

ANNUAL GENERAL ORDINARY SHAREHOLDERS' MEETING
April 29, 2019

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

The following information is being provided to the shareholders with regards to several items of the agenda that will be presented for shareholders' approval at the Annual General Ordinary Shareholders' Meeting of Grupo Aeroportuario del Centro Norte, S.A.B. de C.V. (the "Company"), which will be held at 10:00am on the 29th day of April, 2019, at Salon Regency Room G2, of the Hyatt Regency Hotel, Campos Elíseos No. 204, Polanco Sección V, C.P. 11560, Delegación Miguel Hidalgo, Mexico City, Mexico

- 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, 2018.
 - [Report of the Chairman of the Board of Directors](#) (only in Spanish)
- 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, 2018.
 - [Report of the Chief Executive Officer](#) (only in Spanish)
 - [Audited Consolidated Financial Statements](#) (only in Spanish)
 - [Audited Individual Financial Statements](#) (only in Spanish)
- 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 76, section XIX of the Income Tax Law.
 - [Report of the Audit Committee](#) (only in Spanish)
 - [Report of the Corporate Practices, Finance, Planning and Sustainability Committee](#) (only in Spanish)
 - [Fiscal Report](#) (only in Spanish)
- IV. Discussion and approval of the Reports mentioned in items I, II and III above. Resolutions adopted therein.

Chief Financial Officer:

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V. Allocation of net income, increase in reserves, approval of the amounts for share repurchases, and declaration of dividends, if any. Resolutions adopted therein.

It is proposed to maintain without change the capital stock, the value of the shares held in Treasury, and the additional paid in capital, as a result of which total contributed capital remains unchanged at Ps. 333,179,234.39 (Three hundred thirty-three million, one hundred seventy-nine thousand, two hundred thirty-four and 39/100 pesos).

With regards to the accounts that represent earned capital, the following is proposed:

- The legal reserve remains unchanged.
- To transfer the results of the year in the amount of Ps. 2,851,823,152.55 (Two billion, eight hundred twenty-three million, one hundred fifty-two and 55/100 pesos) to retained earnings.
- The reserve for repurchase of shares, which had a balance of Ps. 1,466,015,512.28 (One billion, four hundred sixty-six million, fifteen thousand, five hundred twelve and 28/100 pesos), it is proposed to increase it to Ps. \$1,500,000,000.00 (One billion, five hundred million and 00/100 pesos), for which the amount of Ps. 33,984,487.72 is reduced from retained earnings and transferred to the reserve.
- With regards to the declaration and payment of dividends, it is proposed to pay a cash dividend in the amount of Ps. 1,600,000,000.00 (one billion, six hundred million pesos), or Ps. 4.06327563408286 (Four and 6/100 pesos) per share, in a single installment to be made no later than May 31, 2019, which will reduce retained earnings.
- As a result of the foregoing movements, retained earnings as of the end of the year that were Ps. 3,635,431,140.00 (Three billion, six hundred thirty five million, four hundred thirty one thousand, one hundred forty and 00/100 pesos) would be decreased to Ps. \$4,853,269,804.83 (Four billion, eight hundred fifty three million, two hundred sixty nine thousand, eight hundred four and 83/100 pesos).

As a result, earned capital would go from Ps. 8,013,998,594.00 (Eight billion, thirteen million, nine hundred ninety eight thousand, five hundred ninety four and 00/100 pesos) to Ps. 6,413,998,594.00 (Six billion, four hundred thirteen million, nine hundred ninety eight thousand, five hundred ninety four and 00/100 pesos) and shareholders' equity would go from Ps. 8,347,177,828.39 (Eight billion, three hundred forty seven million, one hundred seventy seven thousand, eight hundred twenty eight and 39/100 pesos) to Ps. 6,747,177,828.39 (Six billion, seven hundred forty seven million, one hundred seventy seven thousand, eight hundred twenty eight and 39/100 pesos).

VI. Discussion and, in the event, approval of a proposal to appoint and/or confirm members of the Board of Directors and the Chairs of the Audit and Corporate Practices, Finance, Planning and Sustainability Committees; determination of their respective emoluments. Resolutions adopted therein.

