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Ticker: "AXTELCPO"

ANNUAL REPORT

presented in accordance to the general provisions that apply to the Issuers of securities and to other participants of the securities market for the year ended on December 31, 2015

Characteristics of the Securities: The securities that are traded in the Mexican Stock Exchange (*Bolsa Mexicana de Valores*) ("BMV") are "Ordinary Participation Certificates*"* ("CPO's"), which are non-amortizable securities, issued under the CPO's Trust (which term is defined below), each of which represents 7 Series B, Class I Shares of the capital stock of Axtel, S.A.B. de C.V. ("Axtel" or the "Company"). As of December 31, 2015, there are 1,336,912,786 CPOs that represent 9,358,389,500 Series B Class I Shares. The capital stock of Axtel is represented by 9,456,140,156 shares of the fixed portion of the capital stock, of which, 97,750,656 are Series A, Class I and 9,358,389,500 are Series B, Class I. As of December 31, 2015, the capital stock of Axtel does not have shares that have been issued or subscribed representing the variable portion of its capital stock.

Axtel's CPOs and the shares that represent its capital stock, are both registered at the National Registry of Securities ("RNV"), and Axtel's CPOs are traded in the Mexican Stock Exchange. Registration of Axtel's CPOs and shares at the RNV have informative effects only, and does not imply a certification regarding the quality of the registered securities nor of Axtel's solvency or on the accuracy or reliability of the information contained in the Annual Report or validate the acts, if any, might have been made in contravention of the law.

For any questions with regards to this Annual Report, please contact Mr. Adrian de los Santos at the phone number (81) 8114-1128 or via e-mail to ir@axtel.com.mx.

This Annual Report is available at Axtel's web page at *www.axtelcorp.mx* and at the BMV's web page at *www.bmv.com.mx*.

San Pedro Garza García, N.L., as of April 28, 2016.

1) GENERAL INFORMATION

1.1) Glossary of Terms and Definitions

The following glossary includes the definitions of the main terms and abbreviations used in this Annual Report:

"Shares"	Ordinary shares, nominative, without par value, representative of the capital stock of the Company
"Series A shares"	Ordinary shares of the Series A, Class I, nominative, without par value, representing the fixed portion of the Company's capital stock, which grant to its holders the exact same rights as the Series B shares
"Series B shares"	Ordinary shares of the Series B, Class I, nominative, without par value, representing the fixed portion of the Company's capital stock, which grant to its holders the exact same rights as the Series A shares
"America Móvil"	América Móvil, S.A.B. de C.V. including subsidiary and affiliate companies.
"Accival"	Acciones y Valores Banamex, S.A. de C.V., Brokerage Firm, Member of Grupo Financiero Banamex.
"ADS" o "ADSs"	American Depositary Shares, each one representing 7 CPOs, and each CPO representing 7 Series B Shares.
"Alestra"	Alestra, S. de R.L. de C.V.
"Alfa"	Alfa, S.A.B. de C.V.
"AT&T"	AT&T Corporation
"Avantel Concesionaria"	Avantel, S. de R.L. de C.V.
"Avantel Infraestructura"	Avantel Infraestructura, S. de R.L. de C.V.
"Avantel"	Both, Avantel Concesionaria y Avantel Infraestructura.
"Axtel" or the "Company"	Means Axtel, S.A.B. de C.V., together with its subsidiaries, except when in context the term Axtel refers only to Axtel, S.A.B. de C.V.
"Banamex"	Banco Nacional de México, S.A. integrante de Grupo Financiero Banamex and its affiliates.
"BMV"	Bolsa Mexicana de Valores, S.A.B. de C.V. (*Mexican Stock Exchange)*.
"Cablecom"	Grupo Cable TV, S.A. de C.V.
"Cablemás"	Cablemás, S.A. de C.V.
"Cablevisión"	Empresas Cablevisión, S.A.B. de C.V.
"Central Switchboard"	Equipment that frees voice data and does the pertinent connections, allowing the calls to be realized.
"Circular Letter "	Means the general provisions that apply to the Issuers of securities and to other participants of the securities market, issued by the CNBV and published in the Official Federal Gazette on Wednesday March 19, 2003, as updated pursuant to the resolutions issued on the Official Gazette from to time to time.
"CNBV"	Comisión Nacional Bancaria y de Valores. *(Mexican Banking and Securities Commission)*

“Cofeco”	Comisión Federal de Competencia. *(Federal Antitrust Commission)*
“Cofetel”	Comisión Federal de Telecomunicaciones *(Federal Telecommunications Commission)*, former industry regulator until September 9, 2013.
“CFE”	Comisión Federal de Electricidad *(Federal Electricity Commission)*
“DMS Switch” or “ DMS equipment”	Nortel Neworks’ Central Switchboard model DMS100
“CPOs”	Ordinary Participation Certificates, which are non-amortizable securities, issued under the CPOs Trust, each of which represents, 7 Series B Shares of Axtel’s capital stock.
“dollars”, “US$”, “Dollars” or “USD”	Current currency of the United States of America
“Financial Statements”	The Consolidated Financial Statements
“Audited Financial Statements”	The audited consolidated financial statements of the Company as of and for the fiscal years ended on December 31, 2015 and 2014 and as of and for the years ended on December 31, 2014 and 2013.
“United States”	The United States of America
“CPOs Trust”	It means the Irrevocable Trust Agreement No. 80471 named AXTEL CPO's, dated November 30, 2005, entered between the Company, as settlor, and Nacional Financiera, Sociedad Nacional de Crédito, Institución de Banca de Desarrollo, Fiduciary Division, as trustee, the purpose of which is, among others, to establish a mechanism that allows the allocation of the B Series Shares into the trust for the issuance of CPOs that are eligible for trading in the BMV.
“Trustee” or “NAFIN”	Nacional Financiera, Sociedad Nacional de Crédito, Institución de Banca de Desarrollo, Fiduciary Division, as trustee of the CPOs Trust
“FTTH”	Fiber to the Home. Optical Fiber to home or business
“GHz”	Gigahertz (Thousands of millions of cycles per second) Frequency relative to a time unit
“GPON”	Gigabit Passive Optical Network
“IFT”	Instituto Federal de Telecomunicaciones (Federal Telecommunications Institute), industry regulator since September 2013
“Indeval”	S.D. Indeval, S.A. de C.V., Institución para el Depósito de Valores
“INEGI”	Instituto Nacional de Estadística Geografía e Informática *(National Institute of Statistics, Geography and Informatics of Mexico)*
“IP”	Internet Protocol
“Iusacell” or “Grupo Iusacell”	The following companies, together or individually: Iusacell PCS, S.A. de C.V., Iusacell PCS de México, S.A. de C.V., Portatel del Sureste, S.A. de C.V., Comunicaciones Celulares de Occidente, S.A. de C.V., Sistemas Telefónicos Portátiles Celulares, S.A. de C.V., Telecomunicaciones del Golfo, S.A. de C.V., Operadora Unefón, S.A. de C.V. and SOS Telecomunicaciones, S.A. de C.V.
“IVA” or “VAT”	Mexican Value Added Tax
“LD”	Long Distance

"LFT" or "LFTR"	Ley Federal de Telecomunicaciones y Radiodifusión *(Federal Telecommunications and Broadcasting Law)*
"LGSM"	Ley General de Sociedades Mercantiles *(General Law of Mercantile Companies)*
"LMV"	Ley del Mercado de Valores *(Mexican Securities Market Law)* published in the Official National Gazette on December 30, 2005, as amended from to time to time.
"Maxcom"	Maxcom Telecomunicaciones, S.A.B. de C.V.
"Megacable"	Megacable Holdings, S.A.B. de C.V. including subsidiary and affiliate companies.
"México"	United Mexican States.
"MHz"	Megahertz. Frequency in millions of cycles per Second. In radio, it refers to the number of oscillations of electromagnetic radiation per second.
"Nextel"	Comunicaciones Nextel de México S.A. de C.V.
"NIF" or "MFRS"	Normas de Información Financiera *(Mexican Financial Reporting Standards).*
"IFRS"	International Financial Reporting Standards
"Nokia"	Nokia Siemens Networks S.A. de C.V.
"Onexa"	Onexa, S.A. de C.V.; holding of Alestra S. de R.L. de C.V. and subsidiary of Alfa S.A.B. de C.V.
"pesos", "M.N.", "$", or "Ps."	Current legal currency in Mexico
"Promotora de Sistemas"	Promotora de Sistemas de Teleinformática, S.A. de C.V.
"SCJN"	Suprema Corte de Justicia de la Nación *(Mexican Supreme Court of Justice)*
"SCT"	Secretaría de Comunicaciones y Transportes. *(Ministry of Communications and Transport)*
"Telcel"	Radiomóvil Dipsa, S.A. de C.V. and/or affiliated companies that all together are subsidiaries of América Móvil, S.A.B. de C.V.
"Telefónica Movistar" or "Grupo Telefónica", or "Telefónica"	The following companies, together o individually: Pegaso PCS, S.A. de C.V., Baja Celular Mexicana, S.A. de C.V., Pegaso Comunicaciones y Sistemas, S.A. de C.V., Celular de Telefonía, S.A. de C.V., Telefonía Celular del Norte, S.A. de C.V., Movitel del Noroeste, S.A. de C.V., and Grupo de Telecomunicaciones Mexicanas, S.A de C.V.
"Televisa"	Grupo Televisa S.A.B., including subsidiary and affiliate companies.
"Tel Holding"	Telecomunicaciones Holding Mx, S. de R.L. de C.V.
"Telmex"	Teléfonos de México, S.A.B. de C.V. and/or Teléfonos del Noroeste, S.A. de C.V.
"Telnor"	Teléfonos del Noroeste, S.A. de C.V.
"ICT"	Information and Communication Technologies
"TV Azteca"	TV Azteca S.A. de C.V.

“TVI”	Televisión Internacional S.A. de C.V.
“Adjusted EBITDA”	Means EBITDA minus not monetary items and other non-recurrent expenditures (revenues).
“EBITDA”	Means Earnings before interest, taxes, depreciation and amortization and other non-recurrent expenditures (revenues).
RGUs	Revenue Generating Units
“Unefón”	Operadora Unefón S.A. de C.V.
“Enterprise Value”	It means the market cap (stock price times the number of shares) plus the liabilities minus cash available.
“Verizon”	Verizon Communications Inc., including subsidiary and affiliate companies
“VPN o VPNs”	Virtual Private Network
WiMAX	Worldwide Interoperability for Microwave Access, Standardized protocol of wireless broadband access known as the standard 802.16e that can be fixed, nomadic, portable and mobile.

1.2) Executive Summary

Axtel is the Mexican telecommunications company with the fastest broadband service in Mexico for the mass market, and one of the leading companies in ICT solutions in the corporate, financial and government sectors. The Company serves all market segments -corporate, business, financial, government, wholesale and residential, with the most robust offering of integrated communications services in the country. Its world-class network consists of different access technologies like fiber optics, fixed wireless access, point to point and point to multipoint links, in order to offer solutions tailored to the needs of its customers. Axtel's portfolio of services include the fastest broadband services for the mass market in Mexico through the GPON technology used by its FTTH Network, the most advanced solutions for data transmission and implementation of virtual private networks, web hosting, data centers, managed security, services for other telecommunications operators, voice services and pay television, among others.

The Company was incorporated under the corporate name of Telefonía Inalámbrica del Norte, S.A. de C.V., by means of public deed number 3,680, on July 22, 1994, granted by Rodolfo Vela de León, Public Notary No. 80 in Monterrey, Nuevo León. The first deed of such letter was recorded at the Public Registry of Property and Commerce in Monterrey, Nuevo León, under number 1566, 273, volume 417, Book 3, Second Part of Mercantile Companies, Section of Trade on August 5, 1994. In 1999, the Company changed its corporate name to Axtel, S.A. de C.V. As a consequence of certain amendments in the LMV, on December 4, 2006, the Company transformed into Axtel, Sociedad Anónima Bursátil de Capital Variable or S.A.B. de C.V. in compliance with the requirements and timelines of the LMV.

Since December 2005, Axtel's CPOs trade in the BMV, so the Company periodically publishes its corporate, operating and financial information, which can be accessed in the web page of the BMV at *www.bmv.com.mx*. Likewise, the same information can be accessed in Axtel's web page at *www.axtelcorp.mx*, including information regarding its products and services.

On August 31, 2007, an Extraordinary General Shareholders Meeting was carried out, where among other things, the following resolutions were adopted: (i) to carry out a split of the shares that were outstanding, by means of the issuance and delivery to the shareholders of three new shares for each of the shares of the same class and series that they owned; (ii) and to amend the Sixth Clause of the bylaws of the Company.

By virtue of the approval of these resolutions of the Extraordinary General Shareholders Meeting of the Company regarding the split, an update of the shares that were registered in the RNV was requested to the CNBV so that a total of 8,769,353,223 nominative shares, without par value representing the common stock of the Company were registered, of which 96,636,627 were Series A and 8,672,716,596 were Series B shares. Currently, there are no shares that have been issued or subscribed in the variable portion of the capital stock of Axtel.

By virtue of the above and according to Clauses First numeral Three and Seventh paragraph eight of the deed of issuance of ordinary participation certificates of the Company, article 228 O of the Negotiable Instruments and Commercial Transactions Law (*Ley General de Títulos y Operaciones de Crédito*) and other applicable provisions, an authorization from the CNBV was obtained for the amendment of the above mentioned deed of issuance as well as its appearance to the execution of the corresponding deed in order to increase the number of ordinary participation certificates that based on the mentioned deed of issuance were outstanding to remain in a total of 1,238,959,485 CPOs, representing 8,672,716,395 Series B Class I shares of Axtel's common stock that were outstanding. The request for an update of the RNV also included the increase in the number of CPOs derived from the split of such shares.

In connection with the aforementioned, and in accordance with the resolutions adopted by the Extraordinary Shareholders' Meeting held on January 25, 2013, the Company issued 972,814,143 Series B Class I shares which will be held in the treasury of the Company, to be subscribed subsequently upon the conversion of the Notes. Likewise, 1,114,029 Series A shares were issued.

As of December 31, 2015, and considering the total Convertible Notes who have exercised their right to convert, the Company had a total of 9,456,140,156 nominative shares, without par value representing the common stock of the Company, of which 97,750,656 were Series A and 9,358,389,500 were Series B.

The corporate domicile of the Company is the municipality of San Pedro Garza García, Nuevo León, and its main offices are located in Blvd. Díaz Ordaz Km. 3.33 L-1, Colonia Unidad San Pedro, 66215 San Pedro Garza García, Nuevo León, Mexico. Its telephone is (+52) (81) 8114-0000 and its web page is *www.axtelcorp.mx*.

Axtel is one of the most relevant companies in the industry with annual sales of Ps. 10,150 million pesos in 2015. Our value-added solutions on IP technology make the convergence of voice services, data and television possible. Axtel believes that after the acquisition of Avantel in December 2006, it consolidated its position as the second largest integrated services provider of fixed telephony in Mexico and one of the main operators of virtual private networks in the country.

The thirty-nine metropolitan areas where Axtel provides its integrated communications services as of December 31, 2015 are: Mexico City, Monterrey, Guadalajara, Puebla, Toluca, Leon, Queretaro, San Luis Potosi, Saltillo, Aguascalientes, Ciudad Juarez, Tijuana, Torreon (Laguna Region), Veracruz, Chihuahua, Celaya, Irapuato, Victoria, Reynosa, Tampico, Cuernavaca, Merida, Morelia, Pachuca, Hermosillo, San Juan del Rio, Xalapa, Durango, Villahermosa, Acapulco, Mexicali, Cancun, Zacatecas, Matamoros, Nuevo Laredo, Culiacan, Mazatlan, Coatzacoalcos and Minatitlan. The cities where Axtel provides its services based on its fiber or FTTH network are: Mexico City, Monterrey, Guadalajara, Queretaro, San Luis Potosi, Aguascalientes, Puebla, Leon, Ciudad Juarez and Toluca.

With respect to the twelve month period ended on December 31, 2015, Axtel generated income, operating income and Adjusted EBITDA for the amounts of Ps. 10,150 million, Ps. 609 million and Ps. 3,131 million, respectively. Axtel reported a loss before tax of Ps. 2,086 million and a net loss of Ps. 1,718 million. As of the end of 2015, the Company had Ps. 2,575 million in cash and total debt of Ps. 12,982 million.

During the twelve month period ended on December 31, 2014, Axtel generated income, operating loss and Adjusted EBITDA for the amounts of Ps. 10,597 million, Ps. 500 million and Ps. 3,023 million, respectively. Axtel reported a loss before tax of Ps. 2,457 million and a net loss of Ps. 1,919 million. As of the end of 2014, the Company had Ps. 2,698 million in cash and total debt of Ps. 10,996 million.

Finally, during 2013, Axtel generated income, operating income and Adjusted EBITDA for the amounts of Ps. 10,286 million, Ps. 2,687 million and Ps. 2,872 million, respectively. Axtel reported an income before tax of Ps. 3,426 million and a net income of Ps. 2,408 million. As of the end of 2013, the Company had Ps. 1,292 million in cash and total debt of Ps. 7,864 million. The Company's financial information is contained in more detail in Section 3) FINANCIAL INFORMATION of this Annual Report.

As of December 31, 2015, the Company had 815 thousand active lines and 446 thousand broadband subscribers representing 521 thousand customers in service plus 9 thousand long distance pre-paid service users. As of December 31, 2015, 53% of the lines in service came from residential customers and the remaining 47% from business customers. For the twelve months period ended on December 31, 2015, 33% of the revenue came from the mass market (residential and micro-enterprise customers), 26% from government, 32% came from medium and large businesses and financial institutions and the remaining 10% came from international LD incoming calls, carriers and public telephone services.

Regarding the behavior of the CPO, as of December 31, 2015, 2014 and 2013, the Company's CPO closed at Ps. 8.70, Ps. 3.38 and Ps. 4.68 per CPO respectively. For more details on the CPO's behavior throughout the years, see Section 5.2) Stock Performance in the Stock Market.

On October 1st, 2015, the Company, Alfa, Onexa and Alestra signed a memorandum of understanding to merge Axtel and Alestra, creating a stronger competitor in the Mexican telecommunications industry. On December 4, 2015, Alfa, Onexa, Alestra and Axtel signed definitive agreements, subject to applicable corporate and regulatory approvals, to carry out the merger of Axtel and Onexa. The merger was approved in January 2016 by the Board of Directors of Axtel, Alfa and Onexa, and by shareholders of Axtel and Onexa. In addition, on January 11, 2016, Mexico's CNBV issued the exception necessary to proceed with the merger without a tender offer. The merger became effective on February 15, 2016, date as of which Alfa owns approximately 51% of Axtel shares. Also on this date, Alestra became a wholly-owned subsidiary of Axtel.

1.3) Risk Factors

1.3.1) Risks Related to the Company

We have a history of substantial losses and may incur further losses in the future.

Since our incorporation in 1994 and as of December 31, 2015, we have incurred a cumulative net loss of Ps. 3,477 million. In previous periods we have experienced declines in revenues and cash flow and have experienced liquidity constraints. We have adopted plans to address our liquidity position, including the asset divestiture and exchange offers completed in January 2013 and the additional exchange offers and debt offerings completed in December 2013 and September 2014. However, if in the future we incur losses or generate cash flows that are not sufficient to cover investments, interest payments and other costs and expenses, our business operations could be compromised and we could be forced to declare bankruptcy, liquidate or reorganize.

Our revenues, operating income and Adjusted EBITDA could decline.

In 2015, the Company recorded a decrease in revenues of 4% mainly due to the elimination of national long distance charges and international transit traffic, or traffic generated outside of Mexico which ends in other countries. The Company registered a 4% increase in Adjusted EBITDA compared with 2014 due to the increase in integrated services revenues to the enterprise and government segment with improved margins. If revenues decrease or if margins are reverted in the future, our results of operations and financial condition could be materially adversely affected. In 2015, Axtel recorded an operating income of Ps. 609 million, compared to operating loss of Ps. 500 million in 2013. The operating income in 2015 was mainly due to the improvement in Adjusted EBITDA and a decrease in depreciation and amortization. Axtel had Adjusted EBITDA of Ps. 3,131 million and Ps. 3,023 million for 2015 and 2014, respectively, and financial ratios with net debt (i.e., total debt net of cash and cash equivalents) to Adjusted EBITDA of 3.3x and 2.7x for December 31, 2015 and 2014, respectively, and Adjusted EBITDA to interest expense of 2.5x and 3.4x for the twelve month period ended December 31, 2015 and 2014, respectively.

A higher leverage could limit our ability to expand and adversely affect our operating results.

As of December 31, 2015, our total debt and accrued interest were Ps. 12,982 and Ps. 545 million, respectively. The resulting increase in debt service costs could reduce the amount of cash which would otherwise be available to invest in the expansion of our business or to meet other obligations. Likewise, an increase in our leverage could reduce our access to new financing sources on favorable terms, and as a consequence, limit our growth and affect our operating results.

The Company may need additional financing.

We may require additional financing in the future to fund our operations. We operate a capital intensive business. Since our inception and as of December 31, 2015, we have invested Ps. 43,657 million in building our infrastructure. We expect to make additional investments in future years as we selectively expand our network into new technologies and other areas of Mexico in order to exploit market opportunities as well as to maintain our existing network and facilities. In addition, we operate in a highly regulated industry and we face the regulatory risk of having a Mexican governmental agency mandate increased capital expenditures or our incurrence of other expenses not currently contemplated. We cannot assure you that we will have sufficient resources to make such investments or cover potential expenses mandated by governmental agencies and that, if needed, any financing will be available in the future or on acceptable terms. In addition, our ability to incur additional indebtedness will be restricted by the terms of agreements currently in place or into which we may enter in the future.

Adverse and volatile conditions in the Mexican and international credit markets, including higher interest rates, reduced liquidity or decreased interest from financial institutions in granting us credit, have in the past and may in the future increase our cost of borrowing or refinancing maturing indebtedness, with adverse consequences to our financial condition and results of operations. We cannot assure you that we will be able to refinance any indebtedness we may incur or otherwise obtain funds by selling assets or raising equity to make required payments on maturing indebtedness.

Our network growth strategy may fail to generate the revenues we anticipate.

Since our incorporation and through December 31, 2015, we have invested Ps. 43,657 million in network and infrastructure and according to our projections we will have to make significant additional expenditures to maintain and upgrade our network and to increase our capacity and our business for the future. These expenditures, together with operating expenses, may affect our cash flow and profitability, particularly if the expenditures do not lead to additional revenue. We also anticipate that, in addition to maintaining a strict control on the administration of the business, the continued growth will require us to attract and retain qualified personnel to efficiently manage such growth. If we are unable to meet the challenges that our growth presents, our results of operations and financial condition could be adversely affected.

Our industry is characterized by rapid technological change, which could render our products obsolete and cause us to recognize an impairment charge to our assets.

Most of network and other system equipment used in the telecommunications industry have a limited life and must be replaced because of damage or competitive obsolescence. For example, increased demand for bandwidth-intensive services has required us to upgrade from fixed-wireless access technologies, including WiMAX, to fiber optic-based technologies like GPON. Such upgrades or migrations require significant capital expenditures and we cannot assure you that unforeseen technological evolutions will not render our services unpopular with customers or obsolete. To the extent our equipment or systems become obsolete; we may be required to recognize an impairment charge to such assets, which may have a material adverse effect on our business and results of operations.

We depend on certain important customers for a significant portion of our revenues.

Sales to Banco Nacional de México S.A. and its Mexican affiliates (collectively “Banamex”), our largest corporate customer, accounted for approximately 8% of our total revenues in 2015. The loss of an important customer such as Banamex could adversely affect our business, financial condition, revenues and results of operations. No other customer represented more than 5% of our total revenues during 2015.

We operate in a highly competitive environment, compete with providers that have greater financial resources than we do and experience significant rate pressure, all of which may negatively affect our operating margins and results of operations.

The telecommunications industry in Mexico is becoming more competitive. With the convergence of services, competition has intensified and we compete with established telecom companies such as Telmex, Alestra and Maxcom, with cable companies such as Megacable and Televisa Cable Companies (Cablemás, Cablevisión, Cablecom and TVI) and with mobile operators such as América Móvil, Iusacell and Telefónica Movistar.

We have experienced and expect to continue experiencing pricing pressures, primarily as a result of:

- focus by our competitors on increasing their market share;
- recent technological advances that permit substantial increases in the transmission capacity of both new and existing fiber optic networks, resulting in long distance overcapacity;
- greater participation of traditional fixed-line service providers;
- further penetration of cable television operators into certain of our markets; and
- the entrance of new competitors, such as AT&T.

In recent years, we have not increased prices for local and long distance services to our customers and, in certain cases, we have lowered prices. If there are further declines in the price of telecommunication services in Mexico, we will be forced to competitively react to those price declines by lowering our prices or risk losing market share, which would adversely affect our operating results and financial position.

Certain of our competitors, including Telmex, a subsidiary of América Móvil and the former state-owned telecommunications monopoly and dominant provider of local and other telecommunications services in Mexico, have significantly greater financial and other resources than those available to us. In addition, Telmex’s nationwide network and concessions, as well as its established and long-standing customer base, give it a substantial competitive advantage over us.

Delays in the implementation and availability of new technologies or service access networks could adversely affect Axtel's results of operations.

Telecommunications companies constantly migrate to new technologies or access networks depending on the demand for services in the market, and the characteristics of the technological alternatives available and their cost and adaptability. Since 2010, Axtel has tested different optical fiber technologies, such as GPON last mile and Fiber Optic Modem ("FOM"), to provide converged telecommunications services to its customers. Deployment of these technologies is susceptible to delays and/or such technologies may fail to meet expected capacities, which would result in slower growth and adversely affect the results of operations of the Company. Additionally, if any of our suppliers for FTTH optical fiber or ICT services fails to provide such services or equipment, our ability to make the necessary deployments in order to have the penetration and coverage we seek would be adversely affected, which could adversely affect our results of operations.

We depend on key personnel; if they were to leave us, we might have an insufficient number of qualified employees.

We believe that our ability to implement our business strategy and our future success depends on the continuous employment of our executive management team. The executive management team has extensive experience in the industry and is vital in maintaining some of our major customer relationships as well as the proper operation of our assets. The loss of the technical knowledge, management and industry expertise of key employees could hinder the optimal execution of our business plan and could result in delays in launching new products, loss of customers and diversion of resources to the extent that such employees be replaced.

If we do not successfully maintain, upgrade and efficiently operate accounting, billing, customer service and management information systems, we may not be able to maintain and improve our operating efficiencies.

Sophisticated information and processing systems are vital to our operations and growth, as well as our ability to monitor costs, render monthly invoices for services, process customer orders, provide customer service and achieve operating goals. The Company considers it has installed the systems necessary to provide these services efficiently. However, there can be no assurance that we will be able to successfully operate and upgrade such systems or that these systems will continue to perform as expected. Any failure in these systems could impair our ability to bill, collect payment from customers and respond satisfactorily to customer needs.

Our operations are dependent upon our ability to protect our network infrastructure.

The operations of the Company depend on its ability to protect its network infrastructure against damage from fire, earthquakes, hurricanes, floods, power loss, security breaches, software flaws and similar events and on building networks that are not vulnerable to the effects of such events. The occurrence of a natural disaster or other unanticipated problems at our facilities or at the sites of our switches could cause interruptions in the services we provide. The failure of a switch would result in the interruption of service to the customers served by that switch until necessary repairs are made or replaced. Repairing or replacing damaged equipment may be costly. Any damage or failure that causes interruptions in our operations could have a material adverse effect on our business, financial and operating results.

We depend on Telmex for interconnection, if in the future Telmex ceases to be a preponderant agent and is allowed to charge interconnection fees higher than those currently applicable under the LFTR, such development could have a material adverse effect on our business and results of operations.

Under the LFTR, since August 14, 2014 and as long as Telmex remains a preponderant agent in the telecommunications sector, Telmex and Telcel are prohibited from charging interconnection rates for calls terminating on their network. During 2016, the IFT will initiate a process to review the preponderance measures imposed on America Movil, holding of Telmex and Telcel. This review can unleash various scenarios, such as: i) the complete or partial elimination, ii) modification, or iii) confirmation of the measures imposed on Telmex and Telcel. If the asymmetric regulation imposed on Telmex and Telcel is reduced or eliminated, this could have a material adverse effect on our business, financial condition and results of operations.

We rely on Telmex to maintain our leased last-mile links.

We maintain a number of dedicated links and last-mile-access infrastructure under lease agreements with Telmex. If Telmex breaches the agreed contractual conditions, or an agreement is not renewed upon its expiration, or if Telmex discontinues the provision of services before we are able to migrate these customers to our own network, there could be a material adverse effect on our operations, business, financial condition and results of operations.

A system failure could cause delays or interruptions of service, which could cause a loss of customers.

To be successful, the Company will need to continue providing its customers reliable service over its network. Some of the risks that our network and infrastructure are exposed to include:

- physical damage to access lines;
- power surges or outages;
- software defects; and
- disruptions beyond our control.

Disruptions may cause interruptions in service or reduced capacity for customers, either of which could cause the loss of customers and/or the incurrence of additional expenses.

Under Mexican law, our concessions could be expropriated or temporarily seized.

Pursuant to the LFTR enacted in August 2014, the public telecommunications networks are considered public domain and holders of concessions to install operate and develop public telecommunications networks are subject to the provisions of the LFTR and any other provision contained in the concession title. The LFTR provides, among other things, for the following:

- rights and obligations granted under the concessions to install, operate and develop public telecommunications networks may only be assigned with the prior authorization of IFT;
- neither the concession nor the rights thereunder or the related assets may be assigned, pledged, mortgaged or sold to any government or country;
- the Mexican government can request changes or seize the radio electric spectrum granted in the concession, in any of the following events: i) reasons relating to economic or public order, ii) national security, iii) introduction of new technologies, iv) to solve interference problems, v) to comply with international treaties, vi) to reorganize the frequency bands and vii) for the continuity of a public service; and
- the Mexican government may expropriate or temporarily seize the assets related to the concessions in the event of natural disasters, war, significant public disturbance or threats to internal peace or for other reasons relating to economic or public order.

Mexican law sets forth the process for indemnification for direct damages arising out of the expropriation or temporary seizure of the assets related to the concessions, except in the event of war. However, in the event of expropriation, we cannot assure you that the indemnification will equal the market value of the concessions and related assets or that we will receive such indemnification in a timely manner. Mexican law does not prohibit a grant of a security interest by the concessionaire to its creditors (except for security granted to a foreign government or country) in the concessions and the assets, *provided* that all procedural laws are complied with; however, if such security interest is enforced, the assignee must comply with legal provisions related to concessionaires, including, among others, the requirement to receive the authorization by the regulatory authority to be a holder of the concession.

We could encounter unfavorable conditions with respect to our concessions.

Under our concessions, we are subject to various financial and technical conditions imposed by IFT. We cannot assure you that we will continue to meet these conditions. Failure to meet or to obtain a waiver or modification of these conditions can result in a fine, loss of surety or termination of the concession. Furthermore, our concessions are of a fixed duration and are scheduled to expire between 2018 and 2026. We cannot assure you of our ability to renew our concessions nor of the terms of any such renewal. The renewal fee is determined at the time of renewal. A failure to renew or maintain our concessions could have a materially adverse effect on our business.

The regulatory authorities could require us to offer services in certain geographical areas where we may experience a lower operating margin.

The SCT granted Axtel the necessary permits to provide services in the entire Mexican territory. Some concessions may require the Company to offer services in certain geographical areas where it does not provide services. With respect to those geographical areas in which we were required to provide such services by December 31, 2015, we have complied with such coverage requirements. If needed in the future, the Company may request extensions from the SCT (or the IFT) in order to comply with the terms of some of its concessions. We may also be required to provide services in geographical areas where we may experience a low operating margin with respect to such services. If we do not obtain the necessary extensions when required, or if we are required to provide services in areas where we do not currently provide services or in geographical areas where we may experience a low operating margin with respect to such services, our results of operations and financial condition may be adversely affected.

We depend on revenues from certain highly competitive markets.

High-volume customers – like financial institutions, corporate customers and federal and state government entities – are among the most attractive niches in the telecommunications market. This niche is being pursued by a number of carriers, including Telmex, Alestra and Televisa's Bestel, that offer competitive telecommunications services solutions in order to gain these accounts. Losing some of these customers could lead to a significant loss of revenue and lower operating income.

We have experienced losses in the past in connection with derivative financial instruments.

We use derivative financial instruments to manage risk associated with interest rates and to hedge the total or a portion of the debt denominated in dollars. Our policy is not to enter into derivative transactions for speculative purposes; however, we may continue to enter into derivative financial instruments as an economic hedge against certain business risk, even if these instruments do not qualify for hedge accounting under IFRS. The mark to market accounting for derivative financial instruments is reflected in our income statement.

The technology we use may be made obsolete by the technology used by our competitors. Delays in the implementation and availability of services based on new technologies or access networks could adversely affect our results of operations.

Our fixed wireless system, fiber optic network, point-to-multipoint and point-to-point infrastructure may, in the future, not be as efficient as technologies used by our competition. We have relied heavily on the continued performance of wireless technology. Technological changes or advances in alternative technologies may adversely affect our competitive position and require us to reduce our prices, substantially increase capital expenditures and/or write down obsolete technology.

Telecommunications companies constantly migrate to new technologies or access networks depending on the market services demand and also on the particular characteristics of the technological alternatives that are available, its costs and their adaptability to the environment of the Company. Starting in 2010, Axtel has focused significantly on several last mile fiber optics technologies like GPON and FOM in order to provide convergent telecommunication services to its clients. Nonetheless, these deployments may be susceptible to delays or not reaching its expected capabilities, resulting in a lower growth and as a consequence affecting adversely the operations results of the Company. Likewise, if any of our suppliers of optical fiber for FTTH or TIC services stops providing such equipment and services, or if it does not allow us to perform the necessary actions in order to assure the desired penetration and coverage, we may experience a negative impact on the Company's results.

A number of our residential and small and medium-sized enterprises are served using WiMAX-based technology. As of December 31, 2015, we had 236 thousand customers connected with WiMAX-based technology, compared to 321 thousand in 2014. This technology is capable of providing up to 2 Mbps. As other access technologies, such as FTTH, continue to evolve, the lack of upgrades to WiMAX technology may adversely affect the competitiveness of Axtel's commercial offers to customers served with WiMAX. If Axtel is not able to migrate WiMAX customers to other technologies like FTTH, and if WiMAX-based customers demand services that cannot be provided, a significant disconnection of customers could occur which could adversely affect the operating results of the Company.

If our current churn rate increases our business could be negatively impacted.

The cost of acquiring a new customer is much higher than the cost of maintaining an existing customer. Accordingly, customer deactivations, or churn, could have a material negative impact on our operating income, even if we are able to obtain one new customer for each lost customer. Our average monthly churn rate during 2015 was 2.0%. The Company believes churn rate mainly results from customer deactivations due to nonpayment of bills and from the lack of technological competitiveness of wireless technologies such as WIMAX. If in the future, the Company experiences an increase in churn rate, its ability to achieve revenue growth could be materially impaired. In addition, a decline in general economic conditions in Mexico could lead to an increase in churn due to nonpayment, particularly among our residential customers.

The Company has a major shareholder, Alfa, whose interests may not be aligned with those of Axtel or investors.
As of February 15, 2016, the Company is a subsidiary of Alfa. Alfa is a holding company that, through its subsidiaries including Axtel, operates in various industrial sectors. The interests of Alfa may be different from the interests of investors as holders of Shares in material aspects, among others, appointment of members of the board of directors, the appointment of the CEO and approval of mergers, acquisitions and other non-recurring transactions. In addition, Alfa and a group of shareholders holding approximately 42.5% of the capital stock of Axtel prior to the merger, entered into a shareholders' agreement for the purposes of regulating their relationship as shareholders of the Company as well as transfers of shares between Alfa and such shareholders. Such shareholders' agreement contains, among other provisions, rules for the appointment of members of the board, matters of qualified majority at shareholder meetings and preemptive rights.

1.3.2) Risks Relating to Our Indebtedness and Possible Bankruptcy.

Axtel and its subsidiary guarantors may incur substantially more debt, which could further exacerbate the risks associated with the indebtedness.

Axtel may be able to incur substantial additional debt in the future. Although the agreements governing our and our subsidiary guarantors' outstanding indebtedness contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of qualifications and exceptions, and the indebtedness incurred in compliance with these restrictions could be substantial. Adding new debt to our current indebtedness levels would increase our leverage. The related risks that we now face could intensify.

To service our indebtedness, we will require a significant amount of cash. Our ability to generate cash depends on many factors beyond our control.

Our ability to make payments on and to refinance our indebtedness and to fund planned capital expenditures and research and development efforts will depend on our ability to generate cash in the future. This, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.

Restrictive covenants in our Senior Notes canceled on February 19, 2016, as well as the syndicated facility singed on January 15, 2016, may restrict the manner in which we can operate our business.

The Syndicated facility signed on January 15, 2016 limits, among other things, our ability to:

- incur additional indebtedness;
- pay dividends or make distributions to our stockholders;
- create liens to secure indebtedness;
- make loans or investments;
- enter into transactions with our affiliates;
- sell or transfer assets;
- merge or consolidate with other companies;
- enter into new lines of business; and
- perform operations with financial derivative instruments

Some limitations include financial ratios. The Company may not have the ability to maintain these ratios in the future. The affirmative and negative covenants may limit our ability to finance our future operations, capital requirements, enter into a merger or acquisition or enter into other favorable business activities.

1.3.3) Risks Relating to the Mexican Telecommunications Industry

We operate in a highly regulated industry.

As public services providers, we are subject to extensive regulation. The operation of telecommunications systems in Mexico, including ours, is currently subject to laws and regulations administered by IFT, which have been recently amended and may be amended from time to time in the future. Regulatory changes in the future could subject us to different or additional legal liability and obligations, and could materially and adversely affect our business, operations, financial condition and prospects.

If the Mexican government grants more concessions or amends existing concessions, the value of our concessions could be severely impaired.

The Mexican government regulates the telecommunications industry. Our concessions are not exclusive and the Mexican government has granted and has discretion to grant additional concessions covering the same geographic regions. We cannot assure you that additional concessions to provide services similar to those we provide will not be granted or that existing concessions will not be modified and that the value of our concessions and competition levels will not be adversely affected as a result.

Decreases in market rates for telecommunication services could have a material adverse effect on Axtel's results of operation and financial condition.

We expect the Mexican telecommunications market to continue to experience rate pressure, primarily as a result of:

- increased competition and focus by our competitors on increasing market share; and
- recent technological advances that permit substantial increases in the transmission capacity of both new and existing fiber optic networks resulting in long distance overcapacity.

Continued rate pressure could have a material adverse effect on our business, financial condition and operating results if we are unable to generate sufficient traffic and increased revenues to offset the impact of the decreased rates on our operating margin.

Fraud could increase our expenses.

The fraudulent use of telecommunications networks could impose a significant cost upon service providers, who must bear the cost of services provided to fraudulent users. We may suffer a loss of revenue as a result of fraudulent use and incur an additional cash cost due to our obligation to reimburse carriers for the cost of services provided to fraudulent users. Although technology has been developed to combat this fraudulent use and we have installed it in our network, this technology does not eliminate the impact of fraudulent use entirely. In addition, because we rely on other long distance carriers to terminate our calls on their networks, some of which do not have anti-fraud technology in their networks, we may be particularly exposed to this risk in our long distance service.

1.3.4) Risks Relating to Mexico

Our business and customers may be negatively affected by the uncertainty that currently exists globally and that may be reflected in a significant manner in Mexico.

The market and economic conditions in Mexico, as well as the financial condition and results of operations of the Company are affected by macroeconomic conditions. The recent deterioration in economic conditions of certain European countries, the decrease in oil prices and depreciation of the Mexican peso relative to the U.S. dollar, have caused extreme volatility in the credit and capital and debt markets. If the deterioration of the economies continues in these European countries, or if the Mexican peso depreciates further relative to the U.S. dollar, we could face deterioration in our financial condition, a decrease in demand for our services and involvement of our customers and suppliers. The effects of the current situation are very difficult to predict and mitigate.

Health epidemics and other outbreaks in Mexico may affect our business operations.

Our business could be adversely affected by the effects of avian flu, severe acute respiratory syndrome, SARS, H1N1 flu or another epidemic or outbreak. Any prolonged occurrence or recurrence of avian flu, SARS, H1N1 flu or other adverse public health developments in Mexico may have a material adverse effect on our business operations. Our operations may be impacted by a number of health-related factors, including, among other things, quarantines or closures of our facilities and developments which could disrupt our operations, and a general slowdown in the Mexican economy. Any of the foregoing events or other unforeseen consequences of public health problems could adversely affect our business and results of operations. We have not adopted any written preventive measures or contingency plans to combat any future outbreaks or any other epidemic.

Weakness in the Mexican economy could adversely affect our business, financial condition and results of operations.

Our operations, results and financial condition are dependent partly on the level of economic activity in Mexico. Income in Mexico has a considerable dependence on oil, U.S. exports, remittances and commodities, and these variables and factors are beyond our control. External economic events could significantly affect Mexico's general economy and cause sudden economic shocks like those experienced in 2009 when Mexico's GDP declined 4.7%. Mexico's volatile economy could significantly affect our business and results of operations.

Political events in Mexico may affect our operations.

Failure and delay of political and economic reforms, caused by the differences between the legislative and federal powers, different policy objectives of each parliamentary group and differences in priorities between the agendas of parties, have been the norm in Mexico in the last few years. The aforementioned has resulted in the reluctance of these political actors to build the agreements that Mexico require on the economic, industrial and security sectors, among others. The lack of political agreement on the material reforms required by Mexico and a potential deterioration in relations between the various political parties and between federal legislative powers could have an adverse effect on Mexico's economy and therefore affect the revenue and profit our business.

Social and political instability as well as insecurity in Mexico or other adverse social or political developments in or affecting Mexico could adversely affect our business, financial condition and result of operations, as well as market conditions and prices for our securities. These and other future developments in the Mexican political or social environment may cause disruptions to our business operations and decreases in our sales and net income.

Mexican federal governmental policies or regulations, as well as economic, political and social developments in Mexico, could adversely affect our business, financial condition, results of operations and prospects.

We are a Mexican *sociedad anónima bursátil de capital variable* and substantially all of our assets are located in Mexico. As a result, our business, financial condition, results of operations and prospects are subject to political, economic, legal and regulatory risks specific to Mexico. The Mexican federal government has exercised, and continues to exercise, significant influence over the Mexican economy. We cannot predict the impact that political conditions will have on the Mexican economy. Furthermore, our business, financial condition, results of operations and prospects may be affected by currency fluctuations, price instability, inflation, interest rates, regulation, taxation, social instability and other political, social and economic developments in or affecting Mexico, over which we have no control. We cannot assure investors that changes in Mexican federal governmental policies will not adversely affect our business, financial condition, results of operations and prospects. We do not have and do not intend to obtain political risk insurance.

Violence and crime associated with activities of drug cartels in Mexico could adversely affect the Mexican economy, our business, financial condition, results of operations and prospects.

Mexico has recently experienced periods of violence and crime due to the activities of drug cartels. In response, the Mexican government has implemented various security measures and has strengthened its police and military forces. Despite these efforts, drug-related crime continues to exist in Mexico. These activities, their possible escalation and the violence associated with them may have a negative impact on the Mexican economy or on our operations in the future. The social and political situation in Mexico could adversely affect the Mexican economy, which in turn could have a material adverse effect on our business, financial condition, results of operations and prospects.

Developments in other countries could adversely affect the Mexican economy, the market value of our securities and our results of operations.

As is the case with respect to securities of issuers from emerging markets, the market value of securities of Mexican companies is, to varying degrees, affected by economic and market conditions in other emerging market countries. Although economic conditions in these countries may differ significantly from economic conditions in Mexico, investors' reactions to developments in any of these other countries may have an adverse effect on the market value of securities of Mexican issuers. For example, prices of both Mexican debt securities and Mexican equity securities have dropped substantially as a result of developments in Europe.

In addition, the correlation between economic conditions in Mexico and the U.S. has sharpened in recent years as a result of NAFTA and increased economic activity between the two countries. As a result of the slowing economy in the United States and the uncertain impact it could have on general economic conditions in Mexico and the United States, our financial condition and results of operations could be adversely affected. In additional, due to recent developments in the international credit markets, capital availability and cost could be significantly affected and could restrict our ability to obtain financing or refinance our existing indebtedness on favorable terms, if at all.

High interest rates in Mexico could increase our financing and operating costs.

Mexico has had historically high real and nominal interest rates. The interest rates on 28-day Mexican government treasury securities, CETES, averaged approximately 4.2%, 3.8%, 3.0% and 3.0% for 2012, 2013, 2014 and 2015, respectively and we cannot assure you that interest rates will remain at their current rates. Thus, if we are forced to incur Mexican Peso-denominated debt in the future, it may be at interest rates higher than the current rates.

A devaluation of Mexican currency could adversely affect our financial condition.

While our revenues are almost entirely denominated in Pesos, the substantial majority of our capital expenditures and 96% of our contracted debt as of December 31, 2015 are denominated in U.S. dollars. The value of the Mexican Peso has been subject to significant fluctuations with respect to the U.S. dollar in the past and may be subject to significant fluctuations in the future. In 2010, the peso appreciated 5.7%, in 2011 depreciated into 11.7%, in 2012 it appreciated 7.5%, it depreciated 0.5% in 2013, 11.2% in 2014 and 14.5% in 2015. Further declines in the value of the peso may also result in disruption of the international foreign exchange markets. This may limit our ability to transfer or convert Pesos into U.S. dollars and other currencies and adversely affect our ability to meet our current U.S. dollar-denominated obligations and any other U.S. dollar-denominated obligations that we may incur in the future. While the Mexican federal government does not currently restrict the ability of Mexican or foreign persons or entities to convert Pesos into U.S. dollars or other currencies, the Mexican federal government could institute restrictive exchange control policies in the future.

Hurricanes and other natural disasters could disrupt our business and affect our results of operations.

Hurricanes and other natural disasters, such as earthquakes, floods or tornadoes, have disrupted our business and the businesses of our suppliers and customers in the past and could do so in the future. If similar weather-related events occur in the future, we may suffer business interruption which could adversely and materially affect our results of operations.

1.3.5) Risks Related to the CPOs

The Company cannot guarantee that there will always be an active market for the stock that will give the necessary liquidity to the shareholders.

The Company cannot guarantee the liquidity of the CPOs or that the market price could not decrease significantly. Circumstances like variations in the results of operation in the present or future, changes or misses in achieving the estimations of revenues of the analysts, among others, could cause that the prices of the CPOs to decrease significantly.

The lower level of liquidity and the higher level of volatility of the Mexican Stock Exchange may decrease the market price of the CPOs and limit the ability of ADS holders to sell the underlying CPOs.

Our CPOs have been approved for listing on the Mexican Stock Exchange, which is Mexico's only stock exchange. The Mexican securities market is substantially smaller, less liquid and more volatile than the major securities markets in the United States and certain other developed market economies. The relatively small market capitalization and illiquidity of the Mexican equity markets may limit substantially the ability of holders of CPOs to sell CPOs and holders of ADSs to sell the CPOs underlying the ADSs, and may also affect the market price of the ADSs and CPOs.

The price of our CPOs may be volatile and investors may lose all or part of their investment.

The market price of our CPOs could fluctuate significantly, in which case investors may not be able to resell their CPOs at or above the offering price. The market price of our CPOs may fluctuate based on a number of factors in addition to those listed in this Statement, including:

- our operating performance and the performance of our competitors and other similar companies;
- the public's reaction to our press releases, or other public announcements;
- changes in earnings estimates or recommendations by research analysts who track our common stock or the stocks of other companies in our industry;
- changes in general economic conditions;
- the number of remaining CPOs available to be publicly traded in México;
- changes in Axtel's current rating by the principal rating agencies;
- actions of our current shareholders, including sales of common stock by our directors and executive officers;
- the arrival or departure of key personnel;
- acquisitions, strategic alliances or joint ventures involving Axtel or its competitors; and
- other developments affecting Axtel, the industry or competitors.

In addition, in recent years international equity markets have experienced significant price and volume fluctuations. These fluctuations are often unrelated to the operating performance of particular companies. These broad market fluctuations may cause declines in the market price of our CPOs. The price of our CPOs could fluctuate based upon factors that have little or nothing to do with our company, and these fluctuations could materially reduce our stock price.

Future issuances of Shares may result in a decrease of the market price of the CPOs.

Future sales by our existing shareholders of a substantial number of our Shares, or the perception that a large number of our Shares will be sold, could depress the market price of our CPOs.

At present day, the Shares of the Company may not be acquired by non-Mexican holders over the percentages permitted by the Company Bylaws, unless the acquisitions are made indirectly through the CPO Trust. Upon termination of the CPO Trust in 50 years, or in the event of its early termination, the Series B Shares are required to be deposited in a new trust under conditions similar to the CPO Trust or to be sold in accordance with the provisions of the CPO Trust to the extent necessary to maintain the thresholds established by applicable law. We cannot assure you that a new trust similar to the CPO Trust will be created upon termination of the CPO Trust. In the event a new trust is not created, because the Series B Shares may not be acquired by non-Mexicans the non-Mexican holders of ADSs or CPOs will be obligated to sell their Series B Shares to Mexican nationals.

Preemptive rights may be unavailable to certain holders of our ADSs and CPOs, which may result in a dilution of such ADS and CPO holders' equity interest in our company.

Under Mexican law, subject to limited exceptions, if we issue new shares for cash as part of a capital increase, we generally must grant preemptive rights to our shareholders, giving them the right to purchase a sufficient number of shares to prevent dilution. However, the CPO Trustee will offer holders of CPOs, whether directly or through ADSs, preemptive rights only if the offer is legal and valid in the CPO holder's or ADS holder's country of residence. Accordingly, we may not be legally permitted to offer non-Mexican holders of ADSs and CPOs the right to exercise preemptive rights in any future issuances of shares unless:

- we file a registration statement with the SEC with respect to that future issuance of shares; or
- the issuance qualifies for an exemption from the registration requirements of the Securities Act.

At the time of any future capital increase, we will evaluate the costs and potential liabilities associated with filing a registration statement with the SEC, the benefits of enabling U.S. holders of ADSs and CPOs to exercise preemptive rights and any other factors that we consider important in determining whether to file a registration statement. However, we have no obligation to file a registration statement and it is possible that we will not file one. As a result, the equity interests of U.S. holders of ADSs and CPOs would be diluted to the extent that such holders cannot participate in future capital increases.

In addition, although the deposit agreements permit the ADS depositary, if lawful and feasible at the time, to sell preemptive rights and distribute the proceeds of the sale to entitled ADS holders, sales of preemptive rights are not currently permitted in Mexico.

Non-Mexican holders of our securities forfeit their shares if they invoke the protection of their government.

Pursuant to Mexican law, our bylaws provide that non-Mexican holders of CPOs may not ask their government to interpose a claim against the Mexican government regarding their rights as shareholders. If non-Mexican holders of CPOs violate this provision of our bylaws, they will automatically forfeit the Series B Shares underlying their CPOs to the Mexican government.

Non-Mexican holders of our securities have limited voting rights.

Holders of ADSs or CPOs who are not Mexican nationals will have limited voting rights with respect to the underlying Series B Shares. As to most matters, voting rights with respect to the Series B Shares held in the CPO Trust on behalf of holders of ADSs and CPOs who are non-Mexican investors will be voted in the same manner as the majority of the Series A Shares and Series B Shares that are held by Mexican investors and voted at the relevant meeting.

Holders of ADSs and CPOs may face disadvantages when attempting to exercise voting rights as compared to an ordinary shareholder.

You may instruct the Depositary or CPO Trustee as to the exercise of your voting rights, if any, pertaining to the deposited Series B Shares underlying your securities. If we so request, the Depositary or CPO Trustee will try, as far as practical, to arrange to deliver our voting materials to you. We cannot assure you that you will receive the voting materials in time to ensure that you can give timely instructions as to how to vote the Series B Shares underlying your securities on your behalf. If the Depositary or CPO Trustee does not receive your voting instructions in a timely manner, it will provide a proxy to a representative designated by us to exercise your voting rights or refrain from representing and voting the deposited Series B Shares underlying your securities, in which case, those securities would be represented and voted by the CPO Trustee in the same manner as the majority of the Series A and Series B Shares that are held by Mexican investors are voted at the relevant meeting. This means that you may not be able to exercise your right to vote, and there may be nothing you can do if the Series B Shares underlying your securities are not voted as you requested.

Minority shareholders may be less able to enforce their rights against us, our directors or our controlling shareholders in Mexico.

Under Mexican law, the protections afforded to minority shareholders are different from those afforded to minority shareholders in the United States. For example, because Mexican laws concerning fiduciary duties of directors are not well developed, it is difficult for minority shareholders to bring an action against directors for breach of this duty as permitted in most jurisdictions in the United States. The grounds for shareholder derivative actions under Mexican law are extremely limited, which effectively bars most of these kinds of suits in Mexico. Procedures for class action lawsuits do not exist under Mexican law. Therefore, it may be more difficult for minority shareholders to enforce their rights against us, our directors, or our controlling shareholders than it would be for minority shareholders of a U.S. company.

Any actions shareholders may wish to bring concerning our bylaws or the CPO Trust must be brought in Mexican court.

Pursuant to our bylaws and the CPO trust documents, you will have to bring any legal actions concerning our bylaws or the CPO Trust in courts located in Monterrey, Nuevo Len and México, regardless of where you reside. Any such action you may wish to bring will be governed by Mexican laws. As a result, it may be difficult for non-Mexican national shareholders to enforce their rights as shareholders.

Our bylaws contain certain provisions restricting takeovers which may affect the liquidity and value of the stocks.

Our bylaws provide that, subject to certain exceptions, (i) any person that individually or together with other persons wishes to acquire shares or beneficial ownership of shares, directly or indirectly, in one or more transactions, resulting in such person holding individually or together with such other persons shares representing certain threshold amounts from 5% to 45% or more of our outstanding capital stock, and (ii) any competitor that individually or together with other persons wishes to acquire shares or beneficial ownership of shares, directly or indirectly, in one or more transactions, resulting in such competitor holding individually or together with such other persons shares representing 3% or more of our outstanding capital stock or any multiple thereof, must obtain the prior approval of our Board of Directors and/or of our shareholders, as the case may be. Persons that acquire shares in violation of our antitakeover provision will not be recognized as owners or beneficial owners of such shares under our bylaws, will not be registered in our stock registry and will be required to transfer such shares to a third party who has been approved by our Board of Directors or by the general shareholders meeting. Accordingly, these persons will not be able to vote such shares or receive any dividends, distributions or other rights in respect of these shares. This restriction does not apply to transfers of shares by inheritance. These provisions of the bylaws will operate in addition to, and not affect, if any, the obligations to conduct public offerings and to disclose transfers of shares representative of Axtel's capital, established in the applicable legislation and the general regulations issued by competent authority.

This provision could discourage possible future purchases of CPOs and, accordingly, could adversely affect the liquidity and price of the CPOs. (See "Company's Bylaws and Other Agreements – Measures to prevent the change of control in Axtel" in this Annual Report).

1.3.6) Other risk factors

Information on estimations, pro forma information and declarations on future consequences.

This Annual Report contains information about certain estimations or projections and it may also contain pro-forma information. All information that differs from the real historic information that is included hereunder reflects the perspectives of the Company in relation to the events and may contain information about financial results, economic situations, trends and facts or assumptions that are uncertain. Likewise, the pro forma information does not necessarily reflect what it should have happened if the assumptions on which they are based would have happened.

This document also contains declarations on the future. It is possible that we make future statements from time to time in our periodic reports to the authorities according to the Circular Letter, in our annual report to the shareholders, in offering circulars or prospects, in press releases and other written materials, or in verbal declarations of our management, directors, employees, analysts, institutional investors, representatives of the press and others.

Words such as "believing", "anticipate", "to plan", "expect", "intend", "goal", "estimate", "forecast", "predict", "should" and similar expressions intend to identify future consequences but they are not the only way to identify the above mentioned declarations.

Forward looking statements involve risks and uncertainties inherent in them. We note that there are many factors that could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in forward-looking statements. These factors, some of which are described under "Risk Factors" include the economic, the political situation and government policies in Mexico, inflation rates, exchange rates, legislative changes, technological improvements the demand from consumers and competition. Similarly, we note that the above mentioned risk factors are not unique, but there are many other risks and uncertainties that could cause actual results to differ materially from those expressed in forward-looking statements.

Forward-looking statements are valid until the date to which they refer. We undertake no obligation to update such statements in the event that new information is received that events occur in the future. Investors should evaluate any statements made in response to these important factors.

1.4) Recent relevant events

Agreements with America Movil, Iusacell and Telefonica

Axtel announced on March 18, 2015 that it signed a transaction agreement with America Movil and its affiliate Telcel, in which both parties agreed to terminate various disputes related to interconnection services. As part of the agreement, Axtel and Telcel executed interconnection agreements for the years 2005-2015, inclusive. At the same time, Axtel, Telcel and Telmex agreed to relinquish several interconnection-related claims between the parties.

Under the agreement and after settlement of all amounts which had been in dispute or pending payment, either in favor or against it, Axtel received a net payment of 950 million pesos. Concurrently, Axtel entered into agreements for the commercialization or resale of telecommunication services and for the access and sharing of passive infrastructure with Telcel and Telmex, respectively.

In a separate transaction on March 18, 2015, Axtel and Iusacell entered into an agreement under which both parties terminated interconnection-related disputes between them for the period 2005-2010. Axtel and Iusacell also signed several commercial agreements related to telecommunications infrastructure for their mutual benefit.

On May 27, 2015, Axtel announced that it signed an agreement with Telefónica México in which both parties agreed to terminate various disputes related to interconnection services for the period 2005-2011. Concurrently, AXTEL and Telefónica México signed a commercial agreement related to telecommunications infrastructure.

Merger between Axtel and Onexa, holding company of Alestra

On October 1, 2015, the Company, Alfa, Onexa and Alestra signed a memorandum of understanding to merge Axtel and Alestra, creating an entity with a stronger competitive position in the Mexican telecommunications industry. On December 4, 2015, Alfa, Onexa, Alestra and Axtel signed the definitive agreements, subject to corporate and regulatory approvals, to merge Axtel and Onexa. The merger was approved in January 2016 by the Board of Directors of Axtel, Alfa and Onexa, and by the Shareholders' Meetings of Axtel and Onexa. Additionally, on January 11, 2016, Mexico's CNBV issued the exception necessary to proceed with the merger transaction without a tender offer. The merger became effective on February 15, 2016, date as of which Alfa owns approximately 51% of the capital stock of Axtel and Alestra became a wholly-owned subsidiary of Axtel.

1.4) Other Securities

a) The Company has registered in the RNV a total of 9,456,140,156 ordinary, non-par value shares representing the fixed portion of its capital stock, of which 97,750,656 shares belong to the Class "I", Series "A" and 9,358,389,500 shares belong to the Class "I", Series "B"; and

b) The Company trades in the BMV CPO's that are non-amortizable issued under the CPOs Trust that represent, each one, 7 series B shares of the Class I of the capital stock of Axtel. To the date of this Report, there are 1,336,912,786 CPOs that represent 9,358,389,500 Class I Series B Shares.

Since its listing in the BMV, the Company has delivered in complete form, the reports referred to by the LMV and by Circular Letter regarding relevant facts and periodic information according to those provisions.

1.5) Significant Changes To The Duties Of The Shares Registered In The Record Book

Not applicable.

1.6) Use of Proceeds

Not applicable.

1.7) Public Domain Documents

This Annual Report, as well as the quarterly reports and the press releases regarding relevant events, are available in Axtel's web page at: *www.axtelcorp.mx.*

Any clarification or information can be requested by sending a letter to the address of the Company at Blvd. Díaz Ordaz Km 3.33 L-1, Col. Unidad San Pedro, San Pedro Garza García, Nuevo León, 66215, to the attention of Adrian de los Santos, or by e-mail to *ir@axtel.com.mx*

2) THE COMPANY

2.1) History and Development of The Company

The Company was incorporated under the name of Telefonía Inalámbrica del Norte, S.A. de C.V., by means of the public deed 3,680, dated July 22, 1994, formalized before the Lic. Rodolfo Vela de León, Notary Public number 80 of the city of Monterrey, Nuevo Leon. These articles of incorporation were registered at the Public Registry of the Property and Commerce of Monterrey, Nuevo Leon under number 1566, folio 273, volume 417, Book 3, Second Part of Mercantile Companies, Section of Trade on August 5, 1994. On 1999, the Company changed its name to Axtel S.A. de C.V., and due to the implementation of the changes incorporated by the LMV in December 2006, the Company became a *Sociedad Anónima Bursátil*, and its corporate name today is Axtel, Sociedad Anónima Bursátil de Capital Variable or Axtel, S.A.B. de C.V.

