

ANNUAL GENERAL ORDINARY SHAREHOLDERS' MEETING  
July 7, 2020

GRUPO AEROPORTUARIO DEL CENTRO NORTE, S.A.B. DE C.V.

The following information is being provided to the shareholders with regards to several items of the agenda that will be presented for shareholders' approval at the Annual General Ordinary Shareholders' Meeting of Grupo Aeroportuario del Centro Norte, S.A.B. de C.V. (the "Company"), which will be held at 10:00am on the 7th day of July, 2020, in Salón Ballroom, of the Hyatt Regency Mexico City Hotel, Campos Elíseos 218, Colonia Polanco, Alcaldía Miguel Hidalgo, 11560, Mexico City, Mexico.

- I. Reports of the Board of Directors in accordance with Article 28, section IV, paragraphs (d) and (e) of the Mexican Securities Law, regarding the fiscal year ended as of December 31, 2019 and adoption of resolutions thereof.
  - [Report of the Chairman of the Board of Directors \(only in Spanish\)](#)
  
- II. Reports of the Chief Executive Officer and External Auditor in accordance with Article 28, section IV, paragraph (b) of the Mexican Securities Law, regarding the fiscal year ended as of December 31, 2019 and adoption of resolutions thereof.
  - [Report of the Chief Executive Officer \(only in Spanish\)](#)
  - [Audited Consolidated Financial Statements \(only in Spanish\)](#)
  - [Audited Individual Financial Statements \(only in Spanish\)](#)
  
- III. Reports and opinion referred to in Article 28, section IV, paragraphs (a) and (c) of the Mexican Securities Law, including the Fiscal Report referred to in article 76, section XIX of the Income Tax Law and adoption of resolutions thereof.
  - [Report of the Audit Committee \(only in Spanish\)](#)
  - [Report of the Corporate Practices, Finance, Planning and Sustainability Committee \(only in Spanish\)](#)
  - [Fiscal Report \(only in Spanish\)](#)

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#### IV. Allocation of results of the Company and adoption of resolutions thereof.

It is proposed to maintain without change the capital stock, the value of the shares held in Treasury, and the additional paid in capital, as a result of which total contributed capital remains unchanged at Ps. 331,524,683.94 (Three hundred thirty-one million, five hundred twenty-four thousand, six hundred eighty-three and 94/100 pesos).

With regards to the accounts that represent earned capital, the following is proposed:

- To transfer the results of the year in the amount of Ps. 3,219'798,440.08 (Three billion, two hundred nineteen million, seven hundred ninety-eight, four hundred forty and 08/100 pesos) to retained earnings.
- Legal reserve would remain unchanged.
- During 2019, the Company repurchased a total of 2,145,651 (two million, one hundred forty-five thousand, six hundred fifty-one) shares and from January 1, 2020 until today, has repurchased a total of 1,189,259 (one million, one hundred eighty-nine thousand, two hundred fifty-nine) shares. As a consequence, the Company has used Ps. 242,546,108.32 (two hundred forty-two million, five hundred forty-six thousand, one hundred eight and 32/100 pesos) and Ps. 149,082,655.49 (one hundred forty-nine million, eighty-two thousand, six hundred fifty-five and 49/100 pesos), during 2019 and 2020, respectively, from the reserve for the repurchase of shares. With the purpose of continuing with the share repurchase program, it is proposed to increase it to Ps. 1,500,000,000.00 (one billion, five hundred million and 00/100 pesos). For its restitution, based on the total number of shares repurchased from the date of the Shareholders' Meeting that approved the results of 2018 until the date of the present Shareholders' Meeting, for a total of 3,334,910 (three million, three hundred thirty-four thousand, nine hundred ten) shares, it is required to transfer Ps. 391,628,764.81 (three hundred ninety-one million, six hundred twenty-eight thousand, seven hundred sixty-four and 81/100 pesos) from retained earnings to the reserve for the repurchase of shares.

As a result of the foregoing movements, retained earnings as of the end of the year that were Ps. 4,845,604,311.58 (Four billion, eight hundred forty-five million, six hundred four thousand, three hundred eleven and 58/100 pesos) would increase to \$7,673'773,987.85 (Seven billion, six hundred seventy-three million, seven hundred seventy-three thousand, nine hundred eighty-seven and 85/100 pesos).

