

Corporate Ethics Policy



1. Purpose and Scope

This Policy stipulates the principles and commitment that Infraestructura Energética Nova, S.A.B. de C.V., including all its Subsidiaries (together “IEnova” or the “Company”) has to carrying out its business activities, wherever located, in accordance with all applicable laws and regulations.

This policy applies to all IEnova's Employees (whether with a permanent or temporary contract and/or subcontracted). This policy also applies to contractors, suppliers and operators of assets belonging to IEnova or its Subsidiaries that adhere to it.



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3. Policies

It is the policy of IEnova to refrain from engaging in corrupt activities anywhere in the world. This policy strictly prohibits any employee, or any person acting on behalf of the Company from bribing any Civil Servant or any entity or individual in the private sector.

Since the anti-corruption laws and regulations of different countries apply to the Company's operations, IEnova is focused on complying with all the current anti-corruption laws.

It is suggested the entities in which IEnova is not a part of the controlling company follow the consistent practices described in this policy. IEnova requires that any person and/entity that acts on its behalf and representation adhere to this policy.

3.1 Severe Administrative Breaches

All Employees shall refrain from committing any of the Severe Administrative Breaches listed in Chapter III of the General Administrative Responsibilities Law. The committal of any of the Severe Administrative Breaches will be sanctioned in the terms of the applicable laws.

3.2 Bribery of Civil Servants and Contracting of ex-Civil Servants.

The Anti-Corruption Laws criminalize bribery of Civil Servants.

This policy prohibits any employee or any person from acting on behalf of the Company from offering, paying, promising or making payments or anything of value, whether directly or indirectly, to any Civil Servant in order to obtain any improper business advantage.

There are no monetary thresholds; therefore any amount could be considered a bribe.

In accordance with Article 24 of the Federal Republican Austerity Law, Civil Servants at upper hierarchical levels (as defined in the perceptions manual provided by the Federal Government's Federal Budget and Fiscal Responsibility Law) may not hold positions in supervised or regulated companies or on which they have had access to privileged information in the exercise of their public office within ten years from leaving said office.

3.3 Commercial Bribery

The Anti-Corruption Laws also prohibit commercial bribery. This policy prohibits any employee or any person from acting on behalf of the Company to engage in any conduct that constitutes commercial bribery, including seeking, offering, or accepting from third parties any improper gifts, invitations, gifts or entertainment, travel and lodging, or any other thing of value except as permitted in IEnova's procedures on gifts, travel, and entertainment expenses.

3.4 Embezzlement

This policy prohibits any Employee or any person who acts on behalf of or in representation of the Company from committing any act of embezzlement, this being understood as the action in which one or more individuals misappropriate the securities or funds entrusted to them in their work positions or upper management roles.

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3.5 Financial Fraud

This policy prohibits any Employee or any person who acts on behalf of or in representation of the Company from committing financial fraud, this being understood as actions taken a one person for the purpose of obtaining a personal benefit at the expense of another.

3.6 Acts of Corruption

This policy prohibits any Employee or any person who acts on behalf of or in representation of the Company from committing acts of Corruption, these being understood as the abuse of a public or private office in order to obtain a personal benefit.

3.7.- Books and Records

This policy requires that all financial transactions performed by IEnova be recorded accurately and with reasonable detail in the Company's books and records. The policy also stipulates the implementation of an adequate internal control to detect and prevent acts of corruption and bribery.

The Company is required to

- Prepare and keep records which "in reasonable detail, accurately and fairly reflect" transactions and dispositions of assets, and
- Maintain an internal accounting system that will provide "reasonable" assurances that transactions are performed and recorded properly.

3.8 Obligation to Report

All IEnova's Employees are required to report any suspicion of breach of this Policy. For these purposes, IEnova has established an Ethics Line (800-062-2107) through which IEnova's Employees can report, anonymously, any suspicion related to bribery and corruption.

As part of our policies of no reprisals, as set forth in our Code of Ethics, no employee who reports in all good faith the suspicion of a breach of this Policy shall be subject any form of reprisal for having made such report.

3.8.1 Omission to Report

Any employee or supervisor who intentionally ignores an act of corruption shall be subject to the applicable disciplinary measures, which may include termination of employment. The foregoing is without prejudice to the legal sanctions that may be imposed by the jurisdictional authority.