On June 1996, the Mexican government granted the Company a permit to install and operate a public telecommunications network to offer local and long distance telephone services in Mexico. In 1998 and 1999, the Company won several radio-electric spectrum auctions, including for 60 MHz at 10.5 GHz for point-to-multipoint access, for 112 MHz at 15 GHz for point-to-point backhaul access, for 100 MHz at 23 GHz for point-to-point last mile access and for 50 MHz at 3.4 GHz for fixed wireless access, which together allow it to service the entire Mexican territory. In June 1999, we launched commercial operations in the city of Monterrey.

With the intention to continue with our sustained growth and in order to enhance the position of leadership of Axtel in Mexico, on October 25, 2006, the Company entered into a contract with Banamex and Tel Holding, former controlling shareholders of Avantel, to purchase substantially all of the assets of Avantel Infraestructura, S. de R.L. de C.V., and the equity interests of Avantel Concesionaria, and Avantel Infraestructura, S. de R.L. de C.V. for an estimate of US$516 million (including the acquisition of net passives of US$205 million). Following receipt of all required approvals from Axtel's shareholders and government regulators, we completed the acquisition on December 4, 2006.

Along with the acquisition of Avantel, in January 2007, the Company issued 246,542,625 new Series B Shares (represented by 35,220,375 CPOs). Of this amount, Tel Holding subscribed and paid 246,453,963 Series B Shares and other shareholders of the Company exercising their right of first refusal, subscribed and paid 88,662 Series B Shares through the CPO Trust. The new Series B shares were subscribed and paid at a price of Ps. 1.52 each.

With the acquisition of Avantel, we became the second largest fixed-line integrated telecommunications company in Mexico, providing local and long distance telephony, broadband Internet, data services, web hosting, information security services, virtual private networks, pay television, and a wide range of integrated telecommunications services.

Avantel was acquired on December 2006. Avantel Infraestructura and Avantel Concesionaria were incorporated as a 55.5%-44.5% joint-venture between Banamex (through Promotora de Sistemas) and MCI Telecommunications Corp. On June 30, 2005, several capitalizations in related debt and/or transfer of stocks were made resulting in a dilution of MCI Telecommunications Corp. participation, to 10% in both companies. On June 30, 2005 Avantel Infraestructura and certain subsidiaries as "Asociados", together with Avantel Concesionaria, as "Asociante", entered into a "Asociación en Participación" agreement, with the intention for Avantel Concesionaria to provide services and operate a public telecommunications network of Avantel Infraestructura, and therefore Avantel Infraestructura provided as "Asociado" the above said telecommunications network, and the "Asociados" provided the agreements with clients, support services and human resources.

The integration of Avantel brought to Axtel valuable spectrum in various frequencies, approximately 390 kilometers of metropolitan fiber optic rings, 7,700 kilometers of long-distance fiber optic network, a robust IP backbone and connectivity in 200 cities in México, among others. The new Company's size allows it to use its complementary infrastructure platforms, that combine pioneer Axtel's "last mile access" with Avantel's advanced IP net and over 7,700 kilometers fiber optic net.

On October 1, 2015, the Company, Alfa, Onexa and Alestra signed a memorandum of understanding to merge Axtel and Alestra, creating an entity with a stronger competitive position in the Mexican telecommunications industry. On December 4, 2015, Alfa, Onexa, Alestra and Axtel signed the definitive agreements, subject to corporate and regulatory approvals, to merge Axtel and Onexa. The merger was approved in January 2016 by the Board of Directors of Axtel, Alfa and Onexa, and by the Shareholders' Meetings of Axtel and Onexa. Additionally, on January 11, 2016, Mexico's CNBV issued the exception necessary to proceed with the merger transaction without a tender offer. The merger became effective on February 15, 2016, date as of which Alfa owns approximately 51% of the capital stock of Axtel and Alestra became a wholly-owned subsidiary of Axtel. The merger created an entity with a stronger competitive position and improved capabilities to provide telecommunication information technology services to enterprise customers and FTTH-based triple play offers to the high-end consumer segment.

The Company's life shall be unlimited and its corporate domicile is based in the municipality of San Pedro Garza García, Nuevo León, and its corporate offices are located on Blvd. Díaz Ordaz Km. 3.33 L-1, Colonia Unidad San Pedro, San Pedro Garza García, N.L., México, CP 66215. Its telephone is +52 (81) 8114-0000 and its web page is *www.axtelcorp.mx*.

2.2) Business Overview

2.2.1) General

Axtel, a Mexican information and communications technology company, is a leader in IT solutions for the corporate, financial and government sectors, as well as one of the fastest symmetric broadband services in Mexico for the mass market. The Company serves all market segments: corporate, business, financial, government, wholesale, micro and small businesses and residential, with a robust offering of integrated communications services. Axtel's network consists of different access technologies like fiber optics, fixed wireless access, point-to-point and point to multipoint links, in order to offer solutions tailored to the needs of its customers. Axtel's portfolio of services includes one of the fastest broadband services for the mass market in Mexico through the GPON technology used by its FTTH network, an advanced solution for data transmission and implementation of virtual private networks, web hosting, data centers, managed security, services for other telecommunications operators, voice services and pay television, among others.

The 39 metropolitan areas in which Axtel provided its integrated communication services as of December 31, 2015 are: Mexico City, Monterrey, Guadalajara, Puebla, Toluca, León, Querétaro, San Luis Potosí, Saltillo, Aguascalientes, Ciudad Juárez, Tijuana, Torreón (Laguna Region), Veracruz, Chihuahua, Celaya, Irapuato, Ciudad Victoria, Reynosa, Tampico, Cuernavaca, Mérida, Morelia, Pachuca, Hermosillo, San Juan del Río, Xalapa, Durango, Villahermosa, Acapulco, Mexicali, Cancún, Zacatecas, Matamoros, Nuevo Laredo, Culiacán, Mazatlán, Coatzacoalcos and Minatitlán, which represent more than 48% of Mexico's total population.

The Company has concessions to provide local and long distance telecommunications services throughout Mexico. The Company provides its services through an extensive network of local access wired and wireless hybrid designed to optimize capital investments. The current options for last-mile access to customers of the Company include FTTH or optical fiber directly to home, fixed wireless access, wireless point-to-point and point-to-multipoint, copper wires and direct links to our metropolitan fiber optic rings. As of December 31, 2015, the Company had invested Ps. 44 billion mainly in its network, including in digital switching stations, fixed wireless access and WiMAX sites, point-to-multipoint, and point-to-point links, metropolitan optical fiber rings and FTTH technology.

The Company's strategic goal is to make Axtel a leader in high speed broadband (largely as a result of the FTTH offered services) and in selected areas of ICT services, with differentiated services oriented to high-value segments in the residential, business, corporate, financial and government segments. Consistent with this goal, six business strategies were identified: (1) focus on ICT services with differentiated products, (2) focus on high speed broadband for the mass market, (3) gain market share in selected residential and business segments with high profit potential, (4) compete based on service quality and innovative offers, (5) re-orient the culture towards greater productivity and profitability in the operation of assets and (6) improve operating efficiency.

As part of its implementation of the foregoing strategies, the Company has bundled multiple voice, television, data and internet services into integrated telecommunications solutions for businesses and high-usage residential and business customers which has allowed the Company to obtain improved revenues per user and a higher profitability per unit invested in infrastructure.

The Company's future growth is expected to come from new customer acquisitions in existing service areas and new customers resulting from the build-out incremental network capacity within our current markets and in selected new cities. The Company may also explore other growth opportunities through commercial agreements or strategic associations with one or more telephone, data, internet, satellite TV, cable and/or other value-added service providers in the future.

As of December 31, 2015, 53% of the lines in service came from residential customers and the remaining 47% from business, government, financial and wholesale customers. We estimate that our total lines represent approximately 8% of the lines in service of our total addressable market.

As of December 31, 2015, the Company had approximately 815,000 active lines and 446,000 high-speed broadband subscribers representing 521,000 customers in service. With respect to 2015, Axtel generated income, operating income and Adjusted EBITDA of Ps. 10,150 million, Ps. 609 million and Ps. 3,131 million respectively. For 2015, 33% of our revenue came from mass market customers (i.e., residential and micro-enterprise customers), 26% of our revenue came from government, 32% of our revenue came from medium and large businesses and financial institutions and 10% of our revenue came from international long-distance incoming calls, telephone operators (carriers) and public telephone services.

2.2.2) Competitive Strengths

a) Market Position

The Company believes it is able to meet pent-up demand for an alternative service provider, as well as establish brand awareness and build strong relationships with existing customers prior to market entry by emerging competitors. We have benefited from our ''first-competitor-to-market'' advantage by capturing what we estimate to be approximately a 8% share of our total fixed line addressable market in the 39 cities where we offer local services. As of December 31, 2015 in Monterrey and Guadalajara, the first two markets where Axtel launched operations in 1999, we estimate that we have achieved an approximately 20% and 10%, respectively, share of our coverage market in each of these cities. AXTEL has strengthened its market position as the first company with optical fiber service directly to home (FTTH) in ten mayor cities in Mexico achieving a 15% growth in FTTH broadband subscribers during 2015.

b) Comprehensive Voice, Data and Video Service Portfolio

The Company provides its customers with a variety of services, including local and long distance voice services, as well as internet, data, pay television and other value-added services. The comprehensive portfolio of services enables the Company to build strong, long-term relationships with customers reducing the amount of disconnections or churn and increases the return on investment in network infrastructure. Furthermore, our digital access, transport and switching stations allow Axtel to earn income from voice transmission and meet the growing demand for data services. In addition Axtel has deployed a FTTH network that allows the enlargement of its solution's portfolio to residential and business markets, because by means of this network it can offer high speed internet service (up to 200 symmetrical Mbps) and incorporate next-generation services demanding high transmission capacity.

c) Reliable, Flexible and Technologically Advanced Digital Network.

The structure of Axtel's local access hybrid wired and wireless fixed network, allows it to penetrate new markets quickly and effectively. During 2015, Axtel promoted the growth of its FTTH network in the three major cities in the country, in the 5 cities deployed during 2013 (Puebla, Queretaro, San Luis Potosí, Aguascalientes and Leon), and in 2 new cities (Cd. Juarez and Toluca) achieving coverage to more than 1.4 million units passed and 201 thousand FTTH customers, complementing its ability to deliver converged services with up to 200 megabits per second. As of December 31, 2015, the Company invested Ps. 44 billion, mainly in its network, which includes 65 stations of digital switching, 435 sites of fixed wireless access, 1,078 WiMAX sites, 269 point-to-multipoint links, 7,259 point-to-point links and 2,190 kilometers of metropolitan fiber optic rings and 5,870 FTTH kilometers to provide service to its 521 thousand customers.

d) Scale – Second-Largest Fixed-Line Integrated Telecommunications Company in México – excluding cable companies.

We are the second largest local, national and international long-distance and data services provider in México, measured in lines in service, revenues and Adjusted EBITDA.

e) Adequate Financial Profile.

The Company has an adequate cash flow generation (Adjusted EBITDA of Ps. 3,131 million in 2015). Financial ratios of net debt to Adjusted EBITDA and interest coverage of 3.3x and 2.5x respectively as of December 31, 2015, have deteriorated mainly due to the peso devaluation against the dollar. However, due to the merger with Alestra, without considering estimated synergies, the pro forma financial ratios would be 2.5x for net debt to Adjusted EBITDA and 4.4x for interest coverage.

2.2.3) Business Strategy

The key elements of Axtel's business strategy are the following:

a) Focus on differentiated ICT service solutions

The Company is focusing its efforts on strengthening its skills in a number of services, such as cloud services, security, data centers, contact centers and managed solutions, among others. Such services are offered in an integrated manner together with other traditional telecommunications services such as dedicated links, VPNs and frame-relays, among others, tailoring integrated solutions to the needs of its customers. This will allow the Company to offer more comprehensive differentiated solutions for its customers which the Company believes will increase profitability by combining infrastructure-based services based on skills and expertise. For SMEs, offers include a standardized solutions, while for large corporate and government accounts, design of the solution is customized based on each customer's needs.

b) Focus on high speed broadband for the mass market segment

Axtel offers high speed broadband services of up to 200 symmetrical megabytes per second ("Mbps") to mass market customers in Mexico. Axtel's objective is to provide integrated voice, internet services and pay television at speeds that its competitors are not able to offer, satisfying the growing demand for this type of services both in the residential and small and medium enterprise ("SME") segments.

c) Aim to residential and business segments with high profitable potential

The Company focuses commercial efforts and investments in two core segments: mass market, which includes residential customers and small and micro businesses; and the business segment that includes medium and large enterprises, including federal government entities, financial institutions, multinational corporations and wholesale customers. In the mass market, Axtel is focused on being the provider of choice of high-speed broadband-related services and value-added solutions to the high-high, high-low and medium-high consumer segments (as defined by Mexico's *Procuraduría Federal del Consumidor*), thus differentiating from the competition by service quality, not price, generating strong customer satisfaction. With respect to business segments including local, state and federal government entities, efforts are focused on delivering a wide array of services, incorporating selected ICT solutions, such as cloud services, security, data centers, contact centers and managed services, among others. These services are offered in an integrated manner with conventional or infrastructure-based telecommunication services by adapting the solutions to the needs of our customers. The Company has developed customized service plans to attract business customers and maintain residential customers of high consumption in each market segment. Axtel believes that focusing on business and residential customers of high value or consumption within its coverage allows it to increase the return on each invested Peso in its network infrastructure.

d) Compete based on quality of service and innovative product offerings

The Company aims to continue growing its network with new and better technologies available and to adapt its existing network infrastructure to the market and customers' needs with the purpose of actively participating in the technological convergence of voice, data, cloud, mobility and video. Following this strategy, Axtel has achieved a leadership position in the broadband segment in Mexico by introducing innovative products and offerings such as "Axtel X-tremo," a high-speed internet service that offers speeds up to 200 symmetrical Mbps and provides customers with the same bandwidth or speed for uploading and downloading data. Axtel X-tremo uses Axtel's fiber optic network in Mexico City, Monterrey, Guadalajara, Puebla, Aguascalientes, San Luis Potosi, Queretaro, Leon, Juarez and Toluca. The Fiber optic network, introduced for the first time in Mexico by Axtel, enables the client to receive telephony services, internet and television via optical fiber delivered directly to its home or business, known as FTTH. The ability to offer FTTH-based services positions Mexico at a level of internet speeds that is comparable to that of the most advanced countries in the world. Users are able to access applications that require high bandwidth, such as streaming high-definition video, using multimedia applications or downloading large files, and experience fast delivery and high quality. Axtel's fiber optic network, deployment of which is ongoing, also provides Axtel with the infrastructure through which a greater number of ICT services can be offered, thus meeting the growing demands of such market. The Company believes that focusing on innovation and customer service provides clients with a high quality experience and therefore a higher satisfaction.

e) Re-orient Company culture towards greater productivity and profitability in the operation of its assets

The Company believes that packaging voice, data, internet and video services to provide communication solutions for its customers will allow it to generate higher revenues per customer, higher revenues per Peso invested in its access infrastructure and greater customer loyalty, thereby increasing the productivity and profitability of the Company's fiber or FTTH network. Axtel has consolidated its "Axtel Xtremo" offer which is a high speed internet, telephone and pay television-package service that allows the customer to order 6 to 200 Mbps of symmetrical internet bandwidth or speed through FTTH. Additionally, the service includes unlimited local service and, depending on the selected package, it may include unlimited LD minutes to United States and Canada. The customer may select the package that best suits its needs and usability, and moreover it has the option to customize the package by adding additional lines and modules of fixed-to-mobile and long distance minutes.

Regarding WiMAX and other wireless technologies, while the Company is not investing in additional capacity, its objective is to maintain pricing and service at levels that allow the Company to extract as much value as possible from these assets. Axtel intends to continue providing its WiMAX-based "Acceso Universal" packages for mass market customers with lower broadband needs through which the client can access good quality voice and data services of speeds from 0.5 to 2 Mbps.

f) Improve operating efficiency

The Company is continuously seeking to optimize the operation and maintenance of its network and analyzing which non-core administrative and operating services should be outsourced. To increase efficiencies in the deployment of its fiber network, the Company continually evaluates opportunities to expand its coverage areas and to strengthen its ability to gain new large customers with multi-regional needs resulting in higher revenues and improved margins that, over time, should help reduce its capital investments. Currently, the Company is increasing its fiber network presence in cities where Axtel is already present that represent greater synergies and operating efficiencies. To achieve the selective expansion of services and network coverage, the Company may participate in strategic transactions with other telephony, video, internet and/or value-added service providers. Moreover, the Company has different operating models for different cities; cities representing a greater amount of income for the Company have more dedicated resources, such as personnel, offices and warehouse space.

During 2015, we endorsed our ISO 9001:2008 in our Network Operation and Management, our Center for Advanced Services (CSA) and our Contact Center. The CSA was also certified under the ISO 20000-1:2011 e ISO 27000:2005 standards. These certifications guarantee our customers consistent operations under world class standards. Our active collaboration with the TMForum allowed us to participate in the project "Zero Touch Network as a Service" collaborating with other global operators like PCCW Global and Charter Communications to create a solution that offers flexible network services under demand with a simplified experience for the customer.

2.3) Business Activity

Axtel's corporate purpose, among others, is to install, operate and exploit a public telecommunications network as per the concession granted by the SCT, for the provision of national and international telephony, data and Internet services, television, as well as other value added services like network security administration, data centers, contact centers and managed services, by using fixed wireless and wired technologies through a permit or concession granted by the competent authorities and/or to use and exploit radio-electric spectrum frequencies.

To analyze revenues, we track the following seven categories:

**Due to the Telecommunications Reform, as of January 1st, 2015, domestic long distance charges were eliminated. Therefore, since the first quarter this year, revenue services previously reported under "local" and "long distance" categories have been re-grouped under two new categories: "rents" and "voice services".*

(i.) *Rents*: Revenues are generated from the provision of connectivity to AXTEL's infrastructure which can deliver voice, data and video services to its customers. Services are provided through bundled commercial offers or, in some instances, as stand-alone or add-on services.

(ii.) *Voice services*: The Company may charge customers a per call fee for local calls ("measured service"), a per minute usage fee for CPP calls, a per minute usage fee for international long distance completed calls and for services related to 800s numbers for the enterprise segment.

(iii.) *Internet & video*: We generate revenues by providing "on demand" Internet access and video (Pay-TV) services.

(iv.) *Data & network*: We generate revenues by providing data, dedicated Internet and network services, such as virtual private networks and private lines, to the enterprise and government segments.

(v.) *Integrated Services & equipment sale*: We generate revenues from managed telecommunications services provided to corporate customers, financial institutions and government entities and the sale of customer premises equipment ("CPE") necessary to provide these services.

(vi.) *International traffic*: We generate revenues terminating international traffic from foreign carriers.

(vii.) *Other services*: Include, among others, memberships, late payment charges, spectrum, interconnection, activation and wiring and presubscription.

The products and services offered by the Company are, among others:

Residential and Micro and Small Business Segment	Enterprise and Government Segment
TRADITIONAL TELEPHONY *Telephone lines* *National and international Telephony Service* *800 Service (national)*	**TRADITIONAL TELEPHONY** *Telephone lines* *Smart lines* *National and international Telephony service* *800 Service (national and international)* *Digital Trunks*
IP TELEPHONY *AXTEL Conmigo*	**IP TELEPHONY** *Dedicated and Virtual SIP Trunks*
VOICE, INTERNET AND TELEVISION PACKAGES *Voice plans*	**INTERNET** *Internet2* *Dedicated Internet* *Broadband Enterprise Internet* *Enterprise Internet*

AXTEL X-tremo
Acceso Universal
Entretenimiento Xtremo

VALUE ADDED SERVICES
X-tremo Support (Soporte X-tremo)
AXTEL Expert
AXTEL Store
Family Membership AXTEL
SME Assistance
Antivirus
Smart Home and Business

Metropolitan WiFi

VOICE AND INTERNET PACKAGES
AXTEL X-tremo
Acceso Universal
Smart Voice
Unlimited Businesses

DATA NETWORKS (National and International)
Lan to Lan
VPN – Multiservices, IP, Broadband
Private Lines

COMPLETE SECURITY
Clean Pipes
Integrated Security Business
AXTEL Track
Managed Security (SOC)
Video surveillance
Extended Security

COLLABORATION
Audio Conference
Net Conference
Private Cloud Collaboration
Public Cloud Collaboration
Contact Center Outsourcing

GLOBAL INFRASTRUCTURE
Site adjustments
CPE (Sale and maintenance of equipment)
Structured Cabling
Dynamic Server (IaaS – Infrastructure as a Service)
Managed Monitoring (NOC)
Database Management
Management of Operating Systems
Dedicated Hosting
Collocated Hosting
On Demand Disaster Recovery (DRP)

APPLICATIONS / INTEGRATIONS
Intelligent Buildings
Panic Button
Monitoring Centers (C2-C4)
Digital classroom
Distance education
Electronic health record
Electronic medical appointment
Accounting Harmonization

* As of January 1st, 2015, and as a result of the Telecommunications Reform, charges for Domestic Long Distance disappear.

2.4) Marketing and Sales

Axtel strives to be a leader in high speed broadband and selected ICT service areas in Mexico with differentiated services oriented to high value segments in the residential, micro and small businesses, enterprise, corporate, financial, carriers and government markets. The Company uses a variety of marketing strategies, such as direct mail (both special customer distributions and regular correspondences included in customer invoices) and telemarketing, which Axtel uses to promote awareness of its brand in various geographic regions and to sell new services to its clients. Likewise, Axtel creates brand awareness through outdoor advertising (such as billboards, newspapers, magazines and other print materials), radio and TV announcements and sponsorships in local news. The Company's marketing strategy is to combine an attractive and modern image that reflects a human approach.

We complement this marketing campaign with focused sales efforts directed at our target customer segments using a variety of sales channels. Our primary sales methods are: direct sales, online sales, door to door sales, telemarketing, sales booths (in strategically determined areas, including department stores, where potential customers carry out their shopping activities), MAPs ("*Módulos de Atención y Pago*"), which are Axtel-branded sales and service offices located at strategic locations within our targeted cities, and sales distributors who are certified to carry out sales activities on our behalf and target specific niche markets.

For business customers, financial institutions and government entities, we provide solutions that help our customers optimize their activities, increase flexibility and reduce technology investments on ICT, thus letting them focus on their core business. The solutions that we provide are grouped in two business lines, Telecom and IT, each of which hold four Product Families.

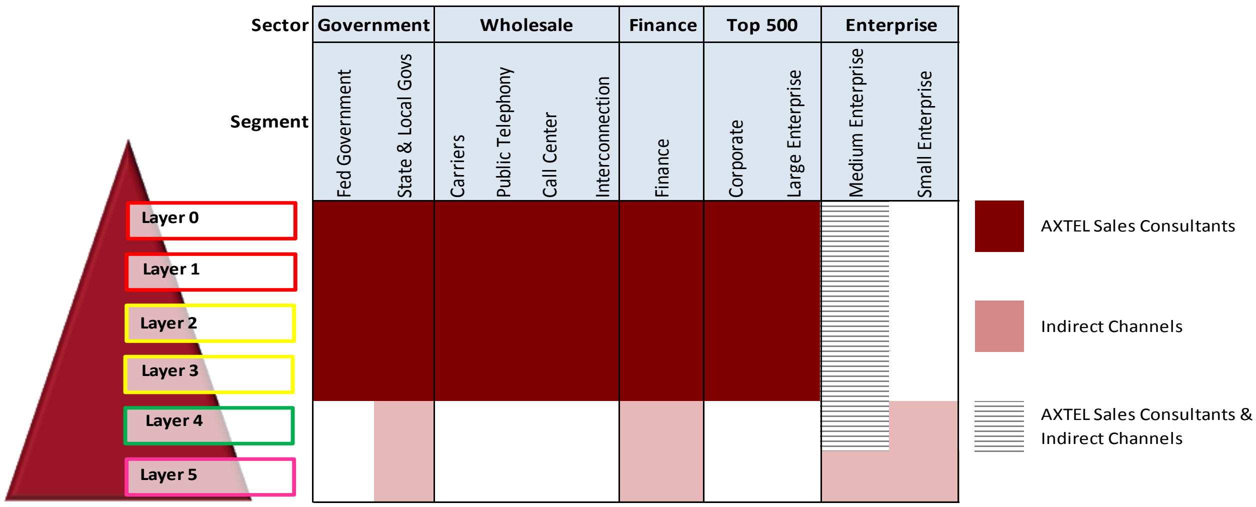
- Telecom Business line holds the following products: Traditional Telephony, Voice over IP, Internet and Network.
- IT Business line holds the following products: Global Infrastructure, Complete Security, Total Collaboration and Applications/Integrations.

To promote products and services in the enterprise and government segment, Axtel uses various communication and business development tools, including special events in connection with new product launches, publications in journals, forums, online communication and direct promotion with the support of tools and presentations.

2.4.1) Sales Channels and Strategy

Advertising campaigns are complemented by sales objectives aimed at specific market segments using various sales channels.

Axtel's Enterprise Segment model is based on sales teams that include a Sales Consultant, a Customer Service Rep, a Solution Design Engineer and a Service Delivery Rep. Accounts are grouped into categories depending on the revenues and/or business potential of the customer. Resources are allocated according to the block prioritization scheme described in the below diagram. Sales Consultants can be either Axtel employees or ICT Integrator Indirect Channel representatives.



The main sale methods used by Axtel for both the Mass Market and Enterprise Segments are:

Direct Sales. Sales executives seek out potential business clients and schedule initial appointments with them. They also develop relationships with assigned accounts and act as a consultant, providing advice with regard to Axtel's products, services and integrated solutions based on each customer's individual needs.

Online Sales. Through our website, residential and micro and small businesses customers can acquire Axtel's services, as well as through internet advertising.

Door to Door. Sales agents search for potential clients in residential areas and areas with micro and small businesses.

Telemarketing. The Company has two distinct telemarketing techniques. On the one hand, a team of sales agents seeks potential clients by calling customers listed on a data file created by the Company. This team also responds to calls from potential clients which have received advertising through promotional campaigns. On the other hand, executives from the Service Center for Enterprise customers offer products and services to customers with basic needs through targeted phone calls.

Point of Sales. The sales agents are strategically located at sales points where potential customers go shopping.

MAPs (Service and Payment Modules**).** Axtel seeks sales through its service offices, which are strategically located in cities where the Company provides its services.

Indirect Channels (Sales Distributors). Certain companies are authorized to engage in activities on behalf of Axtel. These companies focus on sectors in which they have a certain influence. For the Enterprise segment, we work with companies specializing in IT services that integrate our products with a global solution that is provided to the customer; this method allows us to approach new Enterprise customers.

Axtel's sales efficiency is measured in comparison to the cost of acquisition of subscribers. Telemarketing has proved to be one of the most efficient sales channels due to the quality of the database, which targets customers located within a specific geographic area with network access and interested in acquiring our services. By pre-selecting potential customers based on network availability and coverage, the Company can manage its advertising expenses more efficiently and reduce its costs of acquisition. The completeness and accuracy of our database also helps the Company to make installations more effective.

Also, the Company answers all incoming calls generated by advertising in magazines, newspaper, television, billboards, flyers, among others.

2.4.2) Pricing

In order to attract new subscribers in residential markets, we actively promote attractive packages or bundles such as voice plans, *Acceso Universal*, *Axtel X-Tremo* or *Axtel TV* packages, which may include unlimited local calls, long distance minutes, broadband Internet access and pay television to mass market customers. Once a customer has chosen our services, we focus on customer satisfaction and offer the customer benefits, rather than reducing prices, in order to maximize our retention rate. For example, with regard to *Axtel X-Tremo* packages, we install and activate a client's second line at a very low cost and we also allow customers to try our value added services for free. Also, we provide our customers a better broadband service than the service they requested for the first 30 days free of charge so that they can try the superior service and consider upgrading.

In the micro/small business segment, Axtel has very competitive pricing because, unlike its competition, Axtel offers the same price to micro/small business and residential customers.

In the Enterprise segment, we attract users by offering a wide variety of IT and communication services such as VPNs, dedicated private lines, collocation, network monitoring, in addition to value added services, such as network security administration, data centers, contact centers and managed services, among others. For voice products, we offer volume discounts on local calls and provide additional services and discounts to customers who sign long-term contracts. To date, this strategy has allowed us to capture significant market share without eroding the value of the market through excessive price competition.

We maintain our prices at market levels. We offer pricing plans that are simple in order to assure customers of the integrity of the billing process. Our pricing structure rewards consumption by increasing discounts for larger bills and through product bundling. Our ability to introduce new products, such as *Axtel X-Tremo, Axtel Conmigo, Axtel TV*, *Axtel Experto, Metropolitan WiFi, Complete Security* and *Managed Services* allows us to position ourselves as a value-added service provider rather than a company that competes only based on prices.

2.4.3) Customer Service

A key element of our competitive strategy is to consistently provide reliable, responsive customer service. In order to achieve this goal, we have established a 24/7 customer service center for voice, data, television and internet services which is staffed by highly trained personnel. We have implemented a comprehensive training, testing and certification program for all staff that directly interacts with customers.

We provide post-sales service on a nationwide basis through the following:

- Customer Service. Provides post-sales customer support, ranging from general information to additions and changes resulting from billing inquires and technical support.
- Operator Service 24 hours a day. Includes wake-up calls, time of day, emergency calls and assistance for placing domestic and international long distance calls.
- Advanced Services Center. For customers with advanced services that require high availability, there is a monitoring center that maintains proper operation of services, correcting faults and deviations proactively.
- Repair Calls. The National Center for Repairs is our customer contact group that addresses and manages all customer trouble reports and provides on-line technical support and analysis.
- Local Testing. Analyzes and tests all reports that are not resolved on-line by Repair Calls. This team is accountable for routing these reports to Repair Dispatch.

Both the Repair Calls and Local Testing areas work together with the network maintenance center in order to monitor and repair network failures.

2.4.4) Billing and Collection

The Company believes its billing and collection processes are an important aspect of its competitive advantage.

Axtel's billing team receives and validates the detailed log of consumption, recurring and non-recurring charges. The Client typically receives the printed invoice at home, within 14 days following the end of the billing period. If requested, the client also receives its electronic invoice (CFDI) via email within the following five days after the end of its billing period. A Payment Reminder is sent 7 days before their payment due date –only if payment is not detected yet. In both modes of sending the invoice, Axtel monitors the delivery efficiency.

To ensure the quality of our bills and as a last validation filter, a statistical process of Quality Control Post-Billing and Pre-delivery is performed on a representative sample, verifying the following: amount charged, fiscal information, complete shipping information, proper allocation of messages or advertising (messages or inserts), valid emails and changes in different sections of the bill due to new offers and/or products.

An ongoing revenue assurance process, which consists of reviewing the billing stream, payments and adjustments, as well as fraud detection and control, has become part of our regular billing operation. This process has contributed in minimizing frauds and risks.

To facilitate the reception of payments and to make the payment process convenient for customers, we have developed a number of payment reception channels. Some of these channels are:

- Convenience stores;
- Banks (cashiers, web page, automatic cash dispensers and cellular phones);
- Axtel MAPs (Axtel's Sales and Payment Points);
- Internet webpage;
- ATMs;
- Automatic charges to credit cards (upon customer approval);
- Automatic charges to check accounts; and
- by telephone with customer service or self-service charged directly to its credit card.

These channels provide easy and fast options for customers to select the most suitable and convenient alternative for a prompt payment.

To encourage customers to pay in time and form, the Company has implemented preventive collection procedures, such as reminders of upcoming expiration of the invoice, as well as delay in payment. Likewise, the Company has an automated system to intercept outgoing calls, asking the customer to pay its overdue invoice. Once the term given to the customer for the payment of its invoice is concluded, we execute corrective collective procedures, including partial or total suspension of services, such as data and internet, long distance, mobile calls or local calls; while starting internal collection practices visiting the customers' domiciles.

In parallel, accounts are turned over to External Collection Agencies 180 days after their due date, to exhaust all possible resources to negotiate each of the accounts and therefore enforce their payment. Always with the firm intention to retain the customer, guiding and providing alternative solutions and payment programs, even reconnecting their service under a prepayment scheme and/or granting the customer an appropriate payment schedule for the outstanding balance, thus avoid reaching 180 days of default which would result in the imminent disconnection of the account.

2.5) Patents, Licenses, Trademarks and other Contracts

2.5.1) Company's Concessions

Axtel holds certain concessions titles granted by the Federal Government through the SCT to set up, operate and exploit public telecommunications networks, which have a duration of 20 years and, subject to meeting certain conditions, could be renewed for the same period originally granted. Such concession titles allow the Company to provide the following services nationwide:

- basic local telephony service and national and international long distance telephony;
- the sale or lease of network capacity for the generation, transmission or reception of signs, signals, writings, images, voice, sounds or other information of any nature;
- the purchase and lease of network capacity from other carriers, including the lease of digital circuits;
- value-added services;
- operator services;
- data, video, audio and videoconference services;
- message delivery service (SMS);
- point to point and point to multipoint links;
- satellite restricted TV service;
- delivery of data through satellite;
- restricted television, continuous music services or digital audio services;
- public telephone services.

The concession title granted for the provision of satellite TV, delivery of data through satellite and basic local and national and international long distance service was granted for a term of 30 years, which may be renewed for an additional similar term, subject to the fulfillment of certain conditions. Notwithstanding the foregoing, on January 29, 2016, IFT gave Axtel the *Título de Concesión Única* for commercial use. This title covers restricted TV service via satellite (DTH) with nationwide coverage. This concession has a 30 year term, expiring on January 29, 2046.

Additionally, the Company has several concession titles to utilize the radio electric spectrum. Each of such titles has a 20 year term and may be renewed at our discretion for an equal term. The renewal is conditioned upon the Company's compliance with all its obligations under the concession and the achievement of a new understanding with IFT with respect to the new terms and conditions.

The Company has the following concessions to use and exploit the following frequency bands:

- 50 MHz at 3.4 GHz, nationwide, divided into 9 regions[1] for local telephony using fixed wireless access technology;
- 28 MHz at 7 GHz, nationwide, for long-haul point-to-point transport;

[1] The telephone regions in the country are divided as follows: Region1: the states of Baja California, Baja California Sur, Sonora (San Luis Rio Colorado). Region 2: the states of Sinaloa, Sonora (excluding San Luis Rio Colorado). Region 3: includes the states of Chihuahua, Durango, Coahuila de Zaragoza (Torreon, San Pedro, Matamoros, Francisco I. Madero, Viesca). Region 4: Includes the states of Nuevo Leon, Tamaulipas, Coahuila de Zaragoza (excluding the municipalities of the North). Region 5: Includes the states of Chiapas, Tabasco, Yucatan, Quintana Roo, Campeche. Region 6: the states of Jalisco (excluding the municipalities of the central region), Michoacan de Ocampo, Nayarit, Colima. Region 7: Includes the states of Guanajuato, San Luis Potosi, Zacatecas, Queretaro de Arteaga, Aguascalientes, Jalisco (Lagos de Moreno, Encarnacion de Diaz, Teocaltiche Ojuelos of Jalisco, Colotlán, Villa Hidalgo, Mezquitic, Huejuquilla Alto, Huejucar, Villa Guerrero, Bolanos, St. Mary of the Angels). Region 8: includes the states of Veracruz-Llave, Puebla, Oaxaca, Guerrero, Tlaxcala. Region 9: includes the states of Mexico, Federal District, Hidalgo, Morelos

- 60 MHz at 10.5 GHz, nationwide, for point-to-multipoint access;
- 120 MHz at 10.5 GHz, in regions 4, 6 and 9 for point-to-multipoint access;
- 168 MHz at 15 GHz, nationwide, for point-to-point access and transport;
- 368 MHz at 23 GHz, nationwide, for point-to-point access and transport; and
- 112 MHz at 37 to 38.6 GHz, in 1, 3, 4, 6 and 9 regions, for point-to-point transport.

2.5.2) Main Trademarks

Axtel is the owner of several registered trademarks used for commercialize the products and services that the Company renders. Among others, Axtel holds the following relevant trademarks:

NAME	FILE NUMBER	TERM	OWNER
Axtel	584,421	July 13, 2018	Axtel, S.A.B. de C.V.
Axtel. Su Acceso a las Telecomunicaciones	17,076	March 4, 2019	Axtel, S.A.B. de C.V.
Soluciones Axtel	625,940	July 2, 2019	Axtel, S.A.B. de C.V.
AXTEL	871,511	July 2, 2019	Axtel, S.A.B. de C.V.
AXTEL.NET	638,715	November 30, 2019	Axtel, S.A.B. de C.V.
AXTEL PUNTO NET	638,713	November 30, 2019	Axtel, S.A.B. de C.V.
Tu Nueva Compañía Telefónica	38,729	June 9, 2016	Axtel, S.A.B. de C.V.
Unified Communications	44,352	September 13, 2017	Axtel, S.A.B. de C.V.
Comunicaciones Unificadas	44,353	September 13, 2017	Axtel, S.A.B. de C.V.
Axtel TV	1,361,372	January 23, 2023	Axtel, S.A.B de C.V.
Axtel Unico	1,147,431	December 2, 2019	Axtel S.A.B. de C.V
Axtel Conmigo	1,130,301	October 29, 2019	Axtel S.A.B. de C.V
Axtel Comunícate Mejor	55,994	December 2, 2019	Axtel S.A.B. de C.V
Acceso Universal	1,188,054	October 29, 2019	Axtel S.A.B. de C.V
AXTEL X-TREMO	1,195,317	October 15, 2020	Axtel S.A.B. de C.V
Axtel Acceso Universal Axtel X-tremo	1,195,315	October 15, 2020	Axtel S.A.B. de C.V
Axtel Único Oficina Virtual	1,204,031	November 3, 2020	Axtel S.A.B. de C.V
Mejor Comunicación, Mejores Negocios	62,437	November 17, 2020	Axtel S.A.B. de C.V
AXTEL SOPHTPHONE	1,245,261	May 27, 2021	Axtel S.A.B. de C.V
ZONA AXTEL	1,250,250	July 13, 2021	Axtel S.A.B. de C.V
EXPERIMENTA EL FUTURO	87,685	February 17, 2025	Axtel S.A.B. de C.V

2.5.3) Interconnection

The Company has established interconnection agreements necessary for the exchange of different types of traffic, which are:

a. Fix-to-fix local traffic;
b. Fix-to-mobile local traffic;
c. Mobile-to-fix local traffic;
d. Long distance traffic which includes different models such as the 800 collect calls.

Applicable rates.

Rates and conditions for interconnection, according to current regulations, are determined as follows:

a. Agreement between the parties;

b. Determined by IFT as a result of a process of Disagreement; or,

c. Through the application of Non-Discriminatory Treatment, foreseen in the *Ley Federal de Telecomunicaciones y Radiodifusión* (LFTR)

The Company has established the best conditions for each scenario with different operators with which there is a significant interconnection traffic relationship.

For 2015, IFT has established the following interconnection rates for non-dominant operators:

a. Traffic termination:
   i. In fixed networks: Ps. 0.004179
   ii. In mobile networks: Ps. 0.2505

b. Origination: Ps. 0.005126

c. Transit: Ps. 0.006246

Most interconnection agreements that have been signed are in force, either because its term has not finalized yet or by the application of the conditions of continuous application, always ensuring the best tariff for the Company based on the exchange of calls.

Preponderance

Derived from the telecommunications reform, since 2015, the preponderant operators (Telmex, Telnor and Telcel) are obliged to make available to the other dealers the following:

a. Sharing fix and mobile passive infrastructure (e.g. poles, ducts, rights of way and towers);

b. Leasing of dedicated links;

c. Resale and unbundling of all the services provided through Telmex's local network;

d. Resale of mobile services, voice, data and SMS, as a Mobile Virtual Network Operator (MVNO); and

e. The agreements of national and international visiting user (roaming) that Telcel has signed with other operators.

As of 2015, the Company had signed the following agreements with Telmex and Telcel respectively:

a. Agreement for sharing passive infrastructure of Telmex's network;

b. Agreement for leasing dedicated links from Telmex; and

c. Agreement for the resale of mobile voice, data and SMS services as an MVNO with Telcel.

The prices and conditions for these services are the ones established by Telmex and Telcel respectively, but may be modified by IFT by filing disagreements under the Preponderant Guidelines and the LFTR, using the cost methodology such as "avoided costs" or "long-term incremental costs", depending on the type of service.

2.6) Main Customers and Markets

Banamex and affiliates represented 8.1% of our total revenues for 2015. The top five costumers of the Company represented 23% of our total revenues. Other main customers include government entities, call centers, Verizon and Nextel. The Company entered in 2011 into a five-year agreement with Banamex, renewable for another five years, to provide products and services for all their telecommunications needs in existing and new operations. Additionally, in May 2013, Axtel signed a new five year contract with Banamex to provide voice cloud-based managed services and collaboration applications to its branches and offices in Mexico.

Additionally, Axtel terminates a significant volume of Verizon's international traffic in Mexico, and also provides services to Verizon's global customers; these services represented 1.4% of total revenues in 2015. Finally, Nextel has provided telecommunications services to its customers through access to our network since more than ten years ago and represented 2.2% of total revenues in 2015.

2.6.1) Markets

Commercial Operations for the Company started in the City of Monterrey, Nuevo Leon, on June 1999. As of December 31, 2015, we provided local, long distance, data and internet in 39 of the main metropolitan areas in Mexico (including Mexico City, Monterrey, Guadalajara, Puebla, Toluca, León, Querétaro, San Luis Potosí, Saltillo, Aguascalientes, Ciudad Juarez, Tijuana, Torreon (Laguna Region), Veracruz, Chihuahua, Celaya, Irapuato, Ciudad Victoria, Reynosa, Tampico, Cuernavaca, Mérida, Morelia, Pachuca, Hermosillo, San Juan del Rio, Xalapa, Durango, Villahermosa, Acapulco, Mexicali, Cancun, Zacatecas, Matamoros, Nuevo Laredo, Culiacan, Mazatlan, Coatzacoalcos and Minatitlan), in which you can find over 48% of the total population of Mexico. Axtel has long distance connectivity and certain other data and voice services in approximately 200 cities in Mexico through its long distance transport network. Axtel's coverage and capacity is found in the larger metropolitan areas, due to the fact that the Company estimates that these cities are the ones that represent the largest income opportunity in the telecommunication industry in Mexico.

Our city roll-out is determined taking into consideration the following criteria:

- ***Opportunity in the telecommunications sector*.** According to IFT, as of June 30, 2014, significantly all net-additional lines in Mexico were concentrated in 4 out of 32 states: Nuevo León, Querétaro, Campeche and Guanajuato. Six out of the 39 cities we serve as of December 31, 2015 are located in these states.

- ***Regional economy***. According to INEGI, in 2013, almost 89% of the total gross domestic product in Mexico was generated in the 25 states in which we have a local presence as of 2015.

- ***Operational synergies*.** To become more efficient in launching cities, we decided to open cluster of cities to allow for quick systems and operations integration and better efficiency in network build-out.

Within these cities, studies were conducted using geographical, statistical and self-generated market research data to determine where the most attractive opportunities were concentrated. Our network has been built upon this comprehensive data allowing for fast penetration and cost-efficiency.

We believe we have a 8% market penetration of our total addressable market in the 39 cities in which we offer local services. In Monterrey and Guadalajara, the first two markets where Axtel launched services, we estimate that we have achieved market shares, in each city, of approximately 20% and 10%, respectively. The table below provides our estimated market share as of December 31, 2015.

Market Share within Coverage Market
As of December 31, 2015

City	Start Date	Market Share (%)
Acapulco	Jan-09	3%
Aguascalientes	Sep-04	13%
Cancún	Jan-09	9%
Cd Victoria	Oct-07	7%
Celaya	May-06	8%

Chihuahua	Mar-06	5%
Coatzacoalcos	May-08	7%
Culiacán	May-08	4%
Cuernavaca	Mar-07	3%
Durango	Jan-09	4%
Guadalajara	Dec-99	10%
Hermosillo	Jul-07	3%
Irapuato	Aug-06	8%
Juárez	Oct-04	7%
León	Jan-01	9%
Matamoros	Jun-08	6%
Mazatlán	May-08	3%
Mérida	Jun-07	5%
México	Mar-00	6%
Mexicali	Jan-09	5%
Minatitlán	Jun-08	4%
Morelia	May-07	5%
Monterrey	Jun-99	20%
Nuevo Laredo	May-08	13%
Pachuca	Oct-07	8%
Puebla	Jan-01	6%
Querétaro	Jun-04	7%
Reynosa	Oct-07	7%
Saltillo	Sep-04	9%
San Juan del Rio	Oct-07	12%
San Luis Potosí	Jun-04	15%
Tampico	Mar-07	4%
Tijuana	Nov-04	2%
Toluca	Jan-01	6%
Torreón	Feb-06	7%
Veracruz	Feb-06	6%
Villahermosa	Jan-09	8%
Xalapa	Jun-07	4%
Zacatecas	Jan-09	3%
Grand Total		8%

Market share percentages are the Company estimates based on number of lines in service divided by the average tele-density per square kilometer of coverage.

2.6.2) Competition

Within the telecom industry, our main competitors are: Telmex, cable companies such as Televisa's cable companies (Cablevisión, Cablevisión Monterrey, Cablemas and Cablecom), Megacable, Enlace TPE, Bestel and Maxcom.

Telmex. Our main competitor is Telmex, the former state-owned telecommunications monopoly. Telmex has significantly greater financial strength and other resources and serves all of the cities and markets that we serve. In addition, Telmex has an established customer base which represents the vast majority of the fixed telephony lines in Mexico. Telmex is the dominant provider of local telephony and internet services and, as such, a significant number of our customers maintain an ongoing relationship with Telmex. Telmex has a presence throughout Mexico and its established and long-standing customer base gives it a substantial competitive advantage. Since November 2012, Telmex began providing video services, Claro Video, to its Infinitum customers under the modality OTT (Over the

Top). This modality allows the operator to provide video even without regulatory approval. Since 2011, Telmex has deployed its fiber to the home (FTTH) technology and ADSL2+ services to offer higher Internet speeds which compete with Axtel X-tremo offerings.

Telmex and Telcel together account for roughly 67% of total telecoms service revenue in Mexico. The balance is distributed into a large number of players including Movistar, Televisa, Nextel, Iusacell, Axtel, Megacable and others, none of which accounts for more than 10% of total revenue in the market. This imbalance has caused the Mexican government to declare Telmex and Telcel preponderant economic agents in the telecom industry, a decision which caused Telmex and Telcel to consider selling off assets to bring their market share levels under 50% in the fixed and mobile markets, respectively in order to avoid asymmetric regulations. In recent communications, Telmex and Telcel have de-emphasized the disposal of the assets, making it less likely that a sale will take place in 2016. Telmex will continue focusing on the rollout of fiber networks, as well as the extension of cloud-based and IT services for the enterprise segment. A big area of emphasis for the operator will be pay-TV, where the company is expected it to make a major push to offer triple-play services.

Televisa Telecom. Televisa, the largest Spanish-speaking media company, is the majority owner of Cablevisión, TVI or Cablevisión Monterrey, Cablemas and Cablecom. By taking advantage of its position in media and its strong financial situation, Televisa has been able to enter the telecom industry and quickly become the number two player. Televisa is also majority owner of SKY (58.7%), leading pay TV service provider in Mexico relying on DTH (Direct to Home) technology. Cablevisión, Cablevisión Monterrey and Cablemás' offerings are focused on video complemented with high speed internet and/or telephony services to create double play and triple play packages. These companies have also enhanced their TV offering by incorporating HD content, video on demand and value added services such as DVR. In November 2014, the company started the rebranding of its cable service "Izzi", starting with Cablevision Mexico. During 2015, Izzi took its services to other big cities, such as Monterrey and Guadalajara. Televisa is now a major competitor in telephony services as well as in the related bundled services, such as internet, that we currently offer or may offer in the future. Televisa also currently offers its service "Blim", an OTT, competing specially in national content with Claro Video and Netflix.

Bestel. Bestel is a company with over 15 years' experience, which provides voice services, data, internet, information technology, managed services, among others, to business and residential users. Bestel has been part of Televisa since 2007.

Megacable. The company provides Internet, Pay-TV and fixed telephony services to the residential and enterprise segments. It is also the owner of Metrocarrier, MCM, Ho1a and PCTV providing additional value-added services including managed services, equipment and content.

Alestra. Alestra commenced operations in 1996, providing only long distance telephony services to residential and business customers. In 2000, Alestra also started to offer local services to corporate customers in Mexico, Monterrey and Guadalajara, primarily. Currently, it offers value-added services to the enterprise, government and financial segments, among others. Alestra is a wholly-owned subsidiary of Alfa, S.A.B. de C.V. Alestra has invested over the past five years in building a leadership position in IT and Managed Solutions. On February 15, 2016, Alestra became a wholly-owned subsidiary of Axtel.

Maxcom. Maxcom commenced operations in 1999 targeting, initially, residential and small business customers in the cities of Puebla, Mexico City, Querétaro, San Luis Potosi, and Tehuacan. Maxcom provides services including local and long distance voice, data, public telephony, IP-based pay TV. It also provides mobile service through resale and capacity leasing to third parties.

Grupo Salinas. In January 2015, AT&T completed the purchase of Iusacell, the number three wireless operator in Mexico, from Grupo Salinas for US$2.5bn. As the result of this acquisition, Grupo Salinas will continue offering fixed services leveraging FTTx technology under the TotalPlay brand for the residential segment and Enlace TPE brand for the enterprise segment. Enlace TPE is the brand that offers fixed business solutions, its main products include fiber optic links, Voice over IP (VoIP), Virtual Private Networks and LAN to LAN solutions.

2.7) Human Resources

As of December 31, 2015, 2014, and 2013, we had 7 thousand employees, 6 thousand 900 employees and 6 thousand 790 employees, respectively.

As of December 31, 2015, certain of our employees, excluding executives and managers, were members of the *Sindicato Nacional de Trabajadores de la Industria de Telecomunicaciones de la República Mexicana* (the Workers' National Union for the Telecommunications Industry in Mexico), representing 15% of our total employees. There are no other workers or employees of the Company assigned to other unions. We believe we have good relationships with our employees and the afore-mentioned union.

2.8) Description of the main assets – The Company's Network

2.8.1) Facilities

All of our properties are located in Mexico. Our corporate headquarters are located in San Pedro Garza García, Nuevo Leon, Mexico. Our Monterrey office consists of 39,779 square meters. The lease on this property expires in 2023. We also own or lease office space and warehouses throughout the 39 cities where we operate. These are the facilities in which we have installed our switches, data centers, call centers, work centers, administrative offices, etc. Office space or warehouses (excluding base stations) with more than 3,000 square meters include the following:

Name	Use	Location	Area in m2	Property	Contract Ending Date	Contract Start Date	Years of contract
Corporativo Monterrey	Administrative	Monterrey	39,779	Lease	10/31/2023	05/26/2000	15
CIC,CDA and Voice Center Apodaca	Operating Center	Monterrey	16,423	Lease	03/30/2019	11/02/2009	6
Switch 1	Technology Facility	Guadalajara	5,550	Owned	-	-	-
Reforma Building	Administrative	Mexico	4,162 502	Lease	07/31/2017 09/30/2018	03/01/2008 06/01/2013	8 2
Call Center Culiacán	Operating Center	Culiacan	3,067	Lease	08/31/2016	09/01/2010	5

2.8.2) Telecommunications Network

The Company provides network transport using a national fiber optic network combined with local access hybrid designed to optimize capital investment through the deployment of equipment to access the network, based on the specific needs of each client. Access options for the Company include fixed wireless, fiber optic last mile access point-to-point, point-to-multipoint, and copper, all connected through 2,190 kilometers of fiber optic metro rings. Our options for last mile access include wireless access technologies such as proximity and symmetry, such as WiMAX 802.16e mobile, wireless technologies point-to-point and point-to-multipoint, and fiber to the customer's home or office (FTTH). The Company switched traffic DMS services using equipment that interconnect with Telmex and other local service providers and long distance in each of the cities we serve.

The Company's wireless network uses microwave radios, switches TDM and next generation (Softswitch) and other infrastructure provided by recognized providers including Motorola, Nokia-Siemens Networks, Ericsson, Genband, among others. The internet platform of the Company is based on Cisco routers with Hewlett Packard servers and software applications developed by Microsoft Corporation. Local fiber networks or metropolitan fiber optic rings of the Company use OFS Optical Fibers of Mexico, Samsung, Huawei and AFL and optical transmission equipment Ciena, Alcatel-Lucent, Nokia-Siemens Networks and Huawei. The combination of these components allows the Company to offer network reliability, which is superior to the network used by other providers. Through the current use of fixed wireless access technology, including technology Symmetry and WiMAX, the Company is able to provide services of high quality voice and data at speeds of up to 2 megabits per second for our customers. With the network of last mile fiber optic (FTTH), Axtel provides converged data, voice and video at speeds up to 200 megabits per second in symmetric mode. Axtel believes that fixed wireless access technology is ideal for covering large areas of cities offering services to residential customers as micro-enterprises and small businesses. The fixed wireless access technology gives customers data connections using internet protocol interface and dynamic allocation of "time slots", which increases the efficiency of our network. Basic voice services and data are delivered through all of our access technologies.

The last mile fiber optic network (FTTH) is ideal for residential areas of medium and high socioeconomic level who demand high-speed broadband and also in areas of high concentration of businesses and offices since it has a more focused coverage area.

In general, the ability to access advanced technologies directly increases the cost of the solutions. The capacity of our local hybrid access allows the Company to:

- Provide a variety of voice, internet and data services;
- Meet demand quickly;
- Penetrate specific markets, and
- Size the deployed infrastructure to meet the market demand and the individual needs of customers.

This network infrastructure enables Axtel to meet the needs of various market segments while maintaining a low cost solution relative to those of competitors.

2.8.3) Network Deployment Strategy

While we continue to maintain a wireless model that allows us great flexibility in the network, our focus today is the deployment of the fiber optic network. In this regard, the Company has concentrated its efforts on those areas where our high-speed internet services, television and other services, create value for our customers.

2.8.4) Access Connectivity

The last-mile connectivity portion of our network is comprised of a mix of wireless technologies as well as fiber optics for customers within our metropolitan fiber optic rings.

Our access technology to be used is determined based on a cost-benefit analysis, depending on customer needs and service availability. We use fixed wireless access to serve customers requiring between one to nine lines (plain old telephony service “POTS”) and internet access of up to 2 Mbps in a single point of service.

With the GPON technology used in the last mile fiber optic network (FTTH), Axtel provides converging services of data, voice and TV with speeds of up to 200 megabits per second in symmetric mode to residential customers and to small and medium sized businesses. Using the FOM technology with last mile fiber optic services, Axtel provides advanced data and voice services with high security standards to large companies and financial institutions.

Point-to-multipoint technology is used for customers that require between 10 and 30 POTS and/or require low-speed (below 2,048 Kbps) dedicated private line accesses. Our point-to-point access, like fiber optic access, is used for customers requiring digital trunks or dedicated private lines over 2Mbps. The Company also uses hybrid solutions or combines multiple technologies to reach more customers by expanding service using digital fiber solutions and specific technologies for building apartments.

We have contracts with Telefonica Data de Mexico, a subsidiary of Telefonica, pursuant to which we acquired the right to use capacity in Telefonica’s long haul fiber infrastructure which is located between the northern border of Mexico and Mexico City. Pursuant to such contracts, Telefónica Data de Mexico has the right to use a pair of dark fibers in a portion of our metropolitan fiber rings. We also maintain a similar agreement with Telereunión to use approximately 600 kilometers of long distance fiber optic network in the Gulf of Mexico region.

__2.8.5) Local Network__

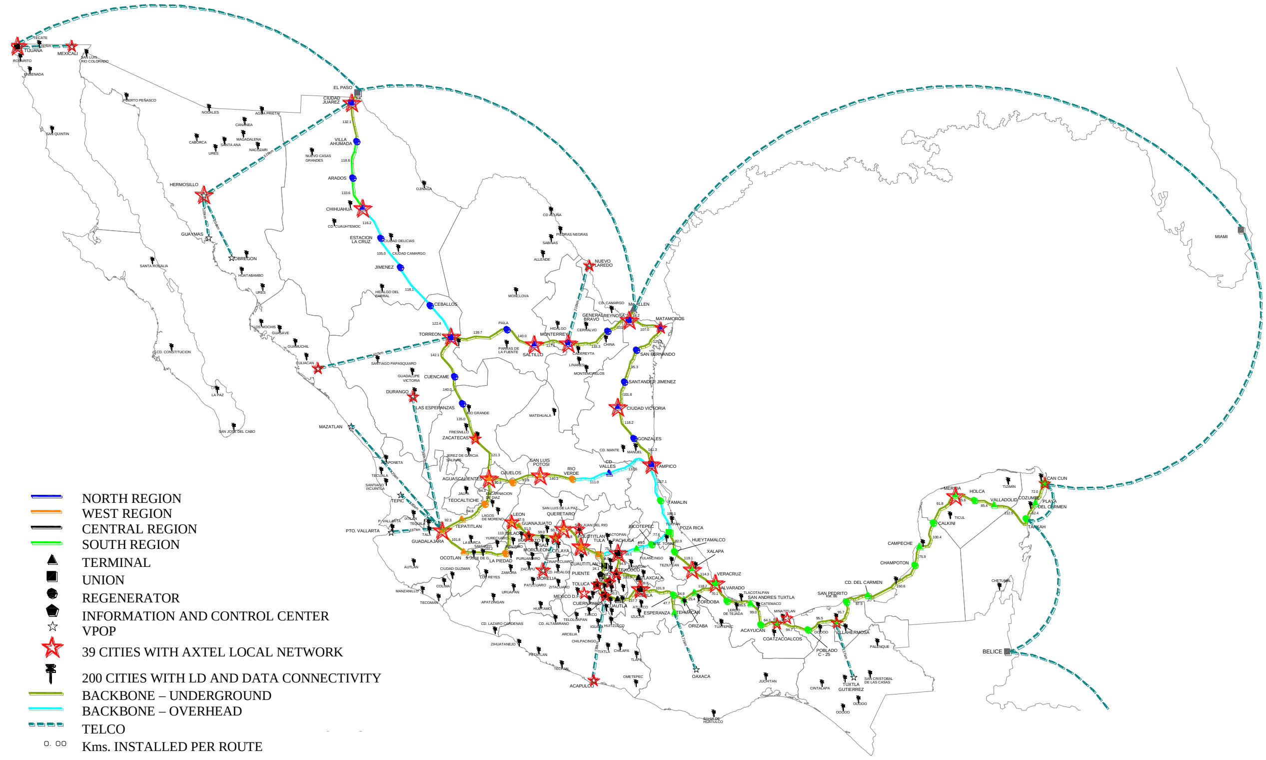
As of December 31, 2015, our metropolitan fiber optic rings totaled 2,190 kilometers in the cities where we offer local services. Our network is comprised of several technologies, including fixed wireless access, WiMAX, copper, point-to-point, point-to-multipoint and fiber optic links.

The following table summarizes our local infrastructure as of December 31, 2015:

City	FWA Sites	Symmetry	WiMax	Point-to-Multipoint Sites	Point-to-Point	Switches	Metro Fiber Rings (Kms)	FTTH (Kms)
Monterrey	62	19	98	38	938	9	570	1520
Guadalajara	65	8	56	15	681	9	208	883
México	158	33	175	35	2552	16	705	1980
Puebla	20	5	41	18	249	3	70	282
Toluca	9	3	24	5	193	1	21	162
León	13	5	28	6	153	1	41	195
Querétaro	8	6	19	8	129	-	18	273
San Luis Potosí	12	5	34	11	133	-	25	232
Saltillo	7	5	23	13	117	-	37	-
Aguascalientes	9	5	27	7	92	-	16	180
Cd. Juárez	10	5	28	13	82	1	31	165
Tijuana	9	1	26	12	102	2	14	-
Torreón	7	5	32	5	97	2	27	-
Others	46	51	467	83	1741	21	409	-
TOTAL	**435**	**156**	**1,078**	**269**	**7,259**	**65**	**2,190**	**5,870**

__2.8.6) Long Distance Network__

Our long distance fiber-optic network is approximately 8,060 kilometers in length using "non-zero dispersion shifted" fiber-optic, underground and optical-ground wire cable, which supports synchronized digital hierarchy ("SDH") and dense wavelength division multiplexing ("DWDM") technology. SDH enables the deployment of bi-directional ring architecture, a system that allows for nearly instantaneous re-routing of traffic in the event of an equipment failure or a fiber-optic cut. DWDM technology enables expanded transmission capacity over the same physical infrastructure through the installation of additional electronics. Our long distance network connects 50 cities through owned infrastructure, and 148 additional cities through leased infrastructure.



