FIRST CALL**

By means of this letter and pursuant to articles 181, 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 Shareholders Meeting scheduled to be executed on December 14<sup>th</sup>, 2015 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**

- I. Presentation, discussion and, as the case may be, approval of the proposal of the Policy for the payment of dividends.
- II. Presentation, discussion and, as the case may be, approval of the proposal for the declaration and payment of dividends.
- III. Designation of special delegates who will formalize the resolutions adopted in the shareholders meeting.

Through this call, the shareholders of the Company are notified that the share registry book of the Company will be closed 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. Indeval 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. November 23, 2015**

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