As a result, earned capital would remain unchanged with a balance of Ps. 9,383,585,432.51 (Nine billion, three hundred eighty-three million, five hundred eighty-five thousand, four hundred thirty-two and 51/100 pesos); and shareholders' equity would remain unchanged with a balance of Ps. 9,715,110,116.45 (Nine billion, seven hundred fifteen million, one hundred ten thousand, one hundred sixteen and 45/100 pesos).

**Note:** Due to the impact on the airport industry caused by the Covid-19 pandemic, no dividend is proposed to be declared.

**V. Discussion and approval of the amount for share repurchases and adoption of resolutions thereof.**

The reserve for repurchase of shares, which had a balance of Ps. 1,257,453,891.68 (One billion, two hundred fifty-seven million, four hundred fifty-three thousand, eight hundred ninety-one and 68/100 pesos) as of December 31, 2019, is proposed to increase it to Ps. \$1,500,000,000.00 (One billion, five hundred million 00/100 pesos) and authorize the Chief Executive Officer of the Company to use up to such amount of resources as of the date of this Meeting and until a Shareholders' Meeting approves the results for the year ended 2020, pursuant to Article 56 of the Securities Market Law. The Board of Directors would be authorized to approve the cancellation of any repurchased shares, if in the interest of the Company.

**VI. Discussion and, in the event, approval of a proposal to appoint and/or confirm members of the Board of Directors and the Chairs of the Audit and Corporate Practices, Finance, Planning and Sustainability Committees; determination of their respective emoluments and adoption of resolutions thereof.**

In accordance with the Company's Bylaws, the company Servicios de Tecnología Aeroportuaria, S.A. de C.V., holder of the Series BB shares of the Company, approves the reelection of Diego Quintana Kawage, Guadalupe Phillips Margain, and Rodrigo Antonio Quintana Kawage as proprietary members of the Board of Directors.

The Board of Directors proposes to the Shareholders' Meeting the following:

- The reelection of Diego Quintana Kawage as Chairman of the Board of Directors.
- The reelection of Próspero Antonio Ortega Castro, Christian Whamond and Bernardo Casas Godoy as proprietary members.
- The reelection of Ricardo Maldonado Yáñez, Martin Werner Wainfeld and Luis Ignacio Solórzano Aizpuru as independent members.
- The reelection of Adriana Díaz Galindo as Secretary (non-member) of the Board of Directors.
- The appointment of Ricardo Maldonado Yáñez as President of the Corporate Practices, Finance, Planning and Sustainability Committee.
- The appointment of Alejandro Ortega Aguayo as an independent member
- The appointment of Federico Patiño Márquez as an independent member

Based on approval of the foregoing proposals, the Board of Directors and its Committees would be integrated as follows:

#### BOARD OF DIRECTORS

Name	Position
Diego Quintana Kawage (*)	Chairman and Director
Guadalupe Phillips Margain (*)	Director
Rodrigo Antonio Quintana Kawage (*)	Director
Christian Whamond	Director
Bernardo Casas Godoy	Director
Próspero Antonio Ortega Castro	Director
Ricardo Maldonado Yáñez	Independent Director
Alejandro Ortega Aguayo	Independent Director
Federico Patiño Márquez	Independent Director
Martin Werner Wainfeld	Independent Director
Luis Ignacio Solórzano Aizpuru	Independent Director

\* Designated by the holders of the Series BB shares.

