

QUÁLITAS CONTROLADORA, S.A.B. DE C.V.

SUMMONS

BASED ON THE CORPORATE BY-LAWS, WE HEREBY SUMMON THE SHAREHOLDERS OF **QUÁLITAS CONTROLADORA, S.A.B. DE C.V.**, TO THE GENERAL ORDINARY SHAREHOLDERS' MEETING, TO BE HELD ON APRIL 20TH, 2015, AT 18:30 HOURS, IN AVENIDA SAN JERÓNIMO NO. 478 PISO 5, COLONIA JARDINES DEL PEDREGAL, C.P. 01900, MEXICO, FEDERAL DISTRICT, IN ACCORDANCE WITH THE FOLLOWING:

A G E N D A

- I. DISCUSSION, AMENDMENT OR APPROVAL, IN ITS CASE OF THE ANNUAL REPORT REFERRED TO IN ARTICLE 172 OF THE GENERAL CORPORATIONS ACT, REGARDING TRANSACTIONS CONDUCTED BY THE CORPORATION AND ITS SUBSIDIARIES DURING FINANCIAL YEAR ELAPSED FROM JANUARY 1ST TO DECEMBER 31ST, 2014, WITH THE PRIOR RECOMMENDATIONS BY THE AUDIT COMMITTEE.
- II. DISCUSSION, AMENDMENT OR APPROVAL, IN ITS CASE OF THE ANNUAL REPORT, REGARDING TRANSACTIONS CONDUCTED BY THE AUDIT COMMITTEE AND THE CORPORATE PRACTICE COMMITTEE DURING FINANCIAL YEAR ELAPSED FROM JANUARY 1ST TO DECEMBER 31ST, 2014.
- III. APPOINTMENT OR RATIFICATION, IN ITS CASE, REGARDING THE MEMBERS OF THE BOARD OF DIRECTORS, OFFICERS AND MEMBERS OF THE INTERMEDIATE MANAGEMENT CORPORATE BODIES.
- IV. RESOLUTION REGARDING THE REMUNERATION TO THE MEMBERS OF THE BOARD OF DIRECTORS AND MEMBERS OF THE INTERMEDIATE MANAGEMENT CORPORATE BODIES.
- V. RESOLUTION REGARDING THE IMPLEMENTATION OF OUTCOMES OF THE CORPORATION.
- VI. REPORT BY THE BOARD OF DIRECTORS REGARDING THE SHARES REPRESENTATIVE OF THE CORPORATE STOCK, REPURCHASED AND CHARGED TO THE REPURCHASING FUND FOR OWN SHARES, AS WELL AS REPLACEMENT, AND RESOLUTION REGARDING THE AMOUNT OF RESOURCES TO BE DESTINED TO THE REPURCHASE OF OWN SHARES.
- VII. APPOINTMENT OF SPECIAL DELEGATES TO FORMALIZE AND EXECUTE RESOLUTIONS ADOPTED.

THE HOLDERS OF QC CPO'S, IN ORDER TO PERSONALLY ATTEND THE MEETING, OR TO BE REPRESENTED BY PROXY, MUST REQUEST ITS CUSTODIAN OR FINANCIAL INTERMEDIARY, TO CONDUCT THE RELEVANT PROCEEDINGS BEFORE NACIONAL FINANCIERA, S.N.C., LOCATED IN INSURGENTES SUR 1971, EDIFICIO ANEXO, NIVEL JARDÍN, COLONIA GUADALUPE INN, CÓDIGO POSTAL 01020, MEXICO, FEDERAL DISTRICT, PHONE NO. 5325 6000 XT. 7180 WITH LIC. ARELI REY FLORES OR PHONE NO. 5325 6000 XT. 6536 WITH LIC. MAURICIO GARCÍA ARELLANO, IN ORDER FOR SAID INSTITUTION, IN ITS CAPACITY AS TRUSTEE, ISSUER OF THE QC CPO'S, TO ISSUE POWERS OF

ATTORNEY UNDER THE FORMS DRAFTED BY THE CORPORATION AND TO CONDUCT PROCEEDINGS BEFORE THE SECRETARY OF THE SAME, FOR THE ISSUANCE OF ADMISSION CARDS FOR SAID MEETING.

UNDER THE TERMS OF THE STIPULATIONS IN THE ISSUANCE CERTIFICATE OF THE QC CPO'S AND THE ISSUING TRUST, THE HOLDERS OF QC CPO'S WHO ARE MEXICAN NATIONALS MAY EXERCISE THEIR VOTING RIGHTS REGARDING THE SHARES OF "A" SERIES AND "B" SERIES SHARES, WHILE FOREIGN HOLDERS OF QC CPO'S, OR IN ITS CASE, THEIR PROXIES, MAY ONLY EXERCISE THE SAME REGARDING THE "B" SERIES, AND THE TRUSTEE MUST EXERCISE THE VOTING RIGHTS REGARDING THE "A" SERIES, TO THE SAME EFFECT AS THE VOTE OF THE MAJORITY OF SHAREHOLDERS OF THE SAME SERIES ATTENDING THE MEETING.

SHAREHOLDERS WHO ARE MEXICAN CITIZENS AND NOT DEPOSITING THEIR SHARES BEFORE THE ISSUING TRUST, MAY DIRECTLY CONDUCT PROCEEDINGS BEFORE THE SECRETARIAT OF THE CORPORATION, LOCATED IN "CORPORATIVO SANTA FE 505", AV. SANTA FE 505, PISO 3, OFICINA 300, COLONIA CRUZ MANCA SANTA FE, CÓDIGO POSTAL 05349, CUAJIMALPA, MEXICO, FEDERAL DISTRICT, PHONE NO. 5292 6602 AND UNDER THE RESPONSIBILITY BY LICENCIADO XAVIER MANGINO DUEÑAS, REGARDING THE ADMISSION CARD FOR THE MEETING, AND IN ACCORDANCE WITH ARTICLE 27 OF THE TAX CODE OF THE FEDERATION AND OTHER APPLICABLE STIUPLATIONS, AND MUST SUBMIT A COPY OF THEIR TAX ID CARD OR THE RELEVANT NOTICE AND DEPOSIT THEIR SHARES OR DEPOSIT RECEIPTS OF SAID SHARES ISSUED FOR SAID PURPOSE BY ANY CREDIT INSTITUTION OR BY THE S.D. INDEVAL, INSTITUCIÓN PARA EL DEPÓSITO DE VALORES, S.A. DE C.V., NO LATER THAN ON THE DATE ON WHICH THE MEETING IS HELD.

AS FROM THE TIME OF PUBLICATION OF THIS SUMMONS, INFORMATION AND DOCUMENTS REGARDING EACH ITEM OF THE AGENDA CORRESPONDING TO THE MEETING WILL BE AVAILABLE TO THE SHAREHOLDERS OF THE CORPORATION.

MEXICO, FEDERAL DISTRICT, MARCH 31ST, 2015.

XAVIER MANGINO DUEÑAS
CORPORATE SECRETARY