In accordance with the Company's Bylaws, the company Servicios de Tecnología Aeroportuaria, S.A. de C.V., holder of the Series BB shares of the Company, approves the reelection of Diego Quintana Kawage, Guadalupe Phillips Margain, and Rodrigo Antonio Quintana Kawage as proprietary members of the Board of Directors.

The Board of Directors proposes to the Shareholders' Meeting the following changes:

- The replacement of Pablo García as a Director by Bernardo Casas Godoy
- The replacement of Bernardo Casas Godoy as secretary by Adriana Díaz Galindo
- The elimination of the Prosecretary role

The Board of Directors also proposes the following:

- The reelection of the other members of the Board of Directors and the Board Committees.

Based on approval of the foregoing proposals, the Board of Directors and its Committees would be integrated as follows:

BOARD OF DIRECTORS

Name	Position
Diego Quintana Kawage (*)	Chairman and Director
Guadalupe Phillips Margain (*)	Director
Rodrigo Antonio Quintana Kawage (*)	Director
Christian Whamond	Director
Bernardo Casas Godoy	Director
Próspero Antonio Ortega Castro	Director
Ricardo Maldonado Yáñez	Independent Director
Alberto Felipe Mulás Alonso	Independent Director
Felipe Duarte Olvera	Independent Director
Martin Werner Wainfeld	Independent Director
Luis Ignacio Solórzano Aizpuru	Independent Director

*** Designated by the holders of the Series BB shares.**

SECRETARY OF THE BOARD OF DIRECTORS

Name	Position
Adriana Díaz Galindo	Secretary, not a member of the Board

AUDIT COMMITTEE

Name	Position
Martin Werner Wainfeld	Chairman / Independent Director
Alberto Felipe Mulás Alonso	Independent Director
Felipe Duarte Olvera	Independent Director

CORPORATE PRACTICES, FINANCE, PLANNING AND SUSTAINABILITY COMMITTEE

Name	Position
Alberto Felipe Mulás Alonso	Chairman / Independent Director
Luis Ignacio Solórzano Aizpuru	Independent Director
Ricardo Maldonado Yáñez	Independent Director

Biographies

Diego Quintana Kawage. Mr. Diego Quintana Kawage has been a member of the Board of Directors of OMA since April 2011 and has been Chairman since April 16, 2013. He worked at ICA from 1995 to January 2016. While at ICA, he participated as member of the Board and the Executive Committee. He holds an economics degree from the Universidad Anáhuac and has a Master's of Science in management from Stanford University.

Guadalupe Phillips Margain. Ms. Guadalupe Phillips Margain has been the Chief Executive Officer of ICA since November 2016 and member of ICA's board of directors since April 2016. Previously, she worked as Chief Restructuring Officer of ICA, as well as Vice President of Finance and Risk Management for Grupo Televisa among other positions. She currently serves as Director on the Boards of OMA, Innova, and Grupo Axxo, and as Deputy Director for Grupo Televisa and Grupo Financiero Banorte. Ms. Phillips holds a law degree from the Instituto Tecnológico Autónomo de México and an M.A. and Ph.D. in economics from the Fletcher School at Tufts University.

Rodrigo Antonio Quintana Kawage. Mr. Rodrigo Antonio Quintana Kawage has been General Counsel of Empresas ICA since June 2010 and was designated as a provisional proprietary member of Empresas ICA's board in November 2016. Previously, Mr. Quintana served as Secretary of OMA's Board of Directors. He has worked as a legal intern at Banco de Mexico, Mexico's central bank, and as an associate in the finance practice of Mayer Brown, a global law firm, in its Chicago and New York offices. Mr. Quintana joined Empresas ICA's legal department in 2001, and then rejoined after leaving Mayer Brown in January 2009. Mr. Quintana holds law degrees from the Instituto Tecnológico Autonomo de Mexico (ITAM) and from the University of Chicago Law School. He is the brother of Mr. Diego Quintana, the Chairman of OMA's Board.

