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LISTING PARTICULARS

Comisión Federal de Electricidad

(a State-Owned Public Company of the Federal Government of the United Mexican States)

U.S.$1,000,000,000 6.045% Notes due 2034
U.S.$500,000,000 6.500% Notes due 2051

Comisión Federal de Electricidad (the "Issuer"), a state-owned public company of the Federal Government (the "Mexican government") of the United Mexican States ("Mexico"), is offering U.S.$1,000,000,000 aggregate principal amount of its 6.045% Notes due 2034 (the "2034 notes") and U.S.$500,000,000 aggregate principal amount of its 6.500% Notes due 2051 (the "2051 notes" and, together with the 2034 notes, the "notes"). The 2034 notes will bear interest at the rate of 6.045% per year and will mature on January 28, 2034. Principal on the 2051 notes will be payable in 25 annual installments on January 28 of each year, commencing on January 28, 2027, in accordance with the amortization schedule set forth herein. The 2051 notes will bear interest at the rate of 6.500% per year and will mature on January 28, 2051.

Interest on the notes will be payable semi-annually in arrears on January 28 and July 28 of each year, beginning on July 28, 2026. The Issuer's payment obligations under the notes will at all times rank without any preference among themselves and equally with all other unsubordinated public external indebtedness of the Issuer. The Mexican government does not guarantee or secure the Issuer's obligations and has no obligation to pay the principal, interest or any other amounts payable on the notes in the event that the Issuer's cash flows and/or assets are not sufficient to make any such payments. The notes do not grant in any way rights over the ownership, control or assets of the Issuer. The notes will not be secured by any of the Issuer's assets or properties.

We may redeem the 2034 notes, in whole or in part, at any time prior to November 28, 2033 (two months prior the maturity date of the 2034 notes), by paying the redemption price on the outstanding principal amount of the 2034 notes to be redeemed as described in "Description of the Notes—Redemption and Purchase—Optional Redemption," plus accrued and unpaid interest thereon to the redemption date. On or after November 28, 2033 (two months prior the maturity date of the 2034 notes), we may redeem the 2034 notes, in whole or in part, by paying 100% of the principal amount of the 2034 notes to be redeemed, plus accrued and unpaid interest thereon to the redemption date. We may redeem the 2051 notes, in whole or in part, at any time prior to October 28, 2050 (three months prior the maturity date of the 2051 notes), by paying the redemption price on the outstanding principal amount of the 2051 notes to be redeemed as described in "Description of the Notes—Redemption and Purchase—Optional Redemption," plus accrued and unpaid interest thereon to the redemption date. On or after October 28, 2050 (three months prior the maturity date of the 2051 notes), we may redeem the 2051 notes, in whole or in part, by paying 100% of the principal amount of the 2051 notes to be redeemed, plus accrued and unpaid interest thereon to the redemption date. See "Description of the Notes—Redemption and Purchase—Optional Redemption." In addition, in the event of certain changes to applicable laws and regulations or certain changes in the interpretation or application of such laws and regulations that result in an increase in the applicable rate of Mexican withholding tax in respect of payments of interest under the notes of a series, the Issuer may redeem the notes of such series, in whole but not in part, prior to maturity, at a price equal to 100% of their principal amount, plus accrued and unpaid interest to the redemption date. On the maturity date, the redemption price of the notes will be 100% of the principal amount of the notes outstanding plus accrued and unpaid interest to the maturity. See "Description of the Notes—Redemption and Purchase—Redemption for Taxation Reasons." In addition, upon the occurrence of certain fundamental changes in our ownership or business (including, among others, if the Issuer ceases to be a public sector entity of, or majority-owned by, the Mexican government), the Issuer will be required to offer to purchase the notes at a price equal to 100% of their principal amount, plus accrued and unpaid interest to the purchase date. See "Description of the Notes—Redemption and Purchase—Purchase at the Option of Holders."

The notes will contain provisions, commonly known as "collective action clauses." Under these provisions, which differ from the terms of the Issuer's public external indebtedness issued prior to June 16, 2015, the Issuer may amend the payment provisions of any series of debt securities issued under the indenture (including the notes) and other reserved matters listed in the indenture, with the consent of the holders of: (1) with respect to a single series of debt securities, more than 75% of the aggregate principal amount of the outstanding debt securities of such series; (2) with respect to two or more series of debt securities, if certain "uniformly applicable" requirements are met, more than 75% of the aggregate principal amount of the outstanding debt securities of all series affected by the proposed modification, taken in the aggregate; or (3) with respect to two or more series of debt securities, more than $66^{2}/_{3}$% of the aggregate principal amount of the outstanding debt securities of all series affected by the proposed modification, taken in the aggregate, and more than 50% of the aggregate principal amount of the outstanding debt securities of each series affected by the proposed modification, taken individually. See "Description of the Notes—Meetings, Amendments and Waivers."

We have applied to admit the notes for listing on the Official List of the Luxembourg Stock Exchange and for trading on the Euro MTF Market of the Luxembourg Stock Exchange. This listing particulars constitutes a prospectus for purposes of Part IV of the Luxembourg law on prospectuses for securities dated July 16, 2019.

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Investing in the notes involves risks. See "Risk Factors" beginning on page 24.

Issue price per 2034 note: 100.000%, plus accrued interest, if any, from January 28, 2026
Issue price per 2051 note: 99.619%, plus accrued interest, if any, from January 28, 2026

THE INFORMATION CONTAINED IN THIS LISTING PARTICULARS IS EXCLUSIVELY OUR RESPONSIBILITY AND HAS NOT BEEN REVIEWED OR AUTHORIZED BY THE MEXICAN *COMISIÓN NACIONAL BANCARIA Y DE VALORES* (NATIONAL BANKING AND SECURITIES COMMISSION, OR THE "CNBV"). THE NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED WITH THE MEXICAN *REGISTRO NACIONAL DE VALORES* (NATIONAL SECURITIES REGISTRY) MAINTAINED BY THE CNBV AND, THEREFORE, THE NOTES MAY NOT BE PUBLICLY OFFERED OR SOLD IN MEXICO. HOWEVER, THE NOTES MAY BE OFFERED, ON A PRIVATE PLACEMENT BASIS, IN MEXICO TO INVESTORS THAT QUALIFY AS INSTITUTIONAL OR ACCREDITED INVESTORS UNDER MEXICAN LAW, PURSUANT TO THE PRIVATE PLACEMENT EXEMPTION SET FORTH IN ARTICLE 8 OF THE MEXICAN *LEY DEL MERCADO DE VALORES* (THE "SECURITIES MARKET LAW"). AS REQUIRED UNDER THE MEXICAN SECURITIES MARKET LAW, WE WILL NOTIFY THE CNBV OF THE OFFERING OF THE NOTES OUTSIDE OF MEXICO TO COMPLY WITH ARTICLE 7, SECOND PARAGRAPH, OF THE MEXICAN SECURITIES LAW AND REGULATIONS THEREUNDER FOR INFORMATIONAL AND STATISTICAL PURPOSES ONLY, AND THE FILING OR RECEIPT OF SUCH NOTICE BY THE CNBV IS NOT A REQUIREMENT FOR THE VALIDITY OF THE NOTES AND DOES NOT IMPLY ANY CERTIFICATION AS TO THE INVESTMENT QUALITY OF THE NOTES, OUR SOLVENCY, LIQUIDITY OR CREDIT QUALITY OR THE ACCURACY OR COMPLETENESS OF THE INFORMATION SET FORTH HEREIN.

The notes have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act'"), or the securities laws of any other jurisdiction, and are being offered only (1) to qualified institutional buyers in reliance on the exemption from registration provided by Rule 144A under the Securities Act and (2) outside the United States to non-U.S. persons in compliance with Regulation S under the Securities Act. For certain restrictions on the transfer of the notes, see "Transfer Restrictions."

The initial purchasers delivered the notes to purchasers in book-entry form through the facilities of The Depository Trust Company ("DTC") for the accounts of its direct and indirect participants, including Euroclear Bank S.A./N.V., as operator of the Euroclear System ("Euroclear"), and Clearstream Banking S.A. ("Clearstream"), against payment on January 28, 2026.

Global Coordinators and Joint Book-Running Managers

BBVA **BofA Securities** **Citigroup** **HSBC** **J.P. Morgan**

Joint Book-Running Managers

Morgan Stanley **Santander** **Scotiabank**

February 20, 2026

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You should carefully review the entire listing particulars before making an investment decision. Neither the Issuer nor any of the initial purchasers has authorized anyone to provide you with different information. The Issuer is offering to sell, and is seeking offers to buy, the notes only in jurisdictions where offers and sales are permitted. This listing particulars does not constitute an offer to sell, or a solicitation of an offer to buy, any notes by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation. Neither the delivery of this listing particulars nor any sale made under it implies that there has been no change in our affairs or that the information in this listing particulars is correct as of any date after the date of this listing particulars.

This listing particulars has been prepared by us solely for use in connection with the placement of the notes. The Issuer and the initial purchasers reserve the right to reject any offer to purchase for any reason.

Neither the U.S. Securities and Exchange Commission (the "SEC"), the CNBV, any state securities commission nor any other regulatory authority has approved or disapproved the offering of the notes or the notes; nor have any of the foregoing authorities passed upon or endorsed the merits of this offering or the accuracy or adequacy of this listing particulars. Any representation to the contrary is a criminal offense.

The notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area. See "Plan of Distribution—Sales Outside the United States—European Economic Area." The notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. See "Plan of Distribution—Sales Outside the United States—United Kingdom."

You must:

- comply with all applicable laws and regulations in force in any jurisdiction in connection with the possession or distribution of this listing particulars and the purchase, offer or sale of the notes, and

- obtain any consent, approval or permission required to be obtained by you for the purchase, offer or sale by you of the notes under the laws and regulations applicable to you in force in any jurisdiction to which you are subject or in which you make such purchases, offers or sales; and neither the Issuer nor any of the initial purchasers shall have any responsibility therefor.

See "Transfer Restrictions" for information on transfer restrictions applicable to the notes.

You acknowledge that:

- you have been afforded an opportunity to request from us, and to review, all additional information considered by you to be necessary to verify the accuracy of, or to supplement, the information contained in this listing particulars;

- you have not relied on the initial purchasers or any person affiliated with the initial purchasers in connection with your investigation of the accuracy of such information or your investment decision; and

- no person has been authorized to give any information or to make any representation concerning us or the notes, other than as contained in this listing particulars and, if given or made, any such other information or representation should not be relied upon as having been authorized by us or the initial purchasers.

The notes may not be transferred or resold, except as permitted under the indenture governing the notes, the Securities Act and applicable U.S. state securities laws. You may be required to bear the financial risks of this investment for an indefinite period of time.

We have taken reasonable care to ensure that the information contained in this listing particulars is true and correct in all material respects and is not misleading in any material respect as of the date of this listing particulars, and that there has been no omission of information that, in the context of the issuance of the notes, would make any statement of material fact in this listing particulars misleading in any material respect, in light of the circumstances existing as of the date of this listing particulars. We accept responsibility accordingly.

We confirm that any third party information has been accurately reproduced and that no facts have been omitted which would render the reproduced information inaccurate misleading. We have identified the sources of the information where this information has been reproduced.

No representation or warranty, express or implied, is made or given by the initial purchasers or the trustee as to the accuracy, completeness or sufficiency of the information contained in this listing particulars, and nothing contained in this listing particulars is, or shall be relied upon as, a promise, representation or warranty by the initial purchasers or the trustee. To the fullest extent permitted by law, none of the initial purchasers or the trustee accepts any responsibility for the contents of this listing particulars or for any other statement made or purported to be made by the initial purchasers or the trustee or on their behalf in connection with the Issuer or the issue and offering of the notes. Each of the initial purchasers and the trustee accordingly disclaims all and any liability whether arising in tort or contract or otherwise which it might otherwise have in respect of this listing particulars or any such statement. This listing particulars is not intended to provide the basis of any credit or other evaluation, nor should it be considered as a recommendation by the Issuer, the initial purchasers, the trustee or any other person that any recipient of this listing particulars should purchase the notes. Each potential purchaser of the notes should determine for itself the relevance of the information contained in this listing particulars and its purchase of the notes should be based upon such investigations with its own tax, legal, business and financial advisors as it deems necessary. The initial purchasers assume no obligation, responsibility or liability to update the information contained herein, or to inform investors of any changes in or to such information or of any other issues that come to their attention.

In making an investment decision, you must rely on your own examination of us and the terms of the offering, including the merits and risks involved. See “Risk Factors” for a discussion of certain factors to be considered in connection with an investment in the notes. Each person receiving this listing particulars acknowledges that such person has not relied on the initial purchasers, the trustee or any person affiliated with any of such persons in connection with its investigation of the accuracy of such information or its investment decision. By purchasing the notes, you will be deemed to have acknowledged that you have made certain acknowledgments, representations and agreements as set forth above and under “Transfer Restrictions.”

Neither we nor any of the initial purchasers, nor any of our or their respective representatives, are making any representation to you regarding the legality of an investment in the notes. You should consult with your own advisors as to legal, tax, business, financial, regulatory and related aspects of an investment in the notes. You must comply with all laws applicable in any place in which you buy, offer or sell the notes or possess or distribute this listing particulars, and you must obtain all applicable consents and approvals. Neither we nor any of the initial purchasers, nor any of our or their respective representatives shall have any responsibility for any of the foregoing legal requirements.

ENFORCEABILITY OF CIVIL LIABILITIES

The Issuer is an *empresa pública del Estado* (state-owned public company) of the Mexican government, created under applicable law. The Issuer has irrevocably, expressly and unconditionally submitted to the exclusive jurisdiction of the U.S. federal courts located in the Borough of Manhattan in The City of New York and, to the extent permitted by law, has waived immunity from the jurisdiction of these courts in connection with any action based upon the notes brought by any holder of notes. The Issuer has, however, reserved the right to plead immunity under the U.S. Foreign Sovereign Immunities Act of 1976 (the "Foreign Sovereign Immunities Act") in actions brought against it under the U.S. federal securities laws or any U.S. state securities laws. Unless the Issuer waives its immunity against such actions, a U.S. court judgment could be obtained against the Issuer only if a U.S. court were to determine that the Issuer is not entitled to sovereign immunity under the Foreign Sovereign Immunities Act with respect to that action.

The Issuer's directors and officers, as well as certain experts named in this listing particulars, reside outside the United States, and all or a substantial portion of assets of the Issuer and its directors and officers, are located outside of the United States. As a result, it may not be possible for holders of the notes to effect service of process outside of Mexico upon the Issuer, its directors or officers or those experts, or to enforce against such parties judgments of courts located outside Mexico predicated upon civil liabilities under the laws of jurisdictions other than Mexico, including judgments predicated upon the civil liability provisions of the U.S. federal securities laws or other laws of the United States.

The Issuer, as a state-owned public company of the Mexican government, is not subject to the Mexican *Ley de Concursos Mercantiles* (the "Commercial Bankruptcy Act") and thus cannot be declared in reorganization or bankrupt (*en concurso mercantil o en quiebra*). Under applicable Mexican law, the Issuer may be liquidated and dissolved by the Mexican Congress if it determines that the Issuer ceases to fulfill the purpose for which the Issuer was created or for any other reason. In the event that the Issuer is liquidated and dissolved by the Mexican Congress, it is uncertain whether or to what extent the rights of holders of the notes would be honored. The Mexican government does not guarantee the notes and is not required to assume or make payments under the notes.

Pursuant to Article 94 of the *Ley de la Empresa Pública del Estado, Comisión Federal de Electricidad* (the "CFE Law"), real property, movable assets and bank accounts owned by the Issuer shall be deemed to be property of the public domain and, under Articles 6 and 13 of the *Ley General de Bienes Nacionales* (General Law of Public Property), neither attachment prior to judgment nor attachment in aid of execution will be ordered by Mexican courts against any such real property. As a result, a Mexican court would not recognize an attachment order against any such assets. In addition, under the *Constitución Política de los Estados Unidos Mexicanos* (the "Mexican Constitution") and the *Ley del Sector Eléctrico* (the "Electric Sector Law"), the transmission and distribution of electric energy through the *Red Nacional de Transmisión* (National Transmission Grid) and the *Redes Generales de Distribución* (General Distribution Grids), which are deemed a public service, are reserved to the Mexican government, through us, and to that extent, the assets related thereto may be subject to immunity. As a result, the ability to enforce judgments against the Issuer in the courts of Mexico may be substantially limited.

The Issuer cannot predict whether Mexican courts would enforce judgments of U.S. courts based on the civil liability provisions of the U.S. federal securities laws. Therefore, even if a judgment of a U.S. court against the Issuer were obtained, a holder of notes may not be able to obtain a judgment in Mexico that is based on that U.S. court judgment. Moreover, a holder of notes may not be able to enforce a judgment against the property of the Issuer in the United States except under the limited circumstances specified in the Foreign Sovereign Immunities Act. If an action were to be brought in Mexico seeking to enforce the obligations of the Issuer under the notes, satisfaction of those obligations may be made in Mexican pesos, pursuant to the laws of Mexico, at the rate of exchange in effect on the date on which payment is made. Such rate of exchange is currently determined by *Banco de México* every business day in Mexico based on an average of wholesale foreign exchange market quotes and is published on *Banco de México*'s website (www.banxico.org.mx) and the following business banking day in the Mexican *Diario Oficial de la Federación* (the "Official Gazette").

WHERE YOU CAN FIND MORE INFORMATION

We prepare annual audited consolidated financial statements and quarterly unaudited condensed consolidated financial information in both Spanish and English. This information is available on our website (www.cfe.mx). In addition, we are required to file certain annual, quarterly and other reports and information with the *Bolsa Mexicana de Valores, S.A.B. de C.V.* (https://www.bmv.com.mx/es/listados-y-prospectos) (the "BMV") with respect to our debt securities listed on the BMV. You may inspect and copy these reports and other information related to us at the offices of the BMV located at Paseo de la Reforma 255, Colonia Cuauhtémoc, Alcaldía Cuauhtémoc, C.P. 54124, Ciudad de México, México. Our BMV filings are available to you on the BMV's website (www.bmv.com.mx).

The Issuer is a state-owned public company of the Mexican government. However, the Mexican government does not guarantee or secure the Issuer's obligations and has no obligation to pay the principal or interest on the notes in the event that the Issuer's cash flows and/or assets are not sufficient to make any such payments. Macroeconomic and other information relating to the Mexican government is available to the public on the websites of *Banco de México* (www.banxico.org.mx), the Mexican *Secretaría de Hacienda y Crédito Público* (Ministry of Finance and Public Credit, or the "Ministry of Finance") (www.gob.mx/shcp) and the Mexican *Instituto Nacional de Estadística y Geografía* (National Institute of Statistics and Geography, or "INEGI") (www.inegi.org.mx). In addition, Mexico publishes ongoing reports with the SEC. Such reports are available on the SEC's website (www.sec.gov).

The information contained in the foregoing websites is not incorporated by reference in this listing particulars.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Unless otherwise specified or the context otherwise requires, references in this listing particulars to "CFE," "we," "us" and "our" are to Comisión Federal de Electricidad, and any subsidiaries that CFE consolidates, including CFE International LLC, CFEnergía, S.A. de C.V., CFE Intermediación de Contratos Legados, S.A. de C.V., CFE Calificados, S.A. de C.V. and CFECapital, S. de R.L. de C.V., which are our subsidiaries (*empresas afiliadas*) and are reflected in our consolidated results. These subsidiaries will not guarantee the notes. References to the "Issuer" are solely to Comisión Federal de Electricidad and not to any of its subsidiaries.

Financial Statements

Overview

This listing particulars includes our annual audited consolidated financial statements as of and for the years ended December 31, 2024 and 2023 (our "2024 annual financial statements"), our annual audited consolidated financial statements as of and for the years ended December 31, 2023 and 2022 (our "2023 annual financial statements" and, together with our 2024 annual financial statements, our "annual financial statements"), and our unaudited condensed consolidated interim financial statements as of September 30, 2025 and for the nine-month periods ended September 30, 2025 and 2024 (our "interim financial statements" and, together with our annual financial statements, our "financial statements"). Our interim financial statements have been subject to a limited review by Gossler, S.C., an independent auditor.

For the nine-month period ended September 30, 2025, our subsidiaries represented approximately 10.3% of our Adjusted EBITDA and approximately 7.5% of our total assets. For the year ended December 31, 2024, our subsidiaries represented approximately 16.8% of our Adjusted EBITDA and approximately 8.8% of our total assets.

Our financial statements are expressed in thousands of Mexican pesos and have been prepared in accordance with International Financing Reporting Standards ("IFRS"), as adopted by the International Accounting Standards Board (the "IASB").

Currency Information

References in this listing particulars to "U.S.$" and "U.S. dollars" are to the lawful currency of the United States and references to "Ps." and "Mexican pesos" are to the lawful currency of Mexico.

This listing particulars contains translations of certain Mexican peso amounts into U.S. dollars at specified rates solely for the convenience of the reader. Unless otherwise indicated, U.S. dollar equivalent information for amounts in Mexican pesos is based upon the rate published in the Official Gazette on September 29, 2025 for payment obligations due on September 30, 2025, which was Ps. 18.38 per U.S.$1.00. These translations should not be construed as representations that the Mexican peso amounts actually represent such U.S. dollar amounts or that have been or could be converted into U.S. dollars at the rate indicated or any other rate. As of January 21, 2026 the exchange rate published in the Official Gazette was Ps. 17.60 per U.S.$1.00.

Rounding

Certain figures included in this listing particulars have been rounded for ease of presentation. Percentage figures included in this listing particulars have been calculated on the basis of such amounts prior to rounding, not on the basis of rounded figures. For this reason, percentage amounts in this listing particulars may vary from those obtained by performing the same calculations using the figures in our financial statements. Certain numerical figures shown as totals in some tables may not be an arithmetic aggregation of the figures that preceded them due to rounding.

FORWARD-LOOKING STATEMENTS

This listing particulars contains words, such as "believe," "plan," "intend," "estimate," "target," "expect," "anticipate," "should," "potential," "seek," "consider," "assume," "forecasts" and similar expressions that identify forward-looking statements, which reflect our views about future events and financial performance. Examples of such forward-looking statements include projections or statements as to the following:

- changes in the legal and regulatory regime applicable to the Mexican electricity sector, or the interpretation thereof;
- our future operating revenues, net income (loss), capital expenditures, indebtedness levels or other financial items or ratios;
- our plans, objectives or goals, including those related to our competition, regulation and rates;
- our future financial performance;
- the future economic performance of Mexico;
- interest rates, currency exchange rates, restrictions on convertibility, devaluations and foreign securities markets; and
- availability and cost of external financing for our operations, which have been affected by the stress experienced by the global financial markets.

Actual results could differ materially from those projected in such forward-looking statements as a result of various factors that may be beyond our control. These factors include, but are not limited to:

- significant economic or political developments in Mexico, particularly developments affecting the electricity sector and the constitutional reforms that have recently been enacted or are in process of being enacted;
- changes in the economic policies or priorities of the Mexican government;
- changes in our or Mexico's domestic and international credit ratings;
- interruptions or failures in our operations or technology systems;
- economic, political and regulatory developments in the United States or elsewhere;
- legal action initiated by us or our suppliers or contractual counterparties, in connection with contractual terms and breaches thereunder;
- adjustments to the rates that we charge our customers;
- availability of funds under income laws and budgets approved annually for our operations;
- effects on us from increases in fuel oil or natural gas prices;
- our inability to meet efficiency or cost reduction objectives or increases in our operating costs;
- natural disasters, accidents, blockades and acts of sabotage or terrorism;
- terrorist and organized criminal activities as well as geopolitical events;
- the outbreak of military hostilities, including the military conflict involving Russia and Ukraine, the conflict in Gaza and disruptions to shipping operations in the Red Sea;
- changes in interest rates or access to sources of financing on competitive terms and inflation levels;

- foreign currency exchange fluctuations relative to the U.S. dollar or the Mexican peso and potential currency exchange control risks;

- effects on us from competition, including on our ability to hire and retain skilled personnel;

- national or international public health events, including the outbreak of pandemics or contagious diseases, and the potential impact on our business and the global economy; and

- changes in, or failure to comply with, our legal regime or regulatory environment, including with respect to tax, environmental regulations, fraudulent activity, corruption and bribery.

Accordingly, you should not place undue reliance on these forward-looking statements. In any event, these statements speak only as of their dates, and we undertake no obligation to update or revise any of them, whether as a result of new information, future events or otherwise.

For a more detailed discussion of important factors that could cause actual results to differ materially from those contained in any forward-looking statement, see “Risk Factors.”

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TECHNICAL TERMS RELATING TO THE ELECTRICITY INDUSTRY

"capacity" means the installed capacity an electric system must have to meet peak hour demand plus a reserve sufficient to cover unplanned outages. Some of our installed capacity is idle during periods when there is lower demand for energy output and, during those periods, some of the potential output is not generated. Capacity is generally measured in megawatts.

"circuit-km" means the units used to measure the length of transmission lines.

"demand" means, for an integrated electric system, the amount of power demanded by consumers of energy at any point in time, including energy lost during transmission and distribution to consumers. It is often expressed in kilowatts.

"distribution" means the part of the electric power system that takes power from a bulk power substation to customer switches. It includes distribution substations, circuits that extend from distribution substations to every distribution transformer, metering equipment and customer location.

"generation" means the production of electricity in the large quantities required to supply electric power systems in generation stations or power plants. Generation of electricity is achieved by converting the heat of fuel (*e.g.,* coal, gas or uranium), the hydraulic energy of water, or other forms of energy (*e.g.,* wind or solar) into electric energy. A generation station or facility may consist of several independent generation units.

"GW" means gigawatt. One gigawatt equals one billion watts, one million kilowatts or one thousand megawatts.

"GWh" means gigawatt-hour, or one million kilowatt-hours. The GWh is often used to measure the annual energy output from large power generators.

"GVA" means gigavolt-amperes. The capacity of our transmission grid is normally measured in terms of gigavolt-amperes, where one GVA is one billion volt-amperes.

"kW" or "kilowatt" means one thousand watts.

"kWh" means kilowatt-hour, the standard unit of energy used in the electric utility industry to measure consumption. One kilowatt-hour is the amount of energy that would be produced by a generator producing one thousand watts for one hour.

"legacy/grandfathered interconnection contracts" refers to interconnection contracts executed by CFE with private generation companies prior to the Energy Reform Decree and remained in effect thereafter.

"MW" or "megawatt" means one million watts or one thousand kilowatts.

"MWh" means megawatt-hour, or one thousand kilowatt-hours.

"photovoltaic" means a method of generating electrical power by converting solar radiation into direct current electricity using semiconductors and, subsequently, by using inverters, turning such direct current into alternate current.

"reserve" means, in the electricity industry, the generating capacity that is accessible on short notice to meet unplanned increases in demand for electricity or losses of generation capacity.

"substation" means an assembly of equipment through which electrical energy delivered by transmission circuits is passed in order to convert it to voltages suitable for use by consumers.

"thermal" means a type of electric generation station in which the source of energy for the prime mover or turbine is heat.

“transmission line” means an electrical connection between two points on a power system for the purpose of transferring high voltage electrical energy between the points. Generally, a transmission line consists of large wires, or conductors, held aloft by towers.

“TW” means terawatt. One terawatt equals one trillion watts, one billion kilowatts, one million megawatts or one thousand gigawatts.

“TWh” means terawatt-hour—a unit of electrical energy equal to the work done by one TW acting for one hour.

“volt-ampere” means the unit used to measure the apparent power in an electrical circuit.

“voltage” means the energy level of electrons flowing in an electric current. A high voltage line carries electrons that are at a high energy level and can transmit more power than a low voltage line with the same current flowing in it.

SUMMARY

This summary highlights selected information described in more detail elsewhere in this listing particulars. This summary may not include all of the information you should consider before making a decision to invest in the notes. You should carefully read this entire listing particulars, including the risk factors and financial statements.

Comisión Federal de Electricidad

Overview

We are an electric power company operating as a state-owned public company of the Mexican government and, following the recent energy reform described below, we remain 100% owned by the Mexican government. As of September 30, 2025, we generated approximately 73% of the electricity consumed in Mexico, which includes electricity generated by independent power producers ("IPPs") and by power plants operating under Long Term Auction programs that included the design, construction, equipment, installation, operation and maintenance of certain power plants ("LTAs"), and we are solely responsible for transmitting and distributing electricity for public service purposes throughout Mexico. The remaining 27% of electricity is generated for self-consumption by Petróleos Mexicanos ("PEMEX"), a state-owned public company of the Mexican government that is engaged in exploration, production, refining and marketing of oil and gas, and by private producers. The recently enacted Electric Sector Law requires the Mexican government to generate at least 54% of the electricity injected into the grid during a calendar year. As of September 30, 2025, we provided electricity to approximately 49.6 million customer accounts, which we estimate represented 99.8% coverage of the Mexican population.

We were created in 1937 by presidential decree and then converted by the Mexican Congress in 1949 into an *organismo público descentralizado de la Administración Pública Federal* (a decentralized public entity of the Mexican government). Pursuant to the currently abrogated *Ley de la Comisión Federal de Electricidad* ("Former CFE Law"), in accordance with the Energy Reform Decree and Secondary Legislation (each as defined below), we were converted into an *empresa productiva del Estado* (a productive state enterprise) in October 2014, subject to a new legal regime and with a corporate purpose of creating economic value for the Mexican government as its owner. In addition, pursuant to the Mexican Constitution, the currently abrogated *Ley de la Industria Eléctrica* ("Electric Industry Law") and the Former CFE Law, in 2016, we undertook a vertical and horizontal separation of each of our key electricity sector activities — electricity generation, transmission, distribution and commercialization — through the creation of nine *empresas productivas subsidiarias* (subsidiary productive enterprises) and four *empresas filiales* (subsidiary enterprises). On August 2, 2019, we created CFE Telecomunicaciones e Internet para Todos, a new subsidiary productive enterprise. See "Comisión Federal de Electricidad—General Regulatory Framework—Organizational Structure of CFE."

On December 20, 2013, amendments to Articles 25, 27 and 28 of the Mexican Constitution were published as the Energy Reform Decree in the Official Gazette, which took effect on December 21, 2013 (the "Energy Reform Decree"). The Energy Reform Decree outlined the general framework for the Secondary Legislation. On August 11, 2014, the secondary legislation relating to the Energy Reform Decree (the "Secondary Legislation") was published in the Official Gazette. The Secondary Legislation included nine laws, among others, the Electric Industry Law and the Former CFE Law. On October 31, 2014, the President of Mexico published in the Official Gazette 26 regulations and amendments regarding the Secondary Legislation including, among others, the Regulations to the Former CFE Law and the Regulations to the Electric Industry Law. On March 9, 2021, certain amendments to the Electric Industry Law were enacted and published in the Official Gazette (the "Electric Industry Law Amendments"). However, The Electric Industry Law Amendments were challenged through several *amparo* proceedings and, on January 31, 2024, the Mexican Supreme Court (*Suprema Corte de Justicia de la Nación*) declared a number of its articles void and unconstitutional.

In 2024 and 2025, further amendments to the Mexican energy regulatory legal framework were enacted. See "—Recent Developments—Energy Sector Reform" and "Comisión Federal de Electricidad—General Regulatory Framework—Recent Amendments to the Energy Regulatory Legal Framework."

Since 2024, the Mexican Constitution has been subject to several reforms, which relate to (i) administrative organic simplification ("Organic Simplification Reform"), (ii) the energy regulatory legal framework (*i.e.*, the Second Energy Reform Decree) and (iii) the Judicial Reform (as defined herein), among others ("Recent Constitutional

Reforms"). The Judicial Reform, which represented a major overhaul of the judiciary system in Mexico, was enacted on September 15, 2024 and has been gradually implemented pursuant to secondary legislation. See "Comisión Federal de Electricidad—General Regulatory Framework" for more details regarding the laws and regulations applicable to us.

We have undertaken several steps aimed at consolidating our organizational and operational structure, including the following measures:

- we have taken advantage of our financing mechanisms, such as the *Fideicomiso Maestro de Inversion* (the "Master Investment Trust"), the Clean Energy Trust and the Energy Transition Trust (each as defined below and described under "—Business Strategy—Business Plan"), as well as co-investments, joint ventures and IPP schemes;

- we created a FIBRA E (*fideicomiso de inversión en energía e infraestructura* number 188156 (formerly CIB/2919), which issues CBFEs under the ticker symbol "FCFE") through our subsidiary CFECapital, S. de R.L. de C.V. Our FIBRA E aims to attract new private investors to finance infrastructure investments in energy generation, transmission and distribution projects and has the benefit of (i) increasing our equity, (ii) not being considered part of our public indebtedness, and (iii) allowing us to retain ownership and control over strategic assets. In February 2018, our FIBRA E conducted an offering of *certificados bursátiles fiduciarios de inversión en energía e infraestructura* ("CBFEs") to finance transmission projects. In the future, our FIBRA E may offer to sell additional CBFEs to finance generation, transmission and distribution projects. On September 18, 2025, our FIBRA E issued U.S.$725 million aggregate principal amount of 5.875% senior notes due 2040, representing its inaugural international issuance of debt securities. As of September 30, 2025, the price of the CBFEs issued by our FIBRA E was Ps. 50.50 per share; and

- we reduced our generation costs by converting certain plants that use fuel oil to natural gas.

  See "Comisión Federal de Electricidad—General Regulatory Framework—Mexican Energy Reform."

The Electric Sector Law was published in the Federal Official Gazette on March 18, 2025, abrogating the Electric Industry Law.

The agreements executed between IPPs and CFE will remain in force pursuant to their terms until their expiration, including the validity of their associated permits. The Electric Sector Law introduces mixed investment schemes and long-term production schemes. Article 38 provides that power plants jointly developed between the Mexican state and private parties must operate under one of the following schemes: (i) long-term production; (ii) mixed investment; or (iii) any other scheme defined by the legal framework or by general provisions issued by the Ministry of Energy. All such schemes must comply with the binding planning programs issued by the Ministry of Energy and adhere to the criteria and guidelines set forth in the Electric Sector Law, its regulations, and any other applicable provisions.

The Electric Sector Law provides that the rates that we charge for regulated services are to be determined by the CNE. The regulated power supply rates we currently charge are determined by the Mexican government: by the CNE for commercial, public service (*alumbrado público*) and industrial customers; and by the Ministry of Finance for agricultural and residential customers. These electricity supply rates established by the CNE reflect our anticipated production costs (including generation costs associated with basic supply vested contracts (*contratos legados para el suministro básico*), long-term auction (*subastas de largo plazo*) agreements, and costs in the wholesale electricity market considering the local marginal prices for the short-term energy market), as well as other variables including the category and location of the consumer and the time of day that the electricity is consumed. According to the CNE's methodology, basic supply rates are comprised, in general terms, of the costs associated with transmission, distribution, CENACE and basic supplier operations and ancillary services not traded in the *Mercado Eléctrico Mayorista* (Wholesale Electricity Market, or the "MEM"), as well as generation charges, particularly, generation charges associated with energy and capacity. However, the Electric Sector Law also provides that the federal government may determine a rate mechanism that differs from the final rates set by the CNE for specific groups of basic power supply users. The Mexican government, through the Ministry of Finance, has set some of our electricity rates at levels below our operating costs (if applicable, subject only to an inflation adjustment factor) in order to maintain the affordability of electricity, in particular, for our agricultural and most of our residential customers.

Generally, basic supply consumer rates are calculated based on the regulated rates applicable to transmission and distribution activities as well as ancillary services that are not traded in the MEM, certain generation costs, the operation tariff of CENACE and the corresponding basic power supplier (*suministrador de servicios básicos*) and the subsidy from the Mexican government. The energy and capacity costs in consumer final rates are calculated month by month according to market and contractual factors and variables.

Suministradores calificados (qualified suppliers) duly registered with the CNE are permitted to compete with us by supplying electricity to the load points (*centros de carga*) of *usuarios calificados* (qualified users) (which, as a general rule, are users with a demand of more than 1 MW) at unregulated rates of such qualified users and by representing exempt generators (*generadores exentos*) (*i.e.*, those generators that do not require a generation permit since the installed capacity of their power plants is less than 0.7 MW) in the MEM. As of September 30, 2025, there were 56 registered qualified suppliers with the CNE.

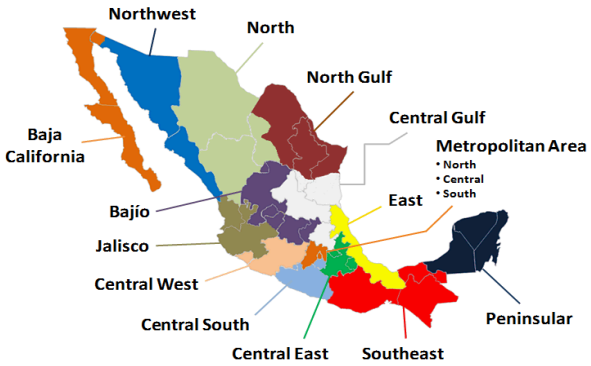
Our Business

Our business is divided into four main areas: generation, transmission, distribution and commercialization. The 2025-2039 *Plan de Desarrollo del Sector Eléctrico* (Development Plan for the Electric Sector, or the "PLADESE") published by the Ministry of Energy of the Mexican government on October 17, 2025 presents the requirements of the electricity sector in the medium and long term. The PLADESE aims to strengthen the national energy policy by promoting the development and efficient operation of the electricity industry, ensuring the reliability of the *Sistema Eléctrico Nacional* (the National Electric System, or the "SEN"), and strengthening the state-owned public companies of the Energy Sector, as established in the *Plan Nacional de Desarrollo* 2025-2030 (the "National Development Plan"), in Article 10, Section III and IV and Article 12 of the Electric Sector Law, and in Article 33, sections V and XXIX of the *Ley Orgánica de la Administración Pública Federal* (Organic Law of the Federal Public Administration).

As of September 30, 2025, we generated approximately 73% of the electricity consumed in Mexico, including IPPs. We have a 100% market share of the public transmission and distribution markets. We have a 100% market share of the basic supply market and a 22.9% market share of the qualified supply market. We are the largest electrical company in Latin America and the largest clean energy generator in Mexico, as measured by installed generation capacity, as well as the largest company in Mexico as measured by total assets and the fifth largest company in Mexico as measured by total revenues as of September 30, 2025.

We continually invest in electricity generation, transmission and distribution infrastructure in order to address Mexico's growing electricity demand. In 2024, we paid a net amount of Ps. 87.3 billion (U.S.$4.7 billion) for the acquisition of plants, facilities and equipment, and as of the nine-month period ended September 30, 2025, we had paid an amount of Ps. 49.5 billion (U.S.$2.7 billion). The Board of Directors defines our five-year business plan, determines our annual budget and approves investment priorities and projects. Our *balance financiero* (financial condition target), *techo de gasto de servicios personales* (expenditure ceiling) and *techo de endeudamiento neto* (net debt ceiling) are updated annually and require the approval of the Mexican Congress. Our investment budget for 2025, approved as part of the Mexican Federal Budget for 2025, is approximately Ps. 48.2 billion (U.S.$2.6 billion) of which Ps. 17.9 billion (U.S.$974.1 million) had been invested as of September 30, 2025.

Our service area is divided into 16 regions and extends to some of the most remote regions of Mexico.



Source: CFE.

The majority of our electricity generation activities (including nuclear, coal-fired and geothermal) are undertaken *through* thermal and hydroelectric power plants. A small percentage of our electricity generation comes from other sources, including wind and photovoltaic power plants. Since 1992, IPPs have been permitted under Mexican law to build and operate electricity generation plants in Mexico and sell the generated power exclusively to us.

As of September 30, 2025, our total debt, including obligations regarding our documented debt, *Proyectos de Inversión de Infraestructura Productiva con Registro Diferido en el Gasto Público* ("PIDIREGAS," see "Management's Discussion and Analysis of Results of Operations and Financial Condition—Capital Expenditures and Investment—Long-Term Productive Infrastructure Projects (PIDIREGAS)") and debt incurred under our trust investment financings was Ps. 487.3 billion (U.S.$26.5 billion). In addition, on December 2024 and September 2025 we issued a total of Ps. 22.8 billion (U.S.$1.2 billion) aggregate principal amount of *certificados bursátiles* ("Cebures").

Our total equity was Ps. 699.3 billion (U.S.$38.0 billion) and our total assets were Ps. 2.8 trillion (U.S.$150.1 billion) as of September 30, 2025. For further information on our existing indebtedness, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources."

Our total revenue and net income for the nine-month period ended September 30, 2025 were Ps. 524.0 billion (U.S.$28.5 billion) and Ps. 125.1 billion (U.S.$6.8 billion), respectively, as compared to Ps. 502.7 billion (U.S.$27.3 billion) of total revenue and Ps. 85.8 billion (U.S.$4.7 billion), of net loss in the same period in 2024. This change is mainly driven by the increase in energy sales in the domestic and commercial sectors as a result of an increase in demand for electricity in Mexico.

Our total revenue and net loss for 2024 were Ps. 667.2 billion (U.S.$36.3 billion) and Ps. 271.6 billion (U.S.$14.8 billion), respectively. Our total revenue and net income for 2023 were Ps. 639.8 billion and Ps. 96.2 billion, respectively. This change is mainly driven by (i) the effects of a depreciation of the Mexican peso relative to the U.S. dollar, which negatively impacted our leases recognized under IFRS, and (ii) the impact of the change in the tax regime applicable to CFE, as a result of its change in legal form to a state-owned public company.

Business Strategy

Following the publication of the Second Energy Reform Decree, we are currently evaluating our new development plan for the years 2026-2030 (*Programa de Desarrollo 2026-2030*, or our "Development Plan 2026-2030"), which will replace our current Business Plan (*Plan de Negocios*) for the years 2024-2028. Our Development Plan 2026-2030, which will be aligned with the PLADESE published by the Ministry of Energy, is expected to be published during the first quarter of 2026. We expect our objectives for our Development Plan 2026-2030 to consist of the following pillars:

- Consolidate CFE's position as a state-owned public company, maintaining at least 54% participation in domestic electricity generation, through a continuous, accessible, safe and reliable supply of electricity at fair prices, with a view to contributing to the country's sustainable development and energy sovereignty.

- Promote a sustainable, fair and orderly energy transition by increasing the share of clean energy in domestic electricity generation, promoting the adoption of clean technologies that strengthen efficiency and reduce carbon emissions.

- Promote mixed investment schemes that boost the increase in installed generation capacity and the expansion of the national electricity infrastructure as a result of binding planning, guaranteeing the reliable and equitable supply of electricity in all regions of the country, and strengthening the value of CFE's equity.

- Increase the efficiency of CFE's electrical infrastructure by optimizing the use of fuels and the thermal generation fleet, reducing losses in transmission and distribution processes, and lowering generation costs, all of which is expected to contribute to a more reliable, sustainable, competitive supply.

- Increase and diversify CFE's revenues through commercial, operational and supply management strategies, supported by digital transformation, technological innovation and strengthening of environmental and financial sustainability under a comprehensive compliance, internal control and anti-corruption model, promoting the country's economic development.

Our Development Plan 2026-2030 has not been published as of the date of this listing particulars, and therefore detailed information regarding our strategic direction is subject to change. See "Risk Factors—Risk Factors Related to the Issuer—We may not be successful in implementing our business strategies."

Maintain at Least 54% Participation in National Electricity Generation

For the 2026–2030 period, CFE has an ambitious plan to modernize its generation infrastructure. Firm projects with interconnection contracts and strategic infrastructure projects, both required to comply with the national energy policy in the National Development Plan, have been incorporated into the medium- and long-term optimization process. The objective is to ensure electricity supply and guarantee the efficiency, quality, reliability, continuity, and security of the SEN while also meeting the clean energy goals established in the *Ley de Planeación y Transición Energética* (Energy Planning and Transition Law) and reducing greenhouse gas emissions in line with international commitments. All these efforts aim to minimize the total operating cost of the SEN. Furthermore, the Electric Sector Law requires that the Mexican government generate at least 54% of the electricity injected into the grid during a calendar year.

As of September 30, 2025, approximately 31.9% of CFE's total installed capacity (including IPPs and LTAs) was derived from clean energy sources including hydroelectric, geothermal, solar and wind.

Between 2026 and 2030, we plan to add 17,677 MW of generation capacity to the SEN, of which 52.5% will come from renewable energy technologies, with 24.8% from solar, 14.0% from wind, and 13.7% from cogeneration. Combined-cycle plants will contribute 7,986 MW, representing 45.2% of the total, while hydroelectric and internal combustion technologies will account for 1.6% and 0.7%, respectively.

The 4,383 MW of planned solar photovoltaic capacity additions comprises five projects, 78% of which are expected to come online between 2027 and 2029. These include three additional phases of the Puerto Peñasco photovoltaic plant, totaling 990 MW, and two phases of the Obregón, Sonora photovoltaic plant, adding 1,350MW (with the first 350 MW phase expected to begin operating in 2026). Additional contributions come from the Carbón II and Río Escondido photovoltaic projects, which together add 808 MW, as well as the Altamira and Laguna photovoltaic projects, contributing 180 MW and 105 MW, respectively. In 2030, one further phase of the Puerto Peñasco project and an additional phase of the Obregón, Sonora project are expected to enter operation, adding a combined 600 MW.

CFE expects that the Puerto Peñasco plant will be the largest photovoltaic generation plant in Mexico, as measured by installed capacity, with 1,000 MW of installed capacity upon estimated completion of its four phases in 2030.

The first phase of the project began operations in 2023 and reached a capacity of 120 MW, while the second phase started in 2024 with 300 MW, marking a significant milestone in our commitment to providing clean and renewable energy sources. We are also implementing a maintenance program with investments of over Ps. 1.4 billion (U.S.$76.4 million) as of September 30, 2025.

Between 2028 and 2029, we plan to add 1,585 MW of new wind capacity through the second and third phases of Ixtepec (a combined 505 MW), the second phase of Matamoros (250 MW), the Puebla and San Luis Potosí projects (200 MW each), and both phases of the Reynosa wind project (totaling 400 MW). In 2030, an additional 280 MW could come online with the third phase of the Matamoros project.

Three cogeneration projects are scheduled for 2029-2030, located in Coatzacoalcos, Juchitán and Tula, with generation capacities of 900 MW, 728 MW and 794 MW, respectively. Minor hydroelectric projects representing 286 MW of generation capacity are expected to be completed during 2027 and one internal combustion project with 120 MW of generation capacity in Los Cabos is scheduled for 2030.

To support all planned solar and wind capacity additions, based on the expansion optimization, the projected requirement for battery energy storage systems ("BESS") is approximately 5,500–6,500 MW. We plan to deploy 45% of the total BESS needed to integrate intermittent renewable resources, such as wind and solar, into the power grid. Batteries help manage fluctuations by storing excess energy during periods of high generation and releasing it when production declines or demand rises. This not only enhances grid stability and reliability but also reduces curtailment, supports frequency regulation, and enables a larger share of renewable energy to be effectively utilized. In addition, we expect to add 7,986 MW of firm capacity from combined-cycle plants between 2026 and 2029, with 44% and 37% of this capacity added in 2026 and 2029 respectively.

We have built three combined cycle plants out of eight through the *Fideicomiso de Proyectos de Generación Convencional* (Energy Transition Trust) as part of the transition to clean energies for an aggregate investment of approximately Ps. 47.5 billion (U.S.$2.6 billion), which we expect will add 2,989 MW of installed capacity to the SEN. Additionally, through the *Fideicomiso de Energías Limpias* (Clean Energy Trust), we plan to develop 18 projects that include the construction, installment, operation and equipment of hydroelectric plants, and one additional phase of the photovoltaic energy plant of Puerto Peñasco for an aggregate investment of approximately Ps. 51.3 billion (U.S.$2.8 billion).

We rely, and expect to continue to rely, on the use of cleaner burning fuels, such as natural gas, in our generation activities (as compared to fuels that emit higher levels of contaminants into the environment, such as fuel oil). We are moving towards producing more clean energy, including hydroelectric, nuclear, wind power, geothermal, bioenergy, photovoltaic and efficient cogeneration energy. Through our hydroelectric power plant modernization plan, we aim to rehabilitate and repower structures such as turbines, control panels and substations to modernize our entire hydroelectric generation park. In 2024, progress across all hydroelectric plants under such plan averaged 90%. We are currently developing four hydroelectric powerplants with a capacity of 286.4 MW that will increase the generation of renewable energy and extend the useful life of our infrastructure.

As of September 30, 2025, installed capacity via "clean" sources, including hydroelectric, geothermal, solar and wind, represented approximately 31.9% of our total installed capacity (including IPPs and LTAs), and the remaining 41.0% and 27.1% (including IPPs and LTAs) of our installed capacity is based on combined cycle technology and other technologies based on fuel oil sources, respectively. We also plan to engage in strategic projects with companies in other industrial sectors, which could reuse the gases that are a byproduct of electrical energy generation, to help reduce the emission of pollutants.

Our goal is to maintain or improve this allocation between fuel types in the future; however, our actual allocation will depend in part on the global supply of such fuels and other pricing considerations. In addition, we rely, and expect to continue to rely, on clean generation technology, such as hydroelectric, geothermal and wind power generation, each of which use renewable primary sources of energy.

Modernize our Transmission and Distribution Grids and Reduce Technical and Non-Technical Losses

From October 2024 to November 2025, we completed and commissioned 23 transmission projects, representing an investment of Ps. 4.7 billion (U.S.$256 million), with 2,400 MVA of transformation capacity, 392 MVAr of reactive compensation, and 427 circuit-km of transmission lines. These works include reinforcements for new generation plants, new transmission lines to strengthen energy flows, and additional transformation capacity to supply new users.

As part of our transmission modernization process, 44 projects are currently under construction with an overall progress of 73.8%, involving an investment of Ps. 60.0 billion (U.S.$3.3 billion) across the geographic area of the 10 regional transmission management offices. These projects represent 3,466.6 MVA of transformation, 4,559.2 MVAr of compensation, and 3,066.4 circuit-km of transmission lines, aimed at enabling the interconnection of new load centers (industrial, commercial, and residential), increasing energy flow from high-generation, low-consumption areas to high-consumption areas such as Northwest–West, Northeast–Central, and Eastern–Southeast regions. Compensation will improve power quality by preventing voltage fluctuations for end users.

Between 2025 and 2027, 85 projects will be tendered and awarded under various financing schemes, with an investment of Ps. 90.8 billion (U.S.$4.9 billion), representing 16,140 MVA of transformation, 7,020.8 MVAr of compensation, and 3,484.5 circuit-km of transmission lines. Key works include the interconnection of the Northwest–North region with the Northeast, enabling clean energy flow towards the northeast and central parts of the country, as well as a new submarine cable supplying power to Cozumel Island.

These efforts will benefit approximately 25 million users, contributing to the supply of electricity for residential, agricultural, commercial, and industrial customers.

Expansion Plan 2025-2030

We are currently undertaking our Expansion Plan for the period between 2025 and 2030, which covers our generation, transmission and distribution segments (the "Expansion Plan").

We seek to expand our generation capabilities through the installation of an additional 12.6 GW of capacity, which we estimate will require an investment of approximately U.S.$16.1 billion. This generation expansion component comprises 23 projects (five combined cycles, one open cycle, nine photovoltaic, seven wind power and one concentrated power), six of which will be fully financed by CFE (four combined cycles, one open cycle and one photovoltaic), that will add 3.2 GW of capacity and require an estimated investment of U.S.$4.7 billion. The remainder of the projects adding up to 9.4 GW of capacity are expected to be developed through mixed investment schemes, for an estimated required investment of U.S.$11.4 billion. The source of funding for these projects is expected to be primarily outside of our balance sheet (U.S.$10.2 billion from private participation in mixed investment schemes and U.S.$2.8 billion from monetization of assets), with U.S.$1.7 billion from our own resources and U.S.$1.4 billion from financing that we incur.

The transmission expansion component of our Expansion Plan includes 125 projects currently under analysis, which would expand our transmission network by approximately 6,623 circuit-km and require an estimated investment of approximately Ps. 152.5 billion (U.S.$8.2 billion), including proceeds from the issuance of equity and debt by our FIBRA E (in an estimated amount of U.S.$3.2 billion and adding 1,459 circuit-km) and by us pursuant to long-term financing (in an estimated amount of U.S.$3.3 billion), as well as the use of our own resources (in an estimated amount of U.S.$1.7 billion), adding a combined amount of 5,164 circuit-km). If executed, these projects would add 19,607 MVA of transformation capacity, and 11,130 MVAr of reactive compensation. There are an additional 102 projects under consideration by the Ministry of Energy, which would amount to an investment of Ps. 76.1 billion (U.S.$4.1 billion) and add up to 9,813 MVA, 4,682 MVAr and 2,889 circuit-km. Together, these enhancements would strengthen the National Transmission Grid, enabling the interconnection of new renewable generation capacity and energy storage systems, as well as supporting the growth of new industrial facilities, data centers, and tourism developments.

For the distribution component of our Expansion Plan, we are considering implementing four new programs: 97 new substations (requiring an estimated investment of U.S.$0.7 billion), 95 substation expansions (requiring an estimated investment of U.S.$0.2 billion), grid modernization (requiring an estimated investment of U.S.$1.7 billion)

and coverage (requiring an estimated investment of U.S.1.0 billion), representing a total investment of approximately Ps. 72.5 billion (U.S.$3.6 billion). The funding for these programs is expected to come from CFE's own resources.

Our management periodically reviews, evaluates and updates our Expansion Plan objectives, and therefore the estimated information and expectations described above is subject to change. See "Risk Factors—Risk Factors Related to the Issuer—We may not be successful in implementing our business strategies."

Supply and Commercialization

A key aspect of our growth strategy is increasing the profitability of our commercialization activities in the medium- to long-term. We intend to continue servicing our customers represented by approximately 49.6 million customer accounts and future qualified users by developing client-focused strategies that focus on differentiating our clients by segment. We also plan to take advantage of our client base to develop new lines of business and increase our overall commercialization capacity. As of September 30, 2025, CFE had a 100% market share of the basic supply market and a 22.9% market share of the qualified supply market.

In parallel, we plan to continue to develop our transportation and commercialization of natural gas business. Under our current structure, CFEnergía, S.A. de C.V. and CFE International LLC, two entities wholly owned by us, participate in the business of buying, selling, transporting and storing gas, fuel oil, coal and other fuels.

We are one of the most important purchasers of the natural gas that is consumed in Mexico, and in the coming years we expect to become the main consumer of natural gas in North America. Considering our unique position in the industry and the opportunities available in Mexico's less-developed regions, we seek to gradually increase our presence in the market as we continue to commercialize, import, export, transport and store natural gas in Mexico and the United States.

Clean Transportation

With the aim of facilitating the expansion of the electromobility market, we have been designing and executing public policies to promote the use of electric vehicles through our *Programa de Ahorro de Energía del Sector Eléctrico* (Electricity Sector Energy Savings Program, or the "PAESE"). The PAESE is a business unit specialized in energy efficiency policies and projects, as well as electrical engineering, in collaboration with the Ministry of Energy and the *Fondo para la Transición Energética y el Aprovechamiento Sustentable de la Energía* (Fund for Energy Transition and Sustainable Energy Use, or "FOTEASE").

Telecommunications

With the formation on August 2, 2019 of our former productive subsidiary CFE Telecomunicaciones e Internet para Todos (now consolidated into CFE), we aimed (and continue to aim) to reach small and unprivileged communities throughout Mexico. With government support and our own assets, we plan to work in furtherance of guaranteeing the right to access to information technologies for those communities. We expect to expand internet access in those communities by using our fiber optic grid to provide free internet access in over 10,000 isolated localities. We also provide the service of optical fiber capacity to the government entity *Financiera del Bienestar*. As of September 30, 2025, the fiber optic grid covered 67,005 kilometers.

In 2024, we installed 16,036 free internet access points in public places including, among others, schools, federal buildings, higher education institutions and rural medical units. In 2024, internet coverage reached 94.3% of the population. We continue to focus on guaranteeing access to broadcasting and telecommunications services, including wireless broadband and mobile telephony and internet services. In July, 2024, the Mexican government transferred control of the telecommunications company Altán Redes, to our former productive subsidiary CFE Telecomunicaciones e Internet para Todos. Following the enactment of the CFE Law, CFE Telecomunicaciones e Internet para Todos was consolidated into CFE under the *Coordinación* TELECOM, a division within CFE that was established following the enactment of the CFE Law to oversee and manage telecommunications operations.

Strategic Alliances

In July 2022, CFE entered into strategic alliances with domestic and international gas marketers with the purpose of diversifying risks and sources of income, taking advantage of CFE's gas pipeline capacity in Mexico and the United States, further establishing its presence in international markets and generating employment. These alliances include:

- a U.S.$2.2 billion joint investment facility with New Fortress Energy, which allows CFE to export liquified natural gas to Europe through the development of a LNG terminal and a new distribution center.

