



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. (the "Company"), 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, 182, 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' Meeting**, which will be held starting at **9:00am** on the **23d day of April, 2015**, 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:

**ANNUAL GENERAL ORDINARY SHAREHOLDERS' MEETING
AGENDA**

- 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, 2014.
- 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, 2014.
- 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 in effect for the 2013 fiscal year.
- 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. Discussion and, in the event, approval of a proposal to nominate and ratify members of the Board of Directors and the Chairs of the Audit and Corporate Practices, Finance, Planning and Sustainability Committees. Resolutions in this regard.
- VII. Discussion and, in the event, approval, of a proposal to pay emoluments to members of the Board of Directors and the board Committees. Resolutions in this regard.
- VIII. Appointment of Special Delegates. Resolutions in this regard.

**EXTRAORDINARY SHAREHOLDERS' MEETING
AGENDA**

- I. Discussion and, in the event, approval of a proposal of the Board of Directors to reduce the minimum or fixed capital by means of a reimbursement to shareholders of Ps. 3.00 (three and 00/100 pesos) per share, without reducing the number of shares representing social capital, and, in the event, to amend Article Six of the Company's Bylaws. Resolutions in this regard.
- II. Discussion regarding the renewal or non-renewal of the Technical Assistance and Technology Transfer Agreement dated June 14, 2000, between the Company and the Company's subsidiaries that hold the airport concessions, on the one hand; and Servicios de Tecnología Aeroportuaria, S.A. de C.V., Aeroinvest, S.A. de C.V., and Aéroports de Paris Management, S.A., on the other, as amended November 27, 2006.
- III. In the event of the non-renewal of the Technical Assistance and Technology Transfer Agreement, approval of the conversion of the Series "BB" shares of the Company into Series "B" shares, and the comprehensive amendment of the Bylaws of the Company, including specifically Articles Two, Six, Eleven, Twelve, Fifteen, Eighteen, Nineteen, Twenty-Seven, Thirty, Thirty-Four, Thirty-Six, Forty-Three, Forty-Four, and Fifty-Four. Resolutions in this regard.
- IV. In the event of the non-renewal of the Technical Assistance and Technology Transfer Agreement, and in order to carry out the resolutions adopted in agenda items II and III above, authorization and appointment of special

delegates to carry out any required actions, including but not limited to, updating the registration with the National Banking and Securities Commission in accordance with article 14, section I of the General Provisions Applicable to Issuers issued by the National Banking and Securities Commission and any other applicable provisions, as well as any other action or proceeding necessary before the National Banking and Securities Commission, the Bolsa Mexicana de Valores, S.A.B. de C.V., S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V., and any other authority, governmental agency, or entity in Mexico or abroad.

- V. Appointment of Special Delegates to formalize the resolutions adopted by this Meeting. 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, 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 S.D. 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 deposit receipt 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 receipt 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 each 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 be returned after the adjournment of the meeting in exchange for the deposit receipts 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 7th floor of the Torre Esmeralda II building at Boulevard Manuel Ávila Camacho No. 36, Lomas de Chapultepec, C.P. 11000, Mexico City**, from the date of this publication of this Call for a Shareholders' Meeting, from 9:00 AM to 2:00 PM and from 4:00 PM to 7:00 PM on working days.

Mexico City, D.F., on the 1st day of April 2015

/s/ Diego Quintana Kawage
Chairman of the Board of Directors