

THIS ENGLISH LANGUAGE VERSION OF THIS NOTICE HAS BEEN PREPARED SOLELY AND EXCLUSIVELY FOR INFORMATIONAL PURPOSES AND HAS NOT BEEN REVIEWED NOR AUTHORIZED BY ANY AUTHORITY, INCLUDING THE NATIONAL BANKING AND SECURITIES COMMISSION (COMISIÓN NACIONAL BANCARIA Y DE VALORES), AND/OR THE MEXICAN STOCK EXCHANGE (BOLSA MEXICANA DE VALORES, S.A.B. DE C.V.).

NEITHER THE US SECURITIES AND EXCHANGE COMMISSION NOR ANY SECURITIES EXCHANGE COMMISSION OF ANY STATE OF THE UNITED STATES OF AMERICA HAS (A) APPROVED OR DISAPPROVED THE OFFER; OR (B) PASSED UPON THE ADEQUACY OR ACCURACY OF THE DISCLOSURE IN THIS NOTICE AND/OR IN THE OFFERING MEMORANDUM OF THE OFFER.

THE ONLY AUTHORIZED VERSION OF THIS NOTICE IS THAT PREPARED IN SPANISH LANGUAGE AND WHICH CAN BE CONSULTED AT THE WEBPAGES OF THE MEXICAN STOCK EXCHANGE (BOLSA MEXICANA DE VALORES, S.A.B. DE C.V.) (WWW.BMV.COM.MX), AND OHL MÉXICO, S.A.B. DE C.V. (WWW.OHLMEXICO.COM.MX).

FROM A MEXICAN LAW PERSPECTIVE, NEITHER THE OFFEROR NOR ANY OF ITS AFFILIATED ENTITIES SHALL BE HELD LIABLE FOR ANY INCONSISTENCIES BETWEEN THIS ENGLISH LANGUAGE VERSION OF THIS NOTICE, AND THE AUTHORIZED AND VALID NOTICE IN SPANISH LANGUAGE.

FROM A MEXICAN LAW PERSPECTIVE, IN THE EVENT OF ANY DISCREPANCIES BETWEEN THE SPANISH AND ENGLISH VERSIONS OF THIS NOTICE, THE SPANISH VERSION SHALL PREVAIL IN ALL INSTANCES.

NOTICE FOR INFORMATIONAL PURPOSES IN CONNECTION WITH THE CONCLUSION OF THE ACQUISITION TENDER OFFER (THE “(THE “OFFER”), LAUNCHED BY MAGENTA INFRAESTRUCTURA, S.L. (THE “OFFEROR”), REGARDING UP TO 727,534,088 ORDINARY, NOMINATIVE, SOLE SERIES SHARES, WITHOUT PAR VALUE, REPRESENTING 42.00% OF THE TOTAL CAPITAL STOCK OF OHL MÉXICO, S.A.B. DE C.V. (THE “ISSUER” OR “OHL MÉXICO”), CONSIDERING THE TREASURY SHARES OF OHL MÉXICO (CORRESPONDING TO 42.49% OF THE OUTSTANDING CAPITAL STOCK OF OHL MÉXICO, WITHOUT CONSIDERING THE TREASURY SHARES OF OHL MÉXICO, AND TO 100% OF THE OHL MÉXICO SHARES THAT HAVE BEEN PLACED AMONGST THE GENERAL INVESTING PUBLIC).

THE OFFEROR

MAGENTA INFRAESTRUCTURA, S.L.

THE ISSUER



OHL MÉXICO, S.A.B. DE C.V.

TOTAL AMOUNT OF THE OFFER

UP TO MXN\$19,643'420,376.00 (NINETEEN BILLION SIX HUNDRED FORTY-THREE MILLION FOUR HUNDRED TWENTY THOUSAND THREE HUNDRED SEVENTY-SIX PESOS 00/100 M.N.)

The Offeror offered to acquire up to 727,534,088 ordinary, nominative, sole series shares, without par value, representing 42.00% of the total capital stock of OHL México, considering the Treasury Shares of OHL México (corresponding to 42.49% of the outstanding capital stock of OHL México, without considering the Treasury Shares of OHL México, and to 100% of the OHL México Shares that have been placed amongst the general investing public) (the “Public Shares of OHL México”), in accordance with the terms and conditions of the offering memorandum of the Offer, dated June 14, 2017 (the “Offering Memorandum”), and the notice of offer of the Offer, dated June 14, 2017, which was modified on July 10, 2017 (the “Notice of Offer”).