- a U.S.$5.0 billion joint investment facility with TC Energia, for purposes of extending the Transportadora de Gas Natural de la Huasteca (TGNH) marine gas pipeline to transport natural gas to the Isthmus of Tehuantepec and the Yucatán Peninsula; and

- a U.S.$5.0 billion joint investment facility with GPO Planta de Fertilizantes, allow for the supply of 81,000 MMBTUs of natural gas per day for a fertilizer plant in Topolobampo, Sinaloa to reduce external dependency.

- As a result of the updated legal framework of the Electric Sector Law, we are authorized to enter into joint ventures with third parties for construction and generation projects and have at least 54% of direct or indirect participation in the venture while the remaining 46% may be owned by third parties. Through these ventures, we expect to finance the construction of 17 electricity generation projects based on photovoltaic, wind, combined cycle and concentrated solar power technologies. We expect to invest approximately U.S.$11 billion, and the estimated installed capacity is expected to amount to 9.4 GW.

Strategic Pillars

Our business strategy is based on strategic pillars that support each of our business lines:

Organizational and Operational Structure and Strong Performance Culture

Our organizational and operational structures allow us and our subsidiaries to operate in a competitive and efficient manner, attract high-skilled employees, improve our strong performance culture and enhance result-oriented strategies. For further information, see "Comisión Federal de Electricidad—General Regulatory Framework—Organizational Structure of CFE."

Services and Support

During 2019, we implemented an operational model in which the Issuer provided administrative support and other services to its former subsidiary productive enterprises and subsidiaries to create synergies. This model, which includes financial and operational metrics to continually evaluate each former subsidiary productive enterprise, has helped us optimize the value of our assets through the implementation of more efficient processes within our subsidiaries. Under the new operational model, we may also transfer certain of our servicing areas to subsidiaries, including those areas that currently provide administrative support. These subsidiaries are expected to service third parties as well as to continue servicing our businesses and other subsidiaries.

In addition, our *Laboratorio de Pruebas de Equipos y Materiales* (Equipment and Materials Testing Laboratory or "LAPEM"), integrated to the Corporate Commercial Business Division, provides fundamental support in our generation, transmission and distribution businesses and our engineering services. Through engineering services, tests, analysis, diagnostics and quality control of equipment and material acquired by us, LAPEM contributes to the efficiency, quality, reliability, safety and sustainability of our company and the National Electric System.

Investments and Financing Capabilities

Our program of contracting with IPPs has allowed private companies to bid and operate electricity generation plants in Mexico and sell the generated power to us. Under the program, we have entered into long-term agreements (up to 25 years), under which IPPs are responsible for the construction, operation and maintenance of the electricity

generation facility during the life of the agreement, and we are obligated to purchase the electricity produced by that facility. The use of IPPs has historically helped us meet electricity generation demands without the cost of construction.

The IPP program has also allowed us to obtain competitive prices for the purchased electricity via international bidding processes, in which we award projects to bidders that offer the lowest price per kWh for the sale of electricity to us. As of September 30, 2025, CFE had a total of 34 IPP contracts signed relating to generation facilities that were operational (122 units, which include combined-cycle and wind).

The *Obra Pública Financiada* program (Financed Public Works Program, "OPF") addresses our infrastructure needs regarding the transmission and distribution of electricity and for generation projects that cannot be structured using IPPs. We enter into relatively short-term agreements (1-2 years), under which a private company, which we select in an international public bidding process, is responsible for the construction of a project, but not for its ongoing operation and maintenance. Bidders that are selected for OPF agreements receive total payment upon the completion of the project. The main advantage of this program is the avoidance of potential risks relating to the development of the project that may arise during the construction stage, such as cost escalation and failure of the completed project to meet technical specifications. As with IPPs, we are able to secure competitive prices for the OPFs as a result of an international bidding process.

We also intend to increase competition during the bidding processes for procurement contracts, reduce our financing costs and improve our risk-management policies.

In the past, our financings have been mostly limited to public and private financing transactions in the Mexican loan and bond markets, and certain private financings in the United States, Europe and Japan. In addition, since May 2011, we have sought various financings in the international bond markets. We believe that the further development of this financing option, together with our objective to diversify our financing sources, will improve our liquidity and debt maturity profile and help fund our investment activities.

We have formed several financing structures to allow the integration of our financial and investment portfolios. In December 2017, we created our FIBRA E as a vehicle to obtain financing, which is backed by the revenues from existing productive assets in the energy transmission sector.

On July 21, 2021, we created the Master Investment Trust to finance the construction and development of new power plants, as well as the acquisition of existing projects. This financing vehicle is backed by CFEnergía's accumulated and future profits, as well as any capital raised in prior and future equity issuances by our FIBRA E. This structure is designed with the purpose of guaranteeing the return on investments and enhancing the financial capacity of each of our subsidiaries. We are currently developing renewable energy projects (five combined cycle plants) under the Master Investment Trust for a total aggregate capacity of 3,865 MV and require a total investment by us of Ps. 59.1 billion (U.S.$3.2 billion).

On August 6, 2021 and September 24, 2021, we, as settlor, and Banco Nacional de Comercio Exterior, Sociedad Nacional de Crédito, Institución de Banca de Desarrollo, División Fiduciaria, as trustee, incorporated two management and payment trusts (*fideicomisos de administración y fuente de pago*), namely, the *Fideicomiso de Energías Limpias* (the "Clean Energy Trust") and the *Fideicomiso de Proyectos de Generación Convencional* (the "Energy Transition Trust"), for purposes of creating trust estates to fund payment obligations incurred in connection with the development of investment projects, including clean energy power plants and conventional power plants powered by natural gas, respectively. Under these structures, the trusts were used for the construction or renewal of power plants and for entering into contracts with our former generation subsidiaries, which in turn, would operate the power plants. The projects under construction through these trusts include generation plants of various technologies, such as photovoltaic, wind power, hydroelectric and combined cycle, as well as transmission projects. The renewable energy projects are under development through the Clean Energy Trust and are expected to have a total aggregate capacity of 1,256.0 MV and require a total investment by us of Ps. 51.4 billion (U.S.$2.8 billion), while the conventional energy projects under development by the Energy Transition Trust are expected to have a total aggregate capacity of 2,989 MV and require a total investment by us of Ps. 47.6 billion (U.S.$2.6 billion).

The trusts may also enter into financing agreements with banks and other financial entities, in which the Issuer may act as joint obligor (*obligado solidario*), mainly with the export credit agencies. These trusts' sources of

revenue are the revenues obtained from the specific investment projects that they develop. For more information about the financings entered into by the Clean Energy Trust and the Energy Transition Trust, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources."

On September 18, 2025, FIBRA E issued its first international bond in an aggregate principal amount of U.S.$725 million, with scheduled quarterly principal repayments from December 2025 through September 2040. The proceeds of this bond will be used to finance transmission projects which aim to enhance the performance of the transmission grid over the next five years. We expect to add approximately 1,459 kilometers in transmission lines and 8,790 MVA and 4,991 MVAr in transformation and compensation capabilities, respectively, over the next five years.

In 2023, we entered into the following ECA financings: with the Multilateral Investment Guarantee Agency (MIGA) for a principal amount of U.S.$333.6 million maturing on June 30, 2038; two financings with the Austrian Control Bank (OeKB) for an aggregate principal amount of U.S.$292.0 million maturing on February 4, 2043 and December 6, 2043; and another financing with the French Development Agency (AFD) for a principal amount of U.S.$98.7 million, for purposes of financing hydroelectric power plant repowering and modernization projects.

In 2024, we entered into the following ECA financings: two with the Japan Bank for International Cooperation (JBIC) for an aggregate principal amount of U.S.$433.7 million, maturing on April 11, 2036, to finance generation projects using energy transition technology (natural gas and green hydrogen); one financing with Export Credit Insurance Services (SACE) for a principal amount of U.S.$357.8 million, maturing on June 21, 2036, to finance generation projects using energy transition technology (natural gas and green hydrogen); and two more financings with China Export & Credit Insurance Corporation (SINOSURE): one for a total of U.S.$219.4 million maturing on December 19, 2037, and another one for a total of €215.0 million maturing on December 24, 2037. The proceeds of these financings will be used to finance the development of new generation combined cycle power plants with a total required investment of approximately U.S.$2.0 billion.

The foregoing financing structures have been and are expected to be key components of the financing of our transmission and generation activities. We are developing a new financing framework through the Master Investment Trust which is expected to focus on the monetization of assets to secure financing for additional CFE priority investment projects, which are aligned with the Ministry of Energy's binding planning. We expect to enter into financings of approximately U.S.$2.8 billion under this framework, with final allocation determined based on the requirement for additional capacity or improvement and the development schedule for each project.

Long-Term Employee Benefit Obligation Costs Optimization and Productivity

As of December 31, 2024, our long-term employee benefit liabilities represented 21.1% of our total liabilities. On June 19, 2024 we entered into a new collective bargaining agreement with the SUTERM for the 2024-2026 term. This new collective bargaining agreement included modifications to employee pensions, salary and benefit increases, including a 5.1% increase in daily salaries and a 4.2% increase in pensions payable to retirees. In addition, as of September 30, 2025, we reported a liability of Ps. 441.9 billion (U.S.$24.0 billion) on our statement of financial position related to long-term employee benefits, which represented 21.5% of our total liabilities as of such date. See Note 16 to our interim financial statements as of September 30, 2025.

Strategic Regulatory Action

As a state-owned public company, we intend to have an active role in the implementation of the new policies and regulations to develop the National Electric System. We will continue to develop our relationship with our regulators. In particular, regarding our rate-regulated business, we will coordinate and maintain a channel of communication aimed to align the rates that we charge our customers with our costs and operating expenses.

Sustainability Objectives

We have been designing and working towards implementing policies and institutional programs with the goal of achieving our sustainability-related objectives. As mentioned above, we expect our Development Plan 2026-2030 to include important environmental, social and governance ("ESG") initiatives which underline our strong commitment to sustainability.

Social Responsibility

We will continue to operate as a last resort provider of electric power and we intend to continue to proactively face any electrical emergencies. As a state-owned public company, we expect to continue to monitor and assist the regulatory authorities in establishing reasonable and fair rates. We aim to expand and modernize the National Transmission Grid by developing approximately 6,800 kilometers of new transmission lines.

Recent Developments

Energy Sector Reform

On October 17, 2024, the Mexican Congress approved amendments to Articles 25, 27 and 28 of the Mexican Constitution, which were subsequently approved by a majority of Mexico's state legislatures and signed into law by President Claudia Sheinbaum Pardo. Such amendments were published in the Official Gazette on October 31, 2024 (the "Second Energy Reform Decree").

On March 12, 2025, the Mexican Congress approved the implementing legislation for the Second Energy Reform Decree, which was subsequently signed into law by President Claudia Sheinbaum Pardo and published in the Official Gazette on March 18, 2025 (the "2025 Energy Reform"). The Second Energy Reform Decree and its implementing legislation included important modifications to our legal framework, corporate structure and corporate governance. The laws enacted as part of the 2025 Energy Reform included: (i) the CFE Law, (ii) the Law of the State-Owned Enterprise, Petróleos Mexicanos, (iii) the Electric Sector Law, (iv) the Hydrocarbons Sector Law, (v) the Law on Energy Planning and Transition, (vi) the Biofuels Law, (vii) the Geothermal Energy Law, and (viii) the Law of the National Energy Commission (the "CNE Law").

The Electric Sector Law and the CFE Law repealed the Electric Industry Law and the Former CFE Law, respectively. The CFE Law transformed CFE's legal form from an *empresa productiva del Estado* (productive state-owned company) to an *empresa pública del Estado* (state-owned public company), and dissolved all of CFE's productive subsidiaries, consolidating them into CFE's internal structure by transferring all of the former productive subsidiaries' assets, liabilities, rights, and obligations to us. In addition, the Electric Sector Law requires that the Mexican government generate at least 54% of the electricity injected into the grid during a calendar year.

The CNE Law dissolved the Energy Regulatory Commission (*Comisión Reguladora de Energía*, or the "CRE") and created the National Energy Commission (*Comisión Nacional de Energía*, or the "CNE") as a technical-regulatory body within the Ministry of Energy. The CNE is vested with technical, operational, and managerial autonomy, and is entrusted with regulating, supervising, and imposing sanctions in energy-sector activities. Its mandate is to promote the orderly, continuous, and secure development of the energy industry, in accordance with applicable binding planning.

Additionally, on October 3, 2025, the Regulations of the Electric Sector Law were enacted, establishing new mixed-development schemes categorized as: (i) long-term production, (ii) mixed investment, or (iii) any other scheme authorized under the applicable legal framework or by the Ministry of Energy.

Furthermore, on December 2, 2025, and June 2, 2025, respectively, the Regulations of the CFE Law and CFE's Organic Statute (*Estatuto Orgánico*) were also enacted.

We cannot assure you that this reform will not have a negative impact on our business, financial condition and results of operations.

Concurrent Tender Offer

Substantially concurrently with the offering of the notes hereby, we announced an offer to purchase for cash (the "Tender Offer") our outstanding 4.688% Sustainable Notes due 2029 (the "2029 Notes"), 6.125% Notes due 2045 (the "2045 Notes") and 6.264% Sustainable Notes due 2052 (the "2052 Notes"), upon the terms and subject to the conditions set forth in an offer to purchase dated the date hereof.

The Tender Offer is subject to certain conditions, including the successful closing of this offering on terms and subject to conditions acceptable to us, in an amount sufficient to fund the purchase of the notes tendered and accepted for purchase pursuant to the Tender Offer, to pay all accrued interest to holders, and all fees and expenses in connection therewith. The initial purchasers of this offering are expected to act as dealer managers under the Tender Offer.

This listing particulars is not an offer to purchase or a solicitation of an offer to sell the 2029 Notes, the 2045 Notes or the 2052 Notes.

Redemption of 2027 Notes

We expect to deliver to the holders of our outstanding 4.750% Notes due 2027 (the "2027 Notes") a notice to redeem all of the outstanding 2027 Notes (the "redemption") in accordance with the terms of the indenture governing the 2027 Notes. The principal amount outstanding of the 2027 Notes is U.S.$489,254,000.

References to the redemption in this listing particulars do not constitute a notice of redemption and do not constitute an offer to redeem or purchase any of the 2027 Notes.

Our principal executive office is located at Paseo de la Reforma 164, Col. Juárez, 06600 Ciudad de México. Our telephone number at that address is +52 (55) 5229-4400.

THE OFFERING

The following summary is qualified in its entirety by, and should be read in conjunction with, the more detailed information appearing throughout this listing particulars. For a more complete description of the terms of the notes, see "Description of the Notes."

Issuer ..... Comisión Federal de Electricidad.

Notes Offered ..... U.S.$1,000,000,000 aggregate principal amount of 6.045% Notes due 2034.
U.S.$500,000,000 aggregate principal amount of 6.500% Notes due 2051.

Issue Date ..... January 28, 2026.

Issue Price ..... 2034 notes: 100.000% of the principal amount thereof, plus accrued interest, if any, from January 28, 2026.
2051 notes: 99.619% of the principal amount thereof, plus accrued interest, if any, from January 28, 2026.

Maturity Date ..... 2034 notes: January 28, 2034.
2051 notes: January 28, 2051.

2051 Notes Amortization..... The aggregate principal amount of the notes will amortize on an annual basis according to the schedule set forth below:

Year	Amortization Date	Percentage of Original Principal Amount Payable	Amount Payable in U.S. Dollars (in millions)
1	January 28, 2027	5.00%	U.S.$25,000,000
2	January 28, 2028	5.00%	U.S.$25,000,000
3	January 28, 2029	5.00%	U.S.$25,000,000
4	January 28, 2030	5.00%	U.S.$25,000,000
5	January 28, 2031	5.00%	U.S.$25,000,000
6	January 28, 2032	4.00%	U.S.$20,000,000
7	January 28, 2033	4.00%	U.S.$20,000,000
8	January 28, 2034	4.00%	U.S.$20,000,000
9	January 28, 2035	4.00%	U.S.$20,000,000
10	January 28, 2036	4.00%	U.S.$20,000,000
11	January 28, 2037	4.00%	U.S.$20,000,000
12	January 28, 2038	4.00%	U.S.$20,000,000
13	January 28, 2039	4.00%	U.S.$20,000,000
14	January 28, 2040	4.00%	U.S.$20,000,000
15	January 28, 2041	4.00%	U.S.$20,000,000
16	January 28, 2042	4.00%	U.S.$20,000,000
17	January 28, 2043	4.00%	U.S.$20,000,000
18	January 28, 2044	4.00%	U.S.$20,000,000
19	January 28, 2045	4.00%	U.S.$20,000,000
20	January 28, 2046	4.00%	U.S.$20,000,000
21	January 28, 2047	3.00%	U.S.$15,000,000
22	January 28, 2048	3.00%	U.S.$15,000,000
23	January 28 2049	3.00%	U.S.$15,000,000
24	January 28, 2050	3.00%	U.S.$15,000,000
25	January 28, 2051	3.00%	U.S.$15,000,000

Subject to reduction on a pro rata basis for any decrease in principal amounts outstanding as a result of any partial redemption of the 2051 notes or other

	repurchases of the 2051 notes to the extent that such 2051 notes are cancelled. Subject to increase on a pro rata basis for any increase in principal amounts outstanding as a result of the issuance of additional 2051 notes. Any calculation of an installment of principal will be increased to the nearest whole U.S. dollar.
Interest Rate.....	The 2034 notes will bear interest at the rate of 6.045% per annum. The 2051 notes will bear interest at the rate of 6.500% per annum.
Interest Payment Dates.....	Interest on the notes will be payable semi-annually on January 28 and July 28 of each year, beginning on July 28, 2026.
Status	The notes will constitute the Issuer's direct, general, unconditional, unsecured and unsubordinated Public External Indebtedness (as defined below). The notes will rank equally with all of the Issuer's other unsubordinated Public External Indebtedness. It is understood that this provision shall not be construed so as to require the Issuer to make payments under the notes ratably with payments being made under any of its other Public External Indebtedness. The Mexican government does not guarantee or secure the Issuer's obligations and has no obligation to pay the principal or interest on the notes in the event that the Issuer's cash flows and/or assets are not sufficient to make any such payments. The notes do not grant in any way recourse against the Mexican government or rights over the ownership, control or assets of the Issuer. See "Description of the Notes—General—Status."
Payments of Additional Amounts	The Issuer is required by current Mexican law to deduct Mexican withholding taxes from payments of interest (or amounts deemed to be interest) to holders who are not residents of Mexico for tax purposes, as described under "Taxation—Mexican Tax Considerations," and to pay such deducted taxes to the Mexican tax authorities. The Issuer will pay Additional Amounts in respect of those payments of interest (or amounts deemed to be interest) so that the amount holders receive after Mexican withholding tax will equal the amount that they would have received if no such Mexican withholding taxes had been applicable, subject to certain limitations and exceptions as described under "Description of the Notes—Additional Amounts."
Negative Covenants	The indenture governing the notes contains certain negative covenants relating to the Issuer, including: • a negative pledge, under which the Issuer has agreed to a limitation on its ability to incur certain liens securing Public External Indebtedness; and • a limitation on fundamental changes, under which the Issuer has agreed not to engage in certain mergers, consolidations or sales of assets. These covenants are subject to significant qualifications and exceptions. See "Description of the Notes—Negative Covenants."
Optional Redemption	Prior to November 28, 2033 (two months prior the maturity date of the 2034 notes) (the "2034 notes Par Call Date"), the Issuer may redeem the 2034 notes at its option, in whole or in part, at any time and from time to time, at a redemption price (expressed as a percentage of principal amount and rounded to three decimal places) equal to (1) (a) the sum of the present values of the remaining payments of principal and interest thereon discounted to the redemption date

(assuming the 2034 notes matured on the 2034 notes Par Call Date) on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the applicable Treasury Rate plus 30 basis points, less (b) interest accrued to the date of redemption, and (2) 100% of the principal amount of the 2034 notes to be redeemed, plus, in either case, accrued and unpaid interest thereon to the redemption date (and Additional Amounts, if any).

On or after the 2034 notes Par Call Date, the Issuer may redeem the 2034 notes, in whole or in part, at any time and from time to time, at a redemption price equal to 100% of the principal amount of the 2034 notes being redeemed plus accrued and unpaid interest thereon to the redemption date.

On the maturity date, the redemption price of the notes will be 100% of the principal amount of the notes outstanding plus accrued and unpaid interest to the maturity date

Prior to October 28, 2050 (three months prior the maturity date of the 2051 notes) (the "2051 notes Par Call Date"), the Issuer may redeem the 2051 notes at its option, in whole or in part, at any time and from time to time, at a redemption price (expressed as a percentage of principal amount and rounded to three decimal places) equal to (1) (a) the sum of the present values of the remaining payments of principal and interest thereon discounted to the redemption date (assuming the 2051 notes matured on the 2051 notes Par Call Date) on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the applicable Treasury Rate plus 35 basis points, less (b) interest accrued to the date of redemption, and (2) 100% of the principal amount of the 2051 notes to be redeemed, plus, in either case, accrued and unpaid interest thereon to the redemption date (and Additional Amounts, if any).

On or after the 2051 notes Par Call Date, the Issuer may redeem the 2051 notes, in whole or in part, at any time and from time to time, at a redemption price equal to 100% of the principal amount of the 2051 notes being redeemed plus accrued and unpaid interest thereon to the redemption date.

On the maturity date, the redemption price of the notes will be 100% of the principal amount of the notes outstanding plus accrued and unpaid interest to the maturity date.

See "Description of the Notes—Redemption and Purchase—Optional Redemption."

Tax Redemption ..... The Issuer may redeem the notes of one or both series, in whole, but not in part, prior to maturity, at a price equal to 100% of the outstanding principal amount of the notes to be redeemed, plus accrued and unpaid interest thereon (and Additional Amounts, if any) to the redemption date, upon notice, if the Issuer is obligated to pay any Additional Amounts on the notes of such series in excess of those Additional Amounts attributable to a Mexican withholding tax rate of 4.9% in respect of payments of interest, as a result of certain changes in Mexican tax laws and regulations applicable to payments under the notes of such series or certain changes in the interpretation or application of such laws. See "Description of the Notes—Redemption and Purchase—Redemption for Taxation Reasons."

Purchase at the Option of Holders	Upon the occurrence of certain fundamental changes in the ownership or business of the Issuer (including, among others, if the Issuer ceases to be a public-sector entity of, or majority-owned by, the Mexican government) and, in certain circumstances, of the Issuer, the Issuer will be required to offer to purchase the notes, at a price equal to 100% of their principal amount, plus accrued interest (and Additional Amounts, if any) to the purchase date. See "Description of the Notes—Redemption and Purchase—Purchase at the Option of Holders."
Further Issuances	The Issuer may, from time to time without the consent of holders of the notes, issue additional notes of each series having the same terms and conditions as the notes of such series in all respects, except for the issue date, issue price and, if applicable, the date of first payment of interest, the date from which interest will accrue, CUSIP and/or other securities numbers and, to the extent necessary, certain temporary securities law transfer restrictions; provided that any such additional notes issued with the same CUSIP as the notes of such series offered hereby shall be (1) issued in a qualified reopening, (2) otherwise treated as part of the same "issue" of debt instruments as the notes of such series issued pursuant to this listing particulars, or (3) issued with no more than *de minimis* original issue discount, in each case, for U.S. federal income tax purposes. Additional notes issued in this manner will increase the aggregate principal amount of, and be consolidated with and form a single series with, the previously outstanding notes of such series.
Collective Action Clauses.....	The notes will contain "collective action clauses." Under these provisions, which differ from the terms of the Issuer's Public External Indebtedness issued prior to June 16, 2015, the Issuer may amend the payment provisions of any series of debt securities issued under the indenture (including the notes) and other reserved matters listed in the indenture with the consent of the holders of: (1) with respect to a single series of debt securities, more than 75% of the aggregate principal amount of the outstanding debt securities of such series; (2) with respect to two or more series of debt securities, if certain "uniformly applicable" requirements are met, more than 75% of the aggregate principal amount of the outstanding debt securities of all series affected by the proposed modification, taken in the aggregate; or (3) with respect to two or more series of debt securities, whether or not the "uniformly applicable" requirements are met, more than 66⅔% of the aggregate principal amount of the outstanding debt securities of all series affected by the proposed modification, taken in the aggregate, and more than 50% of the aggregate principal amount of the outstanding debt securities of each series affected by the proposed modification, taken individually. See "Description of the Notes—Meetings, Amendments and Waivers."
Transfer Restrictions	The notes have not been and will not be registered under the Securities Act and are subject to transfer restrictions. See "Transfer Restrictions." The notes have not been and will not be registered with the *Registro Nacional de Valores* (Mexican National Securities Registry) maintained by the CNBV and, therefore, the notes may not be publicly offered or sold in Mexico. The notes may be offered in Mexico to investors that satisfy the requirements to be considered institutional or qualified investors under Mexican law, pursuant to the private placement exemption set forth in Article 8 of the Securities Market Law.
Form and Denomination	The notes will be issued in fully registered book-entry form, with a minimum denomination of U.S.$200,000 and integral multiples of U.S.$1,000 in excess thereof.

	The notes sold in the United States in reliance on Rule 144A will be evidenced by one or more notes in global form (collectively, the "Restricted global note"), which will be deposited with a custodian for, and registered in the name of a nominee of, DTC. The notes sold outside of the United States in reliance on Regulation S will be evidenced by one or more notes in global form (collectively, the "Regulation S global note"), which also will be deposited with a custodian for, and registered in the name of a nominee of, DTC. Transfer of beneficial interests between the Restricted global note and the Regulation S global note will be subject to certain certification requirements.
Use of Proceeds	We intend to use the net proceeds from the 2034 notes to refinance existing debt, including the repayment of certain of our short- and medium-term debt, the redemption of our 4.750% Notes due 2027 and the repurchase of our 4.688% Notes due 2029, 6.125% Notes due 2045 and 6.264% Notes due 2052 tendered and accepted for purchase in the Tender Offer. We intend to use the net proceeds from the 2051 notes to finance certain long-term infrastructure projects in accordance with Mexican laws and regulations applicable to us. Certain of the initial purchasers and/or their affiliates may hold positions in any outstanding debt securities that we may elect to redeem or repurchase, including the 2027 Notes, 2029 Notes, 2045 Notes and 2052 Notes.
Listing	Application has been made to admit the notes to listing on the Official List of the Luxembourg Stock Exchange and trading on the Euro MTF Market. No assurance can be given that such listing will be maintained.
LEI	4469000001BFPONMPF32
Trustee, Registrar, Paying Agent and Transfer Agent	Deutsche Bank Trust Company Americas.
Luxembourg Listing Agent	Deutsche Bank Luxembourg S.A.
Governing Law	The indenture is, and the notes will be, governed by, and construed in accordance with, the laws of the State of New York, except that matters relating to the authorization and execution of the indenture and the notes and the guarantees by the Issuer are governed by and construed in accordance with the laws of Mexico.
Risk Factors	Prospective purchasers of the notes should consider carefully all of the information set forth in this listing particulars and, in particular, the information set forth under "Risk Factors" in this listing particulars, before making an investment in the notes.

SUMMARY FINANCIAL AND OPERATING INFORMATION

The summary financial information set forth below has been derived from our annual financial statements and our interim financial statements. This summary of financial information should be read in conjunction with, and are qualified in their entirety by reference to, our financial statements included elsewhere in this listing particulars.

Our financial statements are expressed in thousands of Mexican pesos and have been prepared in accordance with IFRS, as issued by the IASB.

	As of and for the Nine-month Period Ended September 30,			As of and for the Year Ended December 31,			
	2025	2025	2024	2024[2]	2024[2]	2023	2022
	(in millions of U.S. dollars, except for ratios, percentages and GWh)[1]	(in millions of Mexican pesos, except for ratios, percentages and GWh)		(in millions of U.S. dollars, except for ratios, percentages and GWh)[1]	(in millions of Mexican pesos, except for ratios, percentages and GWh)		
Statement of Comprehensive Income (Loss) Data							
Total revenue	28,505	523,999	502,739	36,298	667,244	639,844	620,848
Total costs	22,972	422,287	380,478	27,755	510,206	513,584	611,778
Operating results	**5,533**	**101,712**	**122,261**	**8,543**	**157,038**	**126,260**	**9,070**
Total comprehensive financing results, net	(1,645)	(30,231)	201,819	13,799	253,658	5,576	17,651
Income (loss) before income tax and other comprehensive income	**7,178**	**131,943**	**(79,558)**	**(5,256)**	**(96,620)**	**120,685**	**(8,581)**
Income tax	372	6,837	6,229	9,517	174,954	24,493	7,085
Net (loss) income	**6,806**	**125,107**	**(85,787)**	**(14,774)**	**(271,574)**	**96,191**	**(15,667)**
Statement of Financial Position Data							
Total current assets	15,903	292,339	310,333	13,979	256,962	192,922	207,933
Plants, facilities and equipment, net	84,493	1,553,189	1,523,915	84,047	1,544,992	1,491,858	1,449,934
Right-of-use assets, net	44,310	814,535	772,278	41,608	764,862	475,740	509,923
Derivative financial instruments	403	7,401	5,638	335	6,164	1,396	9,072
Loans to employees	1,608	29,553	26,085	1,473	27,086	23,779	19,522
Deferred tax assets	230	4,225	115,749	297	5,458	95,675	101,461
Intangibles and other assets	3,164	58,160	43,955	2,474	45,482	43,640	45,980
Total assets	**150,110**	**2,759,402**	**2,797,953**	**144,214**	**2,651,005**	**2,325,010**	**2,343,825**
Long-term employee benefits[2]	24,039	441,904	420,999	24,055	442,193	424,388	431,249
Short-term debt and Lease Liabilities[3]	9,779	179,762	166,967	8,847	162,632	127,649	121,585
Other payables and accrued liabilities and Income tax[4]	9,411	173,005	181,025	9,763	179,471	169,504	168,071
Long-term debt and non-current Lease liabilities[5]	67,069	1,232,901	1,270,153	69,783	1,282,782	811,897	953,632
Other long-term liabilities	1,769	32,516	36,549	1,764	32,420	33,009	31,978
Total equity holders of the parent and Non-controlling interests	38,042	699,314	722,259	30,002	551,507	758,563	637,309
Total liabilities and total equity	**150,110**	**2,759,402**	**2,797,953**	**144,214**	**2,651,005**	**2,325,010**	**2,343,825**

Non-GAAP Measures

	As of and for the Nine-month Period Ended September 30,			As of and for the Year Ended December 31,			
	2025	2025	2024	2024[2]	2024[2]	2023	2022
	(in millions of U.S. dollars, except for ratios, percentages and GWh)[1]	(in millions of Mexican pesos, except for ratios, percentages and GWh)		(in millions of U.S. dollars, except for ratios, percentages and GWh)[1]	(in millions of Mexican pesos, except for ratios, percentages and GWh)		
Net Debt [6]	68,315	1,255,797	1,260,359	71,480	1,313,982	872,058	1,018,458
Adjusted EBITDA[7]	**11,571**	**212,700**	**224,397**	**15,972**	**293,608**	**252,753**	**122,200**
Ratio of Adjusted EBITDA to interest paid[8]	4.9	4.9	6.0	5.5	5.5	6.1	3.1
Ratio of Debt[9] to Adjusted EBITDA LTM[10]	5.0	5.0	5.0	4.9	4.9	3.7	8.8
Ratio of Net Debt[11] to Adjusted EBITDA LTM	4.5	4.5	4.3	4.5	4.5	3.5	8.3
Ratio of Debt to Total Equity[12][13]	202.0%	202.0%	199.0%	262.1%	262.1%	123.9%	168.7%
Acquisition of plants, facilities and equipment.	**84,493**	**1,553,189**	**1,523,915**	**84,047**	**1,544,992**	**1,491,858**	**1,449,934**
GWh sold[14]	**167,630**	**167,630**	**171,313**	**225,213**	**225,213**	**222,892**	**214,594**

(1) Mexican peso amounts have been translated into U.S. dollars, solely for the convenience of the reader, at the Mexican peso/U.S. dollar exchange rate of Ps. 18.38 = U.S.$1.00, as published in the Official Gazette on September 29, 2025 for payment obligations due on September 30, 2025. Such translations should not be construed as a representation that the Mexican peso amounts have been or could be converted into U.S. dollars at the foregoing or any other rate.

(2) Represents employee benefits plus provision for long-term employee benefit obligations upon retirement.

(3) As of December 31, 2023 and 2022, represents current portion of documented debt plus PIDIREGAS and current portion of lease liabilities. As of December 31, 2024 and September 30, 2024 and 2025, represents current portion of long-term documented debt plus PIDIREGAS and lease liabilities under IFRS 16 "Leases."

(4) Represents liabilities derived from suppliers and contractors plus taxes and fees payable plus other accounts payable and accrued liabilities plus deposits from users and contractors.

(5) As of 2023 and 2022, represents long-term documented debt plus PIDIREGAS and non-current portion of lease liabilities. As of December 31, 2023 and September 30, 2025 and 2024, represents long-term documented debt plus PIDIREGAS and lease liabilities under IFRS 16 "Leases." "Documented debt" consists of local and international bonds issued by the Issuer, loans and lines of credit (mainly revolving).

(6) Net debt is calculated as outstanding debt less cash and cash equivalents.

(7) Adjusted EBITDA equals net income plus income tax and total comprehensive financing results, net, less depreciation and employee benefits costs. Operating EBIT equals net income plus income tax and total comprehensive financing results, net.

(8) Calculated as Adjusted EBITDA divided by interest paid

(9) Debt equals short-term debt plus current lease liabilities plus long-term debt plus non-current lease liabilities.

(10) Ratio calculated as Debt divided by Adjusted EBITDA for, in the case of the twelve-month period ended September 30, 2025 (LTM), the sum of Adjusted EBITDA for the nine-month period ended September 30, 2025 and Adjusted EBITDA for the year ended December 31, 2024 minus Adjusted EBITDA for the nine-month period ended September 30, 2024, and, in the case of the twelve-month period ended September 30, 2024 (LTM), the sum of Adjusted EBITDA for the nine-month period ended September 30, 2024 and Adjusted EBITDA for the year ended December 31, 2023 minus Adjusted EBITDA for the nine-month period ended September 30, 2023.

(11) Ratio calculated as Net Debt divided by Adjusted EBITDA for, in the case of the twelve-month period ended September 30, 2025 (LTM), the sum of Adjusted EBITDA for the nine-month period ended September 30, 2025 and Adjusted EBITDA for the year ended December 31, 2024 minus Adjusted EBITDA for the nine-month period ended September 30, 2024, and, in the case of the twelve-month period ended September 30, 2024 (LTM), the sum of Adjusted EBITDA for the nine-month period ended September 30, 2024 and Adjusted EBITDA for the year ended December 31, 2023 minus Adjusted EBITDA for the nine-month period ended September 30, 2023.

(12) Total Equity equals total equity holders of the parent plus non-controlling interest.

(13) Ratio calculated as Debt divided by Total Equity.

(14) Sold by CFE Suministrador de Servicios Básicos.

Adjusted EBITDA and the ratios of Adjusted EBITDA to interest paid, Debt to Adjusted EBITDA LTM, Net Debt to Adjusted EBITDA LTM and Debt to Total Equity are presented in this listing particulars because we believe that they are widely accepted as financial indicators of our ability to internally fund capital expenditures and service or incur debt. Adjusted EBITDA and such ratios should not be considered as indicators of our financial performance, as alternatives to cash flow, as measures of liquidity or as being comparable to other similarly titled measures of other companies.

Reconciliation of our Operating EBIT is as follows:

	For the Nine-month Period Ended September 30,			For the Year Ended December 31,			
	2025	2025	2024	2024	2024	2023	2022
	(in millions of U.S. dollars)[1]	(in millions of Mexican pesos)		(in millions of U.S. dollars) [1]	(in millions of Mexican pesos)		
Net (loss) income	6,806	125,107	(85,787)	(14,774)	(271,574)	96,192	(15,667)
Income tax	372	6,837	6,229	9,517	174,954	24,493	7,085
Total comprehensive financing results, net	(1,645)	(30,231)	201,819	13,799	253,658	5,576	17,651
Operating EBIT	**5,533**	**101,713**	**122,261**	**8,542**	**157,038**	**126,261**	**9,069**

Reconciliation of our Net Debt is as follows:

	As of September 30,			As of December 31,			
	2025	2025	2024	2024	2024	2023	2022
	(in millions of U.S. dollars)[1]	(in millions of Mexican pesos)		(in millions of U.S. dollars) [1]	(in millions of Mexican pesos)		
Cash and Cash Equivalents	8,533	156,866	176,461	7,150	131,432	67,488	56,759
Debt	76,848	1,412,663	1,437,120	78,630	1,445,413	939,546	1,075,217
Net Debt	**68,315**	**1,255,797**	**1,260,659**	**71,480**	**1,313,981**	**872,058**	**1,018,458**

Reconciliation of our Adjusted EBITDA is as follows:

	For the Nine-month Period Ended September 30,			For the Year Ended December 31,			
	2025	2025	2024	2024	2024	2023	2022
	(in millions of U.S. dollars)[1]	(in millions of Mexican pesos)		(in millions of U.S. dollars) [1]	(in millions of Mexican pesos)		
Operating EBIT	5,533	101,712	122,261	8,543	157,038	126,261	9,069
Depreciation	3,813	70,091	65,909	4,800	88,242	77,370	74,957
Employee benefit costs	2,225	40,897	36,228	2,629	48,328	49,123	38,173
Adjusted EBITDA	**11,571**	**212,700**	**224,398**	**15,972**	**293,608**	**252,754**	**122,199**

Reconciliation of our ratio of Adjusted EBITDA to interest paid is as follows:

	For the Nine-month Period Ended September 30,			For the Year Ended December 31,			
	2025	2025	2024	2023	2024	2023	2022
	(in millions of U.S. dollars, except for ratio)[1]	(in millions of Mexican pesos, except for ratio)		(in millions of U.S. dollars, except for ratio)[1]	(in millions of Mexican pesos, except for ratio)		
Adjusted EBITDA	11,571	212,700	224,398	15,972	293,608	252,754	122,199
Interest paid	2,383	43,813	37,395	2,882	52,976	41,431	39,262
Ratio of Adjusted EBITDA to interest paid	**4.9**	**4.9**	**6.0**	**5.5**	**5.5**	**6.1**	**3.1**

Reconciliation of our Debt is as follows:

	As of September 30,			As of December 31,			
	2025	2025	2024	2024	2024	2023	2022
	(in millions of U.S. dollars)[1]	(in millions of Mexican pesos)		(in millions of U.S. dollars)[1]	(in millions of Mexican pesos)		
Short-term debt	6,460	118,744	138,690	7,034	129,296	100,709	95,148
Current lease liabilities	2,181	40,090	28,277	1,813	33,336	26,940	26,437
Long-term debt	20,047	368,513	369,994	19,649	361,204	311,237	355,353
Non-current lease liabilities	48,161	885,316	900,160	50,133	921,578	500,660	598,280
Debt	**76,849**	**1,412,663**	**1,437,121**	**78,629**	**1,445,414**	**939,546**	**1,075,218**

Reconciliation of our ratio of Debt to Adjusted EBITDA LTM is as follows:

	As of and for the Twelve-Month Period Ended September 30,			As of and for the for the Year Ended December 31,			
	2025	2025	2024	2024	2024	2023	2022
	(in millions of U.S. dollars, except for ratio)[1]	(in millions of Mexican pesos, except for ratio)		(in millions of U.S. dollars, except for ratio)[1]	(in millions of Mexican pesos, except for ratio)		
Debt	76,848	1,412,663	1,437,120	78,630	1,445,413	939,546	1,075,218
Adjusted EBITDA LTM	15,336	281,911	290,183	15,972	293,608	252,753	122,200
Ratio of Debt to Adjusted EBITDA LTM	**5.0**	**5.0**	**5.0**	**4.9**	**4.9**	**3.7**	**8.8**

Reconciliation of our ratio of Net Debt to Adjusted EBITDA LTM is as follows:

	As of and for the Twelve-Month Period Ended September 30,			As of and for the for the Year Ended December 31,			
	2025	2025	2024	2024	2024	2023	2022
	(in millions of U.S. dollars, except for ratio)[1]	(in millions of Mexican pesos, except for ratio)		(in millions of U.S. dollars, except for ratio)[1]	(in millions of Mexican pesos, except for ratio)		
Net Debt	68,315	1,255,797	1,260,659	71,480	1,313,981	872,058	1,018,458
Adjusted EBITDA LTM	15,336	281,911	290,183	15,972	293,608	252,753	122,200
Ratio of Net Debt to Adjusted EBITDA LTM	**4.5**	**4.5**	**4.3**	**4.5**	**4.5**	**3.5**	**8.3**

Reconciliation of our Total Equity is as follows:

	As of September 30,			As of December 31,			
	2025	2025	2024	2024	2024	2023	2022
	(in millions of U.S. dollars)[1]	(in millions of Mexican pesos)		(in millions of U.S. dollars) [1]	(in millions of Mexican pesos)		
Total equity holders of the parent	36,891	678,143	706,398	28,910	531,442	740,546	615,696
Non-controlling interest	1,152	21,170	15,861	1,092	20,066	18,017	21,613
Total Equity	**38,043**	**699,313**	**722,259**	**30,002**	**551,508**	**758,563**	**637,309**

Reconciliation of our ratio of Total Equity to Debt is as follows:

	As of September 30,			As of December 31,			
	2025	2025	2024	2024	2024	2023	2022
	(in millions of U.S. dollars, except for ratio)[1]	(in millions of Mexican pesos, except for ratio)		(in millions of U.S. dollars, except for ratio) [1]	(in millions of Mexican pesos, except for ratio)		
Debt	76,848	1,412,663	1,437,120	78,630	1,445,413	939,546	1,075,217
Total Equity	38,043	699,313	722,259	30,002	551,508	758,563	637,309
Ratio of Debt to Total Equity	**202.0%**	**202.0%**	**199.0%**	**262.1%**	**262.1%**	**123.9%**	**168.7%**

(1) Mexican peso amounts have been translated into U.S. dollars, solely for the convenience of the reader, at the Mexican peso/U.S. dollar exchange rate of Ps. 18.38 = U.S.$1.00, as published in the Official Gazette on September 29, 2025 for payment obligations due on September 30, 2025. Such translations should not be construed as a representation that the Mexican peso amounts have been or could be converted into U.S. dollars at the foregoing or any other rate.

(2) Ratio calculated as Debt divided by Adjusted EBITDA for, in the case of the twelve-month period ended September 30, 2025 (LTM), the sum of Adjusted EBITDA for the nine-month period ended September 30, 2025 and Adjusted EBITDA for the year ended December 31, 2024 minus Adjusted EBITDA for the nine-month period ended September 30, 2024, and, in the case of the twelve-month period ended September 30, 2024 (LTM), the sum of Adjusted EBITDA for the nine-month period ended September 30, 2024 and Adjusted EBITDA for the year ended December 31, 2023 minus Adjusted EBITDA for the nine-month period ended September 30, 2023.

(3) Net debt is calculated as debt less cash and cash equivalents.

The figures in Mexican pesos shown for the purpose of reconciling Adjusted EBITDA are presented in thousands of Mexican pesos in the consolidated statements of cash flows for the corresponding periods.

RISK FACTORS

An investment in the notes is subject to the risks described below. You should carefully review the following risk factors, together with the other information contained in this listing particulars, before deciding whether this investment is suited to your particular circumstances. Any of these risks could have a material adverse effect on our business, financial condition and results of operations, which could, in turn, affect our ability to repay our indebtedness, including the notes. The trading price of the notes could decline due to any of these risks, and investors may lose all or part of their investment. The risks described below are those known to us and what we currently believe may materially affect us. Additional risks not presently known to us or that we currently consider immaterial may also impair our business.

Risk Factors Related to Mexico

We are vulnerable to disruptions and volatility in the global financial markets.

We cannot predict the future effects of adverse conditions in the global economy and financial markets on the Mexican economy. In addition, we cannot predict the impact of adverse conditions in the global economy and financial markets to our business.

In 2023, 2024, 2025, and early 2026, global macroeconomic conditions remained volatile due to the conflict between Russia and Ukraine, the ongoing conflict between Hamas and Israel, developments in Venezuela and high inflation.

As of the date of this listing particulars, uncertainty remains concerning the future economic environment as impacted by the recent and ongoing military conflict between the Russian Federation and Ukraine, which has contributed to increases in the prices of energy, oil and other commodities and to volatility in financial markets globally as well as a new landscape in relation to international sanctions. Such economic uncertainty could have a negative impact on our business and results of operations. A slowing or failing of the economic expansion would likely aggravate the adverse effects of these difficult economic and market conditions on us and on others in the financial services industry. The open conflict in Europe may trigger additional geopolitical risks over the short and medium term. As Western sanctions on Russia continue to have an adverse impact on the country and Russia weaponizes energy, the siege-like standoff between the West and Russia may escalate, and ripple effects from the Russia-Ukraine war may continue to amplify challenges as emerging markets face high food and energy costs, higher U.S. interest rates, a strong U.S. dollar and slow Chinese growth.

On January 3, 2026, the United States launched a series of strikes against Venezuela and captured and removed former President Maduro and his wife, Cilia Flores, from the country. Following the U.S. strikes, Venezuela announced a state of national emergency, and the Vice President, Delcy Rodriguez, has been elevated to the Presidency. Further escalation of the situation in Venezuela could lead to significant market and other disruptions, which could have a material adverse effect on the region and on our business, financial position, results of operations and cash flows.

In addition, negative risks to economic and financial stability include the shift toward inward looking policy platforms and protectionism in the United States, harsher global financial conditions that could negatively impact the European Union and emerging market economies, increased geopolitical tensions, and an economic slowdown in China. The evolution of these conditions could have a negative impact on the performance of the Mexican economy and a material adverse effect on our ability to access capital and liquidity on financial terms acceptable to us, if at all.

Any of the above-mentioned or other factors could affect our business, prospects, financial condition and operating results. The extent and duration of the military action, sanctions and resulting market disruptions are impossible to predict, but could be substantial. Any such disruptions may also magnify the impact of other risks described in this listing particulars.

Economic conditions, political events and government policies in Mexico and elsewhere may have a material impact on our operations and financial performance

Substantially all of our operations and assets are located in Mexico and our revenues, therefore, are indirectly related to economic conditions in Mexico, including, among other factors, changes in its gross domestic product ("GDP"), per capita disposable income, unemployment rates, the value of the Mexican peso as compared to the U.S.

dollar, regulations affecting convertibility, inflation, changes in oil prices, interest rates, regulation, taxation, social instability, and other political social and economic developments. These events could also lead to increased volatility in the foreign exchange and financial markets, thereby affecting our ability to obtain new financing and service our debt, including the notes.

In 2022, Mexican GDP increased by 3.7% and inflation increased to 7.8%. In 2023, Mexican GDP increased by 3.1% and inflation decreased to 4.7%. In 2024, Mexican GDP increased by 1.1% and inflation decreased to 4.2%. In 2022, the effects of COVID-19 adversely affected the economy and financial markets of Mexico and its trading partners. The extent to which any future global pandemic outbreak may impact the Mexican economy is uncertain, as is the extent of further Mexican economic recovery, if any.

Political events in Mexico may significantly affect Mexican economic policy and, consequently, our operations. The Mexican government has exercised, and continues to exercise, significant influence over the Mexican economy. Mexican government actions concerning the economy and regulation of certain industries, including the energy sector, could have a significant effect on us and on market conditions in Mexico. The Mexican President influences new policies and governmental actions regarding the Mexican economy, and the new administration could implement substantial changes in law, policy and regulations in Mexico, which could negatively affect our business, financial condition and results of operations General elections for president, Chamber of Deputies and Senate took place on June 2, 2024, and Claudia Sheinbaum (candidate for the Morena party) was elected president. Following the presidential election, Morena and its allies achieved a qualified majority in each of the *Cámara de Diputados* (Chamber of Deputies) and the *Cámara de Senadores* (Senate). The new Mexican Congress assumed office on September 1, 2024, and President Claudia Sheinbaum took office on October 1, 2024. In September 2024, Congress approved a constitutional reform that restructured Mexico's judicial system such that: (i) Supreme Court judges, appellate magistrates, and district judges will be elected by popular vote, (ii) the Supreme Court was reduced from 11 to nine judges, (iii) judicial terms were shortened from 15 to 12 years, and (iv) a staggered electoral process was established, beginning in 2025 (the "Judicial Reform"). We cannot predict whether the Morena party will implement additional substantial changes in law, policy, and regulations in Mexico beyond the Judicial Reform and the approximately 16 other significant reforms proposed in areas including trade and customs, taxation, labor and employment, environmental and energy regulations, foreign investment restrictions, and industry-specific licensing requirements. We cannot further predict the impact that other political developments in Mexico will have on the Mexican economy nor can provide any assurances that these events, over which we have no control, will not have an adverse effect on our business, financial condition and results of operations.

In the past, Mexico has experienced several periods of slow or negative economic growth, high inflation, high interest rates, currency devaluation (in particular with respect to the Mexican peso-U.S. dollar exchange rate), convertibility restrictions and other economic problems. These problems may worsen or reemerge, as applicable, in the future and could adversely affect our business and ability to service our debt. We cannot assure you that *Banco de México's* monetary policies and decisions in the future will not increase its reference rates and that such possible increases will not adversely affect our results of operations.

In addition, a worsening of international financial or economic conditions, such as a slowdown in growth or recessionary conditions in Mexico's trading partners, including the United States, or the emergence of a new financial crisis, could have adverse effects on the Mexican economy, our financial condition and our ability to service our debt, including the notes.

Violence in Mexico has adversely impacted, and may continue to adversely impact, the Mexican economy

In recent years, Mexico has experienced a period of increased criminal activity and violence, primarily due to organized crime. Increasing violence among criminal organizations, particularly drug traffickers, and clashes between these and Mexican civilian and military personnel, or increases in other types of crime, are a risk to our business and could negatively impact our performance. This violence has had an adverse impact on the Mexican economy generally, and may lead to increased social instability in the future, which could adversely affect our ability to conduct our business. We cannot assure you that the level of violent crime in Mexico, over which we have no control, will not increase in the future and will not have adverse effects on our business, financial position and results of operation.

Social, political and economic developments in other countries may adversely affect us, including the prices of our debt securities

Social, political, economic conditions in other countries may, to varying degrees, affect the market value of securities of Mexican companies, including the notes. Although social, political and economic conditions in other countries may differ significantly from social, political and economic conditions in Mexico, investors' reactions to social, political or economic developments in other countries may have an adverse effect on the market value of securities of Mexican companies, including the notes.

Economic, political and regulatory developments in the United States may adversely affect the Mexican economy

Economic conditions in Mexico remain closely linked to those in the United States, given the high level of trade and investment between the countries under the United States-Mexico-Canada Agreement (the "USMCA") and their geographic proximity. Therefore, any changes in U.S. economic, political, or regulatory policies, particularly those related to foreign trade, could create uncertainty in global markets and negatively affect Mexico's economy.

Since 2023, Mexico has been the top supplier of U.S. imports. However, in early 2025, the United States announced tariff measures that increased uncertainty and reshaped import dynamics. While USMCA-protected goods retained preferential treatment, Mexico faced higher tariffs on certain sectors. During the first quarter of 2025, U.S. imports increased 25.6% year-on-year, likely due to pre-tariff stockpiling. By April 2025, new tariffs were applied broadly to goods like steel, aluminum, autos, and auto parts. Effective U.S. tariff rates increased from 2.3% in 2024 to 10.4% in August 2025. However, such overall increase when broken down by country during the same period varied significantly: China, for example, increased from 10.7% to 36.7% over the same period, while Mexico and Canada increased modestly from 0.2% to 4.7% and from 0.1% to 3.8%, respectively, over the same period due to USMCA protections. Although some agreements later reduced previously announced tariff levels, the average U.S. tariff rate increased from 2.3% in February 2025 to 9.7% at the start of the third quarter of the year.

The medium- and long-term direction of U.S. trade policy remains uncertain. Any additional tariffs on Mexican products could reduce their competitiveness in U.S. markets. Furthermore, a slowdown in U.S. economic growth or in demand for imports from Mexico's major trading partners—including the United States, Canada, China, Germany and South Korea—could materially affect Mexico's economic performance, exports, trade balance, exchange rates and interest rates.

While the Mexican and U.S. governments have been able to reach an understanding in the past, we cannot assure you that such understanding will remain in place or that we will not be materially adversely affected by any policies the U.S. government may elect to impose on Mexico in the future.

Changes in exchange rates or in Mexico's exchange controls may adversely affect our ability to service our foreign currency-denominated indebtedness

The Mexican government does not currently restrict the ability of Mexican companies or individuals to convert Mexican pesos into U.S. dollars or other currencies, and Mexico has not had foreign exchange controls policy since 1982. However, in the future, the Mexican government could impose a restrictive exchange control policy or devaluate the Mexican peso, as it has done in the past. We cannot provide assurances that the Mexican government will maintain its current policies with regard to the Mexican peso or that the Mexican peso's value will not fluctuate significantly in the future.

Regulatory developments in Mexico could have a negative impact on our results of operations and financial condition

We operate in an industry that is heavily regulated by the Mexican government. As a result, our results of operations are closely linked to certain factors that are under the control of the Mexican government, such as the regulation of electricity rates throughout Mexico.

For example, on March 18, 2025, the CRE and the *Comisión Nacional de Hidrocarburo*s (National Hydrocarbons Commission, or the "CNH") were dissolved by law. The changes amended Article 28 of the Constitution to integrate the resources and responsibilities of the CRE and the CNH into the Ministry of Energy through the creation of the CNE. While these modifications could potentially benefit us in the short term, they also introduce risks and uncertainty in the energy sector, including the attractiveness of the power sector for private investors. Mexico requires considerable private investment in its electricity sector to accommodate demand growth

and prevent financial pressure on CFE. Investments in transmission and distribution capacity are required to avoid intermittence of the renewable generation.

Upon the enactment of the CNE Law on March 18, 2025, the CNE was established as a technical body assigned to the Ministry of Energy, with technical, operational, and management autonomy. Its mandate is to regulate, supervise, and impose sanctions on activities within the energy sector, with the purpose of promoting the orderly, continuous, and secure development of the energy industry, in accordance with the binding planning applicable within its jurisdiction.

Moreover, the centralization of regulatory functions could result in future regulatory changes that may be unfavorable to us. We cannot predict the uncertainty surrounding subsequent legislative amendments or potential reforms, and whether such reforms will benefit us. Consequently, a change in applicable law, regulations or policies in Mexico, or the interpretation thereof, if adverse to us, could have a negative impact on our business, financial condition and results of operations. See "Comisión Federal de Electricidad—General Regulatory Framework" and "—Several constitutional reforms have been enacted."

We may be adversely affected by several constitutional reforms that have been enacted

Since 2024, the Mexican Constitution has been subject to the Recent Constitutional Reforms, which correspond to (i) Organic Simplification Reform, (ii) the Second Energy Reform Decree and (iii) the Judicial Reform, among others.

The Organic Simplification Reform aimed to streamline the public sector. It eliminated constitutionally autonomous bodies, which include the Federal Antitrust Commission (*Comisión Federal de Competencia Económica*) and the coordinated regulatory agencies in energy maters (the CRE and the CNH). The Ministry of Economy undertook the functions of the Federal Antitrust Commission, and the Ministry of Energy assumed those of CRE and the CNH.

The Second Energy Reform Decree modified our legal nature and operational structure, including changing our legal form from an *empresa productiva del Estado* (productive state company) to an *empresa pública del Estado* (state-owned public company), the extinction of several of our operational subsidiaries, and the consolidation of such subsidiaries' operations into our own. Moreover, the Mexican government's prerogatives with respect to planning and controlling the national electric system were reinforced. The reform sets forth that private entities will not prevail over state-owned public companies. Additionally, the Second Energy Reform Decree states that the state-owned public companies will be tasked with planning and controlling the national electricity grid and providing electricity "to the people at the lowest possible price, avoiding profit." On March 18, 2025, as part of the 2025 Energy Reform, the following laws were published in the Official Gazette: (i) the CFE Law, (ii) the Law of the State-Owned Enterprise, Petróleos Mexicanos, (iii) the Electric Sector Law, (iv) the Hydrocarbons Sector Law, (v) the Law on Energy Planning and Transition, (vi) the Biofuels Law, (vii) the Geothermal Energy Law, and (viii) the CNE Law. On October 3, 2025, the Regulations of the Electric Sector Law were enacted in the Official Gazette. The Second Energy Reform Decree required the Mexican state to maintain at least 54% of the average power injected into the grid during a calendar year, and incorporated new mixed development schemes, classified as: (i) long-term production, (ii) mixed investment, or (iii) any other scheme authorized under the applicable legal framework or by general provisions issued by the Ministry of Energy and aligned with the Ministry of Energy's binding planning. In addition, the CNE Law dissolved the CRE and replaced it with the CNE as a technical-regulatory body within the Ministry of Energy. The CNE retains technical, operational, and managerial independence, and is entrusted with regulating, supervising, and imposing sanctions in energy-sector activities. See "Comisión Federal de Electricidad—General Regulatory Framework—Recent Amendments to the energy legal framework."