#### SECRETARY OF THE BOARD OF DIRECTORS

Name	Position
Adriana Díaz Galindo	Secretary, not member of the Board

#### AUDIT COMMITTEE

Name	Position
Martin Werner Wainfeld	Chairman / Independent Director
Alejandro Ortega Aguayo	Independent Director
Federico Patiño Márquez	Independent Director

#### CORPORATE PRACTICES, FINANCE, PLANNING AND SUSTAINABILITY COMMITTEE

Name	Position
Ricardo Maldonado Yáñez	Chairman / Independent Director
Alejandro Ortega Aguayo	Independent Director
Luis Ignacio Solórzano Aizpuru	Independent Director

#### Biographies

**Diego Quintana Kawage** Mr. Diego Quintana Kawage has been a member of our Board of Directors since April 2011 and has been its Chairman since April 16, 2013. He was a member of the Board of Directors of Empresas ICA from 2008 to 2016. He joined Empresas ICA in 1995 in the Project Finance Area where he worked until the year 2000. He served as General Director of VivelCA, S.A. de C.V., Empresas ICA's homebuilding company, from 2004 to 2009 and as Finance Director of VivelCA, S.A. de C.V., from 2000 to 2003. He holds an economics degree from the Universidad Anáhuac and has a Master's of Science in management from Stanford University.

**Guadalupe Phillips Margain.** Ms. Guadalupe Phillips Margain has been the Chief Executive Officer of ICA Tenedora, S.A. de C.V. and is a member of its board of directors. Previously, she has worked as Chief Restructuring Officer of ICA, as well as Vice President of Finance and Risk Management for Grupo Televisa among other positions. She is a member of the boards of directors of Innova, Grupo AXO. She is also an alternate member of the boards of directors of Grupo Televisa and Grupo Financiero Banorte and has recently been invited as proprietary member of the board of directors of Volaris. Ms. Phillips holds a law degree from the Instituto Tecnológico Autónomo de México and an M.A. and Ph.D. from the Fletcher School at Tufts University.

**Rodrigo Antonio Quintana Kawage.** Mr. Rodrigo Antonio Quintana Kawage was appointed Chief Financial Officer of Grupo ICA in September of 2019. Since June 2010, he has been serving as its General Counsel, and a member of its Board of Directors since November 2016. Previously, Mr. Quintana served as Secretary of OMA's Board of Directors. He has worked as a legal intern at Banco de Mexico, Mexico's central bank, and as an associate in the finance practice of Mayer Brown, a global law firm, in its Chicago and New York offices. Mr. Quintana joined Grupo ICA's legal department in 2001, and then rejoined after leaving Mayer Brown in January 2009. Mr. Quintana holds law degrees from the Instituto Tecnológico Autónomo de México in Mexico City and from the University of Chicago Law School. He is the brother of Mr. Diego Quintana, the Chairman of OMA's Board.

**Christian Whamond.** Mr. Christian Whamond has been Portfolio Manager and Director of Corporate Credit at Fintech Advisory Inc. since joining the firm in 2012. He is responsible for directing and managing investments in corporate fixed income and equities. Prior to joining Fintech, Mr. Whamond worked at BTG Pactual where he had responsibility for managing and trading a portfolio of Latin American fixed income corporate credits. He joined BTG Pactual from James Caird Asset Management, a principal investment firm spun-off from Moore Capital where, as Emerging Markets Portfolio Strategist, he co-managed a portfolio of Emerging Markets sovereign and corporate credits. Mr. Whamond worked from 2007 to 2008 for Lehman Brothers' Global Principal Strategies group (later renamed R3) where he helped manage the Emerging Markets credit portfolio. Prior to this, Mr. Whamond worked at JPMorgan, where he started his career in the Investment Bank in 1996 as a financial analyst and investment banker covering clients from the Buenos Aires office. He was later a Vice President in JPMorgan's Latin American Mergers and Acquisitions group in New York and afterwards joined the Latin American Sales and Trading group, where he was responsible for trading and positioning complex Latin American corporate credits. Mr. Whamond holds an Industrial Engineering degree from the Instituto Tecnológico de Buenos Aires in Argentina.

**Bernardo Casas Godoy.** Mr. Bernardo Casas Godoy joined Grupo ICA in 1990 as a lawyer in the legal-fiscal department. He also participated as Legal Director in several business units of ICA, including the areas of contracts, financial matters, corporate, housing and urban construction. Currently, Mr. Casas is General Counsel and responsible for the Corporate Fiscal and Capital Control Direction. Mr. Casas holds a law degree from Universidad Panamericana and has obtained certifications in Tax Law, Civil Law and Amparo from the same institution. He also attended an executive program at the Instituto Panamericano de Alta Dirección de Empresas (IPADE) in Mexico City.