Unless otherwise defined herein, capitalized terms used in this notice, shall have the meaning ascribed to such terms in the Offering Memorandum.

CHARACTERISTICS OF THE OFFER

Offeror:

Magenta Infraestructura, S.L.

Issuer:	OHL México, S.A.B. de C.V.
Ticker Symbol:	“OHLMEX”
Total number of representative shares of the Issuer’s capital stock:	1,732,185,269
Number of representative shares of the Issuer’s capital stock subject to the Offer:	Up to 727,534,088 ordinary, nominative, sole series shares, without par value, representative of the capital stock of OHL México, which, as of this date, represent 100% of OHL México Shares that have been placed amongst the general investing public.
Number of representative shares of the Issuer’s capital stock, with respect to which bids were made as part of the Offer:	485,210,435 ordinary, nominative, sole series shares, without par value, representative of the capital stock of OHL México, which, as of this date, represent 66.69% of OHL México Shares that have been placed amongst the general investing public.
Percentage of the Issuer’s capital stock that the shares subject to the Offer represent:	42.00% of the total capital stock of OHL México, considering the Treasury Shares of OHL México (corresponding to 42.49% of the outstanding capital stock of OHL México, without considering the Treasury Shares of OHL México, and to 100% of the OHL México Shares that have been placed amongst the general investing public).
Percentage of the Issuer’s capital stock that the shares, with respect to which bids were made as part of the Offer, represent:	28.01% of the total capital stock of OHL México, considering the Treasury Shares of OHL México (corresponding to 28.34% of the outstanding capital stock of OHL México, without considering the Treasury Shares of OHL México, and to 66.69% of the OHL México Shares that have been placed amongst the general investing public).
Acquisition Price:	MXN\$27.00, cash per each Public Share of OHL México (the “ <u>Acquisition Price</u> ”), same which was freely determined by the Offeror, considering the characteristics of the Issuer, taking into consideration several factors deemed convenient for its determination, and with respect to which the Board of Directors of OHL México determined is fair from a financial perspective, taking into consideration the opinion dated June 12, 2017, issued exclusively with respect to the fairness of the Acquisition Price from a financial perspective, by the Independent Expert, and the opinion issued by the Corporate Practices Committee of OHL México dated June 12, 2017.
Total amount of the Offer:	Up to MXN\$19,643’420,376.00.
Total amount offered in the Offer:	MXN\$13,100’681,745.00.
Term of the Offer:	From June 15, 2017 to July 26, 2017.
Maturity Date:	July 26, 2017.
Registry Date before the BMV:	August 1, 2017.
Settlement Date:	August 4, 2017.
Date on which the result of the Offer will be published.	July 27, 2017.

Prior Agreements:

Framework Agreement.

The Offeror, OHL Concesiones S.A.U. ("OHL Concesiones") and IFM Global Infrastructure Fund (together with any of its affiliates, "IFM GIF"), through its Subsidiary Woodside Spain, S.L.U. ("Woodside"), entered into a certain Binding Framework Agreement dated as of June 14, 2017 (the "Framework Agreement"), by means of which, among others, it was agreed to conduct the Offer, through the Offeror. The foregoing, provided that immediately prior to settlement of the Offer:

(i) OHL Concesiones will transfer, and will make its Subsidiaries holding OHL México Shares to transfer, to the Offeror, all of its OHL México Shares that are free of any liens of any kind, but in any case no less than 690,568,168 OHL México Shares representative of (i) 39.87% of the total capital stock of OHL México, considering the Treasury Shares of OHL México, and (ii) 40.33% of the outstanding capital stock of OHL México, without considering the Treasury Shares of OHL México, in accordance with the terms of the Investment Agreement, in the understanding that, regardless of the outcome of the Offer, OHL Concesiones will maintain, directly or indirectly, Control of OHL México; and

(ii) The total amount of the resources to pay the acquisition price of the Public Shares of OHL México will be funded through a capital contribution by IFM GIF, through its Subsidiary Woodside, to the Offeror, in accordance with the terms of the Investment Agreement.