The Judicial Reform, which was enacted on September 15, 2024 and is now effective, includes a new composition of the Supreme Court (*Suprema Corte de Justicia de la Nación*), reducing both the number of justices and their term. Furthermore, the Judicial Reform provides for the popular election of justices, magistrates and judges, Additionally, the Federal Judiciary Council (*Consejo de la Judicatura Federal*) was replaced by a new administrative body, the Judicial Administration Body (*Organo de Administración Judicial*), and a Disciplinary Judicial Tribunal (*Tribunal de Disciplina Judicial*) was created. It is expected that new procedural rules will be enacted, as well as further modifications to the judicial branch.

We cannot predict how the implementation of the Recent Constitutional Reforms will affect us generally. Moreover, these and other legal and/or regulatory changes, reforms, or suspensions of currently applicable law could adversely affect our business, results of operations and financial condition.

Legislative or regulatory action with respect to tax and labor laws and regulations could adversely affect us

The Mexican government has in recent years implemented various changes to the laws applicable to Mexican companies, including us. For example, on April 23, 2021, a labor reform was published that amended the outsourcing provisions of the Mexican Labor Law (the "2021 Labor Reform"). The law significantly limits subcontracting and amends the profit-sharing rules. The law provided 90 days for employers to comply with the law but was later delayed until September 1, 2021. As a result of this reform, we were required to restructure the manner in which certain services were provided across our operating subsidiaries. Although we believe the steps taken to restructure our operations put us in compliance with the 2021 Labor Reform, we can provide no assurance that a review by the Ministry of Labor and Social Welfare (*Secretaría del Trabajo y Previsión Social*) would not require additional changes to our operations.

In addition, we are subject to Mexican federal, state and local tax laws and regulations. Mexican tax laws are subject to constant change and we cannot assure you that the Federal Government will not introduce and enact tax reforms or take other actions in response to economic, political or social conditions in Mexico that may adversely affect our business, financial condition, results of operations and prospects. Changes in state and local tax laws or regulations may result in an increase in our tax liability. If those changes occur, we may be required to pay additional taxes on our assets or income. These effects of increased tax costs cannot and have not been quantified, nor can we assure you that these reforms, once implemented, will not adversely affect our financial condition, results of operations and the amount of cash available for payments on the notes.

Any further reforms to the Mexican laws related to labor, social security, tax or other matters could have an adverse effect on our financial position and risks of operation.

Risk Factors Related to the Issuer

The Mexican government controls us and could limit our ability to satisfy our external debt obligations

The primary source of funds for us to make payments under the notes is our results of operations and cash flows. The notes do not grant in any way rights over the ownership, control or assets of the Issuer.

Pursuant to the Former CFE Law, in October 2014, we were converted from a decentralized public entity of the Mexican government into a state-owned productive company of the Mexican government. In addition, the Board of Directors was empowered to create additional subsidiary productive companies or participate in affiliates without the need to obtain approval from the Mexican Congress. We gained additional technical, managerial and budgetary autonomy, designed to allow us to compete with other companies participating in the Mexican energy sector. See "Comisión Federal de Electricidad—General Regulatory Framework." Notwithstanding this increased autonomy, we remained under the Mexican government's supervision and regulation, and the Minister of Energy acted as Chair of the Board of Directors. Our activities are monitored by the Ministry of Energy and the CNE, and our annual budget can be adjusted by the Mexican government in certain respects, as it has been adjusted in the recent past. The influence by the Mexican government may cause our business and activities to be driven by political factors that may not be aligned with increasing our efficiency and/or profitability. In addition, our financial condition target, expenditure and net debt ceiling are included in the overall public sector financing plans and expenditure budget, which requires the approval of the Mexican Congress. The maximum amount we may pay in connection with indebtedness incurred is fixed, on a yearly basis, by the Chamber of Deputies. As a result, our financing and payment capacity is directly aligned with that of the Mexican government, which could adversely affect our ability to make payments under any securities issued by us, including the notes. In addition, the Mexican government has the power, upon further amendment to the Mexican Constitution and applicable federal law, to reorganize us, including transferring of all or a portion of our assets to an entity not controlled by the Mexican government.

In October 2024, the Mexican government published the Second Energy Reform Decree in the Official Gazette, which, together with changes to secondary legislation under the 2025 Energy Reform, modified our legal nature and operational structure, including by changing our status from an *empresa productiva del Estado* (state-owned productive company) to an *empresa pública del Estado* (state-owned public company), the extinction of several of our operational subsidiaries, and the consolidation of such subsidiaries' operations into our own. We cannot predict

whether this reorganization, or any other reorganization implemented by the Mexican government in the future could adversely affect our operations, cause a disruption in our workforce or cause us to default on certain obligations. See "Comisión Federal de Electricidad—General Regulatory Framework."

Although we are wholly owned by the Mexican government, our financing obligations do not constitute obligations of the Mexican government, and the Mexican government does not guarantee or secure our obligations and has no obligation to pay the principal or interest on the notes in the event that we fail to make any such payments. In certain past debt restructurings of the Mexican government, our external indebtedness was treated on the same terms as the debt of the Mexican government and other public sector entities, and it may be treated on similar terms in any future debt restructuring. In addition, Mexico has in the past entered into agreements with official bilateral creditors to reschedule public sector external debt. The Mexican government's agreements with international creditors may affect our external debt obligations, including the notes.

Our operating costs may not be fully covered by our electricity rates, which are set by the Mexican government and, as a result, a reduction of our electricity rates could adversely affect our results of operations and financial condition

The Mexican government may set some of our consumer electricity rates at levels below our operating costs (if applicable, subject only to an inflation adjustment factor) in order to maintain the affordability of electricity, in particular with respect to our residential and agricultural customers, which rates will continue to be determined by the Mexican government pursuant to the Secondary Legislation.

To avoid absorbing the impact of subsidies granted to consumers by the Mexican government, through 2014 we were permitted to offset certain taxes through the "rate insufficiency" regime, which allowed us to transfer losses incurred from subsidized electricity rates to the Mexican government. The subsidy we currently receive is included in the *Presupuesto de Egresos de la Federación* ("Federal Budget") and transferred in ten monthly payments from February to November of each year. While the Electric Sector Law provides that regulated tariffs such as basic power supply, transmission and distribution should cover efficient operation, maintenance, financing and depreciation costs (as well as a reasonable profit), if the Mexican government maintains or continues to set some of our electricity rates at levels below our operating costs, we may be required to absorb the impact of the subsidies granted to consumers by the Mexican government and our business, financial condition and results of operations may be adversely affected. We can provide no assurances that we will not have to absorb such impact in the future and that, if we have to absorb it, our results of operations and financial position will not be adversely affected.

Any significant increase in fuel prices, or our inability to access fuel, could adversely affect our results of operations and financial condition

Our operations require substantial amounts of fossil fuel (fuel oil, natural gas, liquefied natural gas, coal and diesel), since a substantial percentage of our installed capacity for generation (including through the IPPs model) is derived from plants powered by these fuels. We purchase our fuel oil and natural gas from PEMEX and other suppliers through our commercialization subsidiaries both in Mexico and in the United States, at indexed prices pursuant to long-term (15-year) contracts awarded pursuant to an international bidding process. Fuel oil and natural gas, together, represented 83.8% of the cost of our fuels for the nine-month period ended September 30, 2025, excluding IPPs. As of September 30, 2025 and December 31, 2024, approximately 7.7% of our installed capacity relied on the use of coal. In October 2020, CFE formalized the purchase of two million tons of coal from 60 producers in the state of Coahuila. For the acquisition of the coal, a survey of 120 producers was conducted, with the support of the Deputy Ministry of Mining (*Subsecretaría de Minería*) and the Mexican Geological Service (*Servicio Geológico Mexicano*), to carry out on-site verifications, review of permits, application of questionnaires and verification of tax, labor and environmental obligations. From this survey and review, 75 potential suppliers were identified and we entered into contracts with 60 of them. These suppliers have been providing coal to CFE's generation subsidiaries since September 2020. 72% of this purchase was allocated to micro and small producers, 16% to medium producers and 12% to large producers. A small percentage of our generation plants use diesel fuel, which we purchase from PEMEX at prices regulated by the Mexican government.

Any variation in fuel prices could affect our results of operations and financial condition, since an increase in fuel prices has a direct impact on our net operating cost. For example, gas and power shortages in Texas caused by a severe freeze affecting the United States and Mexico in February 2021 significantly impacted natural gas prices. See "Summary—Recent Developments—Natural Gas Price Disruption" and "—Climate change, including extreme weather conditions, has in the past and may in the future adversely affect our operations and financial results."

Fluctuations in fuel prices are generally passed on to our industrial, commercial, public services (street lighting) and high consumption residential customers, which accounted for around 72.8% of electricity sales revenue during the nine-month period that ended September 30, 2025 and 74.9% of electricity sales during the year ended December 31, 2024. This pass-through is reflected via monthly rate adjustments based on the CNE's tariff methodology which indirectly reflects fuel costs as it considers energy costs for CFE and the evolution of local marginal prices. Despite these pass-through mechanics, we expect to remain exposed to fuel price fluctuation, given our use of imported natural gas. Further, we are not able to fully reduce our exposure to the volatility of fuel prices and such fluctuations may impact our results of operations and financial condition. Additionally, we could face a combination of increased fuel prices and depreciation of the Mexican peso, which could adversely affect our operational and financial results.

We import approximately 74.3% of our gas from the United States. If, as a result of any deterioration of Mexico's relationship with the United States or for any other reason, we were unable to access gas from the United States, our operations would be adversely affected.

We have substantial amounts of debt, and our substantial leverage could adversely affect our results of operations and financial condition

We have incurred and, pursuant to our capital expenditures program, will continue to incur substantial amounts of indebtedness. Neither the indenture governing the notes, nor any of our loan agreements, or the other documents governing our indebtedness contain covenants restricting the incurrence of indebtedness by us. However, because we are subject to certain budgetary controls by the Mexican government and the Mexican Congress, we may not be able to exceed limits on net indebtedness established for us, which are reevaluated annually by the Mexican Congress.

Our ability to repay our indebtedness, including the notes, depends primarily on our results of operations and cash flow. If our operating revenues and cash flows are significantly affected by any factor, including, for example, serious technical failures in the functioning of our generation facilities, or increases in fuel prices or labor costs, we may have difficulties making payments as they come due on our indebtedness, including the notes.

The occurrence of certain events could result in an obligation to prepay, or accelerate, our indebtedness

We have incurred indebtedness in Mexico and in the international markets that is subject to certain conditions that, if not met by us, could give rise to an obligation to prepay or an event of default under such indebtedness. For example, a mandatory prepayment event or an event of default under certain of our indebtedness may occur if (i) the Mexican government ceases to be our majority owner, (ii) we cease to be a state-owned public company authorized to generate, transmit and distribute electricity in Mexico or (iii) our share of the electricity market in Mexico with respect to other public sector entities were to be reduced below 75% (unless the Mexican government were to formally assume or guarantee all of our obligations). The Issuer would have an obligation to offer to repurchase such indebtedness, including the notes, early if the events described above were to occur, but we cannot assure you that we would have the resources available to do so if such an event were to occur. Moreover, if a mandatory prepayment event or an event of default under our indebtedness were to occur and our repayment obligations are accelerated, our business, financial condition and results of operations could be adversely affected.

The Mexican peso has been subject to significant devaluations against the U.S. dollar in the past, and Mexican government policies affecting the value of the Mexican peso could prevent us from paying our foreign currency obligations

Depreciation of the Mexican peso against the U.S. dollar and/or volatility in the financial markets could adversely affect our operational and financial results. In particular, a depreciation in the value of the Mexican peso relative to the U.S. dollar could increase our costs because our main raw materials are hydrocarbons, whose prices are referenced to the U.S. dollar. In addition, more than half of our debt, excluding lease liabilities (54.0% as of September 30, 2025, before hedging) is denominated in U.S. dollars or other foreign currencies (20.2% after hedging), and we may incur additional indebtedness denominated in U.S. dollars or other foreign currencies in the future. Future declines in the value of the Mexican peso relative to the U.S. dollar or other foreign currencies would increase our interest and repayment costs in Mexican pesos and may result in foreign exchange losses.

We are or may be involved in legal and regulatory proceedings that could result in unfavorable decisions and significant financial costs or penalties

We are exposed to claims that arise from our operations. We cannot assure you that these claims will be resolved in our favor or that, in the event of an adverse resolution, will not result in significant costs or penalties for CFE. In addition, responding to the demands of legal claims and responding to, or initiating proceedings may divert management's time and attention and significant amounts of our financial resources.

On August 23, 2024, Greenfield SPV I, S.A.P.I. de C.V. ("Greenfield"), Terminales Portuarias del Pacífico, S.A.P.I. de C.V. ("TPP") and Terminal Marítima de Carbón, S.A. de C.V. ("TMC"), filed a lawsuit against CFE and CFE Generación II in the Southern District of New York, seeking to recognize an arbitral award issued against CFE and CFE Generación II on May 28, 2024 by the London Court of International Arbitration, in an amount of approximately U.S.$40.4 million. The arbitral award stems from a dispute between the parties in respect of a contract signed in 2016 among Greenfield, CFE and TPP for the provision of coal transportation and storage services for the Plutarco Elías Calles thermoelectric plant in Guerrero, Mexico. CFE Generación II considered that the overstay of some vessels that transported the coal caused damages and losses, and for such reason decided to execute the operational guarantee granted by Greenfield, TMC and TPP. These parties did not agree with the decision adopted by CFE Generación II and initiated a commercial arbitration under the rules of the London Court of International Arbitration. CFE and CFE Generación II disagree with the substantive content of the award issued by the arbitral tribunal. We learned through press releases that, in September 2024, the consortium filed a lawsuit before a New York Court in order to have the arbitration award recognized and enforceable in the United States. These proceedings have been terminated, and the judgments against us were subject to a settlement agreement that is in the process of compliance.

We are a party in a contentious administrative proceeding against the Municipal Treasurer of the Municipality of Tecpatán, Chiapas, in connection with alleged unpaid land taxes. In 2024, the Mexican Supreme Court issued a ruling against us requiring us to pay an amount of Ps. 3.6 billion (U.S.$195.8 million) in connection with this matter. In 2025, we filed an appeal before the Supreme Court against its previous ruling, which is still pending to be resolved. We classify this proceeding as of probable risk of loss. We are defendant in a commercial proceeding brought by Generadora Fénix, S.A.P.I. de C.V., in which we consider the risk of an adverse outcome to be probable.

We are respondent in several international arbitration proceedings relating to infrastructure project contracts before the International Court of Arbitration of London and the International Chamber of Commerce. We consider the risk of adverse outcomes in three of these arbitrations to be probable and have duly presented our defenses against all claims. If any of these proceedings were to be resolved adversely to us, we may be required to satisfy arbitral awards, including the payment of damages or other relief, in amounts that could be material.

CFE International LLC, a subsidiary of CFE in the United States ("CFE International"), is also a party to various legal and arbitration proceedings. As of the date of this listing particulars, two arbitrations have been resolved in favor of CFE International and a settlement was reached in a third one. Other proceedings are pending to be resolved.

It is difficult to quantify the potential impact of these and other legal proceedings on CFE. We classify our risk of loss from legal proceedings as "probable," "possible" or "remote." We make provisions for probable losses but do not make provisions for possible and remote losses. However, the amounts involved in certain of the proceedings in which we believe our risk of loss is remote could be higher than expected and be substantial. In addition to the impact of any awards, fines, penalties or damages imposed as a result of claims against us, lawsuits against us may cause us to experience adverse media coverage, reputational harm and other collateral consequences as a result of such claims, and could lead to attempts on the part of other parties to pursue similar claims, all of which could also adversely impact us. Consequently, our losses could be significantly higher than the amounts for any provisions recorded in respect of legal claims against us.

If one or more final judgments are issued against us, including a final order enforcing any arbitral award against us under the proceedings referred to above, and such judgments are not, within 60 days after entry thereof, bonded, discharged or stayed pending appeal, or are not discharged within 60 days after the expiration of such stay, we could be in default under the indenture that governs the notes, which may, in turn, trigger cross-default provisions in our other debt instruments.

While we intend to defend these claims, we cannot assure you that the outcome of the proceedings will be favorable to us, nor can we guarantee that we will not be subject to further claims, lawsuits or legal proceedings related to these or any other matters which, if determined adversely to us, could have an adverse effect on our business, operations, or financial condition. In addition, there could be public announcements related to these proceedings or developments and, if investors perceive these results to be negative, it could have a substantial adverse effect on us.

The implementation of the Electric Industry Law Amendments may adversely affect us

The Electric Industry Law Amendments were subject to numerous *amparo* lawsuits before federal courts in Mexico. Ultimately, Mexico's Supreme Court determined that certain of the amendments were unconstitutional as they were deemed contrary to the principles of competition and free access to markets. However, the remaining provisions of the Electric Industry Law Amendments were considered constitutional and, thus, form part of the legacy regulatory framework. These constitutional provisions continue to apply to permit holders operating under permits granted pursuant to the Electric Industry Law. Following the enactment of the Electric Sector Law, any company applying for a new permit will be regulated under the Electric Sector Law instead. See "Comisión Federal de Electricidad—General Regulatory Framework—Electric Industry Law Amendments" for more information.

We cannot predict how the implementation of the Electric Industry Law Amendments will affect us generally. Moreover, these and other legal and/or regulatory changes, reforms, or suspensions of the applicable law could adversely affect our business, results of operations and financial condition.

We are subject to anti-corruption, anti-bribery and anti-money laundering laws. Our failure to comply with these laws could result in penalties, harm our reputation and have an adverse effect on our business, results of operations and financial condition

We are subject to anti-corruption, anti-bribery and anti-money laundering laws. Although we maintain policies and processes intended to comply with these laws, we cannot ensure that these compliance policies and processes will prevent intentional, reckless or negligent acts committed by our officers or our employees. If we, our officers or our employees fail to comply with any applicable anti-corruption, anti-bribery or anti-money laundering laws, we and our officers and our employees may be subject to criminal, administrative or civil penalties and other remedial measures, which could have material adverse effects on our business, financial condition and results of operations. Any investigation of potential violations of anti-corruption, anti-bribery or anti-money laundering laws by governmental authorities in Mexico or other jurisdictions could result in an inability to prepare our financial statements in a timely manner, including under certain circumstances the withdrawal of previously issued audited financial statements. This could adversely impact our reputation, ability to access the financial markets and ability to obtain contracts, assignments, permits and other government authorizations necessary to participate in our industry, which, in turn, could have adverse effects on our business, results of operations and financial condition.

Increased competition in the electricity sector could adversely affect our business and financial performance

As a result of the Energy Reform Decree and the enactment of the Secondary Legislation and the applicable regulations, electricity generation and commercialization are open to private sector participation and the new legislation allows high margin industrial and commercial consumers (licensed as qualified users) to purchase electricity from private qualified suppliers. Similarly, the Electric Sector Law allows mixed development schemes: (i) long-term production and (ii) mixed investment. Dispatch of power plants in the MEM is subject, by general rule, to an economic dispatch (*despacho ecónomico*) principle which essentially results in the most cost-efficient power plants (that is, the power plants with the lowest variable operation costs) being dispatched by the independent system operator (*i.e.*, CENACE) for purposes of the short-term energy market. The economic dispatch principle applies to power plants owned by private companies as well as power plants owned by state-owned public companies such as ours. In addition, private companies are allowed to enter into partnerships or agreements with us or the Ministry of Energy for the development, financing, construction and commissioning of transmission and distribution infrastructure . Also, under the regime of one of the former electricity laws, the *Ley del Servicio Público de Energía Eléctrica* (the Public Electricity Service Law, or the "LSPEE"), private companies were allowed to participate in the generation and supply of power to satisfy their own power needs or their shareholders' electricity requirements through grandfathered self-supply and cogeneration schemes. These grandfathered schemes still apply after the Energy Reform Decree. See "Comisión Federal de Electricidad —General Regulatory Framework—Private Participation in the Electricity Sector." This electricity sector structure could result in increased competition in some of the sectors in which we operate and could make it more difficult for us to hire and retain skilled personnel. If we are unable to compete successfully with

private-sector companies in these sectors, our results of operations and financial performance may be adversely affected.

The IPP schemes agreed upon under the previous legal framework, the LSPEE, will remain in effect until the corresponding terms or permits expire. After their expiration, they may not be renewed and the provisions of the Electric Sector Law will apply.

The expansion into any new area of the Mexican energy sector in which we have not been previously engaged will subject us to the expenses, difficulties and risks inherent in establishing a new line of business

From time to time we may expand into new areas within the Mexican energy sector in which we have not been previously engaged. Expansion into new businesses may present operating challenges different from those we currently encounter, and we cannot assure that new business initiatives will be successful enough to justify the time, effort, and resources that we devote to them or ultimately achieve profitability. In July 2024, the Mexican government transferred control of the telecommunications company Altán Redes, to CFE Telecomunicaciones e Internet para Todos, a former productive subsidiary which has been consolidated into CFE under the 2025 Energy Reform. The expansion into any new area of the Mexican energy sector will subject us to the expenses, difficulties and risks inherent in establishing a new line of business. Failure to successfully develop this or other new lines of business in conjunction with our existing operations may have an adverse effect on our business, financial condition and results of operations.

We may suffer from a significant interruption of service, which could adversely affect our results of operations and financial condition

Although we conduct a comprehensive maintenance program, we may not be able to prevent service interruptions due to technical or technological failures. Much of our equipment is installed outdoors and is subject to the varying weather conditions that affect Mexico from time to time. As a result, this equipment, including, in particular, our transmission towers and utility poles, often incurs weather-related damage as well as wear-and-tear from aging, which in certain instances causes electricity service interruptions for our customers. Furthermore, we may suffer from significant and prolonged interruptions of service in any one or more of our facilities due to natural disasters (*e.g.*, hurricanes, earthquakes, flooding, tsunamis and/or fires), epidemics (including, but not limited to, global health crisis, such as the COVID-19 pandemic), accidents, sabotage, terrorist acts, copper wire theft or failure of our technical systems or emergency maintenance plans, which could adversely affect our business, financial condition and results of operations.

Additionally, as demand for electricity in Mexico increases in the future, our ability to maintain the quality of our service and avoid service interruptions may depend in part on our ability to expand our labor force accordingly. However, because we are subject to certain budgetary controls, any expansion of our labor force is subject to the authorization of the Mexican government and the Mexican Congress. We cannot assure you that we will be able to obtain such authorization.

We are subject to environmental risks and possible claims and lawsuits inherent to the generation, transmission and distribution of electricity

There are environmental risks inherent to electricity generation, transmission, and distribution activities, and accordingly, we are subject to claims and lawsuits for damages arising from our operations. In particular, we are subject to environmental risks relating to the operation of our nuclear generation plant. Although we monitor the emissions of all our generation plants on a daily basis, we are subject to environmental audits ordered and performed by the *Procuraduría Federal de Protección al Ambiente* (Federal Environmental Protection Agency), which is part of the SEMARNAT, without prior notice, which could subject us to fines or remedial action. Furthermore, our nuclear facility is also subject to the regulation of the International Nuclear Regulators Association (INRA) and certain other international organizations.

Furthermore, a wide range of general and industry-specific Mexican federal and state environmental laws and regulations apply to our operations; these laws and regulations are often costly to comply with and could imply penalties in case of non-compliance. Such regulatory burden increases our costs as it may require significant capital expenditures. For instance, during the first quarter of 2022, the SEMARNAT enacted the Mexican official standard NOM-001-SEMARNAT-2021, replacing NOM-001-SEMARNAT-1996, and entered into force on March 11, 2023, and established the new maximum permissible levels of pollutants in wastewater discharged into national receiving bodies under the administration of the National Water Commission. The enactment of this new standard required the

implementation of specific compliance programs in our facilities in order to meet the new parameters and limits set forth therein. We are currently evaluating the impact of the enactment of this updated standard, which may affect our results of operations.

We maintain a general liability insurance policy (which includes environmental risk insurance) and a civil liability insurance policy for the operation of our nuclear plant; however, such coverage may not be adequate or available to protect us in the event of a claim, or our coverage could be canceled or otherwise terminated. A major claim for damages could have a material impact on our business, financial condition, results of operations or prospects.

Natural disasters, such as hurricanes, earthquakes or massive rain storms could adversely affect our operations, in particular the supply of energy to the affected regions. On September 8, 2017 and September 19, 2017, Mexico was hit by two powerful earthquakes that registered a magnitude of 8.2 and 7.1, respectively, on the Richter scale, resulting in loss of life and significant damage to the affected regions. Both earthquakes resulted in power outages in regions of Mexico in which we operate. In particular, because the epicenter of the September 19 earthquake was located about 100 miles away from Mexico City and near other highly populated cities in six other states, approximately 4.8 million consumers were affected by power supply disruptions. We were able to reestablish approximately 99% of power supply within four days of the September 19 earthquake.

On October 25, 2023, Hurricane Otis struck Mexico's Pacific coast, shaking the port of Acapulco, Guerrero. It was designated category 5, with maximum sustained winds of 270 kilometers/hour and a diameter of 400 kilometers, causing storm surges, flooding, landslides, and damage to residential, commercial, tourist, port, electrical, and road infrastructure. Otis destroyed 50 transmission lines, 29 substations, and one generation plant. While in total, 21 of our transmission lines collapsed, affecting 170 structures at 400 kV, 230 kV, and 115 kV, we were able to restore power in just 10 days and complete the final reconstruction of substations and transmission towers in less than five months.

On September 23, 2024, Hurricane John impacted the coast of Guerrero, and on September 27 of the same year, the coast of Michoacán, significantly affecting the states of Guerrero, Oaxaca, Michoacán, Jalisco, and Colima. We worked uninterruptedly and in close coordination with the civil protection authorities to rebuild the damaged electrical infrastructure, restoring service in just 49 hours.

On June 19, 2025, Hurricane Erick struck the state of Oaxaca as a category 3 storm, an environmentally significant event due to its occurrence and strength so early in the year.

While we have established contingency plans in place and insurance against some or all of these risks, we cannot assure you that we will be able to respond to the effects of future natural disasters in an effective manner or that our insurance coverage will be adequate.

Climate change, including extreme weather conditions, has in the past and may in the future adversely affect our operations and financial results

Our business has been, and in the future could be, affected by severe weather in areas where we or our suppliers operate, which could materially affect our operations and financial results. Extreme weather conditions such as hurricanes or flooding have in the past resulted in, and may in the future result in, the shutdown of our facilities, evacuation of our employees or activity disruptions at our client's well-sites or in our supply chain. In addition, impacts of climate change, such as sea level rise, fires, coastal storm surge, inland flooding from intense rainfall, freeze, and hurricane-strength winds may damage our facilities or disrupt our operations, or may lead to environmental damage, including harm to indigenous and other communities. For example, a recent severe freeze in the United States and Mexico caused gas and power shortages in Texas and significantly impacted natural gas prices. Any such extreme weather-related events may result in increased operating costs, litigation or decreases in revenue which could adversely affect our financial condition, results of operations and cash flows. See "—Any significant increase in fuel prices could adversely affect our results of operations and financial condition" and "—We are or may be involved in legal and regulatory proceedings that could result in unfavorable decisions and significant financial penalties." In addition, we had two major power outages caused by fires during April 2019 in the Yucatan Peninsula, and on December 28, 2020 in Tamaulipas, causing the interruption of electricity services. On October 25, 2023, Hurricane Otis, a category 5 storm, struck Acapulco, causing landslides, floodings, and a total blackout as Acapulco's power transmission and distribution lines were damaged. On June 19, 2025, Hurricane Erick struck the state of Oaxaca as a category 3 storm, an environmentally significant event due to its occurrence and strength so early in the year. We

cannot assure you that similar events may not occur in the future that could adversely affect our financial condition, results of operations and cash flows.

Unfavorable hydrologic conditions may adversely affect our operations

Our power generation activities depend, to a certain extent, on adequate flows and supplies of water and the regulation and management of water flows in order to avoid flooding in urban areas, as 17.0% of our total installed capacity as of September 30, 2025 was from hydroelectric sources. Hydrological conditions largely influence plant dispatch and generation and therefore affect our operations. In the event of adverse hydrologic conditions and if alternative sources of generation are not available to us at a low cost, our financial performance may be negatively affected.

We may not be successful in implementing our business strategies

As part of our overall business strategy, we plan to undertake new, or expand ongoing, projects. Such projects include, among others, improving our clean and renewable energy generation capabilities by modernizing certain existing plants, developing new clean energy generation plants and building new combined cycle plants, and further implementing green projects to improve the operational efficiency of our electricity transmission and distribution network. In addition, we continue to work towards achieving our sustainability objectives.

Because of inherent uncertainties affecting these initiatives, we are exposed to a number of risks and challenges, including, among others, the following:

- new and expanded business activities may require additional and unanticipated capital expenditures and increased regulatory compliance costs;
- new and expanded business activities may result in lower profits than we currently anticipate and there can be no guarantee that such activities will become profitable at the levels we desire or at all;
- new and expanded business activities may require us to obtain additional financing, which may not be available to us at all, or at attractive rates, and additional borrowings will increase our leverage;
- relations with the communities in which we operate or plan to expand our projects may deteriorate; and
- we may need to hire new personnel and/or retrain existing personnel to oversee and operate the relevant new business activities.

In addition, we may not be able to meet our goals relating to clean and renewable energy generation capabilities for a variety of factors, including since our actual allocation between installed capacity via "clean" sources and through other technologies based on fuel oil sources will depend in part on the global supply of such fuels and other pricing considerations, as well as increased reliance on our power plants as a result of recently amended dispatch rules.

Labor unrest, employee benefits obligations and labor-related lawsuits may adversely affect our business, financial condition and results of operations

As of September 30, 2025, approximately 78% of our employees were members of the SUTERM. Historically, our relationship with the SUTERM has been cordial and respectful despite our differing interests. Every two years, we renegotiate the terms of our *contrato colectivo* (collective bargaining agreement) with the SUTERM, while wages are reviewed and negotiated on an annual basis. On June 19, 2024 we entered into a new collective bargaining agreement with the SUTERM for the 2024-2026 term. This new collective bargaining agreement included modifications to employee pensions, salary and benefit increases, including a 5.1% increase in daily salaries and a 4.21% increase in pensions payable to retirees. In addition, as of September 30, 2025, we reported a liability of Ps. 441.9 billion (U.S.$24.0 billion) on our statement of financial position related to long-term employee benefits, which represented 21.45% of our total liabilities as of such date. We cannot guarantee that any modifications to the collective bargaining agreement with the SUTERM in the future will not have a material adverse impact on our results of operations and financial condition, nor assure the future stability of our relationship with the SUTERM. Any labor

related conflict with the SUTERM or material increases in benefits under any revision of existing labor laws may adversely affect our business, results of operations and financial condition.

Any inability to meet these obligations at any time in the future may result in labor unrest, which could adversely affect our business, financial condition and results of operations.

Further, we are subject to labor-related lawsuits filed against us by current and past employees. Although we have established reserves that we believe are sufficient to cover the risks associated with these lawsuits, we cannot guarantee that the assumptions underlying the establishment of our reserves will prove to be accurate, nor can we assure you that we will not become the subject of further lawsuits that may have an adverse effect on our business, results of operations and financial condition.

Our failure to timely file required financial information in Mexico may have adverse consequences

We are required, pursuant to the *Disposiciones de carácter general aplicables a las emisoras de valores y a otros participantes del mercado de valores* (General Provisions Applicable to Issuers of Securities and other Participants of the Mexican Stock Exchange), to publish our financial results in Mexico within specified timeframes.

Although delays of this type are infrequent and we have procedures in place to avoid similar delays, we cannot guarantee that unforeseen events or changes in accounting policies will not result in similar delays in the future.

We may be subject to interruptions or failures in our information technology systems, as well as to cyberattacks or other breaches of network or IT security

We rely on sophisticated information technology systems and infrastructure to support our business in accordance with industry standards. Although we regularly evaluate risks and update our systems, programs and infrastructure, our systems may be susceptible to outages due to fire, floods, earthquakes, power loss, telecommunications failures and similar events. The failure of any of our information technology systems may cause disruptions in our operations, adversely affecting our operations. We cannot assure you that our business continuity plans will be completely effective in the event of interruptions or failure of our information technology systems.

Furthermore, our technologies, systems and networks may become the target of cyberattacks or information security breaches that could result in the unauthorized release, misuse or loss of confidential information, or other disruption of our operations. Although we have not experienced any material loss related to cyberattacks or cybersecurity issues, there can be no assurance that we will not be the target of cyberattacks in the future that could adversely affect our operations or financial condition. In addition, if we fail to protect the privacy of customer and employee confidential data, we may be adversely affected. As cyber threats continue to evolve, we may be required to incur additional expenses to enhance our protective measures or to remediate any information security vulnerability.

Risk Factors Related to the Notes

The notes will contain provisions that permit CFE to amend the payment terms of the notes without the consent of all the holders

The notes will contain provisions regarding acceleration and voting on amendments, modifications and waivers that are commonly referred to as "collective action clauses." Under these provisions, certain key terms of one or both series of the notes may be amended, including the maturity date, interest rate and other payment terms, without the consent of all the holders. See "Description of the Notes—Meetings, Amendments and Waivers."

An active trading market for the notes may fail to develop, which could adversely affect the market prices and liquidity of the notes

Currently, there is no established trading market for the notes. Application has been made to have the notes admitted for listing on the Official List of Luxembourg Stock Exchange. Even if the notes become listed on such exchange, we may delist the notes from such exchange. If the notes fail to, or cease to be listed on the Luxembourg Stock Exchange, certain investors may not invest in, or continue to hold or invest in, the notes. A trading market for the notes may not develop, or if a market for the notes were to develop, the notes may trade at a discount from their initial offering price, depending upon many factors, including prevailing interest rates, the market for similar securities, general economic conditions and our financial condition. The initial purchasers are not under any obligation

to make a market with respect to the notes, and we cannot assure you that trading markets will develop or be maintained. Accordingly, we cannot assure you as to the development or liquidity of any trading market for the notes. If an active market for the notes does not develop or is interrupted, the market price and liquidity of the notes may be adversely affected.

We may choose to redeem the notes and you may be unable to reinvest the proceeds at the same or a higher rate of return

We may redeem the 2034 notes, in whole or in part, at any time or from time to time, prior to November 28, 2033 (two months prior the maturity date of the 2034 notes), by paying the redemption price on the outstanding principal amount of the 2034 notes to be redeemed as described in "Description of the Notes—Redemption and Purchase—Optional Redemption," plus accrued and unpaid interest thereon to the redemption date. On or after November 28, 2033 (two months prior the maturity date of the 2034 notes), we may redeem the 2034 notes, in whole or in part, by paying 100% of the principal amount of the 2034 notes to be redeemed, plus accrued and unpaid interest thereon to the redemption date. We may redeem the 2051 notes, in whole or in part, at any time or from time to time, prior to October 28, 2050 (three months prior the maturity date of the 2051 notes), by paying the redemption price on the outstanding principal amount of the 2051 notes to be redeemed as described in "Description of the Notes—Redemption and Purchase—Optional Redemption," plus accrued and unpaid interest thereon to the redemption date. On or after October 28, 2050 (three months prior the maturity date of the 2051 notes), we may redeem the 2051 notes, in whole or in part, by paying 100% of the principal amount of the 2051 notes to be redeemed, plus accrued and unpaid interest thereon to the redemption date. In addition, in the event of certain changes in Mexican tax laws or certain changes in the interpretation or application of such laws, we will have the right to redeem the notes of one or both series, in whole but not in part, prior to their maturity at a price equal to 100% of the outstanding principal amount of the notes to be redeemed plus accrued and unpaid interest to the redemption date (and Additional Amounts, if any). See "Description of the Notes—Redemption and Purchase—Redemption for Taxation Reasons." We may choose to redeem the notes at times when prevailing interest rates may be relatively low. Accordingly, you may not be able to reinvest the redemption proceeds in a comparable security with an effective interest rate as high as that of the notes being redeemed.

The notes are subject to certain transfer restrictions

The notes have not been and will not be registered under the Securities Act or any U.S. state or other securities laws, and we are not required to make and currently do not plan on making any such registration in the immediate future. Accordingly, the notes may not be offered or sold except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state or other securities laws, as applicable. Prospective investors should be aware that investors may be required to bear the financial risks of an investment in the notes for an indefinite period of time. See "Transfer Restrictions" for a full explanation of these restrictions.

Our credit ratings do not reflect all risks of investing in the notes

Our credit ratings are an assessment by the rating agencies of our ability to pay our debts as they mature. Consequently, actual or anticipated changes in our credit ratings generally affect the market value of the notes. The ratings do not constitute a recommendation to buy, sell or hold securities and may be revised or withdrawn at any time by the rating agency. Our credit rating from each rating agency should be evaluated independently of ratings by any other rating agencies.

Our current credit ratings and rating outlooks depend, in part, on economic conditions and other factors that affect credit risk and are outside our control, as well as assessments of the creditworthiness of Mexico.

Mexico's long-term public external indebtedness was downgraded in the spring of 2020 by each of the three major credit rating agencies. Subsequently, rating actions have reflected a stable-to-negative outlook amid global and domestic challenges. Most recently, Moody's affirmed Mexico's rating at Baa2 with a negative outlook on November 14, 2024, Fitch affirmed its BBB- rating with a stable outlook on April 16, 2025, and S&P reaffirmed its BBB rating with a stable outlook on September 5, 2025.

These ratings continue to reflect Mexico's moderate growth prospects, fiscal constraints, and exposure to external shocks. The outlook remains sensitive to global financial conditions, trade tensions, and domestic policy changes, including fiscal and energy sector reforms. However, there can be no assurances that Mexico's credit ratings

will be maintained or that they will not be downgraded, suspended or cancelled. Any credit rating downgrade, suspension or cancellation may have an adverse effect on our credit ratings in the future.

Changes in the interest rate environment could adversely impact the trading price of the notes

We expect that the trading price of the notes will depend on a variety of factors, including, without limitation, the interest rate environment.

If interest rates, or expected future interest rates, rise during the terms of the notes, the price of the notes will likely decrease. The condition of the financial markets and prevailing interest rates have fluctuated in the past and are likely to fluctuate in the future, which could have an adverse effect on the trading price of the notes. Because interest rates and interest rate expectations are influenced by a wide variety of factors, many of which are beyond our control, we cannot assure you that changes in interest rates or interest rate expectations will not adversely affect the trading price of the notes.

We are not subject to the bankruptcy laws of Mexico, and certain of our assets cannot be attached by creditors

The Issuer, as a state-owned public company of the Mexican government is not subject to the Commercial Bankruptcy Act and thus cannot be declared in *concurso mercantil* or bankrupt. Under applicable Mexican law, the Issuer may be liquidated and dissolved by the Mexican Congress if it determines that the Issuer ceases to fulfill the purpose for which the Issuer was created or for any other reason. In the event that the Issuer is liquidated and dissolved by the Mexican Congress, it is uncertain whether or to what extent the rights of holders of the notes would be honored. The Mexican government does not guarantee the notes and is not required to assume or make any payments under the notes.

Under the CFE Law, real property, movable assets and bank accounts owned by the Issuer are deemed to be property in the public domain, and under Articles 6 and 13 of the General Law of Public Property neither attachment prior to judgment nor attachment in aid of execution will be ordered by Mexican courts against our real property. As a result, a Mexican court would not recognize an attachment order against such assets. In addition, under the Electric Sector Law, the transmission and distribution of electric energy as a public service are reserved to the Mexican government, through us, and to that extent, the assets related thereto may be subject to immunity. As a result, the ability to enforce judgments against the Issuer or the guarantors in the courts of Mexico may be limited.

The Issuer has irrevocably submitted to the jurisdiction of the U.S. federal courts located in the Borough of Manhattan in The City of New York and, to the extent permitted by law, has waived immunity from the jurisdiction of these courts in connection with any action based upon the notes brought by any holder of notes. However, a holder of notes would not be able to enforce that judgment against the Issuer's property in the United States except under the limited circumstances specified in the Foreign Sovereign Immunities Act. Moreover, most of the Issuer's assets are located in Mexico, not in the United States. Therefore, even if a U.S. judgment against the Issuer or the guarantors were obtained, and an action to enforce that judgment were to be brought in Mexico, or an action seeking to enforce the obligations of the Issuer under the notes were brought against us in Mexico, satisfaction of those obligations may be made in Mexican pesos, pursuant to the laws of Mexico, at the rate of exchange in effect on the date on which payment is made. This rate of exchange is currently determined by *Banco de México* every business day in Mexico, based on an average of wholesale foreign exchange market quotes, and is published on *Banco de México*'s website (www.banxico.org.mx) and the following business banking day in the Official Gazette.

Holders of the notes may not be able to enforce civil liabilities against us or our directors and officers

The Issuer is a state-owned public company of Mexico. While the Issuer has irrevocably submitted to the jurisdiction of the federal courts located in the Borough of Manhattan in The City of New York and, to the extent permitted by law, has waived immunity from the jurisdiction of these courts in connection with any action based upon the notes brought by any holder of notes, the Issuer has reserved the right to plead immunity under the Foreign Sovereign Immunities Act in actions brought against the Issuer under the U.S. federal securities laws or any U.S. state securities laws. Unless the Issuer waives its immunity against such actions, a U.S. court judgment could be obtained against the Issuer only if a U.S. court were to determine that the Issuer is not entitled to sovereign immunity under the Foreign Sovereign Immunities Act with respect to that action.

The Issuer's directors and officers, as well as certain experts named in this listing particulars, reside outside the United States, and all or a substantial portion of their assets are located outside of the United States. As a result, it

may not be possible for holders of the notes to effect service of process outside Mexico upon the Issuer, its directors or officers, or those experts, or to enforce against such parties' judgments of courts located outside Mexico predicated upon civil liabilities under the laws of jurisdictions other than Mexico, including judgments predicated upon the civil liability provisions of the U.S. federal securities laws or other laws of the United States.

Mexican law does not require us to pay our foreign-currency judgments or foreign currency-denominated liabilities in a currency other than Mexican pesos

Although our obligations to pay U.S. dollars outside Mexico are valid and enforceable, under Article 8 of the Mexican *Ley Monetaria de los Estados Unidos Mexicanos* (Mexican Monetary Law), if proceedings are brought in Mexico seeking to enforce in Mexico our obligations under the notes, whether as a result of an initial action before Mexican courts or in connection with the enforcement of a judgment issued by a non-Mexican court through a Mexican court, we would not be required to discharge such obligations in Mexico in a currency other than Mexican currency. Pursuant to such Article 8, an obligation that is payable in Mexico in a currency other than Mexican currency may be satisfied in Mexican currency at the rate of exchange in effect on the date and in the place payment occurs. Such rate currently is determined by *Banco de México* every business banking day in Mexico and published the following business banking day in the Official Gazette. It is unclear, however, whether the applicable rate of exchange applied by the Mexican court to determine the Mexican judgment currency is the rate prevailing at the time when the judgment is rendered or when the judgment is paid. Provisions that purport to limit our liability to discharge our obligations in Mexican currency as described above, or to give any party an additional course of action seeking indemnity or compensation for possible deficiencies arising or resulting from variations in rates of exchange, will not be enforceable in Mexico.

Payment dates with respect to the notes shall be determined in accordance with the time zone applicable to The City of New York

All payment dates with respect to the notes, whether at maturity, upon earlier redemption or on any interest payment date, shall be determined in accordance with the time zone applicable to The City of New York. Because of time-zone differences, the interest payment date on which we make payment may not be the same business day in the applicable jurisdiction of the relevant holder of notes. In addition, deliveries, payments and other communications involving the notes are likely to be carried out through Euroclear and Clearstream, which means such transactions can only be carried out on days when those systems are open for business. Those systems may not be open for business on days when banks, brokers and other institutions are open for business in the United States.

Trading in the clearing systems is subject to minimum denomination requirements

The terms of the notes provide that notes will be issued in minimum denominations of U.S.$200,000 and multiples of U.S.$1,000 in excess thereof. It is possible that the clearing systems through which the notes are held may process trades which could result in amounts being held in denominations smaller than the minimum denomination. If definitive notes are required to be issued in relation to such notes in accordance with the provisions of the relevant global note, a holder who does not have the minimum denomination or any integral multiple of U.S.$1,000 in excess thereof in its account with the relevant clearing system at the relevant time may not receive all of its entitlement in the form of definitive notes unless and until such time as its holding satisfies the minimum denomination requirement.

USE OF PROCEEDS

We estimate that the net proceeds from the sale of the notes, after payment of the initial purchasers' service fees, but before estimated expenses payable by us, will be approximately U.S.$1,495,095,000.

We intend to use the net proceeds from the 2034 notes to refinance existing debt, including the repayment of certain of our short- and medium-term debt, the redemption of our 4.750% Notes due 2027 and the repurchase of our 4.688% Notes due 2029, 6.125% Notes due 2045 and 6.264% Notes due 2052 tendered and accepted for purchase in the Tender Offer. We intend to use the net proceeds from the 2051 notes to finance certain long-term infrastructure projects in accordance with Mexican laws and regulations applicable to us.

Certain of the initial purchasers and/or their affiliates may hold positions in any outstanding debt securities that we may elect to redeem or repurchase, including the 2027 Notes, 2029 Notes, 2045 Notes and 2052 Notes.

CAPITALIZATION

The following table sets forth our short-term debt and our capitalization on an actual basis as of September 30, 2025 and as adjusted to reflect the issuance and sale of the notes, and the use of proceeds therefrom.

	As of September 30, 2025			
	Actual (in millions of Mexican pesos)	Actual (in millions of U.S. dollars)(1)	As Adjusted for this Offering (in millions of Mexican pesos)	As Adjusted for this Offering (in millions of U.S. dollars)(1)
Debt				
Current portion of long-term debt	125,012	6,801	125,012	6,801
Current portion of the lease of plants, installation, equipment and PIDIREGAS(2)	14,659	797	15,119	822
Total short-term debt	**139,672**	**7,598**	**140,131**	**7,623**
Long-term documented debt(3)	277,331	15,087	258,954	14,087
Long-term leases of plants, installation, equipment and PIDIREGAS	70,255	3,822	70,258	3,822
6.045% Notes due 2034 offered hereby(4)	—	—	18,383	1,000
6.500% Notes due 2051 offered hereby(4)(5)	—	—	8,732	475
Total long-term debt	**347,585**	**18,909**	**356,326**	**19,384**
Total debt	**487,257**	**26,507**	**496,458**	**27,007**
Equity				
Accumulated results	(88,771)	(4,829)	(88,771)	(4,829)
Contributions from the Mexican government	30,488	1,659	30,488	1,659
Contributions in kind received from the Mexican government	94,249	5,127	94,249	5,127
Other comprehensive income	642,178	34,934	642,178	34,934
Non-controlling interest	21,170	1,152	21,170	1,152
Total equity	**699,314**	**38,042**	**699,314**	**38,042**
Total capitalization (total debt plus total equity)	**1,186,570**	**64,549**	**1,195,771**	**65,049**

(1) Mexican peso amounts have been translated into U.S. dollars, solely for the convenience of the reader, at the Mexican peso/U.S. dollar exchange rate of Ps. 18.38 = U.S.$1.00, as published in the Official Gazette on September 29, 2025 for payment obligations due on September 30, 2025.

(2) As adjusted columns include the first amortization payment on the 2051 notes, since the 2051 notes will be reflected as long-term PIDIREGAS debt in our financial statements.

(3) As adjusted columns assume (i) the redemption in full of the outstanding 2027 Notes in the aggregate principal amount of U.S.$489.3 million (equivalent to Ps. 8,993.3 million) and (i) the tender, acceptance and repurchase of U.S.$500 million (equivalent to Ps.9,191.3 million) aggregate principal amount of the 2029 Notes, 2045 Notes and 2052 Notes tendered and in the Tender Offer. See "Summary—Recent Developments—Redemption of 2027 Notes" and "Summary—Recent Developments—Concurrent Tender Offer."

(4) Does not include issuance costs.

(5) As adjusted columns exclude the first amortization payment on the 2051 notes, which is reflected as short-term debt as described in note (2) above.

Except as set forth above, there has been no material change to our capitalization since September 30, 2025.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis is based on and should be read in conjunction with our annual financial statements and interim financial statements and related notes thereto included elsewhere in this listing particulars and should also be read in conjunction with "Presentation of Financial Information," "Summary—Summary Financial and Operating Information" and other financial information contained in this listing particulars.

We prepare our financial statements in accordance with IFRS, which require our management to make certain estimates and assumptions to determine the valuation of certain items included in our financial statements and to make the appropriate disclosures therein. Although actual results may differ from such estimates, our management believes that the estimates and assumptions used were adequate under the circumstances.

Significant Accounting Policies

The following is a summary of the significant accounting policies that we follow in preparing our financial information, including our financial statements included herein. See Note 3 to our 2024 annual financial statements and Note 3 to our interim financial statements for more information about our significant accounting policies.

Basis of Consolidation

Our unaudited interim financial statements include our subsidiaries and trusts, and our 2024 annual financial statements include our subsidiaries over which we exercised control and which were absorbed by us and became operating segments as described in Note 1(i) to our 2024 annual financial statements as a result of the enactment of the CFE Law. We are deemed to have control over an entity when we have the power to decide on that entity's relevant activities, are exposed to, or have rights to, variable returns from our involvement with that entity, and have the ability to affect those returns through our power over the entity.

Non-controlling Interest

Changes in our ownership interest in a subsidiary that do not result in a loss of control are recorded as equity transactions.

Transactions in Foreign Currency

Foreign currency-denominated transactions are recorded at the current exchange rate on the date on which they are carried out. Foreign currency monetary assets and liabilities are valued in local currency at the exchange rate in effect at the date of the financial statements. Foreign exchange fluctuations are recorded as profit or loss as part of our financing cost.

Cash and Cash Equivalents

Cash and cash equivalents are represented by cash, bank deposits, and temporary and short-term investments. Cash and bank deposits are presented at nominal value and returns on these investments are recognized in the income statement as they accrue. Marketable investments with short-term maturities are valued at fair value.

Financial Instruments

Financial assets (except for accounts receivable that do not contain a significant financing component) or financial liabilities are initially recorded at fair value plus, in the case of items not measured at fair value through profit or loss, the transaction costs that are directly attributable to the purchase or issuance.

IFRS 9 "Financial Instruments" establishes the requirements for the recognition and measurement of financial assets, financial liabilities and other purchase or sale contracts for non-financial items.

Derivative Financial Instruments and Hedge Accounting

Derivative financial instruments are recognized at fair value in the statements of financial position. The fair value of derivative financial instruments is determined using generally accepted valuation techniques. According to

the risk strategy, we enter into derivative financial instruments contracts to mitigate foreign exchange and interest rate risks through interest rate swaps, cross-currency swaps and foreign exchange forwards.

Additionally, in recent years, fuel prices have seen volatility. In order to reduce price risk, we have contracted derivative financial instruments on natural gas that seek to reduce volatility. The hedging strategy in the case of natural gas derivatives was designed to mitigate the impact of potential price increases.

The effectiveness of derivative financial instruments designated as hedges is assessed prior to designation and throughout the hedging period, depending on the features of the hedge. When the hedge is not highly effective, hedge accounting ceases to apply to the prospectively identified derivative financial instruments.

We discontinue hedge accounting when the derivative expires, is terminated or exercised, when it is no longer highly effective in achieving offsetting changes in the fair value or cash flows attributable to the hedged item, or when we decide to cancel the hedging designation. Gains or losses recognized in other comprehensive income and accumulated in equity remain in equity and are recognized when the forecast transaction is ultimately recognized in profit or loss.

The effective portion of the changes in the fair value of derivative financial instruments designated as cash flow hedges is recognized in equity under other comprehensive income items, while the ineffective portion is recognized in profit or loss. The effective portion recognized in equity is recycled to profit or loss at the time in which the hedged item affects the result and is presented in the same item of said statement where the corresponding primary position is presented.

Hedging policies establish that those derivative financial instruments that do not qualify to be treated as hedges are classified as instruments held for trading purposes, so changes in fair value are immediately recognized in profit or loss.

Finance Income and Finance Costs

Finance income and finance costs include:

- interest income;
- interest expense;
- the foreign currency gain or loss on financial assets and financial liabilities;
- impairment losses (and reversals) on investments in debt securities carried at amortized cost or fair value through other comprehensive income;
- interest expense on lease liabilities;
- hedge ineffectiveness recognized in profit or loss; and
- the reclassification of net income and losses previously recognized in other comprehensive income on cash flow hedges of interest rate risk and foreign currency risk for borrowings.

Interest income or expense is recognized using the effective interest method. Dividend income is recognized in profit or loss on the date on which our right to receive payment is established.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortized cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortized cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying

the effective interest rate to the amortized cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

Inventory of Operating Materials

Inventories of operating materials are recorded at the lower of their acquisition cost or net realizable value. Operating materials inventory unit costs are calculated using the average cost method.

When required, we record provisions to recognize write-downs in the value of our inventories due to impairment, obsolescence, low turnover and other circumstances that indicate that the recovery values of the inventories are less than their carrying amounts.

Plants, Facilities and Equipment

I. Recognition and Initial Measurement

Plants, facilities and equipment are initially measured at acquisition cost. Plants, facilities and equipment in operation, used for the generation, transmission and/or distribution of electricity are recognized in the statement of financial position at their revalued amount, and fair value is determined as at the revaluation date, less any accumulated depreciation and impairment losses. We periodically review the fair values of our plants, facilities and equipment in operation, and every five years we evaluate the need to revalue our assets to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the end of the reporting period.

Any increase in the revaluation of plants, facilities and equipment is recognized as a revaluation surplus in other comprehensive income, except when such increase reverses a revaluation deficit of the same asset previously recognized in profit or loss, in which case the increase is recognized in profit or loss to the extent that it reduces the expense of the previous loss. Any decrease in the carrying amount resulting from the revaluation of such plants, facilities and operating equipment is recognized in profit or loss to the extent that it exceeds the revaluation surplus, if any.

Borrowing costs incurred in both direct and general financing in construction in progress over a period of more than six months are capitalized as part of the cost of the asset.

In addition to the purchase price and costs directly attributable to the process of preparing the asset, the cost also includes estimated costs for the dismantling and removal of the asset, as well as for the restoration of the location of such assets, where such an obligation exists.

Fair value of the long-term assets of the generation, transmission and distribution plants is determined through the income approach using the discounted cash flow method, this technique reflects current market expectations about future income and expenses.

For the measurement at fair value of plants, installations and equipment, the income and expenses (in the case of generation, the Plexus Simulation Model is used), taking into account the capacity of the power plants to generate economic benefits through the utilization of the asset in its maximum and best use, by eliminating or incorporating the variable costs that the purchaser of the power plants would or would not incur, such as the elimination of legacy contracts and labor obligations of retired workers, and the incorporation of hydraulic concessions, among other variables.

II. Depreciation

Depreciation of plants, facilities, and equipment in operation is calculated on the fair value or acquisition cost, as applicable, using the straight-line method over the estimated useful lives of the assets, beginning the month after the assets are available for use. On the subsequent sale or disposal of a revalued property, the attributable revaluation surplus remaining in the asset revaluation reserve is transferred directly to retained earnings.

Depreciation of plants, facilities and equipment in operation is recognized in profit or loss. On the subsequent sale or disposal of a revalued property, the attributable revaluation surplus remaining in the asset revaluation reserve is transferred directly to retained earnings.

Depreciation rates based on the useful lives of the assets, determined by our specialized technicians are as follows:

	Useful Life (Years)
Geothermal power plants	27 to 50
Steam power plants	34 to 75
Hydroelectric power plants	40 to 80
Internal combustion power plants	34 to 75
Turbogas and combined-cycle power plants	34 to 75
Photovoltaic power plants	20
Nuclear power plants	40
Substations	39 to 75
Transmission lines	34 to 75
Distribution networks	30 to 59

We periodically evaluate the useful lives, depreciation methods, and residual values of our plants, facilities and equipment. In the event of changes in the estimates used, the related effects are recognized prospectively.

When the plant, facilities and equipment items are comprised of various components, and their useful lives are different, the significant individual components are depreciated over their estimated useful lives. Maintenance and minor repair costs and expenses are recognized in profit or loss when they are incurred.

III. Property and Assets for Offices and General Services

Property and assets for offices and general services are depreciated at the following rates:

	Useful Life
	Years
Buildings	20
Office furniture and equipment	10
Computer equipment	4
Transportation equipment	4
Other assets	10

Land is not depreciated.

An item of plant, facilities and equipment is derecognized upon disposal or when no future economic benefits are expected from its continuing use. The gain or loss on the sale or disposal of an item of property, plant and equipment is calculated as the difference between its net selling price and its net carrying amount and is recognized in the income statement.

IV. Subsequent expenditure

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognized in profit or loss as incurred.

Intangible Assets and Other Assets

Intangible assets acquired separately are recognized at cost and we estimate the useful life of each intangible asset. Intangibles with an indefinite useful life are classified as intangible assets with indefinite useful lives, mainly rights of way.

The other assets line item is largely comprised of security deposits provided under real estate leases, as well as guarantees provided to third parties under agreements for goods and/or services provided.

