

Mexico City, April _____, 2016.

QUÁLITAS CONTROLADORA, S.A.B. DE C.V

ORDINARY AND EXTRAORDINARY GENERAL SHARE HOLDERS'S MEETING

Through this instrument and in accordance with the article 49, fraction III of the Securities Market Law, I grant in favor of _____ wide and sufficiently power so that in my behalf attend to the Ordinary and Extraordinary General Share Holders' Meeting of **QUÁLITAS CONTROLADORA, S.A.B. DE C.V.**, to be held at 17:30 on April 28, 2016, and to vote in the manner instructed for the _____ shares representing the capital stock of the society, of which I am owner, with the following Agenda:

ORDINARY

- I. DISCUSSION, MODIFICATION OR ENDORSEMENT, IF ANY, OF THE ANNUAL REPORT REFERRED TO IN THE GENERAL PROVISION OF THE ARTICLE 172 OF THE CORPORATION'S LAW, IN CONNECTION WITH THE TRANSACTIONS MADE BY THE COMPANY AND ITS SUBSIDIARY COMPANIES DURING THE FISCAL YEAR FROM JANUARY 1ST TO DECEMBER 31ST, 2015, PREVIOUS RECOMMENDATION OF THE AUDIT COMMITTEE.
- II. REPORT ON COMPLIANCE WITH TAX OBLIGATIONS BY THE COMPANY DURING THE FISCAL YEAR ENDED DECEMBER 31ST, 2014.
- III. DISCUSSION, MODIFICATION, OR ENDORSEMENT, IF ANY, OF THE ANNUAL REPORT IN REGARD TO THE TRANSACTIONS MADE BY THE AUDIT COMMITTEE AND BY THE CORPORATE PRACTICES COMMITTEE DURING THE FISCAL YEAR FROM JANUARY 1ST

TO DECEMBER 31ST, 2015.

- IV. DETERMINATION OF THE APPLICATION OF THE RESULTS OF THE COMPANY.

- V. REPORT OF THE BOARD OF DIRECTORS REGARDING THE SOCIAL EQUITY OF THE COMPANY, REPURCHASED BY THE FUND OF OWN EQUITY REDEMPTION, AS WELL AS THEIR RELOCATION AND DETERMINATION OF THE AMOUNT OF RESOURCES THAT MAY BE ALLOCATED TO THE REPURCHASE OF OWN SHARES.

- VI. APPOINTMENT OR RATIFICATION, IF ANY, OF THE MEMBERS OF THE BOARD OF DIRECTORS, OFFICERS, AND MEMBERS OF THE INTERMEDIATE MANAGEMENT BODIES OF THE COMPANY.

- VII. DETERMINATION OF THE REMUNERATION PAYABLE TO THE MEMBERS OF THE BOARD OF DIRECTORS AND THE MEMBERS OF THE INTERMEDIATE MANAGEMENT BODIES OF THE COMPANY.

EXTRAORDINARY

- VIII. PROPOSAL TO MODIFY VARIOUS ARTICLES OF THE BYLAWS OF THE COMPANY, ONLY TO COMPLY WITH THE LATEST AMENDMENTS TO THE CORPORATION'S LAW.

- IX. APPOINTMENT OF THE DELEGATES IN ORDER TO FORMALIZE AND EXECUTE THE RESOLUTIONS ADOPTED.

Regarding this Agenda, the exercise of my right to vote concerning my shares representing the capital stock of **QUÁLITAS CONTROLADORA, S.A.B. DE C.V.**, must be carried out as follows:

ONE: _____

TWO: _____

THREE: _____

FOUR: _____

FIVE: _____

SIX: _____

SEVEN: _____

EIGHT: _____

NINE: _____

I confirm since this moment the decisions made in the exercise of this mandate, according to the instructions described above.

SINCERELY

(GRANTOR)

WITNESS

WITNESS
