

Mexico City, _____, 2019.

QUÁLITAS CONTROLADORA, S.A.B. DE C.V.

ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

Through this instrument and in accordance with article 49, fraction III of the Securities Market Law, I grant in favor of _____ a wide and sufficient power of attorney so that in my behalf attends to the Ordinary and Extraordinary General Shareholders' Meeting of **QUÁLITAS CONTROLADORA, S.A.B. DE C.V. (the "Company")**, to be held at 17:00 hours on April 22nd, 2019, and to vote as instructed for the _____ shares representing the capital stock of the company, of which I am owner, with the following Agenda:

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 GENERAL LAW OF COMMERCIAL COMPANIES, IN CONNECTION WITH THE TRANSACTIONS MADE BY THE COMPANY AND ITS SUBSIDIARY COMPANIES DURING THE FINANCIAL YEAR FROM JANUARY 1ST TO DECEMBER 31ST, 2018, UPON RECOMMENDATION OF THE AUDIT AND CORPORATE PRACTICES COMMITTEE.

- II. REPORT ON THE COMPLIANCE WITH TAX OBLIGATIONS BY THE COMPANY DURING THE FINANCIAL YEAR ENDED ON DECEMBER 31ST, 2017.

- III. DISCUSSION, MODIFICATION, OR ENDORSEMENT, IF ANY, OF THE ANNUAL REPORT REGARDING THE TRANSACTIONS MADE BY THE AUDIT AND CORPORATE PRACTICES COMMITTEE DURING THE FINANCIAL YEAR FROM JANUARY 1ST TO DECEMBER 31ST, 2018.

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

- V. REPORT OF THE BOARD OF DIRECTORS REGARDING THE SHARES REPRESENTING THE CAPITAL STOCK OF THE COMPANY, REPURCHASED BY THE FUND OF REPURCHASE OF OWN SHARES, AS WELL AS THE 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. REDUCTION OF THE CAPITAL STOCK BY CANCELATION OF TREASURY SHARES.

- IX. PARTIAL AMENDMENT OF THE COMPANY BYLAWS AS A RESULT OF THE REDUCTION OF THE CAPITAL STOCK.

X. APPOINTMENT OF THE SPECIAL 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:

ITEM ONE

ITEM TWO:

ITEM THREE:

ITEM FOUR:

ITEM FIVE:

ITEM SIX:

ITEM SEVEN:

ITEM EIGHT:

ITEM NINE:

ITEM TEN:

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

SINCERELY

(GRANTOR)

WITNESS

WITNESS
