

Mexico City, April [*], 2015

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

General Ordinary 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, the General Ordinary Shareholders Meeting of Alsea, S.A.B. de C.V., that shall take place at 16:00 on April 29, 2015, 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 ARTICLE 172 OF THE CORPORATION LAW, IN CONNECTION WITH THE TRANSACTIONS MADE BY THE COMPANY DURING THE FISCAL YEAR FROM JANUARY 1ST TO DECEMBRE 31ST, 2014.
- 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 1ST TO DECEMBER 31ST, 2014.
- III. APPOINTMENT OR RATIFICATION, IF ANY, OF THE MEMBERS OF THE BOARD OF DIRECTORS, OFFICERS AND MEMBERS OF THE COMMITTEES.
- IV. DETERMINATION OF THE REMUNERATION PAYABLE TO THE MEMBERS OF THE BOARD OF DIRECTORS AND THE MEMBERS OF THE INTERMEDIATE MANAGEMENT ORGANS 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 DELEGATES IN ORDER TO FORMALIZE THE RESOLUTIONS ADOPTED.

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

Point One of the Agenda:

Point Two of the Agenda:

Point Three of the Agenda:

Point Four of the Agenda:

Point Five of the Agenda:

Point Six of the Agenda:

Point Seven of the Agenda:

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

Truly Yours,

[name]

Witness

Witness
