CFE FIBRA E
GOVERNANCE

CFE Capital

Contractual and governance framework designed to protect and represent certificate holders, *ensure financial transparency, oversee the Manager, and align investor interests within the investment vehicle.*

GOVERNANCE PRINCIPLES

- Investor Protection and Independent Representation
- Financial Discipline
- Transparency and Accountability

01 · SHAREHOLDERS' MEETING (SM)

Collegiate governing body representing the holders of Energy and Infrastructure Investment Trust Certificates (CBFEs) of CFE Fibra E.

— Certificate Series

Series "A": Investing public (75%).
Series "B": CFE (25%).

— Matters Subject to Approval

1) Approves the removal and replacement of the Trustee, Common Representative, and the Manager.

2) Approves the appointment of Technical Committee's Independent Members (Series "A").

3) Establishes leverage guidelines and mandatory financial metrics.

4) Approves amendments to the Trust Agreement.

— Quorum and Voting Requirements

Simple majority (**+50% of CBFEs)** is required to establish a Shareholders' Meeting on first call, approve ordinary matters, and remove Independent Members (Series "A").

A quorum of **+75%** is required for amendments to the Trust Agreement that affect certificate holders' rights, with approval by simple majority.

A quorum and affirmative vote of **+95%** are required to approve matters of significant importance.

Series "B" holders abstain from voting on matters such as the removal and replacement of the Manager and the renewal or ratification of Independent Members.

Removal of the Manager without cause requires the affirmative vote of **+75%** of Series "A" certificate holders.

02 · TECHNICAL COMMITTEE (TC)

Collegiate body responsible for overseeing the Trust's management and approving decisions related to its strategic objectives. It is composed of at least 3 Independent Members and 2 members appointed by CFE.

— Robust and Independent Governance

The Technical Committee and specialized committees are composed of a majority of Independent Members appointed by the SM.

— Relationship with the Promoted Trust

Three Independent Members of CFE Fibra E's Technical Committee are also members on the Promoted Trust's Technical Committee, with veto power over relevant decisions.

— All strategic, financial, and operational matters require the express approval of the TC. The Manager may not take action on these matters without prior authorization from the Committee:

- Approves distributable cash available for certificate holders.
- Evaluates financial performance and approves new investment opportunities.
- Monitors the Manager's performance and reviews quarterly performance reports.
- Reviews and approves debt issuances and restructurings.
- Establishes any additional committees considered necessary to fulfill the Trust's objectives.
- Appoints the Trust's auditor and tax and accounting advisors.

02.1 · SUBCOMMITTEES

Composed of 3 Independent Members (Conflicts Committee and Audit Committee)

Composed of Independent Members and a member appointed by the Manager (Nomination Committee)

— Conflicts Committee

Approves the appointment of CFE Capital's Chief Executive Officer as a Key Officer.

Approves the Manager's acquisition from CFE of beneficial trust rights in the Promoted Trust.

— Audit Committee

Reviews CFE Fibra E's quarterly financial statements.

May request the gathering of the SM to address financial inconsistencies related to the Trust's management.

— Nomination Committee

Initiates the search process for candidates with financial, energy sector, or capital markets expertise to be proposed to the SM as Independent Members.

03 · MANAGEMENT AND OPERATION

— Trustee

Legal holder of the Trust's assets for the purpose of carrying out the objectives established in the Trust Agreement.

Acts in accordance with instructions received from the Manager, the TC, or the SM.

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— Common Representative

Acts as the representative and protector of certificate holders' collective interests.

Safeguards certificate holders' rights and serves as an intermediary with the Trust's other stakeholders.

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— The Manager

Proposes and executes. Mainly responsible for the Trust's operational and financial management and for proposing initiatives, acting in accordance with fiduciary standards of care, good faith, and loyalty, and in strict compliance with the Trust Agreement and TC's resolutions.

CFE Capital

Source: CFECapital S. de R.L. de C.V.

04 · GOVERNANCE STRUCTURE