Employee Benefits

We provide various employee benefits to our employees that for purposes of the financial statements are classified as short-term benefits, direct employee benefits and pension benefits, seniority premiums and termination benefits.

Short-term direct employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if we have a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Direct employee benefits.

Direct employee benefits are determined based on services provided and considering the current salaries of employees. The related liability is recorded as the benefits accrue. Direct employee benefits are mainly comprised of productivity incentives, vacation days, vacation premiums, seniority bonuses and awards granted to our temporary, contingent and permanent staff.

Pension benefits and other benefits.

We provide retirement pensions to our employees.

A defined benefit pension plan is given to employees who started their employment relationship on or before August 18, 2008, and a defined contribution pension plan applies to our employees whose employment started on or after August 19, 2008.

Obligations for contributions to defined contribution plans are expensed as the related service is provided. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in future payments is available.

In addition, there are defined contribution pension plans established by the Mexican government, to which we must make contributions on behalf of workers. The pension costs for defined contribution pension plans are recognized in our results as incurred and are calculated by applying the percentages indicated in the relevant regulations on the amount of wages and eligible wages, and deposited in the retirement fund chosen by our employees and the Mexican Social Security Institute.

According to the Mexican *Ley Federal del Trabajo* (Federal Labor Law), there is a requirement to provide for a seniority premium as well as to make certain payments to staff for terminations under certain circumstances.

We recognize the cost of pensions, seniority premiums and termination benefits based on independent actuarial computations applying the projected unit credit method using assumptions net of inflation.

The cost of defined contribution pension plans is recognized in profit or loss as they are incurred.

Our net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

Defined benefit plans

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for us, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

The new measurements of the net defined benefit liability, which include actuarial gains and losses, the return on plan assets (excluding interest), and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in other comprehensive income. We determine the net interest expense (income) on the defined benefit

liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the net defined benefit liability (asset), considering any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. The net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in profit or loss. We recognize gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Termination benefits

Termination benefits are expensed at the earlier of when we can no longer withdraw the offer of those benefits and when we recognize costs for restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

Income Tax

Income tax expense comprises current and deferred tax.

I. Current Tax

CFE and former subsidiaries

As of December 31, 2024, CFE and its former subsidiaries recorded the current tax payable corresponding to our annual return for early fiscal year-end closing with figures from January 1 to October 31, 2024, fulfilling our tax obligation under the Title II regime of the *Ley del Impuesto Sobre la Renta* (Income Tax Law). However, as of November 1, 2024, we are no longer subject to income tax.

Affiliated entities

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years.

The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. This is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if certain criteria are met.

II. Deferred Tax

CFE and former subsidiaries

Deferred tax is measured using tax rates that have been approved, or whose approval process is substantially complete, at the filing date.

Since tax credits and deductible temporary differences no longer have the possibility of being deductible due to the lack of future taxable profits against which they can be used, under the tax regime in which they are taxed, CFE and its former subsidiary companies do not recognize deferred tax assets or liabilities as of December 31, 2024.

Affiliated entities

Income tax expense comprises current and deferred tax.

Current-year income tax is recognized as a short-term liability, net of prepayments made during the year.

Deferred tax is recognized using the asset and liability method, based on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes at the date of the consolidated statement of financial position.

Deferred tax is measured at the tax rates that are expected to be in force when the assets materialize or the liabilities are settled using tax rates enacted or substantively enacted at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be used. Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred taxes are recognized in profit or loss except for the items related to other comprehensive income.

Revenue Recognition

Our revenue recognition policies are as follows:

Sale of electricity: revenue is recognized when the electricity is delivered to the customers, which is considered to be the point in time at which the customer accepts the electricity and the risks and benefits related to the transfer of ownership. Other criteria applied for revenue recognition include that: (i) both the revenue and costs can be reliably measured by the entity, (ii) it is probable that the economic benefits associated with the transaction will flow to the entity and (iii) the entity does not retain continuing involvement over the goods sold.

IFRS 15 "Revenue from Contracts with Customers" establishes a complete conceptual framework for determining whether to recognize income from ordinary activities, when to recognize it and in what amount. This standard replaced the existing revenue recognition guideline, including IAS 18 "Income from Ordinary Activities," IAS 11 "Construction Contracts" and IFRIC 13, on January 1, 2018.

Under IFRS 15, revenue is recognized when the performance obligation is satisfied. Among other requirements, IFRS 15 requires that the collectability of a contract be reasonably assured to be able to recognize the revenue under that contract. We determined that certain divisions have problems related to regularization of rates and social resistance, and our customers in those divisions no longer have the capacity or willingness to pay the amounts owed. We reassessed our contracts with those customers and have preliminarily determined that they do not meet the revenue recognition requirement prescribed by IFRS 15.

Sale of fuel: revenue is recognized when the fuel is delivered to customers.

Transmission and distribution services: revenue is recognized over time, as the public electricity transmission and distribution services are provided.

Third-party contributions: revenue from contributions received from customers to connect them to the national transmission and distribution grids is recorded in the statement of comprehensive income after their request is satisfied. This revenue is included under other revenue.

Revenue from subsidies: revenue from subsidies received from the Ministry of Finance is recognized when we receive the subsidies.

Leases

Our lease recognition policies are as follows:

We have right-of-use assets which are deemed to be leases under IFRS 16 "Leases" derived from our contracts with creditors for rentals of office space, furniture, reserved capacity gas pipelines for a fixed price, as well as contracts with independent power generation plants that provide power generation services to us.

At contract inception, we assess whether the contract is, or contains, a lease. A contract is, or contains, a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, we use the definition of a lease included in IFRS 16.

As a Lessee

At inception or reassessment of a contract that contains a lease component, we allocate the consideration in the contract to each lease on the basis of their relative stand-alone prices. However, for the leases of property we have elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

We recognize a right-of-use asset and a lease liability at the commencement date of the lease. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to us by the end of the lease term or the cost of the right-of-use asset reflects that we will exercise a purchase option.

In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, our incremental borrowing rate. Generally, we use our incremental borrowing rate as the discount rate

We determine its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that we are reasonably certain to exercise, lease payments in an optional renewal period if it is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless we are reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in our estimate of the amount expected to be payable under a residual value guarantee, if we change our assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

We present right-of-use assets that do not meet the definition of investment property in ‘property, plant and equipment’ and lease liabilities in ‘loans and borrowings’ in the statement of financial position.

Short-term leases and leases of low-value assets

We have elected not to recognize right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. We recognize the lease payments associated with those leases as an expense on a straight-line basis over the lease term.

As a Lessor

We recognize lease payments received from operating leases as income on a linear basis during the lease term as part of other income.

Generally, the accounting policies applicable to us as a lessor in the comparative period were not different from IFRS 16, except for the classification of the sublease entered into in the current reporting period, which resulted in a classification of a finance lease.

Transactions with Mexican Federal, State and Municipal Governments

The main transactions carried out with the Mexican federal, state and municipal governments and their accounting treatment are as follows:

(1) Transactions with the Mexican government:

- Invested equity. In accordance with the CFE Law and the Mexican *Ley de Ingresos de la Federación para el Ejercicio Fiscal 2024* (the "Federal Revenue Law"), the Ministry of Finance can impose a dividend payment on the invested equity which, if applicable, should be paid to the Mexican government and recorded as a decrease in equity. Similarly, the executive branch of the Mexican government can determine its reinvestment annually in entities as an equity contribution for us. The Federal Revenue Law for 2024 does not contemplate a dividend payment to the Mexican government.

- Subsidy. Certain electricity rates have been historically set at levels below our operating costs. To avoid absorbing the impact of subsidies granted to consumers by the Mexican government, we receive transfers from the Mexican government to compensate for the subvention of such electricity rates.

Subsidy

	Nine-month Period Ended September 30,		Year Ended December 31,		
	2025	**2024**	**2024**	**2023**	**2022**
	(in millions of Mexican pesos)				
Subsidy paid by the Mexican government	76,325.0	73,423.3	81,581.4	76,624.8	82,186.7

(2) Transactions with Mexican state and municipal governments:

Beginning on January 1, 2017, contributions received from the Mexican state and municipal governments to connect a customer to the grid and provide electricity are recorded as deferred income and recognized as income in the consolidated statement of comprehensive income once we have concluded the customer connection to the grid. Once connected, certain customers are able to select between us or our competitors to supply electricity.

Provisions

Accrued liabilities are recognized when there is a present obligation, either legal or assumed, which is the result of a past event, that is likely to require the use of economic resources to settle the obligation and can be reasonably estimated.

In cases where the effect of the value of money over time is important, the amount of the provision is discounted to present value, based on disbursements we estimate will be required to settle the obligation in question. The discount rate is before tax and reflects market conditions at the time of our statement of financial position and, where appropriate, the risks specific to the liability. In the case of contingent liabilities, we recognize the corresponding provision only when an outflow of resources for its settlement is probable. In this case, the increase in the provision is recognized as financing cost.

Measurement of Fair Values

A number of our accounting policies and disclosures require the measurement of fair values for both financial and non-financial assets and liabilities. We have an established control framework with respect to the measurement of fair values. This includes a valuation team that has overall responsibility for overseeing all significant fair value measurements and reports directly to the CFO.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of IFRS, including the level in the fair value hierarchy in which the valuations should be classified.

Factors Affecting our Revenue and Expenses

Our revenues and expenses are principally affected by economic conditions in Mexico, changes in the price of fuel oil and natural gas, fluctuations in the prevailing interest rates and changes in foreign exchange rates.

Economic Conditions in Mexico

Because our operations, facilities and customers are located in Mexico, we are affected by general economic conditions in the country. In particular, the general performance of the Mexican economy affects demand for electricity, and inflation primarily affects our business by leading to increases in wages and other operating costs, while at the same time reducing our net income if electricity prices do not increase at the same pace as inflation.

During 2022, GDP growth increased by 3.7% as compared to 2021, primarily due to an overall increase in industrial activities in the country, with a particular increase in manufacturing, construction, mining, energy and hydroelectric power, which was partially offset by an increase in inflation and a decline in economic activity in the United States. During 2023, GDP growth increased by 3.1% as compared to 2022, primarily due to the stability in industrial activities, mainly driven by an activity increase in the construction sector (public and private) and nearshoring. In 2024, Mexican GDP increased by 1.1% as compared to 2023, primarily due to a slowdown in external demand and persistent weakness in industrial production, partially offset by moderate growth in services and agricultural activities. Finally, during the nine-month period ended September 30, 2025, GDP growth decreased by 0.2% in annualized terms as compared to the same period in 2024, primarily due to a contraction in industrial activity, particularly manufacturing and construction, amid global uncertainty and weaker domestic investment.

In general, higher GDP per capita has led to higher energy consumption per capita. Given median income levels in Mexico, there is a high potential for strong electricity demand growth in the future. According to the Ministry of Finance, Mexico's GDP is estimated to grow within a range of 0.5% and 1.5% for 2025, 1.8% and 2.8% for 2026, and 1.5% and 2.5% for the period of 2027 to 2031. Future demand is expected to be driven by the projected GDP growth, which we believe places Mexico in a unique position compared to the rest of the OECD countries.

The following table sets forth the year-over-year changes in Mexico of various economic indicators, including GDP, the national consumer price index, the national producer price index, merchandise export growth and interest rates, as well as a comparison of these changes to the changes in the demand for electricity in Mexico for the years indicated.

Selected Economic Indicators for the Years Ended December 31, 2020 through 2024 and the Nine Months Ended September 30, 2025

	2020	2021	2022	2023	2024	September 30, 2025[4]
Real GDP* (% change)[1]	(8.6)	7.0	3.7	3.1	1.1	(0.2)
National consumer price index (% change)[2]	3.2	7.4	7.8	4.7	4.2	3.7
National producer price index without oil (% change)[1]	4.1	9.3	5.3	1.4	7.4	3.4
Merchandise export growth without oil (% change)[1]	12.8	9.3	3.5	0.4	6.0	14.8
Interest rates (average% based on 28-day Cetes)[2]	5.3	4.4	7.7	11.1	10.7	8.5
Change in Electricity Demand in Mexico (% change)[3]	(2.4)	3.2	4.0	3.5	1.9	0.3

* Seasonally adjusted figures.
(1) *Source:* INEGI.
(2) *Source*: *Banco de México.*
(3) *Source*: CENACE.
(4) Represents the percentage change relative to the same period of the prior year.

Changes in the Rates CFE Charges Consumers

The Electric Sector Law provides that the rates that we charge for regulated services are to be determined by the CNE as a general rule. In December 2017, the CRE published for the first time a schedule of consumer rates (specifically, basic supply end-users) as well as the methodology used for their determination. During 2018, following some discussions with the CRE, consumer rates were revised and the average price per kWh of our electricity retail sales during 2018 reached an average of Ps. 1.79 per kWh, an increase of 7.4%, from Ps. 1.67 per kWh during 2017. In December 2018, the CRE established the methodology to calculate consumer rates for 2019, which were established at an average price of Ps. 1.89 per kWh during 2019, and in December 2019, the CRE established the methodology to calculate the rates for 2020, which were established at an average price of Ps. 1.81 per kWh during 2020. In December 2020, the CRE updated the methodology to determine rate adjustments in 2021, which were established at an average price of Ps. 1.89 per kWh during the first three months of the year. As a result of certain injunctions granted by district courts in favor of third parties under *amparo* lawsuits against the application of the updated methodology issued by the CRE in December 2020, the methodology that had been previously established for 2019 continued to apply for purposes of determining basic power supply rates for the remainder of 2021. In December 2023, the CRE updated CFE's generation costs for the year 2024, applying key items from the 2019 methodology (particularly, in connection with the calculation of generation costs) to determine supply rates, which became effective through *Acuerdo A/073/2023*, issued on December 17, 2023, and on January 8, 2025, enacted the *Acuerdo 158/2024* establishing the rates applicable for 2025. On August 5, 2025, the CNE updated the rates approved by the CNE for the year 2025. Future adjustments to the rates of regulated transmission and distribution public services are currently under discussion with the CNE. See "Comisión Federal de Electricidad—Electricity Rates" for a more detailed description of the new system.

Changes in the Prices of Electricity, Fuel Oil and Natural Gas Paid by CFE

Our margins are substantially dependent on the prices that we charge for electricity and that we are required to pay for the fuel that powers our generation activities. For the year ended December 31, 2024, fuel oil represented 32.0% of the various fossil fuel sources on which we rely for our generation activities and natural gas represented 27.9% for a total of 59.9%. Fuel oil and natural gas, together, represented 83.8% of the cost of our fuels for the nine-month period ended September 30, 2025 and 59.9% of the cost of our fuels for the year ended December 31, 2024 excluding IPPs. Although several of our generation plants can use either fuel oil or natural gas, our generation plants are generally limited to the use of a single fuel type. As a result, our ability to change fuel sources in the event of a price increase is limited.

The prices we pay for fuel oil and natural gas have been and may continue to be affected by, among other factors, the availability of fuel oil and natural gas in Mexico, our ability to enter into agreements with local companies producing or transporting fuel oil and natural gas, the prices established by the Mexican government for these products and international supply and demand. Any significant increase in fuel prices could adversely affect our results of operations and financial condition. As of September 30, 2025, approximately 43.2% of our natural gas daily consumption was hedged.

During the third week of February 2021, natural gas production in the southwestern United States (in particular, Texas and Oklahoma) was affected by unprecedented freezing temperatures, which caused failures in gas extraction and transportation infrastructure in the region. Although the disruption was short-lived, it resulted in a decrease of natural gas production, specifically in Texas and the Permian and Haynesville areas in the Gulf of Mexico. Decreased production resulted in significant increases in natural gas prices in Texas, which in turn caused an increase in our cost of fuels, as natural gas is an important component of CFE's fossil fuel bill. In 2021, we reported a 49.3% increase in operating costs as compared to 2020. During the storm in Texas, CFE substituted its generation output by using its hydroelectric and thermal power plants, and by purchasing fossil fuels from alternative markets. This strategy reduced the adverse impact in energy supply to a minimum for both CFE and other private generators in Mexico, and allowed scheduled rotational power outages. CFE has implemented a financial hedging strategy to reduce the impact of future price disruptions and has since then established other strategies, which include, among others, increasing diversification of generation technologies with a focus on renewable energy sources, reducing fossil fuel dependence, increasing diversification of fuel supply and sources, and increasing fuel storage capabilities.

The Electric Sector Law provides that the rates that we charge for regulated services are to be determined by the CNE. The electricity supply rates established by the CNE reflect our anticipated production costs (including, generation costs associated to basic supply vested contracts (*contratos legados para el suministro básico*), long-term auction (s*ubastas de largo plazo*) agreements, and costs in the wholesale electricity market considering the local marginal prices for the short-term energy market, as well as other variables including the category and location of the consumer and the time of day that the electricity is expected to be consumed. According to the CNE's methodology, basic supply rates are comprised, in general terms, of the costs associated with transmission, distribution, CENACE and basic supplier operations and ancillary services not traded in the MEM, as well as generation charges associated, mainly, with energy and capacity. However, the Electric Sector Law also provides that the executive branch may determine a rate mechanism different from the final rates determined by the CNE for specific groups basic power supply of users. The Mexican government, through the Ministry of Finance, has set certain of our electricity rates at levels below our operating costs (if applicable, subject only to an inflation adjustment factor) in order to maintain the affordability of electricity, in particular, for our residential and agricultural customers.

Changes in Interest Rates

As of September 30, 2025, we had Ps. 1,412.7 billion (U.S.$76.9 billion) in total indebtedness (including obligations in respect of PIDIREGAS and lease liabilities). Lease liabilities accounted for a total of Ps. 925.4 billion (U.S.$50.3 billion). Of our total indebtedness, excluding lease liabilities, Ps. 487.3 billion (U.S.$26.5 billion) accrued interest at floating interest rates. If the interest rates applicable to our floating rate debt increase, we will incur a corresponding increase in our interest expense, which may reduce our net income. We have entered into interest rate swaps covering 80.1% of our floating rate foreign currency-denominated debt.

Changes in Exchange Rates

Our external debt denominated in foreign currencies represented 20.2% (after hedging) of our total indebtedness, excluding lease liabilities, as of September 30, 2025. We have incurred indebtedness in several currencies, with the most substantial portion being denominated in U.S. dollars. We have entered into hedging transactions to minimize our exposure to foreign exchange risk with respect to a portion of our U.S. dollar-denominated debt, but the majority of our U.S. dollar-denominated debt is not swapped into Mexican pesos. If the Mexican peso depreciates against the U.S. dollar, we may need to apply a higher percentage of our revenues to the servicing of our U.S. dollar-denominated debt, which may reduce our net income.

Labor Relations and Employee Benefits

As of September 30, 2025, approximately 78% of our employees were members of the SUTERM. Historically, our relationship with the SUTERM has been cordial and respectful despite our differing interests. Every two years, we renegotiate the terms of our collective bargaining agreement with the SUTERM, while wages are reviewed on an annual basis.

In 2008, as a result of our collective bargaining negotiations with the SUTERM, we entered into a "defined contribution" employee benefits program, wherein we have agreed to establish individual retirement accounts for each employee that we hire after August 18, 2008. As currently set forth in the new collective bargaining agreement with the SUTERM, employees subject to the defined contribution plan are required to contribute 5% of their monthly salary into their individual retirement account, and we provide a corresponding contribution in the amount of 7.5% of each

employee's monthly salary (although these percentages are subject to change in accordance with the terms of the collective bargaining agreement). This new program replaces our previous "defined benefits" plan, which entitled our employees to certain retirement benefits, including a pension and health insurance, which were allocated to our retired employees in amounts that corresponded, in large part, to their years of service and seniority level at CFE. The new defined contribution plan does not apply retroactively to our employees that were employed as of or prior to August 18, 2008, nor does it apply to temporary employees. Labor unrest, employee benefits obligations and labor-related lawsuits may adversely affect our business, financial condition and results of operations.

On June 19, 2024 we entered into a new collective bargaining agreement with the SUTERM for the 2024-2026 term. This new collective bargaining agreement included modifications to employee pensions, salary and benefit increases, including a 5.10% increase in daily salaries and a 4.21% increase in pensions payable to retirees. In addition, as of September 30, 2025, we reported a liability of Ps. 441.9 billion (U.S.$24.0 billion) on our statement of financial position related to long-term employee benefits, which represented 21.45% of our total liabilities as of such date.

Competition in Supply and Generation

As a result of the Energy Reform Decree and the enactment of the Secondary Legislation, we expected greater involvement from third parties in the power industry, which could create greater competition. This legislation allows high margin industrial and commercial consumers to purchase electricity from other independent qualified suppliers, which could have a significant impact on our results of operations and financial performance. Increased competition in the electricity sector could adversely affect our business and financial performance. IPP schemes agreed upon under the previous legal framework (LSPEE and Electric Industry Law) will remain in effect until the corresponding agreements or permits expire. After their expiration, they may not be renewed and the provisions of the Electric Sector Law will apply, requiring the Mexican state to maintain at least 54% of the average power injected into the grid during a calendar year, in accordance with the Electric Sector Law.

Results of Operations

Nine-month Period Ended September 30, 2025 Compared to Nine-month Period Ended September 30, 2024

Total Revenue

During the nine-month period ended September 30, 2025, we reported total revenue of Ps. 524.0 billion (U.S.$28.5 billion), which represented a 4.23% increase as compared to our total revenue of Ps. 502.7 billion (U.S.$27.3 billion) for the same period in 2024. This revenue increase was mainly due to higher revenues from a 58.4% increase in third party fuel and freight compared to the same period of previous year as a result of the positive performance of natural gas and other fuels sold to the private sector.

During the nine-month period ended September 30, 2025, we sold 167.6 TWh of electricity (excluding sales through the wholesale channel under CFE Calificados, S.A. de C.V.), which represented a 2.1% decrease in total sales volume as compared to the same period in 2024 (171.3 TWh). Additionally, we had an increase in our customer accounts from 48.8 million as of September 30, 2024, to 49.6 million as of September 30, 2025.

Our revenue from electricity sales attributable to retail sales of electricity during the nine-month period ended September 30, 2025 were Ps. 389.3 billion (U.S.$21.2 billion) as compared to Ps. 383.9 billion (U.S.$20.9 billion) for the same period in 2024. This increase was due to increases of 6.9% in the domestic sector and 4.1% in the commercial sector as a result of a solid user base and increased demand for electricity in Mexico.

The average price per kWh of our electricity retail sales increased by 4.2%, from Ps. 2.19 per kWh during the nine-month period ended September 30, 2024 to Ps. 2.28 per kWh during the same period in 2025.

Total revenue attributable to direct sales of electricity to each of our customer types during the nine-month period ended September 30, 2025, as compared to the same period in 2024, is set forth in the following table.

Revenue from Electricity Sales

	September 30,		
	2025	2024	% Change
Customer Type	(in billions of Mexican pesos)		
Domestic services[1]	94.4	88.3	6.9%
Commercial services	49.0	47.0	4.1%
Agricultural services	9.7	9.2	5.6%
Industrial services	223.0	226.0	(1.2)%
Services[2]	11.5	11.0	5.0%
Other programs	1.5	2.6	(43.3)%
Total sales[3]	389.3	383.9	1.4%

(1) Refers to services provided to residential users.
(2) Refers to street and public lighting.
(3) Total sales do not reflect electricity that has been (i) exported, (ii) resold or (iii) sold domestically but as part of "other programs"; however, such amounts are reflected in revenue from the sale of electricity, as further described in Note 18 to our interim financial statements.

Total Costs

Our total costs of generating, transmitting and distributing electricity (collectively, "operating costs") increased by Ps. 422.3 billion (U.S.$23.0 million), or 11.0%, during the nine-month period ended September 30, 2025 as compared to the same period in 2024, primarily due to due to the rising cost of fuels, in particular natural gas, whose average price increased by 49.7% in the last year.

Our employee benefit costs increased by Ps. 4.7 billion, or 13.0%, during the nine-month period ended September 30, 2025 as compared to the same period in 2024, primarily due to the salary and employee benefit increases as a consequence of the renegotiation of the collective bargaining agreement for the 2024-2026 term.

The table below presents our total costs for the nine-month period ended September 30, 2025, as compared to the same period in 2024:

Total Costs

	Nine-month Period Ended September 30,		
	2025	2024	% Change
	(in billions of Mexican pesos)		
Salaries and related costs	69.6	66.4	4.9%
Energy and other fuel supplies	175.6	148.0	18.7%
Energy and other fuel supplies - Third party	19.8	12.2	61.9%
Maintenance, materials and general services	28.3	30.5	(7.3)%
Taxes and duties	3.0	2.6	15.1%
Wholesale Electricity Market costs (MEM)	2.2	2.1	2.2%
Depreciation	70.1	65.9	6.3%
Employee benefit costs	40.9	36.2	12.9%
Other expenses	12.8	16.5	(22.3) %
Total costs	422.3	380.5	11.0%

Operating Results

We had operating results of Ps. 101.7 billion (U.S.$5.5 billion) for the nine-month period ended September 30, 2025 as compared to operating results of Ps. 122.3 billion (U.S.$6.7 billion) during the same period in 2024. This decrease was mainly due to an average increase of 22.0% in energy and fuel costs, mainly natural gas, which had an increase of 49.7%, compared to the previous year. This affected our operating margin, which decreased from 24.3% to 19.4% of total income over the same period.

Total Comprehensive Financing Results, Net

Total comprehensive financing results, net reflects interest income (including gains and losses on certain derivative instruments), interest expense, financing income or expense and foreign exchange gain or loss. We had comprehensive financing results, net for the nine-month period ended September 30, 2025 of Ps. (30.2) billion (U.S.$(1.6) billion), as compared to a comprehensive financing results, net for the same period in 2024 of Ps. 201.8 billion (U.S.$11.0 billion). This result was mainly due to the 6.8% appreciation of the Mexican peso against the U.S. dollar compared to the same period in 2024.

The following table sets forth our total comprehensive financing results, net for the nine-month period ended September 30, 2025 as compared to the same period in 2024:

Total Comprehensive Financing Results, Net

	Nine-month Period Ended September 30,		
	2025	**2024**	**% Change**
	(in billions of Mexican pesos)		
Interest expense	43.8	37.4	17.2%
Finance cost	22.9	24.8	(7.6)%
Foreign exchange (income) loss	(96.9)	139.6	(169.4)%
Total comprehensive financing results, net	(30.2)	201.8	(115.0)%

Income Tax

We are obligated to pay income taxes based on our income, as are all corporate entities in Mexico. Our taxable income represents the difference between our taxable revenues, including profits, capital gains and passive income, and our expenses. During the nine-month period ended September 30, 2025, we incurred tax payments of Ps. 6.8 billion (U.S.$0.4 billion) as a result of lowered deferred taxes as a result of the change in tax regime, as compared to monthly estimated income tax payments that amounted to Ps. 6.2 billion (U.S.$0.3 billion) during the same period in 2024.

Net (loss) income

Net (loss) income increased to net income of Ps. 125.1 billion (U.S.$6.8 billion) during the nine-month period ended September 30, 2025 from a net loss of Ps. 85.8 billion (U.S.$4.7 billion) for the same period in 2024. The increase was mainly related to foreign exchange gains as result of the 6.8% appreciation of the Mexican peso against the U.S. dollar compared to the same period in 2024.

Year Ended December 31, 2024 Compared to Year Ended December 31, 2023

Total Revenue

During 2024, we reported total revenue of Ps. 667.2 billion (U.S.$36.3 billion), which represented a 4.3% increase as compared to our total revenue of Ps. 639.8 billion (U.S.$34.8 billion) for 2023. This revenue increase was mainly due to high demand for electricity in Mexico, with energy sales increasing by 4.1%, driven by growth in the domestic and commercial sectors of 7.6% and 5.1%, respectively.

The average price per kWh of our electricity retail sales increased by 4.0% from Ps. 2.12 per kWh in 2023 to Ps. 2.21 per kWh in 2024. During 2024, our basic supplier sold 78.297 GWh of electricity, which represented a 4.2% increase in total sales volume as compared to 2023 (2,292 GWh).

Total revenue attributable to direct sales of electricity to each of our customer types during 2024, as compared to 2023, is set forth in the following table:

Revenue from Electricity Sales

	Year Ended December 31,		
	2024	**2023**	**% Change**
	(in billions of Mexican pesos)		
Customer Type:			
Domestic services[(1)]	119.6	111.2	7.6%
Commercial services	63.4	60.3	5.1%
Agricultural services	11.4	11.1	2.2%
Industrial services	297.9	289.4	3.0%
Services[(2)]	14.7	14.5	1.4%
Total sales[(3)]	**507.1**	**486.6**	**4.2%**

(1) Domestic services refers to services provided to residential users.
(2) Refers to street and public lighting.
(3) Total sales do not reflect electricity that has been (i) exported, (ii) resold or (iii) sold domestically but as part of "other programs"; however, such amounts are reflected in revenue from the sale of electricity, as further described in Note 22 to our 2023 annual financial statements.

Total Costs

Our total costs of generating, transmitting and distributing electricity decreased by Ps. 510.2 billion (U.S.$27.8 billion), or 0.7%, in 2024 as compared to Ps. 513.6 billion (U.S.$27.9 billion) in 2023, due to due to an 11.7% reduction in the price of fuels, mainly gas, including IPPs. Our costs related to energy and other fuel supplies decreased by Ps. 25 billion, or 11.6%, in 2024 as compared to 2023, mainly due to the reduction in the cost of energy, mainly natural gas, which fell on average by 24.0% compared to the previous year. The table below presents our total costs for 2024.

Total Costs

	Year Ended December 31,		
	2024	2023	% Change
	(in billions of Mexican pesos)		
Salaries and related costs	90.9	84.8	7.2%
Energy and other fuel supplies	191.0	216.0	(11.6)%
Energy and other fuel supplies - Third party	18.5	21.3	(13.4)%
Maintenance, materials and general services	35.5	33.3	6.7%
Taxes and duties	4.4	4.6	(4.7)%
MEM costs	2.7	2.6	3.7%
Depreciation	88.3	77.4	14.1%
Employee benefit costs	48.3	49.1	(1.6)%
Other expenses	30.6	24.4	25.4%
Total costs	**510.2**	**513.6**	**(0.7)%**

Operating Results

Our operating results increased from Ps. 126.3 billion (U.S.$6.9 billion) in 2023 to Ps. 157.0 billion (U.S.$8.5 billion) in 2024, mainly as a consequence of 4.1% higher revenues from energy sales and from an 11.7% reduction in energy costs as compared to the previous year.

Total Comprehensive Financing Results, Net

Total comprehensive financing results, net reflects interest income or expense (including gains and losses on certain derivative instruments) and foreign exchange gain or loss. Our total comprehensive financing results, net increased from a cost of Ps. 5.6 billion in 2023 to a cost of Ps. 253.7 billion (U.S.$13.8 billion) in 2024. This increase was primarily due to the foreign exchange loss from obligations denominated in U.S. dollars (including leases), as a result of the 20.0% depreciation of the Mexican peso against the U.S. dollar.

Total Comprehensive Financing Results, Net

	Year Ended December 31,		
	2024	2023	% Change
	(in billions of Mexican pesos)		
Interest expense	53.0	41.4	27.9%
Finance cost	31.6	38.0	(16.9)%
Foreign exchange (income) loss	169.1	(73.9)	(329.0)%
Total comprehensive financing results, net	**253.7**	**5.6**	**4,449.5%**

Income Tax

We recognized a Ps. 175.0 billion (U.S.$9.5 million) income tax expense in 2024, as compared to an income tax expense of Ps. 24.5 billion in 2023. The Ps. 150 billion (U.S.$8.2 million) income tax expense increase as of December 31, 2024 was mainly due to the change of our legal form from a productive state company into a state-owned public company and the accompanying changes to our tax regime as a result of the 2025 Energy Reform.

Net (Loss) Income

Net (loss) income decreased from net income of Ps. 96.2 billion in 2023 to a net loss of Ps. 271.6 billion (U.S.$14.8 billion) in 2024. This change was primarily due to the one-time effect of the change to the tax regime applicable to CFE as a result of the 2025 Energy Reform. See "—Significant Account Policies—Income Tax."

Year Ended December 31, 2023 Compared to Year Ended December 31, 2022

Total Revenue

During 2023, we reported total revenue of Ps. 639.8 billion (U.S.$34.8 billion), which represented a 3.1% increase as compared to our total revenue of Ps. 620.8 billion (U.S.$33.8 billion) for 2022. This revenue increase was mainly due to higher income from energy sales as result of high demand for electricity in the domestic, industrial, agricultural and commercial sectors and other income compared to the same period in 2023.

The average price per kWh of our electricity retail sales increased by 6.8% from Ps. 1.99 per kWh in 2022 to Ps. 2.12 per kWh in 2023. During 2023, our basic supplier sold 222,891.5 GWh of electricity, which represented a 3.9% increase in total sales volume as compared to 2022 (214,593.7 GWh).

Total revenue attributable to direct sales of electricity to each of our customer types during 2023, as compared to 2022, is set forth in the following table:

Revenue from Electricity Sales

	Year Ended December 31,		
	2023	**2022**	**% Change**
	(in billions of Mexican pesos)		
Customer Type:			
Domestic services[(1)]	111.2	95.7	16.2%
Commercial services	60.3	54.4	10.8%
Agricultural services	11.1	9.4	18.7%
Industrial services	289.4	261.4	10.7%
Services[(2)]	14.5	15.3	(5.1)%
Total sales[(3)]	**486.6**	**436.3**	**11.5%**

(1) Domestic services refers to services provided to residential users.
(2) Refers to street and public lighting.
(3) Total sales do not reflect electricity that has been (i) exported, (ii) resold or (iii) sold domestically but as part of "other programs"; however, such amounts are reflected in revenue from the sale of electricity, as further described in Note 22 to our 2023 annual financial statements.

Total Costs

Our total costs of generating, transmitting and distributing electricity decreased by Ps. 513.6 billion (U.S.$27.9 million), or 16.1%, in 2023 as compared to Ps. 611.8 billion (U.S.$33.3 billion) in 2022, due to a reduction of energy and fuels costs and other expenses. Our costs related to energy and other fuel supplies decreased by Ps. 89.7 billion, or 29.4%, in 2023 as compared to 2022, mainly due to a decrease in the price of natural gas as a consequence of the decreasing impact that the Russia-Ukraine conflict had in such prices during 2022. The table below presents our total costs for 2023.

Total Costs

	Year Ended December 31,		
	2023	**2022**	**% Change**
	(in billions of Mexican pesos)		
Salaries and related costs	84.8	74.9	13.2%
Energy and other fuel supplies	216.0	305.8	(29.4)%
Energy and other fuel supplies - Third party	21.3	43.8	51.3%
Maintenance, materials and general services	33.3	26.8	24.3%
Taxes and duties	4.6	2.7	72.5%
MEM costs	2.7	3.0	(11.9)%
Depreciation	77.4	75.0	3.2%
Employee benefit costs	49.1	38.2	28.7%
Other expenses	24.4	41.7	(41.4)%
Total costs	**513.6**	**611.8**	**(16.1)%**

Operating Results

Our operating results increased from Ps. 9.1 billion (U.S.$495.0 million) in 2022 to Ps. 126.3 billion (U.S.$6.9 million) in 2023, mainly as a consequence of a 62.2% a decrease in the average price of natural gas consumed by CFE.

Total Comprehensive Financing Results, Net

Total comprehensive financing results, net reflects interest income or expense (including gains and losses on certain derivative instruments) and foreign exchange gain or loss. Our total comprehensive financing results, net decreased from a cost of Ps. 17.7 billion in 2022 to a cost of Ps. 5.6 billion (U.S.$0.3 billion) in 2023. This decrease was primarily due to a 12.8% appreciation of the Mexican Peso during 2023. The following table sets forth our total comprehensive financing results, net for 2023 as compared to 2022:

Total Comprehensive Financing Results, Net

	Year Ended December 31,		
	2023	**2022**	**% Change**
	(in billions of Mexican pesos)		
Interest expense	41.4	39.3	5.5%
Finance cost	38.0	20.9	82.1%
Foreign exchange (income) loss	(73.9)	(42.5)	(73.9%)
Total comprehensive financing results, net	**5.6**	**17.7**	**(68.4)%**

Income Tax

We recognized a Ps. 24.5 billion (U.S.$1.3 million) income tax expense in 2023, as compared to an income tax expense of Ps. 7.1 billion in 2022. The income tax expense increase of Ps. 17.4 billion (U.S.$1.0 million) as of December 31, 2023 was mainly due to an increase in current income tax and deferred income tax derived from employment obligations.

Net (Loss) Income

Net (loss) income decreased from net loss of Ps. 15.7 billion in 2022 to a net loss of Ps. 96.2 billion (U.S.$5.2 billion) in 2023. This decrease was primarily due to the foreign exchange gain as result of a 14.7% appreciation of the Mexican peso against the U.S. dollar during 2023. See "—Factors Affecting our Revenue and Expenses."

Liquidity and Capital Resources

We have experienced, and expect to continue to experience, substantial liquidity and capital resource requirements, principally in order to finance the construction and maintenance of our electrical generation facilities, transmission and distribution substations and power-line grids and to service our outstanding debt. In the past, we have generally met our liquidity and capital resource requirements primarily from cash flow generated by our operating activities and borrowings. For the nine-month period ended September 30, 2025, our net cash flow provided by operating activities was Ps. 152.9 billion (U.S.$8.3 billion). Our cash flow used in investment activities during the nine-month period ended September 30, 2025 was Ps. 103 billion (U.S.$5.6 billion), which left us, after cash flows used in financing activities of Ps. (77.9) billion (U.S.$(4.2) billion), with an increase in cash and cash equivalents of Ps. 25.4 billion (U.S.$1.38 billion). For the year ended December 31, 2024, our net cash flow provided by operating activities was Ps. 238.5 billion (U.S.$13.0 billion). Our cash flow used in investment activities during 2024 was Ps. 132.6 billion (U.S.$7.2 billion), which left us, net cash from financing activities of Ps. 68.6 billion (U.S.$3.7 billion), with an increase in cash and cash equivalents of Ps. 63.9 billion (U.S.$3.5 billion).

As of September 30, 2025, we had working capital of Ps. 699.3 billion (U.S.$38.0 billion) and as of December 31, 2024, we had working capital (total current assets less total current liabilities) of Ps. 722.3 billion (U.S.$39.3 billion). The decrease in our working capital was primarily due to the elimination of deferred taxes resulting from changes to our tax regime that accompanied our conversion into a state-owned public company as a result of the 2025 Energy Reform.

The following table sets forth the maturity composition of our short- and long-term debt as of September 30, 2025, excluding bank loans, IPPs and interest:

CFE's Contractual Maturities
(as of September 30, 2025)
(in billions of Mexican pesos)

	Total	Less than one year	More than 1 year and less than 3 years	More than 3 years and less than 5 years	More than 5 years
Documented debt...	320.1	58.7	47.2	48.6	165.5
PIDIREGAS.....	84.9	14.7	13.2	9.5	47.6
Total.....	**405.0**	**73.4**	**60.5**	**58.1**	**213.1**

As of September 30, 2025, we had a total amount of Ps. 73.4 billion (U.S.$4.0 billion) in debt that will come due in less than a year from September 30, 2025, some of which may be refinanced with the proceeds from newly issued debt.

The major categories of our indebtedness, excluding lease liabilities, are as follows:

Total Indebtedness

	As of September 30,	As of December 31	
	2025	2024	2023
	(in billions of Mexican pesos)		
Documented debt.....	58.7	43.5	39.4

PIDIREGAS debt.....	14.7	14.9	13.1
Bank loans[(1)].....	1.8	-	-
Trust Investment Financing.....	64.5	70.9	48.2
Total short-term debt....	**139.7**	**129.3**	**100.7**
Documented debt.....	261.4	277.2	226.3
PIDIREGAS debt.....	70.3	84.0	84.9
Bank loans[(1)].....	15.9	-	-
Total long-term debt	**347.6**	**361.2**	**311.2**
Total debt[(2)].....	**487.3**	**490.5**	**411.9**

(1) Includes amortization payments under the senior notes issued by our FIBRA E on September 18, 2025, and the financing entered into with BBVA México, S.A. on March 21, 2025. For additional information, see Note 12 to our interim financial statements and Note 12 to our 2024 annual financial statements.

(2) Refers to total registered public debt, which does not include obligations for capital leases associated with IPPs.

This section describes our material indebtedness incurred after September 30, 2025. For a breakdown of our indebtedness, excluding lease liabilities, by currency, see Note 12 to our interim financial statements and Note 12 to our 2024 annual financial statements.

In September 2025, we placed Ps. 15 billion in short-term Cebures under our first revolving program for up to Ps. 25,000 million. The proceeds obtained from this issuance will be used to finance short-term working capital needs, as well as to refinance outstanding bank facilities.

After giving effect to our hedging derivatives, as of September 30, 2025, 79.8% of our total indebtedness, excluding lease liabilities and trust investing financing, was denominated in Mexican pesos and 20.2% was denominated in other currencies (primarily U.S. dollars). After giving effect to our hedging derivatives, as of December 31, 2024, 76.2% of our total indebtedness, excluding lease liabilities and trust investing financing, was denominated in Mexican pesos and 23.8% was denominated in other currencies (primarily U.S. dollars). As of September 30, 2025, 79.8% of our total indebtedness, excluding lease liabilities and trust investment financing, was denominated in Mexican pesos and 20.2% was denominated in other currencies (primarily U.S. dollars). As of December 31, 2024, 22.5% of our debt obligations, excluding lease liabilities and trust investment financing, bore interest at floating rates, after hedging. We have not pledged any assets as collateral for our debt.

Conditioned Investment Liabilities (IPPs)

In addition to our indebtedness discussed above, as of September 30, 2025, we had 28 IPP contracts with lease characteristics of power generation plants in accordance with IFRIC 4 "Determination if an agreement contains a lease" and IFRIC 12 "Service Concession Agreements." In turn, those leases qualify as financial leases in accordance with IAS 17, "Leases," which requires that we capitalize all leases for which we are the sole beneficiary of the leased asset. The annual interest rate on those lease agreements is 9.75% on average.

In addition to the 28 contracts with IPPs for fossil-fuel power plants, we had six other contracts for wind facilities with IPPs in operation. Unlike the other six IPP contracts, these contracts for wind facilities are not considered financial leases as we pay only for wind power actually generated and delivered. In addition, we have entered into contracts with third-party suppliers for services related to liquefied natural gas and coal that are not considered financial leases under IFRS.

IPP schemes agreed upon under the previous legal framework (LSPEE) will remain in effect until the corresponding agreements or permits expire. After their expiration, they may not be renewed and the provisions of the Electricity Sector Law will apply.

Under the LSPEE regime previously applicable to IPPs, projects were developed and operated as IPPs under legacy contractual models (*Contratos Legados*), which had the following characteristics: the power plants qualified

as "*centrales eléctricas legadas*," were built and operated by IPPs, and sold their output exclusively to CFE. In addition, the Electric Industry Law later introduced Power Purchase Agreements (PPAs) through which power generators could sell power, capacity, or associated products to CFE or to third parties. The Electric Sector Law introduced models with "mixed-development schemes," which are jointly developed power plants between the Mexican state and private parties that must operate under one of the following schemes: (i) long-term production; (ii) mixed investment; or (iii) any other scheme defined by the Regulations of the Electric Sector Law or by general provisions issued by the Ministry of Energy. All such schemes must comply with the mandatory requirements issued by the Ministry of Energy and adhere to the criteria and guidelines set forth in the law, its Regulation, and any other applicable provisions. For clarity, the Electric Sector Law did not eliminate PPAs.

Capital Expenditures and Investment

Since 2006, CFE has gradually increased its installed capacity. We estimate that, with our current installed capacity, the projects that are currently under construction and the new projects approved by our Board of Directors, we and the private sector participants can satisfy the demand for electricity in Mexico for the next 15 years in accordance with the Electric Sector Development Program (*Programa de Desarrollo del Sector Eléctrico* or "PLADESE"). As of September 30, 2025, our installed capacity (our own, IPP and LTAs) was 71,848 MW, an increase of 1436 MW from the installed capacity as of December 31, 2024.

The following table illustrates the growth in our installed capacity since 2019 as well as the change in our generation of electricity:

Installed Capacity

	As of December 31,						As of September 30,
Installed Capacity	**2019**	**2020**	**2021**	**2022**	**2023**	**2024**	**2025**
Installed Capacity (MW)							
CFE	42,881	43,106	43,723	44,073	44,846	45,117	46,553
IPPs & LTAs	23,683	24,590	24,530	24,530	25,295	25,295	25,295
Total	**66,564**	**67,696**	**68,253**	**68,603**	**70,141**	**70,412**	**71,848**
Generation (TWh)							
CFE	146.3	118.2	125.5	137.1	145.0	148.8	117.3
IPPs & LTAs	98.1	108.7	105.4	110.0	117.1	117.8	90.6
Total	**244.4**	**226.9**	**230.9**	**247.1**	**262.1**	**266.6**	**207.9**

Source: CFE

Our total capital expenditures for 2025, approved as part of the Federal Budget for 2025 amount to up to Ps. 48.20 billion (U.S.$2.62 billion) in investments and include allocations for the following items: up to Ps. 25.42 billion (U.S.$1.38 billion) for PIDIREGAS electricity generation projects and maintenance of our generation infrastructure; up to Ps. 10.33 billion (U.S.$0.55 billion) for the improvement and expansion of our transmission grid, and up to Ps. 1.99 billion (U.S.$0.10 billion) for the improvement and expansion of our distribution grid and commercialization.

Long-Term Productive Infrastructure Projects (PIDIREGAS)

An important component of our capital expenditures are PIDIREGAS. Because of federal budgetary constraints, in 1996, the Mexican government sought private sector participation in the building and financing of PIDIREGAS in the electricity sector. The Mexican government approved the designation of certain infrastructure projects as PIDIREGAS. This designation means that these projects are treated as off-balance sheet items for annual Mexican government budgetary purposes, until delivery of the completed project to us or until our payment obligations begin under the contract, and are excluded from across-the-board Mexican government budget reductions.

The Mexican *Ley Federal de Deuda Pública* (Federal Law of Public Debt) and the *Ley Federal de Presupuesto y Responsabilidad Hacendaria* (Federal Law of Budget and Fiscal Accountability) define the PIDIREGAS legal framework. Article 18 of the Federal Law of Public Debt outlines the treatment of financial obligations under PIDIREGAS, defining as a direct liability the amounts payable under a financing during the current and immediately following fiscal years, and the remaining amounts as a contingent liability until its full payment.

Article 32 of the Federal Law of Budget and Fiscal Accountability grants PIDIREGAS preferential and priority treatment for inclusion in the Mexican government's budget in future years, until the full payment of a project's costs. The distinction between PIDIREGAS and non-PIDIREGAS expenditures on the budget of the Mexican government (which includes the expenditures of the various decentralized public entities) is important in that, due to the private financing of PIDIREGAS projects during the planning and construction stages, they are immune from across-the-board budget cuts by the Mexican Congress, while non-PIDIREGAS investments are not.

PIDIREGAS has three stages:

- The Mexican government identifies a project as a PIDIREGAS and authorizes expenditures related to their development by the private sector;
- Private sector companies, in cooperation with us, build and deliver the project to us; and
- We, with the Mexican government's authorization, pay all amounts owing to contractors and make final payments to receive delivery of the completed project, and then record as a liability the full principal amount of all indebtedness incurred to finance the project.

Compliance with the Mexican government's financial reporting standards and the Guidelines for the Accounting Treatment of Investments in Long-Term Productive Infrastructure Projects (Technical Release NIF-09-B), which outlines the accounting and budgetary treatment applicable to PIDIREGAS, is mandatory during the construction period and after delivery of the PIDIREGAS. In accordance with IFRS, all of the accounts, expenditures and liabilities related to PIDIREGAS are incorporated into our financial statements.

Under the *Productores Externos de Energía* program (IPPs), private companies could bid to construct and operate a generation plant in Mexico and sell the generated power to CFE. Under the program, CFE entered into a long-term agreement (up to 25 years) under which the private producer is responsible for the construction, operation and maintenance of the generation facility during the life of the contract and CFE is obligated to purchase the electricity produced by that facility. Power purchase agreements under the IPP program are subject to certain options or obligations to buy the underlying generation asset as a result of certain events such as force majeure, restructuring of the market or events of default. The IPP program helps CFE meet generation demands without the costs of construction and maintenance. The IPP program also allows CFE to obtain competitive prices for the purchased energy through an international bidding process. Pursuant to IFRS, 28 of our contracts with IPPs are reported as financial leases in our financial statements.

These projects under the PIDIREGAS scheme will remain in effect until the corresponding agreements or permits expire. After their expiration, they may not be renewed and the provisions of the Electric Sector Law will apply.

Recent developments with respect to PIDIREGAS

For 2026 and 2027, the execution and progression of 13 PIDIREGAS projects are planned across various stages, including 12 associated with the National Transmission Grid and one with the distribution grid. Together, these projects would represent the addition of approximately 2,300 kilometers to the grid, including initiatives aimed at increasing transmission capacity in the southern region of the country.

Derivatives and Hedging

Foreign Exchange Rate Risk

A substantial part of our indebtedness, excluding lease liabilities and trust investing financing (20.2% (after hedging) as of September 30, 2025) is denominated in foreign currencies, mostly U.S. dollars, and we have very limited assets and revenues denominated in U.S. dollars. As a result, we are exposed to the risk of depreciation of the Mexican peso. As of December 31, 2024, our U.S. dollar-denominated indebtedness, including our U.S. dollar-denominated obligations in respect of our PIDIREGAS debt, amounted to Ps. 419.6 billion (U.S.$22.8 billion).

To offset the foreign exchange rate risk, we enter into derivative financial instruments with large financial institutions to minimize the impact of fluctuations in exchange rates on our indebtedness. As of September 30, 2025, approximately 80% of our debt denominated in foreign currencies was hedged. These derivative instruments typically

consist of cross-currency swaps in which we pay Mexican peso amounts based on Mexican peso interest rates and receive U.S. dollar amounts based on U.S. dollar interest rates. As of September 30, 2025, we had outstanding cross-currency swaps covering foreign currency liabilities, excluding lease liabilities and trust investment financing, of Ps. 405.0 billion (U.S.$22.0 billion), including our U.S. dollar-denominated PIDIREGAS debt.

Our Japanese yen-denominated debt, as of December 31, 2024, amounted to Ps. 5.0 billion (U.S.$269.5 million) or 2.0% of our total indebtedness, excluding lease liabilities. In 2012, we also entered into derivative financial instruments to offset the foreign exchange rate risk of our ¥32 billion private placement. This derivative financial instrument consists of a foreign exchange forward string purchase contract under which we have agreed to purchase Japanese yen at a fixed U.S. dollar exchange rate during the established transaction term. We have also purchased a call option for the purchase of Japanese yen at the end of this transaction term. The mark-to-market value of this transaction is a liability of Ps. (1.5) billion (U.S.$(83.6) million) as of December 31, 2024. For further discussion relating to our derivative and hedging transactions, see Note 11 to our interim financial statements and Note 11 to our 2024 annual financial statements.

Interest Rate Risk

A substantial part of our indebtedness, excluding lease liabilities, trust investment financing, bears interest at variable rates (17.3% and 19.8% as of September 30, 2025, before and after hedging, respectively). As a result, we are exposed to risks from changing interest rates.

We enter into derivative financial instruments with large financial institutions to minimize the impact of fluctuations in variable interest rates on our indebtedness. The types of derivative instruments we have typically entered into in recent periods include interest-rate swaps (in which we generally pay amounts based on fixed interest rates and receive amounts based on variable interest rates). The general effect of these swaps is to replace an obligation to pay variable-rate interest on our debt with an obligation to pay fixed-rate interest.

The fair value of our net position of derivative instruments for hedging purposes was a liability of Ps. 4.5 billion (U.S.$245 million) as of September 30, 2025.

Our use of derivatives varies from time to time, depending on our judgment about our level of exposure to exchange rate and interest rate risks, and the costs of derivative instruments. The aggregate notional amount of our interest-rate swaps may be greater or less than the principal amount of our debt, and we may discontinue hedging at any time. We review and change our derivatives positions regularly, and our derivatives policies change from time to time. Under IFRS, we account for our interest rate swaps on a fair value basis. See Note 10 to our interim financial statements and Note 11 to our 2024 annual financial statements.

Off Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that are reasonably likely to have a material effect on our financial condition, operating results, liquidity or capital resources.

COMISIÓN FEDERAL DE ELECTRICIDAD

Overview

We are an electric power company operating as a state-owned public company of the Mexican government and, following the recent energy reform described below, we remain 100% owned by the Mexican government. As of September 30, 2025, we generated approximately 73% of the electricity consumed in Mexico, which includes electricity generated by IPPs and by power plants operating under LTAs, and we are solely responsible for transmitting and distributing electricity for public service purposes throughout Mexico. The remaining 27% of electricity is generated for self-consumption by PEMEX, a state-owned public company of the Mexican government that is engaged in exploration, production, refining and marketing of oil and gas, and by private producers. The recently enacted Electric Sector Law requires the Mexican government to generate at least 54% of the electricity injected into the grid during a calendar year. As of September 30, 2025, we provided electricity to approximately 49.6 million customer accounts, which we estimate represented 99.8% coverage of the Mexican population.

We were created in 1937 by presidential decree and then converted by the Mexican Congress in 1949 into an *organismo público descentralizado de la Administración Pública Federal* (a decentralized public entity of the Mexican government). Pursuant to the currently abrogated Former CFE Law, in accordance with the Energy Reform Decree and Secondary Legislation (each as defined below), we were converted into an *empresa productiva del Estado* (a productive state enterprise) in October 2014, subject to a new legal regime and with a corporate purpose of creating economic value for the Mexican government as its owner. In addition, pursuant to the Mexican Constitution, the currently abrogated Electric Industry Law and the Former CFE Law, in 2016, we undertook a vertical and horizontal separation of each of our key electricity sector activities — electricity generation, transmission, distribution and commercialization — through the creation of nine *empresas productivas subsidiarias* (subsidiary productive enterprises) and four *empresas filiales* (subsidiary enterprises). On August 2, 2019, we created CFE Telecomunicaciones e Internet para Todos, a new subsidiary productive enterprise. See "—General Regulatory Framework—Organizational Structure of CFE."

On December 20, 2013, amendments to Articles 25, 27 and 28 of the Mexican Constitution were published as the Energy Reform Decree in the Official Gazette, which took effect on December 21, 2013. The Energy Reform Decree outlined the general framework for the Secondary Legislation. On August 11, 2014, the Secondary Legislation was published in the Official Gazette. The Secondary Legislation included nine laws, among others, the Electric Industry Law and the Former CFE Law. On October 31, 2014, the President of Mexico published in the Official Gazette 26 regulations and amendments regarding the Secondary Legislation including, among others, the Regulations to the Former CFE Law and the Regulations to the Electric Industry Law. On March 9, 2021, the Electric Industry Law Amendments were enacted and published in the Official Gazette (. However, The Electric Industry Law Amendments were challenged through several *amparo* proceedings and, on January 31, 2024, the Mexican Supreme Court (*Suprema Corte de Justicia de la Nación*) declared a number of its articles void and unconstitutional.

In 2024 and 2025, further amendments to the Mexican energy regulatory legal framework were enacted. See "Summary—Recent Developments—Energy Sector Reform" and "—General Regulatory Framework—Recent Amendments to the Energy Regulatory Legal Framework."

Since 2024, the Mexican Constitution has been subject to the Recent Constitutional Reforms. The Judicial Reform, which represented a major overhaul of the judiciary system in Mexico, was enacted on September 15, 2024 and has been gradually implemented pursuant to secondary legislation. See "—General Regulatory Framework" for more details regarding the laws and regulations applicable to us.

We have undertaken several steps aimed at consolidating our organizational and operational structure, including the following measures:

- we have taken advantage of our financing mechanisms, such as the Master Investment Trust, the Clean Energy Trust and the Energy Transition Trust, as well as co-investments, joint ventures and IPP schemes;

- we created a FIBRA E (*fideicomiso de inversión en energía e infraestructura* number 188156 (formerly CIB/2919), which issues CBFEs under the ticker symbol "FCFE") through our subsidiary CFECapital, S. de R.L. de C.V. Our FIBRA E aims to attract new private investors to finance infrastructure investments in energy generation, transmission and distribution projects and has the benefit of (i) increasing our equity, (ii) not being considered part of our public indebtedness, and (iii) allowing us to retain ownership and control

over strategic assets. In February 2018, our FIBRA E conducted an offering of CBFEs to finance transmission projects. In the future, our FIBRA E may offer to sell additional CBFEs to finance generation, transmission and distribution projects. On September 18, 2025, our FIBRA E issued U.S.$725 million aggregate principal amount of 5.875% senior notes due 2040, representing its inaugural international issuance of debt securities. As of September 30, 2025, the price of the CBFEs issued by our FIBRA E was Ps. 50.50 per share; and

- we reduced our generation costs by converting certain plants that use fuel oil to natural gas.

See "—General Regulatory Framework—Mexican Energy Reform."

The Electric Sector Law was published in the Federal Official Gazette on March 18, 2025, abrogating the Electric Industry Law.

