

**GRUPO CARSO, S.A.B. DE C.V.**  
**CALL**  
**GENERAL ORDINARY SHAREHOLDERS' MEETING**

By resolution of the Board of Directors, the shareholders of Grupo Carso, S.A.B. de C.V. are hereby called to a General Ordinary Shareholders' Meeting that shall be held on April 27, 2017 at 12:00 PM, on the 6<sup>th</sup> floor of the "Frisco" Building within the Plaza Carso Complex located in Lago Zurich No. 245, Col. Ampliación Granada, Delegación Miguel Hidalgo, Mexico City, to address the following matters:

AGENDA

- I. Submission, for the corresponding purposes: the report from the CEO about the progress and operations of the Company for the fiscal year concluding on December 31, 2016, which includes the financial statements as of such date and the opinion from the external auditor; the opinion and the reports of the Board of Directors mentioned in Article 28, section IV, items c), d) and e) of the Stock Market Law; the report from the Corporate Practices and Audit Committee; and the report about compliance with the tax obligations. Resolutions were taken.
- II. Submission and, if applicable, approval of the proposal with respect to profit allocation, which includes the payment for shareholders of a cash dividend equivalent to \$0.90 pesos (ninety cents) per share payable at the discretion of each shareholder either (i) in cash; (ii) in shares of the series A-1; or (iii) a combination of both. This dividend will be payable in two installments, each from the shares series A-1 representing the capital stock of Grupo Carso, S.A.B. de C.V. They will be subject to the adjustments from any buyback or repurchase of its shares, among other corporate events and, when applicable, the number of outstanding shares on the payment date of this dividend. Resolutions were taken.
- III. If applicable, ratification of the performance by the Board of Directors and the CEO for the fiscal year 2016. Resolutions were taken.
- IV. Designation or ratification, as the case may be, of the members and officers of the Board of Directors as well as the members and the Chairman of the Corporate Practices and Audit Committee. Adoption of the resolutions related to the qualification of the independence for the Board Members and their fees as well as any other derived from the foregoing.
- V. Presentation of a proposal with respect to the maximum amount of the resources that may be allotted for its share buyback, and adoption of the resolutions with respect to this proposal, to the corresponding acquisition and the power to carry out the latter as well as any other related to the share buyback.
- VI. Appointment of special delegates to formalize and comply with the resolutions adopted by the Meeting. Resolutions were taken.

In order to be entitled to assist and, as the case may be, vote at the meeting, shareholders must obtain their corresponding admission cards no later than on Wednesday, April 26, 2017 by depositing their stock certificates at the domicile indicated in the final paragraph hereof or by submitting to the Company the deposit receipts in any credit institution in Mexico or abroad or in a brokerage firm in Mexico. With respect to the shares deposited in S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V., admission cards will be issued once the corresponding receipts have been submitted to the Company and, as the case may be, the supplementary lists that are legally admissible.

The information and documents related to each of the issues contained in the Agenda are available for the shareholders, free of charge, at least fifteen days prior to the date of the meeting. Shareholders may be represented by a representative appointed by proxy according to the provisions of Article Eighteen of the Company's bylaws and, notwithstanding the foregoing, shall be entitled to be represented by persons who evidence their legal capacity by the forms for the power-of-attorneys prepared by the Company, which are available through stock brokers or at the Company, also fifteen calendar days prior to the date of the meeting.

Admission cards, information, documentation and forms mentioned in the two preceding paragraphs shall be available for the shareholders or their duly accredited representatives or stock brokers, as the case may be, at Lago Zurich No. 245, Edificio Frisco, piso 6, Col. Ampliación Granada, Delegación Miguel Hidalgo, C.P. 11529, México, D.F., (Telephone 53 28 58 30), on business days and hours.

Mexico City, April 3, 2017

(Signature)

Mr. Alejandro Archundia Becerra  
Secretary of the Board of Directors