Christian Whamond. Mr. Christian Whamond has been Portfolio Manager and Director of Corporate Credit at Fintech Advisory Inc. since joining the firm in 2012. He is responsible for directing and managing investments in corporate fixed income and equities. Prior to joining Fintech, Mr. Whamond worked at BTG Pactual where he had responsibility for managing and trading a portfolio of Latin American fixed income corporate credits. He joined BTG Pactual from James Caird Asset Management, a principal investment firm spun-off from Moore Capital, as Emerging Markets Portfolio Strategist. Mr. Whamond worked from 2007 to 2008 for Lehman Brothers' Global Principal Strategies group where he helped manage the Emerging Markets credit portfolio. Prior to this, Mr. Whamond worked at JPMorgan as a financial analyst and investment banker covering clients from the Buenos Aires office. He was later a Vice President in JPMorgan's Latin American Mergers and Acquisitions group in New York and afterwards joined the Latin American Sales and Trading group, where he was responsible for trading and positioning Latin American corporate credits. Mr. Whamond holds an Industrial Engineering degree from the Instituto Tecnológico de Buenos Aires in Argentina.

Bernardo Casas Godoy. Mr. Bernardo Casas Godoy joined Grupo ICA in 1990, serving as a lawyer at the legal-fiscal department. He also participated as Legal Director in several business units of ICA, including the areas of contracts, financial matters, corporate, housing and urban construction. Currently, Mr. Casas is responsible for the Corporate Fiscal and Capital Control Direction. Mr. Casas holds a Law degree from Universidad Panamericana and has obtained certifications in Tax Law, Civil Law and Amparo from the same institution. He also attended an executive program at the Instituto Panamericano de Alta Dirección de Empresas (IPADE) in Mexico City.

Próspero Antonio Ortega Castro. Mr. Prospero Antonio Ortega Castro has been the Corporate Director of Administration of Empresas ICA since 2015. Previously, he held positions in a number of Empresas ICA's business units. Prior to joining Empresas ICA in 1995, Mr. Ortega worked as an auditor at Price Waterhouse. Mr. Ortega holds a degree in Finance and Accounting from the Universidad de las Americas in Puebla and a Master's degree in Administration from the Instituto Tecnológico de Estudios Superiores de Monterrey. He also attended an executive program at the Instituto Panamericano de Alta Dirección de Empresas (IPADE) in Mexico City.

Ricardo Maldonado Yáñez. Mr. Ricardo Maldonado Yáñez is a partner in the law firm Mijares, Angoitia, Cortés y Fuentes, S.C. He has over 20 years of experience providing advice and counsel to Mexican and foreign companies on domestic and cross-border merger and acquisition transactions, joint ventures and strategic alliances, both in Mexico and abroad. He also represents issuers and financial institutions in domestic and international, public and private, debt and equity offerings, and advises clients in the negotiation, structuring and drafting of commercial loans, in complex financings and in infrastructure projects. Mr. Maldonado also represents clients in the Mexican hydrocarbons sector. Mr. Maldonado is secretary of the boards of directors of companies such as Grupo Televisa, Consorcio Ara, Controladora Vuela Compañía de Aviación (Volaris), Grupo Axa, Empresas Cablevisión, Kua Mex Foods, and Banco Ahorro Famsa, among others., and he is a director of Biossmann Group. Mr. Maldonado holds an undergraduate degree in law from the Universidad Nacional Autónoma de México (UNAM) and an LL.M. from the University of Chicago Law School. He also has specialized in corporate law from the Instituto Tecnológico Autónomo de México (ITAM).

Alberto Felipe Mulás Alonso. Mr. Alberto Mulás Alonso has been a member of our Board of Directors since October 2006 and has served as a member of our corporate practices, finance, planning and sustainability committee. From January 2014 through December 2016, Mr. Mulás served as Mexico country head of Itaú BBA, the investment and corporate banking subsidiary of Itaú Unibanco. Mr. Mulás also headed Mexico's investment banking practices for both Donaldson, Lufkin & Jenrette Securities Corp. (1999-2001) and Lehman Brothers Inc. (from 1992 to 1996). Previously, he worked at JP Morgan and Bankers Trust Company. From 2003 through 2013, he managed CReSCE Consultores, S.C., a firm specialized in corporate finance, corporate governance and strategic planning. In January 2001, president Vicente Fox named Mr. Mulás responsible of Mexico's new housing strategy, appointing him Undersecretary of Housing, at Mexico's Ministry of Social Development, where he, among others, prepared the country's housing policy, assisted in building the Sociedad Hipotecaria Federal and created the National Housing Commission, becoming its first Commissioner and a member of the presidential cabinet until 2003. Mr. Mulás currently serves as an independent director on various boards, including, among others: publicly traded companies IENOVA, Aleatica and Fibra Uno; and privately held Grupo Proeza, Cinopolis and Farmacias del Ahorro. In recent years, he has also served as an independent director in firms such as Grupo Modelo, Grupo Financiero Santander México, Empresas ICA, and Grupo Comex, among others. Mr. Mulás holds a degree in chemical engineering from the Universidad Iberoamericana and a Master's in Business Administration from the Wharton School at the University of Pennsylvania.

