

**GRUPO CARSO, S.A.B. DE C.V.**  
**C A L L**  
**GENERAL ORDINARY SHAREHOLDERS' MEETING**

By resolution of the Board of Directors, the shareholders of Grupo Carso, S.A.B. de C.V. are called to a General Ordinary Shareholders' Meeting next April 26, 2011 at 10:00 AM. This Meeting shall be held in Plaza Carso, in the Presa Falcón Building, 6<sup>th</sup> floor located at Lago Zurich No. 245, Col. Ampliación Granada, Delegación Miguel Hidalgo, Mexico City, Federal District and shall address the following issues:

**AGENDA**

- I. For all legal purposes, submission of: the report by the CEO about the progress and operations of the Company for the fiscal year ending December 31, 2010, which includes the financial statements as of such date and the report by the External Auditor; the opinion and reports of the Board of Directors as provided by Article 28, subsection IV, items c), d) and e) of the Stock Market Law; and the report by the Corporate Practice and Audit Committee. Resolutions were taken.
- II. Submission and, as the case may be, approval of a proposal with respect to the application of profits that includes paying the shareholders a cash dividend of \$0.50 pesos per share from the balance of the net profit tax account, divided into two equal installments of \$0.25 pesos per share. Resolutions were taken.
- III. Ratification, as the case may be, of the performance by the Board of Directors and the CEO for the fiscal year 2010. Resolutions were taken.
- IV. Designation or ratification, as the case may be, of the members and executives of the Board of Directors as well as the members and Chairman of the Corporate Practice and Audit Committee. Adoption of the resolutions concerning the qualification of independence of the board members, their fees and any other issues related thereto.
- V. Request for authorization to obtain a certified transcription of the Company's bylaws as amended and restated. Resolutions were taken.

In order to be entitled to assist and, as the case may be, vote at the Meeting, shareholders must obtain their corresponding admission cards no later than on April 25, 2011 by depositing their stock certificates at the domicile indicated in the final paragraph hereof or by submitting to the Company the receipts of such deposit in any credit institution in Mexico or abroad or in a brokerage firm in Mexico. With respect to the shares deposited in S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V., the admission cards shall be issued once the corresponding receipts have been submitted to the Company and, as the case may be, the supplementary lists that are legally admissible.

The information and documents related to each of the issues contained in the Agenda are available for the shareholders, free of charge, at least fifteen days prior to the date of the Meeting. Shareholders may be represented by a representative appointed by proxy according to the provisions of Article Eighteen of the Company's bylaws and, notwithstanding the foregoing, shall be entitled to be represented by persons who evidence their legal capacity by the forms for the power-of-attorneys prepared by the Company, which are available through stock brokers or at the Company, also fifteen calendar days prior to the date of the Meeting.

The admission cards, information, documentation and forms mentioned in the two preceding paragraphs shall be available for the shareholders or their duly accredited representatives or stock brokers, as the case may be, at Lago Zurich No. 245, Edificio Frisco, piso 6, Col. Ampliación Granada, Delegación Miguel Hidalgo, C.P. 11529, México, D.F., (Telephone 53 28 58 30), on business days and hours.

Mexico City, Federal District, March 30, 2011.

(signature)  
Lic. Sergio Medina Noriega  
Secretary of the Board of Directors