



GRUPO GICSA, S.A.B. DE C.V.
ANNUAL GENERAL ORDINARY SHAREHOLDERS' MEETING
APRIL 29, 2016

**Proxy form for the Annual General Ordinary Shareholders' Meeting in accordance with Article 49,
section III of the Mexican Securities Market Law**

_____ [in my own right/on behalf of and in representation of _____] in this act I designate as my representative to _____ and give a power as in law applicable in order to attend the Annual General Ordinary Shareholders' Meeting of Grupo GICSA, S.A.B. de C.V. in order to vote _____ ordinary registered shares, Series _____, Class I, of which I own and I should vote in each of the items of the agenda prepared for these meetings in the form described below either in person, or by the delivery of this form.

Annual General Ordinary Shareholders' Meeting

1. Presentation, discussion and, if applicable, submission for approval: (i) The Chief Executive Officer's report, in accordance with Article 44, Section XI of the Mexican Securities Market Law and Article 172 of the Mexican General Corporations Law, regarding the results of operations for the fiscal year ended December 31, 2015, together with the external auditor's report, as well as the board of directors' comments to this report; (ii) the board of directors' report in accordance with Article 172, clause b, of the Mexican General Corporations Law, regarding the Company's main accounting policies and criteria, as well as the information used to prepare the Company's financial statements; (iii) the report on transactions and activities undertaken by the board of directors, in accordance with Article 28, Section IV, clause e, of the Mexican Securities Market Law; (iv) individual and Consolidated Financial Statements for the fiscal year ended December 31, 2015; (v) the annual report on the activities undertaken by the Audit and Corporate Practices Committee in accordance with Article 43, Sections I and II of the Mexican Securities Market Law and (vi) the report regarding the conclusion of the Company's corporate restructuring process and related actions, which includes a post-divestiture agreement. Resolutions in this regard.

Proposal: The Company will propose the following:

- (i) To approve the Chief Executive Officer's report regarding the Company's operations, progress and results during 2015, together with the external auditor's report, as well as the board of directors' comments to this report.
- (ii) To approve the board of directors' report
- (iii) To approve the report on transactions and activities undertaken by the board of directors during the fiscal year ended December 31, 2015.
- (iv) To approve the individual and Consolidated Financial Statements for the fiscal year ended December 31, 2015
- (v) To approve the annual report on the activities undertaken by the Audit and Corporate Practices Committee for the fiscal year ended December 31, 2015.



- (vi) To approve the report and the activities undertaken regarding the conclusion of the Company's corporate restructuring process and related actions.

For

Against

Abstain

2. Presentation, discussion and, if applicable, submission for approval of the proposal of calculating financial results. Resolutions in this regard.

Proposal: The Company's board of directors will propose to the Shareholders' meeting that from the net income for the fiscal year 2015 amounted to Ps. 2,996 million, allocate Ps. 119 million to complete the legal reserve; and to allocate the remainder Ps. 2,887 million to retained earnings from previous years.

For

Against

Abstain

3. Ratification, if applicable, of the management of the Company's board of directors, the Audit and Corporate Practices Committee, and the Chairman of the board during the 2015 fiscal year, and appointment and/or ratification of the members of the Company's board of directors, members of the Audit and Corporate Practices Committee, and the Secretary of the board of directors. Resolutions in this regard.

Proposal: The Company will propose the ratification of the management, as well as of the all current members of the Company's board of directors and the Audit and Corporate Practices Committee, with the exception of Mr. Andrés Ignacio Gómez Martínez who resigned.

For

Against

Abstain

4. Determination of the compensation to be paid to the members of the Company's board of directors, members of the Audit and Corporate Practices Committee, and the Secretary of the board of directors. Resolutions in this regard.

Proposal: The Company will propose to set the compensation to be paid to the members of the Company's board of directors, members of the Audit and Corporate Practices Committee, and the Secretary of the board of directors, for the amount of Ps. 25,000 per each meeting they attend.



For

Against

Abstain

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5. Presentation, discussion and, if applicable, submission for approval of the report regarding the purchase of the Company's shares in accordance with Article 56 of the Mexican Securities Market Law; and determination or ratification of the maximum amount of funds to be allocated during the 2016 fiscal year. Resolutions in this regard.

Proposal: The Company will propose to approve the report regarding the purchase of the Company's shares, highlighting that during 2015 the Company did not perform operations of this nature. Furthermore, to set the amount of Ps. 2.0 billion to repurchase the Company's shares. This amount would not exceed the Company's net income, including the retained earnings in accordance with the Mexican Securities Market Law

For

Against

Abstain

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6. Appointment of delegates to carry out the formalization of the resolutions adopted at this meeting. Resolutions in this regard.

Proposal: The Company will propose to designate Mr. Elais Amkie Levy, Mr. Diodoro Batalla, and Mr. Omar Lugo Andere, and Mr. Jesus Jerónimo Bugada Piñeiro as special delegates of the shareholders' meeting to carry out formalization of the resolutions adopted at this meeting.

For

Against

Abstain

Date: _____

Shareholder:

Representative: