



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

**SUMMARY OF RESOLUTIONS ADOPTED BY THE ANNUAL GENERAL EXTRAORDINARY  
SHAREHOLDERS' MEETING  
April 28, 2017**

In accordance with the provisions of the General Law on Corporations (*Ley General de Sociedades Mercantiles*), the quorum required for an Extraordinary Shareholders' Meeting was not reached. A second call will be made to the shareholders in order to hold this meeting.

**SUMMARY OF RESOLUTIONS ADOPTED BY THE ANNUAL GENERAL ORDINARY  
SHAREHOLDERS' MEETING  
April 28, 2017**

**IV. DISCUSSION, APPROVAL, AND AMENDMENT, IF ANY, OF THE REPORTS MENTIONED IN ITEMS I  
AND II ABOVE. RESOLUTIONS IN THIS REGARD.**

The shareholders approved by a majority the following:

**FIRST.** - The reports and opinion of the Board of Directors, the report of the Chief Executive Officer, including the audited consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2016, the legal entity financial statements of the Company, the Fiscal Report and the reports presented by the Audit Committee and the Corporate Practices, Finance, Planning and Sustainability Committee were approved, in their entirety and in each of their parts.

**SECOND.** - Append to the record of the Resolutions of the Meeting copies of the reports and opinion mentioned in the previous point, and copies of the consolidated financial statements and the legal entity financial statements of the Company for the year ended December 31, 2016.

**V. ALLOCATION OF NET INCOME, INCREASE IN RESERVES, APPROVAL OF THE AMOUNTS FOR  
SHARE REPURCHASES, AND DECLARATION OF DIVIDENDS, IF ANY. RESOLUTIONS IN THIS  
REGARD.**

The shareholders approved by a majority the following:

**Chief Financial Officer:**

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**FIRST.** - The applications of results and the determination of the final balances were approved in the form and according to the terms proposed by the Board of Directors, as presented by the Chairman of the Board of Directors.

**SECOND.** – Approval was given for a reserve for share purchases of Ps. 1,500,000,000.00 (One billion, five hundred million pesos).

**THIRD.** - Approval was given to allocate up to Ps.1,500,000,000.00 (One billion, five hundred million pesos) for acquisition of the Company's Series B shares; to authorize the Director General of the Company to use up to this amount of resources from the date of this Meeting and until a Shareholders' Meeting approves the results of 2017, in accordance with Article 56 of the Securities Market Law; and to authorize the Board of Directors to approve the cancellation of any repurchased shares, if such is in the interest of the Company.

**FOURTH.** – Declaration of a cash dividend of Ps. 1,600,000,000.00 (One billion, six hundred million pesos), representing Ps. 4.00 (four pesos) per share, to be paid to Shareholders registered in the Company's Share Registry or that validate the ownership of their shares or certificates in accordance with the Mexican Securities Law, to be paid in a single payment no later than May 31, 2017, against the delivery of coupon 2 attached to the definitive share certificates.

**FIFTH.** - The Secretary and/or Prosecretary of the Board of Directors are instructed, acting jointly or severally, to make such notices as might be required by law regarding the payment of the dividend no later than the date and in the amount indicated.

**VI. DISCUSSION AND, IN THE EVENT, APPROVAL OF A PROPOSAL TO NOMINATE AND/OR RATIFY MEMBERS OF THE BOARD OF DIRECTORS AND THE CHAIRS OF THE AUDIT AND CORPORATE PRACTICES, FINANCE, PLANNING AND SUSTAINABILITY COMMITTEES, AND DETERMINE THE CORRESPONDING EMOLUMENTS. RESOLUTIONS IN THIS REGARD.**

The shareholders approved by a majority the following:

**FIRST.** - Elsa Beatriz García Bojorges, Alberto Felipe Mulás Alonso, Ricardo Gutiérrez Muñoz, Ricardo Maldonado Yañez, and Felipe Duarte Olvera were ratified as independent Directors.

**SECOND.** - Diego Quintana Kawage was ratified as Chairman of the Board of Directors.

**THIRD.** - Elsa Beatriz García Bojorges was ratified as Chair of the Audit Committee.

**FOURTH.** - Alberto Felipe Mulás Alonso was ratified as Chair of the Corporate Practices, Finance, Planning and Sustainability Committee.

**FIFTH.** - Alfredo Domínguez Sánchez was ratified as Prosecretary of the Board of Directors, without being a member of the Board of Directors.

Accordingly, and taking into account the resolutions adopted by the Shareholders' Meeting on February 24, 2017, the Board of Directors, the Board Secretary, and the Board committees are made up as follows:

### **BOARD OF DIRECTORS**

<b>Member</b>	<b>Position</b>	<b>Series</b>	<b>Alternate</b>
Diego Quintana Kawage	Chairman	BB	--
Guadalupe Phillips Margain	Director	BB	--
Rodrigo Antonio Quintana Kawage	Director	BB	--
Jacques Edouard Julien FOLLAIN	Director	B	Patrice BASTID
Pablo García Aguilar	Director	B	--
Próspero Antonio Ortega	Director	B	--
Elsa Beatriz García Bojorges	Independent Director	B	--
Alberto Felipe Mulás Alonso	Independent Director	B	--
Ricardo Gutiérrez Muñoz	Independent Director	B	--
Ricardo Maldonado Yañez	Independent Director	B	--
Felipe Duarte Olvera	Independent Director	B	--

### **SECRETARY OF THE BOARD OF DIRECTORS**

Bernardo Casas Godoy	Secretary, not a member of the Board
Alfredo Domínguez Sánchez	Prosecretary, not a member of the Board

### **AUDIT COMMITTEE**

Elsa Beatriz García Bojorges	Chair
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### **CORPORATE PRACTICES, FINANCE, PLANNING AND SUSTAINABILITY COMMITTEE**

Alberto Felipe Mulás Alonso	Chair
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**SIXTH.** – The designations of the members of the Board of Directors, the Chairman of the Board, the Chairs of the Board Committees, and the Prosecretary of the Board made by this Meeting will be in force and the persons

designated will remain in their positions until the Shareholders' Meeting that will approve the results of 2017 convenes.

**SEVENTH.** – Payment was approved of an emolument of Ps. 60,000 (Sixty thousand pesos) net to Board Members, permanent invitees, and Secretaries for each meeting of the Board of Directors or Board Committee that they attend; and an emolument of Ps. 70,000 (Seventy thousand pesos) net to the Board Member who presides at a meeting of the Board of Directors or Board Committee, in each instance.

**EIGHTH.** – Payment was approved of an honorarium of Ps. 4,000 (Four thousand pesos) net to Board Members for every hour they dedicate to the Company's affairs, regarding matters that they have been charged with by the Board of Directors, by means of presentation to management of a report of the work so carried out.

**NINTH.** – These emoluments and their terms will remain in force until a Shareholders' Meeting modifies them.

#### **VII. APPOINTMENT OF SPECIAL DELEGATES.**

The shareholders approved by a majority the following:

**FIRST.** - Bernardo Casas Godoy, Alfredo Domínguez Sánchez, and Jessika Leticia Guerrero were 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 Shareholders' Meeting and to formalize them by means of partial or total protocols of the acts of the Meeting, before a Notary Public of their selection, 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 were instructed, acting jointly or severally, to make such publications or notices as might be required by the Resolutions of this Ordinary General 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>
- Twitter <http://twitter.com/OMAeropuertos>
- Facebook <https://www.facebook.com/OMAeropuertos>