



EMPRESAS ICA, S.A.B. DE C.V.

SHAREHOLDERS' MEETING CALL

Empresas ICA, S.A.B. de C.V, in accordance with the resolution approved by the Committee for Corporate Practices, Finance, Planning and Sustainability of the Board of Directors in its meeting on October 18, 2011, hereby **calls** its shareholders to attend an **Ordinary Shareholders' Meeting** to be held at 10:30am on the 17th day of November 2011 in the Conference Room located on the 8th floor of the Torre Esmeralda II building at Boulevard Manuel Ávila Camacho No. 36, Lomas de Chapultepec, C.P. 11000, Mexico City, Federal District, Mexico to consider the matters included in the following:

AGENDA

- I. Discussion and, in the event, approval of a Report of the Board of Directors regarding the application of the Policies of the Company regarding share repurchases.
- II. Discussion and, in the event, approval of a proposal of the Board of Directors to increase the maximum amount of resources allocated to share repurchases. Resolutions in this regard.
- III. Discussion and, in the event, approval of a proposal of the Board of Directors to modify the application of results for the year 2010 and increase the share purchase reserve. Resolutions in this regard.
- IV. Discussion and, in the event, approval of a proposal of the Board of Directors to cancel up to 32,748,689 common shares, nominative, without par value, representing the variable part of shareholders equity, that have been acquired through the use of the share purchase reserve. Resolutions in this regard.
- V. Appointment of Special Delegates.

Shareholders that are registered as owners of one or more shares in the Company's Share Registry will be admitted to the meeting. In order for shareholders recorded in the Company's share registry to be able to attend the meeting: (i) they must deposit their shares with a share depository institution, with the Secretary of the Board of Directors at the address provided below, or with a domestic or foreign financial institution; and (ii) they must adequately demonstrate, in the judgment of the Secretary of the Board of Directors or his designee, that the respective shareholder or (in such case) the beneficiary of a brokerage agreement or similar instrument, meets the requirements that are referred to in Articles Five, and the articles in Title III and following of the Bylaws; or that they are financial institutions acting as trustees for trusts established by the Company for the benefit of its employees or employees of its subsidiaries or for non-profit purposes, or financial institutions acting as trustees for the neutral investment trust established by the Company to which have been contributed shares of the Company as the underlying assets for the issuance of securities in Mexico or abroad. In the event that a person is not

accredited under the provisions of point (ii) of this paragraph, such person will not have the right to participate in the shareholders' meeting, and consequently will not be able to exercise the corporate rights that correspond to the shares or are applicable in accordance with articles Five, Eleven and Twenty-two of the Bylaws.

The deposit of shares with the Company and the demonstration of compliance with the requirements regarding nationality referred to in the previous paragraph shall be done no less than five days prior to the shareholders' meeting date. An admission ticket will be given in exchange for the shares deposited, which states the corresponding number and class of shares, the name of the shareholder, and the number of votes. If the deposit is made with a financial institution, the shareholder will also present to the company no less than five days prior the meeting date the proof of the deposit against which will be issued an admission ticket to the meeting. The shares and deposit receipts will be returned after the conclusion of the meeting, against the delivery of the ticket that was issued. Persons who attend the Shareholders' Meeting as representatives for shareholders shall demonstrate their representation by means of proxy forms prepared by the Company, which can be obtained on the Internet page www.ica.com.mx, under the "Corporate Governance" heading.

In accordance with the Bylaws, the proxies shall meet the following requirements, among others (the terms used herein having the definitions given them in the Bylaws):

- (1) State the name of the issuing Company in a prominent manner, as well as the agenda;
- (2) Provide space for instructions by the grantor for the exercise of the proxy;
- (3) Declaration as to whether the shareholder and/or spouse or common-law spouse, or any relative by blood, affinity or in-law to the fourth degree or a Controlled Person of said shareholder or any other person aforementioned is a competitor of the Company or any of its Subsidiaries or Affiliates;
- (4) Declaration as to whether the shareholder and/or spouse or common-law spouse, or any relative by blood, affinity or in-law to the fourth degree or a Controlled Person of said shareholder or any other person aforementioned is (are) owner(s) or beneficiary (ies) as of that date, directly or indirectly, of Shares representing: (i) 5% (five percent) or more; (ii) any multiple of 5% (five percent) or more, of the total Shares issued by the Company, or (iii) are owners or beneficiaries, directly or indirectly, of rights to any class of shares or of Restrictive Share Covenants of the Company representing said percentage;
- (5) Declaration as to whether any Related Person to the shareholder is the owner Shares or has rights with respect to the Shares of (i) 5% (five percent) or more; (ii) any multiple of 5% (five percent) or more, of the total Shares issued by the Company, or (iii) is the owner or beneficiary, directly or indirectly, of rights to any class of shares or to Restrictive Share Covenants of the Company representing said percentage;
- (6) Declaration as to the nationality of the shareholder or of the beneficiary of the brokerage agreement or similar instrument, and in the case of a legal entity, the nationality of the same and whether the respective bylaws include a clause excluding foreigners as well as the identity and nationality of the persons that control the legal entity; and
- (7) Any falsehood or omission in the information contained in the proxy will result in the nullification of the votes cast by the shareholder.

From the date of the publication of this call for a shareholders' meeting, the proxy form and information and documentation related to agenda items will be available, without charge, to shareholders or

financial intermediaries that represent such shareholders through the certifications issued by S.D. Indeval, Institución para el Depósito de Valores, S.A. de C.V. The proxy form, information and documentation may be requested from the Secretary of the Board of Directors, in the offices located on the 17th floor of the Torre Esmeralda II building, Boulevard Manuel Ávila Camacho No. 36, Lomas de Chapultepec, C.P. 11000, Mexico City, from Monday to Friday from 9:00 AM to 2:00pm and from 4:00pm to 6:00pm.

Mexico City, D.F., October 31, 2011.

Bernardo Quintana
Chairman of the Board