The agreements executed between IPPs and CFE will remain in force pursuant to their terms until their expiration, including the validity of their associated permits. The Electric Sector Law introduces mixed investment schemes and long-term production schemes. Article 38 provides that power plants jointly developed between the Mexican state and private parties must operate under one of the following schemes: (i) long-term production; (ii) mixed investment; or (iii) any other scheme defined by the legal framework or by general provisions issued by the Ministry of Energy. All such schemes must comply with the binding planning programs issued by the Ministry of Energy and adhere to the criteria and guidelines set forth in the Electric Sector Law, its regulations, and any other applicable provisions.

The Electric Sector Law provides that the rates that we charge for regulated services are to be determined by the CNE. The regulated power supply rates we currently charge are determined by the Mexican government: by the CNE for commercial, public service (*alumbrado público*) and industrial customers; and by the Ministry of Finance for agricultural and residential customers. These electricity supply rates established by the CNE reflect our anticipated production costs (including generation costs associated with basic supply vested contracts (*contratos legados para el suministro básico*), long-term auction (*subastas de largo plazo*) agreements, and costs in the wholesale electricity market considering the local marginal prices for the short-term energy market), as well as other variables including the category and location of the consumer and the time of day that the electricity is consumed. According to the CNE's methodology, basic supply rates are comprised, in general terms, of the costs associated with transmission, distribution, CENACE and basic supplier operations and ancillary services not traded in the MEM, as well as generation charges, particularly, generation charges associated with energy and capacity. However, the Electric Sector Law also provides that the federal government may determine a rate mechanism that differs from the final rates set by the CNE for specific groups of basic power supply users. The Mexican government, through the Ministry of Finance, has set some of our electricity rates at levels below our operating costs (if applicable, subject only to an inflation adjustment factor) in order to maintain the affordability of electricity, in particular, for our agricultural and most of our residential customers.

Generally, basic supply consumer rates are calculated based on the regulated rates applicable to transmission and distribution activities as well as ancillary services that are not traded in the MEM, certain generation costs, the operation tariff of CENACE and the corresponding basic power supplier (*suministrador de servicios básicos*) and the subsidy from the Mexican government. The energy and capacity costs in consumer final rates are calculated month by month according to market and contractual factors and variables.

Suministradores calificados (qualified suppliers) duly registered with the CNE are permitted to compete with us by supplying electricity to the load points (*centros de carga*) of *usuarios calificados* (qualified users) (which, as a general rule, are users with a demand of more than 1 MW) at unregulated rates of such qualified users and by representing exempt generators (*generadores exentos*) (i.e., those generators that do not require a generation permit since the installed capacity of their power plants is less than 0.7 MW) in the MEM. As of September 30, 2025, there were 56 registered qualified suppliers with the CNE

Our Business

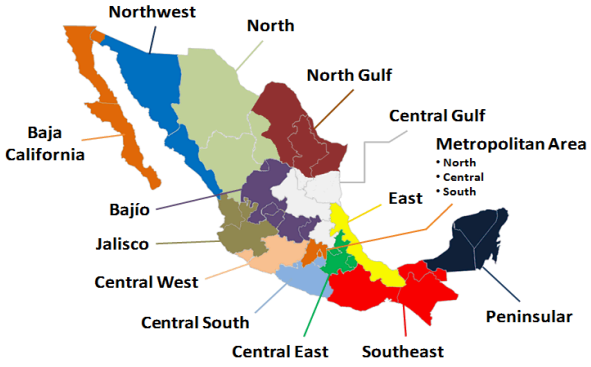
Our business is divided into four main areas: generation, transmission, distribution and commercialization. The 2025-2039 PLADESE published by the Ministry of Energy of the Mexican government on October 17, 2025 presents the requirements of the electricity sector in the medium and long term. The PLADESE aims to strengthen the national energy policy by promoting the development and efficient operation of the electricity industry, ensuring the reliability of the SEN, and strengthening the state-owned public companies of the Energy Sector, as established in the

National Development Plan, in Article 10, Section III and IV and Article 12 of the Electric Sector Law, and in Article 33, sections V and XXIX of the *Ley Orgánica de la Administración Pública Federal* (Organic Law of the Federal Public Administration).

As of September 30, 2025, we generated approximately 73% of the electricity consumed in Mexico, including IPPs. We have a 100% market share of the public transmission and distribution markets. We have a 100% market share of the basic supply market and a 22.9% market share of the qualified supply market. We are the largest electrical company in Latin America and the largest clean energy generator in Mexico, as measured by installed generation capacity, as well as the largest company in Mexico as measured by total assets and the fifth largest company in Mexico as measured by total revenues as of September 30, 2025.

We continually invest in electricity generation, transmission and distribution infrastructure in order to address Mexico's growing electricity demand. In 2024, we paid a net amount of Ps. 87.3 billion (U.S.$4.7 billion) for the acquisition of plants, facilities and equipment, and as of the nine-month period ended September 30, 2025, we had paid an amount of Ps. 49.5 billion (U.S.$2.7 billion). The Board of Directors defines our five-year business plan, determines our annual budget and approves investment priorities and projects. Our *balance financiero* (financial condition target), *techo de gasto de servicios personales* (expenditure ceiling) and *techo de endeudamiento neto* (net debt ceiling) are updated annually and require the approval of the Mexican Congress. Our investment budget for 2025, approved as part of the Mexican Federal Budget for 2025, is approximately Ps. 48.2 billion (U.S.$2.6 billion) of which Ps. 17.9 billion (U.S.$974.1 million) had been invested as of September 30, 2025.

Our service area is divided into 16 regions and extends to some of the most remote regions of Mexico.



Source: CFE.

The majority of our electricity generation activities (including nuclear, coal-fired and geothermal) are undertaken *through* thermal and hydroelectric power plants. A small percentage of our electricity generation comes from other sources, including wind and photovoltaic power plants. Since 1992, IPPs have been permitted under Mexican law to build and operate electricity generation plants in Mexico and sell the generated power exclusively to us.

As of September 30, 2025, our total debt, including obligations regarding our documented debt, PIDIREGAS (see "Management's Discussion and Analysis of Results of Operations and Financial Condition—Capital Expenditures and Investment—Long-Term Productive Infrastructure Projects (PIDIREGAS)") and debt incurred under our trust investment financings was Ps. 487.3 billion (U.S.$26.5 billion). In addition, on December 2024 and September 2025 we issued a total of Ps. 22.8 billion (U.S.$1.2 billion) aggregate principal amount of Cebures.

Our total equity was Ps. 699.3 billion (U.S.$38.0 billion) and our total assets were Ps. 2.8 trillion (U.S.$150.1 billion) as of September 30, 2025. For further information on our existing indebtedness, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources."

Our total revenue and net income for the nine-month period ended September 30, 2025 were Ps. 524.0 billion (U.S.$28.5 billion) and Ps. 125.1 billion (U.S.$6.8 billion), respectively, as compared to Ps. 502.7 billion (U.S.$27.3 billion) of total revenue and Ps. 85.8 billion (U.S.$4.7 billion), of net loss in the same period in 2024. This change is

mainly driven by the increase in energy sales in the domestic and commercial sectors as a result of an increase in demand for electricity in Mexico.

Our total revenue and net loss for 2024 were Ps. 667.2 billion (U.S.$36.3 billion) and Ps. 271.6 billion (U.S.$14.8 billion), respectively. Our total revenue and net income for 2023 were Ps. 639.8 billion and Ps. 96.2 billion, respectively. This change is mainly driven by (i) the effects of a depreciation of the Mexican peso relative to the U.S. dollar, which negatively impacted our leases recognized under IFRS, and (ii) the impact of the change in the tax regime applicable to CFE, as a result of its change in legal form to a state-owned public company.

Business Strategy

Following the publication of the Second Energy Reform Decree, we are currently evaluating our Development Plan 2026-2030, which will replace our current Business Plan (*Plan de Negocios*) for the years 2024-2028. Our Development Plan 2026-2030, which will be aligned with the PLADESE published by the Ministry of Energy, is expected to be published during the first quarter of 2026. We expect our objectives for our Development Plan 2026-2030 to consist of the following pillars:

- Consolidate CFE's position as a state-owned public company, maintaining at least 54% participation in domestic electricity generation, through a continuous, accessible, safe and reliable supply of electricity at fair prices, with a view to contributing to the country's sustainable development and energy sovereignty.

- Promote a sustainable, fair and orderly energy transition by increasing the share of clean energy in domestic electricity generation, promoting the adoption of clean technologies that strengthen efficiency and reduce carbon emissions.

- Promote mixed investment schemes that boost the increase in installed generation capacity and the expansion of the national electricity infrastructure as a result of binding planning, guaranteeing the reliable and equitable supply of electricity in all regions of the country, and strengthening the value of CFE's equity.

- Increase the efficiency of CFE's electrical infrastructure by optimizing the use of fuels and the thermal generation fleet, reducing losses in transmission and distribution processes, and lowering generation costs, all of which is expected to contribute to a more reliable, sustainable, competitive supply.

- Increase and diversify CFE's revenues through commercial, operational and supply management strategies, supported by digital transformation, technological innovation and strengthening of environmental and financial sustainability under a comprehensive compliance, internal control and anti-corruption model, promoting the country's economic development.

Our Development Plan 2026-2030 has not been published as of the date of this listing particulars, and therefore detailed information regarding our strategic direction is subject to change. See "Risk Factors—Risks Related to the Issuer—We may not be successful in implementing our business strategies."

Maintain at Least 54% Participation in National Electricity Generation

For the 2026–2030 period, CFE has an ambitious plan to modernize its generation infrastructure. Firm projects with interconnection contracts and strategic infrastructure projects, both required to comply with the national energy policy in the National Development Plan, have been incorporated into the medium- and long-term optimization process. The objective is to ensure electricity supply and guarantee the efficiency, quality, reliability, continuity, and security of the SEN while also meeting the clean energy goals established in the *Ley de Planeación y Transición Energética* (Energy Planning and Transition Law) and reducing greenhouse gas emissions in line with international commitments. All these efforts aim to minimize the total operating cost of the SEN. Furthermore, the Electric Sector Law requires that the Mexican government generate at least 54% of the electricity injected into the grid during a calendar year.

As of September 30, 2025, approximately 31.9% of CFE's total installed capacity (including IPPs and LTAs) was derived from clean energy sources including hydroelectric, geothermal, solar and wind.

Between 2026 and 2030, we plan to add 17,677 MW of generation capacity to the SEN, of which 52.5% will come from renewable energy technologies, with 24.8% from solar, 14.0% from wind, and 13.7% from cogeneration.

Combined-cycle plants will contribute 7,986 MW, representing 45.2% of the total, while hydroelectric and internal combustion technologies will account for 1.6% and 0.7%, respectively.

The 4,383 MW of planned solar photovoltaic capacity additions comprises five projects, 78% of which are expected to come online between 2027 and 2029. These include three additional phases of the Puerto Peñasco photovoltaic plant, totaling 990 MW, and two phases of the Obregón, Sonora photovoltaic plant, adding 1,350MW (with the first 350 MW phase expected to begin operating in 2026). Additional contributions come from the Carbón II and Río Escondido photovoltaic projects, which together add 808 MW, as well as the Altamira and Laguna photovoltaic projects, contributing 180 MW and 105 MW, respectively. In 2030, one further phase of the Puerto Peñasco project and an additional phase of the Obregón, Sonora project are expected to enter operation, adding a combined 600 MW.

CFE expects that the Puerto Peñasco plant will be the largest photovoltaic generation plant in Mexico, as measured by installed capacity, with 1,000 MW of installed capacity upon estimated completion of its four phases in 2030.

The first phase of the project began operations in 2023 and reached a capacity of 120 MW, while the second phase started in 2024 with 300 MW, marking a significant milestone in our commitment to providing clean and renewable energy sources. We are also implementing a maintenance program with investments of over Ps. 1.4 billion (U.S.$76.4 million) as of September 30, 2025.

Between 2028 and 2029, we plan to add 1,585 MW of new wind capacity through the second and third phases of Ixtepec (a combined 505 MW), the second phase of Matamoros (250 MW), the Puebla and San Luis Potosí projects (200 MW each), and both phases of the Reynosa wind project (totaling 400 MW). In 2030, an additional 280 MW could come online with the third phase of the Matamoros project.

Three cogeneration projects are scheduled for 2029-2030, located in Coatzacoalcos, Juchitán and Tula, with generation capacities of 900 MW, 728 MW and 794 MW, respectively. Minor hydroelectric projects representing 286 MW of generation capacity are expected to be completed during 2027 and one internal combustion project with 120 MW of generation capacity in Los Cabos is scheduled for 2030.

To support all planned solar and wind capacity additions, based on the expansion optimization, the projected requirement for battery energy storage systems ("BESS") is approximately 5,500–6,500 MW. We plan to deploy 45% of the total BESS needed to integrate intermittent renewable resources, such as wind and solar, into the power grid. Batteries help manage fluctuations by storing excess energy during periods of high generation and releasing it when production declines or demand rises. This not only enhances grid stability and reliability but also reduces curtailment, supports frequency regulation, and enables a larger share of renewable energy to be effectively utilized. In addition, we expect to add 7,986 MW of firm capacity from combined-cycle plants between 2026 and 2029, with 44% and 37% of this capacity added in 2026 and 2029 respectively.

We have built three combined cycle plants out of eight through the *Fideicomiso de Proyectos de Generación Convencional* (Energy Transition Trust) as part of the transition to clean energies for an aggregate investment of approximately Ps. 47.5 billion (U.S.$2.6 billion), which we expect will add 2,989 MW of installed capacity to the SEN. Additionally, through the *Fideicomiso de Energías Limpias* (Clean Energy Trust), we plan to develop 18 projects that include the construction, installment, operation and equipment of hydroelectric plants, and one additional phase of the photovoltaic energy plant of Puerto Peñasco for an aggregate investment of approximately Ps. 51.3 billion (U.S.$2.8 billion).

We rely, and expect to continue to rely, on the use of cleaner burning fuels, such as natural gas, in our generation activities (as compared to fuels that emit higher levels of contaminants into the environment, such as fuel oil). We are moving towards producing more clean energy, including hydroelectric, nuclear, wind power, geothermal, bioenergy, photovoltaic and efficient cogeneration energy. Through our hydroelectric power plant modernization plan, we aim to rehabilitate and repower structures such as turbines, control panels and substations to modernize our entire hydroelectric generation park. In 2024, progress across all hydroelectric plants under such plan averaged 90%. We are currently developing four hydroelectric powerplants with a capacity of 286.4 MW that will increase the generation of renewable energy and extend the useful life of our infrastructure.

As of September 30, 2025, installed capacity via "clean" sources, including hydroelectric, geothermal, solar and wind, represented approximately 31.9% of our total installed capacity (including IPPs and LTAs), and the

remaining 41.0% and 27.1% (including IPPs and LTAs) of our installed capacity is based on combined cycle technology and other technologies based on fuel oil sources, respectively. We also plan to engage in strategic projects with companies in other industrial sectors, which could reuse the gases that are a byproduct of electrical energy generation, to help reduce the emission of pollutants.

Our goal is to maintain or improve this allocation between fuel types in the future; however, our actual allocation will depend in part on the global supply of such fuels and other pricing considerations. In addition, we rely, and expect to continue to rely, on clean generation technology, such as hydroelectric, geothermal and wind power generation, each of which use renewable primary sources of energy.

Modernize our Transmission and Distribution Grids and Reduce Technical and Non-Technical Losses

From October 2024 to November 2025, we completed and commissioned 23 transmission projects, representing an investment of Ps. 4.7 billion (U.S.$256 million), with 2,400 MVA of transformation capacity, 392 MVAr of reactive compensation, and 427 circuit-km of transmission lines. These works include reinforcements for new generation plants, new transmission lines to strengthen energy flows, and additional transformation capacity to supply new users.

As part of our transmission modernization process, 44 projects are currently under construction with an overall progress of 73.8%, involving an investment of Ps. 60.0 billion (U.S.$3.3 billion) across the geographic area of the 10 regional transmission management offices. These projects represent 3,466.6 MVA of transformation, 4,559.2 MVAr of compensation, and 3,066.4 circuit-km of transmission lines, aimed at enabling the interconnection of new load centers (industrial, commercial, and residential), increasing energy flow from high-generation, low-consumption areas to high-consumption areas such as Northwest–West, Northeast–Central, and Eastern–Southeast regions. Compensation will improve power quality by preventing voltage fluctuations for end users.

Between 2025 and 2027, 85 projects will be tendered and awarded under various financing schemes, with an investment of Ps. 90.8 billion (U.S.$4.9 billion), representing 16,140 MVA of transformation, 7,020.8 MVAr of compensation, and 3,484.5 circuit-km of transmission lines. Key works include the interconnection of the Northwest–North region with the Northeast, enabling clean energy flow towards the northeast and central parts of the country, as well as a new submarine cable supplying power to Cozumel Island.

These efforts will benefit approximately 25 million users, contributing to the supply of electricity for residential, agricultural, commercial, and industrial customers.

Expansion Plan 2025-2030

We are currently undertaking our Expansion Plan for the period between 2025 and 2030, which covers our generation, transmission and distribution segments.

We seek to expand our generation capabilities through the installation of an additional 12.6 GW of capacity, which we estimate will require an investment of approximately U.S.$16.1 billion. This generation expansion component comprises 23 projects (five combined cycles, one open cycle, nine photovoltaic, seven wind power and one concentrated power), six of which will be fully financed by CFE (four combined cycles, one open cycle and one photovoltaic), that will add 3.2 GW of capacity and require an estimated investment of U.S.$4.7 billion. The remainder of the projects adding up to 9.4 GW of capacity are expected to be developed through mixed investment schemes, for an estimated required investment of U.S.$11.4 billion. The source of funding for these projects is expected to be primarily outside of our balance sheet (U.S.$10.2 billion from private participation in mixed investment schemes and U.S.$2.8 billion from monetization of assets), with U.S.$1.7 billion from our own resources and U.S.$1.4 billion from financing that we incur.

The transmission expansion component of our Expansion Plan includes 125 projects currently under analysis, which would expand our transmission network by approximately 6,623 circuit-km and require an estimated investment of approximately Ps. 152.5 billion (U.S.$8.2 billion), including proceeds from the issuance of equity and debt by our FIBRA E (in an estimated amount of U.S.$3.2 billion and adding 1,459 circuit-km) and by us pursuant to long-term financing (in an estimated amount of U.S.$3.3 billion), as well as the use of our own resources (in an estimated amount of U.S.$1.7 billion), adding a combined amount of 5,164 circuit-km). If executed, these projects would add 19,607 MVA of transformation capacity, and 11,130 MVAr of reactive compensation. There are an additional 102 projects under consideration by the Ministry of Energy, which would amount to an investment of Ps. 76.1 billion (U.S.$4.1

billion) and add up to 9,813 MVA, 4,682 MVAr and 2,889 circuit-km. Together, these enhancements would strengthen the National Transmission Grid, enabling the interconnection of new renewable generation capacity and energy storage systems, as well as supporting the growth of new industrial facilities, data centers, and tourism developments.

For the distribution component of our Expansion Plan, we are considering implementing four new programs: 97 new substations (requiring an estimated investment of U.S.$0.7 billion), 95 substation expansions (requiring an estimated investment of U.S.$0.2 billion), grid modernization (requiring an estimated investment of U.S.$1.7 billion) and coverage (requiring an estimated investment of U.S.1.0 billion), representing a total investment of approximately Ps. 72.5 billion (U.S.$3.6 billion). The funding for these programs is expected to come from CFE's own resources.

Our management periodically reviews, evaluates and updates our Expansion Plan objectives, and therefore the estimated information and expectations described above is subject to change. See "Risk Factors—Risks Related to the Issuer—We may not be successful in implementing our business strategies."

Supply and Commercialization

A key aspect of our growth strategy is increasing the profitability of our commercialization activities in the medium- to long-term. We intend to continue servicing our customers represented by approximately 49.6 million customer accounts and future qualified users by developing client-focused strategies that focus on differentiating our clients by segment. We also plan to take advantage of our client base to develop new lines of business and increase our overall commercialization capacity. As of September 30, 2025, CFE had a 100% market share of the basic supply market and a 22.9% market share of the qualified supply market.

In parallel, we plan to continue to develop our transportation and commercialization of natural gas business. Under our current structure, CFEnergía, S.A. de C.V. and CFE International LLC, two entities wholly owned by us, participate in the business of buying, selling, transporting and storing gas, fuel oil, coal and other fuels.

We are one of the most important purchasers of the natural gas that is consumed in Mexico, and in the coming years we expect to become the main consumer of natural gas in North America. Considering our unique position in the industry and the opportunities available in Mexico's less-developed regions, we seek to gradually increase our presence in the market as we continue to commercialize, import, export, transport and store natural gas in Mexico and the United States.

Clean Transportation

With the aim of facilitating the expansion of the electromobility market, we have been designing and executing public policies to promote the use of electric vehicles through our PAESE. The PAESE is a business unit specialized in energy efficiency policies and projects, as well as electrical engineering, in collaboration with the Ministry of Energy and the FOTEASE.

Telecommunications

With the formation on August 2, 2019 of our former productive subsidiary CFE Telecomunicaciones e Internet para Todos (now consolidated into CFE), we aimed (and continue to aim) to reach small and unprivileged communities throughout Mexico. With government support and our own assets, we plan to work in furtherance of guaranteeing the right to access to information technologies for those communities. We expect to expand internet access in those communities by using our fiber optic grid to provide free internet access in over 10,000 isolated localities. We also provide the service of optical fiber capacity to the government entity *Financiera del Bienestar*. As of September 30, 2025, the fiber optic grid covered 67,005 kilometers.

In 2024, we installed 16,036 free internet access points in public places including, among others, schools, federal buildings, higher education institutions and rural medical units. In 2024, internet coverage reached 94.3% of the population. We continue to focus on guaranteeing access to broadcasting and telecommunications services, including wireless broadband and mobile telephony and internet services. In July, 2024, the Mexican government transferred control of the telecommunications company Altán Redes, to our former productive subsidiary CFE Telecomunicaciones e Internet para Todos. Following the enactment of the CFE Law, CFE Telecomunicaciones e Internet para Todos was consolidated into CFE under the *Coordinación* TELECOM, a division within CFE that was established following the enactment of the CFE Law to oversee and manage telecommunications operations.

Strategic Alliances

In July 2022, CFE entered into strategic alliances with domestic and international gas marketers with the purpose of diversifying risks and sources of income, taking advantage of CFE's gas pipeline capacity in Mexico and the United States, further establishing its presence in international markets and generating employment. These alliances include:

- a U.S.$2.2 billion joint investment facility with New Fortress Energy, which allows CFE to export liquified natural gas to Europe through the development of a LNG terminal and a new distribution center.

- a U.S.$5.0 billion joint investment facility with TC Energia, for purposes of extending the Transportadora de Gas Natural de la Huasteca (TGNH) marine gas pipeline to transport natural gas to the Isthmus of Tehuantepec and the Yucatán Peninsula; and

- a U.S.$5.0 billion joint investment facility with GPO Planta de Fertilizantes, allow for the supply of 81,000 MMBTUs of natural gas per day for a fertilizer plant in Topolobampo, Sinaloa to reduce external dependency.

- As a result of the updated legal framework of the Electric Sector Law, we are authorized to enter into joint ventures with third parties for construction and generation projects and have at least 54% of direct or indirect participation in the venture while the remaining 46% may be owned by third parties. Through these ventures, we expect to finance the construction of 17 electricity generation projects based on photovoltaic, wind, combined cycle and concentrated solar power technologies. We expect to invest approximately U.S.$11 billion, and the estimated installed capacity is expected to amount to 9.4 GW.

Strategic Pillars

Our business strategy is based on strategic pillars that support each of our business lines:

Organizational and Operational Structure and Strong Performance Culture

Our organizational and operational structures allow us and our subsidiaries to operate in a competitive and efficient manner, attract high-skilled employees, improve our strong performance culture and enhance result-oriented strategies. For further information, see "—General Regulatory Framework—Organizational Structure of CFE."

Services and Support

During 2019, we implemented an operational model in which the Issuer provided administrative support and other services to its former subsidiary productive enterprises and subsidiaries to create synergies. This model, which includes financial and operational metrics to continually evaluate each former subsidiary productive enterprise, has helped us optimize the value of our assets through the implementation of more efficient processes within our subsidiaries. Under the new operational model, we may also transfer certain of our servicing areas to subsidiaries, including those areas that currently provide administrative support. These subsidiaries are expected to service third parties as well as to continue servicing our businesses and other subsidiaries.

In addition, our LAPEM, integrated to the Corporate Commercial Business Division, provides fundamental support in our generation, transmission and distribution businesses and our engineering services. Through engineering services, tests, analysis, diagnostics and quality control of equipment and material acquired by us, LAPEM contributes to the efficiency, quality, reliability, safety and sustainability of our company and the National Electric System.

Investments and Financing Capabilities

Our program of contracting with IPPs has allowed private companies to bid and operate electricity generation plants in Mexico and sell the generated power to us. Under the program, we have entered into long-term agreements (up to 25 years), under which IPPs are responsible for the construction, operation and maintenance of the electricity generation facility during the life of the agreement, and we are obligated to purchase the electricity produced by that

facility. The use of IPPs has historically helped us meet electricity generation demands without the cost of construction.

The IPP program has also allowed us to obtain competitive prices for the purchased electricity via international bidding processes, in which we award projects to bidders that offer the lowest price per kWh for the sale of electricity to us. As of September 30, 2025, CFE had a total of 34 IPP contracts signed relating to generation facilities that were operational (122 units, which include combined-cycle and wind).

The OPF addresses our infrastructure needs regarding the transmission and distribution of electricity and for generation projects that cannot be structured using IPPs. We enter into relatively short-term agreements (1-2 years), under which a private company, which we select in an international public bidding process, is responsible for the construction of a project, but not for its ongoing operation and maintenance. Bidders that are selected for OPF agreements receive total payment upon the completion of the project. The main advantage of this program is the avoidance of potential risks relating to the development of the project that may arise during the construction stage, such as cost escalation and failure of the completed project to meet technical specifications. As with IPPs, we are able to secure competitive prices for the OPFs as a result of an international bidding process.

We also intend to increase competition during the bidding processes for procurement contracts, reduce our financing costs and improve our risk-management policies.

In the past, our financings have been mostly limited to public and private financing transactions in the Mexican loan and bond markets, and certain private financings in the United States, Europe and Japan. In addition, since May 2011, we have sought various financings in the international bond markets. We believe that the further development of this financing option, together with our objective to diversify our financing sources, will improve our liquidity and debt maturity profile and help fund our investment activities.

We have formed several financing structures to allow the integration of our financial and investment portfolios. In December 2017, we created our FIBRA E as a vehicle to obtain financing, which is backed by the revenues from existing productive assets in the energy transmission sector.

On July 21, 2021, we created the Master Investment Trust to finance the construction and development of new power plants, as well as the acquisition of existing projects. This financing vehicle is backed by CFEnergía's accumulated and future profits, as well as any capital raised in prior and future equity issuances by our FIBRA E. This structure is designed with the purpose of guaranteeing the return on investments and enhancing the financial capacity of each of our subsidiaries. We are currently developing renewable energy projects (five combined cycle plants) under the Master Investment Trust for a total aggregate capacity of 3,865 MV and require a total investment by us of Ps. 59.1 billion (U.S.$3.2 billion).

On August 6, 2021 and September 24, 2021, we, as settlor, and Banco Nacional de Comercio Exterior, Sociedad Nacional de Crédito, Institución de Banca de Desarrollo, División Fiduciaria, as trustee, incorporated two management and payment trusts (*fideicomisos de administración y fuente de pago*), namely, the *Fideicomiso de Energías Limpias* (the "Clean Energy Trust") and the Energy Transition Trust, for purposes of creating trust estates to fund payment obligations incurred in connection with the development of investment projects, including clean energy power plants and conventional power plants powered by natural gas, respectively. Under these structures, the trusts were used for the construction or renewal of power plants and for entering into contracts with our former generation subsidiaries, which in turn, would operate the power plants. The projects under construction through these trusts include generation plants of various technologies, such as photovoltaic, wind power, hydroelectric and combined cycle, as well as transmission projects. The renewable energy projects are under development through the Clean Energy Trust and are expected to have a total aggregate capacity of 1,256.0 MV and require a total investment by us of Ps. 51.4 billion (U.S.$2.8 billion), while the conventional energy projects under development by the Energy Transition Trust are expected to have a total aggregate capacity of 2,989 MV and require a total investment by us of Ps. 47.6 billion (U.S.$2.6 billion).

The trusts may also enter into financing agreements with banks and other financial entities, in which the Issuer may act as joint obligor (*obligado solidario*), mainly with the export credit agencies. These trusts' sources of revenue are the revenues obtained from the specific investment projects that they develop. For more information about the financings entered into by the Clean Energy Trust and the Energy Transition Trust, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources."

On September 18, 2025, FIBRA E issued its first international bond in an aggregate principal amount of U.S.$725 million, with scheduled quarterly principal repayments from December 2025 through September 2040. The proceeds of this bond will be used to finance transmission projects which aim to enhance the performance of the transmission grid over the next five years. We expect to add approximately 1,459 kilometers in transmission lines and 8,790 MVA and 4,991 MVAr in transformation and compensation capabilities, respectively, over the next five years.

In 2023, we entered into the following ECA financings: with the Multilateral Investment Guarantee Agency (MIGA) for a principal amount of U.S.$333.6 million maturing on June 30, 2038; two financings with the Austrian Control Bank (OeKB) for an aggregate principal amount of U.S.$292.0 million maturing on February 4, 2043 and December 6, 2043; and another financing with the French Development Agency (AFD) for a principal amount of U.S.$98.7 million, for purposes of financing hydroelectric power plant repowering and modernization projects.

In 2024, we entered into the following ECA financings: two with the Japan Bank for International Cooperation (JBIC) for an aggregate principal amount of U.S.$433.7 million, maturing on April 11, 2036, to finance generation projects using energy transition technology (natural gas and green hydrogen); one financing with Export Credit Insurance Services (SACE) for a principal amount of U.S.$357.8 million, maturing on June 21, 2036, to finance generation projects using energy transition technology (natural gas and green hydrogen); and two more financings with China Export & Credit Insurance Corporation (SINOSURE): one for a total of U.S.$219.4 million maturing on December 19, 2037, and another one for a total of €215.0 million maturing on December 24, 2037. The proceeds of these financings will be used to finance the development of new generation combined cycle power plants with a total required investment of approximately U.S.$2.0 billion.

The foregoing financing structures have been and are expected to be key components of the financing of our transmission and generation activities. We are developing a new financing framework through the Master Investment Trust which is expected to focus on the monetization of assets to secure financing for additional CFE priority investment projects, which are aligned with the Ministry of Energy's binding planning. We expect to enter into financings of approximately U.S.$2.8 billion under this framework, with final allocation determined based on the requirement for additional capacity or improvement and the development schedule for each project.

Long-Term Employee Benefit Obligation Costs Optimization and Productivity

As of December 31, 2024, our long-term employee benefit liabilities represented 21.1% of our total liabilities. On June 19, 2024 we entered into a new collective bargaining agreement with the SUTERM for the 2024-2026 term. This new collective bargaining agreement included modifications to employee pensions, salary and benefit increases, including a 5.1% increase in daily salaries and a 4.2% increase in pensions payable to retirees. In addition, as of September 30, 2025, we reported a liability of Ps. 441.9 billion (U.S.$24.0 billion) on our statement of financial position related to long-term employee benefits, which represented 21.5% of our total liabilities as of such date. See Note 16 to our interim financial statements as of September 30, 2025.

Strategic Regulatory Action

As a state-owned public company, we intend to have an active role in the implementation of the new policies and regulations to develop the National Electric System. We will continue to develop our relationship with our regulators. In particular, regarding our rate-regulated business, we will coordinate and maintain a channel of communication aimed to align the rates that we charge our customers with our costs and operating expenses.

Sustainability Objectives

We have been designing and working towards implementing policies and institutional programs with the goal of achieving our sustainability-related objectives. As mentioned above, we expect our Development Plan 2026-2030 to include important ESG initiatives which underline our strong commitment to sustainability.

Social Responsibility

We will continue to operate as a last resort provider of electric power and we intend to continue to proactively face any electrical emergencies. As a state-owned public company, we expect to continue to monitor and assist the

regulatory authorities in establishing reasonable and fair rates. We aim to expand and modernize the National Transmission Grid by developing approximately 6,800 kilometers of new transmission lines.

History

We were created in 1937 by presidential decree, and then converted by the Mexican Congress in 1949 into a decentralized public entity of the Mexican government. Since the enactment of the LSPEE, we have generally been responsible for the generation, transmission and distribution of electric power in Mexico. In connection with the Energy Reform Decree, which, among others, repealed the LSPEE, we were converted from a decentralized public entity of the Mexican government to a productive state enterprise effective upon the effectiveness of the Former CFE Law in October 2014. Such transformation required, and still requires, changes in management, organization and operation standards. Our activities are supervised by the Ministry of Energy, and the Minister of Energy serves as the Chair of the Board of Directors.

On October 17, 2024, the Mexican Congress approved further amendments to Articles 25, 27 and 28 of the Mexican Constitution (the Second Energy Reform Decree), which was subsequently approved by a majority of Mexico's state legislatures and signed into law by current President Claudia Sheinbaum Pardo. Such amendments were published on October 31, 2024, in the Official Gazette. The Second Energy Reform Decree (i) transformed the legal regime of CFE from an *empresa productiva del Estado* (productive state-owned company) to an *empresa pública del Estado* (state-owned public company) and (ii) dissolved by operation of law all of CFE's productive subsidiaries, which were consolidated into CFE, and all of their assets, liabilities, rights, and obligations were assumed by and transferred to us. On March 12, 2025, the 2025 Energy Reform, implementing the changes established in the Second Energy Reform Decree, was approved. The Second Energy Reform Decree and its implementing legislation include important modifications to our legal framework, corporate structure and corporate governance. Additionally, on December 2, 2025, and June 2, 2025, respectively, the Regulations of the CFE Law and CFE's Organic Statute (*Estatuto Orgánico*) were also enacted. See "Summary—Recent Developments."

Luz y Fuerza del Centro

Luz y Fuerza del Centro ("LFC"), which was the utility previously responsible for the transmission and distribution of electricity in Mexico City and the surrounding areas, was dissolved by presidential decree in October 2009. LFC was also involved in small-scale electric power generation, amounting to 1,174 MW as of October 2009. Pursuant to the terms of LFC's dissolution, the assets of LFC were transferred to the former *Servicio de Administración y Enajenación de Bienes*, now currently the *Instituto para Devolver al Pueblo lo Robado* (Institute to Return Stolen Goods to the People, or "INDEP"), a decentralized entity of the Mexican government that is operated by the Ministry of Finance. As of the date of the dissolution, LFC's legal, commercial and financial obligations were assumed by INDEP and the distribution of electricity within Mexico City and the surrounding areas was assumed by us. In order to carry out these new responsibilities, we have entered into a lease arrangement with INDEP, which provides us with access to certain of LFC's former assets and enables us to service LFC's former customers.

As a result of LFC's dissolution, we obtained approximately six million additional customer accounts. However, the increase in our customer base had little effect on our overall sales volume both because the volume of our sales to these new customers is substantially similar to the volume of our previous sales to LFC and because of the additional non-technical losses we incur by servicing the metropolitan area directly.

Our Operations

Generation

As of September 30, 2025, our installed capacity was 71,848 MW, which includes the installed capacity of IPPs and LTAs. Of our total installed capacity, 64.8% corresponds to our own generation units, while the remaining 35.2% corresponds to 23.1% generation plants operated by IPPs and 12.1% generation plants contracted and operated through long-term auctions (LTAs).

The following table sets forth the change in our installed capacity for the periods listed:

Installed Capacity

Installed Capacity	As of December 31, 2019	2020	2021	2022	2023	2024	As of September 30, 2025
Installed Capacity (MW)							
CFE	42,881	43,106	43,723	44,073	44,846	45,117	46,553
IPPs & LTAs	23,683	24,590	24,530	24,530	25,295	25,295	25,295
Total	**66,564**	**67,696**	**68,253**	**68,603**	**70,141**	**70,412**	**71,848**
Generation (TWh)							
CFE	145.9	118.2	125.5	137.1	145.0	148.8	117.3
IPPs & LTAs	91.0	97.8	105.8	110.0	117.0	117.8	90.6
Total	**236.9**	**216.0**	**231.4**	**247.1**	**262.0**	**266.6**	**207.9**

Source: CFE.

During the first nine months of 2025, we generated approximately 78.8% of our electricity (including IPPs and LTAs) from fossil fuel-based power plants, and the remaining 21.2% from clean energy sources, of which 9.5% came from hydroelectric power plants, and 11.7% from other sources, such as nuclear, geothermal, wind and photovoltaic plants. As of September 30, 2025, our installed capacity was 71,848 MW, including 25,295 MW from IPPs and LTAs. Since most of our power generation relies on fossil fuels (mainly fuel oil and natural gas), our generation cost is highly sensitive to international fuel prices, which is mitigated through our short- and medium-term hedging programs.

During 2024, we generated 266.6 TWh of electricity, representing a 7.9% increase over the 247.1 TWh we generated in 2022. Of this total, 43.7% was generated by IPPs and LTAs and the remainder was generated from facilities owned by us.

The table below sets forth the installed capacity as of September 30, 2025 of the various sources of energy on which we rely.

Installed Capacity by Source as of September 30, 2025

Type of Plant	Capacity (MW)	% of Total
Gas, fuel oil and diesel	25,990	36%
Coal-fired	5,463	8%
Nuclear power	1,608	2%
Geothermal	808	1%
Total thermal (excluding IPPs)	**33,869**	**47%**
Hydroelectric	12,165	17%
Wind and photovoltaic	519	1%
IPPs (combined-cycle and wind)	16,603	23%
LTAs (renewable and combined-cycle)	8,692	12%
Total CFE (including IPPs and LTAs)	**71,848**	**100%**

Source: CFE.

Our electricity generation capacity as of September 30, 2025 consisted of 256 plants with 718 units (including IPPs and LTAs) throughout Mexico as follows in the table below (the distribution by generation type varies by season, rainfall and availability of renewable resources):

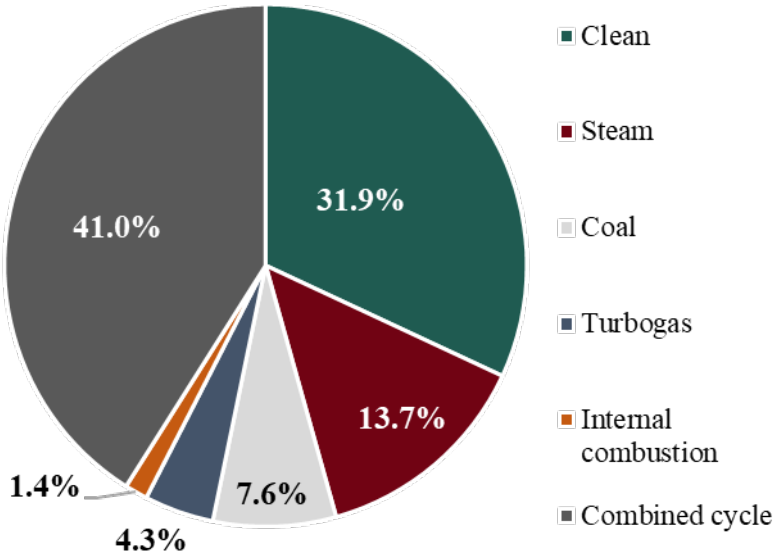
Generation Plants and Units by Type as of September 30, 2025

Type	Plants	Units[(1)]
IPPs (combined-cycle and wind)	34	122
LTAs (renewable and combined-cycle)	60	70
Hydropower	60	166
Turbo gas	40	94
Steam	19	49
Internal combustion (diesel)	7	77
Combined-cycle	22	87
Geothermal	4	24
Coal-fired	3	15
Wind and photovoltaic	6	12
Nuclear power	1	2
TOTAL	256	718

(1) Includes units which are out of operation and in the process of being decommissioned.
Source: CFE.

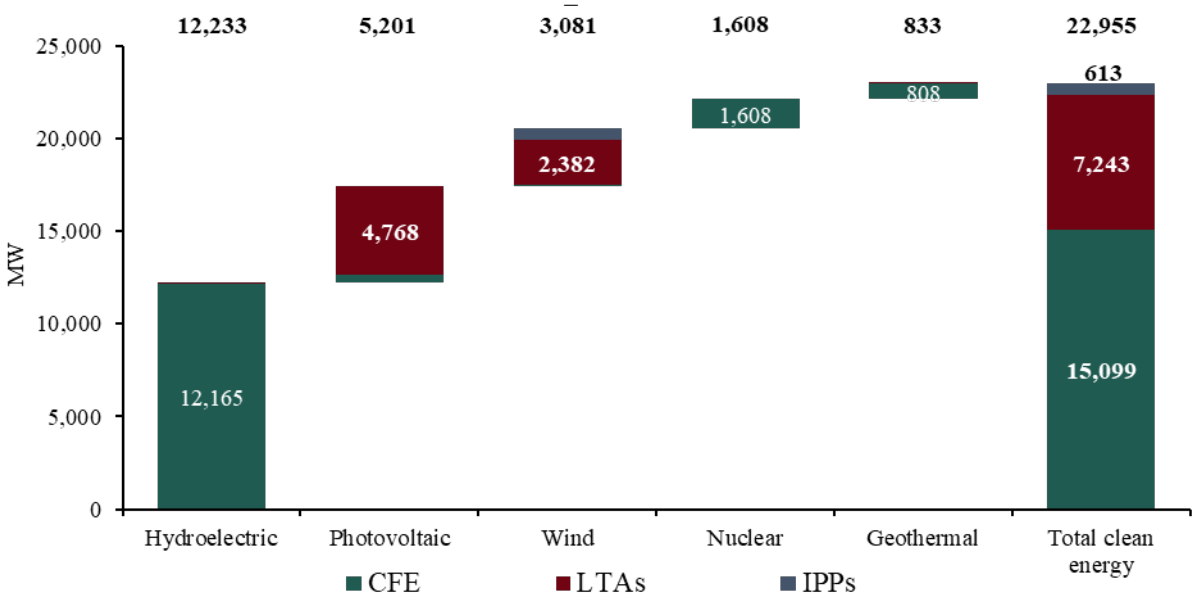
CFE is moving towards producing more clean energy for generation. As of September 30, 2025, installed capacity via "clean" sources, which includes hydroelectric, among others, represented approximately 31.9% of total installed capacity.

Generation Plants Capacity Breakdown as of September 30, 2025[1]



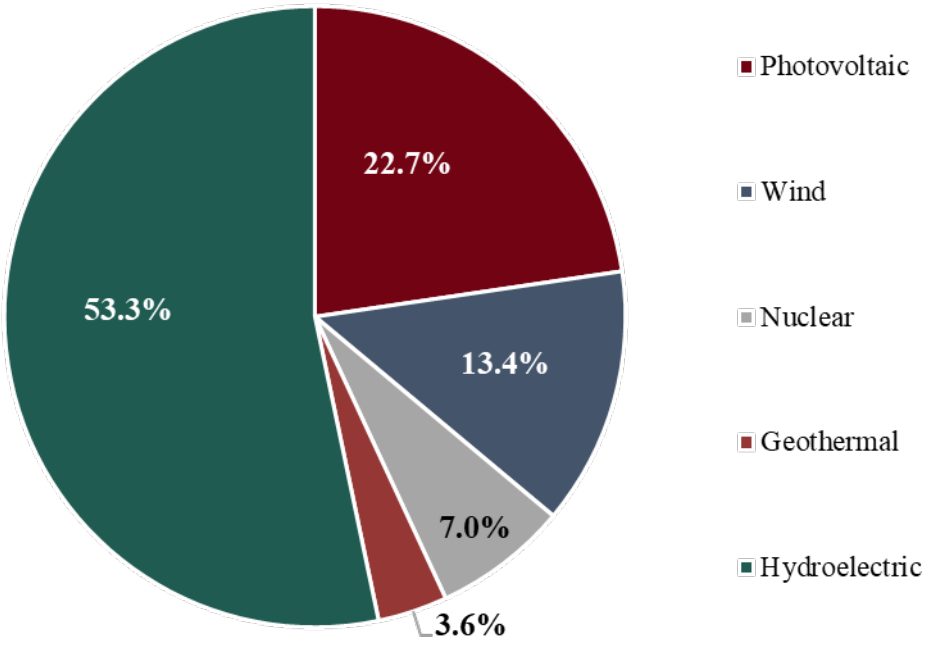
1. Clean Sources includes: hydroelectric, nuclear, wind power, geothermal and photovoltaic.
Source: CFE.

The following chart sets forth our installed capacity on clean energy sources as of September 30, 2025 as compared to private generators[1]:



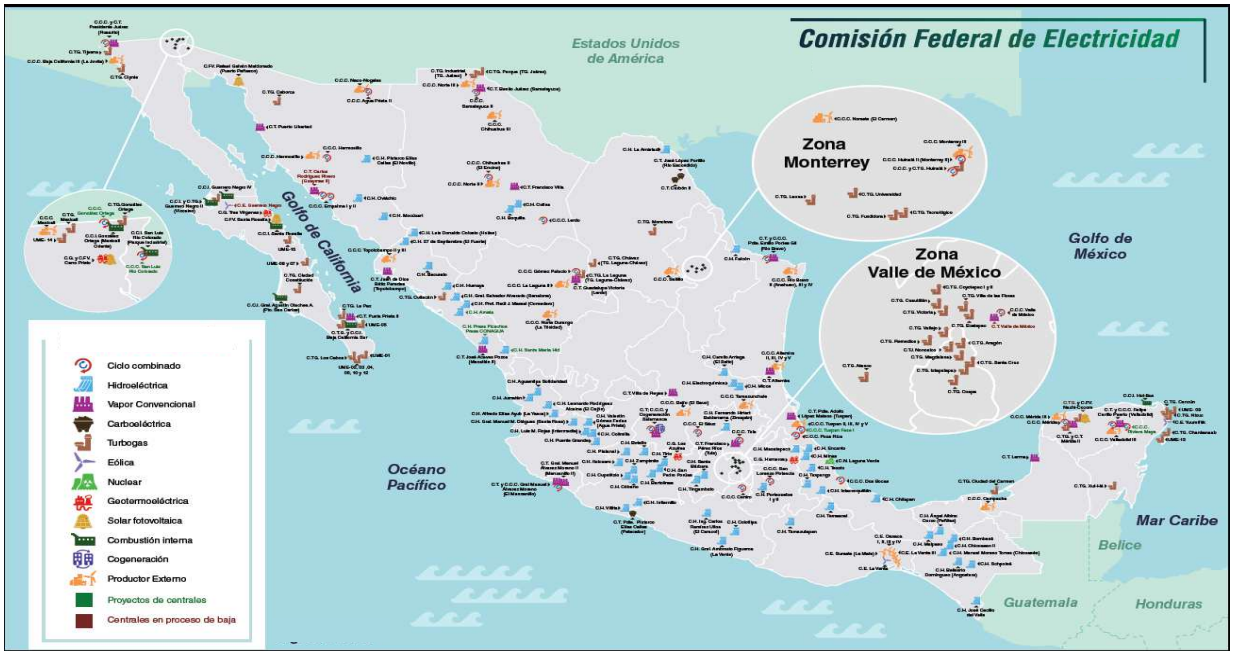
1. Clean sources include: hydroelectric, nuclear, wind power, geothermal and photovoltaic.
Source: CFE.

CFE's Clean Technologies Installed Capacity Breakdown as of September 30, 2025 [(1)]



1. Includes CFE, IPPs and LTAs figures.
Source: CFE.

As of September 30, 2025, our generation plants and generation units were located throughout Mexico, as illustrated in the map below.



Source: *CFE.*

Thermal Power Generation

Thermal power generation that uses fossil fuels as the primary source of energy can be classified according to the type of technology used to power the rotation of an electrical generator's turbines, as follows:

- Steam (fuel oil);
- Gas turbine (natural gas);
- Combined-cycle;
- Internal combustion (diesel); and
- Coal-fired.

As of September 30, 2025, approximately 67.6% of our electricity generation capacity, excluding IPPs and LTAs, was based on fossil fuels (natural gas, coal, diesel and fuel oil). Therefore, our generation cost is highly sensitive to international fuel prices, which is mitigated through our short- and medium-term hedging programs.

We purchase our fuel oil and natural gas from PEMEX and other suppliers through our commercialization subsidiaries both in Mexico and in the United States, at indexed prices pursuant to long-term contracts awarded pursuant to an international bidding process. Fuel oil and natural gas, together, represented 83.8% of the cost of our fuels for the nine-month period ended September 30, 2025, excluding IPPs. Approximately 11.7% of our installed capacity relied on the use of coal as of September 30, 2025, excluding IPPs and LTAs. A small percentage of our generation plants use diesel fuel, which we purchase from PEMEX at prices regulated by the Mexican government. As of September 30, 2025, approximately 43.2% of our natural gas daily consumption was hedged.

Nuclear Power Generation

We operate Mexico's only nuclear power plant, the Laguna Verde Nuclear Power Plant ("Laguna Verde"). Laguna Verde is located on the coast of the Gulf of Mexico in the municipality of Alto Lucero in the state of Veracruz.

The plant is a strategic facility due to its high-power generation capacity, low operating cost and frequency and voltage regulation capacity. Laguna Verde is comprised of two power-generating units. The nuclear reactor contained in each power generating unit is a boiling water reactor equipped with direct cycle Mark II containment.

In 2011, we completed a substantial renovation of both generating units as a result of an investment of approximately Ps. 11.4 billion (U.S.$624.7 million), which was financed as an OPF under PIDIREGAS. As a result of the renovations, the installed capacity of Laguna Verde increased by 244 MW to a total of 1,608 MW as of September 30, 2025. On 2024, Laguna Verde generated a total of 11,978 GWh, and during the first nine months of 2025 generated a total of 7,801 GWh.The two units of Laguna Verde together account for 2.2% of our total installed capacity (including IPPs and LTAs) as of September 30, 2025, with a total capacity of 1,608 MW.

Laguna Verde's operations are subject to regulation and oversight by both national and international nuclear regulatory bodies. Laguna Verde has operated in compliance with ISO-14000 international standards for environmental management since 1999 based on its quality and safety standards.

In 2020, the Ministry of Energy authorized the renewal of the operating license for Unit 1 of this facility. The license is valid from July 25, 2020 to July 24, 2050. CFE has obtained the renewal of the operating license for Unit 2, valid from April 10, 2025 to April 10, 2055. See "Risk Factors—Risks Factors Related to the Issuer—We are subject to environmental risks and possible claims and lawsuits inherent to the generation, transmission, and distribution of electricity."

Hydroelectric Power Generation

Our largest hydroelectric generation plant is *Manuel Moreno Torres*, which has 2,400 MW of installed capacity and is located in Chicoasén, Chiapas. The plant utilizes the water flow from the Grijalva River to power its turbines. The second and third largest plants are *Infiernillo*, which has 1,200 MW of installed capacity and is located in La Unión, Guerrero, and *Malpaso*, which has 1,080 MW of installed capacity and is located in Tecpatán, Chiapas. As of September 30, 2025, our hydroelectric power plants had a total capacity of 12,233 MW, or 17.0% of our total installed capacity (including IPPs and LTAs).

Coal-Fired Power Generation

We have three coal-fired power generation plants: two located just south of the U.S.-Mexico border in the State of Coahuila, known as the *Carbón* plants, and a third one in the State of Guerrero, known as the *Petacalco* plant. These three plants comprise a total of 15 generation units, which have a combined installed capacity of 5,463 MW and represented 7.6% of our total installed capacity (including IPPs and LTAs) and 3.1% of our total generation as of September 30, 2025.

Geothermal Power Generation

Our geothermal energy is generated by four plants with a total installed capacity of 833 MW as of September 30, 2025, which represented approximately 1.2% of our total installed capacity (including IPPs and LTAs). Our largest geothermal power station is *Cerro Prieto*, followed by *Los Azufres* in Michoacán. Geothermal energy is the only renewable source other than hydroelectric power that currently contributes significantly to the total mix of the electricity we generate.

Wind and Photovoltaic Power Generation

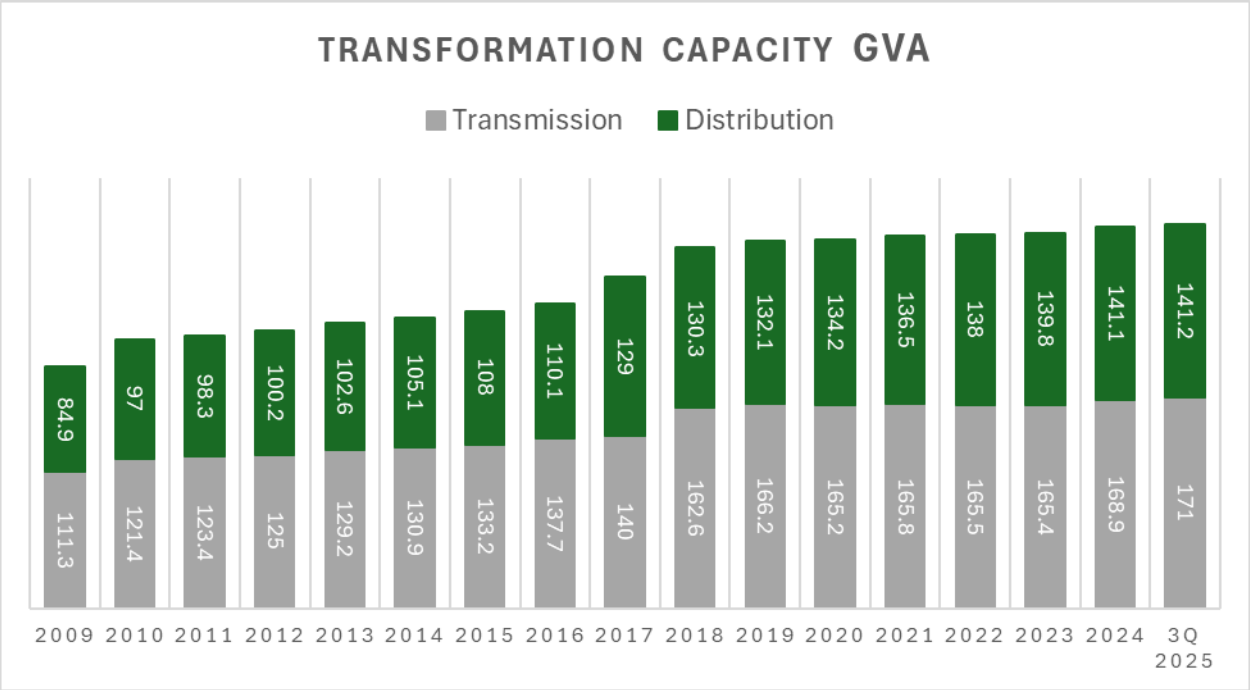
We own and operate two wind power plants, the largest of which is the *La Venta* power plant located 30 kilometers northeast of the city of Juchitán, Oaxaca. *La Venta* was the first wind power plant developed in Mexico and in Latin America. As of September 30, 2025, CFE operated four photovoltaic power plants with a combined installed capacity of 433 MW. The largest facility is the Puerto Peñasco plant, with an installed capacity of 420 MW. Including IPPs and LTAs, the installed capacity from this type of technology reached 5,201 MW, representing 7.2% of total installed capacity. As of September 30, 2025, our wind and solar power plants (including IPPs and LTAs) contributed to 11.5% of our total installed capacity.

Transformation, Transmission and Distribution

Electric power generated in our facilities, as well as by IPPs and by other private generators that are interconnected to the grid, is made available to consumers after being transformed, transmitted and distributed. Transformation is the process by which the current and voltage of electricity is converted to a form suitable for its transmission or distribution. This process is carried out by our grid of electrical transmission and distribution substations, which has grown in size and capacity in parallel with the growth of our transmission and distribution grids.

As of September 30, 2025, our transformation capacity was 312.2 GVA, of which 54.8% related to transmission substations and 45.2% to distribution transformers.