2.8.7) Switching

We use 14 Genband denominated DMS-100 digital switches ten of which are established to route traffic in 13 cities, four of them to receive the traffic from close to 198 cities and international traffic from the U.S. and rest of the world and six new generation digital switches (Softswitch) Call Server 2000 of Genband to route traffic from additional cities. Also, we have four Ericsson AXE TL4 digital switches for local services, two located in Mexico, one in Monterrey and one in Guadalajara covering 16 cities. We use our new generation digital switches (Softswitch) A5020 Alcatel-Lucent used for internet Dialup. Finally, we have two new generation digital switches (Softswitch) SoftX3000 Huawei Softswitches that provide local services and switch all the International VoIP traffic.

Our DMS switches are capable of handling approximately up to 110,000 lines and the CS 2000 softswitches can handle up to 180,000, using the current software release. Both of these systems work on a modular basis and provide analog lines, E1 digital lines, digital high-speed data services, centrex services and operator assisted services. In addition, the CS2000 Softswitch can also provide multimedia capabilities by supporting multiple next generation protocols. Both switches can also provide private clear-channel digital lines, data transmission and value-added services such as four digit dialing, conference, call back, caller ID, call waiting, hot line and hunt group, among others.

2.8.8) Network Administration

We have three centers of monitoring and administration of national network, called Network Operating Centers (CORE in Spanish), two located in Monterrey and another one in Guadalajara. Our CORE centers supervise the correct operation of connections and equipment. The monitoring occurs 24 hours a day, seven days a week. When there is an inappropriate performance of the network, the CORE initiates the process to correct any fault and notifies the affected areas of such fault.

2.8.9) Information Technology Systems

We have an information technology architecture that is based upon Siebel, a customer relationship management system, SAP software for enterprise resource planning, Comverse Technology Inc. software for billing and Net Boss for network management and monitoring. These systems enable us to perform on-line sales and service provisioning, manage customer requests, generate accurate bills and produce timely financial statements. These systems allow us to respond to customer requests with speed, quality and accuracy.

2.8.10) Other topics related to the Company's assets

The main assets of Axtel meet environmental safety and maintenance standards of the industry. The telecommunications network was built and is operated based on international standards of reliability, redundancy and restoration.

Axtel has insurance coverage in three mayor categories: (i) assets and business interruption, (ii) transportation and (iii) liability. The all-risk policy ensures assets from hurricanes and other weather conditions, earthquakes, equipment failure and other catastrophes. Transportation policies provide coverage for all import and export equipment sent by air, land and/or sea. It also has liability policies that provides coverage for damage to third parties and covers goods, products and people, including board members and officers. In addition, insurance policies comply with local regulations or specific needs, such as commercial vehicles, employee's compensation and practices. Axtel considers its insurance coverages are reasonable in amount and consistent with industry standards and does not expect difficulties renewing such policies. Since June 2016, with the renewal of the policy, the business interruption category will be eliminated due to the redundancy and strength of Axtel and Alestra's networks.

2.9) Applicable Legislation and Tax Situation

2.9.1) Applicable Law of the Telecommunications Industry

General

In June 2013, major changes to the Mexican Constitution to reform the telecommunications industry entered into force; these reforms are detailed in section 2.11.3) Recent reforms in the Mexican telecommunications industry. The telecommunications industry in Mexico is primarily regulated by the LFTR which became effective in 2014, and the preponderance measures dictated by the IFT. In addition, there are several provisions governing the industry, such as the Law of General Means of Communication *(Ley de Vías Generales de Comunicación).*

Under the LFTR, the Mexican telecommunications industry is regulated for regulatory, administrative and operating matters by IFT. IFT is an independent public entity intended to regulate and promote competition and the efficient development of the telecommunications and broadcasting industry in Mexico. The IFT is responsible for, among other things, the regulation, promotion and supervision of the use, development and exploitation of the radio spectrum, orbital resources, satellite services, public telecommunications networks, the provision of broadcasting and telecommunication services, as well as access to active and passive infrastructure and other essential resources.

The IFT is the highest authority in telecommunications and has the authority to grant and revoke all concessions and permits, including the allocation of spectrum frequencies, granting, transferring, renewing or revoking concessions and applying penalties for law and concession infringements. The IFT makes the final decision on these issues, and once a final decision is taken, its resolutions can only be revoked under constitutional trial (*amparo indirecto),* without the possibility of provisional suspension. (See "Risk Factors").

Notwithstanding the aforesaid, and by virtue of changes in the legal framework, the attributions previously granted to the Cofetel are now attributions granted to the IFT.

Concessions

The LFTR oversees the Single Concession entity, which has advantages like:

- Confers the right to provide all kinds of public telecommunications or broadcast services. If the use of the radio spectrum or orbital resources is required, it shall be obtained in accordance with the LFTR;
- It is not necessary to have a Public Telecommunication Network concession;
- Consolidation of all titles under the RPT, thereby simplifying administrative procedures for the fulfillment of obligations;
- Registration of Services: Before starting operations on any feasible public telecommunication services, we must solicit its inscription in the Public Registry of Concessions. If case any additional frequency band not open to public use is needed, we would obtain them through the LFTR (Bidding).
- Term: 30 years, with the option to be extended by equal installments.
- Economic savings, for example: royalty payments, payments for Bonds, etc.

In addition to concessions, the IFT (or the SCT) may also grant permits for the following:

- Installing, operating or exploiting transmission-ground stations; and
- Providing telecommunications services as a reseller.

In accordance with applicable law, there could be a limitation on the possibility to lien assets that form part of a public telecommunications network that has been installed and operated by Axtel, in the context of an enforcement of a ruling.

Legally, there is no statutory maximum term mandated for these permits unless specifically stated in the permit. Under the LFT, a company needs to register through the IFT Electronic System of Tariff Registration, the rates for the telecommunications services prior to their provision.

Transfer. Concessions are transferable three years after the concession is granted. The IFT needs to approve the transfer of the concession title if the assignee agrees to comply with the terms of the concession and such a transfer does not violate the foreign ownership requirements of the LFT and the Mexican Foreign Investment Law.

Termination. A concession or a permit may be terminated pursuant to the LFT upon the following events:

- Expiration of its term;
- Resignation by the concession holder or the permit holder;
- Dissolution or bankruptcy of the concession holder or the permit holder; or
- Concessions may be revoked by either of the following events:
  - I. Failure to exercise the rights of the concession within the established time limit, unless authorized by the Institute;
  - II. Perform acts contrary to the law that prevent the operation of others entitled to do so;
  - III. Failure to fulfill the obligations or conditions established in the concession that explicitly state that non-compliance would result in revocation;
  - IV. Refusal to interconnect other concessionaires, partially or totally disrupting or hindering interconnection traffic, without justifiable cause;
  - V. Noncompliance with the first paragraph of article 164 of the Law;
  - VI. Refusing to retransmit broadcast content in violation of a provision of the Law;
  - VII. Change nationality or solicit protection from a foreign government;
  - VIII. Assign, lease, or transfer concession or authorizations, the rights conferred on them, or the assets assigned to them in any way that violates the Law;
  - IX. Not appraising the Federal Treasury any rights or compensation that would be owed to the Federal Government;

X. Failure to comply with the obligations offered that served as the basis for granting the concession.
XI. Not providing the guarantees that the Institute had established;
XII. Change the location of the broadcast station without prior authorization from the Institute;
XIII. Change the assigned bandwidth frequencies without authorization from the Institute;
XIV. Suspend, in whole or part, telecommunication services in more than fifty percent of the covered area, without justification and without authorization from the Institute for more than 24 hours or up to three calendar days in the case of broadcasting;
XV. Failure to comply with resolutions of the Institute that have been firmly established in cases of behaviors related to monopolistic practices;
XVI. Any case of dominant or preponderant agencies that benefit directly or indirectly from the free retransmission rule of television signals through other operators, as well as revocation the concession to the latter;
XVII. Failure to comply with resolutions or determinations of the Institute relative to the functional or structural separation of accounting;
XVIII. Failing to comply with the resolutions or determinations of the Institute relative to the local network unbundling, divestiture of assets, rights or necessary equipment, or asymmetric regulation;
XIX. Use the concession granted by the Institute in the terms of this Law, for purposes other than those requested, or profit from acts prohibited from this type of concession or
XX. Any other foreseen in the Constitution, in the Law and any other applicable provisions.

The Institute shall immediately revoke the licenses and authorization in the cases of sections I, III, IV, VII, VIII, X, XII, XIII, XVI, and XX above. In other cases, the Institute may revoke the license or authorization if it had previously sanctioned the respective dealer at least twice by the any of the grounds provided in these sections, except in the case provided in section IX, in which case the revocation may proceed in the same case foreseen in that section. In these cases determining the monetary amount of the sanction will be provided in subsection E) of article 298 of the LFTR.

Expropriation. The Mexican government has the statutory right to permanently expropriate any telecommunications concession and claim any related assets for reasons of public interest. Under Mexican law, the Mexican government is obligated to compensate the owner of such assets in the case of a statutory expropriation occurs. The amount of the compensation is to be determined by appraisers. If the party affected by the expropriation disagrees with the appraisal amount, such party may initiate judicial action against the government. In such a case, the relevant judicial authority will determine the appropriate amount of compensation to be paid. We are not aware of any instance in which the Mexican Government has exercised its expropriation rights in connection with a telecommunications company.

Temporary seizure. The Mexican State, may also temporarily seize all assets related to a telecommunications concession or permit in the event of a natural disaster, war, significant public disturbance, threats to internal peace or for economic reasons or for other reasons related to national security. If the State temporarily seizes such assets, except in the event of war, it must indemnify the concession holder for all losses and damages, including lost accrued revenues. We are not aware of any instance in which the State has exercised its temporary seizure attributions in connection with a fixed or mobile telecommunications services company.

Rates for telecommunications services. Under the LFT, rates for telecommunications services (including fixed, local and mobile services) are now freely determined by the providers of such services, in terms that allow the provision of services in satisfactory conditions of quality, competitiveness, security, retention and non-discrimination.

In case of disagreement over interconnection tariffs or conditions, the IFT will resolve rates, quality and service requirements. Additionally, asymmetric measures will be applied to those companies declared as Preponderant Economic Agents and/or substantial market power in accordance with the LFTR and other applicable regulations.

All rates for telecommunications services (other than value-added services) must be registered with the IFT prior to becoming effective.

In 2014, the IFT declared América Móvil (Telmex and Telcel) as a Preponderant Economic Agent, imposing them asymmetric regulation such as not charging interconnection fees for traffic terminating on their networks, as well as the obligation to allow other service providers to use their infrastructure, lease administrative links and unbundling of Telmex local network, to name the most important.

Tax Laws. The Congress approved an addition to the Special Tax on Production and Services Act (IEPS), which came into force on January 1, 2010, such addition increased the tax rate applicable to telecommunications services to 3%, with the exception of interconnection services of public telecommunications networks, internet services, public telephone services, as well as the fixed rural telephony services.

As of the date of this Annual Report, the Company has substantially complied with its obligations under the legislation applicable to the telecommunications industry.

2.9.2) Limitation on Capital Stock Investments by Foreign Shareholders (Foreign Investment Law)

The holding of stock by non-Mexicans in Mexican Companies that participate in certain sectors, , is regulated by the Foreign Investment Law (*Ley de Inversión Extranjera*) published in the year of 1993, and by the Rules that Apply to the Foreign Investment Law and the National Registrar of Foreign Investment (*Reglamento de la Ley de Inversión Extranjera y del Registro Nacional de Inversiones Extranjeras*) published in the year of 1998. The National Commission for Foreign Investments applies the regulations prescribed by the Foreign Investment Law and the Rules that Apply to the Foreign Investment Law. Mexican Companies must comply with the restrictions regarding foreign possession of their equity. Before the reforms mentioned hereunder in the following paragraph, this regulation included companies in the telecommunications sector. Mexican companies, normally restrict possession of certain classes of their stock, exclusively to Mexicans. It is an administrative usage of the National Commission for Foreign Investments, to consider as Mexican a trust created for the benefit of foreign investors, that meet certain requirements that neutralizes foreign vote, and that is approved by the National Commission for Foreign Investments, and such is the case of the CPOs Trust.

In virtue of the legal and constitutional amendments to the telecommunication sector published in: (i) *"El Decreto por el que se reforman y adicionan diversas disposiciones de los artículos 6o., 7o., 27, 28, 73, 78, 94 y 105 de la Constitución Política de los Estados Unidos Mexicanos, en materia de telecomunicaciones de fecha 11 de junio de 2013"*, and (ii) "*el Decreto por el que se expiden la Ley Federal de Telecomunicaciones y Radiodifusión, y la Ley del Sistema Público de Radiodifusión del Estado Mexicano*"; in addition with the amendments, additions and repealing of certain provisions in the matter of telecommunication and broadcasting, dated July 14, 2014, the restriction for the companies in the telecommunication sector to allow participation of non-Mexicans in their social capital was lifted.

Notwithstanding the above mentioned, because of several provisions in the By-Laws of the Company, as well as in the CPOs Trust, foreigners cannot directly or indirectly own more than 49% of the total equity with voting rights in Axtel. Any Investor that acquires stock in violation of these statutory restrictions will lose its rights regarding such stock.

Besides limitation on the possession of equity, the Foreign Investment Law and the Rules that regulates it, as well as the terms and conditions of the concession to operate a telecommunications network that was granted to the Company, establishes that Mexican stockholders must control the Company and appoint its management.

In accordance with the Company's By-laws, foreign countries shall not, directly or indirectly own or be in possession of stocks or CPOs issued by the Company. Notwithstanding the above, the terms and conditions established in the concession to operate a telecommunications network, mention that the companies owned by foreign governments that are incorporated as independent companies in possession and control of its own assets, may be stockholders of a minority interest in the Company, or may hold any amount of stock with limited voting rights in the Company. Possession of Series A and Series B shares by companies owned by foreign governments, or by pension plans incorporated specifically for the benefit of government employees, municipal and other governmental institutions, will not be considered directly or indirectly as in possession of foreign governments, in accordance with the contents of the Company's By-laws, the LFT or the Foreign Investment Law.

In accordance with Mexican regulations, the terms and conditions of the concession to operate a telecommunications network, the Company's By-laws and the CPOs Trust, the foreign holders of CPOs and ADSs are bound to disclaim to the protection of their government. This obligation, also prescribes that those foreign holders of CPOs and ADSs, could not ask their government to file a complaint again the Mexican government regarding their rights as stockholders. If the foreign stockholders violate this condition, they will lose for the benefit of the country, all Series B shares underlying in the CPOs or ADSs in their possession. Mexican law prescribes that all Mexican companies, with the exception of those that have a foreigners exclusion clause, must include in its By-laws this prohibition

The Company's By-laws mention that the interpretation and/or compliance of such By-laws shall be subject to the competent jurisdiction of the courts located in the city of Monterrey, Nuevo Leon.

2.9.3) Income tax (IT) and Flat Rate Tax (IETU)

The Company is subject to the applicable law to corporations. As of this date the Company is in compliance with all tax obligations and it does not enjoy any special tax benefit, being contributor of federal and local taxes under the tax regimes provided for by the applicable legal provisions. The Company was subject to ISR in 2013 and 2012. The tax rate was 30% for 2013 and 2012; under the new Income Tax Law issued in 2014, tax rate will continue at 30% for 2014 and subsequent years.

From 2014 the flat tax was repealed, therefore, until 31 December 2013 this tax was caused, for both income and deductions and certain tax credits based on cash flows of each year. The given tax is decreased with the amount equivalent to the income tax of the same exercise, up to the amount of that difference. The rate was 17.5%.

2.10) Environmental Performance and Social Responsibility

Operating under a sustainability framework involves continuously addressing and improving social, environmental and financial aspects of the company. Since its foundation in 1994, Axtel has taken different measures in favor of sustainability, such as using wireless technologies as well as supporting social development projects, not to mention the wellbeing of its collaborators. After several years of working in key areas, Axtel defined a sustainable business approach which allowed it to take action, and establish and evaluate performance indicators annually.

In 2011, AXTEL defined its global sustainability strategy:
Contribute to a more sustainable future with our labor and environmental practices by proposing, in an honest, ethical and responsible way, innovating solutions to make information and communication technologies available to the society.

This strategy is the framework for all the efforts to continuously improve the performance of the company and is reflected in the Sustainability Model, which is based on five fundamental themes:

- Ethics, accountability and quality
- Innovation in Information and Communication Technologies (ICT)
- Social investment and involvement
- Labor welfare
- Environment

2.10.1) Ethics, accountability and quality

Axtel collaborators' performance is based on the principles and guidelines stated in its Code of Ethics, its policies of no gifts, anti-corruption and social responsibility with competitors.

These documents are a guide to the resolution of conflicts of interests between collaborators and external entities with which the company interacts and identify the ethical obligations towards the company, investors, customers, creditors, suppliers, competitors and authorities.

Collaborators learn about these principles in two courses in AXTEL's online university: Code of Ethics and Good Practices. Also, AXTEL sends commitment letters to suppliers regarding these and some parameters of social responsibility.

AXTEL has a Transparency box on its internet page, in which any stakeholder can report any breach of the Code of Ethics, organizational values or policies, via email or phone call available 24 hours a day. In addition, we have implemented communication channels through social networks, email and phone number, to listen and respond to our customers' needs. Aware of this commitment, we have certification under the international standard ISO 9001 in our Contact Centers in Apodaca, Guadalupe and Culiacán.

2.10.2) Innovation in Communication and Information Technologies

The evolution of the Information and Communication Technologies has taken Axtel to innovate and create new and better products and services for its customers.

These products not only improve the efficiency of communication, but also help customers reduce their environmental impact by avoiding unnecessary travel and delays in project implementations. This way, Axtel contributes in improving the environment by designing products and services that prevent the emission of gases into the atmosphere, while helping people communicate and collaborate remotely. Some of these products are Total Collaboration, Universal Applications, Global Infrastructure, Axtel Conmigo and Axtel X-tremo.

2.10.3) Social investment and involvement

In 2015, *Fundación AXTEL,* who celebrated 10 years of operation, provided Ps. 2.9 million to organizations whose projects were aimed at young people at risk, benefiting almost 12 thousand people in 33 cities where Axtel has presence. It continued improvements in infrastructure and equipment of the Elementary School "1o de Mayo" and in the Middle School "Alberto Viesca Sada", as part of program *Alianza Educativa Ciudadana por Nuevo Leon*. For the first time, the Volunteer Day was organized with the participation of almost 900 employees and family members nationwide, benefiting more than 8 thousand people.

Additionally, *Fundacion AXTEL* has created alliances with institutions with similar goals such as *Alianza Educativa Ciudadana por Nuevo Leon*, *Red SumaRSE*, *Potencia Joven* and *Programa para la Convivencia Ciudadana USAID*, seeking to foster education, to promote social behavior, to strengthen family union, individual development and community involvement in the state of Nuevo Leon.

During winter season, the third *Cobertón AXTEL* campaign was conducted, where employees donated blankets to the neediest communities in 16 cities throughout Mexico.

2.10.4) Labor Welfare

One of AXTEL's basic premises is to provide optimal safety and hygiene conditions for the development of its collaborators in their facilities, as well as offer the tools for their development, training and equal opportunities.

Based on the Declaration of Human Rights, the Principles of the UN's World Pact and the labor legislation, AXTEL's Policy of Recruitment, Selection and Hiring of Personnel assures equal opportunity for all its employees, who are hired and promoted based on their professional skills and without distinction on race, gender, religion or sexual preference.

Regarding Industrial Safety, the accident record for 2015 remained at 12% below the average for the industry of professional and technical services, according to the Ministry of Labor and Social Welfare ("STPS" - *Secretaría de Trabajo y Previsión Social*). The severity of accidents remained 20% below the national average registered by STPS, accumulating 5 consecutive years without fatal accidents.

2.10.5) Environment

The conservation of the environment is a fundamental part of AXTEL's business and community development strategy. Axtel has institutionalized its actions in an Environmental Management System, which has been reviewed and approved by the *Procuraduría Federal de Protección al Ambiente* (PROFEPA), an entity belonging to the *Secretaría de Medio Ambiente y Recursos Naturales* (SEMARNAT). As a result, after the verification visits, the PROFEPA granted Axtel the Certificate of *Empresa de Calidad Ambiental* in May 2013 for the corporate offices in Monterrey and in December 2013 for the Santa Fe offices in Mexico City.

In 2015, we continued with the campaigns of Saving Energy and Recycling nationwide, thus mitigating our impact to the environment by using wind power in 18 of our buildings. We adhered to the Clean Transportation Program and GEI Mexico Program, and for the first time reported to Carbon Disclosure Project (CDP), as a demonstration of our commitment to reduce our gas emissions. Also, due to the Electronic Billing program which started in 2011, we ceased using 93 tons of paper.

2.10.6) Certifications

Technology:

- Blue Coat Partner Premier Security Solutions
- CompTIA Security + CE
- ISO 9001:2008
- ISO/IEC 27001:2013
- ISO 20000-1:2011
- MGCIC
- ICREA Level 3,4 and 5
- Tier III Design - Uptime Institute
- CEEDA Bronze Level
- CISCO, Gold Certified Partner
- CISCO, Advanced Collaboration Architecture Specialization
- CISCO, Advanced Enterprise Networks Architecture Specialization
- CISCO, Advanced Security Architecture Specialization
- CISCO, Advanced Data Center Architecture Specialization
- CISCO, Cloud and Managed Services Master
- CISCO, Cloud Services Reseller
- CISCO, Telepresence Video Master Authorized Technology Provider (ATP)
- CISCO, Identity Services Engine Authorized Technology Provider (ATP)
- Certified Partner Cloud Antispam
- Partner specialized in HP solutions
- EMC Silver Partner
- MCaaS Partner with SAP
- Pure Advantage Partner specialized in CCSP solutions
- Avaya Platinum Partner
- Avaya DevConnect
- Primer Managed Security Service Provider (MSSP)
- Platinum Partner in Mexico with Managed Services Fortinet
- Microsoft Hosting Partner
- Authorized Trustwave Partner
- Nestlé Responsible Sourcing Audit Program

Environmental / Distinctive:

- Certificate of *Calidad Ambiental* (PROFEPA)
- Recognition *Mitigación de Emisiones de CO2 eq. Programa de Acción ante el Cambio Climático de Nuevo León 2010-2015*
- *Empresa Socialmente Responsable* (ESR), granted by CEMEFI
- Sustainability Index of the *Bolsa Mexicana de Valores* (BMV)

2.11) Market Information–Mexican Telecommunications Industry

2.11.1) Market Size and Projected Growth

The Mexican telecommunications market, the second largest in Latin America, generated US$32.4 billion in revenues in 2015 and is forecast to grow at a CAGR of 7.2% between 2015 and 2018 to approximately US$40.0 billion at the end of that period, according to data from *Pyramid Research*.

For the year 2015, industry revenue from fixed telephony reached US$3.9 billion. For mobile telecommunications services, which include voice and data, industry revenue was US$16.7 billion and is expected to grow at a CAGR of 6.0% between 2015 and 2018. One of the main drivers of growth of the telecommunications industry is fixed broadband service. Revenue for this service in 2015 was US$4.2 billion and is expected to grow at a CAGR of 9.2%, exceeding US$5.5 billion in 2018. The fixed telecommunications sector, which includes basic telephone services such as local and long distance calls as well as data and internet services, is an important part of the telecommunications industry in Mexico. For 2015, industry revenue from the fixed telecommunications industry reached US$11.8 billion, or 36.5% of the total telecommunications market in Mexico.

According to Pyramid Research, broadband penetration in households is estimated to grow from 43% in 2014 to 49% in 2018, and voice telephony penetration for the residential and business segment is expected to reach 15% by 2018. The number of broadband subscribers in Mexico totaled 15.9 million in 2014, and is expected to grow to approximately 21.3 million subscribers by 2018, representing an estimated compound annual growth rate of 7.7% from 2014 to 2018.

2.11.2) Competitive Environment

The Mexican telecom industry's competitive dynamics have long been shaped by the presence of one strong player with just under 68% market share and a number of smaller, sometimes financially strapped players all with single digit market share. By declaring Telmex a preponderant economic agent and lifting the 49% foreign ownership restriction for fixed operators in Mexico, the new telecoms law opens the door for a fundamental shift in Mexico's competitive landscape.

Below is a breakdown of the main participants in the Mexican telecommunications market (the figures show revenues for 2015 in millions of pesos):

Fix Service Providers	Income	%
Telmex	100,712	84%
Axtel	10,150	9%
Alestra	6,163	5%
Maxcom	2,369	2%
TOTAL	**119,394**	**100%**

Mobile Service Providers	Income	%
América Móvil	181,830	74%
Telefónica Movistar	31,326	13%
AT&T México	31,743	13%
TOTAL	**244,898**	**100%**

Information reported by companies and estimates of the Company. Rounded up numbers.

2.11.3) Recent Reforms in Mexico's Telecommunication Sector

In June 2013, important amendments to the Mexican Constitution aimed at reforming Mexico's telecommunications sector became effective (collectively, the "Reforms"). The purposes of the Reforms were: (i) to guarantee the right to access information by establishing that telecommunications and broadcasting services are to be considered as a public service; and (ii) to promote a legal framework capable of stimulating competition in both sectors. The Reforms created a new industry regulator known as *Instituto Federal de Telecomunicaciones* (IFT) which regulates the telecommunications and broadcasting sectors and has enforcement powers. IFT serves as the exclusive antitrust authority in the telecommunications and broadcasting sectors pursuant to Article 28 of the Mexican Constitution and has authority to grant and revoke all forms of concessions and licenses, as well as to impose fines and sanctions and ensure greater competition in the industry.

On August 13, 2014, the *Ley Federal de Telecomunicaciones y Radiodifusión (LFTR)* became effective. The LFTR implements the Reforms, recognizes the IFT as the competent authority in the field of unfair competition in both the telecommunications and broadcasting sectors, with the responsibility to promote and regulate competition in order to provide for efficient development of these sectors, and empowers the IFT to undertake any and all duties and responsibilities set forth in the Federal Law of Economic Competition (*Ley Federal de Competencia Económica*) (LFCE) in respect to the telecommunications and broadcasting sectors, including, among others: (i) analysis of concentrations; (ii) opinions in tenders; (iii) investigation of anticompetitive or monopolistic practices; and (iv) application of sanctions.

The LFTR authorizes the IFT to regulate competition in the telecommunications and broadcasting sectors using a variety of regulatory mechanisms, including:

Determination of the Existence of Preponderant Economic Agents. The IFT may declare, at any time, the existence of a "preponderant agent" in the telecommunications and broadcasting sectors. The LFTR considers a preponderant agent to be anyone who, directly or indirectly, owns more than fifty percent of the subscribers, users, audience, traffic on their networks, or capacity used on such networks, measured on a national basis, in the provision of broadcasting or telecommunications services.

Asymmetric Regulation. The IFT may impose "asymmetric regulation." Any economic agents that are declared by the IFT to be preponderant agents shall be subject to asymmetrical regulation as determined by the IFT, which could be applied in respect to rates, information, quality of services, exclusivity, divestiture of assets, among others. The IFT must verify, on a quarterly basis, compliance with any asymmetric regulation that was issued, and apply any appropriate sanctions. In such process, the IFT may be aided by an external auditor. If the IFT determines that the conditions of effective competition have been restored in a market where an entity was declared as a preponderant agent, the provisions of the asymmetric regulation shall cease to apply. Similarly, if the IFT determines that an entity no longer accounts for more than fifty percent of the subscribers, users, audience, traffic on their networks, or capacity used on such networks, considering the national participation of such entity, such entity shall be deemed to no longer be a preponderant agent. The LFTR also provides that any entity declared a preponderant agent may submit to the IFT a plan with actions it proposes to take in order to stop being considered a preponderant agent.

The LFTR sets forth the following asymmetric regulations which are applicable to Telmex and Telcel, the current preponderant agents in the telecommunications sector:

- To provide annually, and for the approval of the IFT, a public offer in connection with interconnection matters, including a proposed form of agreement to be entered with other operators, disaggregation of its network and share of infrastructure matters, roaming and resale of wholesale services.
- To submit for approval of the IFT, the rates offered to the public.
- To allow other operators, disaggregated access to its network and infrastructure on a basis of non-discriminatory rates, and which do not exceed those rated authorized by the IFT.
- To allow other operators to resell its services.

Determination of the Existence of Dominant Agents. The IFT may declare, at any time, the existence of a "dominant agent" in the telecommunications and broadcasting sectors and, similarly to the asymmetric regulations which may be imposed on preponderant agents in order to avoid any distortion to the process of free competition, the IFT has the authority to impose specific obligations in order to limit dominant agents, with respect to information, quality of services, rates, commercial offers and billing.

Consolidation without Notice. Consolidation between economic agents which are holders of concessions may occur without the need to notify the IFT provided that, among other requirements, there is a preponderant economic agent in the market where such transaction takes place and such preponderant agent is not one of the parties to the consolidation.

Interconnection Rates. While there is a service provider that is considered a preponderant agent, the preponderant agent shall not charge the other service providers for the interconnection services rendered. The other service providers (excluding the preponderant agent) shall freely negotiate among themselves the applicable rates and, if they do not reach an agreement, the tariffs shall be determined by the IFT in accordance with the costing methodology determined by the IFT. When there is no longer a service provider considered as a preponderant agent, the service providers shall maintain mandatory reciprocal compensation agreements, by means of which payments for termination of calls shall be avoided.

Must Carry and Must Offer. The LFTR recognizes the "must carry" and "must offer" rules set forth in the Reforms, under which, the television broadcasters must offer their signals free of any charge, to the pay television service providers, and, the pay television service providers must transmit such signal; in each case with the limitation that pay television service providers shall not charge their subscribers for these benefits. These obligations shall also apply to DTH service providers.

Competitive Neutrality. Public entities shall be authorized to obtain titles or concessions for commercial purposes. Therefore, and in order to protect the dynamics of competition, the LFTR determines that the state owned service providers shall act as private enterprises and shall not create distortions to the market because of the fact that they are public entities.

Sanctions. The IFT is empowered to sanction entities and individuals involved in practices that violate the LFCE in the telecommunications and broadcasting sectors. In this regard, the IFT may apply, among others, the following sanctions: (i) fines on the sanctioned operators of up to 10% of their accrued income; (ii) fines on individuals who participated in monopolistic practices; and (iii) prohibitions on individuals who participated in monopolistic practices, restraining them from serving as directors or business managers.

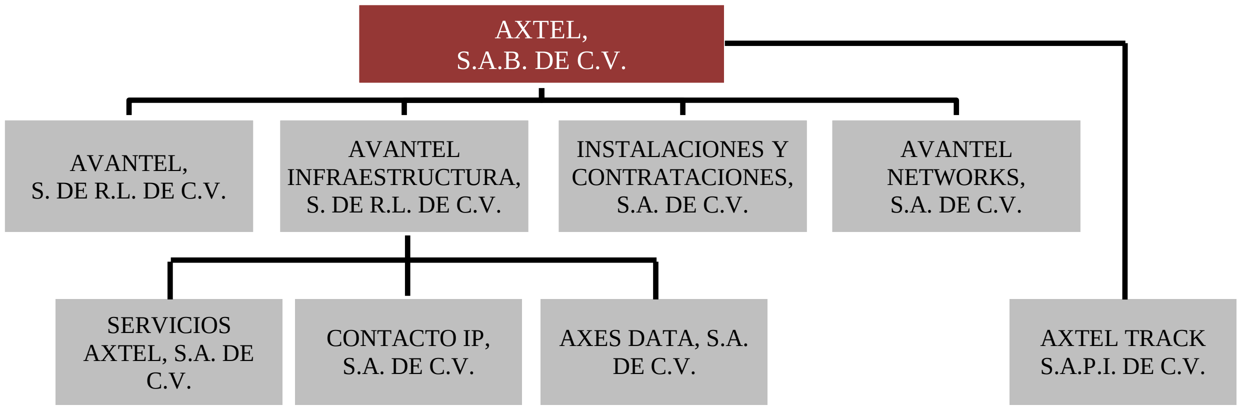
Other. In addition to the above, the LFTR effects the following important changes:

- Elimination of charges for national long distance calls, effective January 1, 2015.
- Opening of the market of mobile telephony to new service providers, through the Mobile Virtual Network Operator figure.
- Opening of the industry to foreign investment of up to 100% in telecommunications and 49% in broadcasting activities.
- Access to advertising in an equitable and non-discriminatory basis.
- Introduction of certain rights to the users through the participation of the *Procuraduria Federal del Consumidor* (Federal Consumers Agency) as authority.
- Introduction of rules to cooperate with the authorities in the field of justice.

2.12) Corporate Structure

Axtel, S.A.B. de C.V. has the following direct or indirect ownership interest in the following Capital Stock (all but Telecom Networks Inc. are subsidiaries incorporated in México):

SUBSIDIARY	PRINCIPAL ACTIVITY	%
Avantel, S. de R.L. de C.V.	Telecommunication Services	100%
Avantel Infraestructura, S. de R.L. de C.V.	Telecommunication Services	100%
Avantel Networks, S.A. de C.V.	Telecommunication Services	100%
Instalaciones y Contrataciones, S.A. de C.V.	Administrative Services	100%
Servicios Axtel, S.A. de C.V.	Administrative Services	100%
Telecom Networks Inc.	Telecommunication Services	100%
Contacto IP, S.A. de C.V.	Call Center Services	100%
Axes Data, S.A. de C.V.	Administrative Services	100%
Axtel Track, S.A.P.I. de C.V.	Telecommunication Services	50.001%



2.13) Judicial, Administrative and other Legal Proceedings

(a) Interconnection Disagreements – Mobile Carriers – Years 2005 to 2011. In March and May 2015, Axtel signed transaction agreements with Telcel, Iusacell and Telefónica, respectively, in which the parties agreed to terminate disputes related with interconnection services, giving as liquidated and totally paid all amounts in dispute and/or still due for years 2005, 2006, 2007, 2008, 2009, 2010 and 2011. Therefore, there is no longer a contingency for that period, except in the case of Iusacell, in which case the agreement covers the contingencies between the parties until the year 2010.

(b) Interconnection Disagreements – Telmex – Years 2009 to 2013. In March 2009, the Cofetel resolved an interconnection disagreement proceeding existing between the Company (Axtel) and Teléfonos de México, S.A.B. de C.V. ("Telmex") related to the rates applicable for the termination of long distance calls from the Company to Telmex with respect to year 2009. In such administrative resolution, the Cofetel approved a reduction in the rates for termination of long distance calls applicable to those cities where Telmex does not have interconnection access points. These rates were reduced from Ps. 0.75 per minute to U.S.0.0105 or U.S.0.0080 per minute (depending on the place where the Company delivers the long distance call).

Until June 2010 Telmex billed the Company for the termination of long distance calls, applying the rates that were applicable prior to the aforementioned resolutions, and after such date, Telmex has billed the resulting amounts, applying the new interconnection rates. As of March 31, 2015, the difference between the amounts paid by the Company to Telmex according to the new rates, and the amounts billed by Telmex, amount to approximately to Ps.1,240 million, not including value added tax.

Notwithstanding the foregoing, on March 8, 2013, Alestra S. de R.L. obtained a favorable resolution of the Thirteenth Collegiate Court in Administrative Matters of the First Circuit against Telmex, establishing interconnection rates for long distance termination for year 2009, resulting in better tariffs than those offered by Telmex to Axtel in its interconnection agreement. Consequently, and considering that in the interconnection service agreement celebrated by Axtel and Telmex, the Parties settled the obligation for Telmex to offer better conditions to the service provider when a final resolution or sentence from a Court or a competent authority has set interconnection tariffs which results in better conditions than the ones agreed by the Parties in the interconnection service agreement, additionally, the Parties also agreed that the new tariffs offering better conditions for the service provider shall be immediately applicable. Thus, the contingency established in the paragraph above, would be reduced by an estimate of Ps.772 million, resulting in an estimated amount of Ps.468 million.

Telmex filed for the annulment of the proceeding before the Federal Court of Tax and Administrative Justice (Tribunal Federal de Justicia Fiscal y Administrativa) requesting the annulment of Cofetel's administrative resolution. The Company (Axtel and Avantel) has a contingency in case the Federal Tax and Administrative Court rules against the Company, and as a result, establishes rates different from those set forth by Cofetel.

In April 9, 2014, the Upper Chamber of the Federal Court of Tax and Administrative Justice (*Sala Superior del Tribunal Federal de Justicia Fiscal y Administrativa*), ruled on the annulment trial started by Telmex, in which the validity of the administrative resolution that was being disputed was confirmed in favor of Axtel.

Telmex filed an administrative legal process (Amparo directo) against the ruling issued within the annulment trial, which was resolved by the First Federal Collegiate District Court in Administrative Matters Specialized in Unfair Competition, Broadcasting and Telecommunications (Primer Tribunal Colegiado de Circuito en Materia Administrativa Especializado en Competencia Económica, Radiodifusión y Telecomunicaciones), to the effect that the Federal Court of Fiscal and Administrative Justice issue a resolution duly founded and motivated, according with the studies of the forensic evidence.

Likewise, Telmex filed another administrative legal process (*Recurso de Revisión en Amparo Directo)* before the Supreme Court of Justice, which is yet to be resolved. By means of that Resource, Telmex claims some unconstitutional issues that were not studied by the First Circuit Court in Administrative Matters Specialized in Unfair Competition, Broadcasting and Telecommunications, in the appeal for review, in which it was ruled that the Federal Court of Fiscal and Administrative Justice shall issue a new resolution duly founded and motivated.

Currently, the Federal Court of Fiscal and Administrative Justice has already issued favorable ruling for Axtel which was challenged by Telmex through an amparo directo again.

In January 2010, Cofetel resolved an interconnection disagreement proceeding existing between the Company (Avantel) and Telmex related to the rates for the termination of long distance calls from the Company to Telmex with respect to year 2009. In such administrative resolution, Cofetel approved a reduction in the rates for termination of long distance calls applicable to those cities where Telmex does not have interconnection access points. These rates were reduced from Ps.0.75 per minute to U.S.0.0126, U.S.0.0105 or U.S.0.0080 per minute, depending on the place where the Company delivers the long distance traffic. Based on this resolution, the Company paid approximately Ps. 20 million in excess. Telmex challenged the resolution before the Federal Court of Tax and Administrative Justice, and such proceeding in the evidence stage.

On May 2011, Cofetel issued a ruling resolving an interconnection disagreement proceeding between Telmex and the Company, related to the tariff applicable to the termination of long distance calls from the Company to Telmex, for the year 2011. In such administrative resolution, Cofetel approved a reduction of the tariffs applicable for the termination of long distance calls. The above mentioned tariffs were reduced from U.S.0.0126, U.S.0.0105 or U.S.0.0080 per minute, to Ps.0.04530 and Ps.0.03951 per minute, depending on the place in which the Company is to deliver the long distance traffic. Telmex challenged this ruling before the SCT, but the request was dismissed by such authority. Nowadays, Telmex challenged such dismissal, before the Federal Court of Tax and Administrative Justice, and such proceeding pending for resolution.

Finally, in July 2013, Cofetel ruled on an administrative review proceeding between Telmex and the Company in connection with the tariffs applicable to the termination of long distance calls from the Company to Telmex for the years 2012, 2013 and 2014. In such administrative resolution, Cofetel determined for the year 2012, tariffs per minute ranging from Ps.0.02831 to Ps.0.01007, depending if it is a regional or national node; for year 2013, tariffs ranging from Ps.0.02780 to Ps.0.00968, depending if it is a regional or national node; and for year 2014, tariffs that go from Ps.0.02838 to Ps.0.00968 pesos, depending if it is a regional or national node. Telmex challenged this resolution in a *Juicio de Amparo* trial which was solved, at first stage, dismissing the *Amparo* trial and denying the protection of the Federal Justice to Telmex.

Therefore, Telmex has challenged the first instance judgment, which was sent to the Supreme Court of Justice, because of constitutional question, that favorably solved to the constitutionality of the challenged articles by Telmex.

So it is waiting that the file be send to the Collegial Court, to the effect that resolve the issues of legality.

At the date of issuance of the financial statements, the Company believes that the rates determined by Cofetel in the resolutions will prevail, and therefore it has recognized the cost, based on the rates approved by Cofetel.

As of December 31, 2009, there was a letter of credit for U.S. 34 million issued by Banamex in favor of Telmex for the purpose of guarantee the Company's obligations, which were acquired through several interconnection agreements. The amounts under the letter of credit were drawn by Telmex in the month of January 2010, claiming that Avantel had debts with such company. At the date of issuance of the financial statements, Avantel has been able to recover the entire amount mentioned above, through compensation with regard to certain charges for services rendered by Telmex to Avantel on a monthly basis.

(c) Interconnection Disagreements – Grupo Iusacell and Grupo Telefónica – 2012-2013. During October 2014 and May 2015, the Federal Telecommunications Institute "Ifetel", which replaced Cofetel, resolved interconnection disagreements to Iusacell and Telefonica with Axtel, respectively, setting interconnection rates for termination services commuted to mobile users under the modalities "calling party pays" and "nationwide calling party pays" for the period 2012-2013. In that resolution IFETEL determined tariffs per minute of Ps. 0.3214 pesos for 2012 and Ps. 0.3144 pesos for 2013.

These rulings were challenged by mobile operators. With regard to the issue of Iusacell the first instance decision it turned out favorable to the interests of the Company. Currently, the case is on appeal to the Collegial Court and is pending. At the date of issuance of these financial statements, the Company and its advisors believe that the rates of IFT resolutions prevail, so has recognized the cost based on these rates.

(d) Interconnection Disagreement. Rates for 2015 - Grupo Iusacell, Grupo Telefónica, and Nextel. In June 2015, IFT resolved disagreements of interconnection to Iusacell, Telefónica and NII Nigital S. de R.L. de C.V with Axtel setting interconnection tariffs for local services in mobile users and termination in fixed users for 2015, of Ps. 0.2505 for mobile and Ps. 0.004179 for fixed landline.

These resolutions were challenged by mobile operators and by Axtel in a Juicio de Amparo trial, which is pending for resolution. At the date of issuance of the financial statements, the Company believes that the rates determined by the IFETEL in the resolutions will prevail, and therefore it has recognized the cost, based on these rates.

(e) Interconnection Disagreement. Rates 2015-2016 - Radio Mobile Dipsa. In August 2015, IFT setting the interconnection rates which Radio Mobile Dipsa, S.A. de C.V. (Telcel) shall pay to Axtel for fixed landline termination, for Ps. 0.004179 by 2015 and Ps. 0.003088 for 2016.

This resolution was challenged by Telcel in a Juicio de Amparo trial, which is pending for resolution in the first instance. At the date of issuance of the financial statements, the Company believes that the rates determined by the IFETEL in the resolutions will prevail, and therefore it has recognized the cost, based on these rates.

(f) The Company is involved in a number of lawsuits and claims arising in the normal course of business. It is expected that the final outcome of these matters will not have significant adverse effects on the Company's financial position and results of operations.

(g) On July 14, 2014, the new Federal Telecommunications and Broadcasting Law (the "LFTyR") was published in Mexico's Official Gazzette (*Diario Oficial de la Federación*), which came into effect on August 13, 2014. In terms of the LFTyR, and since being in force, the previous Federal Telecommunications Law and the Federal Radio and Television Law ceased to be effective, and likewise, it was also thereby provided that all regulations and administrative provisions in such matter which were previously issued will remain full in force except when opposing the new LFTyR. In accordance with the new LFTyR, new legal obligations were established for the Company in the field of telecommunications, including the following obligations with respect to:

(a) New rights applicable to users in general, as well as for users with disabilities.

(b) Collaboration with the Justice.

(c) Registration and reporting activities in connection with active and passive infrastructure, of installation and operation of the public telecommunications network, including the obligation to avoid charges for domestic long distance calls since January 1, 2015, in the field of advertising, and of neutrality of networks in connection with its service of internet access.

Some of these obligations are pending the issuance of the applicable regulations, or that certain deadline is met or that the Company is in the situation prescribed by the applicable law.

The company took the required actions and controls in order to be in compliance with all the obligations that arose when the LFTR came into force and became effective, and is carrying out the necessary actions in order to comply with the new obligations that are still pending on the issuance of the applicable secondary regulation and/or of the fulfillment of the applicable deadlines.

2.14) Capital Stock

Subscribed and Paid in Capital

Axtel's capital stock is formed by two series of common stock, without expression of its par value, and both series grant the same rights and obligations to its holders. In accordance with the LMV, , Axtel could issue different series of nonvoting stock, limited voting stock and other restricted corporate rights. The Shareholders Meeting that resolves on the matter of the issuance of such series of stock must determine the rights to be given to this new stock series.

Due to the fact that the Company is a Public Variable Capital Corporation, its capital stock shall be formed by a fixed part of the capital and a variable portion. As of December 31, 2015, the subscribed and paid in capital was comprised by 9,456,140,156 common stocks that represented the fixed part of the capital stock, from which 97,750,656 belong to Class I of the A Series and 9,358,389,500 belong to the Class I of the B Series, in the understanding that both Series of stock grant the same right and obligations to its holders. As of December 31, 2015, Axtel's capital stock does not have any issued or subscribed stock that represents variable capital. Axtel and its subsidiaries do not have the possibility to own equity issued by Axtel, nonetheless, there are certain cases in which Axtel could re-acquire its own stock. (See "Stock re-acquisition" below)

Capital Stock Variations, Preference Rights and Stock Amortization

The fixed portion of Axtel's capital stock can be increased or decreased by means of a resolution issued by Axtel's Shareholders in a General Extraordinary Meeting. The variable portion of Axtel's capital stock could be increased or decreased by means of a resolution issued by Axtel's Shareholders in a General Ordinary Meeting. Increase or decrease in the capital stock, must be registered in the Company's capital stock variation book. According to the terms of the LGSM, Axtel's By-laws state, that modifications to the variable portion of Axtel's capital stock, do not require an amendment to the By-laws or to be registered at the Public Commerce Registry to be valid. It is not possible to issue new stock until the previously issued stocks are fully paid.

For the case of an increase in capital (in the fixed or variable part), stockholders have certain preferential rights to subscribe stocks issued by the Company, pro rata to the number of stock they own, unless:

- Stocks are issued in relation to the capitalization of subscription premiums, retained profits and other capital reserves and accounts in favor of stockholders, pro rata to their stock holding;

- Stocks issued by means of a public offering, when this issuance is approved by the shareholders in a general extraordinary meeting, and only if such offering complies with the requirements mentioned in article 81 of the LMV, including previous authorization in writing issued by the CNBV (amendments to the LMV made as of December 2006, eliminate the right of preference for the case of stocks issued for a public offering);
- Stocks issued due to a merger;
- Stocks issued as treasury stocks related to the issuance of convertible bonds in accordance with the terms of article 210 bis of the "*LGTOC"; and*
- The sale of stock owned by the company as a result of a re-acquisition of stock through the BMV.

The period of time at which the preferential rights must be enforced, must be determined by the stockholders meeting in which the capital increase is approved, nonetheless, such period of time could never be shorter than 15 days from the publication of the corresponding notice at the Official Gazette corresponding to the Company's corporate domicile, and in one of the widely distributed newspapers of the Company's domicile. In accordance with applicable law, preference rights cannot be waived in advance, transferred or represented by a third person via a title that can be negotiated independently, separated from the title.

The Shares, which represent the Company's capital stock, could be amortized in the case of (1) capital stock reductions and (ii) the amortization of retained earnings that should be approved by the shareholders. In terms of the reduction of capital stock, the amortization should be pro rata among all the shareholders, or if, it is related to the variable portion of capital stock, the amortization will be done according to what was established in the corresponding shareholders meeting. In any case, the amortization of the shares will be for an inferior book value of the shares, in accordance with the last approved balance at the general shareholders meeting. In the case of the amortizations against retained earnings, the amortization will take place by (i) a purchase offer through the BMV, in accordance with the LGSM and the bylaws of the Company, o (ii) a pro rata among the shareholders.

Variable Capital

In accordance with the LGSM and the bylaws of the Company, if the Company issues Shares representative of the variable portion of the capital stock, these shares could be reimbursed to the shareholders who decide to exert their right of withdrawal with respect to these Shares and so they express it in a written request to the Company. The price of the reimbursement should be equivalent to the lesser amount between (i) 95% of the average price, during which the Shares traded in the BMV for the last 30 days prior to the amortization, or (II) the book value of these Shares at the end of the fiscal year in which the amortization has its effects. The reimbursement of the Shares will be paid once the financial statements of the previous year are approved by the ordinary general meeting of shareholders. In accordance with the LMV, the representative stockholders of the variable capital will not have the rights of withdrawal before described.

Repurchase of Shares

Pursuant to what is established in the LMV, the bylaws of the Company establish the possibility that Axtel may acquire its own Shares in the BMV at the market price of that moment. The Repurchase of Shares will be on the account of the capital stock of the Company if the Shares stay in the possession of Axtel, or on the account of the capital stock, if the repurchased Shares become treasury stock. The ordinary general meeting of shareholders will have to approve the total amount destined for the purchasing of own Shares for each exercise, amount which shall not exceed the total amount of net income of the Company, including the retained earnings. The Board of Directors will have to designate the responsible people to carry out this repurchase of Shares, as well as their sale. The repurchased Shares shall not be represented in the meetings of shareholders. The repurchase of Shares will be carried out, and will be reported and disclosed in accordance with what the CNBV establishes. In July 2008 the Company started a share repurchase program which was approved at the Ordinary Meeting held on April 23, 2008 for an amount of $ 440 million. As of December 31, 2015, the Company has not entered into acquisition operations to repurchase its own shares.

Cancellation of the Registry in the RNV

In case Axtel decides to cancel the registry of its Shares in the RNV or in case the CNBV orders the cancellation of this registry, the shareholders who are considered the shareholders of "control" will have, prior to the date the cancellation is effective, to carry out a public purchase offer with respect to the Shares owned by the minority stockholders at a price equivalent to the amount that is superior between (i) the average price in the market of these Shares in the BMV for the 30 days prior to the public purchase offer, during which the Shares have traded, or (II) the book value of these Shares according to the last presented quarterly financial information to the CNBV and the BMV. In agreement with the applicable legislation and the bylaws of Axtel, in case the shareholders cannot acquire these Shares through the public purchase offer, they will have to form a trust to which they will contribute the amount necessary to acquire, at a price equivalent to the offered one by the Shares in the public purchase offer, the Shares that have not been acquired in this offer. This trust will have to be maintained for at least 6 months. The control shareholders will not have to do this public purchase offer in case of the cancellation of the registry of the Shares is approved by at least 95% of the shareholders, and the number of Shares that will be bought by the general investor is equivalent to less than to 300.000 Units of Investment, or UDIS. In agreement with rules of the CNBV, control shareholders are considered those who own the majority of Shares Series A and Series B, and have the ability to impose decisions in the meetings of shareholders or have the ability to designate the majority of the members of the Board of Administration.

The LMV establishes that in case of cancellation of the registration of the Shares in the RNV and the BMV (or by the Company's decision or by order of the CNBV), the Company (and not the shareholders that exerts the control of) will have to carry out a public offer to acquire the Shares which are property of the minority stockholders, and will have to constitute a trust with a maturity of six months and to contribute to this trust the necessary amount to acquire the full amount of the Shares not acquired through the said offer. In accordance with the LMV, the shareholders who exert the control of the Company will be shared in common responsibility for these obligations. The purchase price of these Shares is the same price established in the LMV.

In the event the CNBV orders the cancellation of the registration of the Shares, the offer indicated above will have to take place within the 180 days following the cancellation. In accordance with the LMV, the cancellation of the registration of the Shares by decision of the Company must be approved by at least 95% of his shareholders.

Registry of Shares and Transmission of Shares

The Shares of Axtel are registered in the Special and Securities Sections of the RNV maintained by the CNBV. The Shares of Axtel are represented by securities of registered stock. The shareholders of the Company can hold their Shares directly, as titles, or indirectly, by means of registries in stock broker houses, banks and other intermediary financial organizations or authorized by the CNBV that maintains accounts in Indeval ("Depositary of Indeval"). Indeval will send confirmations under the shareholder name who therefore asks for it. Axtel maintains a record book of Shares. Only the shareholders who appear registered in this book as stockholders, or directly or through an Indeval Depositary will be recognized as shareholders by the Company. The transferring of Shares will have to be confirmed in a registry book that will be maintained for such effect. The transferring of Shares deposited with Indeval will be registered in accordance with the established in the LMV.

In accordance with our bylaws and the title of concession of public telecommunications network to offer basic telephony services at nationwide, in case of any assumption of subscription or transfer of shares in one or several events, that represent the ten (10%) percent or more of the amount of the capital stock of the Company, must observe the following regime:

(i) The Company will have to give a notice to the SCT of the intention of the interested ones in carrying out the subscription or transfer of Shares, having to accompany the warning notice with the information of the people interested in acquiring the Shares;

(ii) The SCT will have a term of 90 calendar days, from the presentation of the warning, to object in writing and by justified cause the operation in question

(iii) If the term to object the operation by the SCT expires, it will be understood as approved

Only the operations that have not been objected by the SCT will be able, where appropriate, to be recorded in the book of shareholders of Axtel, notwithstanding the authorizations from other authorities which may be required according to the applicable provisions. Axtel shall not be required to present the notice referred to in this paragraph, when the subscription or transfer refers to representative Shares of neutral investment in terms of the Law of Foreign Investment, or when it makes reference to capital stock increases to be subscribed by the same shareholders, as long as the pro rata portion of the participation of each of them in the capital stock is not modified. In case the interested one in subscribing or acquiring the Shares is a legal entity, the notice referred in this paragraph, will include, the necessary information so that the SCT knows the identity of the people who have patrimonial interests larger than the ten percent of the capital of this legal entity.

Variations in the Capital Stock of the Company in the last three years

As of December 31, 2013, the common stock of the Company is Ps. 6,627,890 thousand. The Company has 8,776,192,202 shares issued and outstanding. Company's shares are divided in two Series: Series A and B; both Series have two type of classes, Class "I" and Class "II", with no par value. Of the total shares, 97,750,656 are series A and 8,678,441,546 series B. At December 31, 2013 the Company has issued only Class "I".

In accordance with the resolutions adopted by the Extraordinary General Shareholders Meeting held on January 25, 2013, the Company issued 972,814,143 Class "I" Series B shares that will be kept in the treasury of the Company, to be subsequently subscribed by the conversion of convertible Notes.

Likewise, the resolutions adopted by the Extraordinary General Shareholders Meeting held on January 25, 2013, approved the issuance of 1,114,029 Series A shares. During April 2013 a contribution of capital stock for Ps. 384 thousand was made for the subscription of 1,114,029 of the aforementioned Series "A" shares. Additionally, through resolutions adopted by the Extraordinary Shareholder Meeting held on January 15, 2016, the Company issued 97,750,656 Series A shares and 9,571,214,532 Series B shares, to proceed with the previously mentioned merger.

During 2015 and 2014 conversion options were exercised for a total of 388,180,282 and 291,767,672 Series B shares representing an increase of Ps. 133,644 and Ps. 100,452 in the capital stock of the Company, respectively.

2.15) Dividends

The determination, amount and payment of dividends shall be determined by the majority vote of the Shares Series A and Shares of Series B in a shareholders meeting. In accordance with the Mexican legislation, the Company can solely pay dividends at the expense of retained profits when the losses of previous exercises have been covered.

The shareholders meeting of Axtel has not determined a specific policy of dividends, since the Company is restricted to pay dividends in accordance with its bylaws and pursuant to certain loan and debt issuance currently in place. The Company has the intention to retain future profits to finance the development and expansion of the business and therefore there is no intention of paying dividends in cash or in ADSs or CPOS in the near future and while the above mentioned, restrictions, continue to. Any declaration or payment of dividends in the future will be carried out in accordance with the Mexican legislation and will depend on various factors, including the results of operation, the financial situation, the needs of cash, future considerations of tax nature, projects and any other factors that the advice of management and the shareholders consider important, including the terms and conditions of loan agreements currently in place.

3) FINANCIAL INFORMATION

3.1) Selected Financial Information

On January 1, 2012, the Company adopted International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") as its accounting framework to prepare and present its financial statements.

The consolidated financial statements as of December 31, 2015, 2014 and 2013 and for the years then ended have been prepared in accordance with IFRS.

The amounts shown in this Annual Report cannot be added by applying rounding.

General

The Company offers voice, data and Internet services for enterprise clients, financial institutions, government agencies and high end residential clients. Also it offers transport and completion of long distance calls from abroad to international traffic operators and telecommunication integrated services to large corporate and multinational companies. The integral offer of services allows the Company to maximize recurrent revenues obtained from each of the clients, increasing therefore the originating return of the infrastructure investment, sales, commercialization and distribution. Also, the administration of the Company has observed that the clients prefer to contract telecommunications services from a single supplier and to receive a single invoice by all the services. The Company considers that the loyalty of its clients has increased with the offer of additional services, which consequently brings down the rate of disconnections.

The following table contains a summary of the consolidated financial information as of December 31, 2015, 2014 and 2013; and for the years then ended which derives from the information contained in the Audited Financial statements that are enclosed to this Annual Report.

The information that appears next will have to be read altogether with “Use of Proceeds,” “Selected Financial Information” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the Financial Statements and their notes that are enclosed to this Annual Report.

	Years ended as of December 31		
	2015	**2014**	**2013**
		(Pesos in Millions)	
Statement of Income Data:			
Telephone services and related revenues.......	10,150.4	10,597.0	10,286.5
Cost of revenues and operating expenses......	9,541.3	11,096.7	7,599.8
Operating (loss) income.....................	609.2	(499.7)	2,686.7
Interest expense, net...........................	(1,199.4)	(859.1)	(866.2)
Foreign exchange (loss) gain, net.......	(1,659.1)	(1,073.2)	39.7
Result from exchange of debt, net......	—	—	1,569.0
Change in the fair value of financial instruments	163.7	(21.3)	(5.3)
Equity in results of associated company	—	(3.4)	2.0
(Loss) income before income taxes....	(2,085.6)	(2,456.7)	3,425.8
Income tax benefit	367.2	538.1	(1,018.1)
Net (loss) income	(1,718.4)	(1,918.6)	2,407.7
Net (loss) income from continuing operations per share	(0.2)	(0.2)	0.3

Net (loss) income per share:			
Net (loss)income per share:			
Basic	(0.2)	(0.2)	0.3
Diluted			
Weighted average of shares outstanding (in millions):			
Basic	9,185.2	8,871.2	8,770.2
Diluted			
Net (loss) income	(1,718.4)	(1,918.6)	2,407.7
Net (loss) income per share	(0.2)	(0.2)	0.3
Dividends decreed per share	—	—	—
Statement of cash flow data:			
Net Cash Flows from:			
Operating activities	3,120.3	3,125.9	2,598.8
Investing activities	(1,925.4)	(2,847.2)	1,050.0
Financing activities	(1,565.0)	970.0	(2,934.1)
Net Increases (net decreases) in cash or cash equivalents	(370.1)	1,248.7	714.7
Other Financial Data:			
Depreciation and amortization	2,618.6	3,435.1	3,218.5
Adjusted EBITDA (1)	3,130.8	3,023.0	2,872.1
Adjusted EBITDA Margin	30.8%	28.5%	27.9%
Total Number of Lines in Service at the end of the period (thousands)			
Business	381.5	377.5	357.2
Residential	433.8	531.0	579.3
Total	815.2	908.5	936.4
Cities		39	39
Monthly Average of disconnections	2.0%	1.6%	1.9%

1) Means cost of revenues and services, plus selling and administrative expenses, plus depreciation and amortization, plus gain on sale of communications towers, plus other operating expenses.
2) Means EBITDA less non-cash and other non-recurring items.

	As of December 31		
	2015	**2014**	**2013**
	(Pesos in Millions)		
Balance Sheet:			
Cash and equivalents	2,575.2	2,697.8	1,292.3
Net Working Capital (1)	85.1	299.9	459.5
Total Assets	21,928.6	20,985.1	19,882.7
Total Debt	12,981.6	10,996.0	7,864.3
Total Liabilities	17,808.8	15,279.4	12,355.0
Total Stockholders' equity	4,119.8	5,705.7	7,527.7
Net Assets (2)	13,301.3	13,261.4	13,646.7
Capital common stock	6,862.0	6,728.3	6,627.9
Shares outstanding (in millions)	9,456.1	9,068.0	8,776.2

(1) Net Working Capital is calculated by subtracting Cash and Equivalents, Accounts Payable and Accumulated Liabilities, Payable taxes and other accounts payable to Current Assets
(2) Net Assets is calculated by adding Net Working Capital to Buildings, Systems and equipment, net.

Adjusted EBITDA Conciliation

	Years ended as of December 31		
	2015	2014	2013
	(Pesos in Millions)		
Net (loss) income	(1,718.4)	(1,918.6)	2,407.7
Depreciation and amortization	2,618.6	3,435.1	3,218.5
Interest expense, net	1,199.4	859.1	866.2
Income taxes	(367.2)	(538.1)	1,018.1
EBITDA	1,732.4	1,837.5	7,510.6
Foreign exchange loss (gain), net	1,659.1	1,073.2	(39.7)
Result of exchange of debt, net	—	—	(1,569.0)
Change in the fair value of financial instruments	(163.7)	21.3	5.3
Effect of settlements with telecom carriers	(534.2)		
Gain on sale of communications towers	—	—	(3,111.9)
Other expense, net	437.3	87.7	78.8
Equity in results of associated company	—	3.4	(2.0)
Adjusted EBITDA (1)	3,130.8	3,023.0	2,872.1

(1) Means EBITDA less non-monetary items and other non-recurrent items.

