



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

### RESOLUTIONS APPROVED BY THE ANNUAL GENERAL SHAREHOLDERS' MEETING HELD ON APRIL 14, 2011.

#### **I. Reports of the Board of Directors in accordance with Article 28, Part IV, Paragraphs (d) and (e) of the Securities Market Law with respect to the fiscal year ended December 31, 2010.**

The reports were made to the shareholders, in accordance with the first agenda item.

#### **II. Report of the Chief Executive Officer and External Auditor's Opinion with respect to the matters included in Article 28, Part IV, Paragraph (b) of the Securities Market Law, with respect to the fiscal year ended December 31, 2010.**

The reports were made to the shareholders, in accordance with the second agenda item.

#### **III. Reports, opinion and approval by the Shareholders' Meeting, referred to in Article 28, section IV, paragraphs (a) and (c) of the Mexican Securities Law, including the Fiscal Report.**

The reports were made to the shareholders, in accordance with the third agenda item.

#### **IV. Discussion and approval and, where appropriate, modification of the reports referred to in items I and II above.**

The following resolutions were approved by a vote of **373, 839,786** shares:

**First.-** The reports of the Board of Directors and of the Chief Executive Officer were approved in their entirety, including the audited financial statements for the 2010 fiscal year, the Fiscal Report, as well as the report of the Audit, Corporate Practices, Finance and Planning Committee.

**Second.-** A copy of the reports referred to in the prior point is attached to the Minutes of the Shareholders' Meeting.

#### **V. Allocation of the results, increase in reserves, and declaration of dividends, if any. Resolutions in this regard.**

The following resolutions were approved by a vote of **374, 119,026** shares:

**First.-** The allocation of results and the determination of the final amounts were approved in the form proposed by the Board of Directors and in accordance with the presentation of the Chairman of the Board.

**Second.-** Allocate up to Ps. 400,000,000 for acquisition of Company's Series B shares during the 2011 fiscal year and until the next Annual Shareholders' Meeting approves the 2011 results.

**Third.-** Payment of a cash dividend of Ps. 400,000,000, equivalent to Ps. 1.00 per share, was approved, to be paid in four equal quarterly installments as follows: on July 15, 2011, against delivery of Coupon 19; October 17, 2011, against delivery of Coupon 20; January 16, 2012, against delivery of Coupon 21; and April 16, 2012, against delivery of Coupon 22; which coupons are attached to the definitive stock certificates. The amount to be paid in each installment will be Ps. 0.25 per share in favor of the shareholders registered in the Share Registry of the Company or to others who demonstrate their ownership of shares or certificates in accordance with the Securities Markets Law.

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**Fourth.-** The Secretary of the Board of Directors was instructed to make such public notices as appropriate regarding the payment of the dividends on the dates and in the amounts approved.

**VI. Modification of the dividend policy.**

The following resolution was approved by a vote of **373, 847,410** shares:

**Sole article.-** The modification of the dividend policy is approved, in the form proposed, and will become effective with the approval of the results for the 2011 fiscal year.

**VII. Designation, or ratification, of the members of the Board of Directors and the Chairman of the Audit, Corporate Practices, Finance and Planning Committee. Resolutions in this regard.**

The following resolutions were approved by a vote of **372, 897,914** shares:

**First.-** José Luis Guerrero Álvarez and Sergio Fernando Montaña León were ratified as Members of the Board Directors.

**Second.-** Jean Marie Chevallier (and Jacques Follain as his alternate), Luis Fernando Zárate Rocha, and Alonso Quintana Kawage were ratified as Members of the Board of Directors designated by the holders of Series BB shares.

**Third.-** Luis Guillermo Zazueta Domínguez, Alberto Mulás Alonso, Salvador Alva Gómez, and Fernando Flores Pérez were ratified as Independent Members of the Board of Directors.

**Fourth.-** Cristina Gil White was designated as an Independent Member of the Board of Directors and Diego Quintana Kawage was designated as a Member of the Board of Directors.

**Fifth.-** José Luis Guerrero Álvarez was named Chairman of the Board of Directors and Manuel De La Torre Meléndez was named Secretary of the Board of Directors (but not a Member of the Board).

**Sixth.-** The Board of Directors, comprising those members nominated by the holders of Series BB shares and those approved by the Shareholders' Meeting, is made of up the following persons:

**MEMBERS OF THE BOARD OF DIRECTORS**

<b>Name</b>	<b>Position</b>
José Luis Guerrero Álvarez	Chairman
Luis Fernando Zarate Rocha	Director
Alonso Quintana Kawage	Director
Diego Quintana Kawage	Director
Sergio Fernando Montaña León	Director
Jean Marie Chevallier	Director
Jacques Follain (alternate)	
Luis Zazueta Domínguez	Independent Director
Alberto Felipe Mulás Alonso	Independent Director
Salvador Alva Gómez	Independent Director
Cristina Gil White	Independent Director
Fernando Flores Pérez	Independent Director

**Seventh.-** Luis Guillermo Zazueta Domínguez was ratified as the Chairman of the Committee for Audit, Corporate Practices, Finance, and Planning.



Eighth.- The emoluments for the Members of the Board of Directors was approved in accordance with the presentation of the Chairman of the Board.

**VIII. Designation of authorized persons to carry out the resolutions adopted by the Shareholders and formalize the resolutions adopted during the meeting.**

The following resolutions were approved by a vote of **374, 956,518** shares:

**First.-** Manuel De La Torre Meléndez, Alfredo Domínguez Sánchez, Jessika Leticia Guerrero González, and Angélica Batista González were appointed as special delegates to carry out, severally or individually, the acts necessary to make effective each of the resolutions adopted by the 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 election.

**Second.-** The Secretary of the Board of Directors was instructed to make such publications and public notices as appropriate with respect to the resolutions of this Meeting.

