



7 March 2013

*By unanimous resolutions adopted not in a Meeting, on March 6, 2013, the shareholders of Infraestructura Energética Nova, S.A. de C.V. (the "Company"), adopted the following resolutions:*

(i) Approve making an initial public offer in Mexico through Bolsa Mexicana de Valores, S.A.B. de C.V. (The Mexican Stock Exchange) (the "National Offer") and a private initial offer in the United States of America and other foreign markets, pursuant to the terms of *Rule 144A* and *Regulation S* of the *Securities Act of 1933* of the United States of America and/or any federal and/or state laws of the United States of America and the laws of other countries where, in their case, the securities are offered (the "International Offer" jointly with the National Offer, the "Global Offer").

(ii) Approve the total amendment of the acts of incorporation of the Company, in the understanding that the amendment is subject to the resolution condition that consists of (i) that the National Banking and Securities Commission does not authorize the registration of the representative shares of the capital stock of the Company in the National Securities Registry or (ii) that the Global Offer is not performed at the latest on December 31, 2013.

(iii) Authorize that once the registry of the representative shares of the capital stock of the Company has been authorized in the National Securities registry, the Company adopt the mode of publicly held company, and as a consequence, amend the First Clause of the act of incorporation to modify the company name to "Infraestructura Estratégica Nova, S.A.B. de C.V." to be as follows: *FIRST CLAUSE.- The company is called "Infraestructura Estratégica Nova", name that will be followed by the words Sociedad Anónima Bursátil de Capital Variable"(Variable Capital Publicly Held Company) or its Spanish abbreviation "S.A.B. DE C.V."* The above in the understanding that starting today and until the Company obtains the corresponding letter from the National Banking and Securities Commission authorizing the registry of the shares in the National Securities Registry and this registration takes effect, the Company will continue calling itself before third parties "Infraestructura Energética Nova, S.A. de C.V."

(iv) Perform an increase in the variable part of the capital stock of the Company, by means of the issuance of new ordinary shares, registered shares, without expressing a nominal value, Class II Sole Series.

(v) It was decided that the Board of Directors will consist of 9 members.

(vi) It was decided to ratify the present regular members of the Board of Directors and the new independent from the Board of Directors members were named.

(vii) It was decided to ratify the Chief Executive Officer of the Company.

(viii) The naming of board members are subject to the resolution condition that consists of (i) that the National Banking and Securities Commission does not authorize the registration of the representative shares of the capital stock of the Company in the National Securities Registry or (ii) that the Global Offer is not performed at the latest on December 31, 2013.



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(ix) It was decided to ratify the Secretary and Assistant Secretaries of the Board of Directors.

(x) Name the members of the Audit Committee of the Company.

(xi) Name the members of the Corporate Practices Committee of the Company