3.2) Financial Information per Line of Business

The Board of Directors and the CEO, evaluate the performance of the Company by tracking the following indicators:

	2013				2014				2015			
	1 Q	2 Q	3 Q	4 Q	1 Q	2 Q	3 Q	4 Q	1 Q	2 Q	3 Q	4 Q
Revenues (1)	2,289.0	2,379.6	2,630.2	2,987.7	2,970.8	2,673.4	2,570.3	2,382.5	2,416.1	2,542.0	2,360.4	2,381.9
Rents	653.0	634.8	612.5	600.2	597.4	594.7	590.1	616.4	564.2	554.1	545.2	540.6
Voice services	463.9	479.2	466.8	437.4	409.9	391.3	413.6	371.7	274.5	290.2	277.0	293.6
Internet & video	228.6	251.7	273.9	289.2	315.1	330.2	338.9	353.2	355.5	365.7	374.7	386.4
Data & network..............	485.1	480.9	450.3	443.8	464.5	473.7	465.8	493.6	491.3	509.4	513.7	503.6
Integrated services..........	170.4	217.9	261.2	650.2	704.6	383.8	258.0	222.1	483.5	692.4	466.0	732.5
equipment sales.............	59.2	49.0	303.9	172.5	54.2	44.2	77.2	34.7	54.7	33.5	37.9	299.2
International traffic.........	124.4	171.0	155.8	312.8	344.2	371.9	342.7	175.3	132.8	40.9	73.8	26.7
Other services.................	104.4	95.2	105.9	81.7	80.9	83.6	84.0	115.4	59.6	55.9	72.2	49.3
Cost of revenues and operating expenses(1)(8)	(1,616.7)	(1,678.8)	(1,880.0)	(2,238.9)	(2,242.3)	(1,934.7)	(1,800.9)	(1,596.1)	(1,632.7)	(1,738.8)	(1,579.7)	(2,068.4)
Access lines (2)(3)(5)………..	956.6	938.9	934.6	936.4	932.9	928.2	922.1	908.5	877.5	855.2	835.7	815.2
Average lines (2)(5)(6)………..	976.8	947.7	936.7	935.5	934.7	930.6	925.2	915.3	893.0	866.4	845.5	825.5
Average income per line (4)(5)(7)....	387.9	398.3	389.5	375.0	364.6	357.7	366.1	362.8	316.9	327.9	327.5	339.2
Customers (2)(3)(5)………..	672.6	653.2	644.7	640.2	634.6	627.9	620.1	605.0	587.3	562.8	543.9	521.3
Presubscription Users (LD) (2)(3)(5)………..	39.6	38.2	38.1	38.0	36.0	32.4	28.5	27.5	25.1	17.8	10.2	9.4

(1) Amounts in millions of Pesos.
(2) Amounts in thousands as of the end of each period.
(3) Figures as of the end of each period.
(4) Amounts in Pesos.
(5) Unaudited information.
(6) Average Lines is the result of the sum of Access lines at the beginning of the period plus Access lines at the end of the period divided by 2.
(7) For presentation purposes, average income per month is calculated by dividing local services plus long distance service divided by the average for the quarter and dividing the result by 3.
(8) Does not include Depreciation and Amortization.

Revenues

The Company tracks the following categories in terms of revenues:

Local services. We generate revenue by enabling our customers to originate and receive calls within a defined local service area and by providing offers with local calls, calls completed on a cellular line ("calling party pays," or CPP calls) and long distance minutes included in the monthly rent. Customers are charged a flat monthly fee for a variety of commercial offers and in certain offers, a per call fee for local calls ("measured service"), a per minute usage fee for CPP calls and value added services.

Long distance services. We generate revenues by providing long distance services (domestic and international completed calls).

Internet & video. We generate revenues by providing "on demand" Internet access and video (Pay-TV) services.

Data & network. We generate revenues by providing data, dedicated Internet and network services, like virtual private networks and private lines, to the enterprise segment.

Integrated Services & equipment sale. We generate revenues from managed telecommunications services provided to corporate customers, financial institutions and government entities and the sale of customer premises equipment ("CPE") necessary to provide these services.

International traffic. We generate revenues terminating international traffic from foreign carriers.

Other services. Include, among others, memberships, late payment charges, spectrum, interconnection, activation and wiring and presubscription.

The following summarizes Axtel's revenues and percentage of revenues from operations from these sources:

	Revenues (1)			% de Revenues		
	Years ended December 31,					
Revenues	**2015**	**2014**	**2013**	**2015**	**2014**	**2013**
Rents	2,204.1	2,398.5	2,500.5	21.7%	22.6%	24.3%
Voice services	1,135.3	1,586.5	1,847.2	11.2%	15.0%	18.0%
Internet & video	1,482.2	1,337.4	1,043.4	14.6%	12.6%	10.1%
Data& Network	2,018.0	1,897.7	1,860.1	19.9%	17.9%	18.1%
Integrated services	2,374.4	1,568.6	1,299.7	23.4%	14.8%	12.6%
Equipment sales	425.3	210.3	584.5	4.2%	2.0%	5.7%
International traffic	274.3	1,234.0	764.0	2.7%	11.6%	7.4%
Other services	237.0	363.9	387.1	2.3%	3.4%	3.8%
Total	10,150.4	10,597.0	10,286.5	100.0%	100.0%	100.0%

Amounts in Mexican pesos million.

Costs and Expenses of operation

The costs of the Company are classified of the following form:

- Cost of sales includes expenses related to the completion of calls of our clients to cellular telephones and long distance calls on other suppliers' networks, as well as expenses related to invoicing, reception of payments, services of operators and private leased links.
- Expenses of operation include costs related to general and administrative items that include compensations and benefits, the costs of leasing properties and towers required for our operations and costs associated with sales and marketing and the maintenance of our network.
- Depreciation and amortization include the depreciation of all the infrastructure and equipment of our network and the amortization of pre-operative expenses, as well as the cost of the concessions and the licenses of use of radio-electric spectrum.

Lines of Access

The lines of the Company are divided in two categories, residential and of businesses in order to target the mass and enterprise markets, respectively. The total number of lines of access is determined by the sum of the gross number of lines of access installed during the period to the final balance of lines of access of the previous period and the deduction of the disconnected lines of access during that period. The determination of the number of access lines allows the Company to calculate its participation in a certain geographic market.

Average Revenue per User (ARPU)

The average revenue per user is used as a standard gauge of the industry showing the capacity of a telecommunications company to maximize the amount of revenues that come from each client starting off from capital expenses in order to attract each client. This measurement allows the Company to calculate the return on investment in comparison with its national competitors, as well as, with other suppliers of services of telecommunications abroad.

3.3) Relevant Finance Agreements

As of December 31, 2015 and 2014, the balance of the most significant credits of Axtel was of $10,996.0 million and $7,864.3 million, respectively. The following table shows the integration of the same in million pesos:

Description of Credits	As of December 31, 2015	As of December 31, 2014
US$275 million in aggregate principal amount of $7^5/_8$ % Senior Unsecured Notes due 2017. Interest is payable semiannually on February 1 and August 1.	$867.2	$741.8
US$490 million in aggregate principal amount of 9% Senior Unsecured Notes due 2019. Interest is payable semiannually on March 22 and September 22.	1,750.4	1,497.3
Senior Secured Notes in a principal amount of US$544.6 million dollars and US$394.6 million dollars, respectively, with initial interest of 7% will be increased to 9% and maturing in 2020. Interest is payable semi-annually in February and August of each year.	9,371.6	8,016.2
Senior Secured Convertible Notes U.S. in a principal amount of US$22.2 million dollars with initial interest of 7% will be increased to 9% and maturing in 2020. Interest is payable semi-annually in February and August of each year.	45.9	139.1
Discount on note caused by Senior Secured Notes payable in the amount of US$36 million at an initial interest rate of 7% will increase to 9% due 2020.	(19.5)	(24.2)
Premium on Senior Unsecured Notes with an aggregate principal of US$490 million with an interest rate of 9%, due in 2019.	8.6	10.8
Capacity lease agreement with Teléfonos de Mexico, S.A.B. de C.V. of approximately Ps. 534,755 expiring in 2019.	386.0	—
Other long-term financing with several credit institutions with an average interest rates of 6% for those denominated in dollars and TIIE (Mexican average interbank rate) plus 3 and 5.5 percentage points for those denominated in pesos with maturities between three to four years.	535.4	602.6
Revolving credit with Banco Nacional de Mexico, S.A. in a principal amount of Ps. 130,000, with an interest rate of TIIE plus 3.5 percentage points annually. This loan matures in June 2015. It should be noted that in recent months it was agreed to extend the maturity of the contract to February 2016.	130.0	130.0
Debt issuance and deferred financing costs	(93.9)	(117.5)
TOTAL	$12,981.6	$10,996.0

Some of the current financing agreements established certain covenants, among the most relevant, are the ones related to restrictions to pay dividends and the security of our own assets and leasing agreements and the maintenance of certain financial rationales. As mentioned in note 22 (a) of the Audited Financial Statements, the Company settled its debt at December 31, 2015 through February 2016, so the restrictions described herein are exchanged by those set out in the new debt.

Additionally to all the liabilities both, the short and long term, reflected on the Financial Statements, the Company has never missed any fiscal obligations neither of capital nor of interest debt maturities. There is no ranking order in the above mentioned payments.

As of December 31, 2015, the Company has the following performance bonds that by nature are not reflected in the financial statements.

Company	**Type**	**Pesos (in thousands)**
Avantel S. de R.L. de C.V.	Leasing	-
	Concession	-
	Performance	128,468
	Others	-
Axtel, S.A.B. de C.V.	Leasing	162
	Concession	24,000
	Performance	431,076
	Others	5,519
Servicios Axtel S.A. de C.V.	Others	23
TOTAL		**589,249**

3.4) Management's Discussion and Analysis of Financial Condition and Operation Results of the Company

3.4.1) Operation Results for years ended December 31, 2015 and 2014

Revenues.

For the twelve month period ended December 31, 2015, total revenues reached Ps. 10,150 million, compared with Ps.10,597 million for the year ended 2014, a decrease of Ps. 447 million, or 4%.

Axtel's revenues derive from the following services:

** Due to the Telecommunications Reform, as of January 1st, 2015, domestic long distance charges were eliminated. Therefore, revenue services previously reported under "local" and "long distance" categories have been re-grouped in 2015 under two new categories: "rents" and "voice services".*

Rents. Revenue for rents in 2015 added up Ps. 2,204 million, compared with Ps. 2,399 million recorded for the same period of the previous year, a reduction of Ps. 194 million or 8% mainly explained by a 10% reduction in the average number of customers due to stronger disconnections from customers with wireless technologies.

Voice. For year 2015, revenue for voice services totaled Ps. 1,135 million compared to Ps. 1,587 million recorded for 2014, a decrease of Ps. 451 million or 28%. More than half of this decline is explained by lower prices for fix-to-mobile calls and decreases in revenues of domestic long distance calls to both fixed and mobile lines due to the elimination of domestic long distance charges in 2015.

Internet & Video. For year 2015, revenues for Internet and video services amounted Ps. 1,482 million, an 11% increase compared with Ps. 1,337 million in 2014, due to a 2% increase in internet to the mass market and a 47% increase in pay-tv service, due to the good performance of Axtel X-tremo offers based on our FTTH, or fiber to the home, network.

Data and Networks. For 2015, revenue for networks and data services reached Ps. 2,018 million, from Ps. 1,898 million in 2014, an increase of Ps. 120 million, or 6%, mainly explained by a 15% increase in private lines due to a larger share from existing customers.

Integrated Services and Equipment Sales. Revenues totaled Ps. 2,800 million in year 2015, compared with Ps. 1,779 million during 2014, representing a Ps. 1,021 million or 57% increase. This is due to a greater amount of revenues flowing from existing and new projects closed during 2015 with both enterprise and government entities and an extraordinary high level of equipment sale.

International Traffic. The revenue for completion of international traffic added up Ps. 274 million in 2015, a 78% decrease compared to Ps. 1,234 million in 2014, explained by the elimination of transit traffic, or traffic that does not terminate in Mexico, which has a higher price and by decreases in rate and volume of fix-to-mobile calls.

Other Services. For year 2015 revenue from other services added up Ps. 237 million, a 35% decrease from Ps. 364 million recorded on the same period in 2014.

Operating Metrics

RGUs and Customers. As of December 31, 2015, RGUs (Revenue Generating Units) added up one million 371 thousand, compared to one million 511 thousand as of the end of 2014. During 2015, net disconnections totaled 140 thousand compared to 7 thousand net additions during the previous year, due to a greater number of disconnections of customers with wireless technologies. As of December 31, 2015, customers totaled 521 thousand, a decrease of 84 thousand or 14% compared to the same date in 2014.

Voice RGUs (Lines in Service). As of December 31, 2015, lines in service added up 815 thousand, which represents a decrease of 93 thousand lines or 10% compared to December 31, 2014. During 2015, gross additional lines reached 169 thousand compared to 210 thousand during 2014. Disconnections during 2015 and 2014 reached 262 thousand and 238 thousand respectively. As of December 31, 2015, residential lines represented 53% of total lines in service.

Broadband RGUs (Broadband Subscribers). Broadband subscribers reached 446 thousand as of December 31, 2015. During this year, broadband subscribers decreased 62 thousand compared to 3 thousand additions the previous year. As of December 31, 2015, wireless subscribers reached 241 thousand, compared to 330 thousand a year ago, while Axtel X-tremo, or FTTH, subscribers reached 206 thousand compared to 179 thousand a year ago. The broadband disconnections are mainly due to the acceleration in WiMAX disconnections during 2015 that could not be totally compensated with additions of FTTH subscribers. Broadband penetration remained in 55% throughout the year.

Video RGUs (Video Subscribers). As of December 31, 2015, video subscribers reached 109 thousand, compared to 94 thousand a year ago; the penetration of video in our FTTH subscribers' base increased from 52% in 2014 to 53% in 2015.

Cost of Revenues and Expenses

Cost of Revenues. For year 2015, the cost of revenues reached Ps. 2,300 million, a 26% decrease with respect to Ps. 3,097 million in 2014, explained by decreases in costs related to international traffic service due to the eliminations of transit traffic, or traffic that does not terminate in Mexico, which has a higher price and likewise a higher cost, and due to the elimination of interconnection rates paid to the preponderant operator.

Gross Profit. Gross profit is defined as revenues minus cost of sales. For 2015, the gross profit reached Ps. 7,851 million, from Ps. 7,500 million recorded in 2014, a 5% increase. This was mainly due to increases in the gross profit of integrated services, partially mitigated by a decline in rent and voice services.

Operating Expenses. For 2015, the operating expenses totaled Ps. 4,720 million from Ps. 4,477 million for 2014, a 5% increase due to a 5% increase in personnel and increases in maintenance and rent expenses. Personnel expenses represented 41% of the total expenses for year 2015.

Adjusted EBITDA. The adjusted EBITDA, defined as gross profit plus expenses for net interest, taxes, depreciation and amortization, and adjusted for extraordinary non-recurrent income and expenses reached Ps. 3,131 million, compared to Ps. 3,023 million for the same period in 2014. As a percentage of revenues, the margin was of 30.8% for 2015, 232 basis points higher than the margin for 2014, mainly due to improved margins for voice services due to the elimination of interconnection rates paid to the preponderant operator and a decrease in low-margin international traffic revenues.

Depreciation and Amortization. The depreciation and amortization for 2015 was of Ps. 2,619 million, compared to Ps. 3,435 million for 2014, a decrease of Ps. 817 million due to lower capital investments in recent years and also to a larger proportion of investments in fiber which increases the average life of our assets.

Operating income (loss). For the 2015, the operating income reached Ps. 609 million, compared to an operating loss of Ps. 500 million in 2014, a Ps. 1,109 million variation mainly explained by the agreement with America Movil in the first quarter of 2015 and a lower level of depreciation and amortization in year 2015.

Comprehensive Financial Result, net

The comprehensive financing cost was of Ps. 2,695 million in 2015, compared to a cost of Ps. 1,954 million in 2014 mainly explained by the increase in interest expense due to the step-up scheme in the 2020 Senior Secured Notes and the higher FX loss during 2015 due to a 14% depreciation of the peso against the U.S. dollar.

Taxes

In 2015, the income tax benefit was of Ps. 367 million, compared with an income tax of Ps. 538 million last year. Such variation is due to a decrease in deferred tax benefit in 2015.

Net Income (Loss)

The Company reported a net loss of Ps. 1,718 million in 2015, compared with a net loss of Ps. 1,919 million in 2014. This loss is explained by the changes outlined above including the comprehensive financial result.

Capital Investments

For the twelve month period ended December 31, 2015, capital investments totaled Ps. 2,011 million, compared to Ps. 2,837 million in the year 2014. This decline reflects the Company's corporate strategy to focus exclusively on projects of greater value for customers, principally the deployment of fiber and cloud-based ICT products for the enterprise and government segment.

Results of Operation for years ended December 31, 2014 and 2013

Revenues.

For the twelve month period ended December 31, 2014, total revenues reached Ps. 10,597 million, compared with Ps.10,287 million for the year ended 2013, an increase of Ps. 311 million, or 3%.

Axtel's revenues derive from the following services:

Local Services. Revenue from local services for 2014 added up Ps. 2,970 million, compared with Ps. 3,208 million recorded in 2013, a reduction of Ps. 239 million or 7% explained by Ps. 102, Ps. 39 and Ps. 98 million reductions in monthly rents, measured services and fixed-to-mobile revenues, respectively. The decline in revenues of fix to mobile calls and in measured service is due to declines in volume and prices.

Long Distance Services. For year 2014, revenue for long distance totaled Ps. 1,016 million compared to Ps. 1,140 million recorded for 2013, a decrease of Ps. 124 million or 11%, due to an 8% decline in price.

Internet & Video. For year 2014, revenues for Internet and video services amounted Ps. 1,337 million, a 28% increase compared with Ps. 1,043 million in 2013, mainly due to a 14% increase in internet to the mass market and the new pay-tv service which started in January 2013, due to the good performance of Axtel X-tremo offers based on our FTTH or fiber to the home network.

Data and Networks. For 2014, revenue for networks and data services reached Ps. 1,898 million, from Ps. 1,860 million in 2013, an increase of Ps. 38 million, or 2%, explained by a 6% increase in private lines due to greater share with existing customers.

Integrated Services and Equipment Sales. Revenues totaled Ps. 1,779 million for year 2014, compared with Ps. 1,884 million during 2013, representing a Ps. 105 million or 6% decrease. This is mainly explained by a 64% decrease in equipment sales which have a lower margin than integrated services.

International Traffic. The revenue for completion of international traffic added up Ps. 1,234 million in 2014, a 62% increase compared to the same period for 2013, explained by an increase in transit traffic, or traffic that does not terminate in Mexico, which has a higher price.

Other Services. For year 2014 revenue from other services added up Ps. 364 million, a 6% decrease from Ps. 387 million recorded on the same period in 2013.

Operating Metrics

RGUs and Customers. As of December 31, 2014, RGUs (Revenue Generating Units) added up one million 511 thousand, similar to the 2013 figure. During 2014, net additions totaled 7 thousand compared to 13 thousand during the previous year. As of December 31, 2014, customers totaled 605 thousand, a decrease of 35 thousand or 5% compared to the same date in 2013. This decline is due mainly to disconnections in customers connected with wireless technologies, which could not be entirely compensated with the increase of customers connected with FTTH or fiber technology.

Voice RGUs (Lines in Service). As of December 31, 2014, the lines in service added up 908 thousand, which represents a decrease of 28 thousand lines compared to December 31, 2013. During 2014, gross additional lines reached 210 thousand compared to 207 thousand during 2013. Disconnections during 2014 and 2013 reached 238 thousand and 267 thousand respectively. As of December 31, 2014, residential lines represented 58% of total lines in service.

Broadband RGUs (Broadband Subscribers). Broadband subscribers reached 509 thousand as of December 31, 2014. During this year, broadband subscribers increased 3 thousand compared to 13 thousand the previous year. As of December 31, 2014, wireless subscribers reached 330 thousand, compared to 358 thousand a year ago, while Axtel X-tremo, or FTTH, subscribers reached 179 thousand compared to 148 thousand a year ago. The slower pace in broadband additions is mainly due to the acceleration in WiMAX disconnections during the second semester of 2014 that could not be totally compensated with additions of FTTH subscribers. Broadband penetration reached 56% at the end of 2014, compared to 54% a year ago.

Video RGUs (Video Subscribers). As of December 31, 2014, video subscribers reached 94 thousand, compared to 61 thousand a year ago; the penetration of video in our FTTH subscribers' base increased from 41% in 2013 to 52% in 2014.

Cost of Revenues and Expenses

Cost of Revenues. During 2014, the cost of revenues reached Ps. 3,097 million, an increase of Ps. 113 million with respect to 2013, explained by increases in costs related to international traffic service due to an increase in transit traffic volume, or traffic that does not terminate in Mexico, which has a higher price and, likewise, a higher cost.

Gross Profit. Gross profit is defined as revenues minus cost of sales. For the twelve month period ended December 31, 2014, the gross profit reached Ps. 7,500 million, from Ps. 7,302 million recorded in 2013, a 3% increase. This was mainly due to increases in the gross profit of internet and video services, partially mitigated by a decline in local service.

Operating Expenses. For 2014, the operating expenses totaled Ps. 4,477 million from Ps. 4,430 million for 2013, a 1% increase due to a 4% increase in personnel and 12% increase in maintenance expenses, partially compensated by decrease in rents and marketing. Personnel expenses represented 41% of the total expenses for year 2014.

Adjusted EBITDA. The adjusted EBITDA, defined as gross profit plus expenses for net interest, taxes, depreciation and amortization, and adjusted for extraordinary non-recurrent income and expenses reached Ps. 3,023 million, compared to Ps. 2,872 million for the same period in 2013. As a percentage of revenues, the margin was of 28.5% for 2014, 61 basis points higher than the margin for 2013.

Depreciation and Amortization. The depreciation and amortization for the twelve month period ended on December 31, 2014 was of Ps. 3,435 million, compared to Ps. 3,219 million for the same period in 2013, an increase of Ps. 217 million.

Operating income (loss). For the twelve month period ended December 31, 2014, the operating loss reached Ps. 500 million, compared to an operating income of Ps. 2,687 million in 2013, a Ps. 3,186 million variation mainly due to the gain related to the telecommunication towers sale in January 2013.

Comprehensive Financial Result

The comprehensive financing cost was of Ps. 1,954 million in 2014, compared to a gain of Ps. 737 million in 2013 mainly due to the foreign exchange loss from the devaluation of the Mexican peso in 2014 and the gain in 2013 resulting from the debt exchange concluded on January 2013.

Taxes

In 2014 the income tax benefit was of Ps. 538 million, compared with an income tax of Ps. 1,018 million last year.

Net Income (Loss)

The Company reported a net loss of Ps. 1,919 million in 2014, compared with a net gain of Ps. 2,408 million in 2013. This loss is explained by the changes outlined above, including the foreign exchange loss from the devaluation of the Mexican peso relative to the U.S. dollar.

Capital Investments

For the twelve month period ended December 31, 2014, capital investments totaled Ps. 2,837 million, compared to Ps. 2,118 million in the year 2013. This variation reflects the Company's corporate strategy to focus exclusively on projects of greater value for customers, principally the deployment of fiber and cloud-based ICT products for the enterprise and government segment.

***3.4.2) Financial Position* as of December 31, 2015 and as of December 31, 2014.**

Assets

As of December 31, 2015, total assets amounted to Ps. 21,929 million compared to Ps. 20,985 million as of December 31, 2014, an increase of Ps. 944 million or 4%.

Cash and Equivalents. As of December 31, 2015, we had cash and equivalents of Ps. 2,575 million compared to Ps. 2,698 million as of December 31, 2014, a decrease of Ps. 123 million or 5%.

Accounts Receivable. As of December 31, 2015, the accounts receivable were Ps. 2,893 million compared with Ps. 2,426 million as of December 31, 2014, an increase of Ps. 467 million or 19%.

Property, Systems and Equipment, net. As of December 31, 2015, property, systems and equipment, net, reached Ps. 13,216 million compared with Ps. 12,962 million as of December 31, 2014, an increase of Ps. 255 million, or 2%. The property, systems and equipment, without discounting the accumulated depreciation, was Ps. 43,657 million and Ps. 40,885 million as of December 31, 2015 and 2014, respectively.

Liabilities

As of December 31, 2015, total liabilities reached Ps. 17,809 million compared to Ps. 15,279 million as of December 31, 2014, an increase of Ps. 2,529 million or 17%, mainly due to the 14% depreciation of the Mexican peso which increases the peso amount of the debt denominated in dollars.

Accounts Payable and Accrued Expenses. As of December 31, 2015, the accounts payable and accrued expenses were Ps. 2,677 million compared with Ps. 2,347 million as of December 31, 2014, an increase of Ps. 330 million, or 14%.

Debt. As of December 31, 2015, total debt increased Ps. 1,986 million in comparison with fourth quarter 2014, explained by (i) a Ps. 154 million decrease related to the conversion of some 2020 Secured Notes, (ii) an increase of Ps. 261 million in leases and other financial obligations mostly related to a Ps. 386 million increase in a capacity lease (IRU), (iii) a Ps. 26 million increase related to the notes' discount, issuance and deferred financing costs, (iv) a Ps. 51 million increase related to the implicit derivative instrument embedded in the Senior Secured Convertible Notes and (v) a Ps. 1,801 million non-cash increase caused by the 14% depreciation of the Mexican peso.

Stockholders' Equity

As of December 31, 2015, the stockholders' equity of the Company totaled Ps. 4,200 million compared with Ps. 5,706 million as of December 31, 2014, a decrease of Ps. 1,586 million or 28%. The capital stock was Ps. 6,862 million as of December 31, 2015 compared to Ps. 6,728 million as of December 31, 2014, a slight increase mainly due to the conversion of some of the Company's Senior Secured Convertible Notes due 2020.

Cash flow

As of December 31, 2015 and 2014, net cash flows derived from operating activities were Ps. 3,120 million and Ps.

3,126 million respectively.

As of December 31, 2015 and 2014 net cash flows (used in) generated by the Company in investing activities were Ps. (1,925) million and Ps. (2,847) million respectively. These amounts reflect investments in property, systems and equipment of Ps. 2,011 million and Ps. 2,837 million for 2015 and 2014 respectively.

As of December 31, 2015, net cash flows (used in) generated by financing activities were Ps. (1,565) million compared to Ps. 970 million in 2014 mainly due to the 2020 Secured Notes reopening in 2014.

As of December 31, 2015, the net debt to adjusted EBITDA ratio and the interest coverage ratio of the Company were 3.3x and 2.5x, respectively. Likewise, as of December 31, 2014, the net debt to adjusted EBITDA ratio and interest coverage ratio were 2.7x and 3.4x respectively.

Financial Position as of December 31, 2014, compared to the financial position as of December 31, 2013

Assets

As of December 31, 2014, total assets amounted to Ps. 20,985 million compared to Ps. 19,883 million as of December 31, 2013, an increase of Ps. 1,102 million or 6%.

Cash and Equivalents. As of December 31, 2014, we had cash and equivalents of Ps. 2,698 million compared to Ps. 1,292 million as of December 31, 2013, an increase of Ps. 1,406 million or 109% due to, among other things, the 2020 Secured Notes reopening for US$150 million and an improvement in working capital.

Accounts Receivable. As of December 31, 2014, the accounts receivable were Ps. 2,426 million compared with Ps. 2,982 million as of December 31, 2013, a decrease of Ps. 556 million or 19%.

Property, Systems and Equipment, net. As of December 31, 2014, property, systems and equipment, net, reached Ps. 12,962 million compared with Ps. 13,187 million as of December 31, 2013, a decrease of Ps. 226 million. The property, systems and equipment, without discounting the accumulated depreciation, was Ps. 40,885 million and Ps. 38,148 million as of December 31, 2014 and 2013, respectively.

Liabilities

As of December 31, 2014, total liabilities reached Ps. 15,279 million compared to Ps. 12,355 million as of December 31, 2013, an increase of Ps. 2,924 million, mainly due to the 2020 Secured Notes US$150 million reopening in September 2014.

Accounts Payable and Accrued Expenses. As of December 31, 2014, the accounts payable and accrued expenses were Ps. 2,347 million compared with Ps. 2,741 million as of December 31, 2013, a decrease of Ps. 394 million, or 14%.

Debt. As of December 31, 2014, total debt reached Ps. 10,996 million, an increase of Ps. 3,132 million in comparison with the same date in 2013, explained by (i) a Ps. 1,859 million net increase related to the $150 million reopening of the 2020 Secured Notes, (ii) an increase of Ps. 103 million in leases and other financial obligations, (iii) a Ps. 91 million decrease related to the notes' discount, issuance and deferred financing costs, (iv) a Ps. 41 million increase related to the implicit derivative instrument embedded in the Senior Secured Convertible Notes and (v) a Ps. 1,221 million non-cash increase caused by the 11% depreciation of the Mexican peso.

Stockholders' Equity

As of December 31, 2014, the stockholders' equity of the Company totaled Ps. 5,706 million compared with Ps. 7,528 million as of December 31, 2013, a decrease of Ps. 1,822 million or 24%. The capital stock was Ps. 6,728 million as of December 31, 2014 compared to Ps. 6,628 million as of December 31, 2013, a slight increase mainly due to the conversion of some of the Company's Senior Secured Convertible Notes due 2020.

Cash flow

As of December 31, 2014 and 2013, net cash flows derived from operating activities were Ps. 3,126 million and Ps. 2,559 million respectively.

As of December 31, 2014 and 2013 net cash flows (used in) generated by the Company in investing activities were Ps. (2,847) million and Ps. 1,050 million respectively. These amounts reflect investments in property, systems and equipment of Ps. 2,837 million and Ps. 2,118 million for 2014 and 2013 respectively.

As of December 31, 2014 net cash flows (used in) generated by financing activities were Ps. 970 million mainly due to the 2020 Secured Notes reopening and Ps. (2,934) million in 2013.

As of December 31, 2014, the net debt to adjusted EBITDA ratio and the interest coverage ratio of the Company were 2.7x and 3.4x, respectively. Likewise, as of December 31, 2013, the net debt to adjusted EBITDA ratio and interest coverage ratio were 2.3x and 3.3x respectively.

Liquidity and Capital Resources applicable for years 2015, 2014 and 2013

Historically the Company has relied primarily on vendor financing, the proceeds of the sale of securities, internal cash from operations, funds obtained from the issuance of debt in international markets, and the proceeds from bank debt to fund our operations, capital expenditures and working capital requirements. Additionally, and subject to (i) market conditions, (ii) our liquidity position and (iii) contractual obligations, from time to time, the Company might acquire senior secured and unsecured notes in the open market or in privately negotiated transactions. Although we believe that we would be able to meet our debt service obligations and fund our operating requirements in the future with cash flow from operations, the Company may seek additional financing with commercial banks or in the capital markets from time to time depending on market conditions and the Company's financial requirements. The Company will continue to focus on investments in fixed assets and working capital management, including the collection of accounts receivable and management of accounts payable.

Financial Instruments

Categories of financial instruments

		2015	2014	2013
Financial assets				
Cash and cash equivalents	Ps.	2,575,222	2,697,835	1,292,263
Accounts receivable		5,632,981	5,008,936	2,981,732
Financial instruments		378,099	121,999	142,200
Advance to suppliers		52,648	112,763	65,578
Other current assets		151,511	225,331	130,492
Financial liabilities				
Derivative financial instruments	Ps.	65,222	46,952	116,658
Accrued interest		545,208	458,822	278,807
Short-term debt		130,000	130,000	-
Current maturities of long-term debt and long-term debt		12,851,606	10,866,001	7,864,319
Accounts payable and accrued liabilities		2,676,819	2,347,302	2,741,308

(a) Financial risk management objectives

The Company and its subsidiaries are exposed, through their normal business operations and transactions, primarily to market risk (including interest rate risk, price risk and currency rate risk), credit risk and liquidity risk.

(b) Market and interest rate risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, sill affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

For interest rate risk, management has a risk management committee which discusses, among other things; whether each of the loans contracted either for working capital or to finance investment projects should be (according to market conditions and the functional currency of the Company) contracted with fixed or variable rate.

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Monetary assets and liabilities denominated in dollars as of December 31, 2015 and 2014 are as follows:

		(Thousands of US dollars)		
		2015	**2014**	**2013**
Current assets	U.S.$	124,523	130,803	68,719
Current liabilities		(127,022)	(102,231)	(106,615)
Non - current liabilities		(710,481)	(726,992)	(574,480)
Foreign currency liabilities, net	U.S.$	(712,980)	(698,420)	(612,376)

The U.S. dollar exchange rates as of December 31, 2015 and 2014 were Ps. 17.20 and Ps. 14.71, respectively. As of March 4, 2016, the exchange rate was Ps. 17.85.

The Company's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

(c) Market sensitivity analysis

Exchange rate sensitivity analysis

The Company is exposed to currency fluctuations between the Mexican peso and the U.S. dollar.

The following table details the Company's sensitivity analysis to a 10% increase and decrease in the peso against the U.S. dollar. The 10% increase or decrease is the sensitivity scenario that represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the period for a 10% change in the exchange rates. A positive number below indicates an increase in profit or equity where the peso strengthens 10% against the U.S. dollar.

If the peso strengthens 10% against the U.S. dollar, the profit for the year ended December 31, 2015 and equity would increase by Ps. 1,115,263.

If the peso weakens 10% against the U.S. dollar, profit for the year ended December 31, 2015 and equity would decrease by Ps. 1,226,789.

(d) Embedded derivatives

On January 31, 2013, the Company completed the exchange of U.S. 142 and U.S. 335 million of unsecured notes due in 2017 and 2019, respectively, for U.S. 249 and U.S. 22 million dollars secured bond and a convertible bond, respectively, both with initial interest rate initial of 7% which will be increased to 8% in the first anniversary date and to 9% in the second anniversary date, and due in 2020, plus a cash payment of U.S. 83 million to participating holders.

Holders of the convertible notes may elect to convert their Convertible Dollar-Indexed Notes Into American Depository Shares "ADSs" or Certificados de Participación Ordinaria "CPOs" at any time after 120th calendar day following the issue date and prior to the close of business on the fourth business day immediately preceding the maturity date for the convertible notes, or at the election of the Company such conversion may be settled in cash. The number of ADSs to be delivered in settlement conversion will be determined by the Company at the conversion rate, which shall initially be of 5.9277 ADSs per Ps.100 principal amount of convertible Dollar-indexed Notes, representing an initial conversion price of approximately Ps. 16.87 per ADS. The number of CPOs to be delivered in settlement of conversion will be determined by the conversion rate, which shall initially be of 41.4938 ADSs per Ps. 100 principal amount of convertible Dollar-indexed Notes, representing an initial conversion of approximately Ps. 2.41 per CPO.

The following summarizes the accounting for the convertible notes and the embedded derivative arising from the conversion option:

	(Thousands of U.S. dollars)		
Convertible Notes – liability	**December 31, 2015**	**December 31, 2014**	**December 31, 2013**
Face value	22,189	22,189	22,189
Options converted (note 13a)	(18,475)	(8,016)	(154)
	3,714	14,173	22,035
Fair value of conversion option recognized as a derivative financial instrument	(9,738)	(9,738)	(9,738)
Accrued interest	8,689	5,015	1,275
Carrying amount of convertible notes	2,665	9,450	13,572

	(Thousands of U.S. dollars)		
Convertible Notes – Derivative financial instrument	**December 31, 2015**	**December 31, 2014**	**December 31, 2013**
Fair value of conversion option at initial balance	3,190	8,921	9,738
Loss (gain) in change of fair value for the period	601	(5,731)	(817)
Fair value of conversion option at year end	3,791	3,190	8,921

For the years ended December 31, 2015 and 2014 the change in fair value of derivative financial instruments resulted in an unrealized (loss) gain of (Ps.57,476) and Ps.18,929, respectively, recognized in the comprehensive financing within the change in the fair value and settlements of financial instruments, net.

(e) Other price risks (equity price risk)

During July, August and September 2009, the Company acquired call options denominated "Zero Strike Calls" that have a notional of 26,096,700 CPOs of Axtel's shares. During the months of June and July of 2010, the Company acquired additional Zero Strike Calls for 4,288,000 CPOs of Axtel, on the same conditions, holding 30,384,700 CPOs as of January 1, 2011. During the months of October, November and December of 2014, the Company acquired additional Zero Strike Calls for 5,639,336 CPOs of Axtel, with the same conditions. During 2015 additional Zero Strike Calls for 7,435,646 CPOs were acquired. The underlying of these instruments is the market value of the Axtel's CPOs. The premium paid was equivalent to the market value of the notional plus transaction costs. The strike price established was Ps.0.000001 per option. This instrument is redeemable only in cash and can be redeemed by the Company at any time (considered to be American options), for a six-month period and are extendable. The terms and fair value of the Zero Strike Calls is included in the following table:

Counterparty	Notional amount	Terms	Fair value Asset		
			2015	2014	2013
Bank of America Merrill Lynch	30,384,700 CPOs	Receives in cash the market value of the notional amount	264,347	102,700	142,200
Corporativo GBM, S.A.B. de C.V.	13,074,982 CPOs	Receives in cash the market value of the notional amount	113,752	19,299	-
			378,099	121,999	142,200

For the years ended December 31, 2015 and 2014 the change in the fair value of the Zero Strike Calls resulted in an unrealized gain (loss) of Ps.221,182 and (Ps. 40,201), respectively, recognized in the net finance cost within the change in the fair value and settlements of financial instruments, net.

(f) Equity price risk sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to the equity price risk associated with the market value of the Axtel's CPOs at the end of the reporting period. The 10% increase or decrease is the sensitivity scenario that represents management's assessment of the reasonably possible change in the Axtel's share price.

If the Company's share price had been 10% higher:

- Profit and equity for the year ended December 31, 2015 would increase by Ps.37,810.

If the Company's share price had been 10% lower:

- Profit and equity for the year ended December 31, 2015 would decrease by Ps.34,373.

(g) Credit risk management

- Credit risk refers to the risk that counterparty will default on the contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company's exposure and the credit ratings of its counterparties are continuously monitored. Credit exposure is controlled by counterparty limits that are reviewed and approved by the Company, annually.

- Trades receivable consist of a large number of customers, spread across diverse industries and geographical areas throughout Mexico. Ongoing credit evaluation is performed on the financial condition of accounts receivable.

- Apart from companies A and B, the largest customers of the Company, the Company does not have significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The Company defines counterparties as having similar characteristics if they are related entities. Concentration of credit risk related to Company A and B should not exceed 20% of gross monetary assets at any time during the year. Concentration of credit risk to any other counterparty should not exceed 5% of gross monetary assets at any time during the year.

- Company A represented 12%, 5% and 9% of the Company's accounts receivable as of December 31, 2015, 2014 and 2013, respectively. Additionally, revenues associated with Company A for the years ended December 31, 2015, 2014 and 2013 were 4%, 0% and 3%, respectively.

- Company B represented 2%, 1% and 10% of the Company's accounts receivable as of December 31, 2015, 2014 and 2013, respectively. Additionally, revenues associated with Company B for the years ended December 31, 2015, 2014 and 2013 were 4%, 1% and 0%, respectively.

- The Credit risk in investments on demand and in derivative financial instruments is minimal, since the counterparties are banks with high credit ratings assigned by international qualified agencies.

- The Company does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

(h) Liquidity risk management

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with the financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will always have sufficient liquidity to meet liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk damage to the Company's reputation.

Ultimate responsibility for liquidity risk management rests with the Company's board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-, medium- and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring actual and forecasted cash flows.

The following tables detail the Company's remaining contractual maturity for the non-derivative financial liabilities (debt) with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rates at the end of the reporting period. The contractual maturity is based on the earliest date on which the Company may be required to pay.

		Less than 1 year	1-2 years	2-3 years	3-4 years	4-5 years
December 31, 2015						
Variable interest rate instruments	Ps	170,518	32,395	26,091	8,142	6
Fixed interest rate instruments		1,333,841	2,086,527	1,044,447	2,758,644	9,860,087
Capacity lease		141,187	117,562	117,562	88,172	-
	Ps	1,645,546	2,236,484	1,188,100	2,854,958	9,860,093

		Less than 1 year	1-2 years	2-3 years	3-4 years	4-5 years	5+ years
December 31, 2014							
Variable interest rate instruments	Ps	158,499	21,934	13,979	7,702	-	-
Fixed interest rate instruments		1,130,525	1,049,144	1,777,453	898,450	2,372,833	8,594,932
	Ps	1,289,024	1,071,078	1,791,432	906,152	2,372,833	8,594,932

		Less than 1 year	1-2 years	2-3 years	3-4 years	4-5 years	5+ years
December 31, 2013							
Variable interest rate instruments	Ps	29,050	13,571	11,755	4,940	-	-
Fixed interest rate instruments		713,615	752,371	761,727	1,341,575	611,927	7,634,415
Capacity lease		179,171	-	-	-	-	-
	Ps	921,836	765,942	773,482	1,346,515	611,927	7,634,415

The amounts included above for variable interest rate instruments for both non-derivative financial assets and liabilities are subject to changes if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

Fair value of financial instruments

Except as detailed in the following table, the Company's management considers that the carrying amounts of financial assets and financial liabilities recognized in the consolidated financial statements approximate their fair values:

Diciembre 31,	**2015**		**2014**		**2013**	
	Carrying amount	**Fair value**	**Carrying amount**	**Fair value**	**Carrying amount**	**Fair value**
Financial liabilities						
Financial liabilities held at amortized cost:						
Senior Unsecured Notes - maturity in 2017	867,173	868,257	741,758	741,684	659,029	598,069
Senior Unsecured Notes - maturity in 2019	1,750,417	1,750,242	1,497,262	1,497,112	1,330,272	1,063,819
Senior Secured Notes - maturity in 2020	9,371,572	9,370,635	8,016,203	7,775,717	5,160,680	4,889,744
Financing leases	535,423	618,763	602,582	664,440	407,965	400,139
Capacity lease	385,968	326,943	-	-	168,554	172,397

Valuation techniques and assumptions applied for the purposes of measuring fair value

The fair values of financial assets and financial liabilities are determined as follows:

- The fair values of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices.

- The fair values of derivative instruments are calculated using quoted prices. Where such prices are not available, a discounted cash flow analysis is performed using the applicable yield curve for the duration of the instruments or option pricing models as best applicable. Foreign currency forward contracts are measured using quoted forward exchange rates and yield curves derived from quoted interest rates matching maturities of the contracts. Interest rate swaps are measured at the present value of future cash flows estimated and discounted based on the applicable yield curves derived from quoted interest rates and include other adjustments to arrive at fair value as applicable (i.e. for counterparty credit risk).

- The fair values of other financial assets and financial liabilities (excluding those described above) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

(i) Fair value measurements recognized in the consolidated statement of financial position

The Company applies the guidance in IFRS 13, *Fair Value Measurement* ("IFRS 13") to determine the fair value of financial assets and financial liabilities recognized or disclosed at fair value. IFRS 13 requires fair values in addition to those already required or permitted by other IFRS, and is not intended to establish valuation standards or affect valuation practices outside financial reporting. Under IFRS 13, the fair value represents a "Selling Price", which would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date, considering the credit risk the counterparty valuation.

The concept of Selling Price is based on the assumption that there is a market and participants in this for the specific asset or liability. When there are no market and / or market participants, IFRS 13 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority pricing calculations that deal with data entry but significant unobservable (Level 3 measurement).

The three levels of hierarchy are as follows:

- The level 1 data are quoted prices in active markets (unadjusted) for identical assets or liabilities that the Company has the ability to negotiate at the date of measurement. A quoted price in an active market provides the most reliable evidence of fair value and is used without adjustment for determining fair value whenever it is available.

- Level 2 data are data other than quoted prices in active markets that are directly or indirectly observable for the asset or liability that are mainly used to determine the fair value of shares, investments and loans that are not actively traded. Level 2 data include stock prices, interest rates and certain yield curves, implied volatility, credit spreads, and other data, including data extrapolated from other observable data. In the absence of level 1 data, the Company determines fair value by interacting applicable Level 2 data, the number of instruments and / or other relevant terms of the contracts, as applicable.

- Level 3 data are those that are not observable for the asset or liability. The Company uses this data to determine fair value when there is no Level 1 or Level 2 data, in valuation models such as discounted cash flows.

	December 31, 2015			
	Level 1	Level 2	Level 3	Total
Financial assets				
Zero strike calls	378,099	-	-	378,099
Financial liabilities				
Derivative financial liabilities	-	65,222	-	65,222

	December 31, 2014			
	Level 1	Level 2	Level 3	Total
Financial assets				
Zero strike calls	121,999	-	-	121,999
Financial liabilities				
Derivative financial liabilities	-	46,952	-	46,952

	December 31, 2013			
	Level 1	Level 2	Level 3	Total
Activos financieros				
Zero strike calls	142,200	-	-	142,200
Pasivos financieros				
Instrumentos financieros derivados	-	116,658	-	116,658

3.4.3) Treasury Policies

The following information describes the main policies and operational norms of the Company with respect to its investments, cash management, reporting, payments in pesos and other foreign currencies, transfers between accounts and foreign exchange.

Any procedure or operation not contained in these policies should be executed or authorized by the Executive Director or the Director of the area.

I. Investments. Investments are made in instruments with the lowest degree of risk according to each currency:

a) Pesos:

- Documents issued or guaranteed by Mexico's federal government such as Cetes, floating bonds (bonos de desarrollo) and IPB bonds, which have a maturity of no more than 365 days after their acquisition.
- Other Instruments issued by federal entities in pesos or US dollars that have the explicit backing of the federal government of Mexico such as the UMS (international bonds in dollars or other currencies backed by the federal government of Mexico) with a maturity of no more than 365 days after their acquisition.
- Certified deposit checking accounts and peso-denominated banker acceptances as long as these operations are in the "*Reporto*" category type of investment. Investments by means of purchasing investment papers in direct, that is to say, not reported by the bank or counterpart are prohibited; since it is the bank or counterpart taking the risk.
- Commercial Documents within less than 365 days issued by private institutions, as long as they have a AAA rating by Standard and Poor's or its equivalent by Moody's or Fitch Ratings Investment.
- Funds with daily or weekly liquidity with scores of at least AA / A-3 by Standard and Poor's or its equivalent by Moody's or Fitch Ratings Investment.

- Transactions above mentioned are only executed with financial institutions with which we have a business relationship and/ or with the top ten financial institutions of the country based on their capital.
- Rates of return gained have to be in accordance with market conditions established through a benchmark by printing such indicators from the Bloomberg screen, or similar, on which the current market rates are indicated.

b) Dollars:

- Paper issued by the federal government of the United States such as "Treasury Bills", and any other obligations issued by federal agencies of the United States with a maturity of not later than 365 days after its acquisition.
- Check accounts, deposit certificates and bank acceptances, euro deposits and other investments denominated in dollars with a rating of "A1/P1" from Standard and Poor's, or its equivalent by Moody's or Fitch Ratings, with a maturity of not later than 365 days.
- Commercial paper, notes and promissory notes issued by public companies of Mexico, United States and Europe with a rating of "A1/P1" from Standard and Poor's, or its equivalent by Moody's or Fitch Ratings, with a maturity of not later than 365 days.
- "Money market" investment accounts with public institutions of Mexico, United States and Europe and whose capitalization value or stockholders' equity place them among the 10 largest banks or financial institutions in their respective country. The Company may also make investments with public or private financial institutions with a rating of "AA" or higher from Standard and Poor's, or its equivalent from Moody's. Investments on this type of investment accounts shall have daily fund liquidity.
- Rates of return obtained shall be according to market conditions, and therefore a "benchmark" shall have to be established through the printing of Bloomberg system screen, or similar, on which the current market rates are indicated.

c) Responsible:

- Investments in pesos or dollars may be made by any of the following individuals subject to the following restrictions:
  a) Chief Financial Officer - investments with maturity of maximum three hundred and sixty-five days.
  b) Head of Department - investments with a maturity of maximum 180 days.
  c) Treasury Manager - investments with a maturity of maximum thirty days.
  d) Flow Management Specialist - investments with a maturity of maximum seven days.
  e) Investments in investment funds may only be made or authorized by the Corporate Executive Officer or Head of Department.

II. Cash Management. The administration of funds and liquidity is executed through SAP treasury system, where all balances and transactions realize and performed by in the Company are integrated. All checking accounts and investments are subject to the following procedures:

a) Procedures:

- Electronic files of the banking systems will be extracted via internet or modem at least once a day, and will be used for the integration of the total balances and movements of the checking accounts and investments of the company, to determine the daily treasury position. In case there is not a particular system for a particular account, there will be a manual conciliation of such account, keeping the respective documented support in file (electronic account statement);
- Once the total balances have been conciliated, they will proceed to reconcile the provisions originated from the system of SAP, in order to determine the accounts to be funded in accordance with its requirements (negative accounts);
- After accounts have been funded, they will notify the treasury to create the position and cash flow reports.

b) Responsible:

- This will be responsibility of the Flow Management Specialist. In his absence, the Cash Management Analyst will be in charge.

III. Reporting. The generation of reports is made by processing files generated by SAP treasury systems, in order to determine the cash flow and liquidity position, along with the real and projected cash flow; also to send support information to different areas such as accounting, human resources, income assurance, etc. The following table describes which reports should be generated, the frequency and the person in charge.

	Report Type	***Frequency***	***Responsible***
i)	Cash position	Daily - send to Chief Financial Officer, Director of area and Treasury internal	Treasury Manager
ii)	Actual Cash Flow	Daily - send to Chief Financial Officer, Director of area and Treasury internal	Treasury Manager
iii)	Projected cash flow	Weekly- send to Chief Financial Officer, Director of area and Treasury internal	Treasury Manager

The cash position and the cash flow are daily sent to the Finance Executive Director for assessment

IV. Payments in pesos and other currencies. All payments made by the Treasury Department shall have the appropriate authorization according to the following procedures:

a) ***Procedures***:

- Payments to be made via paper request shall have the corresponding signatures from the person and/or department requesting it, as well as the seal and number of registration by the Accounts Payable Department.
- Payments to be made via paper request shall have a purchase order to support the payment. Otherwise, they shall contain the signature of the Director of the department making the request.
- Payments to be made via electronic transfer must be requested through a list signed by the area of Accounts Payable indicating the company that shall make the payment, as well as the account to be charged from the Treasury Department indicating the total amount to be dispersed, which shall be the same as in the definitive and authorized proposal from the Treasury Department.
- In case of rejection of any payment, the Treasury Department by means of funds management shall inform to the Accounts Payable Department in order to follow the corresponding procedure for the payment subject to rejection by means of drawing a check or new transfer as the case may be.
- Payment for duties, taxes, services and similar payments shall have the seal from the Accounts Payable Department, prior review, signature and seal from the Accounts Payable Department.
- With respect to the payment of payroll, they shall be signed by the Director of Operating Human Resources after its record in SAP. The dispersion file shall be generated in the SAP system for its prior electronic processing in the Bank and which shall never be via USB.
- All requests shall be received by the Treasury Department at least one day for its assessment and execution. In the event of exceptions it shall be notified via email to the Treasury Department one day prior to the payment date.

b) Responsible:

- All payments, without exception, shall be made with at least two signatures as a minimum.
- The Flow Management Specialist and Fund Management Analyst - are responsible for payment registration.
- The Area Director or Treasury Manager - are responsible for authorization and release of payments, in the absence of any, the payments could be released by the Corporate Finance Manager.

V. Transfers between Accounts.

a) Procedures:

- The transfers between Company accounts and their subsidiaries will be realized by means of the systems of electronic banking without the need to have a transfer request.
- Should there be no system to execute these transactions, then they will be executed via check.

- Each transfer will have to be executed by means of the joint signature of two authorized executives such as Analysts, Manager of Treasury and Director of Administration.
- In relation to the transfers to be realized between the Company and their subsidiaries, these will have to contain the legend (payment for services rendered).

b) Responsible:

- This will be responsibility of the Flow Management Specialist. In his absence the Cash Management Analyst will be in charge.
- All transfers, without exception, should be made with at least two signatures.

VI. Foreign Exchange Transactions.

a) Procedures:

- Trading foreign exchange may be made with the following institutions as counterparts:
  a) Public institutions of Mexico, United States of America and Europe, whose market capitalization, or equity, locate them between the 10 larger banks and financial institutions in their country of origin.
  b) Financial institutions being public or private have a credit rating of "AA" or higher by Standard and Poor's or Moody's.
  c) With Base Internacional Casa de Bolsa S.A. ("Base"), Banco Monex, S.A., Institución de Banca Múltiple ("Monex"), Vector Casa de Bolsa, S.A. de C.V. ("Vector") and Actinver Casa de Bolsa, S.A. de C.V. ("Actinver").
- With regard to foreign exchange operations for the purchase and sale of foreign currency with the institutions mentioned in point c), it is an essential requirement that such entities settled the operation before Axtel and/or its subsidiaries do, this is, the Exchange House "pays first".
- With regard to foreign exchange operations with banks, the liquidation of Axtel and subsidiaries may be in a pre-paid basis except as otherwise agree in the operation, after the establishment of a line of credit from the Bank.
- The purchase of foreign currency in transfers other than to dollar may be pre-paid after the sending an email from the financial institution with the invoice detailing the data transfer, which may be paid in pesos and in dollars.
- Foreign exchange operations shall be within market price, so at the time of closing of the transaction the Company shall get an exchange-rate quote through the printing of the Bloomberg system screen, or from some other different institution with whom the transaction has been closed in order to establish a "benchmark".

b) Responsible:

- Treasury Manger's responsibility and in his absence, it will be the Cash Management Analyst's duty.

VII. Issuance of checks

a) Procedures:

- With the exception of employee checks, all other third party checks will necessary have the following disclaimer: "for deposit only".
- Checks will have to be printed in security paper provided by the chosen financial institution and in accordance with the CECOBAN parameters.

b) Responsible:

- The signing of checks with no exception will be done jointly.
- Checks must be signed jointly by a Signature 1 and Signature 2, according to the following conditions:

  a) Checks for suppliers payment under $ 500,000 MXP

Signature 1	Signature 2
Head of Department	Director of Administration
Treasury Manager	Director of Financial Planning

Flow Management Specialist	Revenue Assurance Manager

b) Checks for suppliers payment over $500,000 MXP

Signature 1	Signature 2
Head of Department	Director of Administration
Treasury Manager	Director of Financial Planning
	Revenue Assurance Manager

c) Checks for maintenance payment of civil judgments

Signature 1	Signature 2
Head of Department	Director of Administration
Treasury Manager	Director of Financial Planning
Flow Management Specialist	Revenue Assurance Manager

d) Checks for severance payments.

Signature 1	Signature 2
Head of Department	Director of Administration.
Director of Administration.	Director of Financial Planning
Director of Financial Planning	Revenue Assurance Manager
Treasury Manager	

VIII. Derivative Instruments Management Policies

a) Basic Principles:

- Finance's mandate is to support the execution of the business strategy and not to speculative.
- Therefore, derivatives only as exposure coverage.

b) Transactions Profile:

- Underlying. Just FX and interest rate.
- Instruments. Only conventional, Not exotic nor toxic - only swaps, forwards and options.
- Margin Calls. Minimize them and in case of existing, they shall not compromise the liquidity position of the company.
- Counterparts:
  a) Rating at least "AA" from Standard and Poor's, or its equivalent from Moody's.
  b) Approved on a case by case basis by Risk Committee.
  c) To have an ISDA Agreement*.
  d) To have at least two quotes.

c) Risks Committee:

- Composed of Executives with financial experience and presided by the Corporate Director.
- Roles:
  a) To approve policies and procedures.
  b) To evaluate and to issue a recommendation on the transactions.
  c) To submit the transactions for authorization of the CEO.
- Members: Felipe Canales, Andrés Velázquez, Adrián de los Santos, Jose Antonio Velasco and Gilberto Flores.

d) Authorization Process:

- The authorization process depends on the notional amount:
  a) Transactions exceeding $30M USD are evaluated by the Risk Committee and approved by the CEO
  b) Transactions of less than $30M USD are evaluated by the Corporate Officer and approved by the CEO.

e) Administrative Control

- Each transaction shall be properly documented:
- Rational - risk cover, appropriateness of the instrument, etc.
- Economic profile - notional, term, sensitivity to changes in the underlying, etc.
- Authorization signatures.

3.4.4) Controls and Procedures applicable to the years 2015, 2014 and 2013

The Company, through its administration area, has established adequate policies and procedures for internal control purposes in order to assure reasonable security; that all operations are carried out registered and informed in compliance with such policies established according to the regulations and criteria of IFRS. The Company considers that it's leading technological information platform, along with its organizational structure, offer the tools and skills necessary to apply such policies and procedures correctly. Likewise, the Company has established and periodically applies internal auditing procedures to its different operational workflows.

The Company's internal control is regulated by several policies and procedures that go from the delivery service the Company offers, to the goods and services procurement supply chain. The following are some of such policies.

- ***Expenses and Procurement Policies***. The objective of this policy is to assure that all costs or expenses incurred are in accordance with the Company's interest and its strategies, being delegated its authorization at the executive level. This policy includes from the allocation of budget that contemplates the expenditure in some determined item, until the delivery of or the service to be acquired, passing through a series of filters such as: the selection of a determined supplier, payment term agreed upon, the mode of payment and its execution. The expense and investment budget is authorized in the corporate offices of the Company. The expense budget considers the way we request for authorization, as well as the executive disregarding the amount; it requires prior authorizations before the delivery of the request for a capital investment project (SOPI for its Spanish translation). Any project that is not within the original budget will have to be authorized by top level management of the Company.

- ***Accounting Accounts Policy.*** It contemplates the classification and description of the Catalogue of accounts, which include the classification by account number, and describes the use of each account which comprises the verification balance sheet, in accordance with the IFRS.

- ***Uncollectable Reserve Accounts Policy.*** The objective of this policy is to supervise the collection of the portfolio of accounts to acquire and to establish the provisions required accurately. This policy establishes the necessary requirements for the determination of the provision of uncollectable accounts, and informs the accounting records to be carried out by means of certain provisions and the tax treatment to be applied at the time of the cancellation of the uncollectable accounts.

- ***Investments and Cash Policy.*** This policy has the purpose of providing a guide and frame of action to the treasury of the company, in which the operation mechanics to follow are indicated, as well as in the instruments and terms to invest the excess cash available.

- ***Derivatives or SWAPS.*** Before entering into contracts to cover exchange risks, the Company evaluates the credit quality of its counterparts. The credit risk represents the accounting loss that would be reflected if the corresponding counterparts do not fulfill the agreed upon contract. The Company does not anticipate any breach on the part of its counterparts.

3.5) Estimates, Provisions and Critical Accounting Policies

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the period. These assumptions are reviewed on an ongoing basis using available information. Actual results could differ from these estimates.

Underlying estimates and assumptions are reviewed regularly. Accounting estimates changes are prospectively recognized.

Information about judgments made in applying accounting policies that have the most significant effects on the amounts in the consolidated financial statements is included in the following notes:

a) Useful lives of property, systems, and equipment - The Company reviews the estimated useful life of property, systems and equipment at the end of each annual period. The degree of uncertainty related to the estimated useful lives is related to the changes in market and the use of assets for production volumes and technological development.

