Mexico City, April __ , 2016

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

Ordinary and Extraordinary General 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, to the Ordinary and Extraordinary General Shareholders´ Meeting of Alsea, S.A.B. de C.V., that will take place at 13:30 on April 29, 2016 and vote the _________ shares of Alsea which I own, in the manner I instruct as Follows:

O R D I N A R Y

I. DISCUSSION, MODIFICATION OR ENDORSEMENT, IF ANY, OF THE ANNUAL REPORT REFERRED TO IN THE GENERAL PROVISION OF THE ARTICLE 172 OF THE CORPORATION´S LAW, IN CONNECTION WITH THE TRANSACTIONS MADE BY THE COMPANY DURING THE FISCAL YEAR FROM JANUARY 1ST TO DECEMBER 31ST, 2015.

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, 2015.

III. APPOINTMENT OR RATIFICATION, IF ANY, OF THE MEMBERS OF THE BOARD OF DIRECTORS, OFFICERS AND MEMBERS OF THE INTERMEDIATE MANAGEMENT BODIES OF THE COMPANY.

IV. DETERMINATION OF THE REMUNERATION PAYABLE TO THE MEMBERS OF THE BOARD OF DIRECTORS AND THE MEMBERS OF THE INTERMEDIATE MANAGEMENT BODIES 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.

E X T R A O R D I N A R Y

VII. CANCELATION OF THE SHARES HELD IN TREASURY AND ITS CONSEQUENT REDUCTION OF THE CAPITAL STOCK OF THE COMPANY AND THE CORRESPONDING AMENDMENT OF THE BYLAWS OF THE COMPANY.

VIII. MERGER OF THE COMPANIES “CONTROLADORA DE RESTAURANTES ACD, S.A. DE C.V.”, “CONSULTORES PROFESIONALES DE COMIDA CASUAL, S.A. DE C.V.” AND “SC DE MEXICO, S.A. DE C.V.” INTO THE COMPANY “ALSEA, S.A.B. DE C.V.” DISAPPEARING THE FIRST THREE COMPANIES AS THE RESULT OF THE MERGER AND REMAINING “ALSEA, S.A.B. DE C.V.” AS THE MERGING COMPANY, APPROVAL OF THE MERGER AGREEMENT AND RELATING AGREEMENTS.

IX. AMENDMENT PROPOSAL OF THE BYLAWS OF THE COMPANY IN ORDER TO ADAPT THEM TO THE LATEST AMENDMENTS TO THE CORPORATION´S LAW AND THE VALIDATION OF THE BYLAWS OF THE COMPANY.

X. APPOINTMENT OF THE DELEGATES IN ORDER TO FORMALIZE THE RESOLUTIONS ADOPTED.

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

Point One of the Agenda:

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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:

Point Eight of the Agenda:

Point Nine of the Agenda:

Point Ten of the Agenda:

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

Truly Yours,

(Name)

Witness

Witness