**Próspero Antonio Ortega Castro.** Mr. Prospero Antonio Ortega Castro has been the Corporate Director of Administration of Grupo ICA since 2015. Previously, he held positions in a number of Grupo ICA's business units. Prior to joining Grupo ICA in 1995, Mr. Ortega worked as an auditor at Price Waterhouse. Mr. Ortega holds a degree in Finance and Accounting from the Universidad de las Americas in Puebla and a Master's degree in Administration from the Instituto Tecnológico de Estudios Superiores de Monterrey. He also attended an executive program at the Instituto Panamericano de Alta Dirección de Empresas (IPADE) in Mexico City.

**Ricardo Maldonado Yáñez.** Mr. Ricardo Maldonado Yáñez is a partner at the law firm Mijares, Angoitia, Cortés y Fuentes, S.C. He has over 25 years of experience providing advice and counsel to Mexican and foreign companies on domestic and cross-border merger and acquisition transactions, joint ventures and strategic alliances, and in corporate governance matters. He also represents issuers and financial institutions in domestic and international, public and private, debt and equity offerings, and advises clients in the negotiation, structuring and drafting of all types of financings and in infrastructure projects. Mr. Maldonado serves as member and/or secretary of the Board of Directors of companies such as Consorcio Ara, Grupo Televisa, Controladora Vuela Compañía de Aviación (Volaris), Grupo Financiero Banorte, Operadora de Servicios Mega, Grupo Axo, ICA Tenedora and Pueblo Bonito Golf & SPA Resorts (Blazki), among others. Mr. Maldonado holds a law degree from the Universidad Nacional Autónoma de México (UNAM) and an LLM from the University of Chicago Law School. On pro-bono work, he is a member of the Board of Endeavor Mexico and of the Board of Trustees of the Mexican Bar Foundation, among others.

**Alejandro Ortega Aguayo.** Alejandro Ortega obtained his bachelor's degree in law from the Instituto Tecnológico Autónomo de México. He later obtained his master's in business administration at Harvard Business School. In 1991 he joined the law firm Barrera, Siqueiros y Torres Landa, S.C. (currently Hogan Lovells). In 1997 he joined the Investment Banking firm of Donaldson Lufkin & Jenrette in New York City. In 2002 he returned to Mexico City as Vice President of UBS Investment Bank. He acted as head of Investment Banking in Mexico for UBS until 2011, when he joined Morgan Stanley as head of Investment Banking for Mexico, where he gained significant experience in industries such as infrastructure, energy & electricity, financial institutions, real estate, healthcare, and media & telecom. As of January 2020 he works as an independent advisor, advising several Mexican and global companies and funds in their businesses both in Mexico and cross border.

**Federico Patiño Márquez.** Mr. Patiño's career focus has been primarily on the Finance sector. From 1980 to 2008 he held a number of positions in Nacional Financiera such as Deputy General Manager of Credit, Deputy General Manager of Finance, Deputy General Manager of Development and Deputy General Manager of Investment Banking, among others. He was responsible for the creation of the Mexican Corporation for Capital Investments (CMIC). He coordinated the placement of Mexican airport groups in the stock market and was responsible for the funding of Mexico City International Airport's Terminal 2 and the divestiture of the first FARAC highway bundle. In 2008 he was commissioned to create the National Infrastructure Fund (FONADIN) and was appointed Investment Banking Director at BANOBRAS and Fiduciary Delegate at said Trust Fund, with the responsibility of the financial structure of infrastructure Public Private Partnership projects until 2013. He was Chief Executive Officer of Grupo Aeroportuario de la Ciudad de México from 2015 to 2018.

**Martin Werner Wainfeld.** Mr. Martin Werner Wainfeld is the founding partner of DD3 Capital Partners, an investment and advisory firm based in Mexico City. Mr. Werner was co-head of the Investment Bank for Latin America and Director General of Goldman Sachs in Mexico from 2000 to 2016. Previously, he was Undersecretary of Finance in Mexico for the period 1997-1999. He was in charge of the restructuring of Mexico's external public debt during the 1994-1995 financial crisis. Mr. Werner has 16 years' experience in investment banking and participated in more than ninety merger and acquisition and financing transactions. He is a member of the Board of Directors of Grupo Comercial Chedraui and is a member of the council of the Yale University Business School and Chairman of the Endowment Committee for the Colegio Americano. Mr. Werner holds an economics degree from the Instituto Tecnológico Autónomo de México (ITAM) and a Ph.D. in economics from Yale University.