3.9 Breaches of this Policy

The penalties for bribery and corruption can be severe. A list is provided as follows, which includes but is not limited to some of the sanctions applicable to employees, directors, stockholders and employees on an equal basis. Said sanctions shall be applied by the respective authority without making any hierarchical distinction and shall be applicable to any individual who commits an act of bribery or corruption in any relationship with the organization.

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- Sanctions and fines,
- Imprisonment
- Suspension and/or barring from government contracts; and/or
- Denial of export licenses and privileges

Breach of this policy by any Employee will result in the application of disciplinary measures including termination of employment pursuant to IEnova's Sanctions Framework.

Whenever an act of corruption shows elements that a typified by the law or for which the legislator has contemplated a specific sanction, said file shall be reported to the respective authorities.

This list of sanctions is inclusive but not limitative. IEnova's internal documentation includes a Framework of Sanctions for Breaches of Policy, which contains details of the sanctions that will be applicable to specific assumptions of breaches of this Policy.

3.10 Anti-Corruption Program

In order to ensure full compliance with the Anti-Corruption Laws and the effective implementation of this policy, IEnova shall implement anti-corruption compliance procedures applicable to all the Company's Subsidiaries, wherever located, designed to prevent, detect, and remedy bribery and bookkeeping breaches. Each Department shall be responsible for ensuring that adequate resources are allocated to ensure compliance with the applicable procedures. The Company may adopt anti-corruption measures for any of its subsidiaries and joint ventures, as applicable.

IEnova's Corporate Ethics Director shall be responsible for the implementation of this policy and its procedures. IEnova's Corporate Ethics Director shall report regularly to the Board of Directors of the Company, which shall exercise reasonable oversight of the implementation and effectiveness of this policy.

IEnova's Corporate Ethics Director shall also create an ethics program, which shall be promoted and enforced systematically throughout the Company.

At a minimum, all the Company's anti-corruption compliance procedures shall address the following:

3.10.1 Third-Party Participation

Since IEnova can be held liable for the conduct of third parties acting on its behalf, the Company's anti-corruption procedures must ensure that third parties shall act on behalf and in representation of the Company only after the due diligence of their business practices and reputation for ethical and lawful reputation has been completed. The Company's anti-corruption compliance procedures will also provide for the ongoing review of the third parties that act on behalf and in representation of the Company.

3.10.2 Joint Ventures

IEnova's participation in joint venture partnerships can expose the Company to corruption risks. Therefore, the Company's anti-corruption procedures shall establish a due diligence process for potential partners. When IEnova enters into a joint venture contract, the Company shall endeavor to guarantee that that joint venture adopts and implements the adequate anti-corruption policies and procedures.

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3.10.3 Gifts, Travel, and Representation Expenses:

Providing gifts, travel and representation expenses may lead to serious ethical and legal risks. IEnova requires that such gifts, travel and entertainment expenses be reasonable and bona fide, related to the provision, demonstration or explanation of products or services, or the execution or performance of a contract with a government or agency and comply with applicable law and the recipient's own policies and procedures. Pursuant to the laws of the National Anti-Corruption System, the giving of any gift of any kind and amount to any Civil Servant by Employees is strictly forbidden.

Gifts, travel and representation expenses are subject to additional IEnova policies and procedures, specifically GE-03 Independence and Conflicts of Interest Policy and GE-01-P02 Representation Expenses with Civil Servants Anti-Corruption Procedure.

3.10.4 Contributions to Political Parties and Canvassing.

Neither IEnova nor its Employees or third parties that act its behalf or representation may contribute IEnova funds or assets, either directly or indirectly, to any political party or the campaign of any candidate for political office, even if such contributions are permitted by applicable laws. No Employee or third party who acts on behalf of or in representation may make said contributions of own funds for the benefit of IEnova. Giving gifts or courtesies to Civil Servants is prohibited.

No Employee may participate canvassing activities in the workplace and/or during working hours. In cases in which Employees make political contributions, these are strictly personal decisions and IEnova rejects any association of its name with these contributions. Employees who wish to support candidates or political parties of their liking must not do so during working hours. They may not also use the Company's assets for that purpose.

