



To the shareholders of Corporacion Geo, S.A.B. de C.V.:

Notice is hereby given that an extraordinary meeting of shareholders (the "Extraordinary Meeting") and an ordinary meeting of shareholders (the "Ordinary Meeting") of Corporacion Geo, S.A.B. de C.V. (the "Company"), will be held on Thursday November 19, 2015, at 10:00 a.m. and 12:00 a.m., CTS, respectively, at Edificio Omega, 3rd floor, with address as shown below for the following purposes, as more fully described in the accompanying proxy statement (the "Proxy Statement"):

EXTRAORDINARY MEETING

1. To review and approve, in terms of the restructuring plan approved by the corresponding court (*Convenio Concurasal*) executed by the Company and fifteen of its subsidiaries (the "Concurso Plan"), an increase to the fixed minimum portion of the equity of the Company of up to Ps\$3,500,000,000.00 (three thousand five hundred million Pesos 00/100, Mexican legal currency), to be subscribed and paid in cash, and the corresponding issuance of shares in favor of those who subscribe such equity increase; and to review and, to the extent necessary, rectify the amount of outstanding shares and treasury shares approved by the Ordinary Meeting of Shareholders held on May 6, 2015.
2. To review and approve the issuance of several series of warrants on shares representing the minimum fixed portion of the equity of the Company ("Warrants"), to be distributed pursuant to the Concurso Plan; as well as the issuance of the corresponding treasury shares required to support the issuance of such Warrants.
3. To review and approve the amendment of Article Six of the bylaws of the Company, in order to accurately state the number of shares representing the minimum fixed portion of the equity in virtue of (i) the exchange of shares conducted as a result of the share merger (reverse split) approved by the Ordinary Meeting of Shareholders held on May 6, 2015; (ii) if applicable, the increase to the minimum fixed portion of the equity of the Company, in terms of point 1 above; and (iii) if applicable, the issuance of shares to support the issuance of several series of Warrants, in terms of point 2 above.
4. To appoint meeting delegates to carry out the resolutions adopted therein.

ORDINARY MEETING

1. To review and approve the management's report on the audited financial statements of the Company for the year ended December 31, 2014, as well as such audited financial statements and other reports thereto.
2. To review and approve the resignation, appointment and/or ratification of the members of the Board of Directors and their alternates, the Secretary of the Board, and the President and members of the Audit and Corporate Practices Committee; review and where appropriate, ratification of the acts carried out by each of the above mentioned people in the performance of their duties; and resolutions on the independence of the members of the Board of Directors, in terms of the *Ley del Mercado de Valores* (Mexican Securities Law).
3. To review and approve the granting and the revocation of powers of attorney.

4. To appoint meeting delegates to carry out the resolutions adopted therein.

Only shareholders on record as of the close of business on November 10, 2015 shall be entitled to attend to, and vote at, the Extraordinary Meeting and the Ordinary Meeting. You are cordially invited to attend the Extraordinary Meeting and the Ordinary Meeting in person. However, to ensure that your vote is computed both in the Extraordinary Meeting and the Ordinary Meeting, please instruct your custodian to do so on your behalf as promptly as possible.

Sincerely,

Luis Orvañanos Lascurain
President of the Board of Directors

Mexico, D.F.
November 6, 2015



CORPORACION GEO, S.A.B DE C.V.

**PROXY STATEMENT FOR THE
EXTRAORDINARY MEETING AND ORDINARY MEETING OF SHAREHOLDERS
TO BE HELD ON NOVEMBER 19TH, 2015**

GENERAL INFORMATION

Why am I receiving these materials?

Corporacion Geo, S.A.B. de C.V. (the "Company") has made these materials available to you, in connection with the Company's solicitation of proxies regarding the extraordinary meeting of shareholders (the "Extraordinary Meeting") and the ordinary meeting of shareholders (the "Ordinary Meeting") to be held on Thursday November 19, 2015 at 10:00 a.m. and 12:00 a.m., CTS, respectively, and at any postponement(s) or adjournment(s) thereof. These materials were made available to the shareholders on November 6, 2015. You are invited to attend the Extraordinary Meeting and the Ordinary Meeting, and are requested to vote on the proposals described in this proxy statement (the "Proxy Statement"). The Extraordinary Meeting and the Ordinary Meeting will be held at Campos Eliseos 345, 3rd floor, Colonia Chapultepec Polanco, 11560 in Mexico D.F.

What items will be voted on at the Extraordinary Meeting and the Ordinary Meeting?

The Company will submit 4 items for shareholders approval at the Extraordinary Meeting; and 4 additional items at the Ordinary Meeting, all of which are listed on the proxy cards prepared by the Company.

