



PRESS RELEASE

ALFA and Alestra announce the signing of Definitive Agreement to merge with Axtel

- **Legal, financial and operational due diligence for the signature of the Agreement were concluded**
- **The transaction is subject to the approval of the CNBV, corresponding shareholders meetings and other conditions common to this type of operations**

San Pedro Garza Garcia, N.L., Mexico, December 4, 2015.- ALFA, S.A.B. de C.V. (“ALFA”) announced today that, together with its wholly-owned subsidiaries Alestra, S. de R. L. de C.V. (“Alestra”) and Onexa, S.A. de C.V. (“Onexa” – Alestra’s parent company) have signed Definitive Agreement with Axtel, S.A.B. de C.V. (“Axtel”), a Mexican integrated fixed-line telecommunications company, and a group of Axtel’s major shareholders, to merge Onexa and Axtel, surviving the latter and making Alestra a subsidiary Axtel and likewise Axtel a subsidiary of ALFA (“the Transaction”). The above, once the Transaction is in full force and effect.

As announced on October 1st, 2015, Axtel will remain as an operating and publicly-traded company and is expected to issue new shares to be held by ALFA, representing approximately 51% of the combined entity ownership. ALFA also announced the successful closing of the legal, financial and operating due diligence of both companies.

The Transaction remains subject to the approvals of Mexico’s Comisión Nacional Bancaria y de Valores, shareholders of Axtel and other conditions common to this type of operations. Shareholders will be informed in a timely manner about the progress of the completion, to approve the Transaction expected to occur on the first two months of 2016.

About ALFA

ALFA is a company that manages a portfolio of diversified companies. Among them; Nemak, a leading provider of innovative light-weighting solutions for the automotive industry specializing in the development and manufacturing of aluminum components for powertrain and body structure; Alpek, one of the world’s largest producers of polyester (PTA, PET and fibers), which also leads the Mexican market in petrochemicals such as polypropylene, expandable polystyrene and caprolactam; Sigma, an important producer, marketer and distributor of highly recognized branded foods in Mexico, the United States and Europe; Alestra, a leading provider of information technology and telecommunications services for the enterprise segment in Mexico; and, Newpek, a company in the hydrocarbons industry in Mexico and the United States. In 2014, ALFA reported consolidated revenues of Ps. 229,226 million (U.S. \$17.2 billion), and EBITDA of Ps. 27,116 million (U.S. \$2 billion). ALFA’s shares are quoted on the Mexican Stock Exchange and on Latibex, the market for Latin American shares of the Madrid Stock Exchange.

About Alestra

Alestra offers the most innovative Information Technology solutions, supported by a practice of Network Managed Services to multinational, small and large companies, as well as institutional clients. Alestra provides: value added services like Data Center, Cloud and Security applications; vertical solutions; in addition to consulting services for designing and managing complex TIC projects. Its leadership is inspired by a constant innovation philosophy and supported by certifications, additionally boosted by alliances with leading technology suppliers.

Forward-Looking Statements

This release contains certain forward-looking statements regarding the future events or the future financial performance of ALFA, Alestra and Axtel. These statements reflect management's current views with respect to future events or financial performance, and are based on management's current assumptions and information currently available and are not guarantees of future performance. The timing of certain events and their actual results could differ materially from those projected or contemplated by the forward-looking statements due to a number of factors including, but not limited to those inherent to operating in a highly regulated industry, strong competition, commercial and financial execution, economic conditions, among others.

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