



Form for the representation of shareholders at the Annual General Ordinary Shareholders Meeting in terms of Article 49 section III of the Mexican Securities Market Law
Page No. 1

**ORBIA ADVANCE CORPORATION, S.A.B. DE C.V.
ANNUAL GENERAL ORDINARY SHAREHOLDERS MEETING
MARCH 30, 2023**

**Form for the representation of shareholders at the Annual General Ordinary Shareholders Meeting
in terms of Article 49 section 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 Ordinary Shareholders Meeting of Orbia Advance Corporation, 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 Ordinary Shareholders Meeting

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 year ended December 31st, 2022:](#)

Approved

Not Approved

Abstain

1.2 [Individual and consolidated audited financial statements of the Company and its Subsidiaries as of December 31st, 2022:](#)

Approved

Not Approved

Abstain

1.3 [The report referred to in Article 76, section XIX of the Income Tax Law \(Ley del Impuesto sobre la Renta\):](#)

Approved

Not Approved

Abstain

2.1 [Presentation of the annual report of the Audit Committee of the Company:](#)

Approved

Not Approved

Abstain

2.2 [Presentation of the annual report of the Corporate Governance, Responsibility and Compensation Committee of the Company:](#)

Approved

Not Approved

Abstain

2.3 [Presentation of the annual report of the Finance Committee of the Company:](#)

Approved

Not Approved

Abstain

3. Proposition and resolution on the application of results obtained for the year ended December 31st, 2022:

3.1 Approval of the individual and consolidated net profit of the fiscal year that went from January 1st to December 31st, 2022 for an amount of US\$67,000,000.00 and US\$665,000,000.00, respectively.

Approved	Not Approved	Abstain
----------	--------------	---------

3.2 Approval to record the individual and/or consolidated profits referred to in section 3.1 in the Accumulated Results account.

Approved	Not Approved	Abstain
----------	--------------	---------

3.3 Approval of the payment of an ordinary cash dividend of USD\$240'000,000.00 (Two hundred and forty million Dollars of the United States of America) to be paid in four installments throughout 2023.

Approved	Not Approved	Abstain
----------	--------------	---------

4. [Appointment and/or ratification of the members of the Board of Directors, its Chairman, its Secretary \(non-member\) and its Alternate Secretary \(non-member\), by proposal of the Corporate Governance, Responsibility and Compensation Committee pursuant to article thirty fourth of the Bylaws as well as the Chairs of the Audit Committee and of the Corporate Governance, Responsibility and Compensation Committee.](#)

4.1 Ratification of the Honorary and lifetime Chairman of the Board of Directors:

DON ANTONIO DEL VALLE RUIZ, Honorary and lifetime Chairman (not a member) of the Board of Directors (Non Independent)

Approved	Not Approved	Abstain
----------	--------------	---------

4.2 Appointment and/or ratification of the members of the Board of Directors as follows:

JUAN PABLO DEL VALLE PEROCHENA, Chairman of the Board of Directors (Non Independent Board Member)

Approved	Not Approved	Abstain
----------	--------------	---------

ANTONIO DEL VALLE PEROCHENA, Board Member (Non Independent Board Member)

Approved	Not Approved	Abstain
----------	--------------	---------

MARIA DE GUADALUPE DEL VALLE PEROCHENA, Board Member (Non Independent Board Member)

Approved	Not Approved	Abstain
----------	--------------	---------

FRANCISCO JAVIER DEL VALLE PEROCHENA, Board Member (Non Independent Board Member)

Approved	Not Approved	Abstain
----------	--------------	---------

GUILLERMO ORTIZ MARTINEZ, Board Member (Independent Board Member)

Approved	Not Approved	Abstain
----------	--------------	---------

DIVO MILAN HADDAD, Board Member (Independent Board Member)

Approved

Not Approved

Abstain

ALMA ROSA MORENO RAZO, Board Member (Independent Board Member)

Approved

Not Approved

Abstain

MARIA TERESA ALTAGRACIA ARNAL MACHADO, Board Member (Independent Board Member)

Approved

Not Approved

Abstain

JACK GOLDSTEIN RING, Board Member (Independent Board Member)

Approved

Not Approved

Abstain

EDWARD MARK RAJKOWSKI, Board Member (Independent Board Member)

