

Proposals to the Ordinary and Extraordinary General Shareholders' Meeting

Mexico City, March 16, 2017 – 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 during the Ordinary and Extraordinary General Shareholders' Meeting, to be held on April 18, 2018.

Extraordinary General Shareholders' Meeting

1. Reduce capital stock through the cancellation of 15,000,000 shares that were previously repurchased by the Company. With this cancellation, the number of shares representing capital stock will decline from 450,000,000 to 435,000,000 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 2017, with the prior opinion of the Audit Committee.
2. Acknowledge the compliance with fiscal obligations in the fiscal year 2016.
3. Approve the Audit Committee and Corporate Practices Committee Annual Reports regarding their 2017 operations.
4. Pay a cash dividend of \$304,500,000 (three hundred and four million five hundred thousand pesos 00/100 M.N.) equivalent to \$0.70 pesos per share, payable in a single exhibition on April 30th, 2018.

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 the amount of \$550,000,000 (five hundred and fifty million pesos 00/100 pesos) for the repurchase of shares, which may reach a maximum of \$605,000,000.00 (six hundred and five million pesos 00/100 pesos) considering the surplus coming from the operations of the share buyback program.
6. Ratify or appoint the members of the Board of Directors and of the Committees in accordance to the following:

A) Board of Directors

PROPRIETARY MEMBERS	ALTERNATE MEMBERS
Ratify:	
Joaquín Brockman Lozano – Chairman	Wilfrido Javier Castillo Miranda Olea as alternate of Wilfrido Javier Castillo Sánchez Mejorada
Wilfrido Javier Castillo Sánchez Mejorada – Vice-Chairman	
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*	
PROPRIETARY MEMBERS	ALTERNATE MEMBERS
Appoint:	
José Manuel Rincón Gallardo*	José Antonio Correa Etchegaray as alternate of Joaquín Brockman Lozano
Alfonso Tomás Lebrija Guiot*	

*Independent Members

New members' profiles

- **Alfonso Tomás Lebrija Guiot, Proprietary Independent Member.**

Alfonso Lebrija Guiot was partner of the Marrón, Lebrija, Álvarez y Cía., S.C. firm for 20 years, participating in financial and fiscal audits for companies in public and private sectors. At a later time, he was managing partner of BDO Hernández, Marrón, Lebrija Mexico Office; and from 1993 to 2017 managing partner of HLB Lebrija, Álvarez. Since 2018, he is senior partner of this firm.

He has been member of the Mexican Institute of Public Accountants (*Instituto Mexicano de Contadores Públicos, A.C.*) and the Public Accountants Association of Mexico performing important roles within both institutions. He is also a member of the Mexican Council for

Research and Development of Financial Information Standards (*Consejo Mexicano para la Investigación y Desarrollo de Normas de Información Financiera*, CINIF).

Alfonso Lebrija is part of the Board of Directors or Audit Committee of the following companies: Grupo AHMSA y subsidiarias, Grupo Financiero Mifel, Afianzadora Sofimex, Fianzas Dorama, Banobras, COVAF, FICEIN Unión de Crédito, Unión de Crédito de la Contaduría Pública, INFOSEL, Thona Seguros, Grupo Oprimax, SAT, CAPUFE.

Alfonso Lebrija has a degree in Accounting from the Universidad Iberoamericana and has a Master in Business Administration from ITAM.

- **José Manuel Rincón Gallardo, Proprietary Independent Member.**

José Manuel Rincón Gallardo has a degree in Accounting from the UNAM and is member of the Mexican Institute of Public Accountants and the Mexican Institute of Financial Officers, he is also member of the Corporate Governance Committee of the Business Coordinating Council and founding member of Mexican Council for Research and Development of Financial Information Standards (*Consejo Mexicano para la Investigación y Desarrollo de Normas de Información Financiera*, CINIF).

He was managing partner of KPMG Mexico, member of the company's international council, Chairman for Latin America and member of the United States Council.

Mr. Rincón Gallardo is currently an independent Board member, Chairman of the Board, member or Chairman of the audit committee, of the following companies: Cementos Mexicanos (Cemex), Banamex (integrante de grupo financiero Citi Corp), Cinépolis y Citelis, Grupo Herdez, Sonoco Operadora, Grupo Invekra (laboratorios Sanfer, hormona y grimann, en México, Colombia y Argentina), Peña Verde, Grupo CP (Interprotección), Fondo Wamex y Grupo Proa (Laboratorios Chopo).

- **José Antonio Correa Etchegaray, Related Alterante Member.**

José Antonio Correa Etchegaray is, since January 2018, Chief Executive Officer of Quálitas Compañía de Seguros (Quálitas México), prior to this position he was the Chief Financial Officer of this company for over 3 years.

José Antonio has wide experience as CFO, having held this position in well-known companies such as Seguros Monterrey New York Life for 9 years, Procter & Gamble Mexico for North Latin America (Mexico and Central America) as well as in subsidiaries and joint ventures of P&G such as Arbora & Ausonia in Barcelona, Mammi Industries in Venezuela and P&G in Puerto Rico. José Antonio developed his career in the finance department of P&G from 1979 to 2005.

José Antonio holds a degree in chemical engineering from the Universidad Iberoamericana and has a diploma in top management from IPADE in Mexico.

B) Committees:

- Audit and Corporate Practices.

Appoint Alfonso Tomás Lebrija Guiot as member and José Manuel Rincón Gallardo as Chairman.

Ratify a Mauricio Domenge Gaudry as member.

- Investments, Finance and Planning.

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

- Social Responsibility.

Ratify Juan Orozco y Gómez Portugal as Chairman.

Compensations for services rendered by Board Members and Committee Members

Position	Annual Compensation (Mexican Pesos)
Board Members	Ps.325,000
Chairman of the Audit and Corporate Practices Committee	Ps.400,000
Member of the Audit and Corporate Practices Committee	Ps.200,000
Chairman of the Social Responsibility Committee	Ps.\$18,000 per session
Member of the Investment Committee	Ps.\$18,000 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 >> Inversionistas >> Corporate Governance >> General Ordinary Shareholder's Meeting >>2018

<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 and USA. 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)

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