EXTRAORDINARY MEETING

- 1 To review and approve, in terms of the restructuring plan approved by the corresponding court (Convenio Concursal) executed by the Company and fifteen of its subsidiaries (the "Concurso Plan"), an increase to the fixed minimum portion of the equity of the Company of up to Ps\$3,500,000,000.00 (three thousand five hundred million Pesos 00/100, Mexican legal currency), to be subscribed and paid in cash, and the corresponding issuance of shares in favor of those who subscribe such equity increase; and to review and, to the extent necessary, rectify the amount of outstanding shares and treasury shares approved by the Ordinary Meeting of Shareholders held on May 6, 2015.
- 2 To review and approve the issuance of several series of warrants on shares representing the minimum fixed portion of the equity of the Company ("Warrants"), to be distributed pursuant to the Concurso Plan; as well as the issuance of the corresponding treasury shares required to support the issuance of such Warrants.
- 3 To review and approve the amendment of Article Six of the bylaws of the Company, in order to accurately state the number of shares representing the minimum fixed portion of the equity in virtue of (i) the exchange of shares conducted as a result of the share merger (reverse split) approved by the Ordinary Meeting of Shareholders held on May 6, 2015; (ii) if applicable, the increase to the minimum fixed portion of the equity of the Company, in terms of point 1 above; and (iii) if applicable, the issuance of shares to support the issuance of several series of Warrants, in terms of point 2 above.

- 4 To appoint meeting delegates to carry out the resolutions adopted therein.

ORDINARY MEETING

- 1 To review and approve the management's report on the audited financial statements of the Company for the year ended December 31, 2014, as well as such audited financial statements and other reports thereto.
- 2 To review and approve the resignation, appointment and/or ratification of the members of the Board of Directors and their alternates, the Secretary of the Board, and the President and members of the Audit and Corporate Practices Committee; review and where appropriate, ratification of the acts carried out by each of the above mentioned people in the performance of their duties; and resolutions on the independence of the members of the Board of Directors, in terms of the *Ley del Mercado de Valores* (Mexican Securities Law).
- 3 To review and approve the granting and the revocation of powers of attorney.
- 4 To appoint meeting delegates to carry out the resolutions adopted therein.

Will any other business be conducted at the meetings?

No

What are the Board's voting recommendations?

The Board recommends that you vote your shares as follows:

EXTRAORDINARY MEETING

- "FOR" the approval, in terms of the Concurso Plan, of an increase to the fixed minimum portion of the equity of the Company of up to Ps\$3,500,000,000.00 (three thousand five hundred million Pesos 00/100, Mexican legal currency), to be subscribed and paid in cash, and the corresponding issuance of shares in favor of those who subscribe such equity increase; and to rectify the amount of outstanding shares and treasury shares approved by the Ordinary Meeting of Shareholders held on May 6, 2015. (Proposal No. 1);
- "FOR" the approval to the issuance of several series of Warrants, to be distributed pursuant to the Concurso Plan; as well as the issuance of the corresponding treasury shares required to support the issuance of such Warrants. (Proposal No. 2);
- "FOR" the approval of the amendment to Article Six of the bylaws of the Company, in order to accurately state the number of shares representing the minimum fixed portion of the equity in virtue of (i) the exchange of shares conducted as a result of the share merger (reverse split) approved by the Ordinary Meeting of Shareholders held on May 6, 2015; (ii) to the extent applicable, the increase to the minimum fixed portion of the equity of the Company, in terms of point 1 above; and (iii) to the extent applicable, the issuance of shares to support the issuance of several series of Warrants, in terms of point 2 above. (Proposal No. 3);
- "FOR" the appointment of meeting delegates to carry out the resolutions adopted therein.

ORDINARY MEETING

- "FOR" the approval of the management's report on the audited financial statements of the

Company for the year ended December 31, 2014, as well as such audited financial statements and other reports thereto. (Proposal No. 1);

- “FOR” the approval to the resignation, appointment and/or ratification of the members of the Board of Directors and their alternates, the Secretary of the Board, and the President and members of the Audit and Corporate Practices Committee; as well as to the ratification of the acts carried out by each of the above mentioned people in the performance of their duties; and to the resolutions on the independence of the members of the Board of Directors, in terms of the *Ley del Mercado de Valores* (Mexican Securities Law) (Proposal No. 2);
- “FOR” the approval to grant and revoke powers of attorney (Proposal No. 3);
- “FOR” the appointment of meeting delegates to carry out the resolutions adopted therein.

EXTRAORDINARY MEETING

Why vote FOR the approval with respect to Proposal No. 1, corresponding to the Extraordinary Meeting?

The Concurso Plan is based on the capital injection proposed by a group of Mexican institutional investors (the "Investors"). The Concurso Plan considered, among other things, a capital injection of Ps\$3,500,000,000.00 (Three thousand five hundred million Pesos 00/100, Mexican legal currency) (the "New Capital") and the issuance of certain Warrants to purchase shares.

The injection of New Capital is essential for the Company to remain as an ongoing business. The only other alternative is the liquidation of the Company.