Approved

Not Approved

Abstain

MIHIR ARVIND DESAI, Board Member (Independent Board Member)

Approved

Not Approved

Abstain

4.3 Appointment and/or ratification of the Chairman, Secretary (non-member) and Alternate Secretary (non-member) of the Board of Directors

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

Approved

Not Approved

Abstain

JUAN PABLO DEL RIO BENÍTEZ, Secretary (non-member) of the Board of Directors

Approved

Not Approved

Abstain

SHELDON VINCENT HIRT, Alternate Secretary (non-member) of the Board of Directors

Approved

Not Approved

Abstain

4.4 Appointment and/or ratification of the Chair of the Audit Committee and of the Corporate Governance, Responsibility and Compensation Committee

EDWARD MARK RAJKOWSKI, Chair of the Audit Committee

Approved

Not Approved

Abstain

MARIA TERESA ALTAGRACIA ARNAL MACHADO, Chair of the Corporate Governance, Responsibility and Compensation Committee

Approved

Not Approved

Abstain

5. [Determination of the emoluments for the members of the Board of Directors and for the members of the Committees of the Company.](#)

5.1 Emoluments:

The members of the Board of Directors, with the exception of the Honorary Chairman and the Chairman of the Board of Directors, to receive an annual payment in cash equivalent to USD\$60,000.00 (Sixty Thousand 00/100 Dollars of the United States of America) and a payment in kind equivalent to USD\$90,000.00 (Ninety Thousand 00/100 Dollars of the United States of America) in the Corporation's restricted shares.

The Honorary Chairman of the Board of Directors to receive an annual payment in cash equivalent to USD\$500,000.00 (Five Hundred Thousand 00/100 Dollars of the United States of America).

The Chairman of the Board of Directors to receive an annual payment in cash equivalent to USD\$750,000.00 (Seven Hundred and Fifty Thousand 00/100 Dollars of the United States of America) and, in addition, will be entitled to receive an additional contingent payment of up to a maximum of USD\$750,000.00 (Seven Hundred and Fifty Thousand 00/100 Dollars of the United States of America), payable based on the achievement of determined specific targets established and assessed by the Corporate Governance, Responsibility and Compensation Committee.

The Chairman of the Audit Committee to receive, in addition to the payment in cash and in kind that as member of the Board of Directors corresponds to him, an annual payment in cash equivalent to USD\$25,000.00 (Twenty Five Thousand 00/100 Dollars of the United States of America) and, the Chairs of the Corporate Governance, Responsibility and Compensation Committee and of the Finance Committee will receive, in addition to their payments as members of the Board of Directors, an annual payment in cash equivalent to USD\$20,000.00 (Twenty Thousand 00/100 Dollars of the United States of America).

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 the Company in case of law suits or proceedings initiated against them by reason of the performance of their duties.

Approved

Not Approved

Abstain

6. Determination of the maximum amount of resources that may be applied, from March 30, 2023 to April 2024, to the buyback share program of the Company.

6.1 Approval of the cancelation of the unused balance of the amount approved on April 1, 2022 for the buyback share program of the Company for the period between April 1, 2022 and March 30, 2023. Such amount will be determined the day before the shareholders meeting.

Approved

Not Approved

Abstain

6.2 Once the unused balance of the amount approved for the period of April 1, 2022 to March 30, 2023 has been cancelled and the Company's share repurchase fund is exclusively constituted for the amount in money equivalent to the purchase price for the number of shares that the Company holds in treasury until the day before the date of this Meeting, approve a fund for the repurchase of shares for an amount equal to the total balance of the Company's net profits as of December 31, 2022 and including those withheld from previous years, 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. Annual Report of the Board of Directors in respect of the adoption or amendment to the "Policies for Company's Acquisition of its 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. Proposal, discussion and, in its case, approval of the cancellation of shares of the Company's capital stock repurchased by the Company. Resolutions thereon.

8.1 Proposal, discussion and, in its case, approval of the cancellation of up to 105 million shares of capital stock repurchased by the Company.

Approved

Not Approved

Abstain

9. Designation of delegates to execute and formalize the resolutions to be adopted by the Shareholders Meeting.

Approved

Not Approved

Abstain

Date: _____

Shareholder Name

Representative