Capacity of Transmission and Distribution Substations (GVA)

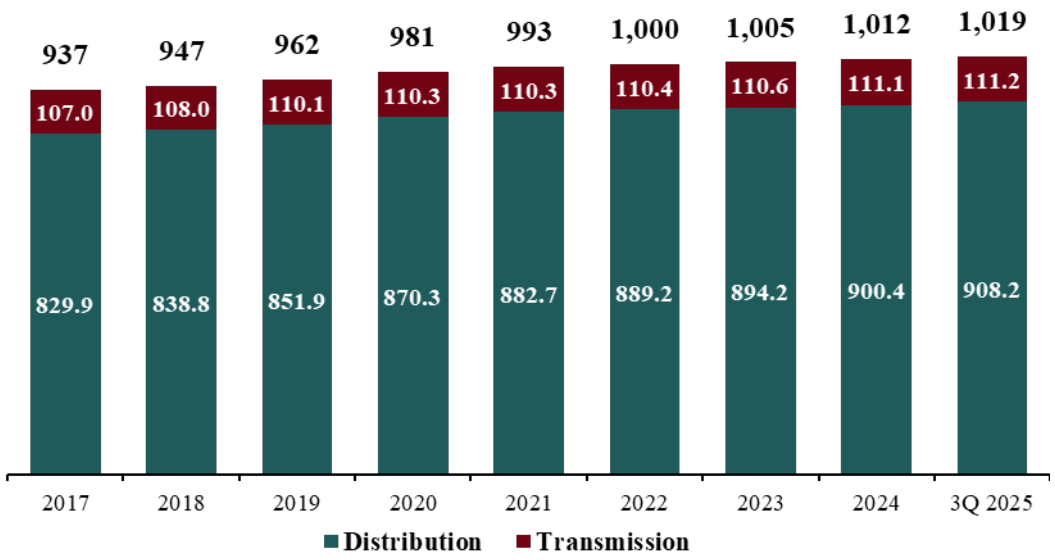


Source: CFE

Transmission is the process by which electrical power is carried from electrical generators to distribution substations. Our transmission grid consists of a network of power lines with capacities ranging from 69 to 400 kilovolts, and it provides national coverage through nine agencies in 55 zones. Between 2015 and 2016, the length of our transmission grid increased significantly due to a reclassification of voltage limits between distribution and transmission, resulting in an asset transfer from CFE Distribución to CFE Transmisión (both of which are now consolidated into CFE and operate as the Subdirección de Transmisión and the Subdirección de Distribución, respectively). As of September 30, 2025, our transmission grid was 111,195 kilometers (69,093 miles) long. Our distribution grid, which is responsible for delivering electricity to most of our customers throughout Mexico, comprises distribution power lines with voltage levels of 33, 23, 13.8, 6.6, and 2.4 kilovolts, and 220 and 110 volts.

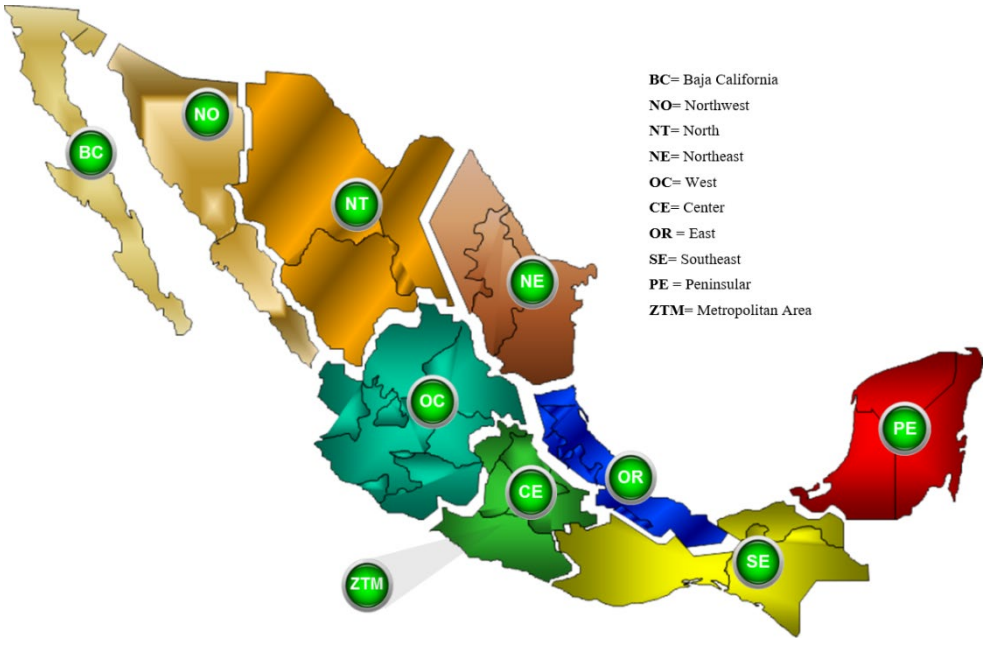
As of September 30, 2025, we had a total of 908,195 kilometers (564,326 miles) of distribution lines. Including transmission and distribution power lines, our transmission and distribution grid is over 1,019,390 kilometers (633,420 miles) long. We also have 13 international connections, 11 with the United States of America, one with Guatemala and one with Belize.

Length of Transmission and Distribution Lines (thousands of kilometers)



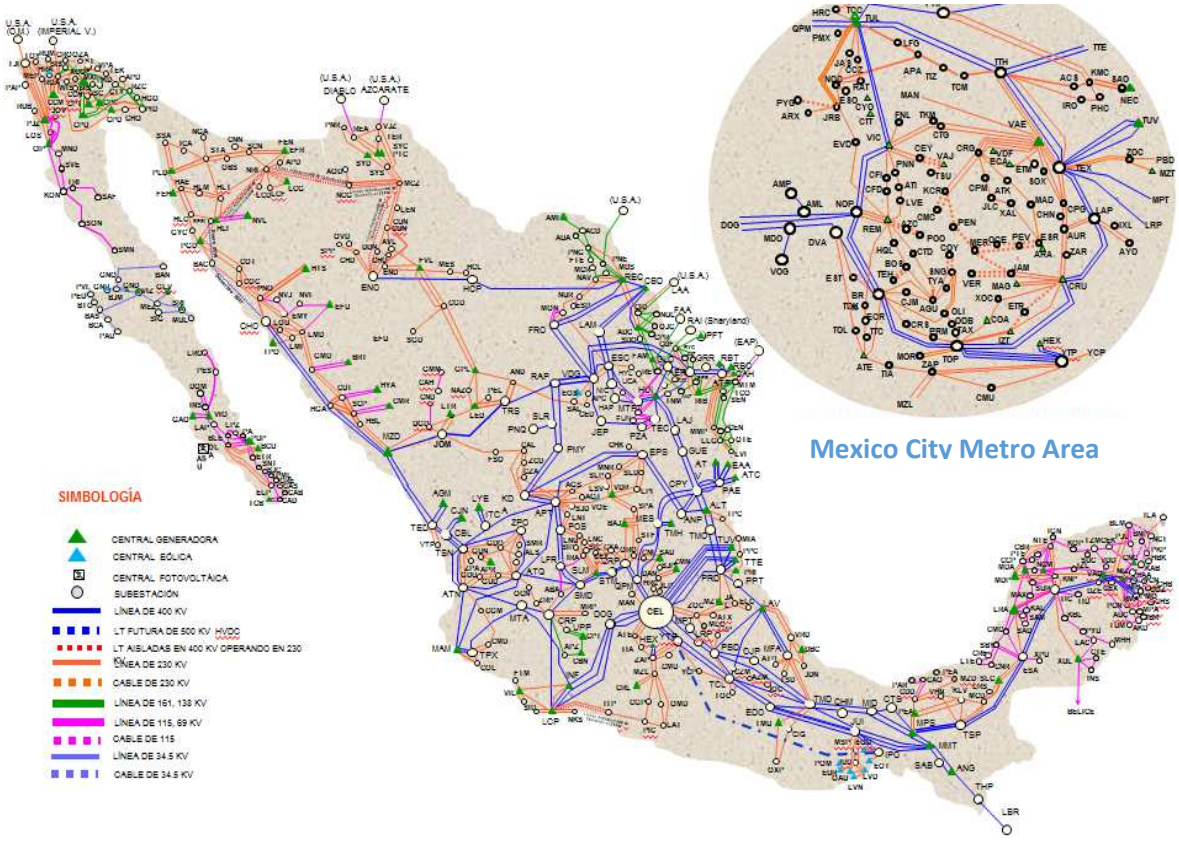
Source: CFE.

CFE Transmisión was organized into nine regional offices, as shown in the following map:



Source: CFE.

The map below shows the geographic distribution of our transmission grid.



Source: CFE.

CENACE

Pursuant to the Mexican Constitution and the Electric Industry Law, we were required to transfer to the CENACE the necessary human, material and financial resources for the operation of the National Electric System and the MEM. Accordingly, on November 28, 2014, we transferred to the CENACE the following assets:

- the *Centro Nacional* (National Center) located in Mexico City;
- the *Centro Nacional Alterno* (Alternate National Center) located in Puebla;
- eight control areas located in Mexicali, Hermosillo, Gómez Palacio, Monterrey, Guadalajara, Mexico City, Puebla and Mérida;
- the control centers in La Paz and Santa Rosalía;
- the *Coordinación de Planificación* (Office of Planning) of the *Subdirección de Programación* (Budget Department) located in Mexico City; and
- employees and assets associated with the operation of the above.

For more information regarding the CENACE, see "—General Regulatory Framework."

The CENACE was also responsible for auctioning mid-term (3-years) and long-term (15-year/20-year) *contratos de cobertura* (power purchase agreements) in which we commit to purchase energy, capacity and/or clean energy certificates (for long-term auctions only), at specified prices from private participants. The purpose of these

auctions was to allow us to purchase electricity, capacity and clean energy certificates (for long-term auctions only) at competitive prices from qualified bidders.

The CENACE conducted two long-term auctions for clean and renewable energy projects in 2016. The first auction received 227 offers from 69 prequalified bidders. As a result, in March 2016, 18 offers were granted to 11 companies for wind and solar projects. The average price offered by the winning companies was around 38% lower than the maximum purchase price offered by us. The projects selected in this first auction have a total generation capacity of 2,085 MW. In the second auction, 23 companies were selected out of 57 that participated. The winning bids were selected in September 2016 and covered 83.8% of the energy requested by us. The projects selected have a total generation capacity of 3,776 MW. During 2017, the CENACE carried out one more long-term auction allocating a total of 15 winning bids for solar and wind energy projects with a total generation capacity of approximately 2,180 MW. On March 28, 2018, the CENACE announced a fourth long-term auction, in which participants would be able to make one or more bids to sell any combination of the following products: capacity, electricity and clean energy certificates. However, on December 3, 2018, such long-term auction was suspended due to senior management changes in different government entities following the commencement of the term of the new federal administration. As of the date of this listing particulars, no further long-term auctions have been announced.

CENACE conducted one mid-term auction in 2017, and one in 2018, which was subsequently cancelled. As of the date of this listing particulars, no further mid-term auctions have been announced.

CFE only participates in mid-term auctions for the acquisition of energy and capacity, but also participates in long-term auctions can also be for clean-energy certificates.

Fiber Optic Network

With the incorporation on August 2, 2019 of CFE Telecomunicaciones e Internet para Todos, a former productive subsidiary of CFE, we are extending digital connectivity to underserved communities throughout Mexico, providing free internet access in isolated localities by using our fiber optic grid. As of September 30, 2025, CFE had installed 106,170 free internet access points across all 32 Mexican states. These spaces provide internet access for users who lack connectivity at home, contributing to their digital inclusion. Additionally, CFE has 5,121 telecommunications towers with 4G LTE technology, strengthening mobile phone and wireless broadband coverage. Furthermore, the national aggregation and access network has a total of 21,449.21 kilometers of fiber optic cable deployed throughout the country, enabling more efficient and robust data transmission and ensuring stable and higher-quality service.

Service Quality

During the past several years, the Mexican government has implemented various programs in an effort to modernize our operational units. All of our operational units are under constant evaluation. This practice allows us to identify our strengths and weaknesses, and to set benchmarks for productivity, competitiveness and technology programs, including the reduction of energy losses, the establishment of quality indicators and the implementation of pricing and maintenance programs. Our energy savings programs consist of efforts to promote replacement of high-consumption appliances and air conditioning units as well as internal programs for energy savings in generation plants and the creation of incentives for customers to use energy-friendly equipment.

Our quality indicators show a steady improvement over the past years. Increases in service quality are due to our commitment and effective measures undertaken by management to transform CFE into a world class company. Since 2004, all of our processes and work centers have been certified under the ISO 9000 rules. We have been awarded the *Premio Nacional de Calidad* (National Quality Award) numerous times, an award given by the Mexican government for continued improvement in quality indicators. We have also been awarded the *Premio Iberoamericano de la Calidad* (Iberoamerican Quality Award) on four occasions, the *Reconocimiento Innova* (Innova Award) and the *Premio Intragob* (Intragob Award).

The following table sets forth the primary indicators on which we rely to evaluate the quality of the services we provide.

Service Indicators	2020	2021	2022	2023	2024	3Q2025
Service Quality						
Fulfillment of service commitments (%).....	94.0	95.0	97.5	97.2	96.6	97.2
Receipt of non-conforming electricity (for every 1,000 users per month)	4.4	4.4	4.4	4.4	4.7	5.5
Quality of Electric Power Supply						
Outage time per user (minutes per year).....	22.1	20.7	19.2	17.8	16.7	10.4
Population with access to electric power (%)...	99.0	99.2	99.3	99.3	99.6	99.8

Client Base and Demand

Since our inception in 1937, Mexico's population has grown significantly. This population growth has been accompanied by a significant increase in the demand for electric energy. The following table sets forth our response to population growth in Mexico during the last 48 years:

	As of December 31,						As of September 30,
	1970	1980	1990	2000	2010	2020	2025
Population of Mexico* (in millions)	48.2	66.8	81.2	97.5	112.3	126.0	133.4
Number of CFE customer accounts (in millions).....	4.9	6.8	12.0	18.7	34.2	45.6	49.6
Total installed capacity of CFE (in MW).....	**5,401**	**13,692**	**24,442**	**35,869**	**51,611**	**59,004**	**71,848**

**Source*: *INEGI and CFE. * Population data up to 2020, from INEGI. Population for 2025 estimated by us based on data by CONAPO.*

We provide electricity to approximately 99.8% of Mexico's population, and as of September 30, 2025, we had approximately 49.6 million customer accounts. We classify our customers into five categories: residential, commercial, agricultural, services and large industry. As of December 31, 2024, our customer base consisted of 89.2% residential accounts and 9.2% commercial accounts, with the remainder of our accounts attributed to agricultural, industrial and services customers.

The following table sets forth a customer breakdown per sector for the years ended December 31, 2019 through 2024 and for the nine-month period ended September 30, 2025:

		Year Ended December 31,					Nine-month Period Ended September 30,
Sector	**2019**	**2020**	**2021**	**2022**	**2023**	**2024**	**2025**
				Percentage of Customers			
Residential.....	88.9%	89.1%	89.1%	89.1%	89.2%	89.2%	89.2%
Commercial	9.5%	9.4%	9.3%	9.3%	9.2%	9.2%	9.2%
Agricultural	0.3%	0.3%	0.3%	0.3%	0.3%	0.3%	0.3%
Industrial	0.9%	0.9%	0.9%	0.9%	0.9%	0.9%	0.9%
Services	0.4%	0.4%	0.4%	0.4%	0.4%	0.4%	0.3%

Source: CFE.

Although the residential sector represented 89.2% of our customer base as of September 30, 2025, it constituted only 24.9% of our sales as of September 30, 2025. Inversely, the industrial sector represented approximately 0.9% of our customer base, but as of September 30, 2025, it accounted for 56.2% of our sales volume.

The following table sets forth the percentage of our sales volume attributable to each sector that we service for the years ended December 31, 2019 through 2024 and for the nine-month period ended September 30, 2025.

Sector	Year Ended December 31, 2019	2020	2021	2022	2023	2024	Nine-month Period Ended September 30, 2025
	Percentage of Volume Sold*						
Residential	19.5%	23.5%	23.3%	22.4%	23.3%	24.3%	24.9%
Commercial	13.1%	12.9%	13.1%	13.2%	13.1%	13.1%	13.1%
Agricultural	1.8%	2.3%	2.3%	2.2%	2.5%	2.5%	2.6%
Industrial	61.8%	57.5%	57.6%	58.6%	57.9%	57.0%	56.3%
Services	3.8%	3.8%	3.7%	3.6%	3.2%	3.1%	3.1%

* 100% is total retail volume before non-technical losses, billing errors, billing in process and other exploitation products.

Electricity Rates

The Electric Sector Law provides that the rates that we charge for regulated services are to be determined by the CNE. In accordance with applicable law, these regulated rates are determined in order to recover efficient costs and obtain a reasonable profit; provided that such regulated rates shall foster the efficient development of the power industry, secure the continuance of the rendering of power-related services, prevent any undue discrimination, allow for the open access to the transmission and distribution grids and protect the interests of market participants and end-users. Regulated services include the transmission and the distribution of electricity, as well as the operation of a basic services supplier. The final rates for basic services supply are also rate-regulated.

In 2015, the CRE published the rates that our transmission and distribution subsidiaries were to charge during an initial period from 2016 to 2018, as well as the criteria and methodology to apply adjustments to those rates during that initial period. In December 2020, the CRE extended the application of those transmission and distribution rates indefinitely. The methodology for future transmission and distribution rate adjustments is currently under discussion between the CNE and CFE.

Regulated electricity transmission rates are structured as a "postage stamp" based on injections by each generator or withdrawals that each power supplier or qualified user makes from the National Electric System, in each case without regards to the distance over which the electricity is transmitted, based on two tension levels: higher or equal to 220 kV and below 220 kV. Such regulated rates shall be adjusted annually based on inflation and development of new transmission infrastructure.

A similar methodology applies in connection with regulated tariffs for the electricity distribution service provided by CFE, provided, however, that such rates shall be allocated amongst 16 distribution regions across the country and upon five different groups based upon costumers' consumption profile. Such regulated rates shall be adjusted annually based on inflation and by an economies of scale factor for each distribution region.

In November 2017, the CRE published the methodology to determine and adjust the rates for the operation of a basic services supplier, for the final rates for basic services supply, and for provision of ancillary services not included in the MEM. According to the Electric Sector Law, the required income for basic services suppliers shall include the costs of regulated rates, as well as the energy generation costs and any associated products or services purchased by the supplier for this service.

The current rate system for basic power supply was implemented in December 2017. Rates have been grouped in 17 divisions and 12 categories, and include charges for the following concepts: generation, transmission, distribution, CENACE operations, operation of the basic services supplier, energy and capacity, among others. The rates for the initial phase were valid through December 31, 2018. In December 2018, the CRE established the methodology to calculate consumer rates for 2019, which complemented the rate regulation for other regulated services such as transmission and distribution, and implemented a mechanism for reviewing and adjusting the generation-related component/charge of the basic supply rate on a monthly basis based on the costs relating to basic

supply vested contracts, long-term agreements and the MEM. During 2019, the CRE modified the methodology established in December 2018 (including its monthly review and update mechanism) to, among other things, define the generation costs/component of the basic supply rate as being comprised by expected costs of basic supply vested contracts, expected costs of long-term auction energy hedging agreements, expected costs in the MEM (considering Day-Ahead Market's local marginal prices), expected generation costs in small power systems under the micro-grid scheme operating in Yucatán and Baja California, and amounts credited to the end-users of the interruptible I-15 tariff. Additionally, in order for end-users to have certain stability in their power bills, the CRE decided to continue applying (a) capacity charges for the lesser of (i) the coincident maximum demand for the peak hour (in kW) and (ii) the maximum demand associated to the consumption registered in the applicable monthly invoicing period (kWh), and (b) distribution charges for the lesser of (i) the maximum demand registered in the applicable monthly invoicing period (in kW) and (ii) the maximum demand associated to the consumption in the applicable invoicing period (in kWh). The final rates for 2021 were calculated based on the ratification in December 2020 of the key items of the methodology established by the CRE in December 2019. Additionally, the basis of calculation for 2021 took into account, as generation costs, certain amendments ("*Convenios Modificatorios"*) to vested basic power supply contracts that were signed in November 2020 and that for purposes of the basic power supply tariffs became effective in January 2021 through *Acuerdo A/046/2020* issued by the CRE. However, given certain injunctions granted by district courts to third parties against the applicability of such *Convenios Modificatorios* to the basic power supply tariffs, the methodology established in December 2019 continued to apply for purposes of determining basic power supply rates during the remainder of 2021. In December 2021, the CRE updated CFE's generation costs and issued a new methodology for 2022, which became effective through Acuerdo A/039/2021, issued on December 17, 2021, excluding any generation costs pursuant to the *Convenios Modificatorios* and any amounts associated with the interruptible I-15 tariff. During 2022, the CRE, through general administrative provisions ("*Disposiciones Administrativas de Carácter General*"), issued methodologies to determine the supply tariffs for the operation of basic energy services (Acuerdo A/027/2022), fixed rates for the operation of the CENACE (Acuerdo A/026/2022), as well as fixed rates for the provision of public electric energy transmission services (Acuerdo A/044/2022).

The Electric Sector Law also provides that the executive branch may determine a rate mechanism different from the final rates determined by the CNE for specific groups of users. The Mexican government, through the Ministry of Finance, has set some of our electricity rates at levels below our operating costs (if applicable, subject only to an inflation adjustment factor) in order to maintain the affordability of electricity, in particular, for our residential and all of our agricultural customers. As a result, we have historically relied on full or partial subsidies from the Mexican government to address any rate insufficiencies. During the summer months, the Mexican government increases the portion of the rate insufficiencies that relate to our residential customers located in regions of Mexico that experience extreme heat. This seasonal adjustment is designed to mitigate the financial burden arising from higher demand for electricity, in particular because of the increased use of air conditioners in these regions. The Federal Budget has allocated Ps. 81.6 billion for rate subsidies. We can provide no assurances that the Ministry of Finance will grant full subsidies related to rate insufficiencies to us, and that the impact of the absorption of the subsidies will not adversely affect our results of operations and financial position.

Additionally, our subsidiary CFE Calificados, S.A. de C.V. may charge different prices for the electricity it provides to its customers, as it operates as a qualified supplier facing market prices and charging unregulated prices to its clients. We note, however, that such entity is not a guarantor of the notes.

The rates that we can charge our customers can be modified significantly, particularly with respect to certain of our industrial and commercial customers that are not eligible for subsidies from the Mexican government. The rates that we charge our residential and agricultural customers will continue to be determined and regulated by the Mexican government, in principle, through the Ministry of Finance. The rates that we charge our large industrial and commercial customers under the qualified supply regime are no longer regulated, which grants us greater flexibility in determining our pricing strategy for these consumers and enable us to compete on equal terms with private electricity producers. We also expect to generate additional revenue from the rates applicable to our transmission and distribution activities, which are designed to allow us to obtain a profit that the CNE determines to be reasonable from services that we provide to third parties. We believe this rate regime also provides greater transparency regarding our results of operations. The public use tax was repealed by the Electric Industry Law.

The rate-setting mechanisms for transmission and distribution public services in general consider a reasonable return on equity as well as depreciation, operation, maintenance and administration costs and an adjustment for efficiency improvements in such operation, maintenance and administration costs. The final rates for basic services supply are integrated by (a) regulated tariffs corresponding to transmission, distribution, basic supplier's operation

and ancillary services not included in the MEM; and (b) the generation costs (energy and capacity) resulting from the costs of energy and associated products for providing the basic power supply to end-users.

The following table sets forth, for the periods indicated, (i) the average price of electricity that we charge our final users (measured in Mexican pesos per kWh) and (ii) the percentage change in the average price of electricity that we charge our customers.

Historic Price Trends

Year	Period Average Price of Electricity Ps/kWh	Percentage Change in Period Average Price (as compared to the immediately preceding period)
2014.....	1.58	3.5%
2015.....	1.39	(12.2)%
2016.....	1.40	1.0%
2017.....	1.67	19.0%
2018.....	1.79	7.4%
2019.....	1.89	5.8%
2020.....	1.81	(4.6)%
2021.....	1.86	3.1%
2022.....	1.99	6.6%
2023.....	2.12	6.8%
2024.....	2.21	4.0%
Nine months ended September 30, 2025.....	2.28	3.3%

Source: CFE.

Billing and Collection

Our billing and collection practices are governed, among others, by the *Disposiciones Administrativas de Carácter General que establecen las condiciones generales para la prestación del suministro eléctrico* (General Regulations for the Distribution and Sale of Electricity to the Public, the "Billing Rules").

Monthly bills are issued to industrial, commercial and service customers; while residential customers are billed every two months. Under the Billing Rules, customers have ten calendar days, plus three additional calendar days when the collection is made by "centralized collection," to pay for electricity bills after receipt of the corresponding invoice. However, if we deliver an invoice late, the applicable payment period is extended accordingly. Our average collection rate as of September 2025 was 97.2%.

To enhance customer satisfaction and improve their experience using our services, we provide a variety of payment platforms, the primary options available are: (i) customer service, (ii) web page, (iii) ATMs (*CFEmáticos*), (iv) phone application, (v) banks, (vi) self-service stores and (vii) mobile apps.

We may suspend the electricity supply to a customer if, among other items set forth in the Billing Rules, any of the following occurs: (i) late payment; (ii) tampering with metering or control installations; (iii) acts or failures to act by the customer that prevent the correct operation of the grids in compliance with technical regulations; (iv) violations of electricity supply contracts and regulations with respect to the use of electricity; (v) consumption of electricity without a contract; and (vi) connection to our service without our previous authorization. Upon the occurrence of any of the above, we may proceed to cancel service without judicial intervention. However, in the case of any of the events described under (i), (iii) or (iv) above occur, we are required to notify customers before suspending their service.

In the context of basic power supply, we may terminate a customer's electricity supply if, for example, any of the following occurs: (i) a suspension event is not remedied within 15 calendar days following such suspension; or (ii) upon request by a customer following the rescission of the electricity supply agreement.

A customer may rescind its electricity supply agreement without cause and without incurring any liability for damages, by means of a five business days' prior written notice or else upon delivery of a change of address notice.

We may rescind an electricity supply agreement upon the occurrence of any of the following events, provided each such event is deemed as a termination or rescission event thereof (i) if the customer consumes electricity through irregular electrical facilities in a manner that alters or impedes the proper functioning of the meters and other measurement equipment, (ii) if the identity information furnished by the customer shall have been false, (iii) upon a deliberate or reiterated breach by the customer to its obligations under the applicable law, and (iv) upon a final judgment or administrative resolution adjudicating such rescission.

We may restructure payment terms for customers who are unable to settle their debt immediately but have formally acknowledged the amounts owed. Among the restructuring options that we may agree to are: (i) the payment of 25%of the aggregate amount owed to us upon execution of an agreement modifying the terms of payment; (ii) the establishment of a monthly payment plan; (iii) the charging of interest on amounts owed (at a rate of the *Tasa de Interés Interbancaria de Equilibrio* (TIIE) plus a margin approved by us); and (iv) the acceleration of the aggregate amount owed to us upon the failure to make a monthly payment.

Labor

As of September 30, 2025, we had 92,336 employees (including temporary employees). As of September 30, 2025, approximately 78% of our employees were unionized under the SUTERM and the remainder were not unionized. We have never experienced a labor-related work stoppage or strike, and we consider our overall relationship with our unionized employees to be stable.

The following table sets forth the breakdown of our labor force between unionized and non-unionized employees as of December 31, 2019 through 2024, and as of September 30, 2025:

	As of December 31,						As of September 30,
Employees*	**2019**	**2020**	**2021**	**2022**	**2023**	**2024**	**2025**
Non-unionized Employees...	19,137	20,346	20,418	20,262	20,472	20,544	20,259
Unionized Employees.....	72,174	73,484	71,320	71,562	71,582	71,593	72,077
Total Active Employees.....	**91,311**	**93,830**	**91,738**	**91,824**	**92,054**	**92,137**	**92,336**

**Source: CFE.* Includes temporary employees.

In 2008, as a result of our collective bargaining negotiations with the SUTERM, we entered into a new "defined contribution" employee benefits program, wherein we have agreed to establish individual retirement accounts for each employee that we hire after August 18, 2008. As currently set forth in the collective bargaining agreement with the SUTERM, employees subject to the defined contribution plan are required to contribute 5% of their monthly salary into their individual retirement account, and we provide a corresponding contribution in the amount of 7.5% of each employee's monthly salary (although these percentages are subject to change in accordance with terms of the collective bargaining agreement).

On June 19, 2024 we entered into a new collective bargaining agreement with the SUTERM for the 2024-2026 term. This new collective bargaining agreement included modifications to employee pensions, salary and benefit increases, including a 4.0% increase in daily salaries and a 4.66% increase in pensions payable to retirees. As of September 30, 2025, we reported a liability of Ps. 441.9 billion (U.S.$24 billion) on our statement of financial position in respect of our long-term employee benefits, which represents 21.45% of our total liabilities. See "Risk Factors—Risk Factors Related to the Issuer—Labor unrest, employee benefits obligations and labor-related lawsuits may adversely affect our business, financial condition and results of operations."

Environmental and Sustainability Matters

We are subject to a wide range of environmental laws and regulations, including the Mexican *Ley General del Equilibrio Ecológico y la Protección al Ambiente* (General Law of Ecological Balance and Environmental Protection), which is the main environmental law in Mexico. These laws and regulations impose strict environmental protection standards related, among other things, to water usage, air and noise emissions, pollution control, wastewater discharges, the use and handling of hazardous waste or materials and waste disposal practices. These regulations expose us to the risk of environmental costs and liabilities; however, as of the date of this listing particulars, based on the data we have, we believe that we are in substantial compliance with all environmental laws applicable to us. In

addition to environmental laws and regulations applicable to our operations, we are required to utilize the electricity generation technologies that result in the lowest cost to us, on both a short-term and a long-term basis, after considering the environmental impact of each technology. We are also required to use the electricity generation technologies that offer optimum stability, quality and safety for the public service we provide. This mandate is consistent with our longer-term strategy to focus on clean energy as we expand our generation capacity.

A substantial majority of our plants have received a *Certificado de Industria Limpia* (Clean Industry Certificate), certifying that their operations are in full compliance with applicable environmental laws. We expect that all of our plants currently under construction will be awarded with a Clean Industry Certificate. Additionally, certain of our operations and processes in our different power plants have obtained ISO-9001, ISO 14000 and ISO 18000 certifications for environmental management systems.

Additionally, CFE has developed and continues to develop a program to strengthen its organizational structure by incorporating sustainability concepts, with particular focus towards environmental, social & governance (ESG) issues.

Finally, we maintain a general liability insurance policy which includes specific environmental liabilities insurance coverage arising from nuclear accidents in compliance with Mexican rules and regulations and international conventions to which Mexico is a party.

Intellectual Property

Currently, CFE holds five industrial creations: one patent, two utility model registrations, and two industrial design registrations. Additionally, it owns 282 trademarks.

General Regulatory Framework

Mexican Energy Reform

We describe below the key features of our legal framework as it relates to our operations:

- Legal Form: We are a state-owned public company, and our framework gives us a degree of managerial and budgetary autonomy, as described below.

- Scope of Mandate: We are solely responsible for the transmission and distribution of electricity for public service purposes and we aim to promote the sustainable development of electricity generation, storage, transmission, distribution, commercialization, and supply activities, as well as to contribute to the provision of internet and telecommunications services with the Mexican government.

- Corporate Governance: The Board of Directors is composed of eight members: the head of the Ministry of Energy, who presides over the Board and holds veto powers; the head of the Ministry of Finance; the head of the Ministry of Environment and Natural Resources; the head of the Ministry of Science, Humanities, Technology and Innovation; the Director General of Petróleos Mexicanos; two independent directors appointed by the Federal Executive Branch and ratified by the Senate; and one director designated by the workers of CFE.

- Budgetary Autonomy: Although the Mexican Congress approves our financial condition target, personal services expenditure and net debt ceilings, and notwithstanding we are subject to certain budgetary controls by the Mexican government and the Mexican Congress, our Board of Directors is able to define our five-year development plan, determine our annual budget and freely approve investment priorities and projects. We also have autonomy and flexibility with respect to our procurement, contracting and compensation policies, which we believe enable us to reduce contracting costs by adopting terms that are market standard in our service contracts and enhance our ability to attract and retain highly-skilled employees.

- Rates: The rates that we charge our customers are determined and regulated by the Mexican government, provided that rates for certain end-users (particularly, residential and all agricultural

customers) which are determined by the Ministry of Finance, and certain other customers within the basic services supply space are charged at rates set by CNE and determined based on components such as transmission, distribution, CENACE operation and basic services supplier operation regulated tariffs/rates, as well as generation charges (such as energy and capacity charges). The rates that we charge through CFE Calificados, S.A. de C.V. to our large industrial and commercial customers that qualify as "qualified users" by registration with the CNE (provided existing demand exceeds certain thresholds) are not regulated, which grants us greater flexibility in determining our pricing strategy for "qualified users" and enables us to compete on equal terms with private electricity suppliers. We also expect to generate additional revenue from the rates applicable to our transmission and distribution activities, which are designed to allow us to obtain a profit that the CNE determines to be reasonable from services that we provide to the National Electric System.

- Continued government participation: The Mexican government is exclusively responsible for the planning and control of Mexico's National Electric System and the transmission and distribution of electric energy, which remains a public service.

- Private-sector participation: The Mexican government may permit private-sector companies to enter into contracts with us related to development, financing, construction and commissioning of electricity transmission and distribution infrastructure, although concessions continue to be prohibited with respect to these activities. In addition, private-sector companies are able to invest and participate in all aspects of electricity generation and commercialization activities.

- Regulatory oversight and authority: The Ministry of Energy and the CNE have technical and administrative authority over certain of our operations and the electric energy sector generally. The Ministry of Energy is in charge of designing, implementing and coordinating Mexico's energy policy, implementing the infrastructure programs, monitoring and adjusting the profitability and return on equity of productive state enterprises and its subsidiaries pursuant to the methodologies determined by the Ministry of Finance and establishing mechanisms to promote clean energy generation through tradable clean energy certificates. The CNE is a technical body under the authority of the Ministry of Energy and has technical, operational, managerial, and decision-making independence, and was entrusted with regulating and issuing permits for power generation and power supply and implementing regulations to encourage the sustainability, reliability and efficiency of the National Electric System. In addition, the CENACE, a decentralized public entity of the Mexican government, was created to manage the National Electric System, operate the MEM and ensure an open and non-discriminatory access to the National Transmission Grid and the distribution systems.

- Electric Sector Law: The Electric Sector Law enables private-sector companies to obtain permits for generation and commercialization of electric power. Participants in Mexico's electricity sector, including us, are able to sell electricity to industrial and commercial customers (under a qualified power supply scheme) at prices set by the market in a new MEM. Pursuant to the Electric Sector Law, we are subject to a permits regime in order to continue to generate electricity, we are authorized to sell electricity to residential consumers and industrial and commercial consumers subject to power supply/commercialization permits at regulated rates (under a basic power supply regime) and unregulated prices (under a qualified power supply regime), and we have authority to enter into contracts with private-sector companies, including contracts for the financing, installation, maintenance, procurement, operation and expansion of the electric grid infrastructure.

Recent Amendments to the Energy Regulatory Legal Framework

On March 9, 2021, the Electric Industry Law Amendments were published after approval by the Mexican Congress. While certain of the Electric Industry Law Amendments were the subject of numerous *amparo* suits and were deemed unconstitutional by Mexico's Supreme Court (and therefore were not implemented as part of the legal framework), the amendments related to grid access being contingent upon the technical feasibility of the interconnection and certain modifications to the CENACE's prerogatives to dispatch orders, security, reliability, quality and continuity of the national grid remain in effect. See "Risk Factors—Risk Factors Related to the Issuer—Certain modifications within the Electric Industry Law Amendments were declared unconstitutional" for more information.

On December 31, 2021, the CRE published Resolution No. RES/550/2021, which sets forth the criteria for efficiency, quality, reliability, continuity, safety and sustainability of the National Electric System ("Grid Code"). The Grid Code replaced the previous code governed by Resolution No. RES/151/2016. Among other things, the Grid Code provides (i) the technical requirements applicable to load centers that are connected, or intend to connect, to the National Electric System at medium or high voltage, in order to guarantee the efficiency, quality, reliability, continuity, safety and sustainability of the system, (ii) the obligation for renewable power plants to participate in primary frequency control, (iii) a procedure to execute root cause assessments of disturbances in the National Electric System and (iv) a new procedure to reduce the generation of electric power upon the occurrence of extraordinary conditions in the National Electric System. To ensure compliance with the requirements of the Grid Code, we continue to purchase equipment, such as measuring equipment, and supervise generators and loading sites to prevent possible violations of the Grid Code. As of the date of this listing particulars, we estimate that we will invest an additional Ps. 1,500,000 (U.S.$81,610) to purchase materials necessary for continued compliance with the Grid Code.

The Second Energy Reform Decree modified our legal form and operational structure, including changing our status from an *empresa productiva del Estado* (productive state enterprise) to an *empresa pública del Estado* (state-owned public company), the extinction of our former operational subsidiaries, and the consolidation of such subsidiaries' operations into our own.

On October 17, 2024, the Mexican Congress approved further amendments to Articles 25, 27 and 28 of the Mexican Constitution, which were subsequently approved by a majority of Mexico's state legislatures and signed into law by current President Claudia Sheinbaum Pardo. Such amendments were published on October 31, 2024, in the Official Gazette. The Second Energy Reform Decree transformed the legal regime of CFE from an *empresa productiva del Estado* (productive state-owned company) to an *empresa pública del Estado* (state-owned public company). On March 12, 2025, the Mexican Congress approved the implementing legislation for the Second Energy Reform Decree, the 2025 Energy Reform, which was subsequently signed into law by President Claudia Sheinbaum Pardo and published in the Official Gazette. The Second Energy Reform Decree and its implementing legislation include important modifications to our legal framework, corporate structure and corporate governance. As a result of the 2025 Energy Reform, the following laws were enacted and published in the Official Gazette: (i) the CFE Law, (ii) the Law of the State-Owned Enterprise, Petróleos Mexicanos, (iii) the Electric Sector Law; (iv) the Hydrocarbons Sector Law, (v) the Law on Energy Planning and Transition, (vi) the Biofuels Law, (vii) the Geothermal Energy Law, and (viii) the CNE Law.

Upon its enactment on March 18, 2025, the CNE Law dissolved the CRE and created the CNE as a technical-regulatory body within the Ministry of Energy. The CNE is vested with technical, operational, and managerial autonomy, and is entrusted with regulating, supervising, and imposing sanctions in energy-sector activities. Its mandate is to promote the orderly, continuous, and secure development of the energy industry, in accordance with the binding planning applicable within its jurisdiction.

The Electric Sector Law and the CFE Law repealed the Electric Industry Law and dissolved all of CFE's productive subsidiaries, consolidating them into CFE by transferring all of the former productive subsidiaries' assets, liabilities, rights, and obligations to us. The Electric Sector Law requires that the Mexican government generate at least 54% of the electricity injected into the grid during a calendar year. Most recently, on October 3, 2025, the Regulations of the Electric Sector Law were enacted, establishing new mixed-development schemes categorized as: (i) long-term production, (ii) mixed investment, or (iii) any other scheme authorized under the applicable legal framework or by the Ministry of Energy. Additionally, on December 2, 2025, and June 2, 2025, respectively, the Regulations of the CFE Law and CFE's Organic Statute (*Estatuto Orgánico*) were also enacted.

Organizational Structure of CFE

To fulfil its mandate, CFE operates through a supreme administrative body (*Consejo de Administración*), a Board of Directors, several operational divisions, and an Internal Audit Office. The organizational structure comprises the Board of Directors, the General Directorate, and the Basic Structure. The Basic Structure includes seven divisions: Operations, Specialized Services and Commercial Strategy, Finance, Administration, Engineering and Infrastructure Projects, Planning, and Legal. The structure also includes the Internal Audit Office and five subsidiary companies created by the Board: CFE Calificados S.A. de C.V., CFEnergía S.A. de C.V., CFE International LLC, CFE Intermediación de Contratos Legados S.A. de C.V., and CFE Capital S. de R.L. de C.V. subsidiaries.

On January 11, 2016, the Ministry of Energy published the general terms for the reorganization of CFE in the Official Gazette. These terms set forth the terms and conditions for the creation of these former subsidiaries.

Accordingly, on March 29, 2016, CFE created the following new subsidiaries pursuant to the *Acuerdos de Creación de las Subsidiarias* (the Creation Resolutions of the Subsidiaries) published by CFE in the Official Gazette: (i) CFE Distribución; (ii) CFE Suministrador de Servicios Básicos; (iii) CFE Transmisión; (iv) CFE Generación I; (v) CFE Generación II; (vi) CFE Generación III; (vii) CFE Generación IV; (viii) CFE Generación V; and (ix) CFE Generación VI.

On May 24, 2019, a proposal for the reorganization of all generation assets and contracts, including the Laguna Verde Nuclear Power Plant and the Mobile Emergency Units (but excluding IPP plants of CFE Generación V), was submitted to the Ministry of Energy for consideration. This reorganization, which became effective on January 1, 2020, had the following principal objectives:

- The organization of the assets of the generation subsidiaries to improve the operational and administrative efficiency of each of the five regional companies, as organized prior to the reorganization of CFE.

- The hydroelectric power plant assets were to be grouped by prioritizing operational regionalization, including by giving priority to common basins, in order to guarantee safety and optimal management of the hydraulic resources and reservoirs.

- To guarantee the reliability and security of the National Electric System, it was decided to group all the Mobile Emergency Units in the *Subdirección de Negocios No Regulados*, to ensure expeditious decision-making and prompt asset mobilization, according to the needs of the National Electric System in the various regions of the country.

- To maintain within CFE Corporate the nuclear power generation business unit, which includes the Laguna Verde Power Plant and to maintain representation in the MEM.

- Legacy/vested contracts (*Contratos Legados para el Suministro Básico*) were grouped in our former subsidiary CFE Suministrador de Servicios Básicos (SSB).

On August 2, 2019, the General Director of CFE published the creation decree of CFE Telecomunicaciones e Internet para Todos in the Official Gazette. CFE Telecomunicaciones e Internet para Todos was a former subsidiary productive enterprise of CFE, whose purpose was (i) to provide free telecommunication services (including internet) to guarantee access to information and communication; (ii) to form, install, operate and exploit public telecommunications networks in order to provide services to third parties; and (iii) to render and provide technological goods and services, including the development of computer and telecommunications systems.

Upon the enactment of the Second Energy Reform Decree and its implementing legislation in March, 2025, all of CFE's productive subsidiaries were dissolved by operation of law and were consolidated into CFE, and all of their assets, liabilities, rights, and obligations were assumed by and transferred to us.

Subsidiaries

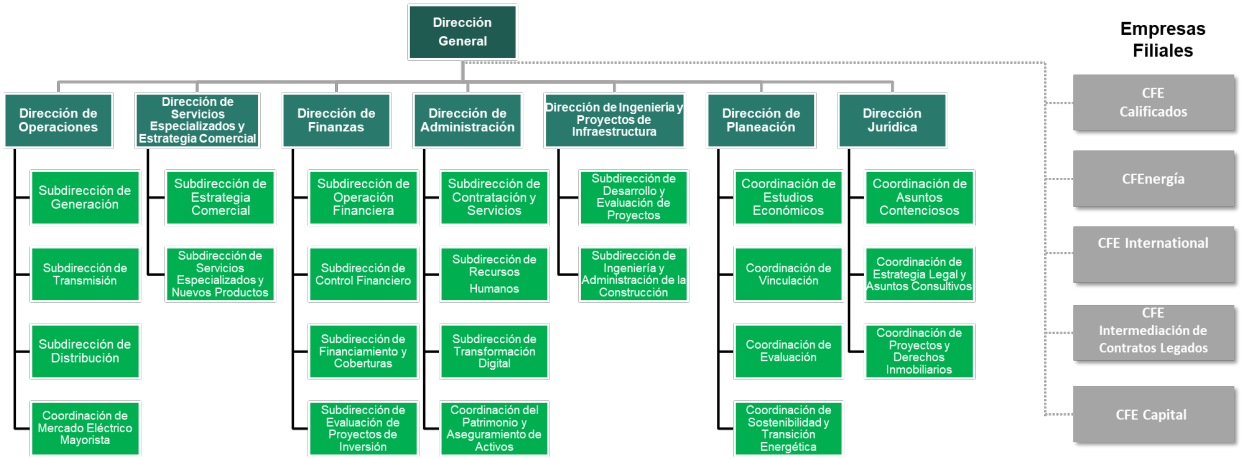
On January 20, 2015, we created CFE International LLC, a Delaware limited liability company, as a subsidiary established with the purpose of increasing our presence in the international fuel market. Also, on August 11, 2015, we created CFEnergía, S.A. de C.V., a Mexican corporation, as a subsidiary with the purpose of increasing our participation in the import, export, transportation, storage and marketing of natural gas and other fuels, both in Mexico and abroad. In March 2016, we created CFE Intermediación de Contratos Legados, S.A. de C.V., a Mexican corporation, as a subsidiary with the purpose of administering the legacy/grandfathered interconnection contracts (*Contratos de Interconexión Legados*) signed pursuant to the LSPEE. In May 2016, we created CFE Calificados, S.A. de C.V., a Mexican corporation, as a subsidiary with the purpose of increasing our participation in the MEM in a cost-effective manner to provide qualified supply services to end-users with a large power demand.

In December 2017, we created CFECapital, S. de R.L. de C.V., a Mexican limited liability company with variable capital, as a subsidiary established with the purpose of managing our FIBRA E and the Master Investment Trust. We manage our Clean Energy and Energy Transition Trusts through our Corporate Finance Division.

With the enactment of the CFE Law in 2025, the productive subsidiaries of CFE were dissolved. The following table provides a comparison between the prior CFE corporate structure and the current structure following the 2025 Energy Reform:

DISSOLVED DIVISION	CURRENT DIVISION
Corporate Division of Operations	Division of Operations
Corporate Division of Commercial Business	Division of Specialized Services and Commercial Strategy
Corporate Division of Finance	Division of Finance
Corporate Division of Administration	Division of Administration
Corporate Division of Engineering and Infrastructure Projects	Division of Engineering and Infrastructure Projects
Corporate Division of Strategic Planning	Division of Planning
Office of the General Counsel	Legal Division
CFE Generación I	Central Regional Production Coordination
CFE Generación II	Western Regional Production Coordination
CFE Generación III	Northwestern Regional Production Coordination
CFE Generación IV	Northern Regional Production Coordination
CFE Generación V	Coordination for Independent Power Producer Contracts
CFE Generación VI	Southeastern Regional Production Coordination
CFE Transmission	Transmission Subdirectorate
CFE Distribution	Distribution Subdirectorate
CFE Basic Service Supplier	Commercial Coordination
CFE Telecommunications and Internet for All	Integrated into the TELECOM Coordination

The following chart sets forth our consolidated corporate structure:



The following table sets forth our subsidiaries as of September 30, 2025:

Name of Company	Jurisdiction of Organization	Percentage Owned	Business
CFEnergía, S.A. de C.V.	Mexico	100%	Power commercialization
Intermediación de Contratos Legados, S.A. de C.V.	Mexico	99%	Administration of interconnection contracts
CFE Calificados, S.A. de C.V.	Mexico	99%	Fuel commercialization
CFE International LLC.....	United States	99%	Fuel commercialization
CFECapital S. de R.L. de C.V.....	Mexico	100%	Trust and trust asset management

Because we continue to be a public-sector entity, the Mexican government's ownership interest in the Issuer is not represented by any shares of capital stock, but rather is memorialized by the CFE Law and related decrees. Therefore, we have no authorized or outstanding shares of capital stock.

The establishment of our Board of Directors and the powers, attributions and responsibilities of this body and those of our *Director General* (General Director), the *Comité de Auditoría* (Audit Committee), the *Comité de Recursos Humanos, Remuneraciones y Austeridad* (Human Resources Compensation, and Austerity Committee), the *Comité de Estrategia e Inversiones* (Strategy and Investment Committee), *Comité de Empresas Filiales* (Subsidiary Companies Committee) and the *Comité de Adquisiciones, Arrendamientos, Obras y Servicios* (Acquisitions, Leasing, Public Works and Services Committee), *Comité de Sostenibilidad* (Sustainability Committee) are contained in the CFE Law and the Regulations to the CFE Law. Several *Secretarios de Estado* (cabinet ministers) are members of the Board of Directors and its committees. For further information on the Board of Directors and committees of the Issuer, see "Management."

Our access to financing is regulated by the CFE Law, pursuant to which new external and internal indebtedness must be authorized by the Board of Directors. The timing of our financing operations is agreed yearly with the Ministry of Finance (the "Financing Schedule"). We are authorized to carry out financing transactions additional to those included in the Financing Schedule or modify the timing thereunder, after notice in writing to the Ministry of Finance, to which the Ministry of Finance does not timely object. The Mexican Congress is still in charge of approving our net debt ceiling on an annual basis, and we must coordinate with the Ministry of Finance to establish an annual calendar to incur such indebtedness. Any indebtedness (internal or external) we incur must be registered with the *Registro de las Obligaciones Financieras* (Financial Obligations Registry) maintained by the Ministry of Finance. PIDIREGAS financings are also regulated by the CFE Law and the Federal Law of Public Debt, and as such are subject to the approval of the Ministry of Finance.

Under applicable laws and regulations, our five-year development plan and annual budget must be authorized by the Board of Directors. Our annual budget must also be submitted to the Ministry of Finance together with an estimation of our financial condition target and personal services expenditure ceiling for the relevant fiscal year. Our financial condition target and expenditure ceiling are reviewed by the Ministry of Finance and included in the Federal Budget, which is approved by the Chamber of Deputies on an annual basis.

Our activities are also subject to Mexico's environmental laws and regulations. See "—Environmental and Sustainability Matters" for a discussion of the environmental legal framework and our compliance efforts relating thereto.

We are not subject to the Commercial Bankruptcy Act or any Mexican reorganization or bankruptcy law, and thus cannot be declared in *concurso mercantil* or bankrupt. Our liquidation and dissolution would be carried out pursuant to the Constitution and the CFE Law, which would address the applicable rules and the manner in which our outstanding obligations would be met. See "Risk Factors—Risk Factors Related to the Notes—We are not subject to the bankruptcy laws of Mexico and certain of our assets cannot be attached by creditors."

Private Participation in the Electricity Sector

Prior to the enactment of the Energy Reform Decree and the Electric Industry Law, the generation of electricity that did not qualify as a "public service" was the only sector of the Mexican electricity industry in which the private sector was permitted to participate. Private companies were permitted to make the following investments in the electricity generation sector:

- *Self-supply* – The generation of electrical energy by a private company in quantities limited to its (or its shareholders') own power consumption requirements.

- *Co-generation* – The simultaneous production of electrical energy and heat (where, for example, the resulting heat is captured and used for heating purposes), or the production of electricity from thermal energy not used in the associated industrial processes, or generation of electricity using the fuels produced as a byproduct of the industrial process, for the satisfaction of the power-related needs of the facilities associated with the cogeneration process.

- *Production for export* – The generation of electrical energy by a private producer that has obtained a permit from the CRE, which energy must be used exclusively for export.

- *Small production* – The generation of power for its sale to CFE (limited to a generation capacity of 30 MW) and, alternatively, the self-supply of small rural communities or remote areas lacking in sufficient electrical energy services from us, with a maximum total capacity of 1 MW.

- *Importation* – Obtain permits to acquire electrical energy from foreign generation plants pursuant to agreements entered into directly between the foreign supplier and such private companies.

- *IPP* – Sale of capacity and energy to CFE (not subject to a maximum generation capacity limitation) under bilateral power purchase agreements resulting from bidding processes called by CFE.

Pursuant to the Electric Sector Law, private companies are now permitted to make the following investments in the electricity sector:

- *Generation* – Obtain permits to construct, own and operate generation plants with a generation capacity greater than or equal to 0.7 MW for purposes of selling electrical energy to authorized power suppliers, energy traders or qualified users in the MEM. The importation of electrical energy from generation plants outside of Mexico, and connected exclusively to the National Electric System only requires an authorization from the CNE, and the generation of electrical energy by a private company in quantities limited to its own consumption during emergencies or interruptions of power supply does not require a permit. Export of energy under an isolated scheme also requires an authorization from the CNE. Generators with a capacity of less than 0.7 MW and which are not represented by a generator in the MEM may generate power and sell their energy output directly to end-users under a distributed generation scheme.

- *Transmission and Distribution* – Enter into partnerships or agreements with us or the Ministry of Energy for the development, financing, construction and commissioning of transmission and distribution infrastructure. We continue to provide the public service of transmission and distribution of electricity and to be responsible for the National Transmission Grid and the General Distribution Grids.

- *Commercialization* – Obtain permits to supply electrical energy to end users under a regulated rate regime (basic supply or last resource) or under a free competition scheme (qualified supply) as well as to obtain authorizations to commercialize power-related products without providing power supply directly to end-users (*Comercializador No Suministrador*) in the MEM. Private generators may also sell electrical energy to qualified suppliers or qualified users participating in the MEM under freely negotiated power hedging purchase agreements, whereas, basic suppliers may execute power hedging/purchase agreements as vested contracts for basic power supply or as a result of mid-term and long-term auctions. Power hedging agreements signed by our former productive subsidiary CFE Suministrador de Servicios Básicos (*i.e.*, the basic power supplier) as a result of the first and second long-term auctions, as well as the vested contracts for basic power supply signed between our former productive subsidiary CFE Suministrador de Servicios Básicos and certain generation subsidiaries of the Issuer (as amended in November 2020), included the Issuer as a joint and several obligor (*obligado solidario*) of the subsidiary productive enterprises of CFE party to such power hedging agreements. After the enactment of the 2025 Energy Reform and the elimination of the productive subsidiary enterprises, all contracts, agreements, trusts, concessions, authorizations, and permits granted by any regulatory authority for the full exercise of the activities of the extinguished subsidiaries are deemed to be conferred upon CFE and will remain in force until the end of their respective terms in accordance with the legal framework under which they were originally executed.

- *Storage* – Electricity Storage Systems installed by permit holders may offer energy and associated products to enhance operational flexibility and contribute to the accessibility, reliability, quality, safety, efficiency, and sustainability of the National Electric System, in accordance with the MEM's Regulations.

In any case, all of such power hedging/purchase agreements should be registered with CENACE accordingly pursuant to the *Reglas del Mercado* (Market Regulations).

As of the date of this listing particulars, most of the private sector participation in the generation of electricity continues to occur through IPPs that were awarded by CFE to build, finance, operate and maintain electricity generation plants, provided that these plants met certain quality and technical standards promulgated by the competent government authorities in Mexico. The electricity generated by IPPs must be sold to CFE under long-term generation agreements at fixed prices. As of September 30, 2025, we were under contract to purchase electricity from 34 IPPs.

IPP schemes terms agreed upon under the previous legal framework will remain in effect until the corresponding agreements or permits expire. Once that occurs, the provisions of the Electric Sector Law will apply.

National Center for Energy Control (CENACE)

On August 28, 2014, the CENACE, a decentralized public entity of the Mexican government, was created to act as the independent operator of the National Electric System and the MEM and ensure open and non-discriminatory access to the National Transmission Grid and distribution systems. The CENACE is also responsible for submitting proposals to the Ministry of Energy to promote the expansion and upgrading of the National Transmission Grid and the General Distribution Grids. The MEM is expected to allow generators, suppliers, traders and qualified users to purchase and sell electricity through competitive processes managed by the CENACE and the CENACE is also permitted to enter into contracts or partnerships with private companies for the provision of ancillary services related to the operation of the MEM.

Legal Proceedings

In the ordinary course of our business, we are party to various labor related lawsuits filed against us by current and past employees. We do not believe that the resolution of these lawsuits will have a material adverse effect on our financial condition or results of operations.

Furthermore, in the ordinary course of our business, we are party to various criminal, tax, civil, commercial, administrative, environmental and agricultural lawsuits and arbitration proceedings. We believe that some of these proceedings may be significant; however, given the different stages of such proceedings, we are not yet able to assess whether they would materially adversely affect our financial condition or results of operations.

On August 23, 2024, Greenfield, TPP and TMC, filed a lawsuit against CFE and CFE Generación II in the Southern District of New York, seeking to recognize an arbitral award issued against CFE and CFE Generación II on May 28, 2024 by the London Court of International Arbitration, in an amount of approximately U.S.$40.4 million. The arbitral award stems from a dispute between the parties on a contract signed in 2016 among Greenfield, CFE and TPP for the provision of coal transportation and storage services for the Plutarco Elías Calles thermoelectric plant in Guerrero, Mexico. CFE Generación II considered that the overstay of some vessels that transported the coal caused damages and losses, and for such reason decided to execute the operational guarantee granted by Greenfield, TMC and TPP. These parties did not agree with the decision adopted by CFE Generación II and initiated a commercial arbitration under the rules of the London Court of International Arbitration. CFE and CFE Generación II disagree with the substantive content of the award issued by the arbitral tribunal. We learned through press releases that, in September 2024, the consortium filed a lawsuit before a New York Court in order to have the arbitration award recognized and enforceable in the United States. These proceedings have been terminated, and the judgments against us were subject to a settlement agreement that is in the process of compliance.

We are a party in a contentious administrative proceeding against the Municipal Treasurer of the Municipality of Tecpatán, Chiapas, in connection with alleged unpaid land taxes. In 2024, the Mexican Supreme Court issued a ruling against us requiring us to pay an amount of Ps. 3.6 billion (U.S.$195.8 million) in connection with this matter. In 2025, we filed an appeal before the Supreme Court against its previous ruling, which is still pending to be resolved. We classify this proceeding as of probable risk of loss. We are defendant in a commercial proceeding brought by Generadora Fénix, S.A.P.I. de C.V., in which we consider the risk of an adverse outcome to be probable.

