****

**POWER OF ATTORNEY**

[\_\_\_] (the “Principal”), national of [\_\_\_], hereby grants special powers regarding the purpose but as broad as may be required, to Messrs. [\_\_\_], so that, jointly or interchangeably:

1. They may attend, on behalf of the Principal, the General Annual Ordinary and Extraordinary Shareholders’ Meeting of Grupo Rotoplas S.A.B. de C.V. (the “Company”), to be held on April 27, 2023, beginning at 12:00 hours, at the Company’s office located at No. 24 Pedregal, 19th floor, Molino del Rey, Miguel Hidalgo, Zip Code 11040, Mexico City.
2. Exercise the voting right corresponding to the [\_\_\_] ordinary shares, of the Single Series, Class [\_\_], all representative of the Company’s share capital, held by the Principal, with regard to each and every one of the matters discussed at said meeting pursuant to the following:

|  |  |  |  |
| --- | --- | --- | --- |
| **Item on the Agenda** | **Instructions for the casting of the votes** | | |
| **For** | **Against** | **Abstain** |
| 1. Reading, discussion, and approval, if applicable, of the Company’s Management Board report, for the financial year from January 1st to December 31st, 2022, following the reading of the reports listed below: 2. Report of the Chief Executive Officer of the Company prepared in terms of Article 172 of the General Corporations Law, and Article 44, section XI of the Securities Market Law, together with the report of the External Auditor, regarding the Company’s operations and results for the financial year ended on December 31, 2022; 3. Opinion of the Board of Directors on the content of the Report of the Chief Executive Officer referred to in section a) above, pursuant to Article 28, Section IV, subsection c) of the Securities Market Law; 4. Report of the Board of Directors of the Company referred to in Article 172, section b) of the General Corporations Law, wherein establishes and explains the main policies, accounting and information criteria followed in the preparation of the Company's financial information; 5. Report of the Board of Directors of the Company on the operations and activities in which it participated during fiscal year 2022, pursuant to Article 28, Section IV, subsection e) of the Securities Market Law; 6. Annual reports of the activities carried out by the Company’s Audit and Corporate Practices Committees in terms of Article 43 of the Securities Market Law; 7. Report on the Company's compliance with its tax obligations for fiscal year 2021, in accordance with the provisions of Article 76, Section XIX of the Income Tax Law. |  |  |  |
| 1. Discussion and, if applicable, approval of the audited consolidated financial statements for the fiscal year ended December 31, 2022 of the Company, as well as the application of those results. |  |  |  |
| 1. Review and, if applicable, if applicable, approval of the proposal of the Board of Directors to reimburse the Company's shareholders in cash, by means of a reduction of capital stock in its fixed and variable parts, proportionally and without cancellation of shares, at the rate of $0.50 (fifty cents Mexican pesos) per share, with the consequent amendment to article six of the Company's bylaws. |  |  |  |
| 1. Appointment or ratification, as the case may be, of the members of the Board of Directors and the members of the Audit, Corporate Practices and Compensation Committees of the Company. 2. Each of the following members of the Board of Directors is submitted to an independent vote: |  |  |  |
| 1. Carlos Roberto Rojas Mota Velasco, Chairman of the Board. |
| 1. Carlos Roberto Rojas Aboumrad, board member. |  |  |  |
| 1. Mario Antonio Romero Orozco, board member. |  |  |  |
| 1. Gonzalo Uribe Lebrija, board member. |  |  |  |
| 1. Alfredo Elías Ayub, board member. |  |  |  |
| 1. Pablo Iturbe Fernández, board member. |  |  |  |
| 1. Leo Rastogi, board member. |  |  |  |
| 1. John G. Sylvia, independent board member. |  |  |  |
| 1. Francisco Amaury Olsen, independent board member. |  |  |  |
| 1. José María Tomás González Lorda, independent board member. |  |  |  |
| 1. Marina Díaz Ibarra, independent board member. |  |  |  |
| 1. Alberto Esteban Arizu, independent board member. |  |  |  |
| 1. Jerónimo Gerard, independent board member. |  |  |  |
| 1. Xavier García de Quevedo Topete, independent board member. |  |  |  |
| 1. It is proposed to appoint Mr. Mauricio Romero Orozco as Secretary non-member of the Board of Directors. |  |  |  |
| 1. Each of the following members of the Audit Committee is voted on independently: 2. John G. Sylvia, Chairman. |  |  |  |
| 1. José María Tomás González Lorda, Secretary. |  |  |  |
| 1. Marina Díaz Ibarra, member. |  |  |  |
| 1. Each of the following members of the Corporate Practices Committee is submitted to an independent vote: 2. Jerónimo Marcos Gerard Rivero, Chairman. |  |  |  |
| 1. John G. Sylvia, Secretary. |  |  |  |
| 1. Leo Rastogi, member. |  |  |  |
| 1. Each of the following members of the Compensation Committee shall be voted on separately: 2. José María Tomás González Lorda, Chairman. |  |  |  |
| 1. Francisco Amaury Olsen, Secretary. |  |  |  |
| 1. Emoluments to the members of the Board of Directors and the Company’s Audit, Corporate Practices, and Compensations Committees. |  |  |  |
| 1. Reading, discussion, and approval, if applicable, of the report on the buyback and issuance program of the Company’s own shares, as well as establishment of the maximum sum of resources that the Company may devote to the repurchase of own shares pursuant to Article 56, section IV of the Securities Market Law. |  |  |  |
| 1. Appointment of special delegates. |  |  |  |
| 1. Preparation, reading, and approval, as the case may be, of the Meeting minutes. |  |  |  |

Mexico City, [\_\_\_] [\_\_\_], 2023.

The principal

|  |  |
| --- | --- |
| [\_\_\_]  Represented by: [\_\_\_] | [\_\_\_]  Represented by: [\_\_\_] |

|  |  |
| --- | --- |
| Witness  [\_\_\_] | Witness  [\_\_\_] |