

Mexico City, April \_\_ , 2017

ALSEA, S.A.B. DE C.V.

Ordinary General Shareholders' Meeting

Pursuant to article 49, paragraph III of the Mexican Securities law (Ley del Mercado de Valores), I hereby grant to \_\_\_\_\_ a power of attorney sufficient to attend on my behalf, to the Ordinary General Shareholders' Meeting of Alsea, S.A.B. de C.V., that will take place at 13:30 on April 27, 2017 and vote the \_\_\_\_\_ shares of Alsea which I own, in the manner I instruct as Follows:

- I. DISCUSSION, MODIFICATION OR ENDORSEMENT, IF ANY, OF THE ANNUAL REPORT REFERRED TO IN THE GENERAL PROVISION OF THE ARTICLE 172 OF THE CORPORATION'S LAW, IN CONNECTION WITH THE TRANSACTIONS MADE BY THE COMPANY DURING THE FISCAL YEAR FROM JANUARY 1<sup>ST</sup> TO DECEMBER 31<sup>ST</sup>, 2016.
- II. DISCUSSION, MODIFICATION, OR ENDORSEMENT, IF ANY, OF THE ANNUAL REPORT IN REGARD TO THE TRANSACTIONS MADE BY THE INTERMEDIATE MANAGEMENT BODIES OF THE COMPANY, DURING THE FISCAL YEAR FROM JANUARY 1<sup>ST</sup> TO DECEMBER 31<sup>ST</sup>, 2016.
- III. APPOINTMENT OR RATIFICATION, IF ANY, OF THE MEMBERS OF THE BOARD OF DIRECTORS, OFFICERS AND MEMBERS OF THE INTERMEDIATE MANAGEMENT BODIES OF THE COMPANY.
- IV. DETERMINATION OF THE REMUNERATION PAYABLE TO THE MEMBERS OF THE BOARD OF DIRECTORS AND THE MEMBERS OF THE INTERMEDIATE MANAGEMENT BODIES OF THE COMPANY.
- V. REPORT OF THE BOARD OF DIRECTORS REGARDING THE SOCIAL EQUITY OF THE COMPANY, REPURCHASED BY THE FUND OF OWN

EQUITY REDEMPTION, AS WELL AS THEIR RELOCATION AND DETERMINATION OF THE AMOUNT OF RESOURCES THAT MAY BE ALLOCATED TO THE REPURCHASE OF OWN SHARES.

VI. THE ANNOUNCEMENT AND PAYMENT OF A DIVIDEND TO THE SHAREHOLDERS OF THE COMPANY.

VII. APPOINTMENT OF THE DELEGATES IN ORDER TO FORMALIZE THE RESOLUTIONS ADOPTED.

Regarding the Agenda above mentioned, my vote regarding the Shares that I own, is as follows:

Point One of the Agenda:

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Point Two of the Agenda:

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Point Three of the Agenda:

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Point Four of the Agenda:

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Point Five of the Agenda:

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Point Six of the Agenda:

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Point Seven of the Agenda:

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I ratify all the decisions and vote that my representatives take in accordance with the instructions settled in this proxy.

Truly Yours,

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(Name)

Witness

Witness

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