We are respondent in several international arbitration proceedings relating to infrastructure project contracts before the International Court of Arbitration of London and the International Chamber of Commerce. We consider the risk of adverse outcomes in three of these arbitrations to be probable and have duly presented our defenses against all claims. If any of these proceedings were to be resolved adversely to us, we may be required to satisfy arbitral awards, including the payment of damages or other relief, in amounts that could be material.

CFE International is also a party to various legal and arbitration proceedings. As of the date of this listing particulars, two arbitrations have been resolved in favor of CFE International and a settlement was reached in a third one. Other proceedings are pending to be resolved.

In May 2021, J. Aron & Company LLC ("J. Aron") commenced an arbitral proceeding against CFE International resulting from a commercial dispute for an amount of approximately U.S.$400 million. The controversy related to certain transactions that have the same structure and nature as the transactions that were the subject of the arbitration with Whitewater Midstream, a Texas-based midstream company ("Whitewater Midstream"), described below, which were found to be invalid by the arbitration tribunal in that case. CFE International does not have, and has never had, a long-term contract for the purchase of natural gas from J. Aron; therefore, our natural gas supply was not compromised by this dispute. In January 2025, CFE International reached a settlement agreement with J. Aron, and CFE agreed to pay U.S.$300 million to settle these claims.

In July 2021, Whitewater Midstream commenced an arbitral proceeding against CFE International. The controversy relates to the obligations of the parties under natural gas purchase contracts following the severe winter storm in Texas during February 2021 that resulted in unprecedented price spikes, as well as the termination of a long-term natural gas supply contract between the parties (with an estimated net present value of over U.S.$8,100 million). CFE International argued that the underlying transactions were illegal or otherwise unauthorized financial transactions. On May 13, 2024, a Houston-seated arbitration panel issued a final award, in which it found the underlying transactions to be invalid, confirmed the termination of the long-term contract, and rejected Whitewater Midstream's claims. The tribunal also awarded CFE International related damages, fees and costs, which Whitewater Midstream paid on May 22, 2024.

We conducted an investigation in connection with potential corrupt acts related to the awarding in 2016 and 2017 of certain contracts to Whitewater Midstream. CFE also announced that at least one contract subject to investigation was for a gas pipeline that is unnecessary for the purposes of CFE, and indicated that this contract appeared to have been awarded without appropriate approvals of the appropriate CFE governing body and without a

transparent and competitive bidding process. CFE disclosed two additional gas supply contracts with Whitewater Midstream which it believed contain various contractual terms that are not in line with market practice and are unfavorable to CFE, and stated that CFE's attempts to renegotiate these contracts with Whitewater Midstream had been unsuccessful. One of those contracts was the long-term natural gas supply contract terminated as explained in the preceding paragraph. In addition, CFE initiated legal actions against former CFE officials following the results of the investigation. CFE is considering taking further legal action against Whitewater Midstream as a result of this investigation.

For more information on our legal and administrative proceedings, see Note 21 to our 2024 annual financial statements and Note 17 to our interim financial statements.

MANAGEMENT

The Board of Directors of CFE is located at the executive office of CFE, at Paseo de la Reforma 164, Col. Juárez, 06600 México, Ciudad de México, and consists of eight members: the Minister of Energy, who presides over the Board and holds veto power; the Minister of Finance; the Minister of Environment and Natural Resources; the Minister of Science, Humanities, Technology and Innovation; the General Director of Petróleos Mexicanos; two independent directors appointed by the Federal Executive and ratified by the Senate, and one director designated by the workers of CFE.

The President of Mexico also appoints the Chief Executive Officer (General Director) of CFE. Except for the two independent members, who are appointed for a five-year term, the members of the Board of Directors are not appointed for a specific term. The following charts set forth the current membership of the Board of Directors and top management structure.

Board of Directors of CFE

Name	Position	Year of Appointment
Luz Elena González Escobar	Minister of Energy	2025
Edgar Abraham Amador Zamora	Minister of Finance	2025
Dr. Rosaura Ruíz Gutiérrez	Ministry of Science, Humanities, Technology and Innovation	2025
Dr. Víctor Rodríguez Padilla	Chief Executive Officer of PEMEX	2025
Alicia Bárcena Ibarra	Ministry of Environment and Natural Resources	2025
Héctor Sánchez López	Independent Board Member	2025
Dr. Cecilia Martín Campo Márquez	Independent Board Member	2025
Víctor Fuentes del Villar	General Secretary of SUTERM	2025

Biographical Information of the Board of Directors

Luz Elena González Escobar – Minister of Energy

Ms. González Escobar holds a degree in economics from the National Autonomous University of Mexico (UNAM); a master's in Law with a specialization in tax law from the Technological University; and a master's in urban planning from the University of Catalonia. She is also a graduate of the advanced studies program "Leadership for Environment and Development" at El Colegio de México. In addition, she completed a diploma in sustainable development at Universidad Iberoamericana and has undertaken various specialized studies in urban planning and finance. In the public sector, she has more than 20 years of experience in leading and operating economic planning, urban planning, and financial strategy projects. Her career includes serving as secretary of administration and finance of Mexico City; Director General of the Passenger Transportation Network; general coordinator for Educational and Pedagogical Development at the Mexico City Ministry of Education; Director General of the Credit Recovery Trust; Deputy Treasurer for Cadastre and Territorial Registry of the Federal District; Executive Director at the Ministry of the Environment; and advisor to the National Institute of Ecology.

Edgar Abraham Amador Zamora – Minister of Finance

Mr. Amador Zamora holds a degree in economics from the UNAM, and also holds postgraduate studies, having completed a master's degree in the same field at El Colegio de México. Professionally, he served as Secretary of Finance of Mexico City from 2012 to 2018 and later worked as a researcher at the Bank of Mexico in 2022 and previously served as an advisor to the institution's governor. In addition, he worked at Vector Casa de Bolsa, a brokerage firm in Mexico City, and was part of the Stone & McCarthy team for Mexico and Brazil. He was nominated

as the best economist in Latin America by the Investor Institute of New York in 1998. He has also worked in academia as a lecturer at the Faculty of Economics of UNAM.

Dr. Rosaura Ruíz Gutiérrez – Minister of Science, Humanities, Technology and Innovation

Dr. Ruíz Gutiérrez is a biologist holding bachelor's, master's and doctorate degrees in biology from the UNAM. She carried out her postdoctoral fellowship at the University of California, Irvine, and has served as a visiting professor at both that institution and the University of the Basque Country. She has been the Director of the Faculty of Sciences at UNAM since August 31, 2025, and is a tenured faculty member. Her leadership roles include serving as UNAM's Secretary for Institutional Development from January (2004-2010), Executive Secretary of the Common Space for Higher Education in Mexico (ECOES) (2005 to 2010), President of the Mexican Academy of Sciences (AMC) (2008-2010), Director General of Graduate Studies at UNAM (2000-2004), and Coordinator of the Biology Graduate Program (1989-1991). Since 2009, she has advised the Organization of Ibero-American States (OEI) on education and science and has been a member of the National System of Researchers since 1985.

Dr. Víctor Rodríguez Padilla – Chief Executive Officer of PEMEX

Dr. Rodríguez Padilla holds a bachelor's degree in physics and a master's degree in energy engineering from the UNAM, as well as a Ph.D. in energy economics from the University of Grenoble, France. He completed postdoctoral research at the Institute of Energy Economics and Policy in France and at the National Institute of Scientific Research in Quebec, Canada. He has served as a visiting professor at the University of California, San Diego, the Institute of the Americas in California, and at universities in Bolivia and Colombia. He is currently a professor in UNAM's Graduate Program in Engineering and a member of the National System of Researchers (SNI). Throughout his 42-year career in the energy sector, he has served as an advisor to the Senate of the Republic, the Chamber of Deputies, the Federal Audit Office, the Federal Judiciary Council, the Supreme Court of Justice of the Nation, and several government agencies. He has also worked as a consultant for the Economic Commission for Latin America and the Caribbean (ECLAC), the Latin American Energy Organization (OLADE), OXFAM, and the Mexico Climate Initiative. He is a founding member of non-governmental organizations such as the Citizen Energy Observatory. His areas of expertise include energy economics and policy, the organization and regulation of energy industries, contracts, fiscal regimes, energy security, energy transition, oil, natural gas, electricity, and North American energy integration.

Alicia Bárcena Ibarra – Minister of Environment and Natural Resources

Ms. Bárcena Ibarra holds a degree in biology and a master's in ecology from the UNAM, as well as a master's in public administration from Harvard University. She is the author of more than 50 publications in various international outlets and academic journals. She served as Mexico's Secretary of Foreign Affairs from June 2023 to September 2024, and previously as Mexico's Ambassador to Chile. From 2008 to 2022, she was the Executive Secretary of the Economic Commission for Latin America and the Caribbean (ECLAC). She also held senior roles as of Deputy Executive Secretary and Director of the Division of Environment and Human Settlements at ECLAC. At the United Nations (UN), she served as Assistant Secretary-General for Management, Chief of Staff, and Deputy Chief of Staff to then–UN Secretary-General Kofi Annan. She also served as Regional Coordinator for the Sustainable Development Program for Latin America and the Caribbean at the United Nations Development Programme (UNDP), and as Coordinator of the Environmental Citizenship Project at the United Nations Environment Programme (UNEP). Earlier in her career, she was Mexico's first Undersecretary for Ecology in 1982 at the former Ministry of Urban Development and Ecology, and later served as Director General of the National Fisheries Institute in 1988.

Héctor Sánchez López – Independent Board Member

Mr. Sánchez López has an electric engineering degree from Instituto Politécnico Nacional and a master's degree in constitutional law from Universidad del Suroeste. He is a founding member of the Oaxaca social and political organization *Coalición de Obreros, Campesinos y Estudiantes del Itsmo* (Coalition of Workers, Rural Producers and Students of the Isthmus, COCEI). From 1989 to 1992, he was Municipal President of Juchitán. He represented the state of Oaxaca as a Senator from 1994 to 2000, during which he was Coordinator of the PRD caucus in the Senate. Afterwards, from 2000 to 2003, he served as a Federal Deputy in the LVIII Legislature. He has been twice a candidate for the Governor of Oaxaca. Currently, he is a member of the *Partido Alternativa Socialdemócrata y Campesina*

(Alternative Social-Democratic and Rural Producers Party), and sits on its Federated Executive Committee, forming part of the Rural Producers group.

Dr. Cecilia Martín del Campo Márquez – Independent Board Member

Dr. Martín del Campo Márquez holds a degree in energy engineering from the Universidad Autónoma Metropolitana and a degree in nuclear engineering from the National Institute of Nuclear Sciences and Techniques in Saclay, France. She earned a Ph.D. in physical sciences with a specialization in nuclear reactor physics from the University of Paris XI, France, graduating with honors. She is a member of the National System of Researchers (Level II) at the Mexican Academy of Engineering (AIM)—where she currently serves as chair of the Nuclear Engineering Specialty Commission—the Mexican Academy of Sciences (AMC), and several professional engineering associations, including the College of Mechanical and Electrical Engineers (CIME).

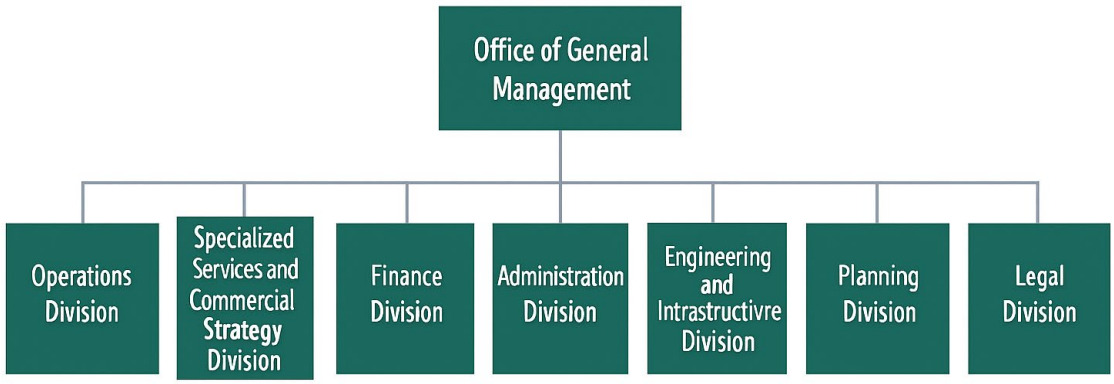
Víctor Fuentes del Villar – General Secretary of SUTERM

Mr. Fuentes del Villar has worked with CFE for more than 59 years, beginning his career at an early age. After serving in many different positions within the company, including as Labor Secretary of the SUTERM, he was appointed as General Secretary of the SUTERM in 2005 and reappointed in 2007.

For the year ended December 31, 2024, the total amount paid in staff salaries and benefits was Ps. 90.9 billion. Compensation paid to the independent members of our Board of Directors and staff was Ps. 13.2 million. The members of our Board of Directors who are government officials do not receive compensation.

CFE's Management Structure

According to the *Estatuto Orgánico de la CFE* (Organizational Chart of CFE) published in the Official Gazette on June 2, 2025, CFE's management structure is:



CFE Board Committees

The Board of Directors appoints, on an annual basis, members to and convenes the six committees established by the CFE Law to support its governance functions. The memberships of these committees must consist of one year, on a staggered basis with annual succession, and they may be reappointed for an additional term. Each of the Minister of Energy, the Minister of Finance and any ministry level secretary serving as a member of the Board of Directors may designate one or more alternates to take his or her place at committee meetings, provided that these alternates are public officials whose positions are not more than two levels below such minister's position in the Mexican government.

The committees may authorize a representative of the Chief Executive Officer (General Director) to attend their meetings as a guest with the right to participate, without voting privileges, when deemed necessary for the effective performance of their duties.

Audit Committee

The Audit Committee of the Board of Directors is responsible for monitoring compliance with the duties established under the CFE Law and any additional responsibilities assigned by the board. The Audit Committee is chaired by an independent board member on a rotating, annual basis, as determined by the Board of Directors.

The Audit Committee currently has the following members:

- Héctor Sánchez López, independent member of the Board of Directors and chair of the Audit Committee, and
- Dr. Cecilia Martín del Campo Márquez, independent member of the Board of Directors.

A representative of the Chief Executive Officer, the Comptroller, the General Counsel or any other person may attend the Audit Committee's meetings as a guest with the right to participate, but without voting privileges, when deemed necessary for the effective performance of the committee's duties.

Human Resources, Compensation and Austerity Committee

The Human Resources, Compensation and Austerity Committee is chaired by an independent member of the Board of Directors and includes the Minister of Finance and Energy. The duties of the Human Resources, Compensation and Austerity Committee include, among others set forth in the CFE Law or determined from time to time by the Board of Directors, proposing the compensation mechanism of the Chief Executive Officer and other members of our senior management within three levels of the Chief Executive Officer, as well as proposing hiring policies, performance management guidelines and the compensation of all of our other employees.

The Human Resources, Compensation and Austerity Committee consists of the following members:

- Dr. Cecilia Martín del Campo Márquez, independent member of the Board of Directors and President of the Human Resources, Compensation and Austerity Committee;
- Luz Elena González Escobar, member of the Board of Directors;
- Edgar Abraham Amador Zamora, member of the Board of Directors;
- Dr. Víctor Rodríguez Padilla, member of the Board of Directors; and
- Dr. Rosaura Ruíz Gutiérrez, member of the Board of Directors.

Strategy and Investment Committee

The Strategy and Investment Committee is chaired by an independent member of the Board of Directors on a rotating annual basis and is required to, among other duties set forth in the CFE Law or determined from time to time by the Board of Directors, approve guidelines, priorities, and general policies related to CFE's investments, as well as analyze and provide recommendations on our business plan and on general policies within its purview.

The Strategy and Investment Committee consists of the following members:

- Héctor Sánchez López, independent member of the Board of Directors and President of the Strategy and Investment Committee;
- Luz Elena González Escobar, member of the Board of Directors;
- Edgar Abraham Amador Zamora, member of the Board of Directors;
- Alicia Bárcena Ibarra, member of the Board of Directors, and
- Dr. Rosaura Ruíz Gutiérrez, member of the Board of Directors.

Acquisitions, Leasing, Services and Works Committee

The Acquisitions, Leasing, Services and Works Committee is chaired by an independent member of the Board of Directors on a rotating annual basis and is required to, among other duties set forth in the CFE Law or determined from time to time by the Board of Directors, formulate recommendations on policies and provisions related to contracting, monitor acquisitions, leasing, services and works, and approve cases where exceptions to the bidding process apply.

The Acquisitions, Leasing, Services and Works Committee consists of the following members:

- Héctor Sánchez López, independent member of the Board of Directors and President of the Acquisitions, Leasing, Services and Works Committee;
- Luz Elena González Escobar, member of the Board of Directors;
- Edgar Abraham Amador Zamora, member of the Board of Directors;
- Dr. Rosaura Ruíz Gutiérrez, member of the Board of Directors; and
- Víctor Fuentes del Villar, member of the Board of Directors.

Subsidiary Companies Committee

The Subsidiary Companies Committee is chaired by an independent director who rotates on an annual basis and is composed, at a minimum, of the heads of the Ministry of Energy and the Ministry of Finance. Its primary responsibility is to assist the Board of Directors in the creation, merger, and division of subsidiary companies, as well as in overseeing their policies, operations, and governance mechanisms.

The Subsidiary Companies Committee consists of the following members:

- Dr. Cecilia Martín del Campo Márquez, independent member of the Board of Directors and President of the Subsidiary Companies Committee;
- Luz Elena González Escobar, member of the Board of Directors;
- Edgar Abraham Amador Zamora, member of the Board of Directors;
- Alicia Bárcena Ibarra, member of the Board of Directors, and

  Dr. Rosaura Ruíz Gutiérrez, member of the Board of Directors.

Sustainability Committee

The Sustainability Committee is chaired by an independent director who rotates on an annual basis and is composed, at a minimum, of the heads of the Ministry of Energy, the Ministry of Finance, and the Ministry of Environment and Natural Resources. Its primary function is to assist the Board of Directors in establishing guidelines and priorities on environmental, social, and institutional-strengthening matters.

The Sustainability Committee consists of the following members:

- Dr. Cecilia Martín del Campo Márquez, independent member of the Board of Directors and President of the Sustainability Committee;
- Luz Elena González Escobar, member of the Board of Directors;
- Alicia Bárcena Ibarra, member of the Board of Directors;
- Edgar Abraham Amador Zamora, member of the Board of Directors; and
- Víctor Fuentes del Villar, member of the Board of Directors.

Senior Management of CFE

Name	Position	Year of Appointment to Current Position
Emilia Esther Calleja Alor	Chief Executive Officer	2024
Héctor Sergio López Villarreal	Director of Operations	2024
Yesica Luna Espino	Director of Administration	2024
Dr. Eugenio Amador Quijano	Director of Finance	2024
Liliana Barrera Jiménez	Director of Specialized Services and Commercial Strategy	2024
Rafael Narváez Ávila	Director of Planning	2024
José Manuel Calva Merino	Legal Director	2024
Juan Francisco Cuevas Villagómez	Director of Engineering and Infrastructure Projects	2024

Biographical Information of our Senior Management

Emilia Esther Calleja Alor – Chief Executive Officer

Ms. Calleja Alor holds a degree in electronic engineering from the Instituto Tecnológico de Celaya and a master's in administration and senior management from the Universidad Autónoma de Coahuila, specializing in administration, resource management, and operations within the electric power industry. Her academic background also includes studies in instrumentation and control, leadership, human relations, and executive development. With more than two decades of experience at CFE, she has held strategic leadership positions in power generation, becoming the first woman to serve as General Director of a generation subsidiary and the first woman Superintendent at the Salamanca thermoelectric plant. Her career includes roles such as project manager for the construction of new power plants, technical supervisor, head of specialized departments, and chair of the Impartiality Committee of the Management Systems Certification Body. Her professional expertise encompasses power generation processes, failure analysis, installation and commissioning of environmental management systems, as well as comprehensive administration of human, material, and financial resources in both public and private sectors. Since October 1, 2024, she has served as the first woman to hold the position of Chief Executive Officer of CFE.

Héctor Sergio López Villarreal – Director of Operations

Mr. López Villarreal is a mechanical and electrical engineer graduated from the Universidad Autónoma de Nuevo León. His career at CFE began in 1966, starting as Shift Supervisor and advancing to General Superintendent of several power generation plants of various types. Among the most notable are the José López Portillo Coal-Fired Power Plant (Río Escondido), the Francisco Pérez Ríos Thermoelectric Plant (Tula), and the Laguna Verde Nuclear Power Plant, where he served as the first superintendent. In April 2020, he was appointed manager of nuclear power plants at the Laguna Verde Nuclear Power Plant, and in September 2021, he was named corporate nuclear coordinator.

Yesica Luna Espino – Director of Administration

Ms. Luna Espino holds a law degree with a specialization in constitutional law from the UNAM, earning both degrees with honors. She also holds a master's degree in law from the Graduate Studies Division of the same institution. She has completed an advanced course on government procurement offered by the Center for Research and Teaching in Economics (CIDE), as well as various studies on government transparency. She has taught courses on improvement and learning in public administration, focusing on acquisitions, consolidated public service contracting, warehouses, inventories, and consolidated oversight. In her professional role, she has advised government entities, agencies, and autonomous bodies on improving and implementing programs to enhance efficiency in public procurement through competitive bidding processes. She has experience in best practices for the acquisition and contracting of commonly used goods and services, and at the federal level in the consolidated purchase of ballistic vests for the Executive Secretariat of National Security, as well as procurement projects for multiple municipalities and states across Mexico.

Dr. Eugenio Amador Quijano – Director of Finance

Dr. Amador Quijano is a seasoned finance and investment professional with more than 22 years of experience in both the public and private sectors. He has experience in areas such as development banking, investment banking, financing, project structuring, capital markets, and operational and financial management at the corporate level. In the private sector, he served as finance director for Mexico at CRRC Hong Kong and as vice president of capital markets at Credit Suisse, where he led the energy and infrastructure division. He has also worked as a financial advisor at Pro Asset Management. In the public sector, he held executive positions at CFE Calificados, IMSS, and Banobras/FONADIN. He holds a Ph.D. in public administration from the Instituto Nacional de Administración Pública (INAP), a master's degree in public administration and economic development from Harvard University, and a bachelor's degree in industrial engineering from ITESM.

Liliana Barrera Jiménez – Director of Specialized Services and Commercial Strategy

Ms. Barrera Jiménez holds a master's degree in administration and senior management from the Universidad Autónoma de Coahuila, a bachelor's degree in business administration from the Universidad de Cuautitlán Izcalli, and a Diploma in Business Sciences from the University of Cantabria, Spain, where she graduated with honors in human resources management. She also earned a diploma in executive management skills from the Universidad de Cuautitlán Izcalli. She served as deputy manager of administration at CFE Generación I, our former subsidiary productive company and has held various positions, including head of the purchasing department at CFE Generación V, our former subsidiary productive company; head of the procurement and warehouse office; and head of the administration department in the sub-management of combined cycles and gas turbines. Temporarily, she was in charge of the regional offices for budget, accounting, personnel, and fixed assets of the former regional production management; and managed the administration of the Ambrosio Figueroa La Venta Hydroelectric Plant in the state of Guerrero, where she participated in disaster contingency response. In the private sector, she held positions as administrator and human resources director.

Rafael Narváez Ávila - Director of Planning

Mr. Narváez Ávila is an electrical engineer from the Escuela Superior de Ingeniería Mecánica y Eléctrica at the Instituto Politécnico Nacional. He specialized in power electrical systems, completing the credits for a master's degree at the graduate and research section of the same school. He received specialized training at the Argonne National Laboratory in Illinois, United States, and at the International Institute of Nuclear Energy in Saclay, France, in computational optimization models using linear programming and dynamic programming methods applied to long-term generation and transmission expansion studies. For more than 28 years, he worked at CFE in the former Programming Sub-Directorate, the predecessor of the current Corporate Strategic Planning Directorate.

José Manuel Calva Merino – Legal Director

Mr. Calva Merino holds a law degree from Universidad Anáhuac and is a candidate for a master's degree in public administration from the same university. He has completed various postgraduate studies at public and private universities in subjects such as government and public policy, governance and political development, labor law, social security, comparative law, contracts, and strategic planning. He also studied in Brighton, England, where he earned a diploma in legal English. He has worked in the public sector within both the Legislative and Executive branches at the federal level and in Mexico City, holding high-responsibility positions such as director of parliamentary support for the Grand Commission of the Senate of the Republic; legal coordinator for the Office of the Attorney General of Mexico City; legal director of the Electric Transport Service of Mexico City; treasurer of FOVISSSTE; Deputy Federal Attorney for Labor Defense; Deputy General Director of Labor Relations and Personnel Development at the Ministry of Health; and Deputy Fiscal Attorney of Mexico City, among others. In private practice, he has served as a consultant in law firms as a senior partner in the areas of labor law, social security, and contracts. He has been President of the student society of the law faculty at Universidad Anáhuac, vice president of the Mexico Chapter of the "International Legal Fraternity Phi Delta Phi," and a full professor of individual and collective labor law at Universidad Anáhuac. He is also Certified Private Mediator No. 003 by the Superior Court of Justice of Mexico City

Juan Francisco Cuevas Villagómez – Director of Engineering and Infrastructure Projects

Mr. Cuevas Villagómez is an electronics engineer with a specialization in digital communication systems. He is 40 years old and began his professional career in the electronic manufacturing sector at Flextronics Manufacturing Aguascalientes as a Process Engineer on production lines, later concluding that stage as a product engineer, leading projects for the international market in the industrial, automotive, and medical sectors. He currently

serves as head of the specialized engineering department at CFE Generación I, where he coordinates and monitors short-term priority projects for the Salamanca and Sauz II combined cycle power plants in the states of Guanajuato and Querétaro, respectively. He also provides support for modernization projects at the Infiernillo, La Villita, Caracol, Zimapán, and Portezuelos I and II hydroelectric plants. Additionally, he manages intercompany contracts for CFE Generación I, oversees the development of new investment project plans and acts as liaison officer with the *Comisión Nacional para el Uso Eficiente de la Energia* (CONUEE) in the Internal Energy Efficiency Committee of CFE Generación I.

DESCRIPTION OF THE NOTES

This section of this listing particulars summarizes the material terms of the indenture (as defined under "—General—Indenture") and the notes. It does not, however, describe every aspect of the indenture or the notes. Upon request, we will provide you with a copy of the indenture.

See "—Certain Definitions" for certain defined terms used in this "Description of the Notes" section. References to "holders" mean those who have notes registered in their names on the books that the trustee maintains for this purpose, and not those who own beneficial interests in notes issued in book-entry form through DTC or other applicable clearing system or in notes registered in street name. Owners of beneficial interests in the notes should refer to "Form of Notes, Clearing and Settlement."

The 2034 notes and the 2051 notes will constitute separate series of notes. The discussion of provisions of the notes, including the discussions set forth under "Optional Redemption," "Redemption for Taxation Reasons," "Defaults, Remedies and Waiver of Defaults," "Modification and Waiver" and "Defeasance" below applies to each series separately, except as otherwise indicated.

General

Indenture

The notes will be issued under the indenture, dated as of June 16, 2015, between the Issuer and Deutsche Bank Trust Company Americas, as trustee (the "base indenture"), as amended and supplemented by (i) the first supplemental indenture, dated as of January 30, 2017, among the Issuer, CFE Distribución, CFE Suministrador de Servicios Básicos, CFE Transmisión, CFE Generación I, CFE Generación II, CFE Generación III, CFE Generación IV, CFE Generación V and CFE Generación VI and the trustee (the "first supplemental indenture"), (ii) the second supplemental indenture, dated as of July 13, 2017, between the Issuer and the trustee (the "second supplemental indenture") and (iii) the third supplemental indenture, dated as of January 6, 2026, between the Issuer and the trustee (the "third supplemental indenture" and, together with the base indenture, the first supplemental indenture and the second supplemental indenture, the "indenture"). The trustee can enforce your rights against the Issuer if the Issuer defaults in respect of the notes. There are some limitations on the extent to which the trustee acts on your behalf, which is described under "—Default and Acceleration of Maturity."

Principal and Interest

The aggregate principal amount of the 2034 notes offered hereby will initially be U.S.$1,000,000,000. The principal of the 2034 notes will mature on January 28, 2034. The 2034 notes will bear interest at a rate of 6.045% per year.

The aggregate principal amount of the 2051 notes offered hereby will initially be U.S.$500,000,000. The principal of the 2051 notes will be payable on an annual basis according to the schedule set forth under "—Redemption and Purchase—Redemption by Amortization." The final principal payment on the 2051 notes will mature on January 28, 2051. The 2051 notes will bear interest at a rate of 6.500% per year.

Interest on each series of the notes will be payable on January 28 and July 28 of each year, beginning on July 28, 2026, to the holders in whose names the notes are registered at the close of business on the January 27 or July 27 (whether or not a business day) immediately preceding the related interest payment date.

The Issuer will pay interest on the notes on the interest payment dates set forth above and on the applicable maturity date. Each payment of interest due on an interest payment date or on the applicable maturity date will include interest accrued from and including the last date to which interest has been paid or made available for payment, or from the issue date, if none has been paid or made available for payment, to but excluding the relevant payment date. The Issuer will compute interest on the notes on the basis of a 360-day year of twelve 30-day months.

Guarantors

The notes will not initially be guaranteed. Any Subsidiary or Subsidiaries of the Issuer (1) to which the Issuer transfers all or substantially all of the Issuer's assets, taken as a whole, or (2) which incurs any Public External Indebtedness or provides a guarantee of any Public External Indebtedness of the Issuer or any guarantor must become

a guarantor (a "guarantor") of the notes as set forth under "—Affirmative Covenants—Future Guarantors." Any such guarantor will be released and relieved of its obligations under its guarantee if it ceases to be a Subsidiary of the Issuer.

Status

The notes will constitute the Issuer's direct, general, unconditional, unsecured and unsubordinated Public External Indebtedness. The notes will rank equally with all of the Issuer's other unsubordinated Public External Indebtedness. It is understood that this provision shall not be construed so as to require the Issuer to make payments under the notes ratably with payments being made under any of the Issuer's other Public External Indebtedness.

The Mexican government does not guarantee or secure the Issuer's obligations and has no obligation to pay the principal, interest or any other amounts payable on the notes in the event that the Issuer's cash flows and/or assets are not sufficient to make any such payments. The notes do not grant in any way recourse against the Mexican government or rights over the ownership, control or assets of the Issuer. The notes will not be secured by any of the assets or properties of the Issuer.

Form and Denominations

The notes will be issued only in fully registered book-entry form without coupons and in denominations of U.S.$200,000 and integral multiples of U.S.$1,000 in excess thereof.

The notes will be issued in the form of global notes. Except in limited circumstances, the notes will not be issued in physical, certificated form. See "Form of Notes, Clearing and Settlement."

Further Issues

The Issuer reserves the right, from time to time without the consent of holders of the notes, to issue additional notes of each series having the same terms and conditions as the notes of such series in all respects, except for the issue date, issue price and, if applicable, the date of first payment of interest, the date from which interest will accrue, CUSIP and/or other securities numbers and, to the extent necessary, certain temporary securities law transfer restrictions; *provided* that any such additional notes issued with the same CUSIP as the notes of such series offered hereby shall be (1) issued in a qualified reopening, (2) otherwise treated as part of the same "issue" of debt instruments as the notes of such series issued pursuant to this listing particulars, or (3) issued with no more than *de minimis* original issue discount, in each case, for U.S. federal income tax purposes. Additional notes issued in this manner will increase the aggregate principal amount of, and be consolidated with and form a single series with, the previously outstanding notes of such series.

Payment of Principal and Interest

Principal of, and interest on, the notes will be payable at the offices or agencies maintained by the Issuer for such purpose (which will initially be the offices of the paying agent specified on the inside back cover page of this listing particulars).

The Issuer will arrange for payments to be made on global notes on the specified payment dates by wire transfer to DTC or other applicable clearing system, or to its nominee, as the registered owner of the notes, which will receive the funds for distribution to the holders. An indirect holder's or beneficial owner's right to receive any such payments will be governed by the rules and practices of DTC or other applicable clearing system. See "Form of Notes; Clearing and Settlement."

The Issuer will arrange for payments to be made on registered certificated notes on the specified payment dates to the registered holders of the notes. The Issuer will arrange for such payments by wire transfer or by check mailed to the holders at their registered addresses.

If any payment date on the notes is not a business day, the Issuer will make the payment on the next business day. Payments postponed to the next business day in this situation will be treated under the indenture as if they were made on the original due date and no interest on the notes will accrue as a result of any such delay in payment.

For purposes of all payments of interest, principal or other amounts contemplated herein, "business day" means any day that is not a Saturday or Sunday, and that is not a day on which banking institutions in New York City

or Mexico City (or in the city where the relevant paying or transfer agent is located) are required or authorized by law, regulation or executive order to close.

Unclaimed Payments; Prescription

If any money that the Issuer pays to the trustee or any paying agent to make payments on any notes is unclaimed at the end of two years after the applicable payment was due and payable, then such money will be repaid to the Issuer upon request. The Issuer will hold such unclaimed money in trust for the relevant holders of those notes. After such repayment, neither the trustee nor any paying agent will be liable for the payment. However, the obligations of the Issuer, as applicable, to make payments on the notes as they become due will not be affected until the expiration of the prescription period, if any, specified in the notes.

To the extent permitted by law, claims against the Issuer for the payment of principal of, or interest or other amounts due on, the notes (including Additional Amounts) will become void unless made within five years of the date on which such payment first became due.

Redemption and Purchase

The Issuer will not be permitted to redeem the notes, and you will not be entitled to require the Issuer to purchase your notes from you, before such notes' applicable maturity date, except as set forth below.

Redemption of 2051 Notes by Amortization

Unless previously redeemed, or purchased and cancelled, the 2051 notes will be redeemed in installments on each amortization date specified in the column captioned "Amortization Date" (each, an "Amortization Date") in the corresponding amortization amount specified in the column captioned "Amount Payable in U.S. Dollars" (each, an "Amortization Amount") payable as provided under "—General—Payment of Principal and Interest"; *provided* that each Amortization Amount will be adjusted on a pro rata basis in the case of the issuance of any additional 2051 notes or any redemptions of the 2051 notes. The outstanding principal amount of the 2051 notes shall be reduced by the applicable Amortization Amount for all purposes with effect from the relevant Amortization Date. If the payment of the relevant Amortization Amount is improperly withheld or otherwise not paid on such Amortization Date, the relevant principal amount will remain outstanding until the day on which all sums due in respect of such 2051 notes up to that day are received by or on behalf of the relevant holders. The final principal payment on the 2051 notes will be made on January 28, 2051.

Year	Amortization Date	Percentage of Original Principal Amount Payable	Amount Payable in U.S. Dollars[(1)] (in millions)
1	January 28, 2027	5.00%	U.S.$25,000,000
2	January 28, 2028	5.00%	U.S.$25,000,000
3	January 28, 2029	5.00%	U.S.$25,000,000
4	January 28, 2030	5.00%	U.S.$25,000,000
5	January 28, 2031	5.00%	U.S.$25,000,000
6	January 28, 2032	4.00%	U.S.$20,000,000
7	January 28, 2033	4.00%	U.S.$20,000,000
8	January 28, 2034	4.00%	U.S.$20,000,000
9	January 28, 2035	4.00%	U.S.$20,000,000
10	January 28, 2036	4.00%	U.S.$20,000,000
11	January 28, 2037	4.00%	U.S.$20,000,000
12	January 28, 2038	4.00%	U.S.$20,000,000
13	January 28, 2039	4.00%	U.S.$20,000,000
14	January 28, 2040	4.00%	U.S.$20,000,000
15	January 28, 2041	4.00%	U.S.$20,000,000
16	January 28, 2042	4.00%	U.S.$20,000,000
17	January 28, 2043	4.00%	U.S.$20,000,000
18	January 28, 2044	4.00%	U.S.$20,000,000
19	January 28, 2045	4.00%	U.S.$20,000,000

Year	Amortization Date	Percentage of Original Principal Amount Payable	Amount Payable in U.S. Dollars[(1)] (in millions)
20	January 28, 2046	4.00%	U.S.$20,000,000
21	January 28, 2047	3.00%	U.S.$15,000,000
22	January 28, 2048	3.00%	U.S.$15,000,000
23	January 28 2049	3.00%	U.S.$15,000,000
24	January 28, 2050	3.00%	U.S.$15,000,000
25	January 28, 2051	3.00%	U.S.$15,000,000

(1) Subject to reduction on a pro rata basis for any decrease in principal amounts outstanding as a result of any partial redemption of the 2051 notes or other repurchases of the 2051 notes to the extent that such 2051 notes are cancelled. Subject to increase on a pro rata basis for any increase in principal amounts outstanding as a result of the issuance of additional 2051 notes. Any calculation of an installment of principal will be increased to the nearest whole U.S. dollar.

Optional Redemption

2034 Notes

Prior to the 2034 notes Par Call Date, the Issuer may redeem the 2034 notes at its option, in whole or in part, at any time and from time to time, at a redemption price (expressed as a percentage of principal amount and rounded to three decimal places) equal to the greater of:

(1) (a) the sum of the present values of the remaining payments of principal and interest thereon discounted to the redemption date (assuming the notes matured on the 2034 notes Par Call Date) on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 30 basis points, less (b) interest accrued to the date of redemption, and

(2) 100% of the principal amount of the 2034 notes to be redeemed,

plus, in either case, accrued and unpaid interest thereon to the redemption date (and Additional Amounts, if any).

On or after the 2034 notes Par Call Date, the Issuer may redeem the 2034 notes, in whole or in part, at any time and from time to time, at a redemption price equal to 100% of the principal amount of the 2034 notes being redeemed, plus accrued and unpaid interest thereon to the redemption date (and Additional Amounts, if any).

On the maturity date, the redemption price of the notes will be 100% of the principal amount of the notes outstanding plus accrued and unpaid interest to the maturity date.

"Par Call Date" means, in the case of the 2034 notes, November 28, 2033 (the date that is two months prior to the maturity of the 2034 notes).

"Treasury Rate" means, in the case of the 2034 notes, with respect to any redemption date, the yield determined by the Issuer in accordance with the following two paragraphs.

The Treasury Rate shall be determined by the Issuer after 4:15 p.m. (New York City time) (or after such time as yields on U.S. government securities are posted daily by the Board of Governors of the Federal Reserve System), on the third business day preceding the redemption date based upon the yield or yields for the most recent day that appear after such time on such day in the most recent statistical release published by the Board of Governors of the Federal Reserve System designated as "Selected Interest Rates (Daily) - H.15" (or any successor designation or publication) ("H.15") under the caption "U.S. government securities–Treasury constant maturities–Nominal" (or any successor caption or heading). In determining the Treasury Rate, the Issuer shall select, as applicable: (1) the yield for the Treasury constant maturity on H.15 exactly equal to the period from the redemption date to the applicable Par Call Date (the "Remaining Life"); or (2) if there is no such Treasury constant maturity on H.15 exactly equal to the Remaining Life, the two yields – one yield corresponding to the Treasury constant maturity on H.15 immediately shorter than and one yield corresponding to the Treasury constant maturity on H.15 immediately longer than the Remaining Life – and shall interpolate to the applicable Par Call Date on a straight-line basis (using the actual number of days) using such yields and rounding the result to three decimal places; or (3) if there is no such Treasury constant maturity on H.15 shorter than or longer than the Remaining Life, the yield for the single Treasury constant maturity

on H.15 closest to the Remaining Life. For purposes of this paragraph, the applicable Treasury constant maturity or maturities on H.15 shall be deemed to have a maturity date equal to the relevant number of months or years, as applicable, of such Treasury constant maturity from the redemption date.

If on the third business day preceding the redemption date H.15 or any successor designation or publication is no longer published, the Issuer shall calculate the Treasury Rate based on the rate per annum equal to the semi-annual equivalent yield to maturity at 11:00 a.m. (New York City time) on the second business day preceding such redemption date of the United States Treasury security maturing on, or with a maturity that is closest to, the applicable Par Call Date, as applicable. If there is no United States Treasury security maturing on the applicable Par Call Date but there are two or more United States Treasury securities with a maturity date equally distant from the applicable Par Call Date, one with a maturity date preceding the applicable Par Call Date and one with a maturity date following the applicable Par Call Date, the Issuer shall select the United States Treasury security with a maturity date preceding the applicable Par Call Date. If there are two or more United States Treasury securities maturing on the applicable Par Call Date or two or more United States Treasury securities meeting the criteria of the preceding sentence, the Issuer shall select from among these two or more United States Treasury securities the United States Treasury security that is trading closest to par based upon the average of the bid and asked prices for such United States Treasury securities at 11:00 a.m. (New York City time). In determining the Treasury Rate in accordance with the terms of this paragraph, the semi-annual yield to maturity of the applicable United States Treasury security shall be based upon the average of the bid and asked prices (expressed as a percentage of principal amount) at 11:00 a.m. (New York City time) of such United States Treasury security, and rounded to three decimal places.

2051 Notes

Prior to the 2051 notes Par Call Date, the Issuer may redeem the 2051 notes at its option, in whole or in part, at any time and from time to time, at a redemption price (expressed as a percentage of principal amount and rounded to three decimal places) equal to the greater of:

(1) (a) the sum of the present values of the remaining payments of principal and interest thereon discounted to the redemption date (assuming the notes matured on the 2051 notes Par Call Date) on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 35 basis points, less (b) interest accrued to the date of redemption, and

(2) 100% of the principal amount of the 2051 notes to be redeemed,

plus, in either case, accrued and unpaid interest thereon to the redemption date (and Additional Amounts, if any).

On or after the 2051 notes Par Call Date, the Issuer may redeem the 2051 notes, in whole or in part, at any time and from time to time, at a redemption price equal to 100% of the then outstanding principal amount of the 2051 notes to be redeemed, plus accrued and unpaid interest on the then outstanding principal amount of the 2051 notes to be redeemed to the redemption date (and Additional Amounts, if any).

On the maturity date, the redemption price of the notes will be 100% of the principal amount of the notes outstanding plus accrued and unpaid interest to the maturity date.

"Par Call Date" means, in the case of the 2051 notes, October 28, 2050 (the date that is three months prior to the final maturity of the 2051 notes).

"Treasury Rate" means, in the case of the 2051 notes, with respect to any redemption date, the yield determined by the Issuer in accordance with the following two paragraphs.

The Treasury Rate shall be determined by the Issuer after 4:15 p.m. (New York City time) (or after such time as yields on U.S. government securities are posted daily by the Board of Governors of the Federal Reserve System), on the third business day preceding the redemption date based upon the yield or yields for the most recent day that appear after such time on such day in the most recent statistical release published by the Board of Governors of the Federal Reserve System designated as "Selected Interest Rates (Daily) - H.15" (or any successor designation or publication) ("H.15") under the caption "U.S. government securities–Treasury constant maturities–Nominal" (or any successor caption or heading). In determining the Treasury Rate, the Issuer shall select, as applicable: (1) the yield for the Treasury constant maturity on H.15 exactly equal to the period from the redemption date to the date that represents the Weighted Average Life of the 2051 notes (assuming the last amortization payment on the 2051 notes is made on the applicable Par Call Date (the "WAL Date") (the "Remaining Weighted Average Life"); or (2) if there is no such Treasury constant maturity on H.15 exactly equal to the Remaining Weighted Average Life, the two yields – one yield corresponding to the Treasury constant maturity on H.15 immediately shorter than and one yield corresponding to the Treasury constant maturity on H.15 immediately longer than the Remaining Weighted Average Life – and shall

interpolate to the WAL Date on a straight-line basis (using the actual number of days) using such yields and rounding the result to three decimal places; or (3) if there is no such Treasury constant maturity on H.15 shorter than or longer than the Remaining Weighted Average Life, the yield for the single Treasury constant maturity on H.15 closest to the Remaining Weighted Average Life. For purposes of this paragraph, the applicable Treasury constant maturity or maturities on H.15 shall be deemed to have a maturity date equal to the relevant number of months or years, as applicable, of such Treasury constant maturity from the redemption date.

If on the third business day preceding the redemption date H.15 or any successor designation or publication is no longer published, the Issuer shall calculate the Treasury Rate based on the rate per annum equal to the semi-annual equivalent yield to maturity at 11:00 a.m. (New York City time) on the second business day preceding such redemption date of the United States Treasury security maturing on, or with a maturity that is closest to, the WAL Date, as applicable. If there is no United States Treasury security maturing on the WAL Date but there are two or more United States Treasury securities with a maturity date equally distant from the WAL Date, one with a maturity date preceding the WAL Date and one with a maturity date following the WAL Date, the Issuer shall select the United States Treasury security with a maturity date preceding the WAL Date. If there are two or more United States Treasury securities maturing on the WAL Date or two or more United States Treasury securities meeting the criteria of the preceding sentence, the Issuer shall select from among these two or more United States Treasury securities the United States Treasury security that is trading closest to par based upon the average of the bid and asked prices for such United States Treasury securities at 11:00 a.m. (New York City time). In determining the Treasury Rate in accordance with the terms of this paragraph, the semi-annual yield to maturity of the applicable United States Treasury security shall be based upon the average of the bid and asked prices (expressed as a percentage of principal amount) at 11:00 a.m. (New York City time) of such United States Treasury security, and rounded to three decimal places.

"Weighted Average Life" at any date means the number of years obtained by dividing: (1) the sum of the products obtained by multiplying (1) the amount of each then remaining installment in respect of the 2051 Notes, by (b) the number of years (calculated to the nearest one-twelfth) that will elapse between such date and the making of such installment payment (assuming that the last payment occurs on the Par Call Date); by (2) the then outstanding principal amount of the 2051 notes.

General

The Issuer's actions and determinations in determining any redemption price shall be conclusive and binding for all purposes, absent manifest error.

Notice of any redemption under this "—Optional Redemption" section will be delivered not less than 10 nor more than 60 days' to the holders of notes to be redeemed.

On and after the redemption date, interest will cease to accrue on the notes or any portion thereof called for redemption (unless the Issuer defaults in the payment of the redemption price and accrued interest and Additional Amounts, if any).

If less than all of the outstanding notes of either series are to be redeemed, the notes to be redeemed shall be selected by the trustee on a pro rata basis or by lot (and, in the case of notes in global form, in accordance with the applicable procedures of DTC).

Redemption for Taxation Reasons

The notes of each series may be redeemed at the Issuer's option in whole, but not in part, at any time, at a price equal to 100% of the outstanding principal amount thereof (the "Tax Redemption Price"), plus accrued and unpaid interest thereon (and Additional Amounts, if any), to the date fixed for redemption (the "Tax Redemption Date"), on giving not less than 30 nor more than 60 days' notice to the holders (which notice shall be irrevocable), if:

(a) The Issuer certifies to the trustee immediately prior to the giving of such notice that the Issuer has or will become obligated on the next succeeding interest payment date to pay Additional Amounts with respect to the notes of such series in excess of the Additional Amounts that the Issuer would be obligated to pay if payments (including payments of interest) on the notes of such series were subject to a tax at a rate of 4.9%, as a result of any change in, or amendment to, or lapse of, the laws, rules or regulations of Mexico or any political subdivision or any taxing authority thereof or therein affecting taxation, or any change in, or amendment to, an official interpretation or application of such laws, rules or regulations, which change, amendment or lapse becomes effective on or after the date of issuance of the notes of such series; and

(b) prior to the publication of any notice of redemption, the Issuer delivers to the trustee (i) a certificate signed by an authorized officer of the Issuer stating that the obligation referred to in (a) cannot be avoided by the Issuer, taking reasonable measures available to the Issuer and (ii) an opinion of independent Mexican legal counsel of recognized standing to the effect that the Issuer has or will become obligated to pay such Additional Amounts as a result of such change, amendment or lapse, and the trustee shall be entitled to accept such certificate and opinion as sufficient evidence of the satisfaction of the condition precedent described in (a) in which event they shall be conclusive and binding on the holders of the notes of such series; *provided* that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obligated but for such redemption to pay such Additional Amounts if a payment in respect of the notes of such series were then due and, at the time such notice is given, such obligation to pay such Additional Amounts remains in effect.

On the Tax Redemption Date fixed by the Issuer for the notes of a series, the Tax Redemption Price will become due and payable and the Issuer will be obligated to pay the Tax Redemption Price, together with accrued interest, and Additional Amounts due, on the notes of such series to the Tax Redemption Date. If the notes of a series are to be redeemed pursuant to the provisions described under this caption, then the notes of such series will cease to bear interest on and after the Tax Redemption Date; provided that the Tax Redemption Price and such accrued interest (and Additional Amounts, if any), are duly paid or made available to a paying agent for payment to the holders. All notes redeemed by the Issuer under this provision will be cancelled.

Purchase at the Option of Holders

If at any time prior to maturity, the Issuer ceases to:

(a) be a public-sector entity of the Mexican government;

(b) be majority-owned by the Mexican government;

(c) be a public entity created and appointed pursuant to the Mexican Constitution or Mexican federal laws with the right to generate, transmit, distribute and supply electricity in Mexico; or

(d) at any time, generate, transmit and distribute at least 75% of the electricity generated, transmitted and distributed by public-sector entities, in each case within Mexico (unless, in the case of this clause (d), if permitted by Mexican law, the Mexican government shall have assumed or guaranteed the Issuer's obligations under the notes and the indenture)

(in each case, an "Optional Purchase Event"), then the Issuer will give the holders and the trustee written notice thereof not less than 60 days prior to the occurrence of such Optional Purchase Event or, if it is not possible to give 60 days' notice, then the Issuer will give the holders notice in a lesser number of days, but in no event less than 30 days, as shall be practicable given the circumstances. Such notice will contain a written, irrevocable offer (an "Optional Purchase Offer") by the Issuer to purchase, on the date specified in such Optional Purchase Offer (the "Optional Purchase Date"), the notes held by each holder in full, and not in part, at a price equal to 100% of the outstanding principal amount thereof (the "Optional Purchase Price") plus accrued interest thereon to the Optional Purchase Date (and Additional Amounts, if any). The Optional Purchase Date will be (i) not less than 30 days and not more than 60 days after the date of such notice and (ii) not later than the date of such Optional Purchase Event. The Optional Purchase Price with respect to the notes of holders accepting such Optional Purchase Offer will become due and payable on the Optional Purchase Date, upon presentation and surrender of such notes.

On the Optional Purchase Date, there will become due and payable and the Issuer will be obligated to purchase and pay the Optional Purchase Price, plus accrued and unpaid interest thereon (and Additional Amounts, if any) to the Optional Purchase Date, with respect to each note for which the holder has validly and timely elected to have the Issuer purchase that holder's notes. Any note to be purchased as provided under this provision will cease to bear interest on and after the Optional Purchase Date; *provided* that the Optional Purchase Price and such accrued interest is duly paid or made available to a paying agent for payment to the holders entitled thereto. All notes purchased by the Issuer under this provision will be cancelled.

Purchases of Notes

The Issuer may at any time purchase notes at any price in the open market, in privately negotiated transactions or otherwise. The Issuer may not resell any notes that it purchases, unless the Issuer registers the resale under the Securities Act.

Affirmative Covenants

The following affirmative covenants will apply to the Issuer for so long as any notes remain outstanding. These covenants do not limit the ability of the Issuer to incur debt nor do they require the Issuer to comply with financial ratios or to maintain specified levels of net worth or liquidity.

Delivery of Financial Statements

The Issuer will deliver to the trustee, and the trustee will make available to the holders, as soon as available, but not later than 180 days after the end of each of the Issuer's fiscal years, a copy in the English language of the Issuer's and its Subsidiaries' audited consolidated balance sheet as at the end of such year and the related consolidated statements of results of operations, changes in equity and changes in cash flows and notes thereto for such year, setting forth in each case in comparative form the figures for the previous fiscal year, and accompanied by the opinion of an independent public accounting firm of recognized standing in Mexico, which opinion (a) will state that such consolidated financial statements present fairly the Issuer's and its Subsidiaries' consolidated financial position as at such dates and the consolidated results of the Issuer's and its Subsidiaries' operations, changes in equity and changes in cash flows for the respective periods then ended in accordance with IFRS, and (b) will not be qualified or limited because of a restricted or limited examination by such accounting firm of any material portion of the Issuer's and its Subsidiaries' records.

The Issuer will deliver to the trustee, and the trustee will make available to the holders, as soon as available, but not later than 90 days after the end of each of the Issuer's fiscal quarters, a copy in the English language of the Issuer's and its Subsidiaries' unaudited condensed consolidated statement of financial position and unaudited condensed consolidated statement of comprehensive income as at the end of such quarter. The trustee shall have no responsibility whatsoever for the accuracy and contents of the financial statements delivered by the Issuer.

If the Issuer is not subject to the reporting requirements of Section 13 or 15(d) of the U.S. Securities Exchange Act of 1934, as amended, at any time when the notes are "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act, the Issuer (without duplication) will furnish to any holder of notes, or to any prospective purchaser designated by such holder, financial and other information described in Rule 144A(d)(4) with respect to the Issuer to the extent required to permit such holder to comply with Rule 144A in connection with any resale of notes held by such holder.

The Issuer acting through any of its officers will give the trustee notice of any Event of Default relating to the Issuer, or of any condition or event that with notice or the lapse of time would be an Event of Default relating to the Issuer, within 15 days after the occurrence of such Event of Default or such other event or condition becomes known to the Issuer, and of the measures that the Issuer, as applicable, is taking with respect thereto.

Maintenance of Government Approvals

The Issuer will obtain and maintain in full force and effect any actions, orders, authorizations, consents, approvals, licenses, rulings, permits, certifications, exemptions, filings or registrations by or with any governmental authority that may be necessary under the laws of Mexico (each, a "Governmental Approval") for the performance by the Issuer of its obligations under the indenture or the notes , as applicable, or for the validity or enforceability thereof and duly take all necessary and appropriate governmental and administrative action in Mexico in order to make all payments to be made thereunder as required by the indenture or the notes, as applicable.

Compliance with Applicable Laws and Governmental Approvals

The Issuer will comply in all material respects with all applicable laws and all applicable Governmental Approvals, except where any failure (individually or in the aggregate) to comply could not reasonably be expected to have a material adverse effect on the ability of the Issuer to perform its obligations under the indenture, the notes or the guarantees, as applicable, or where the necessity of compliance with which is contested in good faith.

Performance of Obligations

The Issuer will (a) perform all of its covenants and comply with all of its obligations contained in the indenture or the notes, as applicable, and (b) pay, discharge or otherwise satisfy on or before maturity all of its other material payment obligations except where (i) the amount or validity thereof is being contested in good faith and by appropriate proceedings and adequate reserves are or will be maintained with respect thereto in conformity with IFRS or (ii) the failure to pay, discharge or otherwise satisfy such obligation would not have a material adverse effect on the ability of the Issuer to perform its respective obligations under the indenture or the notes, as applicable.

Future Guarantors

The Issuer will cause any Subsidiary or Subsidiaries:

(1) to which the Issuer transfers all or substantially all of the assets of the Issuer, taken as a whole; or

(2) which incurs any Public External Indebtedness or provides a guarantee of any Public External Indebtedness of the Issuer to promptly become a guarantor and provide for a full and unconditional guarantee of the notes as described under "—General—Guarantors."

Negative Covenants

The following negative covenants will apply to the Issuer for so long as any notes remain outstanding. These covenants do not limit the ability of the Issuer to incur debt nor do they require the Issuer to comply with financial ratios or to maintain specified levels of net worth or liquidity.

Negative Pledge

The Issuer will create or permit to subsist any mortgage, pledge, hypothecation or other charge or encumbrance, including without limitation any equivalent thereof created or arising under the laws of Mexico (a "Lien"), upon the whole or any part of its present or future revenues or assets to secure any of its Public External Indebtedness, unless the notes are secured equally and ratably with such Public External Indebtedness; *provided* that the Issuer may create or permit to subsist, if permitted under Mexican law:

(a) any Lien on the property of the Issuer securing or providing for the payment of Public External Indebtedness incurred in connection with any Project Financing; *provided* that the properties to which any such Lien shall apply are (i) properties which are the subject of such Project Financing or (ii) revenues or claims which arise from the operation, failure to meet specifications, failure to complete, exploitation, sale or loss of or damage to such properties; and *provided*, *further*, that any such Liens shall be created within 365 days of the commencement of such Project Financing;

(b) any Lien on the Accounts Receivable of the Issuer; provided that (i) the aggregate principal amount of the Public External Indebtedness secured by Liens referred to in this clause (b) will not exceed U.S.$3,000.0 million (or its equivalent in other currencies) and (ii) the short-term portion of such indebtedness will not exceed U.S.$1,000.0 million (or its equivalent in other currencies); and

(c) any Lien on the Available Assets of the Issuer not permitted by any other paragraph of this "Negative Pledge" covenant; provided that, after giving effect to any such Lien, the aggregate amount of Public External Indebtedness secured by Liens referred to in this clause (c) will not exceed U.S.$500.0 million (or its equivalent in other currencies).

