

**MEXICHEM, S.A.B. DE C.V.  
ANNUAL GENERAL SHAREHOLDERS MEETING  
APRIL 25<sup>TH</sup>, 2017**

**Form for the representation of shareholders at the Annual General 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 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 Shareholders Meeting**

1. First item on the Agenda:

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 financial year ended December 31<sup>st</sup>, 2016:

Approved

Not Approved

Abstain

1.2 Individual and consolidated audited financial statements of the Company and its Subsidiaries as of December 31, 2016:

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

2. Second item on the Agenda, presentation of the annual report of the Audit and the Corporate Practices Committee of the Company:

Approved

Not Approved

Abstain

3. Third item on the Agenda, proposition and resolution on the application of results for the fiscal year ended December 31, 2016:

3.1 Approval of Mexichem's net consolidated profit after the minority interest for the fiscal year that went from January 1 to December 31, 2016 for an amount of US\$238,399,000.00.

Approved

Not Approved

Abstain

3.2 Approval, for the fiscal year that went from January 1 to December 31, 2016, of the Mexichem S.A.B. de C.V. individual net loss for an amount of Ps\$672,719,858.00, that on the functional currency of the Company equals an individual net profit of US\$238,399,000.00.

Approved

Not Approved

Abstain

3.3 Approval to send the individual and/or consolidated profits and/or losses referred to in sections 3.1 and 3.2 to the Accumulated Results account.

Approved

Not Approved

Abstain

---

4. Fourth item on the Agenda, appointment and/or ratification of the Honorary and lifetime Chairman, 11 members of the Board of Directors, its Secretary and Alternate Secretary, as well as the members of the Committees of the Company in charge of the Audit and Corporate Practices functions:

4.1 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

Approved

Not Approved

Abstain

4.2 Ratification of the current 11 members of the Board of Directors

**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 RETANA**, Board Member (Independent Board Member)

Approved

Not Approved

Abstain

**EDUARDO TRICIO HARO, Board Member (Independent Board Member)**

<input type="checkbox"/> Approved	<input type="checkbox"/> Not Approved	<input type="checkbox"/> Abstain
-----------------------------------	---------------------------------------	----------------------------------

**GUILLERMO ORTIZ MARTINEZ, Board Member (Independent Board Member)**

<input type="checkbox"/> Approved	<input type="checkbox"/> Not Approved	<input type="checkbox"/> Abstain
-----------------------------------	---------------------------------------	----------------------------------

**DIVO MILAN HADDAD, Board Member (Independent Board Member)**

<input type="checkbox"/> Approved	<input type="checkbox"/> Not Approved	<input type="checkbox"/> Abstain
-----------------------------------	---------------------------------------	----------------------------------

4.3 Ratification of the Chairman of the Audit Committee and of the Corporate Practices Committee

**FERNANDO RUÍZ SAHAGÚN, Chairman of the Audit Committee**

<input type="checkbox"/> Approved	<input type="checkbox"/> Not Approved	<input type="checkbox"/> Abstain
-----------------------------------	---------------------------------------	----------------------------------

**EUGENIO SANTIAGO CLARIOND REYES RETANA, Chairman of the Corporate Practices Committee**

<input type="checkbox"/> Approved	<input type="checkbox"/> Not Approved	<input type="checkbox"/> Abstain
-----------------------------------	---------------------------------------	----------------------------------

4.4 Ratification of the chairman and Secretary of the Board of Directors

**JUAN PABLO DEL VALLE PEROCHENA, Chairman of the Board of Directors**

<input type="checkbox"/> Approved	<input type="checkbox"/> Not Approved	<input type="checkbox"/> Abstain
-----------------------------------	---------------------------------------	----------------------------------

**JUAN PABLO DEL RIO BENÍTEZ, Secretary (without being a member) of the Board of Directors**

<input type="checkbox"/> Approved	<input type="checkbox"/> Not Approved	<input type="checkbox"/> Abstain
-----------------------------------	---------------------------------------	----------------------------------

---

5. Fifth item on the Agenda, 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.

5.1 Emoluments:

-The Chairman of the Board of Directors, the Audit Committee and 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.

<input type="checkbox"/> Approved	<input type="checkbox"/> Not Approved	<input type="checkbox"/> Abstain
-----------------------------------	---------------------------------------	----------------------------------

---

6. Sixth item on the Agenda, determination of the maximum amount of resources that may be applied, during the 2017 fiscal year of the Company, to the purchase of its own shares.

6.1 Approval of the cancelation of the unused balance of the amount previously approved to be used for the acquisition of the Company's shares for the period between April 28, 2016 and April 25, 2017. Such amount will be determined the day before the shareholders meeting.

Approved

Not Approved

Abstain

6.2 Once the unused balance of the amount previously approved to be used for the acquisition of the Company's shares for the period between April 28, 2016 and April 25, 2017 is cancelled, and the used balance of the buyback fund is duly constituted for an amount in cash equivalent to the purchase price of the 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\$385,000,000.00 (including the used balance of the buyback fund as of the day before this Shareholder's Annual Meeting) transferring the difference between the US\$385,000,000.00 and the used balance of the buyback fund as of the day before of this Shareholder's Meeting, from the Accumulated Results account to the buyback 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

7. Seventh item on the Agenda, Annual Report of the Board of Directors in respect of the adoption or amendment to the "Policies for Acquisition of the Company's 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

8. Eighth item on the Agenda, Designation of delegates to execute and formalize the resolutions to be adopted by the Shareholders Meeting.

Approved

Not Approved

Abstain

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

---

Shareholder Name

Representative