For more information with respect to (i) the Framework Agreement and other prior agreements of the Offer, please refer to section 9 of the Offering Memorandum - "Prior Agreements to the Offer"; and (ii) the sources and amount of resources for the total amount of the Offer, please refer to section 11 of the Offering Memorandum - "Sources and Amount of Resources".

Settlement Procedure of the Offer:

No later than 8:30 hours (Mexico City Time) on the Settlement Date which will occur on the date that is 3 (three) Business Days following the Registry Date, the Offeror will transfer to the Underwriter, in MXN\$, the total price payable for Public Shares of OHL México that were accepted in accordance with the procedure described in the paragraphs above, and the Underwriter will transfer (via the "SPEI system") to the CLABE accounts that each Custodian, including Custodians of shareholders of OHL México that physically held their shares, have instructed in the corresponding Acceptance Letter (which must be duly authorized to receive MXN\$ in terms of applicable law) the Acquisition Price corresponding to the Public Shares of OHL México received or transferred by each of such Custodians. Neither the Offeror, nor the Underwriter, nor any of their Subsidiaries or Affiliates, or any Related Person thereto, shall be responsible for the payment or delivery (or lack thereof) by the Custodians, of the aforementioned price, in favor of the corresponding shareholders of the Public Shares of OHL México.

Conditions: The Offer was subject to the conditions described in section 8 of the Offering Memorandum - "Conditions of the Offer", same which, as of the date hereof, have been totally met.

Opinion of the Board of Directors of OHL México and the Independent Expert. As disclosed by the Issuer on June 14, 2017, on June 12, 2017 the Board of Directors of OHL México, (a) upon reception, review and responding of the Original Offer Letter, by means of the Response to the Original Offer Letter, and (b) upon reception and review of the Final Offer Letter, determined, taking into consideration the opinion dated June 12, 2017, issued exclusively with respect to the fairness of the Acquisition Price of the Offer from a financial perspective, by Rothschild (México), S.A. de C.V., as independent expert hired by the Board of Directors and the Corporate Practices Committee of OHL México, for purposes of determining the fairness of the Acquisition Price of the Offer from a financial perspective (the "Independent Expert"), and the opinion of the Corporate Practices Committee of OHL México dated June 12, 2017, that the Acquisition Price of the Offer established in the Final Offer Letter, is fair from a financial perspective. In addition, and as set forth in the aforementioned opinion of the Board of Directors of OHL México: (i) certain members of the Board of Directors and the CEO of OHL México, all of whom are Related Persons of the Offeror, abstained from participating in the meeting of the Board of Directors of the Issuer where it was resolved on whether the Acquisition Price of the Offer is fair or not from a financial perspective; and (ii) the independent members of the Board of Directors of OHL México that determined that the Acquisition Price of the Offer is fair from a financial perspective do not have a conflict of interest with respect to the Offer. For more information, please refer to section 16 of the Offering Memorandum - "Opinion of the Board of Directors of OHL México and the Independent Expert".

Authorizations of the Offeror. On May 9, 2016, by means of the Sole Partner Agreements (*Acuerdos de Socio Único*) of the Offeror, the Offeror resolved, among others, to authorize the Offer.

Cancellation of Registration before the National Securities Registry and Delisting before the Stock Exchange: In the event that, upon conclusion of the Offer, the Offeror and its Affiliates hold at least 95% of the OHL México Shares, and the scenarios

provided by the applicable legal provisions are met, the Offeror, jointly with its Affiliates, may cause that OHL México, with the prior approval of the CNBV and the favorable opinion of the BMV, cancel the registration of the OHL México Shares with the RNV and delist them from trading on the BMV. In the event that the aforementioned scenario is met, and as applicable, the Issuer, the Offeror or any of its Affiliates, would proceed (i) to carry out, in accordance with article 108 of the LMV and the applicable provisions thereof, a subsequent tender offer, with respect to the Public Shares of OHL México that were not previously acquired, same which would be made, at least at the acquisition price that results higher between (a) the Trading Value of the OHL México Shares; and (b) the Book Value of the OHL México Shares; and (ii) to create a delisting trust, same which would have a validity term of 6 (six) months and to which the required amounts to acquire any Public Share of OHL México that is not object of the delisting tender offer at the price provided in item (i) above, if applicable, shall be contributed. THERE IS NO CERTAINTY REGARDING THIS PROCEDURE NOR OF THE DATE ON WHICH IT WOULD BE CARRIED OUT.