Employees who wish to serve in the public sector must first consult the Corporate Ethics Department before accepting any office in order to ensure that there are no conflicts of interest.

3.10.5 Facilitation Payments

Facilitation payments are payments made to Civil Servants to secure or expedite routine governmental actions, such as obtaining an ordinary license, telephone service, or others. These payments are illegal under most of the Anti-Corruption Laws. Facilitation payments made by IEnova, its Employees or third parties acting on its behalf or representation are prohibited under this policy.

3.10.6 Training

All Employees of the Company who are directly or indirectly involved in commercial activities that could involve contact with Civil Servants and/or parties that have access to or control of funds or accounts relating to such activities are required to complete the anti-corruption provided on a periodic basis. Also, newly-hired Employees or Employees loaned to another Subsidiary must also complete anti-corruption training if their position involves contact with Civil Servants. In addition, certain Employees involved in commercial activities that may involve contact with Civil Servants and/or parties that have access to or control of funds or accounts related to such activities will be required to hold an annual anti-corruption certificate.

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4. Definitions and Terminology

Term	Definition
Employee	Any person who holds a permanent or temporary contract or sub-contract with IEnova and/or any of its subsidiaries.
Policy Owner	The individual responsible for creating, reviewing and ensuring that the content of the policy is updated, relevant and is in compliance with the applicable laws and regulations.
Severe Administrative Breaches	<ul style="list-style-type: none"> • Bribery: the promise, offer or giving of any undue benefit to one or several Civil Servants directly or via third parties in exchange for said Civil Servants performing or refraining to perform act related to their duties or with those of another Civil Servant or abuse their actual or assumed influence in order to obtain or maintain a benefit or advantage for themselves or for a third party, regardless of the acceptance or reception of the benefit or the result obtained. • Illegal participation in administrative procedures: performing acts or omissions to participate in said administrative procedures, whether Federal, local or municipal, notwithstanding that, by legal provision or resolution issued by the jurisdictional authority, the person who performs them is prevented or barred from doing so. Illegal participation in administrative procedures when a private party intervenes on its own behalf, but in the interest of one or more other persons who are prevented or barred from participating and Federal, local or municipal administrative procedures, in order that the party or parties obtain, either totally or partially, the benefits derived from said procedures. • Influence peddling to induce the authority: the use of influence, economic or political power, either real or fictitious, on any Civil Servant, in order to obtain a benefit or advantage for themselves or for a third party, or to cause harm to any person or the Civil Servant, regardless of the acceptance by the Civil Servant or the Civil Servants or of the result obtained. • Use of False Information: the presentation of false or altered documentation or information or that simulates the compliance with the requirements or rules set forth in the administrative procedures for the purpose of achieving an authorization, benefit, advantage or to harm any person. • Obstruction of powers of investigation: who, having information connected to an investigation of Administrative Breaches, provides false information, deliberately and unjustifiably delays the provision of same, or fails to respond to any of the requirements or resolutions of the investigating, substantiating or ruling authorities, provided

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	<p>that enforcement measures have been imposed beforehand in accordance with the applicable provisions.</p> <ul style="list-style-type: none"> • Collusion: the performance, with one or more private parties in public contracting, of actions that imply or are intended to obtain an undue benefit or advantage in Federal, Local or Municipal public contracting. Collusion shall also be considered when private parties agree or enter into contracts, agreements, arrangements or combinations among competitors, with the purpose or effect of obtaining an undue benefit or causing detriment to the Public Treasury or the equity of public entities. • Undue use of public funds: the performance of acts to appropriate public funds and make undue due or divert them from the purpose for which they are allocated, whether material, human or financial, when due to any circumstance said funds are managed, received administered or accessed. The omission to account for public funds to provide proof of their allocation is also considered undue use of public funds. • Undue hiring of ex-Civil Servants: the hiring of persons who have been Civil Servants in the past and who hold privileged information acquired directly as a result of their employment, office or commission in the Civil Service and that affords the contracting party a direct benefit in the market or provides an advantage against its competitors.
Civil Servant	<p>Any official or employee of any Government Entity, including but not limited to:</p> <ul style="list-style-type: none"> (i) Any official or employee of any political party; (ii) Any candidate for public office; (iii) Any employee of an international organization such as the United Nations and the World Bank; (iv) Any official or employee of any department, society, company, firm, public institution or non-profit association wholly owned or controlled by any government body, such as semi-state companies or state manufacturing companies; and/or (v) Close relatives of any official or employee mentioned in points (i) to (v).
Anti-Corruption Laws	<p>All the relevant Anti-Corruption Laws and regulations, including, without limitation, the following:</p> <ul style="list-style-type: none"> (i) The U.N. Convention Against Corruption; (ii) The OECD Convention to Prevent Bribery of Foreign Government Officials; (iii) The U.S. Foreign Corrupt Practices Act of 1977 (as amended); (iv) General Administrative Responsibilities Law (v) The Mexican Federal Law for the Prevention and Identification of Transactions with Funds of Illegal Origin (Anti-Money Laundering Law); and (vi) the Mexican Federal Criminal Code.
Sanctions Framework	<p>The internal IEnova document that establishes the guidelines to evaluate, set and impose the respective sanctions for breaches of IEnova's policies.</p>

