



**Infraestructura Energética Nova, S.A.B. de C.V. (the “Company”).**

**Proposals to be submitted by the shareholders at the General Ordinary Shareholders’ Meeting to be held on November 29<sup>th</sup>, 2019.**

- I. Ratification, removal and conclusion of position and/or appointment of the members of the Board of Directors and Secretary of the Board of Directors of the Company.**
  - a) Conclusion of position of Mr. Erbin Brian Keith as member of the Board of Directors of the Company.**

Shareholders will be proposed to approve the conclusion of position of Mr. Erbin Brian Keith as member of the Board of Directors of the Company.

- b) Ratification of Mr. George William Bilicic as member of the Board of Directors of the Company, who was appointed as provisional member at the Board of Directors’ Meeting held on July 23, 2019.**

Shareholders will be proposed to ratify Mr. George William Bilicic, as member of the Board of Directors of the Company, who was appointed as provisional member at the Board of Directors’ Meeting held on July 23, 2019. Exhibit A contains Mr. George William Bilicic’ s professional bio.

- c) Conclusion of position of Mr. Rodrigo Cortina Cortina as Secretary without being a member of the Board of Directors of the Company.**

Shareholders will be proposed to approve the conclusion of position of Rodrigo Cortina Cortina as Secretary without being a member of the Board of Directors of the Company.

- d) Appointment of Ms. Vanesa Madero Mabama, as Secretary without being a member of the Board of Directors of the Company.**

Shareholders will be proposed to approve the appointment of Ms. Vanesa Madero Mabama, as Secretary without member of the Board of Directors of the Company.

**II. Discussion and, if applicable, approval of the cancelation of shares and the subsequent reduction in the variable part of the capital stock in the Company.**

Shareholders will be proposed approve the cancelation of 4,620,000 (four million six hundred twenty thousand) shares, Class "II", sole series, common, nominative, with no nominal value, representative of the variable portion of the capital stock of the Company, that were acquired as a result of the operation of the Company's repurchase program.

Shareholders will be proposed to approve the reduction of the variable portion of the capital stock of the Company in the amount of \$46'200,000.00 M.N. (forty six million two hundred thousand pesos 00/100 Mexican pesos), meaning \$10.00 (ten pesos 00/100 Mexican pesos) for each share canceled.

**III. Appointment of Special Delegates.**

Shareholders will be proposed to appoint as Special Delegates of the Shareholders' Meeting, Messrs. René Buentello Carbonell, Rodrigo Cortina Cortina, Diego Omar Aguilar Hernández, Fernando Cervantes Guajardo and Adrián Omar Maldonado Montfort, as well as Ms. Vanesa Madero Mabama so that any of them, jointly or separately, on behalf of the Company (i) appear before the notary public of their choice to formalize all or part of the minutes of the Shareholders' Meeting, and so that, by themselves or through the person they designate, carry out all the acts necessary to formalize and comply with the resolutions adopted in the Meeting, publishing the necessary notices and issuing, if necessary, the certifications of this act in any of its parts that are necessary; (ii) proceed to register by themselves or by the person they designate, the corresponding notarial testimonies in the corresponding Public Registries of Property and Commerce; and (iii) in general, take all measures and perform all the necessary actions to formalize and comply with the resolutions and resolutions adopted by the Meeting, as well as to perform all those acts that are complementary to the previous ones.

*[Bio page follows].*

## **Exhibit A**

### **Mr. George William Bilicic professional bio**

**George William Bilicic.** George William Bilicic is group president of Sempra Energy. In this role, Bilicic leads the company's strategy, corporate development and legal activities. Prior to joining Sempra Energy, was vice chairman of investment banking with Lazard Ltd, a New York-based investment banking firm. At Lazard he served as global head of power, energy and infrastructure and head of Midwest investment banking for Lazard Ltd, he also was a member of Lazard's Investment Banking Committee and Global Executive Committee.

Prior to joining Lazard, Bilicic served as managing director and head of infrastructure at Kohlberg Kravis Roberts & Co., a global investment firm, he also served as a managing director at Merrill Lynch in its mergers and acquisitions department and was a partner in the law firm of Cravath, Swaine & Moore, he also serves on the Board of Directors (or equivalent) of Polaris Industries, Georgetown University Law School, the Mayo Clinic and HistoryMakers, he holds a bachelor's degree from DeSales University and a law degree from Georgetown University.