



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

SUMMARY OF RESOLUTIONS ADOPTED BY THE GENERAL EXTRAORDINARY SHAREHOLDERS' MEETING CONVENED IN A SECOND CALL, May 31, 2017

- I. DISCUSSION AND, IN THE EVENT, APPROVAL OF A PROPOSAL TO CANCEL 6,229,027 SERIES B SHARES ACQUIRED IN ACCORDANCE WITH ARTICLE 56 OF THE MEXICAN SECURITIES LAW, AND THEREBY TO REDUCE THE MINIMUM OR FIXED CAPITAL STOCK OF THE COMPANY, AND, IN THE EVENT, TO MODIFY THE TEXT OF ARTICLE SIX OF THE BYLAWS OF THE COMPANY. RESOLUTIONS IN THIS REGARD.

Resolutions approved by a majority of the outstanding shares:

**FIRST.** – Approval is given to cancel 6,229,027 (six million, two hundred twenty-nine thousand, twenty-seven) Series “B” shares representative of the minimum or fixed capital stock, and acquired by the Company in accordance with Article 56 of the Mexican Securities Law, and thereby to reduce the minimum or fixed capital stock of the Company by the theoretical value of the same, which is Ps.4,802,880.88 (Four million, eight hundred two thousand, eight hundred eighty and 88/100 pesos).

**SECOND.** - In connection with the foregoing, the shareholders recognize that the reduction in the minimum or fixed capital stock of the Company does not imply any reimbursement in their favor.

**THIRD.** - As a result of the cancellation of the Treasury Stock and the reduction in the minimum or fixed capital stock of the Company as proposed in the prior resolutions, the minimum fixed capital stock, fully subscribed and paid in, totals Ps.303,643,945.87 (three hundred three million, six hundred forty-three thousand, nine hundred forty-five and 87/100 pesos) represented by 393,770,973 (three hundred ninety-three million, seven hundred seventy thousand, nine hundred seventy-three) ordinary shares, nominative and without par value, of which 49,766,000 (forty-nine million, seven hundred sixty-six thousand) shares correspond to Series “BB” and 344,004,973 (three hundred forty-four, four thousand, nine hundred seventy-three) correspond to Series “B”.

**FOURTH.** – Approval is given to modify the first paragraph of Article Sixth of the Bylaws of the Company so that, going forward, it will read:

*“SIXTH ARTICLE. Capital Stock.*

*The capital stock shall be variable. The minimum fixed share capital without right of withdrawal is Ps.303,643,945.87 (Three Hundred Three Million, Six Hundred Forty-three Thousand, Nine Hundred Forty-five and 87/100 Mexican Pesos) representing 393,770,973 (Three Hundred Ninety-three Million,*

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***Seven Hundred Seventy Thousand, Nine Hundred Seventy-three** registered ordinary shares of Class I, without par value, fully subscribed and paid-in. The variable part of the capital stock is unlimited and shall be represented by the amount of registered ordinary shares of Class II, and shall have other characteristics set by the shareholders' meeting that approves their issuance. Both classes of the capital stock of the Company shall be divided into two series of shares as follows. ..."*

**FIFTH.** – As a result of the previous resolution, approval is given for the definitive copy of the Bylaws of Grupo Aeroportuario del Centro Norte, S.A.B. de C.V. and which are attached as Annex "A" to these resolutions.

**SIXTH.** – Authorization is given to the Company to carry out all the filings required or convenient in accordance with the Securities Market Law, the General Dispositions applicable to Issuers of Securities and other participants in the Securities Market (the "Sole Circular for Issuers") and the internal regulations of the Bolsa Mexicana de Valores, S.A.B. de C.V. ("BMV"), in order to request that the National Banking and Securities Commission ("CNBV") update the inscription of the shares representing the Company's capital stock in the National Share Registry, as a result of the cancellation of Own Shares and the reduction in the minimum fixed capital stock of the Company, as was approved in the preceding resolutions.

**SEVENTH.** – Authorization is given to the Company to: (i) cancel the definitive share certificates currently in circulation, as well as those deposited in S.D. INDEVAL, Institución para el Depósito de Valores, S.A. de C.V. ("Indeval"); (ii) issue new share certificates that reflect the amendments and updates that derive from the foregoing resolutions; and (iii) to undertake the exchange of the definitive share certificates currently in circulation and those deposited in Indeval for the new share certificates, in accordance with the notice that the Company gives in accordance with article 34, section IV, paragraph (b) of the Sole Circular for Issuers.

**EIGHTH.** – The Secretary and/or Prosecretary are instructed, acting jointly or severally, to make such publications as are referred to by the Thirteenth Article of the Bylaws and article 9th of the General Law on Corporations, and make known – by means of the appropriate announcements required by law – of the procedure for cancellation, substitution, and delivery of new share certificates representing the Company's capital stock.

**NINTH.** – The Secretary and/or Prosecretary are instructed, acting jointly or severally, to make known to Indeval the intent of the foregoing resolutions in preparation for the cancellation, issuance, and exchange of the new share certificates that need to be issued for the account of the referenced institution, as the effect of the cancellation of the shares acquired by the Company and the bylaw amendments authorized by the Meeting.

**TENTH.** – Make the corresponding entries in the accounting, Share Registry, and Changes in Stockholders' Equity records of the Company.

#### IV. APPOINTMENT OF SPECIAL DELEGATES.

Resolutions approved by a majority of the outstanding shares:

**FIRST.** - Bernardo Casas Godoy, Alfredo Domínguez Sánchez, and Jessika Leticia Guerrero are appointed special delegates in order to carry out, jointly or severally, such acts as might be necessary to make effective each of the resolutions approved by this Meeting and to formalize them by means of partial or total protocols of the acts of this General Extraordinary Shareholders' Meeting, before a Notary Public of their selection, to issue certified copies of the same, and to undertake all those acts required to formalize and give effect to the resolutions adopted by this Meeting, as well as to undertake any other actions complementary to the foregoing or that might be necessary or useful to give full effect to these resolutions.

**SECOND.** - The Secretary and Prosecretary are instructed, acting jointly or severally, to make such publications or notices as might be required by the resolutions of this General Extraordinary Shareholders' Meeting.

#### 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>
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