



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

Proposals to be submitted by the shareholders at the General Ordinary Shareholders’ Annual Meeting to be held on April 30, 2019.

- I. Presentation and, if applicable, 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, 2018, as well as the opinion of the Board of Directors regarding the content of said reports; presentation and, if applicable, approval of the financial statements of the Company as of December 31, 2018 and application of results for the year; presentation and, if applicable, approval of the report regarding compliance with the tax obligations charged to the Company; presentation and, if applicable, approval of the annual report on the activities performed by the Audit and Corporate Practices Committees.**

Shareholders will be proposed to approve:

1. The report that pursuant to Article 172 of the General Law of Commercial Companies will be presented to the Meeting, regarding the operation and operations of the Company during the fiscal year from January 1st to December 31, 2018.
2. The opinion that pursuant to Article 28, section IV, subsection c) of the Securities Market Law will be presented by the Board of Directors with respect to the report of the Chief Executive Officer.
3. The opinion that in compliance with Article 28, section IV, subsection b) of the Securities Market Law will be presented by the external auditor with respect to the progress of the Company and its operations for the fiscal year that ended on December 31, 2018, in which it will be indicated that the consolidated Financial Statements reasonably present in all material aspects the financial situation of the Company.
4. The individual and consolidated Financial Statements of the Company as of December 31, 2018.

5. The report that in compliance with Article 172 paragraph b) of the General Law of Commercial Companies, will be presented to the Meeting by the Board of Directors, regarding the main accounting and information policies and criteria followed in the preparation of the information of the Company for the fiscal year between January 1st and December 31, 2018.
6. The report that, in compliance with the provisions of section XIX of Article 76 of the Income Tax Law, reports on compliance with the individual tax obligations of the Company for the fiscal year ending on December 31, 2018.
7. The report that in compliance with Article 28, section IV, subsection a) of the Securities Market Law will be presented regarding the activities carried out by the Audit and Corporate Practices Committees during the fiscal year ended December 31, 2018.
8. The net profit for the year reflected in the audited financial statements of the Company as of December 31, 2018.

II. Ratification, conclusion of position and/or appointment of each member of the Board of Directors, 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.

a) Ratification of Mr. Carlos Ruíz Sacristán as Chairman and member of the Board of Directors and Executive Chairman of the Company.

Shareholders will be proposed to ratify Mr. Carlos Ruíz Sacristán as Chairman and member of the Board of Directors and Executive Chairman of the Company.

b) Ratification of Mr. Dennis Victor Arriola as member of the Board of Directors of the Company.

Shareholders will be proposed to ratify Mr. Dennis Victor Arriola as member of the Board of Directors of the Company.

c) Ratification of Mr. Joseph Allan Householder as member of the Board of Directors of the Company.

Shareholders will be proposed to ratify Mr. Joseph Allan Householder as member of the Board of Directors of the Company.

d) Ratification of Mr. Faisal Hussain Kahn as member of the Board of Directors of the Company.

Shareholders will be proposed to ratify Mr. Faisel Hussain Kahn as member of the Board of Directors of the Company.

e) Ratification of Mr. Peter Ronan Wall as member of the Board of Directors of the Company.

Shareholders will be proposed to ratify Mr. Peter Ronan Wall as member of the Board of Directors of the Company.

f) Ratification of Mr. Justin Christopher Bird as member of the Board of Directors of the Company.

Shareholders will be proposed to ratify Mr. Justin Christopher Bird as member of the Board of Directors of the Company.

g) Ratification of Ms. Tania Ortiz Mena López Negrete as member of the Board of Directors of the Company.

Shareholders will be proposed to ratify Ms. Tania Ortiz Mena López Negrete as member of the Board of Directors of the Company.

h) Ratification of Mr. Erle Allen Nye Jr. as member of the Board of Directors of the Company.

Shareholders will be proposed to ratify Mr. Erle Allen Nye Jr. as member of the Board of Directors of the Company.

i) Ratification of Mr. Jeffrey Stephen Davidow as independent member of the Board of Directors of the Company.

Shareholders will be proposed to ratify Mr. Jeffrey Stephen Davidow as independent member of the Board of Directors of the Company.

j) Ratification of Mr. Aarón Dychter Poltolarek as independent member of the Board of Directors of the Company.

Shareholders will be proposed to ratify Mr. Aarón Dychter Poltolarek as independent member of the Board of Directors of the Company.

k) Ratification of Mr. José Julián Sidaoui Dib as independent member of the Board of Directors of the Company.

Shareholders will be proposed to ratify Mr. José Julián Sidaoui Dib as independent member of the Board of Directors of the Company.

l) Ratification of Mr. Alberto Mulás Alonso as independent member of the Board of Directors of the Company.

Shareholders will be proposed to ratify Mr. Alberto Mulás Alonso as independent member of the Board of Directors of the Company.

m) Conclusion of position of Ms. Martha Brown Wyrsh as member of the Board of Directors.

Shareholders will be proposed to take note of the conclusion of position of Ms. Martha Brown Wyrsh as member of the Board of Directors.

n) Appointment of Mr. Erbin Brian Keith as new member of the Board of Directors.

Shareholders will be proposed to appoint Mr. Erbin Brian Keith as new member of the Board of Directors.

o) Ratification of Mr. Aarón Dychter Poltolarek as Chairman and member of the Audit Committee of the Company.