   Starting on January 1, 2015 and, as a result of several comprehensive analysis about changes in the technology of certain assets and new estimates of useful life, the Company adjusted the useful lives of network infrastructure mentioned below:

Type of Network equipment	**Previous useful life**	**New useful life**
Commutation	3 to 10 years	5 to 12 years
Power plant and A/C	3 years	5 years
External equipment	10 years	12 years
Transmission	3 to 10 years	5 to 12 years
Fiber optic	10 years	12 years

   The adjustment indicated above has been applied prospectively as a change in accounting estimate, resulting in a decrease of approximately Ps.526,675 in depreciation expense compared to 2014.

b) Impairment of non-financial assets - When testing assets for impairment, the Company requires estimating the value in use assigned to property, systems and equipment, and cash generating units. The calculation of value in use requires the Company to determine future cash flows generated by cash generating units and an appropriate discount rate to calculate the present value thereof. The Company uses cash inflows projections using estimated market conditions, expected future prices of products and volumes of expected services and sales. Similarly, for discount rate and perpetuity growth purposes, the Company uses market risk premium indicators and long-term growth expectations of markets where the Company operates.

c) Allowance for doubtful accounts - The Company uses estimates to determine the allowance for doubtful accounts. The factors that the Company considers to estimate doubtful accounts are mainly the customer's financial situation risk, unsecured accounts, and considerable delays in collection according to the credit limits established.

d) Contingencies - The Company is subject to contingent transactions or events on which it uses professional judgment in the development of estimates of occurrence probability. The factors considered in these estimates are the current legal situation as of the date of the estimate, and the external legal advisors' opinion.

e) Deferred tax assets - Deferred tax assets are recognized for the tax loss carryforwards to the extent management believes it is recoverable through the generation of future taxable income to which it can be applied.

f) Financial instruments recognized at fair value - In cases where fair value of financial assets and liabilities recorded in the consolidated financial statement do not arise from active markets, their fair values are determined using valuation techniques, including the discounted cash flows model. Where possible, the data for these models are supplied from observable markets, otherwise a degree of discretionary judgment is required to determine fair values. These judgments include data such as liquidity risk, credit risk and volatility. Changes in the assumptions related to these factors may affect the amounts of fair values for financial instruments.

g) Financial cost of debt – In cases where debt is contracted and within contractual conditions there are incremental interest rates according to term, The Company uses the weighted average interest rate method to calculate and recognize interest expense of any period, based on the assumption that debt will not be prepaid or renegotiated before maturity.

h) Income taxes effects from uncertain tax positions are recognized when there is a high probability that the criteria will be based on its technical merit and assuming that authorities will review each position and have complete knowledge of the relevant information. These positions are valued on the basis of a cumulative probability model. Each position is considered individually, without considering its relationship with another tax procedure. The high probability indicator represents an affirmation of the administration that the Company is entitled to the economic benefits of the tax position. If a tax position is considered low probability of being supported, the benefits of the position are not recognized. Interest and penalties associated with unrecognized tax benefits are part of income taxes expense in the consolidated statements of income.

i) Leases - Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

4) MANAGEMENT

4.1) External Auditors

The independent auditors of the Company are KPMG Cárdenas Dosal, S.C., which their offices are located in Oficinas en el Parque-Torre II, Blvd. Díaz Ordaz 140 Pte, Piso8, Col. Santa María, 64650 Monterrey, Nuevo Leon. KPMG was designated by the Board of Directors of the Company in its full and legal capacity.

Since 1999, the public practice of KPMG Cardenas Dosal has performed as external auditors for the Company. In the last three fiscal years they have audited the Company and they have not issued a conditional opinion or a negative opinion nor have they stopped from making an opinion about the financial statements.

Historically, the certified public accounts from our external auditors, KPMG Cárdenas Dosal, S.C., that have signed the opinion on our financial statements have been:

Years	Certified Public Accountant
2000 - 2006	Rafael Gómez Eng
2007 - 2013	Leandro Castillo Parada
2014 - 2015	R. Sergio López Lara

The Auditing and Corporate Practices Committee approves the annual hiring of the independent external auditor. The external auditor presents the Company with a project that is reviewed and approved by the Company and evaluates annually and on occasion complements with specific activities that the board or the administration of the Company requires. The Company reviews that the auditor is within the four largest auditing companies that is not a part of a situation or an event that could question its impartiality, prestige or the experience of their own activities and that its economic requirements are according to market pricing, among others. Once the Company has evaluated the auditor and acknowledges the project, the proposal it is then presented to the Auditing and Corporate Practices Committee for their final approval.

During 2015, KPMG Cardenas Dosal S.C. provided the Company the following services with their respective compensation:

Fees related to Auditing services	$1.7 million
Fees for tax and other related services	$0.5 million
TOTAL	$2.2 million

4.2) Certain Relationships and Related Transactions

Banamex Agreements

- At the end of 2014, Banamex was no longer considered as related party, since it has disposed of the shares held in the Company, and not meet any other requirement to be considered as such, according to IFRS.

Other Transactions:

- In March and May 2000, Axtel and Gemini, S.A. de C.V. (a company controlled by Alberto Garza Santos, one of our shareholders) entered into lease agreements for the lease of land and property on which our corporate offices and a switch are located. In 2007, the agreement was modified and signed between Axtel and Delta Inmobiliaria y Valores, S.A. de C.V. (formerly Inversiones DD, S.A. de C.V.). For the years ended December 31, 2015 and 2014, the Company paid Delta Inmobiliaria y Valores approximately Ps. 34.9 million and Ps. 29.7 million, respectively, in rental payments under these leases.

- In April 2002, Axtel and Instalaciones y Desconexiones Especializadas, S.A. de C.V., a company controlled by Alberto Santos Boesch, a shareholder and member of our board of directors, entered into a services agreement for the provision of installation services with regard to customer premise equipment. For the years ended December 31, 2015 and 2014, the Company paid them approximately Ps. 18.0 million and Ps. 30.2 million, respectively, in fees for services.

We believe the contracts mentioned above reflect arm's length terms.

4.3) Senior Management and Shareholders

Pursuant to the Company's bylaws and Mexican law, the Board of Directors is composed of 15 regular members and 4 alternate directors, since the date of the merger. Six board members and one alternate director are independent pursuant to Mexican Securities Market Law. The Audit and Corporate Practices Committee is currently comprised of three regular members and one alternate director. Pursuant to our bylaws and Mexican law, the members of the Board of Directors remain in office for thirty days after their resignation or conclusion of the term to which they were appointed unless replaced; the Board of Directors may appoint interim directors.

The following table presents updated information regarding the members of the board of directors and executive officers:

Name	Position
Álvaro Fernández Garza(2)	Co-Chairman of Board of Directors
Tomás Milmo Santos(2)	Co-Chairman of Board of Directors
Rolando Zubirán Shetler	Chief Executive Officer
Rogelio Ancira Garza	Executive Director – Technology & Innovation
Adrián Cuadros Gutiérrez	Executive Director – Commercial IT
Felipe Carlos Canales Tijerina	Executive Director – Finance
Andrés E. Cordovez Ferreto	Executive Director – Infrastructure & Operations
Antonio De Nigris Sada	Executive Director – Mass Market Segment
Bernardo García Reynoso	Executive Director – Planning & Development
Alejandro Irigoyen Ríos	Executive Director – Systems & Processes
Ricardo J. Hinojosa González	Executive Director – Enterprise Segment
Raúl Ortega Ibarra	Executive Director – Legal & Regulatory
José Eloy Valerio Treviño	Executive Director – Human Resources
Arturo Vázquez Silveyra	Executive Director – Strategic Government Accounts
Salvador Alva Gómez(1A)	Director
Alejandro Miguel Elizondo Barragán(2)	Director
Francisco Garza Egloff(1)	Director
Juan Ignacio Garza Herrera(1)	Director
Armando Garza Sada(2)	Director
Fernando A. González Olivieri(2)	Director
Bernardo Guerra Treviño(1A)	Director
Ramón Alberto Leal Chapa(2)	Director
Enrique Meyer Guzmán (1A)	Director
Thomas Lorenzo Milmo Zambrano(2)	Director
Paulino José Rodríguez Mendívil(2)	Director
Ricardo Saldívar Escajadillo(1)	Director
Alberto Santos Boesch(2)	Director
José Antonio González Flores(2)	Alternate Director
Patricio Jiménez Barrera(2)	Alternate Director
Mauricio Morales Sada(1A)	Alternate Director
Mario Humberto Páez González (2)	Alternate Director

(1) Independent Director.
(2) Member of Audit and Corporate Practices Committee.
(A) Member of Audit and Corporate Practices Committee.

The aforementioned directors were appointed as members of the Board of Directors at the Annual General Shareholders Meeting held on January 15, 2016.

Set forth below is a summary of the business experience, functions and areas of expertise of our main officers, current directors and alternate directors of Axtel. The business address for each of our current directors, alternate directors and senior management is Blvd. Díaz Ordaz km. 3.33 L-1, Col. Unidad San Pedro, San Pedro Garza García, N.L., México, CP 66215.

Álvaro Fernández Garza. Co-Chairman of Axtel's Board of Directors since February 2016. Alfa's CEO. Board Member of Alfa, Alpek, Nemak, Cydsa, Grupo Aeroportuario del Pacífico, Vitro, Universidad de Monterrey (UDEM), Universidad de Georgetown (Latin American Board) and Museo de Arte Contemporáneo de Monterrey. Chairman of the Board of the Roberto Garza Sada Center of the UDEM.

Tomás Milmo Santos. Co-Chairman of Axtel's Board of Directors since February 2016. Board Member of Cemex, the Instituto Tecnológico y de Estudios Superiores de Monterrey and Promotora Ambiental. He is Chairman of the Board of Tec Salud and Alianza Educativa Ciudadana por Nuevo León.

Rolando Zubirán Shetler. Chief Executive Officer. CEO of Alestra from 1999 through February 2016. With more than 30 years of experience in the Latin American telecommunications market, he has held various management positions in Mexico, Brazil, and Argentina. He is an Industrial Engineer from the Universidad Nacional Autónoma de México, he has a Master's of Science in Operations Research from the University of Southern California, and he is a Doctor in Philosophy, specialized in Management, by the Universidad Autónoma de Nuevo León.

Rogelio Ancira Garza. Executive Director of Technology and Innovation. Prior to joining Axtel, he worked as Director of Technology and Innovation at Alestra, which he joined in 1996, and where he held the positions of Director of the Small Business and Consumer Unit and Director of Systems. He has a Bachelor's in Computational Systems Management from the Instituto Tecnológico de Estudios Superiores de Monterrey, and an MBA from the University of Austin, Texas.

Adrián Cuadros Gutiérrez. Executive Director of Commercial IT. Before joining this company, he worked for Alestra since 1996, where he was responsible for IT Sales Management and Director of Sales for Institutional Accounts. He is a graduate of Engineering in Electronics and Communications from the Instituto Tecnológico de Estudios Superiores de Monterrey, and holds an MBA from the Instituto Tecnológico de Estudios Superiores de Monterrey, as well as having completed the Executive Program at IPADE.

Felipe Carlos Canales Tijerina. Executive Director of Finance. Held this role at Axtel from 2009 through January 2016. He was Director of Finance and Management at Sigma, a subsidiary business of Alfa. He held various executive positions during his 30-year career at Alfa. He was a member of the Board of Directors at Alestra, Director of Corporate Planning and Economic Studies and Corporate Treasurer at Alfa. He graduated in Industrial Engineering from the Instituto Tecnológico de Estudios Superiores de Monterrey, and has an MBA from Wharton School at the University of Pennsylvania.

Andrés Eduardo Cordovez Ferretto. Executive Director of Infrastructure and Operations. Acted as Executive Director of Technology and Operations at Axtel from 2013 through January 2016. Before, he was Director of Information Technology and Processes. During his 24 years of professional experience, he has held various executive positions in diverse national and multinational telecommunications, financial, and service companies. He is a Computer Systems Engineer from the Instituto Tecnológico de Estudios Superiores de Monterrey, and completed the Executive Program at IPADE.

Antonio De Nigris Sada. Executive Director of Mass Market Segment. Held various positions within Axtel, such as Executive Director of Consumer Affairs, Northern Regional Director for the Mass Market, Director of Operations, and Director of Service Delivery at a national level since September 1999. Before joining Axtel, he acted as Director of Banking Business and Negotiations at BITAL (now HSBC) and in Financial Leasing Institutions (Prime Internacional). He graduated as an Industrial Engineer from Anáhuac University.

Bernardo García Reynoso. Executive Director of Planning and Development. Joined Alfa in 1985 and Alestra in 1996 where he performed various roles such as Director of Business Sales, Director of Residential Business Unit, Director of Sales to Large Businesses and Affiliates, Director of Sales Management and Commercial Strategy, Director of Strategic Alliances, Sub-Director of Human Resource Planning, and Director of Management and Human Resources. He is a graduate of Industrial and Systems Engineering from the Instituto Tecnológico de Estudios Superiores de Monterrey, and has an MBA from the IMD Business School in Lausanne, Switzerland.

Alejandro Irigoyen Ríos. Executive Director of Systems and Processes. Joined Alfa in 1975 and Alestra in 1996 where he acted as Director of Operations and Systems and as leader of the Innovation Program. He holds a Bachelor's in Engineering and Business Management from the Universidad Autónoma de Nuevo León, and a Master's in Science from the University of Utah; he also completed IPADE's AD2 Executive Business Program.

Ricardo J. Hinojosa González. Executive Director of Enterprise Segment. Joined Alfa in 1988. Later, in 1997, he joined Alestra, where he acted as Commercial and Marketing Director and held various executive positions in the areas of Marketing, Corporate Sales, and Planning. He is a Computer Systems Engineer trained from the Instituto Tecnológico de Estudios Superiores de Monterrey, and he has an MBA specializing in Marketing from the University of California.

Raúl Ortega Ibarra. Executive Legal and Regulatory Director. Acted as Director of Regulatory Issues for AT&T in Mexico and joined Alestra in 1996, where he had responsibility in various areas such as the International Business and Communications Unit. He is a graduate of Public Accounting from the Universidad Iberoamericana, with studies in Political Economy and Management at Stanford University.

José Eloy Valerio Treviño. Executive Director of Human Resources. He has 30 years' work experience, 20 of which are in director roles. He was Chairman of the Executive Association of Human Resources (ERIAC), Board Secretary for the North American Human Resource Management Association (NAHRMA), and Board Member for academic, governmental and non-governmental organizations. Within Axtel, he was Director of Human Resources, Executive Director for Management and Human Resources, and Executive Director of Talent and Organizational Culture. He has a Bachelor's in Management from the Universidad Autónoma de Nuevo León and an MBA from the Instituto Tecnológico y de Estudios Superiores de Monterrey.

Arturo Vázquez Silveyra. Executive Director of Strategic Government Accounts. Joined Axtel in 1999 where he acted as Business Sales Manager and formed a commercial business sales team. During a 16-year career at Axtel he held various executive positions in Corporate Sales and Customer Service in the Northwest region. He has been Director of Sales and Service of Monterrey, Business and Government Sales and Service for the North region, and Federal, State, and Municipal Government Sales and Service. He is a Board Member for COPARMEX, Cámara Americana de Comercio de N.L., CANIETI, CIAPEM and CUDI. He is an Engineer in Computer Systems from the Universidad Regiomontana, and has an MBA from the Instituto Tecnológico y de Estudios Superiores de Monterrey.

Salvador Alva Gómez. Axtel board member as of February 2016. President of Sistema Instituto Tecnológico y de Estudios Superiores de Monterrey. Member of the board at Endeavor and Proeza.

Alejandro Miguel Elizondo Barragán. Axtel board member as of February 2016. Director of Development at Alfa. Member of the board for Arca Continental, Banregio Grupo Financiero, Indelpro and Polioles.

Francisco Garza Egloff. Axtel board member as of February 2016. CEO of Arca Continental. Serves on the board for Grupo Industrial Saltillo, Grupo AlEn, Banco Banregio and Banco Holandés Rabobank, as well as the Engineering and Architecture Division at the Instituto Tecnológico y de Estudios Superiores de Monterrey and the Fundación UANL.

Juan Ignacio Garza Herrera. Axtel board member as of February 2016. CEO of Xignux. Board member of BBVA Bancomer (North-east region), Consejo Mexicano de Hombres de Negocios (CMHN), UDEM, ICONN, Cleber and Instituto Nuevo Amanecer.

Armando Garza Sada. Axtel board member as of February 2016. President of the board for Alfa, Alpek and Nemak. Board member for CEMEX, FEMSA, Frisa Industrias, Grupo Financiero Banorte, Grupo Lamosa, Liverpool, Proeza and Instituto Tecnológico y de Estudios Superiores de Monterrey.

Fernando Ángel González Olivieri. CEO of CEMEX.

Bernardo Guerra Treviño. Founding member of Morales y Guerra Capital Advisors (MG Capital). Member of the board of Promotora Ambiental and for Banco Ahorro Famsa.

Ramón Alberto Leal Chapa. Axtel board member since February 2016. Director of Finance at Alfa. Member of the Executive Board of the UDEM.

Enrique Meyer Guzmán. Axtel board member since February 2016. CEO of Cemix and of Ovniver. Member of the boards of the UDEM, Bancomer, Banamex, Instituto Tecnológico y de Estudios Superiores de Monterrey, EGADE, Farmacias Benavides and CAINTRA.

Thomas Lorenzo Milmo Zambrano. Co-Founder and President of Javer and Incasa Group; President of the Board of Directors and CEO of Carbonífera San Patricio and Carbón Industrial.

Paulino José Rodríguez Mendívil. Axtel board member since February 2016. Director of Human Resources at Alfa. Board member of Campofrío Food Group. Member of the National Board of COPARMEX and of Consejo Coordinador Empresarial.

Ricardo Saldívar Escajadillo. Axtel board member since February 2016. President and CEO of The Home Depot México. Board member of FEMSA, Cluster de Vivienda Monterrey, Asociación Nacional de Tiendas de Autoservicio y Departamentales (ANTAD), American Chamber of Commerce (Monterrey) and Talent and Culture Committee of the Instituto Tecnológico y de Estudios Superiores de Monterrey.

Alberto Santos Boesch. CEO of Empresas Santos. Board member of Grupo Tres Vidas Acapulco, Grupo Maseca, Interpuerto de Monterrey, Fundación Santos and de la Garza Evia, Instituto Nuevo Amanecer, UDIA A.C. and En Nuestras Manos.

José Antonio González Flores. Alternate Director of Axtel since February 2016. Executive Vice President of Finance for CEMEX.

Patricio Jiménez Barrera. Board Member of the Sociedad Financiera de Crédito Popular Nacional and Operadora de Servicios Mega.

Mauricio Morales Sada. Alternate Director of Axtel since February 2016. President and founder of MG Capital. Member of the Executive Comittee of the Business Development Program of the Instituto Tecnológico y de Estudios Superiores de Monterrey.

Mario Humberto Páez González. Alternate Director of Axtel since February 2016. CEO of Sigma Alimentos. Board Member of Campofrío Food Group.

A description of the relationship of some of the members of the Board of Directors and some of the Executive officers of the Company is presented as follows:

- Alvaro Fernandez Garza is cousin of Armando Garza Sada.
- Tomás Milmo Santos is the son of Thomas Lorenzo Milmo Zambrano, cousin of Alberto Santos Boesch and Patricio Jiménez Barrera’s brother-in-law.

Powers of the Board of Directors

The following are the main functions of the Board of Directors and its Committees:

The Board of directors is responsible for the legal representation of the Company and is authorized to perform any act which is not expressly reserved to the shareholders. Under the LMV, some of the main matters that must be approved by the board include:

- Transactions with related persons that arise from the regular course of operations of the Company;
- Acquisitions or transfers of a substantial part of the assets of the Company;
- The granting of guarantees with respect to third party obligations, and
- Other relevant transactions.

The meetings of the board of directors are deemed legally convened when the majority of its members are present and its resolutions are valid when adopted by vote of a majority of directors present whose personal interests with respect to a particular case are not contrary to the Company. The Chairman of the Board of Directors has the casting vote in case of a tie.

Under the LMV, the board of directors must resolve on the following matters, among others:

- Establish the overall strategy of the Company;
- Approve, subject to prior review of the audit committee, (i) the policies and guidelines for the use of the property the Company by related persons, and (ii) each individual transaction with related persons the Company might intend to carry out, subject to certain restrictions, and any transaction or series of unusual or nonrecurring transactions involving the acquisition or disposition of property, the granting of guarantees or assumption of liabilities totaling not less than 5% in the consolidated assets of the Company;
- The appointment and dismissal of the general director of the Company, and policies for the appointment of other key officers;
- The financial statements, accounting policies and guidelines on internal control of the Company;
- The hiring of external auditors; and
- Approve the disclosure policies of relevant events.

The LMV requires the board members to have duties of care and loyalty.

The duty of care means that the directors of the Company must act in good faith and in the best interest of it. The directors of the Company are required to ask the CEO, managers and external auditors for any relevant information reasonably required for decision making. Board members meet their duty of care primarily through attendance at meetings of the Board and its committees, and the disclosure during such sessions, of any important information obtained by them. The directors who fail in their duty of care may be jointly liable for the damages caused to the Company or its subsidiaries.

The duty of loyalty means that directors of the Company must maintain confidentiality regarding information which they acquire by reason of their positions and should not participate in the deliberation and vote on any matter in which they have a conflict of interest. Directors will incur disloyalty against the Company when they obtain economic benefits for themselves, when knowingly promote a particular shareholder or group of shareholders, or take advantage of business opportunities without a waiver from the board. The duty of loyalty also means that directors must (i) inform the audit committee and external auditors all the irregularities of acquiring knowledge during the performance of their duties, and (ii) to refrain from spreading false information and order or cause it to skip the registration of transactions by the Company, affecting any concept of its financial statements. The directors who fail in their duty of loyalty may be subject to liability for damages caused to the Company or its subsidiaries as a result of acts or omissions described above.

Board members can be subject to criminal penalties consisting of up to 12 years imprisonment for committing acts of bad faith involving the Company, including the alteration of its financial statements and reports.

Responsibility for damages resulting from the violation of the duties of care and loyalty of directors may be exercised by the Company or for the benefit of it by shareholders who individually or collectively, hold shares representing 5% or more of its capital stock. Criminal proceedings may only be brought by the *Secretaría de Hacienda y Crédito Público* ("SHCP") after hearing the opinion of the CNVB.

Board members will not incur in the responsibilities described above (including criminal liability) if, acting in good faith, they: (i) observe the requirements established by applicable laws for the approval of matters concerning the board of directors or its committees, (ii) make decisions based on information provided by relevant officers or others whose capacity and credibility are not subject to reasonable doubt, and (iii) select the most suitable alternative to the best of their knowledge and belief, or the negative economic effects of the alternative selected were not foreseeable.

Audit and Corporate Practices Committee

Under the LMV, the board of directors may be assisted by one or more committees in their oversight functions.

For purposes of corporate practices, the committee must (i) provide feedback to the Governing Board on matters within its competence, (ii) seek the advice of independent experts whenever it sees fit, (iii) convene meetings of shareholders, (iv) support the Board of Directors in preparing annual reports and compliance with the obligations of information delivery, and (v) prepare and submit to the Governing Board an annual report on its activities

In its audit functions in accordance with the LMV, the authority of the committee includes (i) evaluate the performance of external auditors, (ii) to discuss the financial statements of the Company, (iii) overseeing internal control systems (iv) evaluate the conclusion of transactions with related persons, (v) request reports to relevant officers as it deems necessary, (vi) report to the board all the irregularities of acquiring knowledge, (vii) receive and analyze comments and observations made by the shareholders, directors and key officers, and perform certain acts that to their best judgment become pertinent in connection with such observations, (viii) convene shareholders' meetings, (ix) evaluate the performance of the CEO of the Company and (x) prepare and submit an annual report of its activities to the Governing Board.

In accordance with the LMV and the bylaws of the company, the audit committee and corporate practices should be composed solely of independent directors and at least three members of the Board of Directors.

As of this date, the audit and corporate practices committee of the Company consists of Bernardo Guerra Treviño, Enrique Meyer Guzmán, Salvador Alva Gómez and Mauricio Morales Sada.

Compensation

During the fiscal year concluded on December 31, 2015, the compensation that the Company paid its board members and executives totals approximately $259 million pesos. In January 2016, a provision for employee benefits was registered for $137 million pesos.

4.4) Company's Bylaws and Other Agreements

Shareholders Meetings and Voting Rights

The general shareholders meetings may be ordinary or extraordinary. At each general shareholder meeting every shareholder shall be entitled to one vote per share.

The extraordinary general shareholders meetings shall be those convened to decide on the following issues:

- Extending the term of the Company or early dissolution;
- Increases or reductions to the fixed part of the capital stock;
- Amendment to the Company's purpose and changes of nationality;
- Mergers or transformations;
- Issuance of bonds and preferred stock;
- Any amendment to the bylaws;
- Spin offs;
- Cancellation of shares by retained earnings and

- Cancellation of the registration of shares in the RNV or any other stock market (except for automatic trading systems).

Ordinary shareholders' meetings are those convened to decide on any matter not reserved for extraordinary meetings. The ordinary general meeting of shareholders shall meet at least once a year within the first four months after the end of the fiscal year, to address, among other things, the following:

- Discussion and approval of the reports of the Board of Directors and the General Director referred by LMV and discussion about the use of the results of the immediately preceding year.
- Appointment of members of the Board of Directors and the Audit and Corporate Practices Committee, and any other committee that is created, as well as the determination of their compensation;
- Determine the maximum amount that may be used to repurchase shares, and
- Discussion and approval of the annual report made by the President of the Audit and Corporate Practices Committee to the Board of Directors.

In accordance with the provisions of the LMV, the general ordinary shareholders meeting shall deal, in addition to the matters described above, to approve any operation involving 20% or more of the consolidated assets of the Company within one year.

To attend the shareholders meeting, holders of shares must be registered in the Company's stock registration book or provide sufficient proof of the ownership of their stocks.

For an ordinary shareholders' meeting to be legally gathered by virtue of a first call, at least half the Company's capital must be represented, and its resolutions will be valid when taken by a majority vote of the shares entitled to vote represented in the meeting. In the case of second or subsequent call, annual shareholder meetings may be held valid irrespective of the number of shares represented and its resolutions shall be valid when taken by a majority vote of the shares entitled to vote represented in the meeting. For a special shareholders meeting to be legally under the first call, there must be represented at least three-quarters of the capital stock, and its resolutions will be valid when taken by the affirmative vote of at least more than half of the stock with voting rights. In case of second or subsequent call, the extraordinary shareholders meetings may be held valid if they are represented at least fifty-one percent of the Company's stock, and its resolutions shall be valid if taken by the affirmative vote of at least half of such stock.

Notices to call for shareholders meetings must be made by the Board of Directors, its President, its Secretary, or by one or more committees that carry out the functions of corporate and audit practices. Shareholders holding shares entitled to vote, including limited or restricted vote, that individually or jointly hold at least 10% (ten percent) of the Company's stock shall be entitled to request from the Chairman of the Board of Directors or the Chairmen of the committees that carry out the functions of audit and corporate practices, to gather the general meeting of shareholders on the terms set out in Article 184 of the Ley General de Sociedades Mercantiles, this, notwithstanding the applicable percentage specified in such Article. Any shareholder shall have the right referred to in both cases specified in Article 185 of the Ley General de Sociedades Mercantiles. If the notice for the shareholders meeting is not done within 15 (fifteen) days from the date of the request, a Civil Judge or District of domicile of the Company, will, at the request of any interested shareholder who must prove ownership of shares for this purpose issue such notice. Notices for ordinary, extraordinary, general or special meetings, ought to be published in the Official Paper of the State of the Company's domicile, or on any of the major newspapers in such domicile, at least 15 (fifteen) calendar days in advance to the date set for the meeting (the day in which the publication of the call is made, will be computed within the 15 (fifteen) day period). When the quorum has not been sufficient for a meeting, record shall be taken in the respective book, stating that fact, along with the signatures in such records of the President and Secretary and the appointed Examiners, in which the date of issuance of the paper on which such call for shareholders meeting was published must be mentioned. In a second or subsequent call, the publication referred to above, must be made with no less than seven (7) calendar days prior to the date set for the new meeting. Calls to express the place, date and time that the Meeting should be held, shall contain the agenda which may not include matters under the rubric of general affairs or equivalent, and shall be signed by the person or persons who make them. With at least fifteen (15) calendar days prior to the date in which a shareholders' meeting shall be hold, all the appropriate information and documents related to each of the points contained in the agenda of the meeting must be available to shareholders at the offices of the Company, free of charge.. In accordance with the second paragraph of Article 178 of the General Corporations Law, decisions taken outside the shareholders meeting, by the unanimous vote of the shareholders representing all of the shares entitled to vote, or in the case of a special meeting, the holders of such special series of actions involved, shall for all legal purposes be deemed as valid as if they were adopted at a general or special shareholders meeting, provided that such decisions are confirmed in writing by the shareholders.

Only persons registered as shareholders in the Stock Record, as well as those holding certificates stating the amount of such securities held by such person, issued by the institution for the deposit of securities, along with the list of holders of such securities issued by such institution, shall be entitled to appear or be represented at the shareholders meeting, in which case, the content of the LMV shall be applied.

The records of the shareholders meetings shall be prepared by the Secretary of the Board, or the person who had acted as Secretary of the shareholders meeting to be entered in the respective book, and will be signed by the President, Secretary and the appointed examiners.

Dividend Payment and Settlement

Prior to the payment of any dividend, the Company shall relegate 5% of their net profits to integrate the legal reserve fund referred to in Article 20 of the *Ley General de Sociedades Mercantiles*, until such fund reaches the equivalent to 20% of the subscribed capital paid by the Company. Shareholders may agree to allocate additional amounts to the legal reserve fund, including the amounts destined for repurchase of stock. The remainder, if any, may be paid as a dividend to shareholders. Where appropriate, the payment of cash dividends to shares that are not deposited in Indeval will be made against delivery of the applicable coupon, if any.

To the extent that dividends are declared and paid to shareholders, holders of shares purchased in the U.S. or any other country other than Mexico are entitled to receive such dividends in Pesos. Currently there is no tax or withholding tax in accordance with Mexican law on shares acquired outside of Mexico or the dividends declared on such shares.

At the time of dissolution and liquidation of the Company, the ordinary general shareholders meeting shall designate one or more liquidators, who must liquidate the Company. In case of liquidation, all shares fully subscribed and paid shall be entitled to receive its proportionate share in the distribution of the Company’s assets.

Purchase of Shares by Subsidiaries Axtel

Any company in which Axtel is the majority shareholder may not, directly or indirectly, acquire shares of the Company or companies who hold a majority of share of the Company. Under the LMV this restriction does not apply to the acquisition of shares representing the Company’s capital, through mutual funds.

Foreign Investors Vote CPO holders

Holders of CPOs that are considered foreign investors for purposes of the Foreign Investment Act, may instruct the Trustee to exercise voting rights with respect to the shares underlying the CPOs held only for the discussion and voting on the following matters: (i) transformation of the Issuer, excluding capital transformation fixed to floating or vice versa, (ii) merger with another company, where the Issuer is the merged, and (iii) the cancellation of the registration of the Shares or other instruments issued based on in Section Shares Securities and / or Special Section of the National Registry of Securities of the CNBV. In all other cases of voting, or in assumption that foreign investors do not emit the respective instruction up to 3 days prior to the respective Shareholders, the Trustee will vote in the same direction as that in which most of the holders of Series A or B Shares are considered Mexican investors.

Measures to prevent the change of control in Axtel

General

The Company’s bylaws provide, subject to certain exceptions, that: (i) Any person who individually, or together with one or more Related Parties, seeking to acquire Shares or rights over Shares, by any means or title, directly or indirectly, either in an act or a succession of acts without a time limit between each other, and as a result of such acquisition its stock holdings as an individual and / or in conjunction with the Related Party(ies) represent a participation of 5% (five percent) or more of all Shares Series "A" or Series "B", shall require prior written consent of the Board of Directors and / or the Shareholders meeting, likewise, (B) any person who individually or together with one or more Related Parties, which holds 5% (five percent) or more of the Series "A" or "B" Shares, intend to acquire Shares or rights over Shares, by any means or title, directly or indirectly, whether in one transaction or a series of events without a time limit between each other, and as a result, its shares holding as an individual and / or in conjunction with the Related Party(ies) represent a participation of 15% (fifteen percent) or more of all Series "A" or Series "B" Shares, as applicable, shall require prior written consent of the Board of Directors and / or the shareholders meeting as provided below (C) any person who individually or together with one or more Related Parties, which maintain a 15% (fifteen percent) or more of the Series "A" or "B" shares, intends to acquire Shares or rights over Shares, by any means or title, directly or indirectly, whether in one transaction or a series of events without a time limit between each other, and as a result, its shares holding as an individual and / or in conjunction with the Related Party(ies) represent a participation of 25% (twenty percent) or more of all Series "A" or Series "B" Shares, as applicable, shall require prior written consent of the Board of Directors and / or the Shareholders Meeting, as provided below; (D) any person who individually or together with one or more Related Parties, which maintaining a 25% (twenty percent) or more of the Series "A" or "B" Shares, intends to acquire Shares or rights over Shares, by any means or title, directly or indirectly, whether in an act or a succession of acts without a time limit between each other, and as a result, its shareholding as an individual and / or in conjunction with the Related Party(ies) represent 35% (thirty five percent) or more, of all Series "A" or Series "B" Shares, as applicable, shall require prior written consent of the Board of Directors and / or the Shareholders Meeting, as provided below, (E) any person who individually or in combination with one or more Related Parties, which maintained a 35% (thirty five percent) or more of the Series "A" or "B" Shares, intends to acquire Shares or rights over Shares, by any means or title, directly or indirectly, whether in one transaction or a series of events without a time limit between each other, and as a result its shareholding as an individual and / or in conjunction with the Related Party(ies) represent 45% (forty-five percent) or more of all Series "A" or Series "B" Shares, as applicable, shall require prior permission in writing by the Board of Directors and / or the Shareholders Meeting, as provided below, (F) any person who is a competitor of the Company or of any Subsidiary of the Company, which individually or together with one or more Related Parties, intend to acquire Shares or rights over Shares, by any means or title, directly or indirectly, whether in one transaction or a series of events without a time limit between each other, and as a result their shareholding as an individual and / or in conjunction with the Related Party(ies) represent 3% (three percent) or more of all Series "A" or Series "B" Shares, as applicable, or multiples thereof, shall require prior written consent of the Board of Directors and / or the Shareholders Meeting, as applicable.

The person that acquired shares without having met any of the procedures, requirements, authorizations and other provisions stated in the bylaws, shall not be inscribed in the shares registry of the Company, and accordingly, such person may not exercise the corporate rights corresponding to such shares, specifically including the right to vote at shareholders' meetings, unless the Board of Directors or the general extraordinary shareholders meeting otherwise allows. For Persons who already are shareholders of the Company and, therefore, the ownership of their shares has already been entered in the Company's shares registry, the shares acquired without having complied with the procedures, requirements, authorizations and other provisions of such clause of the bylaws will not be entered in the Company's registry of shares and, accordingly, such persons may not exercise the corporate rights that apply to such actions, specifically including the right to vote in shareholders' meetings, unless the Board of Directors or the general extraordinary shareholders meeting otherwise allows. In cases in which the procedures, requirements, authorizations and other provisions stated in the bylaws, the certificates. or the listing of records referred to in the first paragraph of Article 290 of the LMV are not met, ownership of the Shares shall not be proved, neither the right to attend shareholders' meetings and the registration of shares of the Company shall be deemed as proved, nor the exercise of any actions, including those of a procedural nature, shall be deemed as legitimated, unless the Board of Directors or the general extraordinary shareholders meeting otherwise allows. Additionally and in accordance with Article 2117 of the Federal Civil Code, any person who acquires shares in contravention of the provisions of the bylaws, shall be required to pay a penalty to the Company for an amount equivalent to the price paid for all the Shares that were wrongfully acquired. In the case of shares acquired in contravention of the provisions of the bylaws, free of charge, the penalty shall be for an amount equal to the market value of the wrongfully acquired Shares. Approvals granted by the Board of Directors or the Shareholders Meeting as provided in the bylaws, shall cease to have effect if the information and documentation based on which these approvals were granted is not or ceases to be true. Likewise, the person who acquires shares in contravention of the provisions of the bylaws, must transfer the wrongfully acquired Shares, to a third party approved by the Board of Directors or the Company's general extraordinary shareholders meeting, in which case, the provisions for such matters contained in the Company's bylaws must be followed and complied with in order to carry out such sale, including delivery to the Board of Directors of the Company, through its President and Secretary, of the information referred to in the bylaws.

Requirements and Approvals from the Board of Directors and Shareholders Meeting

To obtain the prior consent of the Board of Directors, the potential purchaser must submit an application for authorization, which should contain some specific information. During the authorization process, certain terms must be met. The Board of Directors may, without liability, submit the application for approval to the general extraordinary shareholders meeting for resolution. The determination of the Board of Directors to submit for the consideration of the Shareholders Meeting should consider various factors such as the potential conflict of interest, equity in the proposed price or when the Council is not capable of meeting having been convened more than two times, among other factors. The Board of Directors may reject any authorization previously granted before the date on which the transaction is concluded, in the event that the Board receives a better offer for the shareholders of the Company. If the Board of Directors or the Shareholders Meeting does not resolved, in a negative or positive way, on the term and form prescribed by Axtel's bylaws, it is understood that the request for authorization to acquire shares in question has been rejected.

Mandatory Public Offer to Purchase in Certain Acquisitions

In the case that the Board of Directors authorizes the requested acquisition of Shares, and such acquisition implies an acquisition of a participation of between 20% or 40% in the Company, or when such acquisition implies a Change of Control in the Company, and notwithstanding the approval, the person that intends to acquire such Shares must do a public offer to purchase, in cash, and a for a price determined in accordance with the procedure mentioned in the following paragraph, of an additional 10% (ten percent)of the Company's stock with voting rights.

In the case that the Board of Directors or the General Extraordinary Shareholder Meeting, as applicable, approves an acquisition that may result in a change of control, the purchaser must do a public offer to purchase 100% (one hundred percent) minus one, of the existing Shares of the Company, at a price in cash that shall not be under the highest of the following:

a) .- The book value of the shares, according to the latest quarterly income statement approved by the Board of Directors, or **b)** .- the highest closing price of listed shares during the three hundred sixty-five (365) days prior to the date of the authorization granted by the Board of Directors, **c)** .- The highest price paid in the purchase of Shares at any time by the person who individually or jointly, directly or indirectly, acquire Shares subject to the application authorized by the Board of Directors; o **d)** multiple of highest enterprise value of the Company for the last 36 months, multiplied by the operating cash flow or EBITDA (operating income before depreciation, interest and taxes) known for the last 12 months minus the net debt known more recently. The multiple of enterprise value referred to above, is the market value of the Company (the share or regular participation certificate or CPO closing price multiplied by the total number of shares or CPOs outstanding representative of 100% of the share capital of the Company) plus net debt known at that time, divided between the operating cash flow or EBITDA known for the past 12 months.

Any public offer to purchase that must be conducted in connection therewith, shall be subject to certain specific requirements. All shareholders of the Company's shares must receive the same price for their shares in the public tender offer. The provisions of the Company's bylaws summarized in this paragraph, related to the mandatory tender offer for certain acquisitions, is generally more rigid than the provisions of the LMV. Some of the provisions of the statutes relating to public offer to purchase in the case of certain acquisitions differ from the requirements contained in the LMV, this under the understanding that the provisions of the bylaws gives greater protection to minority shareholders than those provided by law. In these cases, the provisions contained in the bylaws, and relevant provisions of the LMV, apply to the acquisitions specified hereby.

Exceptions

The provisions of the Company's bylaws summarized above, do not apply to purchases or transfers of Shares to be made via inheritance or from an estate by means of a testamentary succession, those acquired by the person or persons who control the Company and those managed by Axtel, its subsidiaries or affiliates or by any trust created by the Company or any of its subsidiaries, among others.

Amendments to the Provisions on the Protection against hostile takeover

Any amendment to the provisions on protection against hostile takeover must be made in accordance with the terms contained in the LMV and registered in the Public Registry of Commerce from the Company’s domicile.

Other provisions

Appraisal Rights and Other Minority Rights

If shareholders agree to modify the Company’s purpose, nationality or agree to transform it into other type of corporation, any shareholder who voted against the amendment may exercise its withdrawal right, receiving the book value of shares (in accordance with the last balance sheet approved by the shareholders), provided that the withdrawal request is made within 15 days following the day in which such amendments were adopted.

Under the LMV, issuers are required to comply with certain minority rights, including rights that allow:

- shareholders representing at least 10% of the duly subscribed and paid stock of the Company, to call for a meeting in which they are entitled to vote;
- shareholders representing at least 15% of the Company’s stock, to claim, subject to certain legal requirements, certain civil responsibilities against the members of the Board of Directors of the Company;
- shareholders representing at least 10% of the stock with voting rights who are present or represented at a shareholders meeting, may request to postpone the voting of issues on which there are not sufficiently informed; and
- shareholders representing at least 20% of the duly subscribed and paid capital stock, to oppose and stop any resolution adopted by the shareholders, subject to compliance with certain legal requirements.

Additionally, in accordance with the LMV, Axtel is subject to comply with certain corporate governance issues, including the requirement to maintain a committee performing the functions of Audit and corporate practices, and the election of independent directors.

The rights granted to minority shareholders, and the liabilities of directors of the Company under Mexican law are different from those given by law in the United States and other countries. Mexican courts have not deeply addressed the issues of responsibilities of directors, unlike the courts of different states of the United States, where court decisions in this area have identified some of the rights attributable to minority shareholders. Mexican procedural law does not contemplate the possibility of class actions and shareholder lawsuits, which allow U.S. shareholders to include in their demands to other shareholders or to exercise rights attributable to the Company. Mexican company’s stockholders do not have the power to oppose resolutions adopted at shareholders' meetings unless they comply with strict procedural requirements. As a result of the foregoing, it is usually more complicated for the minority shareholders of Mexican corporations to bring lawsuits against the Company or its directors, in comparison with the shareholders of U.S. companies.

Responsibilities of Directors and Committee Members

Liability claims against directors and committee members will be subject under the provisions stated in the LMV. Under the LMV, shareholders representing at least 5% of the Company’s stock may carry on liability claims against directors for breach of due diligence duties and loyalty from them, and obtain for the benefit of the Company, the payment of a compensation equivalent to the amount of damages and consequential damages to the Company. Such tort actions prescribe after five years and may not be exercised if the directors are protected by the exceptions stated in the LMV.

Conflicts of Interest

A shareholder who votes on any resolution in which there is a conflict of interest may incur in a responsibility for direct and consequential damages incurred to the Company, provided that the resolution could not have been approved without the affirmative vote of such shareholder. Additionally, a member of the Board of Directors or a committee member that performs audit and corporate governance functions, that have any conflict of interest should make it known to other members of such board or committee, or of the Company, and restrain from voting on any resolution regarding such matter. Failure to comply with these obligations by a director or committee member that performs audit and corporate governance functions may result in liability to such director or committee member that performs audit and corporate governance functions in question, and may also be accountable for the payment of direct and consequential damages.

Suspension of the Resolutions Adopted by Shareholders

Holders of shares entitled to vote, including limited or restricted vote, that individually or jointly hold 20% (twenty percent) or more of the Company's stock, may judicially oppose the resolutions of general shareholders meetings in which they were entitled to vote. The above, subject to the terms and conditions set out in Article 201 of the General Corporations Law, not being applicable the percentage referred to in that article, but being applicable Article 202 of such law.

Regulation in the Field of Foreign Investment

Participation of foreign investors in the stock of Mexican companies is regulated by the Foreign Investment Law and its Regulations. The National Foreign Investment Commission and the National Registry of Foreign Investment are the entities responsible for implementing the Foreign Investment Law and its Regulations.

In general, the Foreign Investment Law allows the participation of foreign investors in up to 100% of the capital of Mexican companies, except for those companies engaged in restricted activities. Foreign investment in Axtel's capital is restricted.

Under the LFT and the Foreign Investment Law, local telephony concessions can only be granted to:

- Individuals of Mexican nationality, and
- Mexican corporations with less than 49% of participation of foreigners in its equity, and which are not under the control of foreigners.

Notwithstanding the foregoing, in the case of corporations holding concessions to provide mobile services, participation of foreigners may exceed 49% of the share capital with voting rights, provided that has the approval of the National Commission Foreign Investment of the Ministry of Economy.

According to the Foreign Investment Law *(Ley de inversion extranjera)*, the Ministry of Economy may authorize the issuance of shares without voting rights or limited voting rights, called neutral shares, which according to the Foreign Investment Law are not counted to determine the percentage of foreign investment in Mexican corporations. Any transfer of shares in contravention of the provisions of the Foreign Investment Act is null and void.

Admission of Foreigners

In accordance with applicable law, the Company's bylaws state that when purchasing Company's stock, foreign shareholders are compelled to: (i) be considered as Mexican in everything relating to their shares, properties, rights, concessions, participations or interests in which the Company is the holder, and the rights and obligations resulting from any contract between the Company and the federal government, and (ii) do not seek the protection of their government. If a shareholder seeks such protection, in contravention with the provisions of the statutes, it's bound to lose its Shares in the benefit of the Mexican Nation. This prohibition does not apply to proceedings in foreign courts.

Jurisdiction

The Company's bylaws show that any dispute between the shareholders and the Company, or between the shareholders on matters relating to the Company, the parties hereby agree to submit such matters to the jurisdiction of the courts located on the state of Nuevo Leon, Mexico.

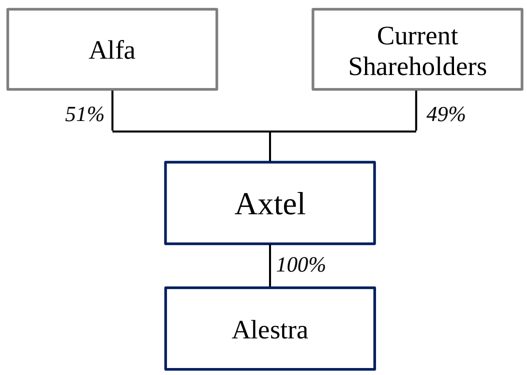
5) STOCK MARKET

5.1) Shareholders Structure

The CPOs of the Company are conformed by Shares Series B Class I that represent 7 shares of the mentioned series and trade in the BMV.

The Company has knowledge that Mr. Tomás Milmo Santos is the only person with more than 10% ownership of the capital of the Company.

Resulting from the merger with Alestra, since February 15, 2016, Alfa is owner of approximately 51% of Axtel's Capital.



5.2) Stock Performance in the Stock Market

The following table shows the maximum and minimum prices of the CPOs in the Mexican Stock Exchange (BMV) in each of the said periods. Prices are expressed in constant pesos.

	Max	Min	Volume
	(Pesos per CPO)		(in thousands)
Annual Maximum and Minimum:			
2011	7.27	4.22	440,734
2012	5.45	1.91	1,139,481
2013	4.79	2.69	1,649,000
2014	5.43	3.18	837,644
2015	8.96	3.14	873,950
2014:			
First Quarter	5.43	4.06	206,404
Second Quarter	5.23	4.37	149,672
Third Quarter	5.12	3.91	195,147
Fourth Quarter	3.94	3.18	286,421
2015:			
First Quarter	5.04	3.14	257,292
Second Quarter	5.06	4.22	141,808
Third Quarter	7.99	4.81	246,921
Fourth Quarter	8.96	6.81	227,929
Monthly Maximum and Minimums			
2015:			
January	3.46	3.14	44,676
February	4.41	3.23	117,215
March	5.04	4.02	95,401
April	4.82	4.46	34,930
May	4.83	4.22	61,709
June	5.06	4.65	45,169
July	5.96	4.81	59,717
August	6.79	5.80	107,559
September	7.99	6.88	79,645
October	7.96	6.81	88,791
November	8.57	7.14	77,913
December	8.96	8.25	61,225
2016:			
January	8.77	7.82	100,430
February	7.97	7.57	35,358
March	8.48	7.67	79,630

5.3) Market Maker

On December 31, 2015, Acciones y Valores Banamex, SA de CV was serving as our Market Maker:

1. Type of Security: Ordinary Participation Certificates.
2. Ticker: Axtel CPO.
3. ISIN Code: MX01AX040009

The contracted services are aimed at increasing the liquidity of the issuer, as well as maintaining stability and continuity in prices. The contract was signed on November 8, 2010 and lasts six months from its execution. And it may be renewed for equal periods, unless the parties wish to terminate with 30 days' notice. As of this date the agreement still in full force and effect. The contract was extended on December 15, 2012 and it does not contain an expiration date.

In consideration for services rendered under this contract, the Market Maker shall receive from the Issuer the amount of $ 20,000.00 (Thirty thousand pesos 00/100 National Currency) plus Value Added Tax, VAT, monthly.

This contract shall be terminated without trial, in the following cases:

- By mandate of the National Banking and Securities Commission (CNBV).
- In case the Exchange does not gives its approval to Market Maker to act as such in the securities identified in the third clause.
- In case the Exchange revokes the authorization to Market Maker to act as such in the securities identified in the third clause, under any of the grounds set out in the Exchange's Handbook and/or Rules of Procedure.
- Either party contravenes any term or condition set forth herein.
- Any of the parties is declared in bankruptcy, insolvency or liquidation, either by forced agreement or in court.
- If the Contracting Issuer or the Market Maker fail to comply with or observe any of the terms, covenants or agreements contained in this Agreement.
- If the Contracting Issuer, regardless of the cause, no longer has the form of publicly traded Stock Corporation.

axtel

San Pedro Garza García, Nuevo León a 20 de abril de 2016

BOLSA MEXICANA DE VALORES, S.A.B. DE C.V.
Presente.-

De conformidad con el Artículo 33 fracción I, inciso b), párrafo 1 de las "Disposiciones de Carácter General Aplicables a las Emisoras de Valores y otros Participantes del Mercado de Valores", emitidas por la Comisión Nacional Bancaria y de Valores y publicadas en el Diario Oficial de la Federación ("DOF"), el 19 de marzo de 2003, y sus respectivas actualizaciones, y con relación al Reporte Anual, hacemos constar que:

> "Los suscritos manifestamos bajo protesta de decir verdad que, en el ámbito de nuestras respectivas funciones, preparamos la información relativa a la emisora contenida en el presente reporte anual, la cual, a nuestro leal saber y entender, refleja razonablemente su situación. Asimismo, manifestamos que no tenemos conocimiento de información relevante que haya sido omitida o falseada en este reporte anual o que el mismo contenga información que pudiera inducir a error a los inversionistas."

Atentamente,

Ing. Sergio Rolando Zubirán Shetler
Director General

Ing. Felipe Carlos Canales Tijerina
Director de Finanzas

Lic. Carlos Jiménez Barrera
Director Jurídico

DECLARACIÓN DEL AUDITOR EXTERNO

En estricto cumplimiento de lo dispuesto en el artículo 33, fracción I, inciso b), numeral 1, subnumeral 1.2 de las Disposiciones de Carácter General Aplicables a las Emisoras de Valores y a Otros Participantes del Mercado de Valores, y exclusivamente para efectos de los estados financieros consolidados dictaminados de Axtel, S.A.B. de C.V. y subsidiarias ("Axtel") al 31 de diciembre de 2015 y 2014, y por los años terminados en esas fechas, y al 31 de diciembre de 2014 y 2013, y por los años terminados en esas fechas, así como cualquier otra información financiera que se incluya o se incorpore por referencia en el presente Reporte Anual, cuya fuente provenga de los estados financieros consolidados dictaminados antes mencionados, se emite la siguiente leyenda:

"El suscrito manifiesta bajo protesta de decir verdad, que los estados financieros consolidados de Axtel al 31 de diciembre de 2015 y 2014, y por los años terminados en esas fechas que se incluyen como anexos en el presente Reporte Anual, y los estados financieros consolidados de Axtel al 31 de diciembre de 2014 y 2013, y por los años terminados en estas fechas que se incorporan por referencia en el presente Reporte Anual, fueron dictaminados con fecha 4 de marzo de 2016 y 27 de febrero de 2015, respectivamente, de conformidad con las Normas Internacionales de Auditoría.

Asimismo, manifiesta que ha leído el presente Reporte Anual y basado en su lectura y dentro del alcance del trabajo de auditoría realizado, no tiene conocimiento de errores relevantes o inconsistencias en la información que se incluye y cuya fuente provenga de los estados financieros consolidados dictaminados señalados en el párrafo anterior, ni de información relevante que haya sido omitida o falseada en este Reporte Anual o que el mismo contenga información que pudiera inducir a error a los inversionistas.

No obstante, el suscrito no fue contratado, y no realizó procedimientos adicionales con el objeto de expresar una opinión respecto de la información contenida en el Reporte Anual que no provenga de los estados financieros consolidados por él dictaminados".

KPMG Cárdenas Dosal, S.C.

C. P. C. R. Sergio López Lara
Socio

C. P. C. Leandro Castillo Parada
Apoderado

EXHIBIT A

AUDITED FINANCIAL STATEMENTS

AXTEL, S.A.B. DE C.V. AND SUBSIDIARIES

Consolidated Financial Statements

December 31, 2015 and 2014

(With Independent Auditors' Report Thereon)

(Translation from Spanish Language Original)

KPMG Cárdenas Dosal
Blvd. Díaz Ordaz 140 Pte. Piso 8
Col. Santa María
64650 Monterrey, N.L.

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Independent Auditors' Report

(Translation from Spanish Language Original)

To the Board of Directors and Stockholders of
Axtel, S.A.B. de C.V.:

We have audited the accompanying consolidated financial statements of Axtel, S.A.B. de C.V., and subsidiaries (the Company), which comprise the consolidated statements of financial position as of December 31, 2015 and 2014 and the consolidated statements of comprehensive income, changes in stockholders' equity and cash flows for the years then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's responsibility for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with International Auditing Standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

(Continued)

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Axtel, S.A.B. de C.V., and subsidiaries, as of December 31, 2015 and 2014 and the consolidated results of their operations and consolidated cash flows for the years then ended, in accordance with International Financial Reporting Standards.

Emphasis paragraphs

Without qualifying our opinion, we draw attention to the following:

(a) As referred in note 22 a), on December 15, 2015 the Company published a prospectus on the Mexican Stock Exchange, by which made official the intention to conduct a merger agreement between the Company as the merging, with Onexa, SA de C.V. (Onexa) as a merged company. Onexa is the holding company for the capital stock of Alestra, S. de R.L. de C.V. The merger project was approved in January 2016 by the respectives Boards of Directors and Shareholders. In addition, on January 11, 2016 the Mexican Banking and Securities Comission (*Comisión Nacional Bancaria y de Valores*) ("CNBV") issued the exception to proceed with the merger without making a public offering. The merger became effective on February 15, 2016.

(b) As referred in note 22 a), on January 15, 2016, the Company signed a credit facility of U.S. 500 million and Ps.4,759 million to refinance all senior notes maturing in 2017, 2018 and 2020. Redemption became effective on February 19, 2016. The new loan matures in January 2019 for the portion in pesos and until February 2021 for the dollar portion.

(c) As referred in note 2 a), during 2015, the Company entered in several agreements about disputes held with other telecom carriers, as mentioned below:

  i. Through March 18 and May 27, 2015, the Company signed settlement with different mobile and long distance carriers by which it was agreed to terminate various disputes related to interconnection services. The benefit, net of legal fees and other incremental expenses, amounted Ps.534 million and is included in comprehensive income.

  ii. After agreements mentioned above, as described in notes 21 b) and 21 c), there are still contingencies related to interconnection costs rates for other exercises with mobile and long distance carriers. As of December 31, 2015, the difference between the amounts paid by the Company and the amounts billed by mobile carriers and one of their main suppliers amount to approximately Ps.257 million and Ps.468 million, respectively, before value added tax. At the date of this report, the Management of the Company and its legal advisor consider that they have enough elements to be favored in trials related to such contingencies.

(Continued)

(d) As referred in note 7 a), starting on January 1, 2015 and, as a result of several comprehensive analysis about changes in the technology of certain assets and new estimates of useful life, the Company adjusted the useful lives of certain types of assets from the network infrastructure. The adjustment indicated above has been applied prospectively as a change in accounting estimate, resulting in a decrease of approximately Ps.526 million in depreciation expense compared to 2014.

KPMG Cardenas Dosal, S. C.

R. Sergio López Lara

March 4, 2016
Monterrey, N. L., México

AXTEL, S.A.B. DE C.V. AND SUBSIDIARIES
Consolidated Statements of Financial Position
Years ended December 31, 2015 and 2014
(Thousands of Mexican pesos)

These financial statements have been translated from Spanish language original
and for the convenience of foreign English – speaking readers

Assets	**Note**		**2015**	**2014**
Current assets:				
Cash and cash equivalents	8	Ps	2,575,222	2,697,835
Accounts receivable, net	9		2,893,017	2,426,167
Refundable taxes			19,824	48,629
Advance to suppliers			52,648	112,763
Inventories			53,069	67,097
Financial instruments	8e		378,099	121,999
Other accounts receivable			103,699	104,562
Other current assets	12		151,511	225,331
Total current assets			6,227,089	5,804,383
Long-term accounts receivable			128,613	230,752
Property, systems and equipment, net	10		13,216,179	12,961,543
Intangible assets, net	11		124,999	173,962
Deferred income taxes, net	17		2,103,961	1,675,202
Investments in associate			8,212	8,217
Other assets	12		119,586	131,039
Total assets		Ps	21,928,639	20,985,098
Liabilities and Stockholders' Equity				
Current liabilities:				
Accounts payable and accrued liabilities		Ps	2,676,819	2,347,302
Accrued interest			545,208	458,822
Value Added Tax and other taxes payable			642,530	363,351
Short-term debt	8 and 13b		130,000	130,000
Current maturities of long-term debt	13a		375,656	220,554
Deferred revenue	16		509,415	695,868
Other current liabilities			57,343	96,018
Provisions	15		190,100	-
Total current liabilities			5,127,071	4,311,915
Long-term debt	13a		12,475,950	10,645,447
Derivative financial instruments	8d		65,222	46,952
Other long term liabilities			112,340	216,039
Employee benefits			28,231	25,127
Deferred revenue	16		-	33,900
Total liabilities			17,808,814	15,279,380
Stockholders' equity:				
Common stock	18		6,861,986	6,728,342
Additional paid-in capital	18		644,710	644,710
Reserve for repurchase of own shares	18		90,000	90,000
Retained comprehensive deficit	18		(3,476,871)	(1,757,334)
Total stockholders' equity			4,119,825	5,705,718
Commitments and contingencies	21			
Total liabilities and stockholders' equity		Ps	21,928,639	20,985,098

The accompanying notes are an integral part of the consolidated financial statements.

AXTEL, S.A.B. DE C.V. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

Years ended December 31, 2015 and 2014

(Thousands of Mexican pesos except for the basic loss per share)

These financial statements have been translated from Spanish language original and for the convenience of foreign English – speaking readers

	Note		2015	2014
Telephone services and related revenues	19	Ps	10,150,438	10,597,003
Operating costs and expenses:				
Cost of sales and services			(2,299,862)	(3,097,105)
Selling and administrative expenses	19		(4,719,771)	(4,476,849)
Depreciation and amortization	10 and 11		(2,618,567)	(3,435,082)
Effect of settlements with telecom carriers	2a		534,240	-
Other operating expenses			(437,321)	(87,670)
Operating income (loss)			609,157	(499,703)
Interest expense	10 and 13		(1,236,308)	(875,745)
Interest income			36,929	16,615
Foreign exchange loss, net			(1,659,066)	(1,073,210)
Change in the fair value of financial instruments, net	8		163,706	(21,272)
Net finance costs			(2,694,739)	(1,953,612)
Equity in loss of associated company			(5)	(3,423)
Loss before income taxes			(2,085,587)	(2,456,738)
Income taxes:				
Current	17		(61,305)	(34,459)
Deferred	17		428,537	572,596
Total income tax benefit			367,232	538,137
Net loss		Ps	(1,718,355)	(1,918,601)
Other comprehensive income items:				
Actuarial result	18c		(1,182)	(3,791)
Comprehensive loss		Ps	(1,719,537)	(1,922,392)
Weighted average number of common shares outstanding			9,185,204,571	8,871,168,855
Basic loss per share		Ps	(0.19)	(0.22)

The accompanying notes are an integral part of the consolidated financial statements.

AXTEL, S.A.B. DE C.V. AND SUBSIDIARIES
Consolidated Statements of Cash Flows
Years ended December 31, 2015 and 2014
(Thousands of Mexican pesos)

These financial statements have been translated from Spanish language original
and for the convenience of foreign English – speaking readers

		2015	2014
Cash flows from operating activities:			
Net loss	Ps	(1,718,355)	(1,918,601)
Adjustments for:			
Income taxes		(367,232)	(538,137)
Foreign exchange loss, net		1,659,066	1,073,210
Depreciation		2,563,348	3,380,966
Amortization		55,219	54,116
Impairment loss recognized on trade receivables		154,621	173,941
Gain on sale of property, system and equipment		(256,467)	(1,312)
Allowance for obsolete and slow-moving of inventories		12,047	1,967
Equity in loss of associated company		5	3,423
Interest expense		1,236,308	875,745
Amortization of premium on bond issuance		(2,213)	(1,601)
Fair value change and settlement of financial instruments		(163,706)	21,272
		3,172,641	3,124,989
Movements in working capital:			
(Increase) decrease in accounts receivable and other accounts receivable		(430,559)	393,665
Decrease in inventories		14,028	39,215
Increase (decrease) in accounts payable and other accounts payable		670,539	(491,729)
(Decrease) increase in deferred revenue		(220,352)	111,953
Cash generated from operating activities		3,206,297	3,178,093
Taxes paid		(85,964)	(52,205)
Net cash from operating activities		3,120,333	3,125,888
Cash flows from investing activities:			
Acquisition and construction of property, systems and equipment		(2,011,430)	(2,837,222)
Sale of property, systems and equipment		129,823	5,176
Increase in financial instruments		(34,918)	(19,924)
Other assets		(8,893)	4,752
Net cash used in investing activities		(1,925,418)	(2,847,218)
Cash flows from financing activities:			
Interest paid		(1,165,405)	(720,303)
Proceeds of notes		-	1,887,747
Proceeds of bank loans		-	460,000
Payments of bank loans		-	(330,000)
Other loans, net		(399,611)	(327,401)
Net cash flow (used in) generated by financing activities		(1,565,016)	970,043
Net (decrease) increase in cash and cash equivalents		(370,101)	1,248,713
Cash and cash equivalents at the beginning of the year		2,697,835	1,292,263
Effects of exchange rate fluctuations on cash and cash equivalents held		247,488	156,859
Cash and cash equivalents at the end of the year	Ps	2,575,222	2,697,835

The accompanying notes are an integral part of the consolidated financial statements.