**Luis Ignacio Solórzano Aizpuru.** Mr. Solorzano is a partner and Chief Executive Officer of Acamar Partners, an investment management firm that in 2019 raised a \$305 million SPAC listed on NASDAQ. Mr. Solorzano has 20 years of investment experience across various sectors and geographies. Mr. Solorzano has served on the boards of various public and private companies, including Dufry, Grupo Aeroportuario del Centro Norte, Aerodom, InverCap Holdings and Viakem. Mr. Solorzano began his career with BankBoston Capital, where he spent 4 years making private equity investments and corporate loans across Latin America. In 2001, Mr. Solorzano joined Advent International becoming a partner and Managing Director in 2008. He served as Chairman of the Latin America's Investment Committee from 2013 to 2017. During his tenure at Advent, Mr. Solorzano participated in various investments and management activities encompassing various of Advent's private equity funds. He was a key executive involved in the raising of three funds for a cumulative U.S.\$5 billion, and he played a leading role in 15 investment transactions in various sectors, including retail and consumer, financial services, industrials, information technology and infrastructure. Mr. Solorzano also played a significant role in supporting portfolio companies in the design and implementation of various strategic, operating and financial value creation initiatives. Mr. Solorzano's investment experience covers both the Americas and Europe. Mr. Solorzano graduated with a degree in Economics (cum laude) from the Instituto Tecnológico Autónomo de Mexico (ITAM) and an MBA from Harvard Business School.



With respect to the emoluments for Directors, the Chairman of the Board proposes the ratification of the following:

- Payment of an emolument of Ps. 75,000.00 (Seventy-five thousand pesos), to Directors, permanent invitees, and Secretaries, for each meeting of the Board or Committee that they attend, and to the Chairmen that preside at the meetings of the Board or Board Committees, in each case, payment of an emolument of Ps. 85,000.00 (Eighty-five thousand pesos).
- Ratification of payment of an honorarium in the amount of Ps. 4,000.00 (Four thousand pesos) to Directors for each hour that they dedicate to the affairs of the Company, and to take care of matters assigned to them by the Board, by means of a presentation to the Company's management of a report of the work undertaken.

**VII. Appointment of Special Delegates.**

Additional information not available

**EXTRAORDINARY SHAREHOLDERS' MEETING AGENDA**

- I. **Discussion and, in the event, approval of a proposal to cancel Series B shares acquired in accordance with article 56 of the Mexican Securities Law, and thereby to reduce the minimum or fixed social capital of the Company, and, in the event, to modify Article Six of the Bylaws of the Company and adoption of resolutions thereof.**

As of April 30, 2020, the Company had 3,659,417 (Three Million, Six Hundred Fifty-Nine Thousand, Four Hundred Seventeen) shares in its treasury.

- II. **Appointment of Special Delegates.**

Additional information not available



#### About OMA

Grupo Aeroportuario del Centro Norte, S.A.B. de C.V., known as OMA, operates 13 international airports in nine states of central and northern Mexico. OMA's airports serve Monterrey, Mexico's third largest metropolitan area, the tourist destinations of Acapulco, Mazatlán, and Zihuatanejo, and nine other regional centers and border cities. OMA also operates the NH Collection Hotel inside Terminal 2 of the Mexico City airport and the Hilton Garden Inn at the Monterrey airport. OMA employs over 1,000 persons in order to offer passengers and clients airport and commercial services in facilities that comply with all applicable international safety, security, and ISO 9001:2008 environmental standards. OMA is listed on the Mexican Stock Exchange (OMA) and on the NASDAQ Global Select Market (OMAB). For more information, visit:

- Webpage <http://ir.oma.aero>
- Twitter <http://twitter.com/OMAeropuertos>
- Facebook <https://www.facebook.com/OMAeropuertos>