



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

SHAREHOLDERS' MEETING CALL

The Board of Directors of Grupo Aeroportuario del Centro Norte, S.A.B. de C.V., in compliance with articles 28, section IV and 42 of the Mexican Securities Law (*"Ley del Mercado de Valores"*), and in accordance with Articles 181, 183, 186, and 187 of the Mexican General Law of Corporations (*"Ley General de Sociedades Mercantiles"*) and articles Thirty Four, Thirty Five and Thirty Six of the Bylaws of the Company, hereby calls its shareholders to attend the **Annual General Ordinary and Extraordinary Shareholders' Meetings**, which will be held at **9:00am** on the **18th day of April, 2012**, in the Conference Room located on the 8th floor of the Torre Esmeralda II building at Boulevard Manuel Ávila Camacho No. 36, Lomas de Chapultepec, C.P. 11000, Mexico City, Federal District, Mexico where the following matters will be discussed:

**AGENDA
ANNUAL GENERAL ORDINARY SHAREHOLDERS' MEETING**

- I. Report 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, 2011.
- II. Reports from 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, 2011.
- 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 86, section XX of the Income Tax Law.
- IV. Discussion, approval, and amendment, if any, of the Reports mentioned in items I and II above. Resolutions in this regard.
- V. Allocation of net income, increase in reserves, and approval of the amounts for share repurchases. Resolutions in this regard.
- VI. Designation or ratification, as required, of the members of the Board of Directors, the Chairman of the Board of Directors, the Chairman of the Audit, Corporate Practices, Finance and Planning Committee, and the Secretary and Alternate Secretary of the Board of Directors. Resolutions in this regard.

**AGENDA
EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING**

- I. Discussion and approval, if any, of a proposal of the Board of Directors to modify Article Six of the Company's Bylaws in order to reduce the minimum fixed Capital by means of a reimbursement to shareholders in the amount of Ps. 1.25 to be paid in cash for each share outstanding. Resolutions in this regard.
- II. Appointment of Special Delegates. Resolutions in this regard.

In order to be entitled to attend the Shareholders' Meeting, shareholders shall obtain an entry pass issued and delivered by the Secretary of the Company at the address set forth below, starting the fourth business day prior to the meeting date, and in accordance with the following terms:

- a. Shareholders must be registered in the Share Registry of the Company or validate the ownership of their shares or certificates pursuant to Articles 290 and 293 of the Mexican Securities Law. The Share Registry will be closed to new entries three days prior to the date of the Shareholders' Meeting and will remain closed during the Shareholders' Meeting.
- b. Shareholders shall deposit their share certificates as provided in paragraph (a) above, at the offices of the Company set forth below, or at SD Indeval S.A. de C.V., Institución para el Depósito de Valores, or at any national or foreign banking institution, and exhibit to the Company the documents evidencing such deposit issued by the respective institution for such purposes.
- c. Shareholders may attend the Shareholders' Meeting in person or through authorized representatives, using a proxy form in accordance with Article 49, section III of the Mexican Securities Law, or any other method of representation authorized by law; therefore, the shareholders shall, as appropriate, in addition to the deposit certificate mentioned in paragraph (b) above, enclose the proxy form referred to herein. Said proxy form is available at the address set forth below.
- d. Brokerage firms and other financial institutions shall, for purposes of obtaining an entry pass, present a list that contains the name, address, and nationality of the shareholder, and the number of shares represented, duly signed by the officer responsible for the preparation of the list.

The share certificates duly deposited with the Secretary of the Board of Directors by the shareholders or their representatives for attendance purposes will only be returned after the adjournment of the meeting and by returning the voucher issued to the shareholders or their representatives.

Further note that the proxy form, entry passes, and supporting documentation related to the matters listed in the Agenda shall be available to shareholders at the offices located at the Conference Room located on the 9th floor of the Torre Esmeralda II building at Boulevard Manuel Ávila Camacho No. 36, Lomas de Chapultepec, C.P. 11000, Mexico City, from Monday, April 9 to Tuesday April 17, 2012 from 9:00 AM to 2:00 PM and from 4:00 PM to 7:00 PM, or on the Company's webpage, www.oma.aero.

Mexico City, D.F., on the 22d day of March 2012

José Luis Guerrero Álvarez
Chairman of the Board of Directors