AXTEL, S.A.B. DE C.V. AND SUBSIDIARIES
Consolidated Statements of Changes in Stockholders' Equity
Years ended December 31, 2015 and 2014
(Thousands of Mexican pesos)

These financial statements have been translated from Spanish language original
and for the convenience of foreign English – speaking readers

		Capital stock	Additional paid-in capital	Reserves for repurchase of own shares	Retained comprehensive earnings (Deficit)	Total stockholders' equity
Balances as of December 31, 2013	Ps	6,627,890	644,710	162,334	92,724	7,527,658
Increase of capital stock (note 18a)		100,452	-	-	-	100,452
Change on reserves for repurchase of own shares		-	-	(72,334)	72,334	-
Comprehensive loss (note 18c)		-	-	-	(1,922,392)	(1,922,392)
Balances as of December 31, 2014		6,728,342	644,710	90,000	(1,757,334)	5,705,718
Increase of capital stock (note 18a)		133,644	-	-	-	133,644
Comprehensive loss (note 18c)		-	-	-	(1,719,537)	(1,719,537)
Balances as of December 31, 2015	Ps	6,861,986	644,710	90,000	(3,476,871)	4,119,825

The accompanying notes are an integral part of the consolidated financial statements.

These financial statements have been translated from the Spanish language original and for the convenience of foreign/English-speaking readers.

(1) Reporting entity

Axtel, S.A.B. de C.V. and Subsidiaries (AXTEL and/or The Company) was incorporated in México as a corporation. The corporate address of the Company is Blvd. Díaz Ordaz km 3.33 L-1, Colonia Unidad San Pedro, 66215 San Pedro Garza García, Nuevo León, Mexico.

The Company's consolidated financial statements for the years ended December 31, 2015 and 2014, includes The Company and subsidiaries (collectively referred as "the Company" and individually as "entities of the Company")

The Company is engaged in operating and/or exploiting a public telecommunication network to provide voice, sound, data, text, and image conducting services, and local, domestic and international long-distance calls and pay-tv services. A concession is required to provide these services and carry out the related activities, (see notes 5 (k) and 11). In June 1996, the Company obtained a concession from the Mexican Federal Government to install, operate and exploit public telecommunication networks for an initial period of thirty years.

(2) Significant events

a) ***Agreements about disputes related to interconnection services***

During 2015, the Company entered in several agreements about disputes held with other telecom operators, as mentioned below:

- On March 18, 2015 the Company signed a settlement with América Móvil, S.A.B. de C.V., ("AMX") and its subsidiary Radiomóvil Dipsa S.A. de C.V. ("Telcel"), in which the parties agreed to terminate disputes relating with interconnection services. As part of the agreement, Axtel and Telcel entered into interconnection agreements for the period 2005-2015. Also Axtel, Telcel and Telefonos de Mexico S.A.B. de C.V. ("Telmex") agreed to the withdrawal of several disputes on interconnection issues.

  Derived from these agreements and after settled in favor and against the various amounts that were in dispute and/or unpaid, the Company signed agreements for marketing or resale of telecommunications services and for access and use of some infrastructure with Telcel and Telmex, respectively.

- Another agreement was also held on the same day, the Company and Iusacell Group ("Iusacell") signed an agreement whereby both parties are terminated disputes relating to interconnection services for 2005-2010. During the agreement, the Company and Iusacell also signed several trade agreements for telecommunications infrastructure for mutual benefit.

- Finally, on May 27, 2015, the Company signed an agreement with Pegaso PCS, S.A. de C.V. ("Telefonica Mexico") in which the parties agreed to terminate disputes relating to interconnection services for the period of 2005 to 2011.

(Thousands of Mexican pesos)

Derived from these agreements and after settled in favor and against the several amounts that were in dispute and/or unpaid, the Company obtain a benefit, net of legal fees and other incremental expenses, of Ps. 534,240 included in the Statement of Comprehensive Income within operating costs and expenses, in the effect of agreements with telecom operators item.

b) Issuance of secured bonds

On September 17, 2014, The Company completed the reopening of the secured bonds issuance due in 2020 for 150 million United States dollars (U.S.) priced at 100.25% of the principal amount with initial interest rate of 8% which will be increase to 9% starting in the second year, and due in 2020. Interest is payable semi-annually in February and August of each year.

(3) Consolidation of financial statements

Based on IFRS 10, *"Consolidated Financial Statements"*, the consolidated financial statements include those of Axtel, and those of the entities over which it exercises control on the financial and operating policies. The subsidiaries included in the consolidated interim financial statements are presented as follows:

Subsidiary	Activity	% Equity Interest
Instalaciones y Contrataciones, S.A. de C.V. ("Icosa")	Administrative services	100%
Servicios Axtel, S.A. de C.V. ("Servicios Axtel")	Administrative services	100%
Avantel, S. de R.L. de C.V. ("Avantel")	Telecommunication services	100%
Avantel Infraestructura S. de R.L. de C.V. ("Avantel Infraestructura")	Telecommunication services	100%
Telecom Network, Inc ("Telecom")	Telecommunication services	100%
Avantel Networks, S.A. de C.V. ("Avantel Network")	Telecommunication services	100%
Axes Data, S.A. de C.V. ("Axes Data")	Administrative services	100%
Contacto IP, S.A. de C.V. ("Contacto IP")	Administrative services	100%

The Company owns 100% of the subsidiaries, directly or indirectly. Intercompany balances, investments and transactions were eliminated in the consolidation process.

(4) Basis of preparation

a) Statement of compliance

These consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (“IASB”).

These consolidated financial statements were authorized for issue by the Company’s Executive Administrative Director of Administration on March 4, 2016.

Under the Mexican General Corporation Law (*“Ley General de Sociedades Mercantiles”*) and bylaws of the Company, shareholders are empowered to amend the financial statements after issuance. The accompanying financial statements will be submitted for approval at the next Shareholders' Meeting.

b) Basis of measurement

The information presented in the consolidated financial statements has been prepared on a historical cost basis, except for certain financial instruments which were recorder at fair value and the liability recognized for employee benefit since this is recognized at the present value of the obligation.

c) Functional and presentation currency

These consolidated financial statements are presented in thousands of Mexican pesos, which is the Company’s functional currency. All financial information presented in pesos or “Ps.”, are thousands of Mexican pesos; likewise, references to dollars or U.S., or USD refer to thousands of dollars of the United States of America and has been rounded to the nearest unit (MPs.), unless indicated otherwise.

d) Presentation of the consolidated statement of comprehensive income

The Company has elected to analyze expenses recognized in profit and loss based on functions, as the Company believes that in this way the information presented is reliable and more relevant. The Company presents the operating income (loss) since considers it as a significant performance measurement for users of financial information. According to IFRS, the inclusion of subtotals as “operating income (loss)” and the arrangement of the income statement differ significantly by industry and company, according to specific needs. Income and costs that are of an operational nature are presented in this item.

The “Other operating expenses” item in the income statement consists mainly of income and expenses that are not directly related to the main activities of the Company, or that are non-recurring nature, such as costs of settlement of staff and clean-up of old balances.

e) Presentation of the consolidated statement of cash flows

The consolidated statements of cash flows of the Company are presented using the indirect method.

The statements of cash flows present cash inflows and outflows, excluding unrealized foreign exchange effects, and the following transactions that did not represent generation or use of cash:

- Increase in Property, systems and equipment during 2015 for approximately Ps.534,755, related to a capacity lease agreement (IRU), note 13 (a).

- Increase in Property, systems and equipment during 2015 and 2014 for approximately Ps.112,979 and Ps.287,084, respectively, related to financial leases note 13 (a).

- Swap of fiber optic, amounting to Ps.141,921 arising from agreement signed with Iusacell, as mentioned in note 2 (a).

- Increase in common stock for Ps.133,645 and Ps.100,452 during 2015 and 2014, respectively, related to the conversion option of bonds mentioned in notes 13 (a) and 18 (a).

(5) Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

a) Transactions eliminated in consolidation

The balances and transactions between the entities of the Company, as well as unrealized income and expenses, have been eliminated in preparing the consolidated financial statements.

b) Foreign currency transactions

Based on IAS 21, *"Effects of changes in foreign currency"* ("IAS 21"), transactions in foreign currencies are translated to the respective functional currencies of the entities of the Company at exchange rates prevailing at the dates of operations. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate at the balance sheet date. The gain or loss on monetary items is the difference between amortized cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortized cost in foreign currency translated at the exchange rate at end of period being reported.

c) Cash and cash equivalents

Cash and cash equivalents consist of short-term investments, highly liquid, readily convertible into cash and are subject to insignificant risk of changes in value, including overnight repurchase agreements and certificates of deposit with an initial term of less than three months. At December 31, 2015 and 2014, include cash equivalents consisting of money market for Ps. 2,324,527 and Ps. 1,560,804, respectively.

d) Financial assets

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and the intention is to settle them on a net basis or to realize the asset and settle the liability simultaneously.

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value of the financial assets, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognized immediately in profit or loss.

Financial assets are classified within the following specific categories: "financial assets at fair value with changes through profit or loss" and "accounts receivable and other accounts receivable". The classification depends on the nature and purpose thereof and is determined upon initial recognition.

Financial assets valued at fair value through profit or loss

Financial assets are classified as at fair value through profit or loss if they are acquired to be sold in a short - term. Derivative financial instruments are classified at fair value through profit or loss, unless they are designated as hedging instruments. Financial assets classified at fair value through profit or loss is recognized initially at fair value, and subsequently changes in fair value are recognized in income or loss in the consolidated statement of comprehensive income.

Accounts receivable and other accounts receivable

Trade accounts receivable and other accounts receivable with fixed or determinable payments that are not traded on an active market are classified as "Accounts receivable". According to IAS 39, *"Financial Instruments: Recognition and valuation"* ("IAS 39"), concepts within this category have no explicit cost and are recognized at amortized cost, it means, the net present value of accounts receivable at the date of transaction. Due to their short maturity, the Company recognizes initially these accounts at original value less allowance for doubtful accounts. Allowance for doubtful accounts and impairment of other accounts receivable are recognized in the selling and administrative expenses in Statement of Comprehensive Income. Interest income is recognized applying the effective interest rate method.

Effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and allocating interest income or financial cost over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments (including all fees and basis points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount.

Write-off of financial assets and financial liabilities

The Company writes off a financial asset and / or financial liabilities solely where the contractual rights over the financial asset cash flows expire or substantially transfers the risks and benefits inherent to the ownership of the financial asset.

e) Impairment of financial instruments

The Company assesses at each financial reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset and that had a negative impact on the estimated future cash flows that can be reliably estimated. Evidence of impairment may include indications that the debtor or a group of debtors are experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and when observable data indicate that there is a measurable decrease in the estimated future cash flows.

Financial assets carried at amortized cost

If there is objective evidence of an impairment loss, the amount of the loss is measured as the difference between the book value of the asset and the present value of expected future cash flows (excluding expected future credit losses that have not yet been incurred). The present value of expected future cash flows is discounted at the financial asset’s original effective interest rate. The carrying amount of the asset is then reduced through a provision and the amount of the loss is recognized in the consolidated statement of comprehensive income. The loans and the related provisions are written off when there is no realistic possibility of future recovery and all of the collateral guarantees have been realized or transferred to the Company. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases due to an event that occurs after the impairment was recognized, the previously recognized impairment loss is increased or reduced by adjusting the provision account. If a future write-off is later recovered, the recovery is credited to the consolidated interim statement of comprehensive income. If there is objective evidence of impairment in financial assets that are individually significant, or collectively for financial assets that are not individually significant, or if the Company determines there to be no objective evidence of impairment for an individually assessed financial asset, whether significant or not, the asset is included in a group of financial assets with similar credit risk characteristics and they are collectively evaluated for impairment. Assets that are assessed individually for impairment and for which an impairment loss is or continues to be recognized are not included in the collective evaluation of impairment.

f) Derivative financial instruments

Hedging instruments

The Company recognizes all derivative financial instruments as financial assets and/or liabilities that are assessed at fair value. At the inception of the hedge relationship, the Company documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk. This documentation includes the identification of the derivative financial instrument, the item or transaction being hedged, the nature of the risk to be reduced, and the manner in which its effectiveness to diminish fluctuations in fair value of the primary position or cash flows attributable to the hedged risk will be assessed. The expectation is that the hedge will be highly effective in offsetting changes in fair values or cash flows, which are continually assessed to determine whether they are actually effective throughout the reporting periods to which they have been assigned. Hedges that meet the criteria are recorded as explained in the following paragraphs.

Cash flow hedges

For derivatives that are designated and qualify as cash flow hedges and the effective portion of changes in fair value are recorded as a separate component in stockholders' equity within other comprehensive income and are recorded to the consolidated interim statement of comprehensive income at the settlement date, as part of the sales, cost of sales and financial expenses, as the case may be. The ineffective portion of changes in the fair value of cash flow hedges is recognized in the consolidated statement of comprehensive income of the period.

If the hedging instrument matures or is sold, terminated or exercised without replacement or continuous financing, or if its designation as a hedge is revoked, any cumulative gain or loss recognized directly within other comprehensive income in stockholders' equity from the effective date of the hedge, remains separated from equity until the forecasted transaction occurs when it is recognized in income. When a forecasted transaction is no longer expected to occur, the cumulative gain or loss recognized in stockholders' equity is immediately carried to profit and loss. Derivatives designated as hedges that are effective hedging instruments are classified based on the classification of the underlying. The derivative instrument is divided into a short-term portion and a long-term portion only if a reliable assignation can be performed. At December 31, 2015 and 2014, the Company has no open positions of cash flow hedges.

Embedded derivatives

This type of derivatives is valued at fair value and changes in fair value are recognized in the consolidated statement of comprehensive income.

g) Fair value of financial instruments

The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. For financial instruments that are not traded on an active market, the fair value is determined using appropriate valuation techniques. These techniques may include using recent arm's-length market transactions; reference to the current fair value of another financial instrument that is substantially the same; discounted cash flow analysis or other valuation models.

h) Inventories and cost of sales

Inventories are stated at the lower of historical cost or net realizable value. Cost of sales include expenses related to the termination of customers' cellular and long-distance calls in other carriers' networks, as well as expenses related to billing, payment processing, operator services and our leasing of private circuit links.

Cost of integrated services consists in internal and external engineering services, as well as materials and equipment required to provide them.

Net realizable value is the sales price estimated in the ordinary course of operations, less applicable sales expenses.

i) Investments in associates and other equity investments

Investments in associates are initially valued at acquisition cost, and subsequently, using the equity method, when the Company exercise significant influence over the associate.

Among other factors, significant influence is evident when the Company: a) has, directly or through subsidiaries, more than 20% of the share capital of the entity; b) has the ability, directly or indirectly, to influence the administrative, financial and operating policies of an entity; or c) is the recipient of the risks and benefits of the investment.

Other equity investments in which the Company does not exercise significant influence the investees’ capital stock are recorded at cost.

j) Property, systems and equipment

Property, systems and equipment, including capital leases, and their significant components are initially recorded at acquisition cost and are presented net of the accumulated depreciation and amortization and associated impairment losses.

Depreciation

Depreciation is calculated on the amount susceptible to depreciate, corresponding to cost of an asset, or other amount that replaces cost, less the salvage value.

The salvage value of an asset is the estimated amount that an entity would currently obtain from disposal of an item, after deducting the estimated costs of disposal, if the asset were already in the expected condition at the end of its useful life. The Company's practice is to use its assets until they are no longer useful since in the industry in which the Company operates, it is not common to perform equipment sales to competitors.

Depreciation is recognized in profit or loss using the straight-line method according to estimated useful life of each type of asset, since it shows in a better way the expected usage pattern of the future economic benefits included in the assets.

Leased assets are depreciated over the term of the lease agreement or the useful life of the assets, the smaller, unless there is reasonably certain that the Company will acquire ownership of the leased assets at the end of the lease agreement

The estimated average useful lives for the current periods are as follows:

- Building 25 years
- Computer equipment 3 years
- Transportation equipment 4 years
- Furniture and fixtures 10 years
- Network equipment 6 to 28 years

Useful lives and salvage values are reviewed at each year end and adjusted, if necessary (See note 7(a)).

Subsequent costs

The cost of replacing a component of an item of property, systems and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will inflow to the Company, and the cost can be measured reliably. Maintenance and minor repairs, including the cost of replacing minor items not constituting substantial improvements are expensed as incurred and charged through consolidated profit or loss statement into selling and administrative expenses.

Borrowing costs

Borrowing costs directly related to the acquisition, construction of production of qualifying assets, which constitute assets that require a substantial period until they are ready for use, are added to the cost of such assets during the construction stage and until commencing their operations and/or exploitation. All other borrowing costs are recognized in profits and losses during the period in which they were incurred.

k) Intangibles assets

The amounts expensed for intangible assets are capitalized when the future economic benefits derived from such investments, can be reliably measured. According to their nature, intangible assets are classified with determinable and indefinite lives. Intangible assets with determinable lives are amortized using the straight-line method during the period in which the economic benefits are expected to be obtained.

Intangible assets with an indefinite life are not amortized, as it is not feasible to determine the period in which such benefits will be materialized; however, they are subject to annual impairment tests. As of December 31, 2015 and 2014, respectively, the Company had no intangible assets with an indefinite life registered in accounting. The price paid in a business combination assigned to intangible assets is determined according to their fair value using the purchase method of accounting. Research and development expenses for new products are recognized in results as incurred.

Telephone concession rights are included in intangible assets and amortized over a period of 20 to 30 years (the initial term of the concession rights).

Intangible assets also include infrastructure costs paid to Telmex / Telnor.

l) Impairment of non-financial assets

The Company reviews the carrying amounts of tangible and intangible assets in order to determine whether there are indicators of impairment. If there is an indicator, the asset recoverable amount is calculated in order to determine, if applicable, the impairment loss. The Company undertakes impairment tests considering asset groups that constitute a cash-generating unit (CGU).

The recoverable amount is the higher of fair value less its disposal cost, and value in use. In assessing value in use, estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects market conditions and specific risks to each asset or the CGU.

If the recoverable amount of a CGU is estimated to be less than its carrying amount, the unit's carrying amount is reduced to its recoverable amount. Impairment losses are recognized in the consolidated statement of comprehensive income.

When an impairment loss is subsequently reversed, the CGU's carrying amount increases its estimated revised value, such that the increased carrying amount does not exceed the carrying amount that would have been determined if an impairment loss for such CGU had not been recognized in prior years.

m) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified as financial liabilities at fair value through profit or loss, loans and financial debt, or derivatives designated as hedging instruments in effective hedges, as the case may be. The Company determines the classification of its financial liabilities at the time of their initial recognition. All financial liabilities are initially recognized at their fair value and, for loans and financial debt, fair value includes directly attributable transaction costs.

Financial liabilities include accounts payable to suppliers and other accounts payable, debt and derivative financial instruments.

Financial assets and liabilities are offset and the net amount is shown in the consolidated statement of financial position if, and only if, (i) there is currently a legally enforceable right to offset the recognized amounts; and (ii) the intention is to settle them on a net basis or to realize the asset and settle the liability simultaneously.

Subsequent recognition of financial liabilities depends on their classification, as follows:

Financial liabilities at fair value with changes to profit or loss

Financial liabilities measured at fair value through profit or loss include financial liabilities for trading purposes, and financial liabilities measured upon initial recognition at fair value through profit or loss.

This category includes derivative financial instruments traded by the Company and that have not been designated as hedging instruments in hedging relationships.

Separate embedded derivatives are also classified for trading purposes, except they are designated as effective hedging instruments.

Profits or losses on liabilities held for trading purposes are recognized in the consolidated statement of comprehensive income.

The Company has not designated any financial liability upon initial recognition at fair value through profit or loss. The derivative financial instruments that cannot be designated as hedges are recognized at fair value with changes in profit and loss.

Financial debt and interest bearing loans

After their initial recognition, loans and borrowings that bear interest are subsequently measured at their amortized cost using the effective interest rate method. Gains and losses are recognized in profit and loss at the time they are derecognized, as well as through the effective interest rate amortization process.

The amortized cost is computed by taking into consideration any discount or premium on acquisition and the fees and costs that are integral part of the effective interest rate. Effective interest rate amortization is included as part interest expense in the consolidated statement of comprehensive income.

A financial liability is derecognized when the obligation is met, cancelled or expires.

n) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that Company settles an obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimates to settle the present obligation at the end of the period, bearing into account the risks and uncertainties inherent thereto. When a provision is assessed using estimated cash flows to settle the present obligation, its book value represents the present value of such cash flows (when the effect in the time value of money is significant).

o) Employee benefits

Short-term employee benefits

Employee remuneration liabilities are recognized in the consolidated statement of comprehensive income on services rendered according to the salaries and wages that the entity expects to pay at the date of the consolidated statement of financial position, including related contributions payable by the Company. Absences paid for vacations and vacation premiums are recognized in the consolidated statement of comprehensive income insofar as the employees render the services that allow them to enjoy such vacations.

Seniority premiums granted to employees

In accordance with Mexican labor law, the Company provides seniority premium benefits to employees under certain circumstances. These benefits consist of a one-time payment equivalent to 12 days' wages for each year of service (at the employee's most recent salary, but not to exceed twice the legal minimum wage), payable to all employees with 15 or more years of service, as well as to certain employees terminated involuntarily prior to the vesting of their seniority premium benefit.

Costs associated with these benefits are provided for based on actuarial computations using the projected unit credit method.

Termination benefits

The Company provides statutory mandated termination benefits to employees terminated under certain circumstances. Such benefits consist of a one-time payment of three months wages plus 20 days' wages for each year of service payable upon involuntary termination without just cause.

Termination benefits are recognized when the Company decides to dismiss an employee or when such employee accepts an offer of termination benefits.

p) Statutory employee profit sharing

According to Mexican labor law, the Company must distribute the equivalent of 10% of the annual taxable income as employee statutory profit sharing in those legal entities with employees. This amount is recognized in the consolidated statement of comprehensive income within the selling and administrative expenses.

q) Income taxes

The income tax includes current and deferred tax. The current and deferred tax are recognized in profit or loss, except that it relates to a business combination, or items recognized directly in equity or in other comprehensive income or loss.

The current tax comprises the expected tax payable or receivable. The income tax for the year is determined according to legal and taxation requirements for companies in Mexico, using tax rates enacted at the reporting date, and any adjustment to tax payable regarding of previous years for each of the legal entities of the Company.

The deferred tax is registered under the asset and liability method, which compares book and tax values of assets and liabilities of the Company, and deferred taxes (assets or liabilities) derived from the differences between those values are recognized. Taxes are not recognized for the following temporary differences: the initial recognition of assets and liabilities in a transaction other than a business combination and does not affect the accounting or tax result, and differences relating to investments in subsidiaries and joint ventures to the extent that is probably not reverse in the foreseeable future. Additionally, no deferred taxes are recognized for taxable temporary differences arising from the initial recognition of goodwill. Deferred taxes are calculated using rates that are expected to apply to temporary differences when they are reverted, based on enacted laws at the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset tax assets and liabilities, and correspond to income taxes imposed by the same tax authority and for the same tax entity, or on different tax entities, but they intend to settle tax assets and liabilities on a net basis, or their tax assets and liabilities are realized simultaneously.

A deferred tax asset for tax loss carryforwards, tax credits and deductible temporary differences are recognized to the extent that it becomes probable that taxable future profits will be available to be applied against. Deferred tax assets are reviewed at the reporting date and are reduced to the extent that realization of the related tax benefit is no longer probable.

r) Revenue recognition

The Company's revenues are recognized when earned, as follows:

- *Telephony, internet and pag – tv, Services* – Customers are charged a flat monthly fee for basic service, a per-call fee for local calls, a per-minute usage fee for calls completed on a cellular line and domestic and international long distance calls, and a monthly fee for value-added services, according to the individual offer of each client.
- *Activation* – At the moment of installing the service when the customer has a contract with indefinite life; otherwise is recognized over the average contract life.
- *Equipment* – At the moment of selling the equipment and when the customer acquires the property of the equipment and assumed all risks.
- *Integrated services* – At the moment when the client receives the service.
- *Income from interconnection* – Based on the traffic of minutes and generated by approved rates by Federal Telecommunications Institute (*Instituto Federal de Telecomunicaciones* or "IFETEL") or private agreements.
- *Income from real estate construction* – Revenues and costs from contracts for long-term projects are recognized using the percent of completion method. If, during the term of the project, the Company estimates that incurred costs plus remaining costs to be incurred, exceed total revenue, the expected loss is recognized in results immediately.
- *Deferred revenue* – Advance payments or unearned revenue, are initially recorded on the balance sheet as a liability, until the services have been rendered or products have been delivered, it is recognized as revenue on the income statement, in this moment the liability decrease. In addition, the liability account is reduced by refunds made to customers.

s) Earnings per share

Net earnings per share result from dividing the net earnings for the year by the weighted average of outstanding shares during the fiscal year. To determine the weighted average of the outstanding shares, the shares repurchased by the Company are excluded.

t) Segments

Management evaluates the Company's operations as two revenue streams (mass market and business market), however it is not possible to attribute direct or indirect costs to the individual streams other than selling expenses and as a result has determined that it has only one operating segment.

(6) Recently Issued Accounting Standards

There are several IFRS issued at the date of these consolidated financial statements, that have not yet been adopted, which are listed below. Except as otherwise indicated, the Company expects to adopt these IFRS when they become effective.

- IFRS 9, *Financial instruments: classification and measurement* ("IFRS 9"). IFRS 9 sets forth the guidance relating to the classification and measurement of financial assets and liabilities, to the accounting for expected credit losses on an entity's financial assets and commitments to extend credits, as well as the requirements related to hedge accounting, and will replace IAS 39, *Financial instruments: recognition and measurement* ("IAS 39") in its entirety. IFRS 9 requires an entity to recognize a financial asset or a financial liability when, and only when, the entity becomes party to the contractual provisions of the instrument. At initial recognition, an entity shall measure a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability, and includes a category of financial assets at fair value through other comprehensive income for simple debt instruments. In respect to impairment requirements, IFRS 9 eliminates the threshold set forth in IAS 39 for the recognition of credit losses. Under the impairment approach in IFRS 9 it is no longer necessary for a credit event to have occurred before credit losses are recognized, instead, an entity always accounts for expected credit losses, and changes in those expected losses through profit or loss. In respect to hedging activities, the requirements of IFRS 9 align hedge accounting more closely with an entity's risk management through a principles-based approach. Nonetheless, the IASB provided entities with an accounting policy choice between applying the hedge accounting requirements of IFRS 9 or continuing to apply the existing hedge accounting requirements in IAS 39 until the IASB completes its project on the accounting for macro hedging. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. If an entity elects to apply IFRS 9 early, it must apply all of the requirements in this standard at the same time. The Company is currently evaluating the impact that IFRS 9 will have on the classification and measurement of its financial assets and financial liabilities, impairment of financial assets and hedging activities. Effects of the adoption of this standard have not been estimated with reasonability. Nonetheless, the Company is not considering an early application of IFRS 9.

- In May 2014, the IASB issued IFRS 15, Revenue from contracts with customers ("IFRS 15"). The core principle of IFRS 15 is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services, following a five step model: Step 1) Identify the contracts(s) with a customer, which is an agreement between two or more parties that creates enforceable rights and obligations; Step 2): Identify the performance obligations in the contract, considering that if a contract includes promises to transfer distinct goods or services to a customer, the promises are performance obligations and are accounted for separately; Step 3) Determine the transaction price, which is the amount of consideration in a contract to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer; Step 4): Allocate the transaction price to the performance obligations in the contract, on the basis of the relative stand-alone selling prices of each distinct good or service promised in the contract; and Step 5) Recognize revenue when (or as) the entity satisfies a performance obligation, by transferring a promised good or service to a customer (which is when the customer obtains control of that good or service). A performance obligation may be satisfied at a point in time (typically for promises to transfer goods to a customer) or over time (typically for promises to transfer services to a customer). IFRS 15 also includes disclosure requirements that would provide users of financial statements with comprehensive information about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. IFRS 15 will supersede all existing guidance on revenue recognition. IFRS 15 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted considering certain additional disclosure requirements. The Company is currently evaluating the impact that IFRS 15 will have on its financial information. Effects of the adoption of this standard have not been estimated with reasonability. It is not considered the early adoption of IFRS 15.

- On January 13, 2016, the IASB issued IFRS 16, *Leases* ("IFRS 16"), which will supersede all current standards and interpretations related to lease accounting. IFRS 16, defines leases as any contract or part of a contract that conveys to the lessee the right to use an asset for a period of time in exchange for consideration and the lessee directs the use of the identified asset throughout that period. In summary, IFRS 16 introduces a single lessee accounting model, and requires a lessee to recognize, for all leases with a term of more than 12 months, unless the underlying asset is of low value, assets for the "right-of-use" the underlying asset against a corresponding financial liability, representing the net present value of estimated lease payments under the contract, with a single income statement model in which a lessee recognizes depreciation of the right-of-use asset and interest on the lease liability. A lessee shall present either in the balance sheet, or disclose in the notes, right-of-use assets separately from other assets, as well as, lease liabilities separately from other liabilities. IFRS 16 is effective beginning January 1, 2019, with early adoption permitted considering certain requirements. The Company is evaluating the impact that IFRS 16 will have on the recognition of its lease contracts. Effects of the adoption of this standard have not been estimated with reasonability. The Company is not considering the early application of IFRS 16.

(Thousands of Mexican pesos)

(7) Critical accounting judgments and key uncertainty sources in estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the period. These assumptions are reviewed on an ongoing basis using available information. Actual results could differ from these estimates.

Underlying estimates and assumptions are reviewed regularly. Accounting estimates changes are prospectively recognized.

Information about judgments made in applying accounting policies that have the most significant effects on the amounts in the consolidated financial statements is included in the following notes:

a) Useful lives of property, systems, and equipment - The Company reviews the estimated useful life of property, systems and equipment at the end of each annual period. The degree of uncertainty related to the estimated useful lives is related to the changes in market and the use of assets for production volumes and technological development.

Starting on January 1, 2015 and, as a result of several comprehensive analysis about changes in the technology of certain assets and new estimates of useful life, the Company adjusted the useful lives of network infrastructure mentioned below:

Type of Network equipment	Previous useful life	New useful life
Commutation	3 to 10 years	5 to 12 years
Power plant and A/C	3 years	5 years
External equipment	10 years	12 years
Transmission	3 to 10 years	5 to 12 years
Fiber optic	10 years	12 years

The adjustment indicated above has been applied prospectively as a change in accounting estimate, resulting in a decrease of approximately Ps.526,675 in depreciation expense compared to 2014.

b) Impairment of non-financial assets - When testing assets for impairment, the Company requires estimating the value in use assigned to property, systems and equipment, and cash generating units. The calculation of value in use requires the Company to determine future cash flows generated by cash generating units and an appropriate discount rate to calculate the present value thereof. The Company uses cash inflows projections using estimated market conditions, expected future prices of products and volumes of expected services and sales. Similarly, for discount rate and perpetuity growth purposes, the Company uses market risk premium indicators and long-term growth expectations of markets where the Company operates.

c) Allowance for doubtful accounts - The Company uses estimates to determine the allowance for doubtful accounts. The factors that the Company considers to estimate doubtful accounts are mainly the customer's financial situation risk, unsecured accounts, and considerable delays in collection according to the credit limits established.

(Thousands of Mexican pesos)

d) Contingencies - The Company is subject to contingent transactions or events on which it uses professional judgment in the development of estimates of occurrence probability. The factors considered in these estimates are the current legal situation as of the date of the estimate, and the external legal advisors' opinion.

e) Deferred tax assets - Deferred tax assets are recognized for the tax loss carryforwards to the extent management believes it is recoverable through the generation of future taxable income to which it can be applied.

f) Financial instruments recognized at fair value - In cases where fair value of financial assets and liabilities recorded in the consolidated financial statement do not arise from active markets, their fair values are determined using valuation techniques, including the discounted cash flows model. Where possible, the data for these models are supplied from observable markets, otherwise a degree of discretionary judgment is required to determine fair values. These judgments include data such as liquidity risk, credit risk and volatility. Changes in the assumptions related to these factors may affect the amounts of fair values for financial instruments.

g) Financial cost of debt – In cases where debt is contracted and within contractual conditions there are incremental interest rates according to term, The Company uses the weighted average interest rate method to calculate and recognize interest expense of any period, based on the assumption that debt will not be prepaid or renegotiated before maturity.

h) Income taxes effects from uncertain tax possitions are recognized when there is a high probability that the criteria will be based on its technical merit and assuming that authorities will review each possition and have complete knowledge of the relevant information. These possitions are valued on the basis of a cumulative probability model. Each possitions is considered individually, without considering its relationship with another tax procedure. The high probability indicator represents an affirmation of the administration that the Company is entitled to the economic benefits of the tax possition. If a tax possition is considered low probability of being supported, the benefits of the possition are not recognized. Interest and penalties associated with unrecognized tax benefits are part of income taxes expense in the consolidated statements of income.

i) Leases - Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

(8) Financial instruments

Categories of financial instruments

		2015	2014
Financial assets			
Cash and cash equivalents	Ps.	2,575,222	2,697,835
Accounts receivable		5,632,981	5,008,936
Financial instruments		378,099	121,999
Advance to suppliers		52,648	112,763
Other current assets		151,511	225,331

		2015	2014
Financial liabilities			
Derivative financial instruments	Ps.	65,222	46,952
Accrued interest		545,208	458,822
Short-term debt		130,000	130,000
Current maturities of long-term debt and long-term debt		12,851,606	10,866,001
Accounts payable and accrued liabilities		2,676,819	2,347,302

(a) Financial risk management objectives

The Company and its subsidiaries are exposed, through their normal business operations and transactions, primarily to market risk (including interest rate risk, price risk and currency rate risk), credit risk and liquidity risk.

(b) Market and interest rate risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, sill affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

For interest rate risk, management has a risk management committee which discusses, among other things; whether each of the loans contracted either for working capital or to finance investment projects should be (according to market conditions and the functional currency of the Company) contracted with fixed or variable rate.

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Monetary assets and liabilities denominated in dollars as of December 31, 2015 and 2014 are as follows:

		(Thousands of US dollars)	
		2015	2014
Current assets	U.S.	124,523	130,803
Current liabilities		(127,022)	(102,231)
Non - current liabilities		(710,481)	(726,992)
Foreign currency liabilities, net	U.S.	(712,980)	(698,420)

The U.S. dollar exchange rates as of December 31, 2015 and 2014 were Ps. 17.20 and Ps. 14.71, respectively. As of March 4, 2016, the exchange rate was Ps. 17.85.

The Company's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

(c) Market sensitivity analysis

Exchange rate sensitivity analysis

The Company is exposed to currency fluctuations between the Mexican peso and the U.S. dollar.

The following table details the Company's sensitivity analysis to a 10% increase and decrease in the peso against the U.S. dollar. The 10% increase or decrease is the sensitivity scenario that represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the period for a 10% change in the exchange rates. A positive number below indicates an increase in profit or equity where the peso strengthens 10% against the U.S. dollar.

If the peso strengthens 10% against the U.S. dollar, the profit for the year ended December 31, 2015 and equity would increase by Ps. 1,115,263.

If the peso weakens 10% against the U.S. dollar, profit for the year ended December 31, 2015 and equity would decrease by Ps. 1,226,789.

(d) Embedded derivatives

On January 31, 2013, the Company completed the exchange of U.S. 142 and U.S. 335 million of unsecured notes due in 2017 and 2019, respectively, for U.S. 249 and U.S. 22 million dollars secured bond and a convertible bond, respectively, both with initial interest rate initial of 7% which will be increased to 8% in the first anniversary date and to 9% in the second anniversary date, and due in 2020, plus a cash payment of U.S. 83 million to participating holders.

Holders of the convertible notes may elect to convert their Convertible Dollar-Indexed Notes Into American Depository Shares “ADSs” or Certificados de Participación Ordinaria “CPOs” at any time after 120th calendar day following the issue date and prior to the close of business on the fourth business day immediately preceding the maturity date for the convertible notes, or at the election of the Company such conversion may be settled in cash. The number of ADSs to be delivered in settlement conversion will be determined by the Company at the conversion rate, which shall initially be of 5.9277 ADSs per Ps.100 principal amount of convertible Dollar-indexed Notes, representing an initial conversion price of approximately Ps. 16.87 per ADS. The number of CPOs to be delivered in settlement of conversion will be determined by the conversion rate, which shall initially be of 41.4938 ADSs per Ps. 100 principal amount of convertible Dollar-indexed Notes, representing an initial conversion of approximately Ps. 2.41 per CPO.

The following summarizes the accounting for the convertible notes and the embedded derivative arising from the conversion option:

Convertible Notes – liability	**(Thousands of U.S. dollars)** December 31, 2015	December 31, 2014
Face value	22,189	22,189
Options converted (note 13a)	(18,475)	(8,016)
	3,714	14,173
Fair value of conversion option recognized as a derivative financial instrument	(9,738)	(9,738)
Accrued interest	8,689	5,015
Carrying amount of convertible notes	2,665	9,450

Convertible Notes – Derivative financial instrument	**(Thousands of U.S. dollars)** December 31, 2015	December 31, 2014
Fair value of conversion option at initial balance	3,190	8,921
Loss (gain) in change of fair value for the period	601	(5,731)
Fair value of conversion option at year end	3,791	3,190

For the years ended December 31, 2015 and 2014 the change in fair value of derivative financial instruments resulted in an unrealized (loss) gain of (Ps.57,476) and Ps.18,929, respectively, recognized in the comprehensive financing within the change in the fair value and settlements of financial instruments, net.

(e) Other price risks (equity price risk)

During July, August and September 2009, the Company acquired call options denominated “Zero Strike Calls” that have a notional of 26,096,700 CPOs of Axtel’s shares. During the months of June and July of 2010, the Company acquired additional Zero Strike Calls for 4,288,000 CPOs of Axtel, on the same conditions, holding 30,384,700 CPOs as of January 1, 2011. During the months of October, November and December of 2014, the Company acquired additional Zero Strike Calls for 5,639,336 CPOs of Axtel, with the same conditions. During 2015 additional Zero Strike Calls for 7,435,646 CPOs were acquired. The underlying of these instruments is the market value of the Axtel’s CPOs. The premium paid was equivalent to the market value of the notional plus transaction costs. The strike price established was Ps.0.000001 per option. This instrument is redeemable only in cash and can be redeemed by the Company at any time (considered to be American options), for a six-month period and are extendable. The terms and fair value of the Zero Strike Calls is included in the following table:

(Thousands of Mexican pesos)

Counterparty	Notional amount	Terms	Fair value Asset 2015	Fair value Asset 2014
Bank of America Merrill Lynch	30,384,700 CPOs	Receives in cash the market value of the notional amount	264,347	102,700
Corporativo GBM, S.A.B. de C.V.	13,074,982 CPOs	Receives in cash the market value of the notional amount	113,752	19,299
			378,099	121,999

For the years ended December 31, 2015 and 2014 the change in the fair value of the Zero Strike Calls resulted in an unrealized gain (loss) of Ps.221,182 and (Ps. 40,201), respectively, recognized in the net finance cost within the change in the fair value and settlements of financial instruments, net.

(f) Equity price risk sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to the equity price risk associated with the market value of the Axtel's CPOs at the end of the reporting period. The 10% increase or decrease is the sensitivity scenario that represents management's assessment of the reasonably possible change in the Axtel's share price.

If the Company's share price had been 10% higher:

- Profit and equity for the year ended December 31, 2015 would increase by Ps.37,810.

If the Company's share price had been 10% lower:

- Profit and equity for the year ended December 31, 2015 would decrease by Ps.34,373.

(g) Credit risk management

- Credit risk refers to the risk that counterparty will default on the contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company's exposure and the credit ratings of its counterparties are continuously monitored. Credit exposure is controlled by counterparty limits that are reviewed and approved by the Company, annually.

- Trades receivable consist of a large number of customers, spread across diverse industries and geographical areas throughout Mexico. Ongoing credit evaluation is performed on the financial condition of accounts receivable.

- Apart from companies A and B, the largest customers of the Company, the Company does not have significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The Company defines counterparties as having similar characteristics if they are related entities. Concentration of credit risk related to Company A and B should not exceed 20% of gross monetary assets at any time during the year. Concentration of credit risk to any other counterparty should not exceed 5% of gross monetary assets at any time during the year.

- Company A represented 12%, and 5% of the Company's accounts receivable as of December 31, 2015 and 2014, respectively. Additionally, revenues associated with Company A for the year ended December 31, 2015 and 2014 were 4% and 0%, respectively.

- Company B represented 2%, and 1% of the Company's accounts receivable as of December 31, 2015 and 2014, respectively. Additionally, revenues associated with Company B for the year ended December 31, 2015 and 2014 were 4% and 1%, respectively.

- The Credit risk in investments on demand and in derivative financial instruments is minimal, since the counterparties are banks with high credit ratings assigned by international qualified agencies.

- The Company does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

(h) Liquidity risk management

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with the financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will always have sufficient liquidity to meet liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk damage to the Company's reputation.

Ultimate responsibility for liquidity risk management rests with the Company's board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-, medium- and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring actual and forecasted cash flows.

The following tables detail the Company's remaining contractual maturity for the non-derivative financial liabilities (debt) with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rates at the end of the reporting period. The contractual maturity is based on the earliest date on which the Company may be required to pay.

(Thousands of Mexican pesos)

		Less than 1 year	1-2 years	2-3 years	3-4 years	4-5 years
December 31, 2015						
Variable interest rate instruments	Ps	170,518	32,395	26,091	8,142	6
Fixed interest rate instruments		1,333,841	2,086,527	1,044,447	2,758,644	9,860,087
Capacity lease		141,187	117,562	117,562	88,172	-
	Ps	1,645,546	2,236,484	1,188,100	2,854,958	9,860,093

		Less than 1 year	1-2 years	2-3 years	3-4 years	4-5 years	5+ years
December 31, 2014							
Variable interest rate instruments	Ps	158,499	21,934	13,979	7,702	-	-
Fixed interest rate instruments		1,130,525	1,049,144	1,777,453	898,450	2,372,833	8,594,932
	Ps	1,289,024	1,071,078	1,791,432	906,152	2,372,833	8,594,932

The amounts included above for variable interest rate instruments for both non-derivative financial assets and liabilities are subject to changes if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

Fair value of financial instruments

Except as detailed in the following table, the Company's management considers that the carrying amounts of financial assets and financial liabilities recognized in the consolidated financial statements approximate their fair values:

	December 31, 2015		**December 31, 2014**	
	Carrying amount	**Fair value**	**Carrying amount**	**Fair value**
Financial liabilities				
Financial liabilities held at amortized cost:				
Senior Unsecured Notes with maturity in 2017	867,173	868,257	741,758	741,684
Senior Unsecured Notes with maturity in 2019	1,750,417	1,750,242	1,497,262	1,497,112
Senior Secured Notes with maturity in 2020	9,371,572	9,370,635	8,016,203	7,775,717
Financing leases	535,423	618,763	602,582	664,440
Capacity lease	385,968	326,943	-	-

Valuation techniques and assumptions applied for the purposes of measuring fair value

The fair values of financial assets and financial liabilities are determined as follows:

- The fair values of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices.

- The fair values of derivative instruments are calculated using quoted prices. Where such prices are not available, a discounted cash flow analysis is performed using the applicable yield curve for the duration of the instruments or option pricing models as best applicable. Foreign currency forward contracts are measured using quoted forward exchange rates and yield curves derived from quoted interest rates matching maturities of the contracts. Interest rate swaps are measured at the present value of future cash flows estimated and discounted based on the applicable yield curves derived from quoted interest rates and include other adjustments to arrive at fair value as applicable (i.e. for counterparty credit risk).

- The fair values of other financial assets and financial liabilities (excluding those described above) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

(i) Fair value measurements recognized in the consolidated statement of financial position

The Company applies the guidance in IFRS 13, *Fair Value Measurement* ("IFRS 13") to determine the fair value of financial assets and financial liabilities recognized or disclosed at fair value. IFRS 13 requires fair values in addition to those already required or permitted by other IFRS, and is not intended to establish valuation standards or affect valuation practices outside financial reporting. Under IFRS 13, the fair value represents a "Selling Price", which would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date, considering the credit risk the counterparty valuation.

The concept of Selling Price is based on the assumption that there is a market and participants in this for the specific asset or liability. When there are no market and / or market participants, IFRS 13 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority pricing calculations that deal with data entry but significant unobservable (Level 3 measurement).

The three levels of hierarchy are as follows:

- The level 1 data are quoted prices in active markets (unadjusted) for identical assets or liabilities that the Company has the ability to negotiate at the date of measurement. A quoted price in an active market provides the most reliable evidence of fair value and is used without adjustment for determining fair value whenever it is available.

- Level 2 data are data other than quoted prices in active markets that are directly or indirectly observable for the asset or liability that are mainly used to determine the fair value of shares, investments and loans that are not actively traded. Level 2 data include stock prices, interest rates and certain yield curves, implied volatility, credit spreads, and other data, including data extrapolated from other observable data. In the absence of level 1 data, the Company determines fair value by interacting applicable Level 2 data, the number of instruments and / or other relevant terms of the contracts, as applicable.

(Thousands of Mexican pesos)

- Level 3 data are those that are not observable for the asset or liability. The Company uses this data to determine fair value when there is no Level 1 or Level 2 data, in valuation models such as discounted cash flows.

	December 31, 2015			
	Level 1	**Level 2**	**Level 3**	**Total**
Financial assets				
Zero strike calls	378,099	-	-	378,099
Financial liabilities				
Derivative financial liabilities	-	65,222	-	65,222

	December 31, 2014			
	Level 1	**Level 2**	**Level 3**	**Total**
Financial assets				
Zero strike calls	121,999	-	-	121,999
Financial liabilities				
Derivative financial liabilities	-	46,952	-	46,952

(9) Accounts receivable, net

Accounts receivable, net consist of the following:

		2015	**2014**
Accounts receivable	Ps	5,632,981	5,008,936
Less allowance for doubtful accounts		2,739,964	2,582,769
Accounts receivable, net	Ps	2,893,017	2,426,167

Given their short-term nature the carrying value of trade accounts receivable approximates the fair value as of December 31, 2015 and 2014.

Movement in the allowance for doubtful accounts.

		2015	**2014**
Opening balance	Ps	2,582,769	2,407,130
Allowance for the year		154,621	173,941
Effect of exchange rate		2,574	1,698
Balances at period end	Ps	2,739,964	2,582,769

(Thousands of Mexican pesos)

In determining the recoverability of trade receivables, the Company considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the customer base being large and unrelated.

Aging of impaired trade receivables:

		2015	**2014**
60 – 90 days	Ps	13,350	17,786
90 - 120 days		15,988	28,591
120 + days		2,710,626	2,536,392
Total	Ps	2,739,964	2,582,769

Aging of past due but not impaired

		2015	**2014**
Current	Ps	1,232,136	949,172
1 – 30 days		135,311	139,937
30 – 60 days		83,486	183,037
60 – 90 days		54,194	37,523
90 + days		625,690	417,467
Total	Ps	2,130,817	1,727,136

(10) Property, systems and equipment, net

Property, systems and equipment are as follows:

		Land and Building	**Computer and electronic equipment**	**Transportation equipment**	**Furniture and fixtures**	**Network equipment**	**Leasehold improvements**	**Construction in progress**	**Total**
Balance as of January 1, 2014	Ps	430,990	3,382,097	387,713	241,069	32,417,894	429,612	858,696	38,148,071
Additions		-	152,125	4,465	6	458,514	-	2,548,101	3,163,211
Transfer of completed projects in progress		-	161,252	4,723	16,632	2,212,733	583	(2,395,923)	-
Disposals		-	(2,131)	(20,900)	(55)	(18,231)	-	-	(41,317)
Balance as of December 31, 2014	Ps	430,990	3,693,343	376,001	257,652	35,070,910	430,195	1,010,874	41,269,965
Additions		-	-	2411	42	846,169	-	1,985,452	2,834,074
Transfer of completed projects in progress		-	153,437	19,656	3,101	1,679,422	21,614	(1,877,230)	-
Disposals		-	(7,695)	(23,742)	(170)	(29,430)	-	(813)	(61,850)
Balance as of December 31, 2015	Ps	430,990	3,839,085	374,326	260,625	37,567,071	451,809	1,118,283	44,042,189

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Depreciation and impairment		Land and Building	Computer and electronic equipment	Transportation equipment	Furniture and fixtures	Network equipment	Leasehold improvements	Construction in progress	Total
Balance as of January 1, 2014	Ps	136,084	1,359,352	321,494	178,269	22,637,701	327,984	-	24,960,884
Depreciation of the year		14,284	126,316	45,036	17,577	3,152,790	24,963	-	3,380,966
Disposals		-	(2,053)	(20,115)	(30)	(11,230)	-	-	(33,428)
Balance as of December 31, 2014	Ps	150,368	1,483,615	346,415	195,816	25,779,261	352,947	-	28,308,422
Depreciation of the year		14,287	111,562	16,796	15,397	2,384,169	21,137	-	2,563,348
Disposals		-	(7,623)	(23,513)	(119)	(14,505)	-	-	(45,760)
Balance as of December 31, 2015	Ps	164,655	1,587,554	339,698	211,094	28,148,925	374,084	-	30,826,010
Property, systems and equipment, net at December 31, 2014	Ps	280,622	2,209,728	29,586	61,836	9,291,649	77,248	1,010,874	12,961,543
Property, systems and equipment, net at December 31, 2015	Ps	266,335	2,251,531	34,628	49,531	9,418,146	77,725	1,118,283	13,216,179

Construction in progress mainly includes network equipment, and capitalization period is approximately six months.

During the year ended December 31, 2015 and 2014 the Company capitalized Ps.44,223 and Ps.36,847, respectively of borrowing costs in relation to Ps.831,303 and Ps.709,293 in qualifying assets. Amounts were capitalized based on a capitalization rate of 10.14% and 9.85%, respectively.

No impairment was recognized for tangible or intangible assets for the years ended December 31, 2015 and 2014. The main assumptions used in calculating use value are as follows:

a) The Company tests for impairment considering asset groups constituting the cash-generating unit (CGU).

b) The Company determines the use value of the CGU by discounting the estimated future cash flows to their present value.

c) Only assets in operation as of December 31, 2015 were considered.

d) The Company believes that it operates in a single operating segment, so evaluates all its operations as a single CGU (see Note 5 (l)).

e) The after tax discount rate used was 10.2%.

Regarding the growth of cash flows included in the model use value, the Company has considered a range of growth in the range from 4.24% to 18.15% for the first 5 years. Year 6 to 9, are no longer considered further growth.

(Thousands of Mexican pesos)

For the year ended December 31, 2015 and 2014 interest expenses are comprised as follows:

		2015	2014
Interest expense	Ps	(1,280,531)	(912,592)
Amount capitalized		44,223	36,847
Net amount in consolidated statements of comprehensive income	Ps	(1,236,308)	(875,745)

As of December 31, 2015, certain financial leases amounting to approximately Ps. 15 million were guaranteed with the equipment acquired with those leases.

The depreciation expense for the year ended December 31, 2015 and 2014 amounts to Ps. 2,563,348 and Ps. 3,380,966, respectively (see note 7 a).

(11) Intangible assets, net (see note 7 a)

Intangible assets with defined useful lives consist of the following:

		Telephone concession rights Axtel	Telephone concession rights Avantel	Telmex / Telnor infrastructure costs	World Trade Center concession rights	Rights of use	Others	Total
Balances as of December 31, 2014 and 2015	Ps.	571,520	110,193	58,982	21,045	30,030	73,169	864,939
Depreciation and impairment								
Balances as of December 31, 2013	Ps.	427,238	70,124	38,578	12,682	20,223	72,302	641,147
Amortization		30,307	10,018	4,080	1,672	2,886	867	49,830
Balances as of December 31, 2014	Ps.	457,545	80,142	42,658	14,354	23,109	73,169	690,977
Amortization		30,307	10,018	4,080	1,672	2,886	-	48,963
Balances as of December 31, 2015	Ps.	487,852	90,160	46,738	16,026	25,995	73,169	739,940
Intangible assets, net at December 31, 2014	Ps.	113,975	30,051	16,324	6,691	6,921	-	173,962
Intangible assets, net at December 31, 2015	Ps.	83,668	20,033	12,244	5,019	4,035	-	124,999

Concessions rights of the Company

The main concessions of the Company are as follows:

- Concession to offer local and long distance telephony services, for a period of thirty years. To maintain this concession the Company needs to comply with certain conditions. It can be renewed for another period of thirty years;

(Thousands of Mexican pesos)

- On September 15, 1995 Avantel obtained a concession to offer local and long distance telephony services, for a period of thirty years. To maintain this concession the Company needs to comply with certain conditions. It can be renewed for another period of thirty years;

- Concessions of different frequencies of radio spectrum for 20 years and renewable for additional periods of 20 years, as long as Axtel complies with all of its obligations, and with all conditions imposed by the law and with any other condition that Department of Communications and Transportation (Secretaria de Comunicaciones y Transporte) or (SCT) imposes.

Concessions allow the Company to provide basic local telephone service, domestic long distance telephony, purchase or lease network capacity for the generation, transmission or reception of data, signals, writings, images, voice, sounds and other information of any kind, the purchase and leasing network capacity from other countries, including digital circuits income, value added services, operator services, paging and messaging services, data services, video, audio and video conferencing, music or continuous service digital audio services, and credit or debit phone cards.

In November 2006, SCT granted the Company, as part of the concession of Axtel, a new permission to provide SMS (short messaging system) to its customers.

In September 15, 2009, SCT granted the Company a concession to install, operate and exploit a public telecommunications network to provide satellite television and audio services.

Intangible assets arising from the acquisition of Avantel

Derived from the acquisition of Avantel in 2006, the Company recorded certain intangible assets such as: trade name “Avantel”, customer relationships and telephone concession rights, whose value were determined by using an independent external expert appraiser at the acquisition date and accounted for in accordance to previous GAAP. The trade name and customer relationships are amortized over a three-year period; meanwhile the concession is amortized over the remaining term of the concession on a straight-line basis. At December 31, 2014 the values of the trade name “Avantel” and of customer relationships were fully amortized.

(12) Other assets

Other assets consist of the following:

		2015	2014
Prepaid expenses	Ps	219,766	276,738
Guarantee deposits		48,307	48,307
Others		3,024	31,325
Other assets		271,097	356,370
Current portion of other assets		151,511	225,331
Other long-term assets	Ps	119,586	131,039

(Thousands of Mexican pesos)

(13) Long-term debt

a) Long-term debt as of December 31, 2015 and 2014 consist of the following:

		2015	2014
U.S. 275 million in aggregate principal amount of 7 $^{5}/_{8}$ % Senior Unsecured Notes due in 2017. Interest is payable semiannually on February 1 and August 1 of each year. During January and 2013, the Company completed the exchange of U.S. 224.6 and U.S. 167.4 million of unsecured notes maturing in 2017 and 2019, respectively, for U.S. 358.6 and U.S. 22 million dollars on secured bond and a convertible bond.	Ps.	867,173	741,758
U.S. 490 million in aggregate principal amount of 9% Senior Unsecured Notes due in 2019. Interest is payable semiannually on March and September of each year. In January 2013, the Company completed the exchange of U.S. 224.6 and U.S.167.4 million of unsecured notes maturing in 2017 and 2019, respectively, for U.S. 358.6 and U.S. 22 million dollars on secured bond and a convertible bond.		1,750,417	1,497,262
Senior Secured Notes in a principal amount of U.S. 544.6 and U.S. 394.6 million dollars as of 2014 and 2013, respectively, with initial interest of 7% will be increased to 9% and maturing in 2020. Interest is payable semi-annually in February and August of each year.		9,371,572	8,016,203
Senior Secured Convertible Notes U.S. dollar-indexed principal amount of U.S. 22.2 million dollars with initial interest of 7% will be increased to 9% and maturing in 2020. Interest is payable semi-annually in February and August of each year.		45,856	139,097
Discount on note caused by Senior Secured Notes payable in the amount of U.S. 36 million at an initial interest rate of 7% will increase to 9% due 2020.		(19,462)	(24,228)
Premium on Senior Unsecured Notes with an aggregate principal of U.S. 490 million with an interest rate of 9%, due in 2019.		8,604	10,817
Capacity lease agreement with Teléfonos de Mexico, S.A.B. de C.V. of approximately Ps. 534,755 million and expiring in 2019.		385,968	-
Finance leases with several credit institutions with interest rates around 6% for those denominated in dollars; and TIIE (Mexican average interbank rate) plus 3% and 5.5% basis points for those denominated in pesos, with maturities between 3 to 4 years.		535,423	602,582
Debt issuance and deferred financing costs		(93,945)	(117,490)
Total long-term debt		12,851,606	10,866,001
Less current maturities		375,656	220,554
Long-term debt, excluding current maturities	Ps.	12,475,950	10,645,447

(Thousands of Mexican pesos)

Annual installments of long-term debt are as follows:

Year		Amount
2017	Ps	1,154,853
2018		164,214
2019		1,844,258
2020		9,312,625
	Ps	12,475,950

Note issuance and deferred financing costs directly attributable to the issuance of the Company's borrowings are amortized based on the effective interest rate over the term of the related borrowing.

For the year ended December 31, 2015 and 2014, the interest expense was Ps. 1,280,531 and Ps. 912,592 respectively. (See note 10).

On September 17, 2014, The Company completed the reopening of secured bonds issuance due in 2020 for U.S. 150 million at a priced at 100.25% of the principal amount, on the same terms and interest rates of the secured notes due in 2020 referred to in the following paragraphs.

b) Bank loans

On March 28, 2014 the Company entered into a promissory note with Banco Nacional de Mexico, S.A. whereby a loan of Ps. 130,000 was received, with an interest rate of TIIE plus 3.5 basis points annually. This loan matures in June 2015.

On December 13, 2013 the Company entered into a credit facility with Banco Mercantil del Norte, S.A. whereby a loan of Ps. 130,000 was received in August 2014, with an interest rate of TIIE plus 3.50 basis points annually. This loan was paid in full in September 2014.

On October 8, 2013 the Company entered into a credit facility with Banco Monex whereby a loan of Ps. 200,000 was received in August 2014, with an interest rate of TIIE plus 3.50 basis points annually. This loan was paid in full in September 2014.

Certain debt agreements establish affirmative and negative covenants, the most significant of which refer to limitations on dividend payments and the compliance with certain financial ratios. As mentioned in note 22 (a), the Company paid in full its debt as of December 31, 2015, during February 2016, so the restrictions described herein are exchanged by those set out in the new debt.

(14) Transactions and balances with related parties

The transactions carried out with related parties during the years ended as of December 31, 2015 and 2014 are as follows:

		2015	2014
Rent expense	Ps.	34,860	29,698
Installation service expense		18,020	30,225
Other		2,705	5,369

(Thousands of Mexican pesos)

At the end of 2014, Banamex was no longer considered as related party, since it has disposed of the shares held in the Company, and not meet any other requirement to be considered as such, according to IFRS.

The balances with related parties as of December 31, 2015 and 2014, included in accounts payable are as follows:

		2015	2014
Accounts payable short-term:			
GEN Industrial, S.A. de C.V. [1]	Ps	131	52
Neoris de México, S.A. de C.V.		598	505
Total	Ps	729	557

(1) Mainly administrative services.

The benefits and aggregate compensation paid to executive officers and senior management of the Company during the year ended December 31, 2015 and 2014 were as follows:

		2015	2014
Short-term employee benefits paid	Ps	259,368	72,094

(15) Provisions

Provisions as of December 31, 2015 are as follows:

		2015
Payroll provisions	Ps.	101,100
Restructuring provisions		89,000
Total	Ps.	190,100

Changes in the balance of provisions recorded for the year are as follows:

Provisions		2015
Initial balance	Ps.	-
Provisions for the year		190,100
Ending balance	Ps.	190,100

In order to comply with its strategic plans, the Company is conducting a restructuring in some of its operating areas. The cost of this restructuring consists of compensation and employee benefits and is presented within operating income in the statement of comprehensive income.

(Thousands of Mexican pesos)

(16) Deferred revenue

Deferred revenue as of December 31, 2015 and 2014 are as follows:

		2015	2014
Deferred revenue	Ps.	509,415	729,768
Current portion of deferred revenue		509,415	695,868
Long-term deferred revenue	Ps.	-	33,900

Changes in the balances of deferred revenue for the year are as follows:

		2015	2014
Initial balance	Ps.	729,768	617,815
Increases		616,466	901,482
Recognized in income for the year		(836,819)	(789,529)
Ending balance	Ps.	509,415	729,768

(17) Income tax (IT)

The IT Law effective from 1 January 2014 establishes an income tax rate of 30% for 2014 and beyond.