Tax Treatment: The transfer of the Public Shares of OHL México to the Offeror is be subject to the terms of articles 22, 23, 56, 129 and 161 of the current Mexican Income Tax Law (*Ley del Impuesto sobre la Renta*) and other applicable tax provisions. The summary of the tax treatment of the Offer detailed in the Offering Memorandum is not intended as a detailed or exhaustive explanation of the applicable tax provisions in México that may be applicable to shareholders of OHL México. Additionally, such summary may not be applicable to some shareholders due to their particular characteristics. The Underwriter was not and is not responsible for verifying or notifying any shareholder who participated in the Offer of the tax treatment applicable to them or for making any payment on behalf of the shareholders under such applicable tax provisions, including without limitation, in connection with any withholding rate that may apply. As such, each Custodian is solely responsible for determining, and if applicable withholding any amounts that may be due under the tax laws applicable to the corresponding shareholder that participated in the Offer and the Underwriter is not liable for any such determination and/or withholding made by the respective Custodian. Additionally, each Custodian is solely responsible for informing the corresponding shareholder of OHL México in the reports it provides thereto, of any amounts withheld in connection with the sale of such shareholders' shares of OHL México. In view of the foregoing, it has been recommended that each of the shareholders of OHL México independently consults a tax advisor with respect to the tax consequences deriving from their participation in the Offer, including those pertaining to their particular situation.

Additional United States Information: The Offer was made for the Public Shares of OHL Mexico, a Mexican company with shares listed on the Bolsa, and was subject to Mexican disclosure and procedural requirements, which may be different from those of the United States of America ("US"). The Offer was made in the US pursuant to Section 14(e) of, and Regulation 14E under, the US Securities Exchange Act of 1934, as amended, subject to the exemptions provided by Rule 14d-1(d), if available, under the US Securities Exchange Act of 1934, as amended, which permit a bidder to comply with home country requirements in lieu of certain of the corresponding US tender offer rules, and otherwise in accordance with the disclosure and other offer requirements of applicable Mexican law.

Neither the US Securities and Exchange Commission nor any securities commission of any State of the US has (a) approved or disapproved the Offer; (b) passed upon the merits or fairness of the Offer; or (c) passed upon the adequacy or accuracy of the disclosure in the Offering Memorandum. Any representation to the contrary is a criminal offense in the US.

It may be difficult for US holders of Public Shares to enforce their rights and any claims they may have arising under the US federal securities laws in connection with the Offer, since OHL México is located in a country other than the US, and some or all of its officers and directors may be residents of countries other than the US. US holders of Public Shares of OHL México may not be able to sue OHL México or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel OHL México and its Affiliates to subject themselves to the jurisdiction or judgment of a US court.

UNDERWRITER



CASA DE BOLSA SANTANDER, S.A. DE C.V., GRUPO FINANCIERO SANTANDER MÉXICO

The Public Shares of OHL México representative of the capital stock of OHL México, subject to the Offer, are duly registered under number 3314-1.00-2010-001 with the RNV and are listed on the BMV.

The registration with the National Securities Registry in no way implies a certification of the quality of the securities, the solvency of the Issuer or the precision or truthfulness of the information contained in this notice, in the Offering Memorandum or in the Notice of Offer, and does not waive any acts that, as the case may be, may have been carried out against the applicable laws.

The authorization issued by the CNBV to carry out this Offer does not imply a judgement of the suitability or sufficiency of the Acquisition Price of the Public Shares of OHL México, and is limited to authorizing its launching pursuant to the authorities conferred by the applicable law, and shall not be deemed to be a recommendation or opinion by such authority with respect to the convenience of the Offer referred to in this notice.

México City, México, on July 27, 2017.

CNBV Authorization number 153/10423/2017, dated June 14, 2017.