

**GENERAL EXTRAORDINARY SHAREHOLDERS' MEETING**

December 22, 2021

**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 submitted for approval of the shareholders at the General Extraordinary and 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 22nd day of December, 2021, in Salón Residencia 5, of the Hyatt Regency Mexico City Hotel, located at Campos Elíseos 218, Colonia Polanco, Alcaldía Miguel Hidalgo, 11560, Mexico City, Mexico.

- I. Discussion and in its case, approval to amend the language of Article Eighteenth, numeral twenty five, section b), subsection (ii) of the by-laws of Grupo Aeroportuario del Centro Norte, S.A.B. de C.V., and adoption of resolutions thereof.

The shareholders of the Company will be presented with a proposal to amend the by-laws of the Company to delete the very last part of a sentence (in crossed-out text below) that is confusing and subject to interpretation. The Board of Directors considers that it is advisable to allow the Company to reach an optimal capital structure and to reduce its cost of capital going forward. With such clarification, the by-laws provision will read as follows:

"ARTÍCULO DÉCIMO OCTAVO. Funciones.

Para el cumplimiento de las facultades del Consejo de Administración de la Sociedad, éste tendrá las siguientes funciones y atribuciones:

"...

25. Aprobar, con la previa opinión del órgano que realice las funciones en materia de Auditoría:

...

b) Las operaciones que se ejecuten, ya sea simultánea o sucesivamente, que por sus características puedan considerarse como una sola operación y que pretendan llevarse a cabo por la Sociedad o las sociedades que ésta controle, en el lapso de un ejercicio social, cuando sean inusuales o no recurrentes, o bien, su importe represente, con base en cifras correspondientes al cierre del trimestre inmediato anterior en cualquiera de los supuestos siguientes:

...

(ii) El otorgamiento de garantías o la asunción de pasivos, ya sea a través de créditos directos, arrendamientos financieros, bonos, obligaciones u otros valores bursátiles o de cualquier otra manera por un monto total igual o superior al cinco por ciento de los activos consolidados de la Sociedad, o \$40,000,000.00 Dls. E.U.A. (Cuarenta Millones de Dólares E.U.A.) o cuando se exceda el nivel de endeudamiento establecido en el plan de negocios anual, ~~mismo que deberá ser al menos conforme a una razón deuda/capital igual 50/50% entendiéndose, deuda total/capital contable total.~~

**Director de Administración y Finanzas:**

Ruffo Pérez Pliego del Castillo  
+52 (81) 8625 4300  
rperezpliego@oma.aero

**Relación con Inversionistas:**

Luis Emmanuel Camacho Thierry  
+52 (81) 8625 4308  
ecamacho@oma.aero

[Convenience translation follows]:

"ARTICLE EIGHTEEN. Duties.

To comply with its powers and authority, the Board of Directors of the company shall have the following duties and attributions:

...

25. Approve, after the opinion from the body that performs auditing duties:

...

b) Executed operations, whether simultaneous or successive, which by its nature may be considered as a single operation and that intends to be carried out by the company or controlled companies within a year when they are unusual or non-recurring, or its amount represents based on figures corresponding to the closing of the immediate quarter in any of the following assumptions:

...

(ii) Execution of guarantees or liabilities assumption, either through direct credits, financial leases, bonds, obligations or other trading securities, or in any other way for an amount equal or greater to five percent of consolidated assets of the company, or \$40'000,000.00 (forty million 00/100 USD) dollars, or when exceeds the level of indebtedness established in the annual business plan ~~which shall be at least according to a debt/capital equal to 50/50%, understanding it as total debt/total shareholders' equity."~~

## II. Appointment of Special Delegates.

The proposal will be to appoint members of the Company's Legal Department and others, including Adriana Diaz Galindo, Juan Fernando Espinosa Durán, Jessika Leticia Guerrero González and Bernardo Casas Godoy, as delegates of the meeting, to notarize the minutes and take any other actions necessary for the formalization and implementation of the resolutions adopted at the meeting.

## GENERAL ORDINARY SHAREHOLDERS' MEETING

### I. Discussion and in its case, approval for a dividend payment to the shareholders of the Company. Resolutions thereof.

A proposal for a special dividend payment of up to \$4,370,000,000.00 pesos (Four Thousand Three Hundred and Seventy Million pesos 00/100) will be submitted to the shareholders of the Company, delegating authority to the Board of Directors to determine the final amount, which will come from accumulated earnings generated prior to 2021, as well as the date or dates of payment, attending to the Company's cash flows, cash position, economic conditions and other factors. The declaration of the aforementioned dividend will become effective as of the date the Board makes its determination. Upon determination by the Board of Directors, the declared dividend will come from the Net Tax Profit Account ("CUFIN") generated after January 1, 2014.

It is worth noting, that for the years 2016 through 2019, the payout ratio resulting from the dividends declared by OMA were below 100% (see table below). As a result, available earnings for distribution have accumulated through December 2020, which allow for a distribution of a special dividend. Taking into account the proposed special dividend, the cumulative payout ratio from 2016 to 2020 would be 100%.

(Thousands of Pesos)	2016	2017	2018	2019	2020 <sup>(2)</sup>		2016-2020
Net Income	1,876,501	2,137,442	2,864,179	3,227,434	1,097,879		11,203,435
Dividend Paid / Proposed <sup>(1)</sup>	1,600,000	1,600,000	1,600,000	0	2,000,000	Special 4,370,000	11,170,000
Payout Ratio	85%	75%	56%	0%	182%		100%

(1) 2016-2020 dividend paid in the following year. Special dividend would be paid until 2022.

(2) Dividend amount to be paid out on December 14, 2021

Since the special dividend will come out of retained earnings generated prior to 2021, the special dividend is not related to the dividend to be proposed at the next annual shareholders' meeting to be held in April 2022.

OMA's cash flow generation has remained solid, which is mainly the result of a continued improvement in passenger traffic levels and a strong performance of aeronautical and non-aeronautical activities. For the quarter ended September 30, 2021, Adjusted EBITDA increased 1.6% with respect to the same quarter of 2019. Adjusted EBITDA Margin reached 75.2% in the third quarter of 2021, as compared to 74.1% in the same period of 2019. The cash position of the Company, which increased 58.3% to \$4,684 million pesos, from December 2020 to September 2021, provides adequate flexibility to meet the Company's operational needs and committed investments under the Master Development Programs of its airports in the following months.

In addition to the aforementioned, OMA's balance sheet remains strong. As of September 30, 2021, our net debt to Adjusted EBITDA ratio was 0.1x.

Overall, the outlook of the Company is positive. During the month of November 2021, total passengers in our airports declined by 9.6% relative to November 2019. This compares favorably to a decline of 12.9% in October 2021 relative to the same month of 2019, evidencing the continued recovery in passenger traffic.

The Board of Directors considers that the proposed dividend will allow the Company to 1) reduce its cost of capital, 2) provide a more adequate return on capital, as measured by net income divided by shareholders' equity, 3) achieve a more efficient capital structure, and 4) continue to provide adequate returns to shareholders.

## II. Appointment of Special Delegates.

The proposal will be to appoint members of the Company's Legal Department and others, including Adriana Diaz Galindo, Juan Fernando Espinosa Durán, Jessika Leticia Guerrero González and Bernardo Casas Godoy, as delegates of the meeting, to notarize the minutes and take any other actions necessary for the formalization and implementation of the resolutions adopted at the 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. 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>