



**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 January 30, 2019.**

**I. Appointment and/or ratification of the members of the Board of Directors, as well as the members of the Audit and Corporate Practices Committees.**

Shareholders will be proposed (i) to accept the resignation of Mr. Kevin Christopher Sagara as member of the Board of Directors; (ii) to ratify Messrs. Carlos Ruiz Sacristán, Dennis Victor Arriola, Joseph Allan Householder, Faisal Hussain Kahn, Peter Ronan Wall, Martha Brown Wyrsh and Justin Christopher Bird as members of the Board of Directors and Messrs. Jeffrey Stephen Davidow, Aaron Dychter Poltolarek, José Julián Sidaoui Dib and Alberto Mulás Alonso, as independent members of the Board of Directors; (iii) to appoint Ms. Tania Ortiz Mena López Negrete and Mr. Erle Allen Nye Jr. as new members of the Board of Directors; (iv) to ratify Mr. Aarón Dychter Poltolarek as Chairman of the Audit Committee of the Company and Messrs. José Julián Sidaoui Dib, Alberto Mulás Alonso and Jeffrey Stephen Davidow as members of the Company's Audit Committee; (v) to ratify Mr. Jeffrey Stephen Davidow as Chairman of the Corporate Practices Committee of the Company and Messrs. Aarón Dychter Poltolarek, José Julián Sidaoui Dib, Joseph Allan Householder and Alberto Mulás Alonso as members of the Company's Corporate Practices Committee; and (vi) to ratify Mr. Rodrigo Cortina Cortina as Secretary without being a member of the Board of Directors, all with effect from the date of the Meeting.

**II. Revocation and granting of powers of attorney.**

Shareholders will be proposed to approve the revocation of the powers of attorney granted by the Company, prior to the Meeting, in favor of Tania Ortiz Mena López Negrete, Arturo Infanzón Favela, Gerardo De Santiago Tona, René Buentello Carbonell, María Angélica Espinosa Sánchez, Tomás González Estrada and Evelyn Ariadne Ruíz Hernández.

In addition, shareholders will be proposed to approve granting powers of attorney in favor of Tania Ortiz Mena López Negrete, René Buentello Carbonell, Abraham Zamora Torres and Alonso Gómez del Campo Estrada.

**III. Appointment of Special Delegates.**

Shareholders will be proposed to appoint as Special Delegates of the General Ordinary Shareholders' Meeting, Messrs. René Buentello Carbonell, Rodrigo Cortina Cortina, Diego Omar Aguilar Hernández, Fernando Cervantes Guajardo, Adrián Omar Maldonado Montfort and Sigifredo Mejía Rivera, 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 General Ordinary 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 General Ordinary Shareholders' 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 General Ordinary Shareholders' Meeting, as well as to perform all those acts that are complementary to the previous ones.

*[Bios page follows].*

**Justin Christopher Bird.** Mr. Bird is Chief Development Officer for Sempra North American Infrastructure. He is responsible for project development activities for all current and future LNG and midstream projects. Previously, Bird was vice president and gas infrastructure special counsel for Sempra Energy. In this position, he led Sempra Energy's response to regulatory and litigation activity related to the operation of SoCalGas' Aliso Canyon natural gas storage field. From 2014 to 2016, Bird served as vice president, compliance and governance and corporate secretary for Sempra Energy, where he directed the company's ethics and compliance programs and also acted as chief governance officer and corporate secretary. From 2012 to 2014, Bird was director of project finance for Sempra Energy, where he managed the successful \$7.4 billion financing of Cameron LNG, the proposed liquefaction export terminal in Hackberry, Louisiana, as well as several other significant financings. From 2004 to 2012, Bird held positions as counsel, senior counsel and principal attorney, working on a wide range of business transactions for Sempra Energy and its subsidiaries. Prior to joining the company in 2004, he was an attorney at Latham & Watkins LLP, where he specialized in energy project development and finance. Mr. Bird holds a bachelor's degree in accounting from Arizona State University, where he graduated summa cum laude, and a law degree from the University of Pennsylvania, where he was a member of the school's Law Review.

**Tania Ortiz Mena López Negrete.** Since September 2018, Tania Ortiz Mena is the Chief Executive Officer of IEnova. Prior to her appointment, she acted as Executive Vice President of Development for IEnova in charge of the business development area as well as the commercial area from 2016 to 2018. Tania joined IEnova in 2000 where she has held the functions of General Manager, Project Director, Director of Governmental and Regulatory Affairs, Vice President of External Affairs and Vice President of External Affairs and Business Development. From 1994 to 1999, Tania worked at PMI, a subsidiary of PEMEX, as Sub Business Manager of Refined Products where she was in charge of the international trade in heavy petroleum products. Tania Ortiz Mena holds a degree in International Relations from the *Universidad Iberoamericana* and a Master's degree in International Relations from Boston University. Tania Ortiz Mena is a Board Member of the Mexican Natural Gas Association, Board Member of the World Energy Council - Mexico Chapter, Member of the Advisory Board of the Energy Regulatory Commission, member of the Mexican Council of International Affairs and, as of August 2018, Board Member of Administration of Oncor Electric Delivery Company, LLC. In 2015 and 2016, Tania was President of the Board of the Mexican Association of Natural Gas.

**Erle Allen Nye Jr.** He has served as a member of the board of directors and Chief Executive Officer of Oncor since March 9, 2018 closing of the Sempra Acquisition. From January 2011 until March 2018, Mr. Nye served as Senior Vice President, General Counsel and Secretary, and in such role was responsible for overseeing all of Oncor's legal and compliance matters. In January 2013, his responsibilities were expanded to include oversight of all regulatory and governmental affairs activity of Oncor. From June 2008 until joining Oncor, Mr. Nye practiced law as a partner in the Dallas office of Vinson & Elkins LLP, where he focused on representation of regulated energy companies before state and federal government agencies, including the PUCT, the State Office of Administrative Hearings and the FERC. Prior to Vinson & Elkins, Mr. Nye was a partner in the law firm of Hunton & Williams LLP (now known as Hunton Andrews Kurth LLP) from January 2002 until May 2008.