If approved, the shareholders of the Company shall have a right of first refusal to subscribe and pay the shares issued in virtue of the increase to the equity through the New Capital, in terms of Article 132 of the *Ley General de Sociedades Mercantiles* (General Corporations Law) and of Article Nine of the bylaws of the Company, in proportion to their equity participation as of such date. Shareholders shall have 15 (fifteen) calendar days to exercise said right of first refusal.

Owners of shares representing the equity of the Company may subscribe and pay, proportionally to their equity participation, the 359,739,686 (three hundred fifty nine million seven hundred thirty nine thousand six hundred and eighty six) new common shares, with no par value, representing the minimum fixed portion of the equity, at a rate of 6.0826 new shares for each outstanding share currently owned; in the understanding that, pursuant to the terms to be set forth by the Extraordinary Meeting, the equity of the Company shall be increased in the amount of Ps\$9.7293 (nine Pesos 7293/1000, Mexican legal currency) for each new share paid.

After the period for the shareholders to exercise their right of first refusal has expired, any unsubscribed shares may be subscribed and paid by the Investors who in terms of the Concurso Plan, committed to the Company, with the approval of the corresponding Judge, through the execution of a Backstop Commitment, and subject to the conditions set forth therein, to pay up to Ps\$3,500,000,000.00 (Three thousand five hundred million Pesos 00/100, Mexican legal currency). All new shares shall be deposited in the treasury of the Company until they are subscribed by the shareholders of the Company or by the Investors.

Why vote FOR the approval with respect to Proposal No. 2, corresponding to the Extraordinary Meeting?

The Concurso Plan provides the issuance of several series of Warrants on shares representing the minimum fixed portion of the equity of the Company, to be delivered as required by the Concurso

Plan to unsecured creditors recognized in the restructuring proceedings (*Concurso Mercantil*) who signed the Concurso Plan, and whose credits were capitalized; to the members of the current management of the Company; members of the new management of the Company; and the Investors. The failure to issue and deliver, in terms of the Concurso Plan of the abovementioned Warrants constitutes a violation to the mentioned Concurso Plan, which could mean that any of the people entitled to receive such Warrants could claim a breach of the Concurso Plan before the corresponding Judge, which could lead to the liquidation of the Company.

Why vote FOR the approval with respect to Proposal No. 3, corresponding to the Extraordinary Meeting?

In virtue of the exchange of shares made as a result of the share merger (reverse split) approved by the Ordinary Meeting of Shareholders held on May 6, 2015; and if applicable, of the increase to the equity of the Company in terms of Proposal No. 1 and the issuance of the Warrants in terms of Proposal No. 2, it is necessary to amend Article Six of the bylaws of the Company, in order for it to accurately state the number of shares representing the minimum fixed portion of the equity of the Company, and dully comply with the applicable laws and regulations.

ORDINARY MEETING

Why vote FOR the approval with respect to Proposal No. 1, corresponding to the Ordinary Meeting?

As part of the Ordinary Meeting, and consistent with past practice and applicable legal provisions, the Company's chief executive officer will present the management's report on the audited financial statements for the year ended December 31, 2014, together with the audited financial statements and other reports

Why vote FOR the approval with respect to Proposal No. 2, corresponding to the Ordinary Meeting?

If approved, the Capital Increase will grant the Investors control of the Company. In such a case, the Investors desire, in terms of the applicable legislation and as established by the bylaws of the Company, to appoint the members of the Board of Directors to which they are entitled according to their equity participation and the bylaws of the Company.

Why vote FOR the approval with respect to Proposal No. 3, corresponding to the Ordinary Meeting?

As a result of the operational restructuring of the Company and, if applicable, the change in control of it, it will be necessary to revoke the powers of attorney granted as of this date by the Company, and in turn, grant new powers of attorney in favor of the people appointed for such purposes, in order for the Company to be represented in its ordinary course of business.

Who may vote at the Extraordinary Meeting and at the Ordinary Meeting?

Each share of the Company's common stock has one vote on each matter. Only shareholders on record as of the close of business on November 10, 2015, are entitled to attend or appoint an attorney in fact, and to vote at the Extraordinary Meeting and the Ordinary Meeting.

What is the quorum requirement for the Extraordinary Meeting?

A 75% (seventy five percent) of the shares representing the Company's stockholders equity must be present at the Extraordinary Meeting in person or by proxy for the transaction of business, this is called a quorum. Resolutions will be legally adopted if voted in favor, by the shares representing the

majority of the equity. Your shares will be counted for purposes of determining if there is a quorum. If a quorum is not present, we may propose to adjourn the Extraordinary Meeting to solicit additional proxies.

What is the quorum requirement for the Ordinary Meeting?

A majority of the shares representing the Company's stockholders equity must be present at the Ordinary Meeting in person or by proxy for the transaction of business. Resolutions will be legally adopted if voted in favor, by a majority of the shares present or represented at such Ordinary Meeting. Your shares will be counted for purposes of determining if there is a quorum. If a quorum is not present, we may propose to adjourn the Ordinary Meeting to solicit additional proxies.