

226,086,957 Shares



Mexichem, S.A.B. de C.V.

Single Series Class II Common Stock, no par value

We are offering 226,086,957 shares of our Single Series Class II shares of common stock, no par value, or the "Shares," in a global offering consisting of (1) 135,652,174 Shares in the United States to qualified institutional buyers as defined in Rule 144A under the U.S. Securities Act of 1933, as amended, or the "Securities Act", in transactions exempt from registration thereunder, and in other countries outside of Mexico and the United States to certain non-U.S. persons in reliance on Regulation S under the Securities Act through the initial purchasers named in this offering memorandum, or the "International Offering", and (2) 90,434,783 Shares in a concurrent public offering in Mexico authorized by the Mexican National Banking and Securities Commission (*Comisión Nacional Bancaria y de Valores*, or "CNBV") conducted by the Mexican underwriters named elsewhere in this offering memorandum, or the "Mexican Offering," and, together with the International Offering, the "Global Offering." The Shares being offered in the Global Offering may be reallocated between the International Offering and the Mexican Offering. The closings of the International Offering and the Mexican Offering are conditioned upon each other.

Investing in the Shares involves risks. See "Risk Factors" beginning on page 17.

Offer Price: Ps. 60.00 per Share

Our Shares are listed on the Mexican Stock Exchange (*Bolsa Mexicana de Valores, S.A.B. de C.V.*, or "BMV"), under the symbol "MEXCHEM". On October 9, 2012, the last reported sales price of our Shares on the BMV was Ps.61.82 per share (US\$4.82 per Share at an exchange rate of Ps.12.84 per U.S. dollar).

We have granted the initial purchasers and the Mexican underwriters an option, to be exercised from time to time, in a coordinated but independent manner, for a period of 30 days from the date of this offering memorandum to purchase up to an additional 33,913,043 Shares at the offering price, less the underwriting discount. See "Plan of Distribution."

Our shares are registered with the National Securities Registry (*Registro Nacional de Valores*, or "RNV") maintained by the CNBV. The Shares have not been and will not be listed in any national securities exchange or quoted in any automated interdealer quotation system in the United States or elsewhere outside Mexico in connection with the Global Offering. Registration of the Shares in the RNV does not imply any certification as to the investment quality of the securities offered pursuant to this offering memorandum, our solvency or the accuracy or completeness of the information contained in this offering memorandum nor does such registration ratify or validate acts or omissions, if any, undertaken in contravention of applicable law.

The Shares have not been and will not be registered under the Securities Act or under any U.S. securities laws. The Shares may not be offered and sold within the United States or to U.S. persons, except to qualified institutional buyers as defined in and in reliance on the exemption from registration provided by Rule 144A under the Securities Act and to certain non-U.S. persons in offshore transactions in reliance on Regulation S under the Securities Act. You are hereby notified that sellers of the Shares may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A. See "Transfer Restrictions" for a description of the restrictions regarding the purchase and transfer of the Shares.

None of the U.S. Securities and Exchange Commission, or the "SEC", the CNBV or any state or foreign securities regulator has approved or disapproved the International Offering of the Shares or determined if this offering memorandum is truthful or complete. Any representation to the contrary is a criminal offense.

We expect that delivery of the Shares will be made to investors on or about October 15, 2012, in book-entry form through the facilities of S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V., or "Indeval," the Mexican clearing house, in Mexico City, Mexico.

Joint Bookrunners

Citigroup

HSBC

J.P. Morgan

Morgan Stanley

Co-managers

Credit Suisse

Rabobank International

Santander

The date of this offering memorandum is October 9, 2012.