The income tax benefit is as follows:

		2015	2014
Current income tax	Ps	(61,305)	(34,459)
Deferred income tax		428,537	572,596
Income tax benefit	Ps	367,232	538,137

Income tax benefit attributable to loss from continuing operations before income taxes and other comprehensive income, differed from the amounts computed by applying the Mexican statutory rates of 30% IT to loss before income taxes, as a result of the items shown below.

	2015	2014
Statutory income tax rate	(30%)	(30%)
Inflationary effects	-	(2%)
Non-deductible effects from allowance for doubtful accounts	4%	9%
Non-deductible expenses	8%	1%
Temporary unrecognized deferred tax assets	1%	-
Other	(1%)	-
Effective tax rate	(18%)	(22%)

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The main differences that gave rise to the deferred income tax assets as of December 31, 2015 and 2014 are presented below:

		2015	2014
Deferred tax assets:			
Net operating loss carry forwards	Ps.	1,682,858	1,257,927
Allowance for doubtful accounts		337,749	367,482
Accrued liabilities and others		384,861	362,947
Premium on bond issuance		2,582	3,245
Property, systems and equipment		295,775	312,239
Total deferred tax assets		2,703,825	2,303,840
Deferred tax liabilities:			
Telephone concession rights		28,554	40,466
Long-term debt		549,342	549,342
Fair value of derivative financial instruments		11,257	28,123
Intangible and other assets		10,711	10,707
Total deferred tax liabilities		599,864	628,638
Deferred tax assets, net	Ps.	2,103,961	1,675,202

The rollforward for the net deferred tax asset as of December 31, 2015 and 2014 are presented below:

		2014	Effects on profit and loss	Effects on stockholders' equity	2015
Net operating loss carry forwards	Ps.	1,257,927	424,931	-	1,682,858
Allowance for doubtful accounts		367,482	(29,733)	-	337,749
Accrued liabilities and others		362,947	21,692	222	384,861
Premium on bond issuance		3,245	(663)	-	2,582
Property, systems and equipment		312,239	(16,464)	-	295,775
Telephone concession rights		(40,466)	11,912	-	(28,554)
Long-term debt		(549,342)	-	-	(549,342)
Fair value of derivative financial instruments		(28,123)	16,866	-	(11,257)
Intangible and other assets		(10,707)	(4)	-	(10,711)
	Ps.	1,675,202	428,537	222	2,103,961

(Thousands of Mexican pesos)

		2013	Effects on profit and loss	Effects on stockholders' equity	2014
Net operating loss carry forwards	Ps.	824,229	433,698	-	1,257,927
Allowance for doubtful accounts		522,188	(154,706)	-	367,482
Accrued liabilities and others		547,230	(184,952)	669	362,947
Premium on bond issuance		2,233	1,012	-	3,245
Property, systems and equipment		(69,526)	381,765	-	312,239
Telephone concession rights		(52,698)	12,232	-	(40,466)
Long-term debt		(549,342)	-	-	(549,342)
Fair value of derivative financial instruments		(41,898)	13,775	-	(28,123)
Intangible and other assets		(80,479)	69,772	-	(10,707)
	Ps.	1,101,937	572,596	669	1,675,202

As of December 31, 2015, the tax loss carryforwards expire as follows:

Expiration year		Tax loss carry forwards
2016	Ps.	26,752
2018		368,693
2020		27,302
2021		1,965,011
2022		546,319
2023		558,678
2024		1,727,890
2025		1,520,934
	Ps.	6,741,579

As of December 31, 2015, the unrecognized deferred tax assets are Ps. 823,856, of which Ps. 339,616 relate to tax loss carryforwards and Ps. 484,240 relate to estimated doubtful accounts.

(18) Stockholders' equity

The main characteristics of stockholders' equity are described below:

(a) Capital stock structure

As of December 31, 2015, the common stock of the Company is Ps. 6,861,986. The Company has 9,456,140,156 shares issued and outstanding. Company's shares are divided in two classes, Class "I" which represent the fixed minimum portion of the capital stock, and Class "II" which represent the variable portion of the capital stock. The shares that belong to both Class "I" and Class "II" provide the holders the same economic and corporate rights (with the only difference of those rights that may be conferred under applicable law to holders of shares that form part of the variable portion of a *Sociedad Anónima Bursátil de Capital Variable*). Each of the Classes have two Series: Series "A" and "B"; both Series are indistinct and provide the same corporate and economic rights to its holders. All of the shares issued by the Company have no par value. Of the total shares issued and outstanding, 97,750,656 are Class "I" Series A and 9,358,389,500 are Class "I" Series B. As of December 31, 2015 the Company has not issued any Class "II" shares (neither Series "A" nor Series "B"). As of this date, significantly all of the Series "B" Shares issued by the Company are deposited in a trust (the "CPOs Trust").

(Thousands of Mexican pesos)

	Shares			Amount	
	2014	**2013**		**2015**	**2014**
Authorized and issued common stock:					
Series A	97,750,656	97,750,656	Ps.	73,396	73,396
Series B	9,358,389,500	8,970,209,218		6,788,590	6,654,946

In connection with the issuance of the convertible bond into shares held on January 31, 2013, and in accordance with the resolutions adopted at the Extraordinary General Meeting of Shareholders on January 25, 2013, the Company issued 972,814,143 Series B shares Class "I" that will be kept in the treasury of the Company, to be subsequently subscribed by the conversion of convertible bonds.

During 2015 and 2014 the conversion option was exercised for a total of 388,180,282 and 291,767,672 Class I, Series B shares, respectively, representing an increase of Ps 133,644 and Ps. 100,452 in the common stock of the Company.

During July 2008 the Company began a program to repurchase own shares which was approved at an ordinary shareholder meeting held on April 23, 2008 for up to Ps. 440 million. As of December 31, 2008 the Company had repurchased 26,096,700 CPO's (182,676,900 shares). During July, August and September 2009, the CPOs purchased through the repurchase program was resold in the market. At the ordinary shareholder meeting held on April 25, 2014 shareholders approved to allocate a maximum amount of Ps. 90 million to the share repurchase program.

(b) Stockholders' equity restrictions

Stockholders' contributions, restated for inflation as provided in the tax law may be refunded to stockholders tax-free.

No dividends may be paid while the Company has a deficit. Additionally, certain of the Company's debt agreements mentioned in note 13 establish limitations on dividend payments.

(c) Comprehensive loss

The balance of other comprehensive income items and its activity as of December 31, 2015 and 2014 is as follows:

		2015	**2014**
Net loss	Ps.	(1,718,355)	(1,918,601)
Other comprehensive income			
Actuarial result		(1,404)	(4,460)
Effect of income tax		222	669
Other comprehensive income net of deferred taxes		(1,182)	(3,791)
Net comprehensive (loss)	Ps.	(1,719,537)	(1,922,392)

(Thousands of Mexican pesos)

(19) Telephone services and related revenues, selling and administrative expenses

Revenues consist of the following:

		2015	2014
Local calling services	Ps.	2,676,097	2,969,459
Long distance services		663,308	1,015,593
Internet and video		1,482,165	1,337,391
Data and network		2,017,964	1,897,673
Integrated services		2,374,393	1,568,616
Equipment sales		425,296	210,314
International traffic		274,259	1,234,024
Other services		236,956	363,933
	Ps.	10,150,438	10,597,003

Selling and administrative expenses

Selling and administrative expenses are as follows:

		2015	2014
Payroll and related	Ps.	1,939,547	1,838,729
Rents		904,230	846,607
Maintenance		639,696	531,056
Consulting		475,288	458,036
Other		761,010	802,421
	Ps.	4,719,771	4,476,849

(20) Construction contract

During August 2014, the Company entered into a construction contract of a building, as well as the necessary equipment thereof according to the technical features described in the contract, amounting Ps. 540,328 plus value added tax.

Income for the year is recognized following percent of completion method which consider recoverable cost plus margin.

As of December 31, 2015, income from the construction contract is comprised as follows:

		Income for the year	Cumulative income	Balances of advances	Percent of completion (%)
Construction contract	Ps.	506,031	540,328	-	100%

(21) Commitments and contingencies

As of December 31, 2015, the Company has the following commitments and contingencies:

(a) Interconnection Disagreements – Mobile Carriers – Years 2005 to 2011. In March and May 2015, Axtel signed transaction agreements with Telcel, Iusacell and Telefónica, respectively, in which the parties agreed to terminate disputes related with interconnection services, giving as liquidated and totally paid all amounts in dispute and/or still due for years 2005, 2006, 2007, 2008, 2009, 2010 and 2011. Therefore, there is no longer a contingency for that period, except in the case of Iusacell, in which case the agreement covers the contingencies between the parties until the year 2010.

(b) Interconnection Disagreements – Telmex – Years 2009 to 2013. In March 2009, the Cofetel resolved an interconnection disagreement proceeding existing between the Company (Axtel) and Teléfonos de México, S.A.B. de C.V. ("Telmex") related to the rates applicable for the termination of long distance calls from the Company to Telmex with respect to year 2009. In such administrative resolution, the Cofetel approved a reduction in the rates for termination of long distance calls applicable to those cities where Telmex does not have interconnection access points. These rates were reduced from Ps. 0.75 per minute to U.S.0.0105 or U.S.0.0080 per minute (depending on the place where the Company delivers the long distance call).

Until June 2010 Telmex billed the Company for the termination of long distance calls, applying the rates that were applicable prior to the aforementioned resolutions, and after such date, Telmex has billed the resulting amounts, applying the new interconnection rates. As of March 31, 2015, the difference between the amounts paid by the Company to Telmex according to the new rates, and the amounts billed by Telmex, amount to approximately to Ps.1,240 million, not including value added tax.

Notwithstanding the foregoing, on March 8, 2013, Alestra S. de R.L. obtained a favorable resolution of the Thirteenth Collegiate Court in Administrative Matters of the First Circuit against Telmex, establishing interconnection rates for long distance termination for year 2009, resulting in better tariffs than those offered by Telmex to Axtel in its interconnection agreement. Consequently, and considering that in the interconnection service agreement celebrated by Axtel and Telmex, the Parties settled the obligation for Telmex to offer better conditions to the service provider when a final resolution or sentence from a Court or a competent authority has set interconnection tariffs which results in better conditions than the ones agreed by the Parties in the interconnection service agreement, additionally, the Parties also agreed that the new tariffs offering better conditions for the service provider shall be immediately applicable. Thus, the contingency established in the paragraph above, would be reduced by an estimate of Ps.772 million, resulting in an estimated amount of Ps.468 million.

Telmex filed for the annulment of the proceeding before the Federal Court of Tax and Administrative Justice (Tribunal Federal de Justicia Fiscal y Administrativa) requesting the annulment of Cofetel's administrative resolution. The Company (Axtel and Avantel) has a contingency in case the Federal Tax and Administrative Court rules against the Company, and as a result, establishes rates different from those set forth by Cofetel.

In April 9, 2014, the Upper Chamber of the Federal Court of Tax and Administrative Justice (*Sala Superior del Tribunal Federal de Justicia Fiscal y Administrativa*), ruled on the annulment trial started by Telmex, in which the validity of the administrative resolution that was being disputed was confirmed in favor of Axtel.

Telmex filed an administrative legal process (Amparo directo) against the ruling issued within the annulment trial, which was resolved by the First Federal Collegiate District Court in Administrative Matters Specialized in Unfair Competition, Broadcasting and Telecommunications (Primer Tribunal Colegiado de Circuito en Materia Administrativa Especializado en Competencia Económica, Radiodifusión y Telecomunicaciones), to the effect that the Federal Court of Fiscal and Administrative Justice issue a resolution duly founded and motivated, according with the studies of the forensic evidence.

Likewise, Telmex filed another administrative legal process (*Recurso de Revisión en Amparo Directo)* before the Supreme Court of Justice, which is yet to be resolved. By means of that Resource, Telmex claims some unconstitutional issues that were not studied by the First Circuit Court in Administrative Matters Specialized in Unfair Competition, Broadcasting and Telecommunications, in the appeal for review, in which it was ruled that the Federal Court of Fiscal and Administrative Justice shall issue a new resolution duly founded and motivated.

Currently, the Federal Court of Fiscal and Administrative Justice has already issued favorable ruling for Axtel which was challenged by Telmex through an amparo directo again.

In January 2010, Cofetel resolved an interconnection disagreement proceeding existing between the Company (Avantel) and Telmex related to the rates for the termination of long distance calls from the Company to Telmex with respect to year 2009. In such administrative resolution, Cofetel approved a reduction in the rates for termination of long distance calls applicable to those cities where Telmex does not have interconnection access points. These rates were reduced from Ps.0.75 per minute to U.S.0.0126, U.S.0.0105 or U.S.0.0080 per minute, depending on the place where the Company delivers the long distance traffic. Based on this resolution, the Company paid approximately Ps. 20 million in excess. Telmex challenged the resolution before the Federal Court of Tax and Administrative Justice, and such proceeding in the evidence stage.

On May 2011, Cofetel issued a ruling resolving an interconnection disagreement proceeding between Telmex and the Company, related to the tariff applicable to the termination of long distance calls from the Company to Telmex, for the year 2011. In such administrative resolution, Cofetel approved a reduction of the tariffs applicable for the termination of long distance calls. The above mentioned tariffs were reduced from U.S.0.0126, U.S.0.0105 or U.S.0.0080 per minute, to Ps.0.04530 and Ps.0.03951 per minute, depending on the place in which the Company is to deliver the long distance traffic. Telmex challenged this ruling before the SCT, but the request was dismissed by such authority. Nowadays, Telmex challenged such dismissal, before the Federal Court of Tax and Administrative Justice, and such proceeding pending for resolution.

Finally, in July 2013, Cofetel ruled on an administrative review proceeding between Telmex and the Company in connection with the tariffs applicable to the termination of long distance calls from the Company to Telmex for the years 2012, 2013 and 2014. In such administrative resolution, Cofetel determined for the year 2012, tariffs per minute ranging from Ps.0.02831 to Ps.0.01007, depending if it is a regional or national node; for year 2013, tariffs ranging from Ps.0.02780 to Ps.0.00968, depending if it is a regional or national node; and for year 2014, tariffs that go from Ps.0.02838 to Ps.0.00968 pesos, depending if it is a regional or national node. Telmex challenged this resolution in a *Juicio de Amparo* trial which was solved, at first stage, dismissing the *Amparo* trial and denying the protection of the Federal Justice to Telmex.

Therefore, Telmex has challenged the first instance judgment, which was sent to the Supreme Court of Justice, because of constitutional question, that favorably solved to the constitutionality of the challenged articles by Telmex.

So it is waiting that the file be send to the Collegial Court, to the effect that resolve the issues of legality.

At the date of issuance of the financial statements, the Company believes that the rates determined by Cofetel in the resolutions will prevail, and therefore it has recognized the cost, based on the rates approved by Cofetel.

As of December 31, 2009, there was a letter of credit for U.S. 34 million issued by Banamex in favor of Telmex for the purpose of guarantee the Company’s obligations, which were acquired through several interconnection agreements. The amounts under the letter of credit were drawn by Telmex in the month of January 2010, claiming that Avantel had debts with such company. At the date of issuance of the financial statements, Avantel has been able to recover the entire amount mentioned above, through compensation with regard to certain charges for services rendered by Telmex to Avantel on a monthly basis.

(c) Interconnection Disagreements – Grupo Iusacell and Grupo Telefónica – 2012-2013. During October 2014 and May 2015, the Federal Telecommunications Institute "Ifetel", which replaced Cofetel, resolved interconnection disagreements to Iusacell and Telefonica with Axtel, respectively, setting interconnection rates for termination services commuted to mobile users under the modalities "calling party pays" and "nationwide calling party pays" for the period 2012-2013. In that resolution IFETEL determined tariffs per minute of Ps. 0.3214 pesos for 2012 and Ps. 0.3144 pesos for 2013.

These rulings were challenged by mobile operators. With regard to the issue of Iusacell the first instance decision it turned out favorable to the interests of the Company. Currently, the case is on appeal to the Collegial Court and is pending. At the date of issuance of these financial statements, the Company and its advisors believe that the rates of IFT resolutions prevail, so has recognized the cost based on these rates.

(d) Interconnection Disagreement. Rates for 2015 - Grupo Iusacell, Grupo Telefónica, and Nextel. In June 2015, IFT resolved disagreements of interconnection to Iusacell, Telefónica and NII Nigital S. de R.L. de C.V with Axtel setting interconnection tariffs for local services in mobile users and termination in fixed users for 2015, of Ps. 0.2505 for mobile and Ps. 0.004179 for fixed landline.

These resolutions were challenged by mobile operators and by Axtel in a Juicio de Amparo trial, which is pending for resolution. At the date of issuance of the financial statements, the Company believes that the rates determined by the IFETEL in the resolutions will prevail, and therefore it has recognized the cost, based on these rates.

(e) Interconnection Disagreement. Rates 2015-2016 - Radio Mobile Dipsa. In August 2015, IFT setting the interconnection rates which Radio Mobile Dipsa, S.A. de C.V. (Telcel) shall pay to Axtel for fixed landline termination, for Ps. 0.004179 by 2015 and Ps. 0.003088 for 2016.

This resolution was challenged by Telcel in a Juicio de Amparo trial, which is pending for resolution in the first instance. At the date of issuance of the financial statements, the Company believes that the rates determined by the IFETEL in the resolutions will prevail, and therefore it has recognized the cost, based on these rates.

(f) The Company is involved in a number of lawsuits and claims arising in the normal course of business. It is expected that the final outcome of these matters will not have significant adverse effects on the Company's financial position and results of operations.

(g) There is a contingent liability derived from employee benefits, mentioned in Note 5(o).

(h) On July 14, 2014, the new Federal Telecommunications and Broadcasting Law (the "LFTyR") was published in Mexico's Official Gazzette (*Diario Oficial de la Federación*), which came into effect on August 13, 2014. In terms of the LFTyR, and since being in force, the previous Federal Telecommunications Law and the Federal Radio and Television Law ceased to be effective, and likewise, it was also thereby provided that all regulations and administrative provisions in such matter which were previously issued will remain full in force except when opposing the new LFTyR. In accordance with the new LFTyR, new legal obligations were established for the Company in the field of telecommunications, including the following obligations with respect to:

(a) New rights applicable to users in general, as well as for users with disabilities.

(b) Collaboration with the Justice.

(c) Registration and reporting activities in connection with active and passive infrastructure, of installation and operation of the public telecommunications network, including the obligation to avoid charges for domestic long distance calls since January 1, 2015, in the field of advertising, and of neutrality of networks in connection with its service of internet access.

Some of these obligations are pending the issuance of the applicable regulations, or that certain deadline is met or that the Company is in the situation prescribed by the applicable law.

The company took the required actions and controls in order to be in compliance with all the obligations that arose when the LFTyR came into force and became effective, and is carrying out the necessary actions in order to comply with the new obligations that are still pending on the issuance of the applicable secondary regulation and/or of the fulfillment of the applicable deadlines.

(i) In compliance with commitments made in the acquisition of concession rights, the Company has granted surety bonds to the Federal Treasury and to the Department of Communications and Transportation amounting to Ps. 24,000 and to other service providers amounting to Ps. 565,249.

(j) The concessions granted by the Department of Communications and Transportation (SCT) establish certain obligations to the Company, including, but not limited to: (i) filing annual reports with the SCT, including identifying main stockholders of the Company, (ii) reporting any increase in common stock, (iii) providing continuous services with certain technical specifications, (iv) filing monthly reports about disruptions, (v) filing the services' tariff, and (vi) providing a bond.

(k) According to current tax legislation, the authorities are entitled to examine the five fiscal years prior to the last income tax statement filed.

(l) According to the IT Law, companies carrying out transactions with related parties are subject to certain limitations and requirements, as to the determination of the agreed prices, as these costs should be comparable to those that would be used with independent parties in comparable transactions.

In the event that the tax authorities will review prices and reject the determined amounts, may require, in addition to the collection of the tax and accessories that apply, fines on unpaid taxes, which could be up to 100% on the updated amount of contributions.

(m) The Company leases some equipment and facilities under operating leases. Some of these leases have renewal clauses. Lease expense for year ended December 31, 2015 and 2014 amounted to Ps. 904,230 and Ps. 846,608, respectively.

The annual payments under these leases as of December 31, 2015 are as follows:

		Leases contracts in:	
		Mexican Pesos (thousands)	**U.S. dollars (thousands)**
2016	Ps.	41,135	23,651
2017		30,126	22,480
2018		19,309	20,521
2019		12,516	20,014
2020		8,584	17,219
2021 and thereafter		38,867	120,435
	Ps.	150,537	224,320

(22) Subsequent events

a) On December 15, 2015, the Company published a prospectus on the Mexican Stock Exchange, by which made official the intention to conduct a merger agreement between the Company as the merging, with Onexa, SA de C.V. (Onexa) as a merged company. Onexa is the holding company for the capital stock of Alestra, S. de R.L. de C.V. The merger project was approved in January 2016 by the respective Boards of Directors and Shareholders. In addition, the January 11, 2016 the Mexican Banking and Securities Comission (*Comisión Nacional Bancaria y de Valores*) ("CNBV") issued the necessary exception to proceed with the merger without making a public offering. The merger became effective on February 15, 2016, date when ALFA became the majority stockholder of Axtel.

As a result of the merger described above, Alfa owns approximately 51% of shares representing the outstanding capital of Axtel.

Onexa was a holding company whose only asset was its participation in the capital stock of Alestra, which accounted for 99.98% of the capital stock of it. Alestra, meanwhile, is a leader in the market for IT services and telecommunications provider in Mexico. Alestra focuses on the business segment including multinational companies, institutional clients as well as small and medium enterprises. Through its extensive fiber optic network and data centers, Alestra provides managed network services, IT, data, internet and local telephone services and international long distance. In recent years, Alestra has refocused its business strategy, placing more emphasis on the segment of managed network services and IT services such as data centers, cloud services, systems integration and network security

Derived from the above, the Company made the following:

i. On January 15, 2016, the Company signed a credit facility of US 500 million and Ps. 4,759 million pesos to refinance all senior notes maturing in 2017, 2018 and 2020. Redemption became effective on February 19, 2016. The new loan matures in full in January 2019 for the portion in pesos and quarterly principal payments from April 2018 until February 2021 for the dollar portion, and has an interest rate of TIIE + 2% in the first year, TIIE + 2.25% in the second and TIIE + 2.5% in the third, for the portion in pesos; and initial interest rate of Libor + 2.25% which increased to Libor + 3.25% for the portion in dollars.
ii. On January 2016, a restructuring provision for Ps. 234 million was recognized.
iii. On January 2016, an allowance for employee benefits for Ps. 137 million was recognized.

b) On January 2016, the Company paid in full the promissory note with Banco Nacional de Mexico, S.A. whereby, he received a loan of Ps. 130.000 and which generated interest at a rate of TIIE plus 3.5 basis points annually.

c) On February 2016, Axtel signed settlement agreement with Telefonica, concluding disputes relating to interconnection services, liquidating the different amounts in favor and against that were in dispute and / or unpaid for 2012, 2013, 2014 and 2015, so there is no longer any contingency for that period.

AXTEL, S.A.B. DE C.V. AND SUBSIDIARIES

Consolidated Financial Statements

December 31, 2014 and 2013

(With Independent Auditors' Report Thereon)

(Translation from Spanish Language Original)

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Independent Auditors' Report

(Translation from Spanish Language Original)

To the Board of Directors and Stockholders of
Axtel, S.A.B. de C.V.:

(Mexican Pesos [Ps.] except where indicated
U.S. which refers to US dollar)

We have audited the accompanying consolidated financial statements of Axtel, S.A.B. de C.V., and subsidiaries (the Company), which comprise the consolidated statements of financial position as of December 31, 2014 and 2013 and the consolidated statements of comprehensive income, changes in stockholders' equity and cash flows for the years ended December 31, 2014 and 2013 and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's responsibility for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with International Auditing Standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

(Continued)

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Axtel, S.A.B. de C.V., and subsidiaries, as of December 31, 2014 and 2013 and the consolidated results of their operations and consolidated cash flows for the years ended December 31, 2014 and 2013, in accordance with International Financial Reporting Standards.

Emphasis paragraphs

Without qualifying our opinion, we draw attention to the following:

(a) As mentioned in notes 2 and 13, on September 17, 2014, the Company completed an offering of secured bonds due in 2020 by U.S.$ 150 million, the bonds were issued at a price of 100.25% of their principal value with the same conditions and interest rates of current bonds.

(b) As mentioned in notes 19 (b) and 19 (c), the Company has contingencies related to interconnection rates with mobile operators and with long distance terminating calls with one of its main suppliers. As of December 31, 2014, the difference between the amounts paid by the Company and the amounts billed by the mobile operators and one of its main suppliers amounted to approximately $2,251 and $1,240 million of pesos, respectively, before value added tax. As of the date of this report, Company Management and legal counsel consider that they have sufficient elements for a favorable outcome in the trials related to these contingencies.

KPMG Cardenas Dosal, S. C.

R. Sergio López Lara

February 27, 2015
Monterrey, N. L., México

AXTEL, S.A.B. DE C.V. AND SUBSIDIARIES
Consolidated Statements of Financial Position
Years ended December 31, 2014 and 2013
(Thousands of Mexican pesos)

These financial statements have been translated from Spanish language original
and for the convenience of foreign English – speaking readers

Assets	**Note**		**2014**	**2013**
Current assets:				
Cash and cash equivalents	8	Ps	2,697,835	1,292,263
Accounts receivable, net	9		2,426,167	2,981,732
Refundable taxes			48,629	57,219
Advance to suppliers			112,763	65,578
Inventories			67,097	106,313
Financial instruments	8e		121,999	142,200
Other accounts receivable			104,562	103,699
Other current assets	12		225,331	130,492
Total current assets			5,804,383	4,879,496
Long-term accounts receivable			230,752	333,751
Property, systems and equipment	10		12,961,543	13,187,187
Intangible assets	11		173,962	223,792
Deferred income taxes	15		1,675,202	1,101,937
Investments in associate			8,217	11,640
Other assets	12		131,039	144,849
Total assets		Ps	20,985,098	19,882,652
Liabilities and Stockholders' Equity				
Current liabilities:				
Accounts payable and accrued liabilities		Ps	2,347,302	2,741,308
Accrued interest			458,822	278,807
Taxes payable			363,351	285,987
Short-term debt	8 and 13b		130,000	-
Current maturities of long-term debt	13a		220,554	308,945
Deferred revenue	14		695,868	583,915
Other current liabilities and payroll accruals			96,018	100,473
Total current liabilities			4,311,915	4,299,435
Long-term debt	13a		10,645,447	7,555,374
Derivative financial instruments	8d		46,952	116,658
Other long term liabilities			216,039	328,297
Employee benefits			25,127	21,330
Deferred revenue	14		33,900	33,900
Total liabilities			15,279,380	12,354,994
Stockholders' equity:				
Common stock	16		6,728,342	6,627,890
Additional paid-in capital	16		644,710	644,710
Reserve for repurchase of own shares	16		90,000	162,334
Retained comprehensive (deficit) earnings	16		(1,757,334)	92,724
Total stockholders' equity			5,705,718	7,527,658
Commitments and contingencies	19			
Total liabilities and stockholders' equity		Ps	20,985,098	19,882,652

The accompanying notes are an integral part of the consolidated financial statements.

AXTEL, S.A.B. DE C.V. AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income
Years ended December 31, 2014 and 2013
(Thousands of Mexican pesos except for the basic (loss) income per share)

These financial statements have been translated from Spanish language original
and for the convenience of foreign English – speaking readers

	Note		2014	2013
Telephone services and related revenues	17	Ps	10,597,003	10,286,494
Operating costs and expenses:				
Cost of sales and services			(3,097,105)	(2,984,573)
Selling and administrative expenses			(4,476,849)	(4,429,798)
Depreciation and amortization	10 and 11		(3,435,082)	(3,218,539)
Gain on sale of communications towers	2 and 10		-	3,111,948
Other operating expenses			(87,670)	(78,844)
Operating (loss) income			(499,703)	2,686,688
Interest expense	10 and 13		(875,745)	(882,454)
Interest income			16,615	16,229
Foreign exchange (loss) gain, net			(1,073,210)	39,682
Result from the exchange of debt, net	2		-	1,568,983
Change in the fair value and settlements of financial instruments, net	8		(21,272)	(5,303)
Net finance costs			(1,953,612)	737,137
Equity (loss) in earnings of associated company			(3,423)	1,992
(Loss) income before income taxes			(2,456,738)	3,425,817
Income taxes:				
Current	15		(34,459)	(50,817)
Deferred	15		572,596	(967,321)
Total income tax benefit (expense)			538,137	(1,018,138)
Net (loss) income		Ps	(1,918,601)	2,407,679
Other comprehensive income items:				
Actuarial result	16c		(3,791)	-
Valuation effects of cash flow hedges, net of income taxes	16c		-	29,351
Comprehensive (loss) income		Ps	(1,922,392)	2,437,030
Weighted average number of common shares outstanding			8,871,168,855	8,770,179,989
Basic (loss) income per share		Ps	(0.22)	0.27

The accompanying notes are an integral part of the consolidated financial statements.

AXTEL, S.A.B. DE C.V. AND SUBSIDIARIES
Consolidated Statements of Cash Flows
Years ended December 31, 2014 and 2013
(Thousands of Mexican pesos)

These financial statements have been translated from Spanish language original
and for the convenience of foreign English – speaking readers

		2014	2013
Cash flows from operating activities:			
Net (loss) income	Ps	(1,918,601)	2,407,679
Adjustments for:			
Income taxes		(538,137)	1,018,138
Foreign exchange loss (gain), net		1,073,210	(39,682)
Depreciation		3,380,966	3,167,254
Amortization		54,116	51,285
Impairment loss recognized on trade receivables		173,941	199,524
Gain on sale of property, system and equipment		(1,312)	(1,716)
Allowance for obsolete and slow-moving of inventories		1,967	25,773
Gain on sale of communications towers		-	(3,111,948)
Equity (loss) in earnings of associated company		3,423	(1,992)
Interest expense		875,745	882,454
Amortization of premium on bond issuance		(1,601)	(2,090)
Result from the exchange of debt, net		-	(1,568,983)
Fair value gain and settlement of financial instruments		21,272	5,303
		3,124,989	3,030,999
Movements in working capital:			
Increase (decrease) in accounts receivable and other accounts receivable		393,665	(645,708)
Increase (decrease) in inventories		39,215	(842)
(Decrease) increase in accounts payable and other accounts payable		(491,729)	337,071
Increase (decrease) in deferred revenue		111,953	(47,383)
Cash generated from operating activities		3,178,093	2,674,137
Taxes paid		(52,205)	(75,380)
Net cash from operating activities		3,125,888	2,598,757
Cash flows from investing activities:			
Acquisition and construction of property, systems and equipment		(2,837,222)	(2,118,210)
Sale of property, systems and equipment		5,176	3,164,046
Payments of in financial instruments		(19,924)	-
Other assets		4,752	4,205
Net cash (used in) generated by investing activities		(2,847,218)	1,050,041
Cash flows from financing activities:			
Interest paid		(720,303)	(756,135)
Exchange of debt		-	(1,326,887)
Proceeds of notes		1,887,747	442,014
Proceeds of bank loans		460,000	-
Payments of bank loans		(330,000)	(1,042,116)
Other loans, net		(327,401)	(173,375)
Proceeds from issuance of capital stock		-	384
Payments of derivative financial instruments		-	(77,982)
Net cash flow generated by (used in) financing activities		970,043	(2,934,097)
Net increase in cash and cash equivalents		1,248,713	714,701
Cash and cash equivalents at the beginning of the year		1,292,263	597,201
Effects of exchange rate fluctuations on cash and cash equivalents held		156,859	(19,639)
Cash and cash equivalents at the end of the year	Ps	2,697,835	1,292,263

The accompanying notes are an integral part of the consolidated financial statements.

AXTEL, S.A.B. DE C.V. AND SUBSIDIARIES
Consolidated Statements of Changes in Stockholders' Equity
Years ended December 31, 2014 and 2013
(Thousands of Mexican pesos)

These financial statements have been translated from Spanish language original and for the convenience of foreign English – speaking readers

		Capital stock	Additional paid-in capital	Reserves for repurchase of own shares	Retained comprehensive earnings (Deficit)	Total stockholders' equity
Balances as of December 31, 2012	Ps	6,625,536	644,710	162,334	(2,344,306)	5,088,274
Increase of capital stock (note 16a)		2,354	-	-	-	2,354
Comprehensive income (note 16c)		-	-	-	2,437,030	2,437,030
Balances as of December 31, 2013	Ps	6,627,890	644,710	162,334	92,724	7,527,658
Increase of capital stock (note 16a)		100,452	-	-	-	100,452
Change on reserves for repurchase of own shares		-	-	(72,334)	72,334	-
Comprehensive loss (note 16c)		-	-	-	(1,922,392)	(1,922,392)
Balances as of December 31, 2014	Ps	6,728,342	644,710	90,000	(1,757,334)	5,705,718

The accompanying notes are an integral part of the consolidated financial statements.

These financial statements have been translated from the Spanish language original and for the convenience of foreign/English-speaking readers.

(1) Reporting entity

Axtel, S.A.B. de C.V. and Subsidiaries (AXTEL and/or The Company) was incorporated in México as a corporation. The corporate address of the Company is Blvd. Díaz Ordaz km 3.33 L-1, Colonia Unidad San Pedro, 66215 San Pedro Garza García, Nuevo León, Mexico.

The Company's consolidated financial statements for the years ended December 31, 2014 and 2013, include The Company and subsidiaries (collectively referred as "the Company" and individually as "entities of the Company")

The Company is engaged in operating and/or exploiting a public telecommunication network to provide voice, sound, data, text, and image conducting services, and local, domestic and international long-distance calls and pay-tv services. A concession is required to provide these services and carry out the related activities, (see notes 5 (k) and 11). In June 1996, the Company obtained a concession from the Mexican Federal Government to install, operate and exploit public telecommunication networks for an initial period of thirty years.

(2) Significant events

On September 17, 2014, The Company completed the reopening of the secured bonds issuance due in 2020 for $150 million United States dollars (U.S.) priced at 100.25% of the principal amount with the same terms and interest rates of the secured notes due in 2020 referred-to in the following paragraphs.

On December 31, 2013, the Company completed the exchange of U.S.$ 82.5 million and U.S.$ 32.8 million of unsecured notes due in 2017 and 2019, respectively, for U.S.$ 110 million of secured bonds due in 2020 under the same conditions and interest rates described in the January 2013 exchange mentioned in the following paragraphs. This transaction resulted in a gain of Ps. 30,658 which is presented in the accompanying consolidated statements of comprehensive income. In addition, on December 13 and 26, 2013, the Company closed an offering of additional 2020 Notes for U.S. 26 million and U.S.10 million, additional bonds were issued at a price of 93.75% of their principal value.

According to the unanimous resolutions adopted by the shareholders of Axtel Capital, S. de R.L. de C.V. (Axtel Capital) and Avantel, S. de RL de C.V. (Avantel), on February 15, 2013 the merger of Axtel Capital (as the merger company), with Avantel (as the merging company), the merger became effective as of February 27, 2013 and has no impact on operations at the consolidated level.

On January 31, 2013, the Company completed the sale of 883 sites to MATC Digital Telecommunications, S. de R.L. de C.V. ("MATC"), a subsidiary of American Tower Corporation, in the amount of U.S. $ 249 million. This transaction resulted in a gain of Ps. 3,111,948 which is presented as operating income in the accompanying condensed consolidated statement of comprehensive income. Additionally, the Company agreed to lease certain spaces at these locations in terms ranging from 6 to 15 years, depending on the type of technology installed at each site, for a net yearly cost of approximately U.S. $ 20 million.

(Thousands of Mexican pesos)

Simultaneously, the Company completed the exchange of U.S.$ 142 and U.S.$ 355 million of unsecured notes due in 2017 and 2019, respectively, for U.S.$ 249 and U.S.$ 22 million dollars secured bond and a convertible bond, respectively, both with initial interest rate of 7% which will be increase to 8% in the first anniversary date and to 9% in the second anniversary date, and due in 2020, plus a cash payment of U.S. $83 million to participating holders. Holders of the convertible notes may elect to convert their Convertible Dollar-Indexed Notes Into ADSs of CPOs at any time after 120th calendar day following the issue date and prior to the close of business on the fourth business day immediately preceding the maturity date for the convertible notes, or at the election of the Company such conversion may be settled in cash. This transaction resulted in a gain of Ps.1,538,325 which is presented in other income in the accompanying consolidated statements of comprehensive income.

Additionally, the Company paid the remaining balance of the syndicated loan, interest and related derivative transactions in full, amounting to approximately U.S.$ 88 million.

(3) Consolidation of financial statements

Based on IFRS 10, *"Consolidated Financial Statements"*, the consolidated financial statements include those of Axtel, and those of the entities over which it exercises control on the financial and operating policies. The subsidiaries included in the consolidated interim financial statements are presented as follows:

Subsidiary	Activity	% Equity Interest
Instalaciones y Contrataciones, S.A. de C.V. ("Icosa")	Administrative services	100%
Servicios Axtel, S.A. de C.V. ("Servicios Axtel")	Administrative services	100%
Avantel, S. de R.L. de C.V. ("Avantel")	Telecommunication services	100%
Avantel Infraestructura S. de R.L. de C.V. ("Avantel Infraestructura")	Telecommunication services	100%
Telecom Network, Inc ("Telecom")	Telecommunication services	100%
Avantel Networks, S.A. de C.V. ("Avantel Network")	Telecommunication services	100%
Axes Data, S.A. de C.V. ("Axes Data")	Administrative services	100%
Contacto IP, S.A. de C.V. ("Contacto IP")	Administrative services	100%
Axtel Capital, S. de R.L. de C.V. (Axtel Capital)	Administrative services	100%

The Company owns 100% of the subsidiaries, directly or indirectly. Intercompany balances, investments and transactions were eliminated in the consolidation process.

(4) Basis of preparation

a) Statement of compliance

These consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS).

These consolidated financial statements were authorized for issue by the Company's Director of Administration on February 27, 2015.

Under the Mexican General Corporation Law (*"Ley General de Sociedades Mercantiles"*) and bylaws of the Company, shareholders are empowered to amend the financial statements after issuance. The accompanying financial statements will be submitted for approval at the next Shareholders' Meeting.

b) Basis of measurement

The information presented in the consolidated financial statements has been prepared on a historical cost basis, except for certain financial instruments which were recorder at fair value and the liability recognized for employee benefit since this is recognized at the present value of the obligation.

c) Functional and presentation currency

These consolidated financial statements are presented in thousands of Mexican pesos, which is the Company's functional currency. All financial information presented in pesos or "Ps.", are thousands of Mexican pesos; likewise, references to dollars or U.S. $, or USD refer to thousands of dollars of the United States of America and has been rounded to the nearest unit (M$), unless indicated otherwise.

d) Presentation of the consolidated statement of comprehensive income

The Company has elected to analyze expenses recognized in profit and loss based on functions, as the Company believes that in this way the information presented is reliable and more relevant.

The Company presents the result from operating activities since considers it as a significant performance measurement for users of financial information. Revenues and costs that are of an operational nature are presented in this item.

e) Presentation of the consolidated statement of cash flows

The consolidated statements of cash flows of the Company are presented using the indirect method.

(5) Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

a) Transactions eliminated on consolidation

The balances and transactions between the entities of the Company, as well as unrealized income and expenses, have been eliminated in preparing the consolidated financial statements.

b) Foreign currency transactions

Based on IAS 21, *"Effects of changes in foreign currency"* ("IAS 21"), transactions in foreign currencies are converted to the respective functional currencies of the entities of the Company at exchange rates prevailing at the dates of operations. Monetary assets and liabilities denominated in foreign currencies at the reporting date are converted back to the functional currency at the exchange rate at that date. The gain or loss on monetary items is the difference between amortized cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortized cost in foreign currency converted at the exchange rate at end of period being reported.

c) Cash and cash equivalents

Cash and cash equivalents consist of short-term investments, highly liquid, readily convertible into cash and are subject to insignificant risk of changes in value, including overnight repurchase agreements and certificates of deposit with an initial term of less than three months. At December 31, 2014 and 2013, include cash equivalents consisting of money market for Ps. 1,560,804 and Ps. 633,916, respectively.

d) Financial assets

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and the intention is to settle them on a net basis or to realize the asset and settle the liability simultaneously.

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value of the financial assets, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognized immediately in profit or loss.

Financial assets are classified within the following specific categories: “financial assets at fair value with changes through profit or loss” and “accounts receivable and other accounts receivable”. The classification depends on the nature and purpose thereof and is determined upon initial recognition.

Financial assets valued at fair value through profit or loss

Financial assets are classified as at fair value through profit or loss if they are acquired to be sold in a short term. Derivative financial instruments are classified at fair value through profit or loss, unless they are designated as hedging instruments. Financial assets classified at fair value through profit or loss is recognized initially at fair value, and subsequently changes in fair value are recognized in income or loss in the consolidated statement of comprehensive income.

Accounts receivable and other accounts receivable

Trade accounts receivable and other accounts receivable with fixed or determinable payments that are not traded on an active market are classified as “Accounts receivable”. According to IAS 39, *“Financial Instruments: Recognition and valuation”* (“IAS 39”), concepts within this category have no explicit cost and are recognized at amortized cost, it means, the net present value of accounts receivable at the date of transaction. Due to their short maturity, the Company recognizes initially these accounts at original value less allowance for doubtful accounts. Allowance for doubtful accounts and impairment of other accounts receivable are recognized in the selling and administrative expenses in Statement of Comprehensive Income. Interest income is recognized applying the effective interest rate method.

Effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and allocating interest income or financial cost over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments (including all fees and basis points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount.

Write-off of financial assets

The Company writes off a financial asset solely where the contractual rights over the financial asset cash flows expire or substantially transfers the risks and benefits inherent to the ownership of the financial asset.

e) Impairment of financial instruments

The Company assesses at each financial reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset and that had a negative impact on the estimated future cash flows that can be reliably estimated. Evidence of impairment may include indications that the debtor or a group of debtors are experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and when observable data indicate that there is a measurable decrease in the estimated future cash flows.

Financial assets carried at amortized cost

If there is objective evidence of an impairment loss, the amount of the loss is measured as the difference between the book value of the asset and the present value of expected future cash flows (excluding expected future credit losses that have not yet been incurred). The present value of expected future cash flows is discounted at the financial asset's original effective interest rate. The carrying amount of the asset is then reduced through a provision and the amount of the loss is recognized in the consolidated statement of comprehensive income. The loans and the related provisions are written off when there is no realistic possibility of future recovery and all of the collateral guarantees have been realized or transferred to the Company. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases due to an event that occurs after the impairment was recognized, the previously recognized impairment loss is increased or reduced by adjusting the provision account. If a future write-off is later recovered, the recovery is credited to the consolidated interim statement of comprehensive income. If there is objective evidence of impairment in financial assets that are individually significant, or collectively for financial assets that are not individually significant, or if the Company determines there to be no objective evidence of impairment for an individually assessed financial asset, whether significant or not, the asset is included in a group of financial assets with similar credit risk characteristics and they are collectively evaluated for impairment. Assets that are assessed individually for impairment and for which an impairment loss is or continues to be recognized are not included in the collective evaluation of impairment.

f) Derivative financial instruments

Hedging instruments

The Company recognizes all derivative financial instruments as financial assets and/or liabilities that are assessed at fair value. At the inception of the hedge relationship, the Company documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk. This documentation includes the identification of the derivative financial instrument, the item or transaction being hedged, the nature of the risk to be reduced, and the manner in which its effectiveness to diminish fluctuations in fair value of the primary position or cash flows attributable to the hedged risk will be assessed. The expectation is that the hedge will be highly effective in offsetting changes in fair values or cash flows, which are continually assessed to determine whether they are actually effective throughout the reporting periods to which they have been assigned. Hedges that meet the criteria are recorded as explained in the following paragraphs.

Cash flow hedges

For derivatives that are designated and qualify as cash flow hedges and the effective portion of changes in fair value are recorded as a separate component in stockholders' equity within other comprehensive income and are recorded to the consolidated interim statement of comprehensive income at the settlement date, as part of the sales, cost of sales and financial expenses, as the case may be. The ineffective portion of changes in the fair value of cash flow hedges is recognized in the consolidated statement of comprehensive income of the period.

If the hedging instrument matures or is sold, terminated or exercised without replacement or continuous financing, or if its designation as a hedge is revoked, any cumulative gain or loss recognized directly within other comprehensive income in stockholders' equity from the effective date of the hedge, remains separated from equity until the forecasted transaction occurs when it is recognized in income. When a forecasted transaction is no longer expected to occur, the cumulative gain or loss recognized in stockholders' equity is immediately carried to profit and loss. Derivatives designated as hedges that are effective hedging instruments are classified based on the classification of the underlying. The derivative instrument is divided into a short-term portion and a long-term portion only if a reliable assignation can be performed. At December 31, 2014 and 2013, the Company has no open positions of cash flow hedges.

Embedded derivatives

This type of derivatives is valued at fair value and changes in fair value are recognized in the consolidated statement of comprehensive income.

g) Fair value of financial instruments

The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. For financial instruments that are not traded on an active market, the fair value is determined using appropriate valuation techniques. These techniques may include using recent arm's-length market transactions; reference to the current fair value of another financial instrument that is substantially the same; discounted cash flow analysis or other valuation models.

h) Inventories and cost of sales

Inventories are stated at the lower of historical cost or net realizable value. Cost of sales include expenses related to the termination of customers' cellular and long-distance calls in other carriers' networks, as well as expenses related to billing, payment processing, operator services and our leasing of private circuit links.

Net realizable value is the sales price estimated in the ordinary course of operations, less applicable sales expenses.

i) Investments in associates and other equity investments

Investments in associates are those in which significant influence is exercised on their administrative, financial and operating policies.

Such investments are initially valued at acquisition cost, and subsequently, using the equity method, the result thereof is recognized on profit and loss.

Other equity investments in which the Company does not exercise significant influence the investees' capital stock are recorded at cost.

j) Property, systems and equipment

Property, systems and equipment, including capital leases, and their significant components are initially recorded at acquisition cost and are presented net of the accumulated depreciation and amortization and associated impairment losses.

Depreciation

Depreciation is calculated on the amount susceptible to depreciate, corresponding to cost of an asset, or other amount that replaces cost, less the salvage value.

The salvage value of an asset is the estimated amount that an entity would currently obtain from disposal of an item, after deducting the estimated costs of disposal, if the asset were already in the expected condition at the end of its useful life. The Company's practice is to use its assets until they are no longer useful since in the industry in which the Company operates, it is not common to perform equipment sales to competitors.

Depreciation is recognized in profit or loss using the straight-line method according to estimated useful life of each type of asset, since it shows in a better way the expected usage pattern of the future economic benefits included in the assets.

Leased assets are depreciated over the term of the lease agreement or the useful life of the assets, the smaller, unless there is reasonably certain that the Company will acquire ownership of the leased assets at the end of the lease agreement

The estimated average useful lives for the current periods are as follows:

- Building 25 years
- Computer equipment 3 years
- Transportation equipment 4 years
- Furniture and fixtures 10 years
- Network equipment 6 to 28 years

Useful lives and salvage values are reviewed at each year end and adjusted, if necessary.

Subsequent costs

The cost of replacing a component of an item of property, systems and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will inflow to the Company, and the cost can be measured reliably. Maintenance and minor repairs, including the cost of replacing minor items not constituting substantial improvements are expensed as incurred and charged through consolidated profit or loss statement into selling and administrative expenses.

Borrowing costs

Borrowing costs directly related to the acquisition, construction of production of qualifying assets, which constitute assets that require a substantial period until they are ready for use, are added to the cost of such assets during the construction stage and until commencing their operations and/or exploitation. Yields obtained from the temporary investment of funds from specific loans to be used in qualifying assets are deducted from costs for loans subject to capitalization. All other borrowing costs are recognized in profits and losses during the period in which they were incurred.

k) Intangibles assets

The amounts expensed for intangible assets are capitalized when the future economic benefits derived from such investments, can be reliably measured. According to their nature, intangible assets are classified with determinable and indefinite lives. Intangible assets with determinable lives are amortized using the straight-line method during the period in which the economic benefits are expected to be obtained. Intangible assets with an indefinite life are not amortized, as it is not feasible to determine the period in which such benefits will be materialized; however, they are subject to annual impairment tests. As of December 31, 2014 and 2013, respectively, the Company had no intangible assets with an indefinite life registered in accounting. The price paid in a business combination assigned to intangible assets is determined according to their fair value using the purchase method of accounting. Research and development expenses for new products are recognized in results as incurred.

Telephone concession rights are included in intangible assets and amortized over a period of 20 to 30 years (the initial term of the concession rights).

Intangible assets also include infrastructure costs paid to Telmex / Telnor.

l) Impairment of non-financial assets

The Company reviews the carrying amounts of tangible and intangible assets in order to determine whether there are indicators of impairment. If there is an indicator, the asset recoverable amount is calculated in order to determine, if applicable, the impairment loss. The Company undertakes impairment tests considering asset groups that constitute a cash-generating unit (CGU).

The recoverable amount is the higher of fair value less its disposal cost and value in use. In assessing value in use, estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects market conditions and specific risks to each asset or the CGU.

If the recoverable amount of a CGU is estimated to be less than its carrying amount, the unit's carrying amount is reduced to its recoverable amount. Impairment losses are recognized in the consolidated statement of comprehensive income.

When an impairment loss is subsequently reversed, the CGU's carrying amount increases its estimated revised value, such that the increased carrying amount does not exceed the carrying amount that would have been determined if an impairment loss for such CGU had not been recognized in prior years.

m) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified as financial liabilities at fair value through profit or loss, loans and financial debt, or derivatives designated as hedging instruments in effective hedges, as the case may be. The Company determines the classification of its financial liabilities at the time of their initial recognition. All financial liabilities are initially recognized at their fair value and, for loans and financial debt, fair value includes directly attributable transaction costs.

Financial liabilities include accounts payable to suppliers and other accounts payable, debt and derivative financial instruments.

Financial assets and liabilities are offset and the net amount is shown in the consolidated statement of financial position if, and only if, (i) there is currently a legally enforceable right to offset the recognized amounts; and (ii) the intention is to settle them on a net basis or to realize the asset and settle the liability simultaneously.

Subsequent recognition of financial liabilities depends on their classification, as follows:

Financial liabilities at fair value with changes to profit or loss

Financial liabilities measured at fair value through profit or loss include financial liabilities for trading purposes, and financial liabilities measured upon initial recognition at fair value through profit or loss.

This category includes derivative financial instruments traded by the Company and that have not been designated as hedging instruments in hedging relationships.

Separate embedded derivatives are also classified for trading purposes, except they are designated as effective hedging instruments.

Profits or losses on liabilities held for trading purposes are recognized in the consolidated statement of comprehensive income.

The Company has not designated any financial liability upon initial recognition at fair value through profit or loss. The derivative financial instruments that cannot be designated as hedges are recognized at fair value with changes in profit and loss.

Financial debt and interest bearing loans

After their initial recognition, loans and borrowings that bear interest are subsequently measured at their amortized cost using the effective interest rate method. Gains and losses are recognized in profit and loss at the time they are derecognized, as well as through the effective interest rate amortization process.

The amortized cost is computed by taking into consideration any discount or premium on acquisition and the fees and costs that are integral part of the effective interest rate. Effective interest rate amortization is included as part interest expense in the consolidated statement of comprehensive income.

A financial liability is derecognized when the obligation is met, cancelled or expires.

n) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that Company settles an obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimates to settle the present obligation at the end of the period, bearing into account the risks and uncertainties inherent thereto. When a provision is assessed using estimated cash flows to settle the present obligation, its book value represents the present value of such cash flows (when the effect in the time value of money is significant).

o) Employee benefits

<u>Short-term employee benefits</u>

Employee remuneration liabilities are recognized in the consolidated statement of comprehensive income on services rendered according to the salaries and wages that the entity expects to pay at the date of the consolidated statement of financial position, including related contributions payable by the Company. Absences paid for vacations and vacation premiums are recognized in the consolidated statement of comprehensive income insofar as the employees render the services that allow them to enjoy such vacations.

<u>Seniority premiums granted to employees</u>

In accordance with Mexican labor law, the Company provides seniority premium benefits to employees under certain circumstances. These benefits consist of a one-time payment equivalent to 12 days' wages for each year of service (at the employee's most recent salary, but not to exceed twice the legal minimum wage), payable to all employees with 15 or more years of service, as well as to certain employees terminated involuntarily prior to the vesting of their seniority premium benefit.

Costs associated with these benefits are provided for based on actuarial computations using the projected unit credit method.

<u>Termination benefits</u>

The Company provides statutorily mandated termination benefits to employees terminated under certain circumstances. Such benefits consist of a one-time payment of three months wages plus 20 days' wages for each year of service payable upon involuntary termination without just cause.

Termination benefits are recognized when the Company decides to dismiss an employee or when such employee accepts an offer of termination benefits.

p) Statutory employee profit sharing

According to Mexican labor law, the Company must distribute the equivalent of 10% of the annual taxable income as employee statutory profit sharing in those legal entities with employees. This amount is recognized in the consolidated statement of comprehensive income within the selling and administrative expenses.

q) Income taxes

The income tax includes current and deferred tax. The current and deferred tax are recognized in profit or loss, except that it relates to a business combination, or items recognized directly in equity or in other comprehensive income or loss.

The current tax comprises the expected tax payable or receivable. The income tax for the year is determined according to legal and taxation requirements for companies in Mexico, using tax rates enacted at the reporting date, and any adjustment to tax payable regarding of previous years for each of the legal entities of the Company.

The deferred tax is registered under the asset and liability method, which compares book and tax values of assets and liabilities of the Company, and deferred taxes (assets or liabilities) derived from the differences between those values are recognized. Taxes are not recognized for the following temporary differences: the initial recognition of assets and liabilities in a transaction other than a business combination and does not affect the accounting or tax result, and differences relating to investments in subsidiaries and joint ventures to the extent that is probably not reverse in the foreseeable future. Additionally, no deferred taxes are recognized for taxable temporary differences arising from the initial recognition of goodwill. Deferred taxes are calculated using rates that are expected to apply to temporary differences when they are reverted, based on enacted laws at the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset tax assets and liabilities, and correspond to income taxes imposed by the same tax authority and for the same tax entity, or on different tax entities, but they intend to settle tax assets and liabilities on a net basis, or their tax assets and liabilities are realized simultaneously.

A deferred tax asset for tax loss carryforwards, tax credits and deductible temporary differences are recognized to the extent that it becomes probable that taxable future profits will be available to be applied against. Deferred tax assets are reviewed at the reporting date and are reduced to the extent that realization of the related tax benefit is no longer probable.

r) Revenue recognition

The Company's revenues are recognized when earned, as follows:

- *Telephony Services* – Customers are charged a flat monthly fee for basic service, a per-call fee for local calls, a per-minute usage fee for calls completed on a cellular line and domestic and international long distance calls, and a monthly fee for value-added services, according to the individual offer of each client.
- *Activation* – At the moment of installing the service when the customer has a contract with indefinite life; otherwise is recognized over the average contract life.

- *Equipment* – At the moment of selling the equipment and when the customer acquires the property of the equipment and assumed all risks.
- *Integrated services* – At the moment when the client receives the service.
- *Income from interconnection* – Based on the traffic of minutes and generated by approved rates by Federal Telecommunications Institute (*Instituto Federal de Telecomunicaciones* or "IFETEL") or private agreements.

s) Earnings per share

Net earnings per share result from dividing the net earnings for the year by the weighted average of outstanding shares during the fiscal year. To determine the weighted average of the outstanding shares, the shares repurchased by the Company are excluded.

t) Segments

Management evaluates the Company's operations as two revenue streams (mass market and business market), however it is not possible to attribute direct or indirect costs to the individual streams other than selling expenses and as a result has determined that it has only one operating segment.

(6) Recently Issued Accounting Standards

There are several IFRS issued at the date of these consolidated financial statements, that have not yet been adopted, which are listed below. Except as otherwise indicated, the Company expects to adopt these IFRS when they become effective.

- IFRS 9, *Financial instruments*: classification and measurement ("IFRS 9"). Phase 1: during 2009 and 2010, the IASB issued the chapters of IFRS 9 relating to the classification and measurement of financial assets and liabilities, and incorporated limited amendments in July 2014 for the classification and measurement of financial assets. Phase 2: in July 2014, the IASB added the impairment requirements related to the accounting for expected credit losses on an entity's financial assets and commitments to extend credits to IFRS 9. Phase 3: in November 2013, the IASB added the requirements related to hedge accounting to IFRS 9. As intended by the IASB, IFRS 9 will replace IAS 39 in its entirety. IFRS 9 requires an entity to recognize a financial asset or a financial liability in its statement of financial position when, and only when, the entity becomes party to the contractual provisions of the instrument. At initial recognition, an entity shall measure a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability, and includes a category of financial assets at fair value through other comprehensive income for simple debt instruments. In respect to impairment requirements, IFRS 9 eliminates the threshold set forth in IAS 39 for the recognition of credit losses.

Under the impairment approach in IFRS 9 it is no longer necessary for a credit event to have occurred before credit losses are recognized, instead, an entity always accounts for expected credit losses, and changes in those expected losses through profit or loss. With respect to hedging activities, the requirements of IFRS 9 align hedge accounting more closely with an entity's risk management through a principles-based approach. Nonetheless, the IASB provided entities with an accounting policy choice between applying the hedge accounting requirements of IFRS 9 or continuing to apply the existing hedge accounting requirements in IAS 39 until the IASB completes its project on the accounting for macro hedging. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. If an entity elects to apply IFRS 9 early, it must apply all of the requirements in this standard at the same time. The Company is currently evaluating the impact that IFRS 9 will have on the classification and measurement of its financial assets and financial liabilities, impairment of financial assets and hedging activities. Currently, the Company is in the process of evaluating this IFRS.

- In May 2014, the IASB issued IFRS 15, Revenue from contracts with customers ("IFRS 15"). The core principle of IFRS 15 is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services, following a five step model: Step 1) Identify the contracts(s) with a customer, which is an agreement between two or more parties that creates enforceable rights and obligations; Step 2): Identify the performance obligations in the contract, considering that if a contract includes promises to transfer distinct goods or services to a customer, the promises are performance obligations and are accounted for separately; Step 3) Determine the transaction price, which is the amount of consideration in a contract to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer; Step 4): Allocate the transaction price to the performance obligations in the contract, on the basis of the relative stand-alone selling prices of each distinct good or service promised in the contract; and Step 5) Recognize revenue when (or as) the entity satisfies a performance obligation, by transferring a promised good or service to a customer (which is when the customer obtains control of that good or service). A performance obligation may be satisfied at a point in time (typically for promises to transfer goods to a customer) or over time (typically for promises to transfer services to a customer). IFRS 15 also includes disclosure requirements that would provide users of financial statements with comprehensive information about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. IFRS 15 will supersede all existing guidance on revenue recognition. IFRS 15 is effective for annual periods beginning on or after January 1, 2017, with early adoption permitted considering certain additional disclosure requirements. The Company is currently evaluating the impact that IFRS 15 will have on the recognition of revenue from its contracts with customers.

New IFRS adopted on reporting period

Beginning in 2014, the Company adopted the following IFRS and several rules that are effective in future periods, but chose to adopt them in advance:

- Amendments to IFRS 10 and IFRS 28, Consolidated Financial Statements and Investment in associates.
- Amendments to IFRS 32, Offsetting of financial assets and financial liabilities.
- Amendments to IFRS 36, Impairment of Assets.
- Amendments to IFRS 19, Employee Benefits.
- Amendments to IFRS 16, Property, Plant and Equipment, and to IFRS 38 Intangible Assets.

The adoption of the new standards, improvements and modifications did not represent a significant impact in the financial statements of the Company.

(7) Critical accounting judgments and key uncertainty sources in estimates

In applying accounting policies, the Company's management use judgments, estimates and assumptions on certain amounts of assets and liabilities in the consolidated financial statements. Actual results may differ from such estimates.

Underlying estimates and assumptions are reviewed regularly. Accounting estimates changes are prospectively recognized.

