



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

**Proposals to be submitted by the shareholders at the Ordinary Annual General Meeting of Shareholders to be held on April 27, 2018.**

- I. Presentation and, where appropriate, approval of the reports referred to in Articles 172 of the General Law of Commercial Companies (*Ley General de Sociedades Mercantiles*) and 28 section IV of the Securities Market Law (*Ley del Mercado de Valores*), together with the report of the external auditor, regarding operations and results of the Company for the fiscal year ended on December 31, 2017, as well as the opinion of the Board of Directors regarding the content of said reports; presentation and, where appropriate, approval of the financial statements of the Company as of December 31, 2017 and application of results for the year; presentation and, where appropriate, approval of the report regarding compliance with the tax obligations charged to the Company; presentation and, where appropriate, approval of the annual report on the activities carried out by the Audit and Corporate Practices Committees.**

The shareholders will be proposed to approve the reports referred to in Articles 172 of the General Law of Commercial Companies (*Ley General de Sociedades Mercantiles*) and 28 section IV of the Securities Market Law (*Ley del Mercado de Valores*), as well as to approve the financial statements of the Company, corresponding to the fiscal year that ended on December 31, 2017. In addition, a proposal will be submitted to approve the annual report of the activities carried out by the Audit and Corporate Practices Committees.

It will also be proposed, in terms of the provisions of Clause Forty of the Company’s by-laws, to empower the Board of Directors to give any total or partial balance of retained earnings account any application that is legally appropriate and deems beneficial for the Company or its shareholders, including, but not limited to, the payment of dividends in cash, with the limitation that the sum of the resources in no case exceeds the total balance of the retained earnings account of the Company.

- II. Appointment, resignation, re-election and/or ratification of the members of the Board of Directors, owners and alternates, as well as the members of the**

**Audit and Corporate Practices Committees; qualification on the independence of the members of the Board of Directors of the Company, in accordance with the provisions of Article 26 of the Securities Market Law (*Ley del Mercado de Valores*).**

The shareholders will be proposed (i) to ratify Messrs. Carlos Ruiz Sacristán, Dennis Victor Arriola, Joseph Allan Householder, Martha Brown Wyrsh and Kevin Christopher Sagara as members of the Board of Directors of the Company; and (ii) ratify Messrs. Jeffrey Stephen Davidow, Aarón Dychter Poltolarek, José Julián Sidaoui Dib and Alberto Mulás Alonso, as independent members of the Board of Directors of the Company.

The shareholders will be proposed to (i) take note of the conclusion of the term of Mr. Jeffrey Walker Martin as a member of the Board of Directors of the Company and approve the appointment of Mr. Faisel Hussain Kahn instead (bio at the end of the document); and (ii) take note of the conclusion of the term of Mr. Trevor Ian Mihalik as a member of the Board of Directors of the Company and approve the appointment of Mr. Peter Ronan Wall instead (bio at the end of the document).

The shareholders will be proposed (i) to ratify Mr. Aarón Dychter Poltolarek as Chairman of the Company's Audit Committee; and (ii) Messrs. José Julián Sidaoui Dib, Alberto Mulás Alonso and Jeffrey Stephen Davidow as members of the Company's Audit Committee.

The shareholders will be proposed (i) to ratify Mr. Jeffrey Stephen Davidow as Chairman of the Company's Corporate Practices Committee; and (ii) Messrs. Aarón Dychter Poltolarek, José Julián Sidaoui Dib, Joseph Allan Householder and Alberto Mulás Alonso as members of the Company's Corporate Practices Committee.

The shareholders will be proposed to ratify the Company's officers in accordance with the following:

<b>Nombre</b>	<b>Cargo</b>
Carlos Ruiz Sacristán	CEO
Manuela Molina Peralta	Executive Vice President of Finance
Arturo Infanzón Favela	Executive Vice-President of Mergers, Acquisitions and Planning
Tania Ortiz Mena López Negrete	Executive Vice President of Development
Carlos Francisco Barajas Sandoval	Executive Vice President of Operations
René Buentello Carbonell	Executive Vice President and General Counsel

Jesús Córdoba Domínguez	Executive Vice President of Engineering and Construction
Juan Rodríguez Castañeda	Executive Vice President of Corporate Affairs and Human Capital
Gerardo De Santiago Tona	Executive Vice President of Strategic Planning
Juancho Enrique Eekhout	Vice President of Development
Jorge Alberto Molina Casellas	Commercial Vice President
Roberto Rubio Macías	Vice President of Comptroller

**III. Remuneration to the members of the Board of Directors and of the different Committees, owners and alternates, as well as to the Secretary of the Company.**

Shareholders will be proposed, in the same terms, the annual compensation received by each of the independent members of the Board of Directors, that is (i) the amount of US\$21,100.00 (twenty-one thousand one hundred dollars 00/100). United States of America), payable quarterly in 4 (four) equal payments and (ii) annual compensation of US\$33,900.00 (thirty-three thousand nine hundred dollars 00/100) for its management in the Board of Directors, in the Corporate Practices Committee and in the Audit Committee, payable quarterly in 4 (four) equal installments.

In addition, it will be proposed to ratify that the independent members of the Board of Directors receive an additional consideration whose amount will be referenced to the performance of the shares of the Company. These securities will be convertible once a year, in accordance with the terms and characteristics defined by the special delegates appointed for that purpose, subject to the independent director continuing in the performance of his duties at the date of conversion. For these purposes, it will be proposed to appoint the non-independent Directors of the Board of Directors, Messrs. Carlos Ruiz Sacristán and Joseph Allan Householder, as special delegates to define the definitive terms and characteristics of the additional consideration referred to in this paragraph.

It will be notified that the non-independent members of the Board of Directors waived their right to receive any emolument for participation in the Board of Directors or its Committees.

**IV. Appointment of Special Delegates.**

Shareholders will be proposed to appoint as delegates of the Ordinary Annual General Meeting of Shareholders, Messrs. Raúl Alberto Farías Reyes, 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 this Ordinary Annual General Meeting of Shareholders, 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 this Ordinary Annual General Meeting of Shareholders, 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 this Ordinary Annual General Meeting of Shareholders, as well as to perform all those acts that are complementary to the previous ones.

*[Bios page follows].*

**Faisal Khan.** Faisal Khan is Vice President of investor relations for Sempra. Khan is responsible for communicating Sempra Energy's disciplined focus for delivering long-term shareholder value to the investment community. Khan previously was Managing Director for Citigroup in New York, covering the natural gas, pipeline, midstream, refining and master limited partnership industries. Khan was ranked as one of the top financial analysts in the natural gas sector for 11 consecutive years by the Institutional Investor Survey. Prior to joining Citigroup in 2005, Khan worked for six years at Credit Suisse First Boston, first in investment banking and, later, as an equity research analyst following the integrated pipeline, merchant power and gas distribution industries. Khan holds bachelor's degrees in engineering and economics from the University of Pennsylvania.

**Peter Wall.** Peter Wall is Vice President and Chief Financial Officer at Sempra Infrastructure, LLC, leading the accounting, finance and risk & structuring groups at Sempra Renewables and Sempra LNG & Midstream. Prior to his current position, he was Vice President and Chief Financial Officer for Sempra U.S. Gas & Power. Wall served as assistant corporate controller at Sempra Energy, where he led various teams overseeing technical accounting, planning and corporate accounting functions. Wall began his professional career at Ernst & Young LLP, where he worked with numerous multinational companies, including many in the power & utility sector. Wall is a certified public accountant and holds bachelor's and master's degrees in accounting from the University of Utah.