

## Proposals to the Ordinary and Extraordinary General Shareholders' Meeting

**Mexico City, March 22<sup>nd</sup>, 2019** – Quálitas Controladora, S.A.B. de C.V. (“Quálitas”, “the Company” or “the Group”) (BMV: Q), announces its shareholders and the public in general the proposals that will be presented to the Ordinary and Extraordinary General Shareholders' Meeting, that will be held on April 22<sup>nd</sup>.

### Extraordinary General Shareholders' Meeting

1. Reduce capital stock through the cancellation of 10,000,000 shares that were previously repurchased by the Company. With this cancellation, the number of shares representing capital stock will decline from 435,000,000 to 425,000,000 shares. Due to the aforementioned, the corresponding article of the bylaws will be reformed.

### Ordinary General Shareholders' Meeting

1. Approve the Annual Report referred to in article 172 of the General Law of Commercial Companies (*Ley General de Sociedades Mercantiles*), regarding the operations carried out by the company and its subsidiaries during the fiscal year 2018, with the prior opinion of the Audit and Corporate Practices Committee.
2. Acknowledge the compliance with fiscal obligations in the fiscal year 2017.
3. Approve the Audit and Corporate Practices Committee Annual Reports regarding their 2018 operations.
4. Approve to pay a cash dividend of \$0.85 pesos (eighty-five cents, Mexican Pesos) per share, payable in a single exhibition on May 10<sup>th</sup>, 2019.

Dividend will be paid from the net taxable income account (CUFIN, as per its acronym in Spanish) referred in the Income Tax Law, generated as of December 2013.

5. Approve to allocate the amount of \$650,000,000 (six hundred fifty million pesos 00/100 pesos) for the repurchase of shares, which may reach a maximum of \$700,000,000.00 (seven hundred million pesos 00/100 pesos) considering the surplus coming from the operations of the share buyback program.
6. Ratify the members of the Board of Directors and Committees in accordance to the following:

#### A) Board of Directors

PROPRIETARY MEMBERS	ALTERNATE MEMBERS
<b>Ratify:</b>	
Joaquín Brockman Lozano – Chairman	Wilfrido Javier Castillo Miranda Olea
Wilfrido Javier Castillo Sánchez Mejorada – Vice-Chairman	José Antonio Correa Etchegaray
María del Pilar Moreno Alanís	
Juan Orozco y Gómez Portugal*	
Juan Enrique Murguía Pozzi*	
Mauricio Domenge Gaudry*	
Christian Alejandro Pedemonte del Castillo*	
Juan Marco Gutiérrez Wanless*	
Madeleine Marthe Claude Brémond Santacruz*	
José Manuel Rincón Gallardo Purón*	
Alfonso Tomás Lebrija Guiot*	

\*Independent Members

#### **B) Committees:**

- Audit and Corporate Practices.

Ratify Alfonso Tomás Lebrija Guiot as Chairman, and José Manuel Rincón Gallardo Purón and Mauricio Domenge Gaudry as members.

- Investments, Finance and Planning.

Ratify Juan Marco Gutiérrez Wanless and Christian Alejandro Pedemonte del Castillo as members.

- Social Responsibility.

Ratify Juan Orozco y Gómez Portugal as Chairman.

- Operations.

Ratify Juan Enrique Murguía Pozzi and Juan Orozco y Gómez Portugal as members.

### Compensations for services rendered by Board Members and Committee Members

Position	Annual Compensation (Mexican Pesos)
Board Members	Ps.375,000
Chairman of the Audit and Corporate Practices Committee	Ps.440,000
Member of the Audit and Corporate Practices Committee	Ps.220,000
Chairman of the Social Responsibility Committee	Ps.\$20,000 per session
Member of the Investment Committee	Ps.\$20,000 per session
Member of the Operations Committee	Ps.\$20,000 per session

Members of the Board of Directors and of the Committees who are employees of the company or any of its subsidiaries, shall not be eligible for any compensation for the performance of these positions.

#### Availability of information and documents for the Meeting:

Information related to the Meeting; agenda, instructions, proxy forms, and reports mentioned in this document are available on the Company's website [www.qualitas.com.mx](http://www.qualitas.com.mx) >> Inversionistas >> Corporate Governance >> General Ordinary Shareholder's Meeting >>2019

<http://qinversionistas.qualitas.com.mx/portal/general-ordinary-shareholders-meeting/?lang=en>

## About Quálitas:

Quálitas (Q) is the largest auto insurance company in Mexico in terms of market share, with operations in El Salvador, Costa Rica, USA and soon in Peru. Its specialized business model, based exclusively in auto insurance, has allowed the Company to provide top quality service under the largest network in Mexico. Quálitas is listed on the Mexican Stock Exchange (BMV) under the ticker “Q” (Bloomberg: Q\*: MM)

## IR Contacts:

- |  |  |
|--|--|
| • <b>Santiago Monroy</b><br><a href="mailto:smonroy@qualitas.com.mx">smonroy@qualitas.com.mx</a><br>T: +52 (55) 1555-6056            | • <b>Andreina Incandela</b><br><a href="mailto:aincandela@qualitas.com.mx">aincandela@qualitas.com.mx</a><br>T: +52 (55) 1555-6104 |
| • <b>María Fernanda Escobar</b><br><a href="mailto:mfescobar@qualitas.com.mx">mfescobar@qualitas.com.mx</a><br>T: +52 (55) 1555-6175 | • <b>José Antonio Mundo</b><br><a href="mailto:jamundo@qualitas.com.mx">jamundo@qualitas.com.mx</a><br>T: +52 (55) 1555-6313       |

[www.qualitas.com.mx](http://www.qualitas.com.mx)