Mexico City, Mexico, on [*month*] [*day*], 2019.

**PROXY LETTER TO ATTEND TO THE GENERAL ORDINARY AND EXTRAORDINARY SHAREHOLDERS’ MEETING OF PROMECAP ACQUISITION COMPANY, S.A.B. DE C.V., TO BE HELD ON DECEMBER 13, 2019**

[*include name of the attorney/attorneys-in-fact)*]

We make reference to the General Ordinary and Extraordinary Shareholders’ Meeting of Promecap Acquisition Company, S.A.B. de C.V. (the “Company”) to be held on December 13, 2019, at 10:30 hours, in Mexico City, Mexico, at the corporate domicile of the Company, in the meeting room located at Torre Virreyes, Pedregal 24, 24th floor, Molino del Rey, 11040, Miguel Hidalgo (the “General Ordinary and Extraordinary Shareholders’ Meeting”). The call to hold the General Ordinary and Extraordinary Shareholders’ Meeting was published on November 26, 2019 in the “Electronic System of Publications of Commercial Companies” (*Sistema Electrónico de Publicaciones de Sociedades Mercantiles*) of the Ministry of Economy. Capitalized terms and not defined in any other way herein shall have the meaning ascribed to them in the bylaws of the Company.

**AGENDA OF THE ORDINARY SHAREHOLDERS’ MEETING**

1. Proposal, discussion and, as the case may be, approval of certain investment to be carried out by the Company in Valores Integrales Inmobiliarios, S.A. de C.V. (“VIISA”); provided, that once consummated, such investment would constitute the “*initial business combination*” for purposes of Article Seventeenth of the Company’s by-laws and other governing documents of the Company (the “Initial Business Combination”). Resolutions thereof.
2. Proposal, discussion and, as the case may be, approval of, subject to the consummation of the Initial Business Combination, certain cancellation of 4,000,000 series B shares representing the variable portion of the capital stock of the Company and its related capital reduction. Resolutions thereof.
3. Appointment of special delegates to carry out and, as required, to formalize the resolutions adopted in the Ordinary Shareholders’ Meeting. Resolutions thereof.

**AGENDA OF THE EXTRAORDINARY SHAREHOLDERS’ MEETING**

1. Proposal, discussion and, as the case may be, approval to carry out the merger between the Company, as extinguished merged entity, and VIISA, as surviving merging entity. Resolutions thereof.
2. Appointment of special delegates to carry out and, as required, to formalize the resolutions adopted in the Ordinary Shareholders’ Meeting. Resolutions thereof.

In connection to the foregoing, we grant you a **SPECIAL POWER OF ATTORNEY**, as broad as required by law, so that on behalf of the undersigned,you mayattend, jointly or separately the General Ordinary and Extraordinary Shareholders’ Meeting of the Company representing [*include quantity and series of shares in number*] ([*include number and series of shares in writing*]), of which we are holders, and exercise in it the voting right inherent to such shares, in accordance with the following instructions:

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| --- | --- | --- | --- |
| **Agenda of The Ordinary Shareholders’ Meeting** | **Instructions of the grantor(s) for the exercise of the power of attorney** | | |
| **Approve** | **Reject** | **Abstention** |
| I. Proposal, discussion and, as the case may be, approval of certain investment to be carried out by the Company in Valores Integrales Inmobiliarios, S.A. de C.V. (“VISA”); provided, that once consummated, such investment would constitute the “*initial business combination*” for purposes of Article Seventeenth of the Company’s by-laws and other governing documents of the Company. Resolutions thereof. |  |  |  |
| II. Proposal, discussion and, as the case may be, approval of, subject to the consummation of the Initial Business Combination, certain cancellation of 4,000,000 series B shares representing the variable portion of the capital stock of the Company and its related capital reduction. Resolutions thereof. |  |  |  |
| III. Appointment of special delegates to carry out and, as required, to formalize the resolutions adopted in the Ordinary Shareholders’ Meeting. Resolutions thereof. |  |  |  |
| **Agenda of The Extraordinary Shareholders’ Meeting** | **Instructions of the grantor(s) for the exercise of the power of attorney** | | |
| **Approve** | **Reject** | **Abstention** |
| I. Proposal, discussion and, as the case may be, approval to carry out the merger between the Company, as extinguished merged entity, and VIISA, as surviving merging entity. Resolutions thereof. |  |  |  |
| II. Appointment of special delegates to carry out and, as required, to formalize the resolutions adopted in the Ordinary Shareholders’ Meeting. Resolutions thereof. |  |  |  |

Finally, we state that the wording of this proxy letter is strictly adjusted to the provided in article 49 of the Mexican Securities Market Law.

[*INTENTIONALLY LEFT IN BLANK – SIGNATURE PAGE FOLLOWS*]

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| **The Grantor(s)**  [*include, if applicable, the corporate name of the grantor(s)*]  **By**: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ **Name**: [•] **Title**: [•] | |
| **Witness** | **Witness** |
| **By**:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ **Name**: [*include name of witness* *1*]  **Address**: [*include address*] | **By**:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ **Name**: [*include name of witness* *2*]  **Address**: [*include address*] |