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Subsidiary	A company in which the Company is a stockholder or exercises any type of "control" over it. The Company is understood to exercise control of another company if it has the capacity to perform any of the following actions: (i) impose, either directly or indirectly, decisions at the of the stockholders, partners or equivalent bodies, or appoint or remove the majority of the members, administrators or their equivalents of a company; (ii) hold the ownership of the rights that permit, either directly or indirectly, to exercise the vote of more than 51% of the capital stock of a company; or (iii) manage or direct, either directly or indirectly, the management, strategy or the main policies of a company, whether through the ownership of securities, by contract or any other manner.
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The terms above may be used in singular or plural form and in masculine or feminine form depending on the context of this policy.



5. References and Forms

5.1 Internal References

- Code of Ethics
- GE-03 Independence and Conflicts of Interest Policy.
- GE-08 Commitments and Approvals Policy.
- GE-07 Risk Management Policy.
- GE-01-P01 Anti-Corruption Procedure for the Approval of Donations, Sponsorships, Improvements and Memberships.
- GE-01-P02 Representation Expenses with Civil Servants Anti-Corruption Procedure.
- GE-01-P05 Lawyer-Agent Contracting Anti-Corruption Procedure.
- GE-01-P06 Supplier-Agent Contracting Anti-Corruption Procedure.

5.2 External References

- N/A

5.3 Forms

Document Code and Name	Withholding Code
N/A	N/A

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6. Responsible Parties

Responsibility	Department
Managing the content of the policy (Policy Owner)	appointed by the Corporate Ethics Department.
Complying with the policy	All employees
Overseeing compliance	Legal Department/Corporate Ethics Department
Applying sanctions	Talent and Culture Management



7. Authorization

Name	Position
Alex Rios	Corporate Ethics Director
Rene Buentello Carbonell	Executive Vice President of Compliance and General Counsel
Ramiro Fernández	Sr. Compliance Manager



8. Contacts (Doubts and/or Clarifications)

Questions related to the implementation of or compliance with this Policy must be discussed with your immediate supervisor. The contact designated as responsible in this Policy will be the Corporate Ethics Department or you can contact the Ethics Helpline on 800 062 2107. The Ethics Helpline is available 24 hours a day, 7 days a week. All calls received by the Ethics Helpline will be treated as confidential.

Contact	E-mail	Telephone Number
René Buentello Carbonell	rbuentello@ienova.com.mx	(55) 91 38 01 00
Alejandro Rios	arios@ienova.com.mx	(55) 91 38 01 00
Jimena Hernandez	jihernandez@ienova.com.mx	(55) 91 38 01 00

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9. Change Control

Review	Date	Description	Section Affected	Observations
1	Aug 1, 2020	Policies review project	General	Adaptation to new format Changes in definitions Additions of guidelines in the "Policies" section of Policy EC-01 above.
2	Oct 16, 2020	Late Review	3.2, 3.4, 3.5, 3.6, 3.9, 3.10.4, 4	Inclusion of the ex-Civil Servant contracting concept. Inclusion or Embezzlement, Financial Fraud and Corruption concepts. Inclusion of the canvassing concept. Standardization of concepts. Insertion of definitions of "Employees" and "Sanctions Framework".
3	June 21, 2021	Form adequations	4, 5.1	