Shareholders will be proposed to ratify Mr. Aarón Dychter Poltolarek as Chairman and member of the Audit Committee of the Company.

p) Ratification of Mr. José Julián Sidaoui Dib as member of the Audit Committee of the Company.

Shareholders will be proposed to ratify Mr. José Julián Sidaoui Dib as member of the Audit Committee of the Company.

q) Ratification of Mr. Alberto Mulás Alonso as member of the Audit Committee of the Company.

Shareholders will be proposed to ratify Mr. Alberto Mulás Alonso as member of the Audit Committee of the Company.

r) Ratification of Mr. Jeffrey Stephen Davidow as member of the Audit Committee of the Company.

Shareholders will be proposed to ratify Mr. Jeffrey Stephen Davidow as member of the Audit Committee of the Company.

s) Ratification of Mr. Jeffrey Stephen Davidow as Chairman and member of the Corporate Practices Committee of the Company.

Shareholders will be proposed to ratify Mr. Jeffrey Stephen Davidow as Chairman and member of the Corporate Practices Committee of the Company.

t) Ratification of Mr. Aarón Dychter Poltolarek as member of the Corporate Practices Committee of the Company.

Shareholders will be proposed to ratify Mr. Aarón Dychter Poltolarek as member of the Corporate Practices Committee of the Company.

u) Ratification of Mr. José Julián Sidaoui Dib as member of the Corporate Practices Committee of the Company.

Shareholders will be proposed to ratify Mr. José Julián Sidaoui Dib as member of the Corporate Practices Committee of the Company.

v) Ratification of Mr. Joseph Allan Householder as member of the Corporate Practices Committee of the Company.

Shareholders will be proposed to ratify Mr. Joseph Allan Householder as member of the Corporate Practices Committee of the Company.

w) Ratification of Mr. Alberto Mulás Alonso as member of the Corporate Practices Committee of the Company.

Shareholders will be proposed to ratify Mr. Alberto Mulás Alonso as member of the Corporate Practices Committee of the Company.

x) 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.

Shareholders will be proposed to ratify and qualify, in accordance with the provisions of article 26 of the Securities Market Law, as independent members of the Board of Directors, Messrs. Jeffrey Stephen Davidow, Aarón Dychter Poltolarek, José Julián Sidaoui Dib and Alberto Mulás Alonso.

III. Compensation to the members of the Board of Directors and of the different Committees, as well as to the Secretary of the Company.

Shareholders will be proposed to approve the annual compensation received by each of the independent members of the Board of Directors for their performance in such Board, to the amount of US\$24,500.00 (twenty-four thousand five hundred dollars 00/100 legal currency of the United States of America), payable quarterly in 4 (four) equal payments.

Additionally, approval will be proposed so that each of the independent members of the Board of Directors will be paid an annual compensation of US\$39,000.00 (thirty-nine thousand dollars 00/100 legal currency of the United States of America) for their management in the Corporate Practices Committee and in the Audit Committee, payable quarterly in 4 (four) equal payments.

Likewise, approval will be proposed for each one of the independent members of the Board of Directors to be paid, a special bonus as a long-term incentive plan, in the amount of US\$46,500.00 (forty-six thousand five hundred dollars 00/100 legal currency of the United States of America), payable quarterly in 4 (four) equal payments.

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 Company's shares. 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 exercise of his duties at the date of conversion. For these purposes, it will be proposed to designate the non-independent members 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.

IV. Resolutions on the amount that may be allocated to the purchase of own shares in terms of the provisions of article 56, section IV of the Securities Market Law (*Ley del Mercado de Valores*); presentation of the report on the policies and agreements adopted by the Board of Directors of the Company, in relation to the purchase and sale of such shares.

Shareholders will be proposed to approve the maximum amount of resources to be allocated to the Fund for the repurchase of shares of the Company for the 2019 fiscal year.

V. 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 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].

Erbin Brian Keith. Erbin B. Keith is deputy general counsel for Sempra Energy. In this role, Keith leads the administration of the legal department and is responsible for critical regulatory and special initiatives for the company. Previously, from 2017 to 2019, Keith served as chief regulatory officer and special counsel for Sempra Energy. Prior to that, from 2015 to 2017, Keith served as chief risk officer and general counsel for San Diego Gas & Electric (SDG&E), one of Sempra Energy's regulated California utilities. Since joining Sempra Energy in 1998, Keith has held a variety of leadership positions, including Senior Vice President of External Affairs for Southern California Gas Co. (SoCalGas), Vice President of Regulatory Affairs and Chief Compliance Officer for Sempra Energy and President of Sempra Energy Solutions, a former Sempra Energy subsidiary focused on the commercial and industrial energy market. Prior to joining Sempra Energy, Keith served as General Counsel for CES Way. Prior to that, he was an associate attorney at Greenberg, Peden, Siegmyer & Oshman, P.C. based in Houston and was a lead engineer and project manager for Bernard Johnson, Inc. and Suttles, Madget & Dabney Consulting Engineers.

Keith serves on the Board of Directors of Voices for Children in San Diego County. He is a member of the State Bar of California and the State Bar of Texas and a licensed professional engineer. In 2001, Keith was selected as "Energy Professional of the Year" by the Association of Energy Engineers. He was appointed to the United States Department of Energy's first Federal Energy Management Advisory Committee. Keith holds a bachelor's degree in mechanical engineering from the University of Texas and a law degree from South Texas College of Law.