Felipe Duarte Olvera. Mr. Felipe Duarte Olvera is Managing Director of Customer Experience for Grupo Financiero Banorte. Between 2006 and 2012, Mr. Duarte was Undersecretary of Transportation at the Ministry of Communications and Transportation; Undersecretary of Competitiveness and Standards at the Ministry of Economy, and Technical Secretary of the Economic Cabinet in the Office of the President of Mexico. During that time, he was also a director of Pemex, the Federal Electricity Commission, and the Mexican development banks Nafin and Bancomext. Previously he worked for the Mexican government in the Office of the President for Public Policy and at McKinsey and Co. He is author of "Strategic Cost Management as a Base to Obtain Competitive Advantages," published by the IMPC. Mr. Duarte has a Master's in Business Administration from Harvard Business School and degrees in Administration and Public Accounting from the Instituto Tecnológico Autónomo de México (ITAM).

Martin Werner Wainfeld. Mr. Martin Werner Wainfeld was co-head of the Investment Bank for Latin America and Director General of Goldman Sachs in Mexico from 2000 to 2016. Previously, he was Undersecretary of Finance in Mexico for the period 1997-1999. He was in charge of the restructuring of Mexico's external public debt during the 1994-1995 financial crisis. Mr. Werner has 16 years' experience in investment banking and participated in more than ninety merger and acquisition and financing transactions. He is a member of the board of directors of Grupo Comercial Chedraui and is a member of the council of the Yale University Business School and Chairman of the Endowment Committee for the Colegio Americano. Mr. Werner holds an economics degree from the Instituto Tecnológico Autónomo de México (ITAM) and a Ph.D. in economics from Yale University.

Luis Ignacio Solórzano Aizpuru. Mr. Luis Solórzano Aizpuru is Managing Partner and Founder of Brabex Capital, a company dedicated to investments in enterprises in Mexico, the United States, and Europe. Prior to creating Brabex Capital, Mr. Solorzano worked for 16 years at Advent International as a Partner, Managing Director, and head of its Mexico office. He was also a Member and Chairman of the Investment Committee at Advent for Latin America, participating actively in the creation of Advent International as one of the principal and largest investment funds in Latin America and globally. Mr. Luis Solorzano had an 18-year career investing in companies in Mexico, the U.S., the Dominican Republic, Peru, Brazil, and Europe. During this period, Mr. Solorzano carried out investments in a variety of companies in different sectors, including airports, airport services, financial services, technology, industrial, retail and consumer goods and made more than 20 investments in companies including Viakem, GMD, Grupo Financiero Mifel, InverCap Holdings or Afore InverCap, Grupo Gayosso, Inmobiliaria Fumisa, Dufry, Brasif, Hildebrando, Scitum, and Aeropuertos Dominicanos Siglo XXI, among others. He has been a member of the boards of directors of many companies and currently serves as Chairman of the board of Brabex Capital, InverCap Holdings, and Afore InverCap. He is also a member of the boards of directors of Grupo Financiero Mifel and Grupo Serviadero, among others. Mr. Solórzano is an economics graduate, cum laude, of the Instituto Tecnológico Autónomo de México (ITAM) and holds an MBA from Harvard Business School.

With respect to the emoluments for Directors, the Chairman of the Board proposes the ratification of the following:

- Payment of an emolument of Ps. 75,000.00 (Seventy-five thousand pesos), to Directors, permanent invitees, and Secretaries, for each meeting of the Board or Committee that they attend, and to the Chairmen that preside at the meetings of the Board or Board Committees, in each case, payment of an emolument of Ps. 85,000.00 (Eighty-five thousand pesos).
- Ratification of payment of an honorarium in the amount of Ps. 4,000.00 (Four thousand pesos) to Directors for each hour that they dedicate to the affairs of the Company, and to take care of matters assigned to them by the Board, by means of a presentation to the Company's management of a report of the work undertaken.

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>