Information about judgments made in applying accounting policies that have the most significant effects on the amounts in the consolidated financial statements is included in the following notes:

a) Useful lives of property, systems, and equipment - The Company reviews the estimated useful life of property, systems and equipment at the end of each annual period. The degree of uncertainty related to the estimated useful lives is related to the changes in market and the use of assets for production volumes and technological development.

b) Impairment of non-financial assets - When testing assets for impairment, the Company requires estimating the value in use assigned to property, systems and equipment, and cash generating units. The calculation of value in use requires the Company to determine future cash flows generated by cash generating units and an appropriate discount rate to calculate the present value thereof. The Company uses cash inflow projections using estimated market conditions, determination of future prices of products and volumes of production and sale. Similarly, for discount rate and perpetuity growth purposes, the Company uses market risk premium indicators and long-term growth expectations of markets where the Company operates.

c) Allowance for doubtful accounts - The Company uses estimates to determine the allowance for doubtful accounts. The factors that the Company considers to estimate doubtful accounts are mainly the customer's financial situation risk, unsecured accounts, and considerable delays in collection according to the credit limits established.

d) Contingencies - The Company is subject to contingent transactions or events on which it uses professional judgment in the development of estimates of occurrence probability. The factors considered in these estimates are the current legal situation as of the date of the estimate, and the external legal advisors' opinion.

e) Deferred tax assets - Deferred tax assets are recognized for the tax loss carryforwards to the extent management believes it is recoverable through the generation of future taxable income to which it can be applied.

(Thousands of Mexican pesos)

f) Financial instruments recognized at fair value - In cases where fair value of financial assets and liabilities recorded in the consolidated financial statement do not arise from active markets, their fair values are determined using assessment techniques, including the discounted cash flows model. Where possible, the data for these models are supplied from observable markets, otherwise a degree of discretionary judgment is required to determine fair values. These judgments include data such as liquidity risk, credit risk and volatility. Changes in the assumptions related to these factors may affect the amounts of fair values advised for financial instruments.

g) Leases - Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

(8) Financial instruments

Categories of financial instruments

		2014	2013
Financial assets			
Cash and cash equivalents	Ps.	2,697,835	1,292,263
Accounts receivable		2,426,167	2,981,732
Financial instruments		121,999	142,200
Advance to suppliers		112,763	65,578
Other current assets		225,331	130,492
Financial liabilities			
Derivative financial instruments	Ps.	46,952	116,658
Accrued interest		458,822	278,807
Short-term debt		130,000	-
Long-term debt		10,866,001	7,864,319
Accounts payable and accrued liabilities		2,347,302	2,741,308

(a) Financial risk management objectives

The Company and its subsidiaries are exposed, through their normal business operations and transactions, primarily to market risk (including interest rate risk, price risk and currency rate risk), credit risk and liquidity risk.

(b) Market and interest rate risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, sill affect the Company’s income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

For interest rate risk, management has a risk management committee which discusses, among other things, whether each of the loans contracted either for working capital or to finance investment projects should be (according to market conditions and the functional currency of the Company) contracted with fixed or variable rate.

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Monetary assets and liabilities denominated in dollars as of December 31, 2014 and 2013 are as follows:

		(Thousands of US dollars)	
		2014	**2013**
Current assets	U.S.$	130,803	68,719
Current liabilities		(102,231)	(106,615)
Noncurrent liabilities		(726,992)	(574,480)
Foreign currency liabilities, net	U.S.$	(698,420)	(612,376)

The U.S. dollar exchange rates as of December 31, 2014 and 2013 were Ps. 14.71 and Ps. 13.07, respectively. As of February 27, 2015, the exchange rate was Ps. 14.92.

The Company's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

The Company enters into a variety of derivative financial instruments to manage its exposure to foreign currency risk and interest rate risk, including:

US$ 100 Million Syndicated loan Cross Currency Swaps (CCS)

During November 2011, the Company closed a syndicated loan of up to the equivalent of US $ 100 million. This loan is divided in two tranches, one in pesos amounting to Ps. 512,373,031 and the other in U.S. dollar amounting to U.S. $62,117,156. As of December 31, 2012 U.S. $53.3 million (equivalent to Ps. 693 million) and Ps. 365 million have been utilized, of which approximately Ps. 246 million remains unutilized. The Company decided to hedge an increase in interest rates and exchange rate risks (devaluation of the peso versus the U.S. dollar) associated with the entire portion of principal and interest of the syndicated loan by entering into Cross Currency Swaps (CCS) with Credit Suisse and Banorte – IXE. The CCSs has been designated as a cash flow hedge for accounting purposes.

As mentioned in note 2, as of January 31, 2013 the Company paid the remaining balance of the syndicated loan in full, interest and related derivative transactions by 77,982 related to that credit.

At December 31, 2014 and 2013, respectively, the Company had no current open positions.

(c) Market sensitivity analysis

Exchange rate sensitivity analysis

The Company is exposed to currency fluctuations between the Mexican peso and the U.S. dollar.

The following table details the Company's sensitivity analysis to a 10% increase and decrease in the peso against the U.S. dollar. The 10% increase or decrease is the sensitivity scenario that represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the period for a 10% change in the exchange rates. A positive number below indicates an increase in profit or equity where the peso strengthens 10% against the U.S. dollar.

If the peso strengthens 10% against the U.S. dollar, the profit for the year ended December 31, 2014 and equity would increase by Ps. 934,486.

If the peso weakens 10% against the U.S. dollar, profit for the year ended December 31, 2014 and equity would decrease by Ps. 1,027,935.

(d) Embedded derivatives

As mentioned in note 2, on January 31, 2013, the Company completed the exchange of U.S.$ 142 and U.S.$ 335 million of unsecured notes due in 2017 and 2019, respectively, for U.S.$ 249 and U.S.$ 22 million dollars secured bond and a convertible bond, respectively, both with initial interest rate initial of 7% which will be increased to 8% in the first anniversary date and to 9% in the second anniversary date, and due in 2020, plus a cash payment of U.S.$ 83 million to participating holders.

Holders of the convertible notes may elect to convert their Convertible Dollar-Indexed Notes Into ADSs or CPOs at any time after 120th calendar day following the issue date and prior to the close of business on the fourth business day immediately preceding the maturity date for the convertible notes, or at the election of the Company such conversion may be settled in cash. The number of ADSs to be delivered in settlement conversion will be determined by the Company at the conversion rate, which shall initially be of 5.9277 ADSs per Ps.100 principal amount of convertible Dollar-indexed Notes, representing an initial conversion price of approximately Ps. 16.87 per ADS. The number of CPOs to be delivered in settlement of conversion will be determined by the conversion rate, which shall initially be of 41.4938 ADSs per Ps. 100 principal amount of convertible Dollar-indexed Notes, representing an initial conversion of approximately Ps. 2.41 per CPO.

The following summarizes the accounting for the convertible notes and the embedded derivative arising from the conversion option (thousands of US $):

Convertible Notes – liability	December 31, 2014 (Thousands of U.S. dollars)	December 31, 2013 (Thousands of U.S. dollars)
Face value	22,189	22,189
Options converted (note 16a)	(8,016)	(154)
	14,173	22,035
Fair value of conversion option recognized as a derivative financial instrument	(9,738)	(9,738)
Accrued interest	5,015	1,275
Carrying amount of convertible notes	9,450	13,572

Convertible Notes – Derivative financial instrument	December 31, 2014 (Thousands of U.S. dollars)	December 31, 2013 (Thousands of U.S. dollars)
Fair value of conversion option at initial balance	8,921	9,738
Gain in change of fair value for the period	(5,731)	(817)
Fair value of conversion option at year end	3,190	8,921

For the year ended December 31, 2014 the change in fair value of derivative financial instruments resulted in an unrealized gain of $ 61,473, recognized in the comprehensive financing within the change in the fair value and settlements of financial instruments, net.

(e) Other price risks (equity price risk)

During July, August and September 2009, the Company acquired call options denominated “Zero Strike Calls” that have a notional of 26,096,700 CPOs of Axtel’s shares. During the months of June and July of 2010, the Company acquired additional Zero Strike Calls for 4,288,000 CPOs of Axtel, on the same conditions, holding 30,384,700 CPOs as of January 1, 2011. During the months of October, November and December of 2014, the Company acquired additional Zero Strike Calls for 5,639,336 CPOs of Axtel, with the same conditions. The underlying of these instruments is the market value of the Axtel’s CPOs. The premium paid was equivalent to the market value of the notional plus transaction costs. The strike price established was 0.000001 pesos per option. This instrument is redeemable only in cash and can be redeemed by the Company at any time (considered to be American options), for a six-month period and are extendable. The terms and fair value of the Zero Strike Calls is included in the following table:

Counterparty	Notional amount	Terms	Fair value Asset (Liability) 2014	Fair value Asset (Liability) 2013
Bank of America Merrill Lynch	30,384,700 CPOs	Receives in cash the market value of the notional amount	Ps. 102,700	Ps. 142,200
Corporativo GBM, S.A.B. de C.V.	5,639,336	Receives in cash the market value of the notional amount	Ps. 19,2 99	-

For the years ended December 31, 2014 and 2013 the change in the fair value of the Zero Strike Calls resulted in an unrealized (loss) gain of (Ps. 40,201) and Ps. 53,781, respectively, recognized in the net finance cost within the change in the fair value and settlements of financial instruments, net.

(f) Equity price risk sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to the equity price risk associated with the market value of the Axtel's CPOs at the end of the reporting period. The 10% increase or decrease is the sensitivity scenario that represents management's assessment of the reasonably possible change in the Axtel's share price.

If the Company's share price had been 10% higher:

- Profit and equity for the year ended December 31, 2014 would increase by Ps. 12,176.

If the Company's share price had been 10% lower:

- Profit and equity for the year ended December 31, 2014 would decrease by Ps. 11,069.

(g) Credit risk management

- Credit risk refers to the risk that a counterparty will default on the contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company's exposure and the credit ratings of its counterparties are continuously monitored. Credit exposure is controlled by counterparty limits that are reviewed and approved by the Company, annually.

- Trades receivable consist of a large number of customers, spread across diverse industries and geographical areas throughout Mexico. Ongoing credit evaluation is performed on the financial condition of accounts receivable.

- Apart from companies A, B and C, the largest customers of the Company, the Company does not have significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The Company defines counterparties as having similar characteristics if they are related entities. Concentration of credit risk related to Company A, B and C should not exceed 20% of gross monetary assets at any time during the year. Concentration of credit risk to any other counterparty should not exceed 5% of gross monetary assets at any time during the year.

- Company A represented 5%, and 9% of the Company's accounts receivable as of December 31, 2014 and 2013, respectively. Additionally, revenues associated with Company A for the year ended December 31, 2014 and 2013 were 0% and 3%, respectively.

- Company B represented 5%, and 10% of the Company's accounts receivable as of December 31, 2014 and 2013, respectively. Additionally, revenues associated with Company B for the year ended December 31, 2014 and 2013 were 1% and 0%, respectively.

(Thousands of Mexican pesos)

- Company C represented 5% of the Company's accounts receivable as of December 31, 2014 and 2013. Additionally, revenues associated with Company C for the year ended December 31, 2014 and 2013 were 1% and 0%, respectively.

- The Credit risk in investments on demand and in derivative financial instruments is minimal, since the counterparties are banks with high credit ratings assigned by international qualified agencies.

- The Company does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

(h) Liquidity risk management

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with the financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will always have sufficient liquidity to meet liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk damage to the Company's reputation.

Ultimate responsibility for liquidity risk management rests with the Company's board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-, medium- and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring actual and forecasted cash flows.

The following tables detail the Company's remaining contractual maturity for the non-derivative financial liabilities (debt) with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rates at the end of the reporting period. The contractual maturity is based on the earliest date on which the Company may be required to pay.

		Less than 1 year	1-2 years	2-3 years	3-4 years	4-5 years	5+ years
December 31, 2014							
Variable interest rate instruments	Ps	158,499	21,934	13,979	7,702	-	-
Fixed interest rate instruments		1,130,525	1,049,144	1,777,453	898,450	2,372,833	8,594,932
	Ps	1,289,024	1,071,078	1,791,432	906,152	2,372,833	8,594,932
December 31, 2013							
Variable interest rate instruments	Ps	29,050	13,571	11,755	4,940	-	-
Fixed interest rate instruments		713,615	752,371	761,727	1,341,575	611,927	7,634,415
Capacity lease		179,171	-	-	-	-	-
	Ps	921,836	765,942	773,482	1,346,515	611,927	7,634,415

The amounts included above for variable interest rate instruments for both non-derivative financial assets and liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

(Thousands of Mexican pesos)

(i) Fair value of financial instruments

Except as detailed in the following table, the Company's management considers that the carrying amounts of financial assets and financial liabilities recognized in the consolidated financial statements approximate their fair values:

	December 31, 2014		December 31, 2013	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial liabilities				
Financial liabilities held at amortized cost:				
Senior Unsecured Notes with maturity in 2017	741,758	741,684	659,029	598,069
Senior Unsecured Notes with maturity in 2019	1,497,262	1,497,112	1,330,272	1,063,819
Senior Secured Notes with maturity in 2020	8,016,203	7,775,717	5,160,680	4,889,744
Senior Secured Convertible Notes with maturity in 2020	139,097	139,097	177,481	177,481
Other long-term financing	602,582	664,440	407,965	400,139
Capacity lease	-	-	168,554	172,397
Accrued interest	458,822	458,822	278,807	278,807

Valuation techniques and assumptions applied for the purposes of measuring fair value

The fair values of financial assets and financial liabilities are determined as follows:

- The fair values of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices.

- The fair values of derivative instruments are calculated using quoted prices. Where such prices are not available, a discounted cash flow analysis is performed using the applicable yield curve for the duration of the instruments or option pricing models as best applicable. Foreign currency forward contracts are measured using quoted forward exchange rates and yield curves derived from quoted interest rates matching maturities of the contracts. Interest rate swaps are measured at the present value of future cash flows estimated and discounted based on the applicable yield curves derived from quoted interest rates and include other adjustments to arrive at fair value as applicable (i.e. for counterparty credit risk).

- The fair values of other financial assets and financial liabilities (excluding those described above) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

(j) Fair value measurements recognized in the consolidated statement of financial position

The Company applies the guidance in IFRS 13, Fair Value Measurement ("IFRS 13") to determine the fair value of financial assets and financial liabilities recognized or disclosed at fair value. IFRS 13 requires fair values in addition to those already required or permitted by other IFRS, and is not intended to establish valuation standards or affect valuation practices outside financial reporting. Under IFRS 13, the fair value represents a "Selling Price", which would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date, considering the credit risk the counterparty valuation.

(Thousands of Mexican pesos)

The concept of Selling Price is based on the assumption that there is a market and participants in this for the specific asset or liability. When there are no market and / or market participants, IFRS 13 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority pricing calculations that deal with data entry but significant unobservable (Level 3 measurement).

The three levels of hierarchy are as follows:

- The level 1 data are quoted prices in active markets (unadjusted) for identical assets or liabilities that the Company has the ability to negotiate at the date of measurement. A quoted price in an active market provides the most reliable evidence of fair value and is used without adjustment for determining fair value whenever it is available.

- Level 2 data are data other than quoted prices in active markets that are directly or indirectly observable for the asset or liability that are mainly used to determine the fair value of shares, investments and loans that are not actively traded. Level 2 data include stock prices, interest rates and certain yield curves, implied volatility, credit spreads, and other data, including data extrapolated from other observable data. In the absence of level 1 data, the Company determines fair value by interacting applicable Level 2 data, the number of instruments and / or other relevant terms of the contracts, as applicable.

- Level 3 data are those that are not observable for the asset or liability. The Company uses this data to determine fair value when there is no Level 1 or Level 2 data, in valuation models such as discounted cash flows.

	December 31, 2014			
	Level 1	**Level 2**	**Level 3**	**Total**
Financial assets				
Zero strike calls	121,999	-	-	121,999
Financial liabilities				
Derivative financial liabilities	-	46,952	-	46,952

	December 31, 2013			
	Level 1	**Level 2**	**Level 3**	**Total**
Financial assets				
Zero strike calls	142,200	-	-	142,200
Financial liabilities				
Derivative financial liabilities	-	116,658	-	116,658

(Thousands of Mexican pesos)

(9) Accounts receivable, net

Accounts receivable, net consist of the following:

		2014	2013
Accounts receivable	Ps	5,008,936	5,388,862
Less allowance for doubtful accounts		2,582,769	2,407,130
Accounts receivable, net	Ps	2,426,167	2,981,732

Given their short-term nature the carrying value of trade accounts receivable approximates the fair value as of December 31, 2014 and 2013.

Movement in the allowance for doubtful accounts.

		2014	2013
Opening balance	Ps	2,407,130	2,207,537
Allowance for the year		173,941	199,524
Effect of exchange rate		1,698	69
Balances at period end	Ps	2,582,769	2,407,130

In determining the recoverability of trade receivables, the Company considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the customer base being large and unrelated.

Aging of impaired trade receivables:

		2014	2013
60 - 90 days	Ps	17,786	22,130
90 - 120 days		28,591	26,054
120 + days		2,536,392	2,358,946
Total	Ps	2,582,769	2,407,130

Aging of past due but not impaired

		2014	2013
Current	Ps	949,172	1,260,468
1 - 30 days		139,937	139,769
30 - 60 days		183,037	201,352
60 - 90 days		37,523	22,322
90 + days		417,467	518,901
Total	Ps	1,727,136	2,142,812

(Thousands of Mexican pesos)

(10) Property, systems and equipment

Property, systems and equipment are as follows:

		Land and Building	Computer and electronic equipment	Transportation equipment	Furniture and fixtures	Network equipment	Leasehold improvements	Construction in progress	Total
Balance as of January 1, 2012	Ps	430,990	3,275,901	395,411	221,099	29,570,177	425,147	1,334,081	35,652,806
Additions		-	579	24,301	143	682,033	-	1,659,608	2,366,664
Transfer of completed projects in progress		-	105,617	988	19,903	2,004,020	4,465	(2,134,993)	-
Transfer to assets held for sale		-	-	-	-	240,451	-	-	240,451
Disposals		-	-	(32,987)	(76)	(78,787)	-	-	(111,850)
Balance as of December31, 2013	Ps	430,990	3,382,097	387,713	241,069	32,417,894	429,612	858,696	38,148,071
Additions		-	152,125	4,465	6	458,514	-	2,548,101	3,163,211
Transfer of completed projects in progress		-	161,252	4,723	16,632	2,212,733	583	(2,395,923)	-
Disposals		-	(2,131)	(20,900)	(55)	(18,231)	-	-	(41,317)
Balance as of December31, 2014	Ps	430,990	3,693,343	376,001	257,652	35,070,910	430,195	1,010,874	41,269,965

Depreciation and impairment		Land and Building	Computer and electronic equipment	Transportation equipment	Furniture and fixtures	Network equipment	Leasehold improvements	Construction in progress	Total
Balance as of January 1, 2012	Ps	121,798	1,230,542	289,157	163,517	19,552,170	297,628	-	21,654,812
Depreciation of the year		14,286	128,810	64,089	14,752	2,914,961	30,356	-	3,167,254
Disposals		-	-	(31,752)	-	(14,385)	-	-	(46,137)
Assets held for sale		-	-	-	-	184,955	-	-	184,955
Balance as of December 31, 2013	Ps	136,084	1,359,352	321,494	178,269	22,637,701	327,984	-	24,960,884
Depreciation of the year		14,284	126,316	45,036	17,577	3,152,790	24,963	-	3,380,966
Disposals		-	(2,053)	(20,115)	(30)	(11,230)	-	-	(33,428)
Balance as of December 31, 2014	Ps	150,368	1,483,615	346,415	195,816	25,779,261	352,947	-	28,308,422
Property, systems and equipment, net at December 31, 2013	Ps	294,906	2,022,745	66,219	62,800	9,780,193	101,628	858,696	13,187,187
Property, systems and equipment, net at December 31, 2014	Ps	280,622	2,209,728	29,586	61,836	9,291,649	77,248	1,010,874	12,961,543

(Thousands of Mexican pesos)

Construction in progress mainly includes network equipment, and capitalization period is approximately six months.

During the year ended December 31, 2014 and 2013 the Company capitalized Ps. 36,847 and Ps. 34,461, respectively of borrowing costs in relation to Ps. 709,293 and Ps. 492,996 in qualifying assets. Amounts were capitalized based on a capitalization rate of 9.85% and 9.28%, respectively.

For the year ended December 31, 2014 and 2013 interest expenses are comprised as follows:

		2014	2013
Interest expense	Ps	(912,592)	(916,915)
Amount capitalized		36,847	34,461
Net amount in consolidated statements of comprehensive income	Ps	(875,745)	(882,454)

As of December 31, 2014, certain financial leases amounting to approximately Ps. 23 million were guaranteed with the equipment acquired with those leases.

The depreciation expense for the year ended December 31, 2014 and 2013 amounts to Ps. 3,380,966 and Ps. 3,167,254, respectively.

On January 31, 2013, the Company completed the sale of 883 sites to MATC Digital Telecommunications, S. de R.L. de C.V. ("MATC"), a subsidiary of American Tower Corporation, in the amount of U.S. $ 249 million. This transaction resulted in a gain of Ps. 3,111,948 which is presented as operating income in the accompanying condensed consolidated statement of comprehensive income. Additionally, the Company agreed to lease certain spaces at these locations in terms ranging from 6 to 15 years, depending on the type of technology installed at each site, for a net yearly cost of approximately U.S.$ 20 million.

(11) Intangible assets

Intangible assets with defined useful lives consist of the following:

		Telephone concession rights Axtel	Telephone concession rights Avantel	Telmex / Telnor infrastructure costs	World Trade Center concession rights	Rights of use	Others	Total
Balances as of December 31, 2012	$	571,520	110,193	58,982	21,045	30,030	87,330	879,100
Disposals		-	-	-	-	-	(14,161)	(14,161)
Balances as of December 31, 2013 and 2014	$	571,520	110,193	58,982	21,045	30,030	73,169	864,939

(Thousands of Mexican pesos)

Depreciation and impairment		Telephone concession rights Axtel	Telephone concession rights Avantel	Telmex / Telnor infrastructure costs	World Trade Center concession rights	Rights of use	Others	Total
Balances as of December 31, 2012	$	396,931	60,106	34,498	11,010	17,337	70,596	590,478
Amortization		30,307	10,018	4,080	1,672	2,886	1,706	50,669
Balances as of December 31, 2013	$	427,238	70,124	38,578	12,682	20,223	72,302	641,147
Amortization		30,307	10,018	4,080	1,672	2,886	867	49,830
Balances as of December 31, 2014	$	457,545	80,142	42,658	14,354	23,109	73,169	690,977
Intangible assets, net at December 31, 2013	$	144,282	40,069	20,404	8,363	9,807	867	223,792
Intangible assets, net at December 31, 2014	$	113,975	30,051	16,324	6,691	6,921	-	173,962

Concessions rights of the Company

The main concessions of the Company are as follows:

- Concession to offer local and long distance telephony services, for a period of thirty years. To maintain this concession the Company needs to comply with certain conditions. It can be renewed for another period of thirty years;

- On September 15, 1995 Avantel obtained a concession to offer local and long distance telephony services, for a period of thirty years. To maintain this concession the Company needs to comply with certain conditions. It can be renewed for another period of thirty years;

- Concessions of different frequencies of radio spectrum for 20 years and renewable for additional periods of 20 years, as long as Axtel complies with all of its obligations, and with all conditions imposed by the law and with any other condition that Department of Communications and Transportation (Secretaria de Comunicaciones y Transporte) or (SCT) imposes.

Concessions allow the Company to provide basic local telephone service, domestic long distance telephony, purchase or lease network capacity for the generation, transmission or reception of data, signals, writings, images, voice, sounds and other information of any kind, the purchase and leasing network capacity from other countries, including digital circuits income, value added services, operator services, paging and messaging services, data services, video, audio and video conferencing, except television networks, music or continuous service digital audio services, and credit or debit phone cards.

(Thousands of Mexican pesos)

In November 2006, SCT granted the Company, as part of the concession of Axtel, a new permission to provide SMS (short messaging system) to its customers.

In September 15, 2009, SCT granted the Company a concession to install, operate and exploit a public telecommunications network to provide satellite television and audio services.

Intangible assets arising from the acquisition of Avantel

Derived from the acquisition of Avantel in 2006, the Company recorded certain intangible assets such as: trade name "Avantel", customer relationships and telephone concession rights, whose value were determined by using an independent external expert appraiser at the acquisition date and accounted for in accordance to previous GAAP. The trade name and customer relationships are amortized over a three-year period; meanwhile the concession is amortized over the remaining term of the concession on a straight-line basis. At December 31, 2014 the values of the trade name "Avantel" and of customer relationships were fully amortized.

(12) Other assets

Other assets consist of the following:

		2014	2013
Prepaid expenses	Ps	276,738	208,307
Guarantee deposits		48,307	45,634
Others		31,325	21,400
Other assets		356,370	275,341
Current portion of other assets		225,331	130,492
Other long-term assets	Ps	131,039	144,849

(Thousands of Mexican pesos)

(13) Long-term debt

a) Long-term debt as of December 31, 2014 and 2013 consist of the following:

		2014	2013
U.S. $ 275 in aggregate principal amount of 7 $^{5}/_{8}$ % Senior Unsecured Notes due in 2017. Interest is payable semiannually on February 1 and August 1 of each year. During January and 2013, the Company completed the exchange of U.S.$ 224.6 and U.S.$ 167.4 million of unsecured notes maturing in 2017 and 2019, respectively, for U.S.$ 358.6 and U.S.$ 22 million dollars on secured bond and a convertible bond.	Ps.	741,758	659,029
U.S.$ 490 in aggregate principal amount of 9% Senior Unsecured Notes due in 2019. Interest is payable semiannually on March and September of each year. In January 2013, the Company completed the exchange of U.S.$ 224.6 and U.S.$167.4 million of unsecured notes maturing in 2017 and 2019, respectively, for U.S.$ 358.6 and U.S.$ 22 million dollars on secured bond and a convertible bond.		1,497,262	1,330,272
Senior Secured Notes in a principal amount of U.S.$ 544.6 and U.S.$ 394.6 million dollars as of 2014 and 2013, respectively, with initial interest of 7% will be increased to 9% and maturing in 2020. Interest is payable semi-annually in February and August of each year.		8,016,203	5,160,680
Senior Secured Convertible Notes U.S. dollar-indexed principal amount of U.S.$ 22.2 million dollars with initial interest of 7% will be increased to 9% and maturing in 2020. Interest is payable semi-annually in February and August of each year.		139,097	177,481
Discount on note caused by Senior Secured Notes payable in the amount of U.S. $ 36 million at an initial interest rate of 7% will increase to 9% due 2020		(24,228)	(28,994)
Premium on Senior Unsecured Notes with an aggregate principal of U.S.$ 490 million with an interest rate of 9%, due in 2019.		10,817	7,444
Capacity lease agreement with Teléfonos de Mexico, S.A.B. de C.V. of approximately Ps. 800,000 payable monthly and expiring in 2011. Renewed in 2011 of approximately Ps. 484,000 payable monthly.		-	168,554
Other long-term financing with several credit institutions with an average interest rates of 6% for those denominated in dollars and TIIE (Mexican average interbank rate) plus 1.5 and 3 percentage points for those denominated in pesos with maturities between three to four years.		602,582	407,965
Debt issuance and deferred financing costs		(117,490)	(18,112)
Total long-term debt		10,866,001	7,864,319
Less current maturities		220,554	308,945
Long-term debt, excluding current maturities	Ps.	10,645,447	7,555,374

(Thousands of Mexican pesos)

Annual installments of long-term debt are as follows:

Year		**Amount**
2016	Ps	209,585
2017		883,395
2018		20,231
2018		1,497,837
2020 and thereafter		8,034,399
	Ps	10,645,447

Note issuance and deferred financing costs directly attributable to the issuance of the Company's borrowings are amortized based on the effective interest rate over the term of the related borrowing.

For the year ended December 31, 2014 and 2013, the interest expense was Ps. 912,592 and Ps. 916,915 respectively. (See note 10).

On September 17, 2014, The Company completed the reopening of secured bonds issuance due in 2020 for U.S. $ 150 million at a priced at 100.25% of the principal amount, on the same terms and interest rates of the secured notes due in 2020 referred to in the following paragraphs.

During December 31, 2013, the Company completed the exchange of U.S.$ 82.5 million and U.S.$ 32.8 million of unsecured notes due in 2017 and 2019, respectively, for U.S.$ 110 million of secured bonds due in 2020 with the same conditions and interest rates described in the January 2013 exchange mentioned in the following paragraphs, this transaction resulted in a gain of Ps. 30,658 which is presented in the accompanying consolidated statements of comprehensive income. In addition, on December 13 and 26, 2013, the Company closed an offering of additional 2020 Notes for U.S$ 26 million and U.S$ 10 million, additional bonds were issued at a price of 93.75% of their principal value.

As of January 31, 2013, the Company completed the exchange of U.S.$ 142 and U.S.$ 355 million of unsecured notes due in 2017 and 2019, respectively, for U.S.$ 249 and U.S.$ 22 million dollars secured bond and a convertible bond, respectively, both with initial interest rate of 7% which will be increase to 8% in the first anniversary date and to 9% in the second anniversary date, and due in 2020, plus a cash payment of U.S.$ 83 million to participating holders. Holders of the convertible notes may elect to convert their Convertible Dollar-Indexed Notes Into ADSs of CPOs at any time after 120th calendar day following the issue date and prior to the close of business on the fourth business day immediately preceding the maturity date for the convertible notes, or at the election of the Company such conversion may be settled in cash. This transaction resulted in a gain of Ps.1,538,325 which is presented in other income in the accompanying consolidated statements of comprehensive income.

Additionally, the Company paid the remaining balance of the syndicated loan, interest and related derivative transactions in full, amounting to approximately U.S.$ 88 million.

(Thousands of Mexican pesos)

b) Bank loans

On March 28, 2014 the Company entered into a promissory note with Banco Nacional de Mexico, S.A. whereby a loan of Ps. 130,000 was received, with an interest rate of TIIE plus 3.5 percentage points annually. This loan matures in June 2015.

On December 13, 2013 the Company entered into a credit facility with Banco Mercantil del Norte, S.A. whereby a loan of Ps. 130,000 was received in August 2014, with an interest rate of TIIE plus 3.50 percentage points annually. This loan was paid in full in September 2014.

On October 8, 2013 the Company entered into a credit facility with Banco Monex whereby a loan of Ps. 200,000 was received in August 2014, with an interest rate of TIIE plus 3.50 percentage points annually. This loan was paid in full in September 2014.

Certain debt agreements establish affirmative and negative covenants, the most significant of which refer to limitations on dividend payments and the compliance with certain financial ratios. As of December 31, 2014 and February 27, 2015, the Company was in compliance with all covenants contained in its debt agreements.

(14) Transactions and balances with related parties

The transactions with related parties during the years ended December 31, 2014 and 2013 are as follows:

		2014	2013
Banamex:			
Telecommunication service revenues	Ps	540,652	584,759
Interest expense		6,980	21,202
Other related parties:			
Rent expense	Ps.	29,698	37,281
Installation service expense		30,225	46,177
Other		5,369	5,211

The balances with related parties as of December 31, 2014 and 2013, included in accounts payable are as follows:

		2014	2013
Accounts payable short-term:			
GEN Industrial, S.A. de C.V. (2)	Ps	52	58
Neoris de México, S.A. de C.V.		505	-
Total	Ps	557	58

(Thousands of Mexican pesos)

The balances with related parties as of December 31, 2014 and 2013, included in deferred revenues are as follows:

		2014	2013
Deferred revenues short-term:			
Banco Nacional de México, S.A. (1)	Ps	460,526	457,478
Deferred revenues long-term:			
Banco Nacional de México, S.A. (1)	Ps	33,900	33,900

(1) Derived from transactions related to master services agreement signed between the Company and Banamex, the Company provides telecommunications services (including, local, long distance and other services) to Banamex and its affiliates located in Mexico.
(2) Mainly administrative services.

The benefits and aggregate compensation paid to executive officers and senior management of the Company during the year ended December 31, 2014 and 2013 were as follows:

		2014	2013
Short-term employee benefits paid	Ps	72,094	94,584

(15) Income tax (IT) and Flat Rate Tax (IETU)

On December 11, 2013, a decree was published in the Official Gazette whereby several tax provisions were amended, supplemented, and repealed. This decree became effective as of January 1, 2014. Upon enactment of a new IT Law, the IETU Law and the IT Law in effect as of December 31, 2013 were repealed.

According to current tax legislation during 2013, companies were required to pay higher tax between IT and IETU. If the caused tax was IETU, your payment is considered definitive and not subject to recovery in future periods. Under the IT Law in force effective until December 31, 2013, the income tax and flat tax rate was 30% and 17.5%, respectively. The IT Law effective from 1 January 2014 establishes an income tax rate of 30% for 2014 and beyond.

The income tax benefit (expense) is as follows:

		2014	2013
Current income tax	Ps	(34,459)	(50,817)
Deferred income tax		572,596	(967,321)
Income tax benefit (expense)	Ps	538,137	(1,018,138)

Given that the IETU Law was repealed, as of December 31, 2013, the Company wrote off its deferred IETU assets generated by subsidiaries Avantel, S. de R.L., Avantel, S.A. Asociación en Participación, Servicios Axtel, S.A. de C.V. e Instalaciones y Contrataciones, S.A. de C.V. recording a charge to operations in 2013 in the amount of Ps. 190,720. Furthermore, the Company determined its deferred income taxes (IT) as of December 31, 2013, recognizing deferred income tax assets in the amount of Ps. 38,159, recording a credit to operations in fiscal year 2013.

(Thousands of Mexican pesos)

According to the IT Law in effect as of December 31, 2014, the IT rate for fiscal years 2014 and 2013 was 30%. The new IT law imposes an IT rate of 30% for 2014 and thereafter.

Income tax (benefit) expense attributable to (loss) income from continuing operations before income taxes, differed from the amounts computed by applying the Mexican statutory rates of 30% IT to (loss) income before income taxes, as a result of the items shown below.

	2014	2013
Statutory income tax rate	(30%)	30%
Inflationary effects	(2%)	3%
Non-deductible effects from allowance for doubtful accounts	9%	(2%)
Non-deductible expenses	1%	(2%)
Changes in tax rates	-	(1%)
Changes in laws	-	(7%)
Recognition of initial deferred IT on subsidiaries	-	8%
Recognition of the tax effect of tax losses previously not recognized	-	1%
Effective tax rate	(22%)	30%

The main differences that gave rise to the deferred income tax assets as of December 31, 2014 and 2013 are presented below:

		2014	2013
Deferred tax assets:			
Net operating loss carry forwards	Ps.	1,257,927	824,229
Allowance for doubtful accounts		367,482	522,188
Accrued liabilities and others		362,947	547,230
Premium on bond issuance		3,245	2,233
Property, systems and equipment		312,239	-
Total deferred tax assets		2,303,840	1,895,880
Deferred tax liabilities:			
Telephone concession rights		40,466	52,698
Property, systems and equipment		-	69,526
Long-term debt		549,342	549,342
Fair value of derivative financial instruments		28,123	41,898
Intangible and other assets		10,707	80,479
Total deferred tax liabilities		628,638	793,943
Deferred tax assets, net	Ps.	1,675,202	1,101,937

(Thousands of Mexican pesos)

The rollforward for the net deferred tax asset as of December 31, 2014 and 2013 are presented below:

		2013	Effects on profit and loss	Effects on stockholders' equity	2014
Net operating loss carry forwards	Ps.	824,229	433,698	-	1,257,927
Allowance for doubtful accounts		522,188	(154,706)	-	367,482
		547,23			
Accrued liabilities and others		-	(184,952)	669	362,947
Premium on bond issuance		2,233	1,012	-	3,245
Property, systems and equipment		(69,526)	381,765	-	312,239
Telephone concession rights		(52,698)	12,232	-	(40,466)
Long-term debt		(549,342)	-	-	(549,342)
Fair value of derivative financial instruments		(41,898)	13,775	-	(28,123)
Intangible and other assets		(80,479)	69,772	-	(10,707)
	Ps.	1,101,937	572,596	669	1,675,202

		2012	Effects on profit and loss	Effects on stockholders' equity	2013
Net operating loss carry forwards	Ps.	599,839	224,390	-	824,229
Allowance for doubtful accounts		438,602	83,586	-	522,188
Fair value of derivative financial instruments		26,073	(13,613)	(12,460)	-
Accrued liabilities and other provisions		246,221	301,009	-	547,230
Premium on bond issuance		12,629	(10,396)	-	2,233
Deferred IETU		190,720	(190,720)	-	-
Property, systems and equipment		661,615	(731,141)	-	(69,526)
Telephone concession rights		(55,628)	2,930	-	(52,698)
Long-term debt		-	(549,342)	-	(549,342)
Fair value of derivative financial instruments		-	(41,898)	-	(41,898)
Intangible and other assets		(38,353)	(42,126)	-	(80,479)
	Ps.	2,081,718	(967,321)	(12,460)	1,101,937

(Thousands of Mexican pesos)

As of December 31, 2014, the tax loss carryforwards and the tax on assets expire as follows:

Year		Tax loss carry forwards	Tax on assets
2015	Ps.	-	3,944
2016		-	7,234
2017		-	28,374
2018		361,008	-
2020		161,541	-
2021		1,924,064	-
2022		534,969	-
2023		577,622	-
2024		1,691,853	-
	Ps.	5,251,057	39,552

As of December 31, 2014, the unrecognized deferred tax assets are Ps. 764,290, of which Ps. 317,390 relate to tax loss carryforwards, Ps. 407,348 relate to estimated doubtful accounts and Ps. 39,552 to tax on assets.

(16) Stockholders' equity

The main characteristics of stockholders' equity are described below:

(a) Capital stock structure

As of December 31, 2014, the common stock of the Company is Ps. 6,728,342. The Company has 9,067,959,874 shares issued and outstanding. Company's shares are divided in two classes, Class "I" which represent the fixed minimum portion of the capital stock, and Class "II" which represent the variable portion of the capital stock. The shares that belong to both Class "I" and Class "II" provide the holders the same economic and corporate rights (with the only difference of those rights that may be conferred under applicable law to holders of shares that form part of the variable portion of a *Sociedad Anónima Bursátil de Capital Variable*). Each of the Classes have two Series: Series "A" and "B"; both Series are indistinct and provide the same corporate and economic rights to its holders. All of the shares issued by the Company have no par value. Of the total shares issued and outstanding, 97,750,656 are Class "I" Series A and 8,970,209,218 are Class "I" Series B. As of December 31, 2014 the Company has not issued any Class "II" shares (neither Series "A" nor Series "B"). As of this date, significantly all of the Series "B" Shares issued by the Company are deposited in a trust (the "CPOs Trust").

		Shares		Amount	
		2014	2013	2014	2013
Authorized and issued capital:					
Series A	$	97,750,656	97,750,656	73,396	73,396
Series B		8,970,209,218	8,678,441,546	6,654,946	6,554,494

In connection with the issuance of the convertible bond into shares held on January 31, 2013, and in accordance with the resolutions adopted at the Extraordinary General Meeting of Shareholders on January 25, 2013, the Company issued 972,814,143 Series B shares Class "I" that will be kept in the treasury of the Company, to be subsequently subscribed by the conversion of convertible bonds. During the last quarter of 2013 the conversion option was exercised for a total of 5,724,950 Series B shares representing an increase of Ps 1,970 in the capital stock of the Company.

During April 2013 a contribution of capital stock for Ps. 384, representing 1,114,029 Series "A", was received.

During July 2008 the Company began a program to repurchase own shares which was approved at an ordinary shareholder meeting held on April 23, 2008 for up to Ps. 440 million. As of December 31, 2008 the Company had repurchased 26,096,700 CPO's (182,676,900 shares). During July, August and September 2009, the CPOs purchased through the repurchase program was resold in the market. At the ordinary shareholder meeting held on April 25, 2014 shareholders approved to allocate a maximum amount of Ps. 90 million to the share repurchase program.

The acquisition of Avantel also included a Series B Shares Subscription Agreement (''Subscription Agreement'') with Tel Holding, an indirect subsidiary of Citigroup, Inc., for an amount equivalent to up to 10% of Axtel's common stock. For this to come into effect, the Company obtained stockholder approval (i) to increase capital by issuing Series B Shares in a number that was sufficient for Tel Holding to issue and pay Series B Shares (in the form of CPOs) representing up to a 10% equity share in Axtel; and (ii) for the subscription and payment of the Series B Shares that represented the shares issued by Tel Holding and any shares issued by stockholders that elected to issue and pay for additional Series B Shares in exercise of their preferential right granted by the Mexican General Corporation Law.

On December 22, 2006 pursuant to the Subscription Agreement, the Company received notice from Tel Holding confirming that it acquired 533,976,744 Series B Shares (represented by 76,282,392 CPOs) from the Mexican Stock Exchange (Bolsa Mexicana de Valores, or ''BMV'') and confirming the intention to issue and pay for 246,453,963 new Series B Shares (represented by 35,207,709 CPOs). The new Series B Shares were subscribed and paid for by Tel Holding through the CPOs Trust on January 4, 2007.

(b) Stockholders' equity restrictions

Stockholders' contributions, restated for inflation as provided in the tax law, totaling Ps. 8,989,419 may be refunded to stockholders tax-free.

No dividends may be paid while the Company has a deficit. Additionally, certain of the Company's debt agreements mentioned in note 13 establish limitations on dividend payments.

(Thousands of Mexican pesos)

(c) *Comprehensive income (loss) income*

The balance of other comprehensive income items and its activity as of December 31, 2014 and 2013 is as follows:

		2014	2013
Net (loss) income	Ps.	(1,918,601)	2,407,679
Other comprehensive income		-	41,811
Actuarial result		(4,460)	-
Effect of income tax		669	(12,460)
Other comprehensive income net of deferred taxes		(3,791)	29,351
Net comprehensive (loss) income	Ps.	(1,922,392)	2,437,030

(17) Telephone services and related revenues

Revenues consist of the following:

		2014	2013
Local calling services	Ps.	2,969,459	3,208,170
Long distance services		1,015,593	1,139,591
Internet and video		1,337,391	1,043,393
Data and network		1,897,673	1,860,070
Integrated services		1,568,616	1,299,653
Equipment sales		210,314	584,479
International traffic		1,234,024	763,991
Other services		363,933	387,147
	Ps.	10,597,003	10,286,494

(18) Construction contract

During August 2014, the Company entered into a construction contract of a building, as well as the necessary equipment thereof according to the technical features described in the contract, amounting Ps. 540,328 plus value added tax. The delivery period of the project is estimated to be completed in August 2015.

Income for the year is recognized following percent of completion which consider recoverable cost plus margin.

As of December 31, 2014, income from the construction contract is comprised as follows:

		Income for the year	Cumulativ e income	Balances of advances	Percent of completion (%)
Construction contract	Ps.	34,297	34,297	154,818	6.35%

(19) Commitments and contingencies

As of December 31, 2014, the Company has the following commitments and contingencies:

(a) Interconnection Disagreements – Mobile Carriers – Years 2005 to 2007. On the second quarter of the year 2007, and the first quarter of the year 2008, the Federal Telecommunications Commission (*Comisión Federal de Telecomunicaciones*) ("Cofetel") ruled interconnection disagreements between the Company and the following mobile carriers: Radiomovil Dipsa, S.A. de C.V. ("Telcel"), Iusacell PCS, S.A. de C.V. and others ("Grupo Iusacell"), Pegaso PCS, S.A. de C.V. and others ("Grupo Telefonica") and Operadora Unefon, S.A. de C.V. ("Unefon").

With respect to Telcel, the Supreme Court of Justice (*Suprema Corte de Justicia de la Nación)* ("**SCJN**") decided to deny the amparo trials filed by the Company and Telcel, and therefore confirming the ruling issued in the past by Cofetel whereby the interconnection tariffs for the years 2005 to 2007 were determined. The result of this amparo trial, does not create an economic contingency for the Company due to the fact that during the years 2005, 2006 and 2007, the Company paid the interconnection tariffs set forth by the Cofetel in the above mentioned disagreements.

With respect to Grupo Iusacell, Grupo Telefonica and Unefon, the Company filed an administrative review proceeding, which was resolved on June 19, 2013 by the Cofetel whereby the previous rulings and determined tariffs only for years 2005 to 2007 were revoked, therefore annulling the tariffs set forth for the period 2008 to 2010. Such tariffs are being contested in an amparo trial. In the new resolutions, Cofetel determined a weighted average tariff, as it had initially done so with Telcel, which can be applied to Grupo Iusacell, Grupo Telefónica and Unefon if the interconnection rate were not applied and their services were being sold at a price below such rate.

It is important to note that the constitutionality of the weighted average rate for Grupo Iusacel, Grupo Telefónica and Unefón was already validated by the Second Federal Collegiate District Court in Administrative Matters Specialized in Unfair Competition, Broadcasting and Telecommunications (*Segundo Tribunal Colegiado de Circuito en Materia Administrativa Especializado en Competencia Económica, Radiodifusión y Telecomunicaciones*).

The result of the above-mentioned proceedings does not create an economic contingency for the Company due to the fact that for years 2005, 2006 and 2007, it paid the interconnection tariffs order by Cofetel in the aforementioned resolutions.

It is important to note that, regarding the decision by the courts on the issue of Weighted Average Rate, the Company presented several amparo trials concerning the Federal Telecommunications Institute (*Instituto Federal de Telecomunicaciones*) ("IFT) and it has not resolved the request to determine the Weighted Average Rate as substitute interconnection rate to be applied to the termination of interconnection traffic destined for Telcel, Iusacell, Unefon and Grupo Telefonica networks.

(b) Interconnection Disagreements – Mobile Carriers – Years 2008 to 2011. With respect to Telcel, the Company filed an interconnection disagreement early on the year 2008, such proceeding being decided in first instance by the SCT, on the first day of September, 2008, which as mentioned before, arose from a proceeding filed by Axtel. In such ruling, the SCT set the cost based interconnection tariffs of $0.5465 pesos, $0.5060 pesos, $0.4705 and $0.4179 pesos for the years 2008, 2009, 2010 and 2011, respectively.

Telcel challenged the resolution issued by the SCT via amparo trial, and on February, 2012, the SCJN ruled that the SCT had to standing to decide on the administrative review proceeding filed by Axtel, and that the Cofetel is the authority that should determine such interconnection tariffs, therefore the Federal Telecommunications Institute (*Instituto Federal de Telecomunicaciones*) (“IFT”) will have to set forth the interconnection tariffs applicable between Axtel and Telcel, and consequently, the interconnection tariffs are not yet definitely defined, due to the fact that these new rulings might be, once again, challenged by the parties involved.

With respect to Grupo Telefonica, the Cofetel determined on October 20, 2010, the interconnection tariffs for Axtel and Grupo Telefonica applicable to the period between 2008 and 2011, which consider the same amounts set forth by the SCT in the ruling issued on September 1, 2008, that is, $0.5465 pesos per real minute for 2008, $0.5060 pesos for 2009, $0.4705 pesos for 2010, and $0.4179 pesos for 2011.

This ruling was challenged via amparo trial by Grupo Telefonica, and was resolved, at first stage, to dismiss the amparo trial and denying it to Grupo Telefonica.

Therefore, Grupo Telefonica has challenged the first instance judgment, which is pending resolution by the Second Federal Collegiate District Court in Administrative Matters Specialized in Unfair Competition, Broadcasting and Telecommunications (*Segundo Tribunal Colegiado de Circuito en Materia Administrativa Especializado en Competencia Económica, Radiodifusión y Telecomunicaciones*).

With respect to Grupo Iusacell and Unefon, the Cofetel determined the interconnection tariffs for the years of 2008 to 2010 on the second quarter of the year 2009, such determination was challenged by the Company via an administrative review proceeding, which is in the process of being resolved by the IFT. As a result, the interconnection tariffs are not yet definitely defined, due to the fact that these new rulings might be, once again, challenged by the parties involved.

As a consequence of the rulings issued by the SCT on September 2008, the Company recognized since August 2008, the interconnection tariff of: $0.5465 pesos, $0.5060 pesos, $0.4705 and $0.4179 per real minute for Telcel, and of $0.6032 pesos for the other mobile carriers.

The tariffs that the Company was paying prior to the rulings, were $1.3216 pesos per real minute to Telcel, and $1.21 pesos per rounded minute to the other mobile carriers.

As of December 31, 2014, the difference between the amounts paid by the Company according to these tariffs, and the amounts billed by the mobile carriers, amounted to approximately Ps. 2,251 million not including value added tax.

After evaluating the actual status of the foregoing proceedings, and taking into consideration the information available and the information provided by the legal advisors, the Company's Management considers that there are enough elements to maintain the actual accounting treatment, and that at the end of the legal proceedings, the interests of the Company will prevail.

(c) Interconnection Disagreements – Telmex – Years 2009 to 2013. In March 2009, the Cofetel resolved an interconnection disagreement proceeding existing between the Company (Axtel) and Teléfonos de México, S.A.B. de C.V. ("Telmex") related to the rates applicable for the termination of long distance calls from the Company to Telmex with respect to year 2009. In such administrative resolution, the Cofetel approved a reduction in the rates for termination of long distance calls applicable to those cities where Telmex does not have interconnection access points. These rates were reduced from Ps. 0.75 per minute to US$0.0105 or US$0.0080 per minute (depending on the place where the Company delivers the long distance call).

Until June 2010 Telmex billed the Company for the termination of long distance calls, applying the rates that were applicable prior to the aforementioned resolutions, and after such date, Telmex has billed the resulting amounts, applying the new interconnection rates. As of June 30, 2014, the difference between the amounts paid by the Company to Telmex according to the new rates, and the amounts billed by Telmex, amount to approximately to Ps. 1,240 million, not including value added tax.

Telmex filed for the annulment of the proceeding with the Federal Court of Tax and Administrative Justice (*Tribunal Federal de Justicia Fiscal y Administrativa*) requesting the annulment of Cofetel's administrative resolution. The Company (Axtel and Avantel) has a contingency in case the Federal Tax and Administrative Court rules against the Company, and as a result, establishes rates different from those set forth by Cofetel.

In April 2014, the Upper Chamber of the Federal Court of Tax and Administrative Justice (*Sala Superior del Tribunal Federal de Justicia Fiscal y Administrativa*), ruled on the annulment trial started by Telmex, in which the validity of the administrative resolution that was being disputed was confirmed in favor of Axtel.

Telmex filed a direct amparo suit against the ruling issued within the annulment trial, which shall be resolved by the First Federal Collegiate District Court in Administrative Matters Specialized in Unfair Competition, Broadcasting and Telecommunications (*Primer Tribunal Colegiado de Circuito en Materia Administrativa Especializado en Competencia Económica, Radiodifusión y Telecomunicaciones*).

In January 2010, the Cofetel resolved an interconnection disagreement proceeding existing between the Company (Avantel) and Telmex related to the rates for the termination of long distance calls from the Company to Telmex with respect to year 2009. In such administrative resolution, the Cofetel approved a reduction in the rates for termination of long distance calls applicable to those cities where Telmex does not have interconnection access points. These rates were reduced from Ps. 0.75 per minute to US$0.0126, US$0.0105 or US$0.0080 per minute, depending on the place where the Company delivers the long distance traffic. Based on this resolution, the Company paid approximately Ps. 20 million in excess. Telmex challenged the resolution before the Federal Court of Tax and Administrative Justice, and such proceeding in the evidence stage.

On May 2011, the Cofetel issued a ruling resolving an interconnection disagreement proceeding between Telmex and the Company, related to the tariff applicable to the termination of long distance calls from the Company to Telmex, for the year 2011. In such administrative resolution, the Cofetel approved a reduction of the tariffs applicable for the termination of long distance calls. The above mentioned tariffs were reduced from US$0.0126, US$0.0105 or US$0.0080 per minute, to Ps.0.04530 and Ps.0.03951 per minute, depending on the place in which the Company is to deliver the long distance traffic. Telmex challenged this ruling before the SCT, but the request was dismissed by such authority. Nowadays, Telmex challenged such dismissal, before the Federal Court of Tax and Administrative Justice, and such proceeding pending for resolution.

Finally, in July 2013, Cofetel ruled on an administrative review proceeding between Telmex and the Company in connection with the tariffs applicable to the termination of long distance calls from the Company to Telmex for the years 2012, 2013 and 2014. In such administrative resolution, Cofetel determined for year 2012, tariffs per minute that go from Ps.0.02831 to Ps.0.01007, depending if it is a regional or national node; for year 2013, tariffs that that go from Ps.0.02780 to Ps.0.00968, depending if it is a regional or national node; and for year 2014, tariffs that that go from Ps.0.02838 to Ps.0.00968, depending if it is a regional or national node. Telmex challenged this resolution in an amparo trial which was solved, at first stage, dismissing the amparo trial and denying it to Telmex.

Therefore, Telmex has challenged the first instance judgment, which is pending resolution by the Second Federal Collegiate District Court in Administrative Matters Specialized in Unfair Competition, Broadcasting and Telecommunications (*Segundo Tribunal Colegiado de Circuito en Materia Administrativa Especializado en Competencia Económica, Radiodifusión y Telecomunicaciones*).

As of December 31, 2013, the Company believes that the rates determined by the Cofetel in the resolutions will prevail, and therefore it has recognized the cost, based on the rates approved by Cofetel.

As of December 31, 2009, there was a letter of credit for U.S. $ 34 million issued by Banamex in favor of Telmex for the purpose of guaranteeing the Company's obligations, which were acquired through several interconnection agreements. The amounts under the letter of credit were drawn by Telmex in the month of January 2010, claiming that Avantel had debts with such company. As of December 31, 2013, Avantel has been able to recover the entire amount mentioned above, through compensation with regard to certain charges for services rendered by Telmex to Avantel on a monthly basis.

(d) Interconnection Disagreements – Grupo Iusacell – Years 2012-2013. In October 2014, IFETEL solved an interconnection disagreement between Grupo Iusacell and the Company (Axtel / Avantel), related to interconnection tariffs for termination services switched to mobile users under the modalities "calling party pays" and "nationwide calling party pays" for the period 2012-2013. In that resolution IFETEL determined tariffs per minute of Ps. 0.3214 for 2012 and Ps. 0.3144 for 2013.

This ruling was challenged by Grupo Iusacell and is pending before the First District Court in Administrative Matters Specialized in Unfair Competition, Broadcasting and Telecommunications (*Juzgado Primero de Distrito en Materia Administrativa Especializado en Competencia Económica, Radiodifusión y Telecomunicaciones*).

As of December 31, 2014, the Company believes that the rates determined by the IFETEL in the resolutions will prevail, and therefore it has recognized the cost, based on these rates.

(e) The Company is involved in a number of lawsuits and claims arising in the normal course of business. It is expected that the final outcome of these matters will not have significant adverse effects on the Company’s financial position and results of operations.

(f) On July 14, 2014, the new Federal Telecommunications and Broadcasting Law (the "LFTyR")was published in Mexico’s Official Gazzette (*Diario Oficial de la Federación*), which came into effect on August 13, 2014. In terms of the LFTyR, and since being in force, the previous Federal Telecommunications Law and the Federal Radio and Television Law ceased to be effective, and likewise, it was also thereby provided that all regulations and administrative provisions in such matter which were previously issued, will remain in full force and effect except when opposing the new LFTyR. In accordance with the new LFTyR, new legal obligations were established for the Company in the field of telecommunications, including the following obligations with respect to:

(a) New rights applicable to users in general, as well as for users with disabilities.

(b) Collaboration with the Justice.

(c) Registration and reporting activities in connection with active and passive infrastructure, of installation and operation of the public telecommunications network, including the obligation to avoid charges for domestic long distance calls since January 1, 2015, in the field of advertising, and of neutrality of networks in connection with its service of internet access.

Some of these obligations are pending the issuance of the applicable regulations, or that certain deadline is met or that the Company is in the situation prescribed by the applicable law.

The company took the required actions and controls in order to be in compliance with all the obligations that arose when the LFTyR came into force and became effective, and is carrying out the necessary actions in order to comply with the new obligations that are still pending on the issuance of the applicable secondary regulation and/or of the fulfillment of the applicable deadlines.

(g) In compliance with commitments made in the acquisition of concession rights, the Company has granted surety bonds to the Federal Treasury and to the Department of Communications and Transportation amounting to Ps. 2,256 and to other service providers amounting to Ps. 1,093,683.

(h) The concessions granted by the Department of Communications and Transportation (SCT) establish certain obligations to the Company, including, but not limited to: (i) filing annual reports with the SCT, including identifying main stockholders of the Company, (ii) reporting any increase in common stock, (iii) providing continuous services with certain technical specifications, (iv) filing monthly reports about disruptions, (v) filing the services’ tariff, and (vi) providing a bond.

(i) The Company leases some equipment and facilities under operating leases. Some of these leases have renewal clauses. Lease expense for year ended December 31, 2014 and 2013 amounted to Ps. 846,608 and Ps. 866,695, respectively.

The annual payments under these leases as of December 31, 2014 are as follows:

		Leases contracts in:	
		Mexican Pesos (thousands)	**USD (thousands)**
2015	Ps.	50,919	27,854
2016		41,135	23,659
2017		30,126	22,480
2018		19,309	20,521
2019		12,516	20,014
2020 and thereafter		46,622	137,954
	Ps.	200,627	252,482

EXHIBIT B

ANNUAL REPORT OF THE ACTIVITIES OF THE AUDIT AND CORPORATE PRACTICES COMMITTEE

INFORME ANUAL DEL COMITÉ DE AUDITORÍA Y PRÁCTICAS SOCIETARIAS

31 de marzo de 2016

CONSEJO DE ADMINISTRACIÓN
DE AXTEL, S.A.B. DE C.V.

En cumplimiento de lo dispuesto por el Artículo 43 de la Ley del Mercado de Valores y en nombre y representación de los consejeros integrantes del Comité de Auditoría y Prácticas Societarias de Axtel, S.A.B. de C.V. ("Axtel" o la "Sociedad"), nos permitimos presentarles un reporte sumario de las actividades desempeñadas por dicho Comité durante el ejercicio social terminado el 31 de diciembre de 2015 y eventos subsecuentes a la fecha.

Este informe se presenta, con base a información recibida por este órgano, y tomando en cuenta los informes, opiniones y /o comunicados de directivos relevantes y de los auditores externos e internos, todos ellos de la Sociedad, sobre los temas que le competen al Comité.

I. Actividades en relación con los Estados Financieros.

1. Se revisaron los estados financieros de Axtel y subsidiarias, por los ejercicios terminados el 31 de diciembre del 2015 y 2014, formulados en base a las Normas Internacionales de Información Financiera (IFRS, por sus siglas en inglés) y se analizaron con los auditores externos de la Sociedad su dictamen sobre dichos estados financieros y las notas a los mismos, presentados al Consejo de Administración para su proposición a la Asamblea General Ordinaria anual de Accionistas.

2. Se analizó el proyecto de aplicación de resultados de los ejercicios mencionados, presentados al Consejo de Administración para su proposición a las Asamblea General Ordinaria anual de Accionista correspondientes.

3. Se revisó y analizó con los auditores externos de la Sociedad el estado que guarda el sistema de control interno, siendo informados de los programas y desarrollo de los planes y programas de trabajo de auditoría interna y de auditoría externa. Se determinó que se cumple con la efectividad requerida para que la Sociedad y sus subsidiarias operen en un ambiente general de control, y no se detectaron deficiencias o desviaciones materiales.

4. Se analizó el plan de auditoría, así como las políticas y prácticas de gobierno corporativo.

II. **Actividades en relación a las operaciones de la Sociedad y sus subsidiarias, en materia de prácticas societarias.**

1. Se analizó y revisó el desempeño y la remuneración integral de los directivos relevantes.

2. Se realizaron las investigaciones necesarias para estar en aptitud de informar respecto de: (i) la inexistencia de operaciones significativas con personas relacionadas; y (ii) la ausencia de dispensas para el aprovechamiento de negocios que correspondan a la sociedad y/o a sus subsidiarias, por parte de personas relacionadas.

III. **Actividades en relación a la auditoría externa e interna de las operaciones de la Sociedad y sus subsidiarias.**

1. Se revisaron los honorarios erogados del ejercicio 2015.

2. Se analizaron los servicios adicionales o complementarios proporcionados por el despacho KPMG Cárdenas Dosal, S.C. principales auditores externos, no encontrándose situaciones que comprometan su independencia.

3. Se evaluó el desempeño de la firma de auditoría externa, así como el de la persona responsable de la misma.

4. Se analizaron los avances y resultados de los programas de control y auditoría interna; incluyendo, la determinación de áreas de oportunidad para mejorar la efectividad de los sistemas de auditoría interna.

5. Se analizaron las descripciones y efectos de las modificaciones a las políticas contables aprobadas.

IV. **Actividades en relación a las operaciones de la Sociedad y sus subsidiarias.**

1. Se analizaron los términos y condiciones para la realización de la fusión de Onexa, S.A. de C.V., sociedad propietaria de participaciones sociales en Alestra, S. de R.L. de C.V., en Axtel, S.A.B. de C.V., resultando de dicha fusión que esta última sociedad se convirtiera en subsidiaria de Alfa, S.A.B. de C.V.

2. Se dio seguimiento a la formalización de los acuerdos de las asambleas de accionistas y del Consejo de Administración en materia de prácticas societarias.

Atentamente,

Bernardo Guerra Treviño
Comité de Auditoría y Prácticas Societarias