Merger, Consolidation or Sale of Assets

The Issuer will not:

(a) consolidate or merge with or into any other Person; or

(b) in a single transaction or a series of related transactions, sell, lease or otherwise transfer, directly or indirectly, all or substantially all of the assets of the Issuer, taken as a whole, to any other Person;

provided that, without limitation of the rights of the holders described under "—Redemption and Purchase—Purchase at the Option of the Holders," the Issuer may, if permitted under Mexican law:

i. merge with another Person if (x) the Issuer is the Person surviving such merger and (y) after giving effect to such merger, no Default or Event of Default shall have occurred and be continuing;

ii. consolidate with or merge into another Person or sell, lease or otherwise transfer all or substantially all of the assets of the Issuer, taken as a whole, to another Person if (x) the Person formed by such consolidation or into which the Issuer is merged or the Person which acquires by sale, lease or transfer all or substantially all of the assets of the Issuer, taken as a whole, is a public entity of the Mexican government or a corporation, partnership or trust, organized and validly existing under the laws of Mexico, (y) such Person expressly assumes the obligations of the Issuer under the indenture and the notes, and (z) immediately after giving effect to such transaction, no Default or Event of Default shall have occurred and be continuing;

iii. terminate the corporate existence of any Subsidiary of the Issuer if (x) such Subsidiary transfers all of the material assets of the Issuer, as applicable, to the Issuer or to another Subsidiary and (y) immediately after giving effect to such termination, no Default or Event of Default shall have occurred and be continuing; and

iv. sell, lease or otherwise transfer all or substantially all of the assets of the Issuer, taken as a whole, to one or more of the Subsidiaries of the Issuer if (x) each such Subsidiary becomes a guarantor in accordance with the provisions set forth under "—Affirmative Covenants—Future Guarantors" and (y) immediately after giving effect to any such transaction, no Event of Default shall have occurred and be continuing.

Upon the occurrence of any event described in clause (ii) or (iv), the Issuer will execute and deliver, or cause any Person referred to in clause (ii) or (iv) above, as applicable, to execute and deliver, an opinion of counsel and officer's certificate to the trustee stating that such event complies with the requirements described in this paragraph and the indenture.

Default and Acceleration of Maturity

Each of the following events is an "Event of Default" with respect to the notes of each series:

(a) any payment of principal of the notes is not made when due or any payment of interest on the notes is not made within 30 days of the date it was due;

(b) the Issuer fails to perform any material obligation contained in the notes or, insofar as it concerns the notes, the indenture (other than any obligation specified in any other Event of Default) and such failure continues for 60 days after written notice thereof has been given to the Issuer, as applicable, by the trustee or the holders of not less than a majority in aggregate principal amount of the notes then Outstanding;

(c) the Issuer fails to make a payment of principal of or interest on any Public External Indebtedness of, or guaranteed by, the Issuer in an aggregate principal amount exceeding U.S.$75.0 million or its equivalent when due and such failure continues for more than the period of grace, if any, originally applicable thereto;

(d) one or more final judgments, order or decrees is rendered against the Issuer involving in the aggregate a liability in excess of U.S.$75.0 million and such judgments, orders or decrees continues unsatisfied, unvacated, unstayed or not bonded for a period of 60 days;

(e) an involuntary case or other proceeding is commenced against the Issuer seeking liquidation, reorganization or other relief with respect to the Issuer or any of its debts under any *concurso mercantil*, bankruptcy, insolvency or other similar law now or hereafter in effect or seeking the appointment of a trustee, receiver, liquidator, interventor, *síndico*, custodian or other similar official

of the Issuer or any substantial part of the property or the Issuer, taken as a whole, and such involuntary case or other proceeding remains undismissed and unstayed for a period of 60 days;

(f) the Issuer commences a voluntary case or other proceeding seeking liquidation, reorganization or other relief with respect to the Issuer or any of its respective debts under any *concurso mercantil*, bankruptcy, insolvency or other similar law now or hereafter in effect or seeking the appointment of a trustee, receiver, liquidator, interventor, *síndico*, custodian or other similar official of the Issuer or any substantial part of the property of the Issuer, taken as a whole, or the Issuer consents to any such relief or to the appointment of or taking possession by any such official in any involuntary case or other proceeding commenced against the Issuer, or the Issuer makes a general assignment for the benefit of creditors, or the Issuer fails generally to pay its respective debts as they become due, or the Issuer takes any corporate action to authorize any of the foregoing;

(g) a decree is issued or other proceedings are commenced by a governmental authority or agency of Mexico seeking dissolution, liquidation, reorganization or other relief with respect to the Issuer or its debts under applicable law now or hereafter in effect or seeking the appointment of a trustee, receiver, liquidator, interventor, *síndico*, custodian or other similar official of the Issuer or any substantial part of the property of the Issuer, taken as a whole;

(h) a general moratorium is agreed or declared in respect of any Public External Indebtedness of the Issuer, which moratorium does not expressly exclude the notes;

(i) any action, condition or situation (including the obtaining or effecting of any necessary consent, approval, authorization, exemption, filing, license, order, recording or registration) at any time required to be taken, fulfilled or done in order (i) to enable the Issuer to lawfully perform its respective obligations under the indenture or the notes, (as applicable) and (ii) to ensure that those obligations are legally binding and enforceable, is not taken, fulfilled or done within 30 days of its being so required;

(j) it is or it becomes unlawful for the Issuer to perform or comply with one or more of its obligations under the indenture or the notes (as applicable);

(k) the payment obligations of the Issuer under the indenture or the notes (as applicable) fail to constitute the unconditional general obligations of the Issuer that ranks without any preference among themselves and equally with all of the other unsecured and unsubordinated Public External Indebtedness of the Issuer; or

(l) any event occurs which under the laws of Mexico has an analogous effect to any of the events referred to in paragraphs (e) to (g) above.

If any of the Events of Default described above occurs and is continuing with respect to the notes of any series, holders of at least 25% of the aggregate principal amount of the notes of such series then Outstanding may declare all the notes of such series to be due and payable immediately by giving written notice to the Issuer, with a copy to the trustee.

Holders holding notes representing in the aggregate more than 50% of the principal amount of the then-Outstanding notes of such series may waive any existing Events of Default and their consequences on behalf of the holders of all of the notes of such series if:

(1) following the declaration that the principal of the notes of such series has become due and payable immediately, the Issuer deposits with the trustee a sum sufficient to pay all outstanding amounts then due on the notes of such series (other than principal due by virtue of the acceleration upon the Event of Default) together with interest on such amounts through the date of the deposit as well as the reasonable fees and compensation of the holders that declared the notes due and payable, the trustee and their respective agents, attorneys and counsel; and

(2) all Events of Default (other than non-payment of principal that became due by virtue of the acceleration upon the Event of Default) have been remedied.

Suits for Enforcement and Limitations on Suits by Holders

If an Event of Default of any series has occurred and is continuing, the trustee may, in its discretion, institute judicial action to enforce the rights of the holders of the notes of such series. With the exception of a suit brought by a holder of the notes of such series on or after the stated maturity date to enforce its absolute right to receive payment of the principal of and interest on the notes of such series on the stated maturity date therefor (as such date may be amended or modified pursuant to the terms of the indenture and the notes, but without giving effect to any acceleration), a holder of the notes of any series has no right to bring a suit, action or proceeding with respect to the notes unless: (1) such holder has given written notice to the trustee that an Event of Default with respect to the notes of such series has occurred and is continuing; (2) holders of at least 25% of the aggregate principal amount of the Outstanding notes of such series have instructed the trustee by specific written request to institute an action or proceeding and provided an indemnity satisfactory to the trustee; and (3) 60 days have passed since the trustee received the instruction, the trustee has failed to institute an action or proceeding as directed, and no direction inconsistent with such written request shall have been given to the trustee by a majority of holders of the notes of such series. Moreover, any such action commenced by a holder of the notes must be for the equal, ratable and common benefit of all holders of the notes of such series.

Additional Amounts

The Issuer will make payments of principal and interest (or amounts deemed to be interest) on the notes without withholding or deduction for or on account of any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of Mexico, any political subdivision thereof or any taxing authority in Mexico ("Mexican Withholding Taxes"), unless such withholding or deduction is required by law or by the official interpretation or administration thereof. If the Issuer is required to make any such withholding or deduction, the Issuer will pay such additional amounts ("Additional Amounts") as may be necessary to ensure that the net payment made in respect of the notes after such withholding or deduction for or on account of Mexican Withholding Taxes will not be less than the amount that would have been receivable in respect of the notes in the absence of such withholding or deduction; *provided* that the foregoing obligation to pay Additional Amounts will not apply to:

(a) any Mexican Withholding Taxes that would not have been imposed or levied on a holder or beneficial owner (or fiduciary, settlor or beneficiary of, or a person holding a power over, such holder or beneficial owner, if such holder or beneficial owner is an estate or a trust, or a member or shareholder of such holder or beneficial owner, if such holder or beneficial owner is a partnership or a corporation) of notes but for the existence of any present or former connection between the holder or beneficial owner (or such fiduciary, settlor, beneficiary, person holding a power, member or shareholder) of such notes and Mexico or any political subdivision or territory or possession thereof or area subject to its jurisdiction, including, without limitation, such holder or beneficial owner (or such fiduciary, settlor, beneficiary, person holding a power, member or shareholder) (i) being or having been a citizen or resident thereof, (ii) maintaining or having maintained an office, permanent establishment, fixed base or branch therein, or (iii) being or having been present or engaged in trade or business therein, except for a connection solely arising from the mere ownership of, or receipt of payment under, such notes;

(b) any estate, inheritance, gift, sales, transfer, or personal property or similar tax, assessment or other governmental charge;

(c) any Mexican Withholding Taxes that are imposed or levied by reason of the failure by the holder or beneficial owner of such notes to comply with any certification, identification, information, documentation, declaration or other reporting requirement that is required or imposed by a statute, treaty, regulation, general rule or published administrative practice, as a precondition to exemption from, or reduction in the rate of, the imposition, withholding or deduction of any Mexican Withholding Taxes; provided that at least 30 days prior to (i) the first payment date with respect to which the Issuer applies this clause (c) and (ii) in the event of a change in such certification, identification, information, documentation, declaration or other reporting requirement, the first payment date subsequent to such change, the Issuer has notified the trustee and the holders in writing that the holders or beneficial owners of notes will be required to comply with such certification, identification, information or documentation, declaration or other reporting requirement;

(d) any Mexican Withholding Taxes that would not have been so imposed but for the presentation by the holder of such note for payment on a date more than 20 days after the date on which such payment became due and payable or the date on which payment thereof is duly provided for, whichever occurs later, except to the extent that the holder of such note would have been entitled to the Additional Amounts on presenting such note on any date during such 20-day period;

(e) any payment on such note to any holder who is a fiduciary or partnership or other than the sole beneficial owner of any such payment, to the extent that a beneficiary or settlor with respect to such fiduciary, a member of such a partnership or the beneficial owner of such payment would not have been entitled to the Additional Amounts had such beneficiary, settlor, member or beneficial owner been the holder of such note;

(f) any tax, duty, assessment or other governmental charge payable otherwise than by deduction or withholding from payments on a note;

(g) any tax, assessment or governmental charge that would not have been imposed but for a failure by the holder or beneficial owner (or any financial institution through which the holder or beneficial owner holds any note or through which payment on the note is made) to comply with any certification, information, identification, documentation or other reporting requirements (including entering into and complying with an agreement with the U.S. Internal Revenue Service) imposed pursuant to, or under an intergovernmental agreement entered into between the United States and the government of another country in order to implement the requirements of, Sections 1471 through 1474 of the U.S. Internal Revenue Code as in effect on the date of issuance of the notes or any successor or amended version of these provisions, to the extent such successor or amended version is not materially more onerous than these provisions as enacted on such date; or

(h) any combination of the above.

All references in this "Description of the Notes" section to principal and interest in respect of notes will, unless the context otherwise requires, be deemed to mean and include all Additional Amounts, if any, payable in respect thereof as set forth in the first paragraph of this "Additional Amounts" section and in paragraphs (a) through (h) above.

The Issuer will also pay any present or future stamp, court or documentary taxes or any other excise or property taxes, charges or similar levies which arise in any jurisdiction from the execution, delivery, registration or the making of payments in respect of the notes or the guarantees, excluding any such taxes, charges or similar levies imposed by any jurisdiction outside of Mexico other than those resulting from, or required to be paid in connection with, the enforcement of the notes following the occurrence of any Event of Default.

Notwithstanding the foregoing, the limitations on obligations of the Issuer to pay Additional Amounts set forth in clause (c) above will not apply if the compliance with the certification, identification, information, documentation, declaration or other reporting requirement described in such clause (c) would be materially more onerous, in form, in procedure or in the substance of information disclosed, to a holder or beneficial owner of a note (taking into account any relevant differences between United States and Mexican law, regulation or administrative practice) than comparable information or other applicable reporting requirements imposed or provided for under U.S. federal income tax law (including the Convention for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income, and a Protocol thereto, both signed on September 18, 1992, as amended by Additional Protocols signed on September 8, 1994 and November 26, 2002), regulations (including proposed regulations) and published administrative practice. In addition, the limitations on the obligations of the Issuer to pay Additional Amounts set forth in clause (c) above will not apply if Article 166, Section II, paragraph a) of the Mexican Income Tax Law (or a substantially similar provision successor to such provision) is in effect, unless (i) the compliance with the certification, identification, information, documentation, declaration or other reporting requirement described in clause (c) above is expressly required by statute, regulation, general rules or published administrative practice in order to apply Article 166, Section II, paragraph a) of the Mexican Income Tax Law (or a substantially similar successor provision to such provision), the Issuer cannot obtain such certification, identification, information, documentation, declaration or other evidence, or satisfy any other reporting requirements, on its own through reasonable diligence and the Issuer otherwise would meet the requirements for application of Article 166, Section II, paragraph a) of the Mexican Income Tax Law (or such provision successor to such provision) or (ii) in the case of a holder or beneficial owner of a note that is a pension fund or other tax-exempt organization, such holder or beneficial

owner would be subject to Mexican Withholding Taxes at a rate that is below the rate that is provided by Article 166, Section II, paragraph a) of the Mexican Income Tax Law if the information, documentation or other evidence required under clause (c) above were provided. Clause (c) above will not be construed to require that a non-Mexican pension or retirement fund, a non-Mexican tax-exempt organization or a non-Mexican financial institution or any other holder or beneficial owner of a note register with the Mexican Ministry of Finance and Public Credit (*Secretaría de Hacienda y Crédito Público*) or the Mexican Tax Administration Service (*Servicio de Administración Tributaria*) for the purpose of establishing eligibility for an exemption from or reduction of Mexican Withholding Taxes.

The Issuer will provide the trustee with a duly certified or authenticated copy of an original receipt evidencing the payment of Mexican Withholding Taxes that the Issuer has withheld or deducted in respect of any payments made under or with respect to the notes. The Issuer will make copies of such documentation, and cause the trustee to make copies of such documentation, available to the holders of the notes upon request.

In the event that Additional Amounts actually paid with respect to any notes pursuant to the preceding paragraphs are based on rates of deduction or withholding of Mexican Withholding Taxes in excess of the appropriate rate applicable to the holder of such notes, and, as a result thereof, such holder is entitled to make a claim for a refund or credit of such excess, then such holder will, by accepting such notes, be deemed to have assigned and transferred all right, title and interest to any such claim for a refund or credit of such excess to the Issuer. However, by making such assignment, the holder makes no representation or warranty that the Issuer will be entitled to receive such claim for a refund or credit and incurs no other obligation with respect thereto.

Meetings, Amendments and Waivers — *Collective Action*

The Issuer may call a meeting of the holders of the notes of any series at any time regarding the indenture or the notes. The Issuer will determine the time and place of the meeting and will notify the holders of the notes of such series of the time, place and purpose of the meeting not less than 30 and not more than 60 days before the meeting.

In addition, the Issuer or the trustee will call a meeting of holders of the notes of a series if the holders of at least 10% in principal amount of all the notes of such series then Outstanding have delivered a written request to the Issuer or the trustee (with a copy to the Issuer) setting out the purpose of the meeting. Within 10 days of receipt of such written request or copy thereof, the Issuer will notify the trustee and the trustee will notify the holders of the notes of that series of the time, place and purpose of the meeting called by the holders, to take place not less than 30 and not more than 60 days after the date on which such notification is given.

Only holders of notes and their proxies are entitled to vote at a meeting of holders. The Issuer will set the procedures governing the conduct of the meeting and if additional procedures are required, the Issuer will consult with the trustee to establish such procedures as are customary in the market.

Modifications may also be approved by holders of the notes of any series pursuant to written action with the consent of the requisite percentage of holders of the notes of that series. The Issuer will solicit the consent of the relevant holders to the modification not less than 10 and not more than 30 days before the expiration date for the receipt of such consents as specified by the Issuer.

The holders of the notes of any series may generally approve any proposal by the Issuer to modify the indenture or the terms of the notes of that series with the affirmative vote (if approved at a meeting of the holders) or consent (if approved by written action) of holders of more than 50% of the Outstanding principal amount of the notes of that series.

However, holders of any series of debt securities (including the notes) issued under the indenture may approve, by vote or consent through one of three modification methods, any modification, amendment, supplement or waiver proposed by the Issuer that would do any of the following (such subjects are referred to as "reserved matters"):

- change the date on which any amount is payable on the debt securities;
- reduce the principal amount of the debt securities (other than in accordance with the express terms of the debt securities and the indenture);
- reduce the interest rate on the debt securities;

- change the method used to calculate any amount payable on the debt securities (other than in accordance with the express terms of the debt securities and the indenture);

- change the currency or place of payment of any amount payable on the debt securities;

- modify the obligation of the Issuer to make any payments on the debt securities (including any redemption price therefor);

- change the identity of the obligor under the debt securities;

- change the definition of "Outstanding" debt securities or the percentage of affirmative votes or written consents, as the case may be, required to make a "reserved matter modification" (as defined in the indenture);

- change the definition of "uniformly applicable" or "reserved matter modification";

- authorize the trustee, on behalf of all holders of the debt securities, to exchange or substitute all the debt securities for, or convert all the debt securities into, other obligations or securities of the Issuer or any other Person; or

- change the legal ranking, governing law, submission to jurisdiction or waiver of immunities provisions of the terms of the debt securities.

A change to a reserved matter, including the payment terms of any series of debt securities (including the notes), can be made without your consent, as long as the change is approved, pursuant to one of the three following modification methods, by vote or consent by:

- the holders of more than 75% of the aggregate principal amount of the Outstanding notes insofar as the change affects the notes (but does not modify the terms of any other series of debt securities issued under the indenture);

- where such proposed modification would affect the Outstanding notes and at least one other series of debt securities issued under the indenture, the holders of more than 75% of the aggregate principal amount of the then Outstanding debt securities of all of the series affected by the proposed modification, taken in the aggregate, if certain "uniformly applicable" requirements are met (defined in the indenture as "cross-series modification with single aggregated voting"); or

- where such proposed modification would affect the Outstanding notes and at least one other series of debt securities issued under the indenture, whether or not the "uniformly applicable" requirements are met, the holders of more than $66^{2}/_{3}$% of the aggregate principal amount of the then Outstanding debt securities of all of the series affected by the proposed modification, taken in the aggregate, *and* the holders of more than 50% of the aggregate principal amount of the then Outstanding debt securities of each series affected by the modification, taken individually.

"Uniformly applicable," as used herein, means a modification by which holders of debt securities of all series affected by that modification (including the notes, if so affected) are invited to exchange, convert or substitute their debt securities on the same terms for (x) the same new instruments or other consideration or (y) new instruments or other consideration from an identical menu of instruments or other consideration. It is understood that a modification will not be considered to be uniformly applicable if each exchanging, converting or substituting holder of debt securities of any series affected by that modification is not offered the same amount of consideration per amount of principal, the same amount of consideration per amount of interest accrued but unpaid and the same amount of consideration per amount of past due interest, respectively, as that offered to each other exchanging, converting or substituting holder of debt securities of any series affected by that modification (or, where a menu of instruments or other consideration is offered, each exchanging, converting or substituting holder of debt securities of any series affected by that modification is not offered the same amount of consideration per amount of principal, the same amount of consideration per amount of interest accrued but unpaid and the same amount of consideration per amount of past due interest, respectively, as that offered to each other exchanging, converting or substituting holder of debt securities of any series affected by that modification electing the same option under such menu of instruments).

The Issuer may select, in its discretion, any modification method for a reserved matter modification in accordance with the indenture and to designate which series of debt securities will be included for approval in the aggregate of modifications affecting two or more series of debt securities. Any selection of a modification method or designation of series to be included will be final for the purpose of that vote or consent solicitation.

For so long as any series of debt securities (collectively, the "2011 debt securities") issued under the indenture dated as of May 26, 2011 between the Issuer and the trustee (as supplemented from time to time, the "2011 indenture") are outstanding, if the Issuer certifies to the trustee under the indenture and to the trustee under the 2011 indenture that a proposed modification affecting more than one series of debt securities issued under the indenture (a "cross-series modification") is being sought simultaneously with a "2011 indenture reserved matter modification," the 2011 debt securities affected by such 2011 indenture reserved matter modification shall be treated as "series affected by that proposed modification" as that phrase is used in the indenture (as described in the preceding paragraphs); *provided* that if the Issuer seeks a cross-series modification with single aggregated voting, in determining whether such modification will be considered uniformly applicable, the holders of any series of 2011 debt securities affected by the 2011 indenture reserved matter modification shall be deemed "holders of debt securities of all series affected by that modification," for the purpose of the uniformly applicable definition. It is the intention that in such circumstances, the votes of the holders of the affected 2011 debt securities be counted for purposes of the voting thresholds specified in the indenture for the applicable cross-series modification as though those 2011 debt securities had been affected by that cross-series modification although the holders of any notes will be deemed to have acknowledged and agreed that the effectiveness of any modification, as it relates to the 2011 debt securities, shall be governed exclusively by the terms and conditions of those 2011 debt securities and by the 2011 indenture.

"2011 indenture reserved matter modification," for these purposes, means any modification to a reserved matter affecting the terms and conditions of one or more series of the 2011 debt securities, pursuant to the 2011 indenture.

Before soliciting any consent or vote of any holder of debt securities (including the notes) for any change to a reserved matter, the Issuer will provide the following information to the trustee for distribution to the holders of debt securities of any series that would be affected by the proposed modification:

- a description of the Issuer's economic and financial circumstances that are in the Issuer's opinion relevant to the request for the proposed modification and a description of the Issuer's existing debts;
- if the Issuer shall at the time have entered into an arrangement for financial assistance with major creditors or creditor groups and/or an agreement with any such creditors regarding debt relief, (x) a description of any such arrangement or agreement and (y) where permitted under the information disclosure policies of the creditors, as applicable, a copy of the arrangement or agreement;
- a description of the Issuer's proposed treatment of external debt instruments that are not affected by the proposed modification and the Issuer's intentions with respect to any other major creditor groups; and
- if the Issuer is then seeking any reserved matter modification affecting any other series of debt securities, a description of that proposed modification.

The consent of the holders is not necessary under the indenture to approve the particular form of any proposed amendment, modification, supplement or waiver. It is sufficient if the consent approves the substance of the proposed amendment, modification, supplement or waiver. After an amendment, modification, supplement or waiver under the indenture becomes effective, the Issuer will mail to the affected holders a notice briefly describing the amendment, modification, supplement or waiver. However, the failure to give this notice or any defect in the notice, will not impair or affect the validity of the amendment, modification, supplement or waiver.

Other Amendments

The Issuer and the trustee may, without the vote or consent of any holder of debt securities of a series issued under the indenture (including the notes), amend the indenture or the debt securities of that series for the purpose of:

- adding to the Issuer's covenants for the benefit of the holders of the debt securities of that series;
- surrendering any of the Issuer's rights or powers with respect to the debt securities of that series;

- securing the debt securities of that series;
- curing any ambiguity or curing, correcting or supplementing any defective provision in the debt securities of that series or the indenture;
- amending the debt securities of that series or the indenture in any manner that the Issuer and the trustee may determine and that does not materially adversely affect the interests of any holders of the debt securities of that series;
- correcting a manifest error of a formal, minor or technical nature;
- reflecting the succession of another Person to the Issuer and the successor entity's assumption of its respective covenants and obligations under the debt securities of that series and the indenture in accordance with the provisions described under "—Negative Covenants—Merger, Consolidate or Sale of Assets";
- providing, if permitted by Mexican law, for the guarantee of the debt securities of that series by any additional guarantor and related revisions to the indenture to reflect the terms of the covenant described under "—Affirmative Covenants—Future Guarantors"; or
- providing for a successor trustee or co-trustee in accordance with the provisions of the indenture, or adding or changing any of the provisions of the indenture as shall be necessary to provide for or facilitate the administration of the trusts by more than one trustee in accordance with the indenture.

Defeasance

The Issuer may, at its option, elect to terminate (1) all of its obligations with respect to the notes of any series and the guarantees ("legal defeasance"), except for certain obligations, including those regarding any trust established for defeasance and obligations relating to the transfer and exchange of the notes, the replacement of mutilated, destroyed, lost or stolen notes and the maintenance of agencies with respect to the notes or (2) the Issuer's obligations under the covenants in the indenture with respect to the notes of any series, so that any failure to comply with such obligations will not constitute an Event of Default ("covenant defeasance") in respect of the notes of such series or the guarantees. In order to exercise either legal defeasance or covenant defeasance, the Issuer must irrevocably deposit with the trustee money or U.S. government obligations, or any combination thereof, in such amounts as will be sufficient (in the case of U.S. government obligations as determined by a nationally recognized firm of independent public accountants) to pay the principal, premium, if any, and interest (including Additional Amounts) in respect of the notes of such series then Outstanding on the maturity date of the notes, and comply with certain other conditions, including, without limitation, the delivery of an officer's certificate stating the Issuer's election and an opinion of counsel as to specified tax and other matters.

If the Issuer elects either legal defeasance or covenant defeasance with respect to any notes of any series, the Issuer must so elect it with respect to all of the notes of that series.

Listing

Application has been made to admit the notes for listing on the Official List of the Luxembourg Stock Exchange. There can be no assurance that such listing will be maintained until the maturity of the notes.

Certain Definitions

The following are certain defined terms used in the indenture and in the notes.

"Accounts Receivable" means, as to any Person, amounts payable to such Person in respect of the sale, lease or other provision of goods, energy, services or the like, whether or not yet earned by performance.

"Available Assets" means, as to any Person, assets of such Person consisting of cash on hand or on deposit in banks, certificates of deposit and bankers' acceptances, debt securities and intangible assets (other than equity securities and Accounts Receivable).

"Default" means any event or circumstance that, with the giving of notice, the lapse of time, or both, would (if not cured, waived or otherwise remedied during such time) constitute an Event of Default.

"IFRS" means *Normas Internacionales de Información Financiera* (International Financial Reporting Standards) as issued by the International Accounting Standards Board, as in effect from time to time.

"Outstanding" means, as of any date of determination, in respect of the debt securities of any series issued under the indenture, the debt securities of such series authenticated and delivered pursuant to the indenture *except* for:

(1) debt securities of that series theretofore canceled by the trustee or delivered to the trustee for cancellation or held by the trustee for reissuance but not reissued by the trustee;

(2) debt securities of that series that have been called for redemption in accordance with their terms or which have become due and payable at maturity or otherwise and with respect to which monies sufficient to pay the principal thereof (and premium, if any) and any interest thereon shall have been made available to the trustee; provided that, if such debt securities are to be redeemed, notice of such redemption has been duly given pursuant to the indenture or provision therefor satisfactory to the trustee has been made; or

(3) debt securities of that series in lieu of or in substitution for which other debt securities shall have been authenticated pursuant to the indenture;

provided, however, that, in determining whether the holders of the requisite principal amount of debt securities Outstanding have taken any action or instruction under the indenture or the debt securities, a debt security will be disregarded and deemed not to be outstanding, and may not be counted in a vote or consent solicitation for or against a proposed modification, if on the record date for the proposed modification or other action or instruction hereunder, the debt security is held by Mexico or by a Public Sector Instrumentality, or by a corporation, trust or other legal entity that is controlled by Mexico (including the Issuer or any of its Subsidiaries) or a Public Sector Instrumentality, except that (x) debt securities held by Mexico or any Public Sector Instrumentality or any corporation, trust or other legal entity controlled by Mexico or by a Public Sector Instrumentality that have been pledged in good faith may be regarded as Outstanding if the pledgee establishes to the satisfaction of the trustee the pledgee's right so to act with respect to such debt securities and that the pledgee is not Mexico or a Public Sector Instrumentality (including the Issuer or any of its Subsidiaries), and in case of a dispute concerning such right, the advice of counsel shall be full protection in respect of any decision made by the trustee in accordance with such advice, and any certificate, statement or opinion of counsel may be based, insofar as it relates to factual matters or information that is in the possession of the trustee, upon the certificate, statement or opinion of or representations by the trustee; and (y) in determining whether the trustee will be protected in relying upon any such action or instructions hereunder, or any notice from holders, only debt securities that a responsible officer of the trustee knows to be so owned or controlled will be so disregarded.

As used in this definition, "Public Sector Instrumentality" means any department, secretary, ministry or agency of the Mexican government, and "control" means the power, directly or indirectly, through the ownership of voting securities or other ownership interests, by contract or otherwise, to direct the management of or to elect or to appoint a majority of the board of directors or other Persons performing similar functions in lieu of, or in addition to, the board of directors of that legal entity.

"Person" means an individual, a corporation, a partnership, a limited liability company, a limited liability partnership, an association, a trust or any other entity or organization, including a government or political subdivision or an agency or instrumentality thereof.

"Project Financing" means any financing of the acquisition, construction or development of any properties in connection with a project if the Person or Persons providing such financing expressly agree to look to the properties financed and the revenues to be generated by the operation of, loss of or damage to, such properties as the principal source of repayment for the moneys advanced (with limited recourse, if any, to the Issuer) and have been provided with a feasibility study prepared by competent independent experts on the basis of which it was reasonable to conclude that such project would generate sufficient foreign currency income to repay substantially all of the principal of and interest on all Public External Indebtedness incurred in connection therewith.

"Public External Indebtedness" means, with respect to any Person, any Public Indebtedness of such Person that is payable by its terms or at the option of its holder in any currency other than the currency of Mexico (other than any such Public Indebtedness that is originally issued or incurred within Mexico).

"Public Indebtedness" means, with respect to any Person, any payment obligation, including any contingent liability, of such Person arising from bonds, debentures, notes or other securities that (a) are, or were intended at the time of issuance to be, quoted, listed or traded on any securities exchange or other securities market or were issued in a private placement to institutional investors (including, without limitation, securities issued pursuant to Section 4(2) of, or eligible for resale pursuant to Rule 144A under, the Securities Act (or any successor law or regulation of similar effect)) and (b) have an original maturity of more than one year or are combined with a commitment so that the original maturity of one year or less may be extended at such Person's option to a period in excess of one year.

"Stated maturity date" means, when used with respect to any debt security or any installment of principal thereof or interest thereon, the date expressed in such debt security (as such debt security may be amended or modified pursuant to the indenture) as the fixed date on which the principal of such debt securities or interest thereon is due and payable, without giving effect to any acceleration of any payment dates pursuant to the terms of such debt securities or otherwise.

"Subsidiary" means, in relation to any entity, any other entity (whether or not now existing) which is controlled directly or indirectly, or more than 50% of whose issued equity share capital (or equivalent) is then held or beneficially owned by, the first Person and/or any one or more of the first Person's Subsidiaries, and "control" means the power, directly or indirectly, through the ownership of voting securities or other ownership interests or otherwise, to direct the management of or elect or appoint a majority of the board of directors or other Persons performing similar functions in lieu of, or in addition to, the board of directors of a corporation, trust, financial institution or other entity.

Trustee

The indenture establishes the obligations and duties of the trustee, the right to indemnification of the trustee and the liability and responsibility, including limitations, for actions that the trustee takes. The trustee is entitled to enter into business transactions with the Issuer or any of its affiliates without accounting for any profit resulting from these transactions.

Paying Agent; Transfer Agent; Registrar

Until the notes are paid, the Issuer will maintain a principal paying agent, a transfer agent and a registrar in New York City. We have initially designated the corporate trust office of the trustee as the agency for each such purpose and as the place where the register will be maintained. In addition, from and after the date the notes are listed on the Luxembourg Stock Exchange we will maintain a transfer agent in Luxembourg so long as the rules of the Luxembourg Stock Exchange so require. We will give prompt notice to all holders of notes of any future appointment or any resignation or removal of any paying agent, transfer agent or registrar or of any change by any paying agent, transfer agent or registrar in any of its specified offices.

Notices

So long as DTC, or its nominee, is the registered holder of a global note, each owner of a beneficial interest in a global note must rely on the procedures of DTC to receive notices provided to DTC. Each owner of a beneficial interest in a global note that is not a participant in DTC must rely on the procedures of the participant through which such owner owns its interest to receive notices provided to DTC.

If the notes are issued in certificated form, the Issuer will mail notices to the holders of notes at their registered addresses, as reflected in the books and records of the trustee.

From and after the date the notes are listed on the Luxembourg Stock Exchange and the rules of the Luxembourg Stock Exchange so require, we will also publish all notices to the holders of the notes either in a newspaper with general circulation in Luxembourg, which is expected to be the Luxemburger Wort, or on the website of the Luxembourg Stock Exchange at www.luxse.com or, if we determine that this is not practicable, in another manner permitted by the rules of the Luxembourg Stock Exchange.

Governing Law

The indenture is, and the notes will be, governed by, and construed in accordance with, the laws of the State of New York, except that matters relating to the authorization and execution of the indenture and the notes by the Issuer will be governed by, and construed in accordance with, the laws of Mexico.

Consent to Service, Jurisdiction and Waiver of Immunity

In the indenture, the Issuer has irrevocably designated, appointed and empowered the Consul General of Mexico (New York office), currently located at 27 East 39th Street, New York, New York 10016 (the "Authorized Agent") as the authorized agent of the Issuer to accept and acknowledge on behalf of the Issuer service of any and all process which may be served in any suit, action or proceeding arising out of or based upon the notes or the indenture that may be instituted by the trustee or any holder in any U.S. federal or New York state court in the Borough of Manhattan, The City of New York. The Issuer has consented to process being served in any such action or proceeding by service of process upon the Authorized Agent. The Issuer and the trustee have each (i) irrevocably submitted to the jurisdiction of any such court in respect of any such action or proceeding, (ii) irrevocably waived any objection which any of them may now or hereafter have to the laying of venue of any such action or proceeding in any such court and (iii) irrevocably waived their right to any other jurisdiction to which they may be entitled by virtue of law, place of residence or domicile or for any other reason.

To the extent that the Issuer has or hereafter may acquire any immunity from jurisdiction of any of the courts referred to above or from any legal process (whether through service or notice, attachment prior to judgment, attachment in aid of execution, execution or otherwise) with respect to the Issuer or its property, in each case in respect of any action, claim or proceeding brought in respect of the indenture or the notes, the Issuer will irrevocably waive such immunity in respect of the Issuer's obligations under the indenture and the notes to the fullest extent permitted by law, subject to certain restrictions pursuant to applicable Mexican law, including (i) the adoption of the CFE Law, the Electric Sector Law and any other new Mexican law or regulation or (ii) any amendment to, or change in the interpretation or administration of, any existing law or regulation, in each case, pursuant to or in connection with the Second Energy Reform Decree and the 2025 Energy Reform, by any governmental authority in Mexico with oversight or authority over the Issuer. Such restrictions include (a) under article 94 of the CFE Law, real property, movable assets, and bank accounts owned by the Issuer shall be deemed to be property of the public domain and, under Articles 4 and 6 of the *Ley General de Bienes Nacionales* (General Law of Public Property), neither attachment prior to judgment nor attachment in aid of execution will be ordered by Mexican courts against the Issuer's real property, and (b) under the Electric Sector Law (*Ley del Sector Eléctrico*) the transmission and distribution of electric energy as a public service are reserved to the Mexican government, through the Issuer and, to that extent, the assets related thereto are subject to immunity. Without limiting the generality of the foregoing, the Issuer will agree that the waivers set forth in this paragraph will have force and effect to the fullest extent permitted under the U.S. Foreign Sovereign Immunities Act of 1976, as amended, and will be irrevocable for purposes of such Act; *provided, however,* that the Issuer will reserve the right to plead immunity under such Act in actions brought against the Issuer under the U.S. federal securities laws or any state securities laws.

Currency Indemnity

The obligations of the Issuer to any holder of notes that has obtained a court judgment affecting those notes will be discharged, to the greatest extent permissible under applicable law, only to the extent that the relevant holder is able to purchase U.S. dollars (referred to as the "agreement currency") with any other currency paid to that holder in accordance with the judgment currency. If the holder cannot purchase the agreement currency in the amount originally to be paid, the Issuer has agreed to pay the difference. The holder, however, agrees that, if the amount of the agreement currency purchased exceeds the amount originally to be paid to such holder, the holder will reimburse the excess to the Issuer. The holder will not be obligated to make this reimbursement if the Issuer is in default in respect of its obligations under the notes.

Our Relationship with the trustee

Deutsche Bank Trust Company Americas is initially serving as the trustee for the notes. Deutsche Bank Trust Company Americas and its affiliates may have other business relationships with the Issuer from time to time.

TAXATION

The following summary of certain Mexican federal and U.S. federal income tax considerations is based on the advice of Pérez Llorca México, S.C., with respect to Mexican federal taxes, and on the advice of Cleary Gottlieb Steen & Hamilton LLP, New York, New York, with respect to U.S. federal income taxes. This summary contains a description of certain Mexican federal and U.S. federal income tax consequences of the purchase, ownership and disposition of the notes, but does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase the notes. This summary does not describe any tax consequences arising under the laws of any state, municipality, locality or taxing jurisdiction other than the federal laws of Mexico and the federal laws of the United States.

This summary is based on the federal tax laws of Mexico and the United States as in effect on the date of this listing particulars. All of the foregoing is subject to change, which change could apply retroactively and could affect the continued validity of this summary.

Mexico has also entered into tax treaties with several countries (including the United States) and is negotiating tax treaties with various other countries. These tax treaties may have effects on holders of notes. This summary does not discuss the consequences (if any) of such treaties.

Prospective purchasers of notes should consult their own tax advisors as to the Mexican, United States or other tax consequences of the purchase, ownership and disposition of the notes, including, in particular, the application to their particular situations of the tax considerations discussed below, as well as the application of state, local, foreign or other tax laws.

Mexican Tax Considerations

This summary of certain Mexican federal tax considerations refers only to prospective holders of notes that are not residents of Mexico for Mexican tax purposes and that will not hold the notes or a beneficial interest therein through a permanent establishment for tax purposes in Mexico to which income under the notes is attributable (any such non-resident holder a "Foreign Holder"). For purposes of Mexican taxation, an individual is a resident of Mexico if he/she has established his/her primary residence (*casa habitación*) in Mexico, unless he/she has a primary residence (*casa habitación*) in another country, in which case such individual will be considered a resident of Mexico for tax purposes, if such individual has his/her center of vital interest in Mexico; an individual would be deemed to maintain his/her center of vital interest in Mexico if, among other things, (i) more than 50% of his/her total income for the calendar year results from Mexican sources, or (ii) his/her principal center of professional activities is located in Mexico. A legal entity is a resident of Mexico if it maintains its main place of management in Mexico or has established its place of effective management in Mexico. A Mexican citizen is presumed to be a resident of Mexico unless such person can demonstrate the contrary. If a legal entity or individual has a permanent establishment for tax purposes in Mexico, such legal entity or individual shall be required to pay taxes in Mexico on any and all income attributable to such permanent establishment in accordance with Mexican federal tax law.

Taxation of Interest and Principal

Under the Mexican Income Tax Law, payments of principal under the notes, made by CFE to a Foreign Holder, will not be subject to any withholding or similar taxes imposed by Mexico.

Pursuant to the Mexican Federal Income Tax Law, payments of interest (or amounts deemed to be interest) made by CFE in respect of the notes to a Foreign Holder will be subject to a withholding tax imposed at a rate of 4.9% if, as expected: (i) the notes are placed outside of Mexico by a bank or broker dealer in a country with which Mexico has a tax treaty in effect, (ii) notice relating to the offering of the notes is given to the CNBV as required under Article 7, second paragraph of the Securities Market Law and evidence of such notice is timely filed with the Tax Administration Service, and (iii) CFE timely files with the Tax Administration Service (a) certain information related to the notes and this listing particulars and (b) information representing that no party related to CFE, directly or indirectly, is the beneficial owner of five percent (5%) or more of the aggregate amount of each such interest payment, and (iv) CFE maintains records that evidence compliance with (iii)(b) above.

If any of the above mentioned requirements are not met, the Mexican withholding tax rate applicable to interest payments made to Foreign Holders will be 10.0% or higher. If the beneficial owner of the interest, whether acting directly or indirectly, individually or jointly with related persons, receives more than 5% of the interest paid

under the notes and such beneficial owner is (i) a person who owns, directly or indirectly, individually or with related persons, 10% or more of our voting stock or (ii) a corporation or other entity, of which 20% or more of its voting stock is owned, directly or indirectly, by the Issuer or persons related to the Issuer, then the 4.9% Mexican withholding tax rate should not apply, on a holder by holder basis, and withholding should be applied at substantially higher rates.

Payments of interest made by CFE in respect of the notes to a non-Mexican pension or retirement fund will be exempt from Mexican withholding taxes, if any such fund: (i) is duly established pursuant to the laws of its country of establishment and is the beneficial owner of the interest paid; (ii) is exempt from income tax in respect of such payments in such country; and (iii) delivers to us certain information required by Mexican regulations, which we may in turn provide to the Tax Administration Service.

The Mexican Federal Income Tax Law provides that for a Foreign Holder to be entitled to the benefits under a tax treaty that Mexico has in effect, it is necessary for the Foreign Holder to meet the procedural requirements set forth in such laws.

Additional Amounts

CFE has agreed, subject to specified exceptions and limitations, to pay Additional Amounts to the holders of the notes in respect of the Mexican withholding taxes mentioned above. If CFE pays Additional Amounts in respect of such Mexican withholding taxes, any refunds received with respect to such Additional Amounts will be for the account of CFE, but holders of notes will not be required to take any action in respect of such refunds. See "Description of the Notes—Additional Amounts."

Holders or beneficial owners of notes may be requested to provide certain information or documentation necessary to enable CFE to establish the appropriate Mexican withholding tax rate applicable to such holders or beneficial owners. In the event that the specified information or documentation concerning the holder or beneficial owner, if requested, is not provided on a timely basis, the obligation of CFE to pay Additional Amounts will be limited. See "Description of the Notes—Additional Amounts."

Taxation of Dispositions and Further Acquisitions of the Notes

Under the Mexican Federal Income Tax Law, gains resulting from the sale or other disposition of the notes by a Foreign Holder to another Foreign Holder are not subject to income or other tax in Mexico. Gains resulting from the sale of the notes by a Foreign Holder to a purchaser who is a Mexican resident for tax purposes, or to a Foreign Holder deemed to have a permanent establishment in Mexico for tax purposes, will be subject to Mexican federal income or other taxes pursuant to the rules described above in respect of interest payments (or amounts deemed to be interest), unless an applicable income tax treaty provides otherwise. The acquisition of the notes at a discount by a Foreign Holder will be deemed interest income, and subject to Mexican withholding taxes if the seller is a Mexican resident or foreign resident deemed to have a permanent establishment in Mexico.

Transfer and Other Taxes

Under current Mexican tax laws, there are no Mexican stamp, issue, registration, or similar federal taxes payable by CFE or a Foreign Holder in connection with the issuance, purchase, ownership or disposition of the notes. A Foreign Holder of notes will not be liable for Mexican estate, gift, inheritance or similar tax with respect to the notes.

United States Tax Considerations

The following is a summary of certain U.S. federal income tax considerations that may be relevant to a U.S. Holder's (defined below) investment in the notes. It does not purport to be a comprehensive description of all of the tax considerations that may be relevant to a particular investor's decision to invest in the notes. This summary addresses only U.S. federal income tax consequences, and does not address consequences arising under state, local or non-U.S. laws, estate or gift tax laws, any alternative minimum tax or the Medicare tax on net investment income, nor does it address the special timing rules prescribed under section 451(b) of the Code (as defined below). Investors should consult their own tax advisors in determining the tax consequences to them of holding notes under such tax

laws, as well as the application to their particular situation of the U.S. federal income tax considerations discussed below.

In addition, this summary deals only with U.S. Holders who acquire the notes as part of the initial offering and at their "issue price" (the first price at which a substantial amount of the notes of the applicable series is sold for money to investors, excluding sales to bond houses, brokers or similar persons or organizations acting in the capacity of underwriter, placement agent or wholesaler), who will own the notes as capital assets, and whose functional currency is the U.S. dollar. It does not address U.S. federal income tax considerations applicable to investors who may be subject to special tax rules, including, but not limited to, banks or other financial institutions, insurance companies, tax-exempt entities, partnerships or other pass-through entities (or persons that hold the notes through such entities), traders in securities that elect to use the mark-to-market method of accounting for their securities, regulated investment companies, real estate investment trusts, dealers or brokers in securities or currencies, certain short-term holders of the notes, persons that hedge their exposure in the notes or will hold the notes as a position in a "straddle" or "conversion" transaction or as part of a "synthetic security" or other integrated financial transaction for U.S. federal income tax purposes, persons that purchase or sell notes as part of a wash sale for tax purposes, U.S. expatriates, or nonresident alien individuals present in the United States for more than 182 days in a taxable year. Investors should be aware that the U.S. federal income tax consequences of holding the notes may be materially different for investors described in the previous sentence.

This summary is based on the U.S. Internal Revenue Code of 1986, as amended (the "Code"), U.S. Treasury regulations and judicial and administrative interpretations thereof, in each case as in effect or available on the date of this listing particulars. All of the foregoing are subject to change, and any such change may apply retroactively and could affect the tax consequences described below. In addition, we have not sought any rulings from the U.S. Internal Revenue Service ("IRS") regarding the matters discussed below, and there can be no assurance that the IRS will not take positions concerning the tax consequences of the purchase, ownership or disposition of the notes that are different from those discussed below.

As used herein, a "U.S. Holder" is a beneficial owner of a note that is an individual who is a citizen or resident of the United States or a U.S. domestic corporation or a person that otherwise will be subject to U.S. federal income taxation on a net income basis in respect of the note.

Payments of Interest and Additional Amounts

The gross amount of stated interest and Additional Amounts (as defined in "Description of the Notes—Additional Amounts"), including amounts withheld in respect of Mexican withholding taxes at the appropriate Mexican withholding tax rate applicable to the U.S. Holder, will be taxable to a U.S. Holder as ordinary interest income at the time that such payments are accrued or are actually or constructively received, in accordance with the U.S. Holder's method of tax accounting. It is expected, and this discussion assumes, that the notes will be issued without original issue discount ("OID") for U.S. federal income tax purposes. In general, however, if the notes are issued with OID at or above a de minimis threshold, a U.S. Holder will be required to include OID in gross income, as ordinary income, under a "constant-yield method" before the receipt of cash attributable to such income, regardless of the U.S. Holder's regular method of tax accounting.

Subject to generally applicable limitations and conditions, Mexican interest withholding tax paid at the appropriate rate applicable to the U.S. Holder may be eligible for credit against such U.S. Holder's U.S. federal income tax liability. These generally applicable limitations and conditions include requirements adopted by the IRS in regulations promulgated in December 2021 and any Mexican tax will need to satisfy these requirements in order to be eligible to be a creditable tax for a U.S. Holder. In the case of a U.S. Holder that either (i) is eligible for, and properly elects to claim, the benefits of the tax treaty between the United States and Mexico, or (ii) consistently elects to apply a modified version of these rules under temporary guidance and complies with specific requirements set forth in such guidance, the Mexican tax on interest generally will be treated as meeting the requirements and therefore as a creditable tax. In the case of all other U.S. Holders, the application of these requirements to the Mexican tax on interest is uncertain and we have not determined whether these requirements have been met. If the Mexican interest withholding tax is not a creditable tax for a U.S. Holder or the U.S. Holder does not elect to claim a foreign tax credit for any foreign income taxes paid or accrued in the same taxable year, the U.S. Holder may be able to deduct the Mexican tax in computing such U.S. Holder's taxable income for U.S. federal income tax purposes. Interest and

Additional Amounts will constitute income from sources without the United States and, for U.S. Holders that elect to claim foreign tax credits, generally will constitute "passive category income" for foreign tax credit purposes.

The availability and calculation of foreign tax credits and deductions for foreign taxes depend on a U.S. Holder's particular circumstances and involve the application of complex rules to those circumstances. The temporary guidance discussed above also indicates that the Treasury and the IRS are considering proposing amendments to the December 2021 regulations and that the temporary guidance can be relied upon until additional guidance is issued that withdraws or modifies the temporary guidance. U.S. Holders should consult their own tax advisors regarding the application of these rules to their particular situations.

Disposition of Notes

A U.S. Holder generally will recognize gain or loss on the sale, redemption or other disposition of the notes in an amount equal to the difference between the amount realized on such sale, redemption or other disposition (less any amounts attributable to accrued but unpaid interest, which will be taxable as such to the extent not previously included in income) and the U.S. Holder's adjusted tax basis in the notes. For these purposes, a U.S. Holder will recognize gain upon the receipt of each principal installment payment on a note prior to the note's final maturity in an amount equal to the product of (x) the excess, if any, of the principal amount of the note over the issue price for the note multiplied by (y) a fraction, the numerator of which is the amount of the principal payment made and the denominator of which is the principal amount of the note. A U.S. Holder's adjusted tax basis in a note generally will equal the amount that the U.S. Holder paid for the note, decreased (but not below zero) by the excess of any previous principal installment payments that the U.S. Holder has received on such note over any gain that the U.S. Holder previously included in income upon the receipt of such payments. Gain or loss recognized by a U.S. Holder on the sale, redemption or other disposition of the notes generally will be capital gain or loss and will be long-term capital gain or loss if, at the time of the disposition, the notes have been held by such holder for more than one year. Long-term capital gains of non-corporate U.S. Holders (including individuals) are eligible for reduced rates of taxation. The deductibility of capital losses is subject to limitations.

A U.S. Holder generally will not be entitled to credit any Mexican tax imposed on the sale or other disposition of the notes against such U.S. Holder's U.S. federal income tax liability, except in the case of either (i) a U.S. Holder that is eligible for, and properly elects to claim, the benefits of the tax treaty between the United States and Mexico, or (ii) a U.S. Holder that consistently elects to apply a modified version of the U.S. foreign tax credit rules that is permitted under temporary guidance and complies with the specific requirements set forth in such guidance. Additionally, capital gain or loss recognized by a U.S. Holder on the sale or other disposition of the notes generally will be U.S. source gain or loss for U.S. foreign tax credit purposes (except to the extent that the U.S. Holder establishes the right to treat gain as foreign-source income under the tax treaty between the United States and Mexico). Consequently, even if the Mexican tax qualifies as a creditable tax, a U.S. Holder may not be able to credit the tax against its U.S. federal income tax liability unless such credit can be applied (subject to generally applicable conditions and limitations) against tax due on other income treated as derived from foreign sources. If the Mexican tax is not a creditable tax, the tax would generally reduce the amount realized on the sale or other disposition of the notes even if the U.S. Holder has elected to claim a foreign tax credit for other taxes in the same year. The temporary guidance discussed above also indicates that the Treasury and the IRS are considering proposing amendments to the December 2021 regulations and that the temporary guidance can be relied upon until additional guidance is issued that withdraws or modifies the temporary guidance. U.S. Holders should consult their own tax advisors regarding the application of the foreign tax credit rules to a sale or other disposition of the notes and any Mexican tax imposed on such sale or disposition.

Specified Foreign Financial Assets

Individual U.S. Holders that own "specified foreign financial assets" with an aggregate value in excess of U.S.$50,000 on the last day of the taxable year or U.S.$75,000 at any time during the taxable year are generally required to file an information statement along with their tax returns, currently on Form 8938, with respect to such assets. "Specified foreign financial assets" include any financial accounts held at a non-U.S. financial institution, as well as securities issued by a non-U.S. issuer (which may include notes issued in certificated form) that are not held in accounts maintained by financial institutions. Higher reporting thresholds apply to certain individuals living abroad and to certain married individuals. Regulations extend this reporting requirement to certain entities that are treated as formed or availed of to hold direct or indirect interests in specified foreign financial assets based on certain objective criteria. U.S. Holders who fail to report the required information could be subject to substantial penalties. In addition, the statute of limitations for assessment of tax would be suspended, in whole or part. Prospective investors should

consult their own tax advisors concerning the application of these rules to their investment in the notes, including the application of the rules to their particular circumstances.

Information Reporting and Backup Withholding

Information returns will be filed with the IRS in connection with payments on the notes made to, and the proceeds of dispositions of notes effected by, certain U.S. Holders. In addition, certain U.S. Holders may be subject to backup withholding in respect of such amounts unless they provide their correct taxpayer identification numbers to the person from whom they receive payments, report in full dividend and interest income, and otherwise comply with applicable requirements of the backup withholding rules. Holders who are not United States persons (as defined in the Code) may be required to comply with applicable certification procedures to establish an exemption from the application of such information reporting requirements and backup withholding. Any amounts withheld under these rules will generally be allowed as a credit against a holder's U.S. federal income tax liability and may entitle such holder to a refund, provided that the required information is timely furnished to the IRS.

FORM OF NOTES, CLEARING AND SETTLEMENT

Global Notes

The notes of each series will be issued in the form of one or more registered notes in global form, without interest coupons (the "global notes"), as follows:

- notes sold to qualified institutional buyers under Rule 144A will be represented by one or more Restricted global notes; and

- notes sold in offshore transactions to non-U.S. persons in reliance on Regulation S will be represented by one or more Regulation S global notes.

Upon issuance, each of the global notes will be deposited with the trustee as custodian for DTC and registered in the name of Cede & Co., as nominee of DTC.

Ownership of beneficial interests in each global note will be limited to persons who have accounts with DTC ("DTC participants"), including Euroclear and Clearstream, or persons who hold interests through DTC participants. We expect that under procedures established by DTC:

- upon deposit of each global note with DTC's custodian, DTC will credit portions of the principal amount of the global note to the accounts of the DTC participants designated by the initial purchasers; and

- ownership of beneficial interests in each global note will be shown on, and transfer of ownership of those interests will be effected only through, records maintained by DTC (with respect to interests of DTC participants) and the records of DTC participants (with respect to other owners of beneficial interests in the global note).

Beneficial interests in a Regulation S global note will initially be credited within DTC to Euroclear and Clearstream on behalf of the owners of such interests.

Investors may hold their interests in the global notes directly through DTC, Euroclear or Clearstream, if they are participants in those systems, or indirectly through organizations that are participants in those systems.

Beneficial interests in the global notes may not be exchanged for notes in physical, certificated form except in the limited circumstances described below.

Each global note and beneficial interests in each global note will be subject to restrictions on transfer as described under "Transfer Restrictions."

Exchanges Between the Global Notes

Beneficial interests in a Regulation S global note may be transferred to a person who takes delivery in the form of a beneficial interest in the related Restricted global note only if the transfer is made pursuant to Rule 144A and the transferor first delivers to the trustee a certificate (in the form provided in the indenture) to the effect that such transfer is being made to a person who the transferor reasonably believes is a "qualified institutional buyer" within the meaning of Rule 144A in a transaction meeting the requirements of Rule 144A and in accordance with all applicable securities laws of the states of the United States and other jurisdictions.

Beneficial interests in a Restricted global note may be transferred to a person who takes delivery in the form of a beneficial interest in a related Regulation S global note only upon receipt by the trustee of a written certification (in the form provided in the indenture) from the transferor to the effect that such transfer is being made in accordance with Regulation S under the Securities Act.

Transfers of beneficial interests within a global note may be made without delivery of any written certification or other documentation from the transferor or the transferee. Transfers of beneficial interests in a Regulation S global note for beneficial interests in a Restricted global note or vice versa will be effected by DTC by means of an instruction originated by the trustee through the DTC Deposit/Withdraw at Custodian system. Accordingly, in connection with any transfer, appropriate adjustments will be made to reflect a decrease in the principal amount of a Regulation S global note and a corresponding increase in the principal amount of a Restricted

global note or vice versa, as applicable. Any beneficial interest in one of the global notes that is transferred to a person who takes delivery in the form of an interest in another global note will, upon transfer, cease to be an interest in such global note and will become an interest in the other global note and, accordingly, will thereafter be subject to all transfer restrictions and other procedures applicable to beneficial interests in such other global note for so long as it remains such an interest. Such transfer shall be made on a delivery free of payment basis and the buyer and seller will need to arrange for payment outside the applicable clearing system.

Book-Entry Procedures for the Global Notes

All interests in the global notes will be subject to the operations and procedures of DTC, Euroclear and Clearstream. We provide the following summaries of those operations and procedures solely for the convenience of investors. The operations and procedures of each settlement system are controlled by that settlement system and may be changed at any time. None of we, the trustee or the initial purchasers are responsible for those operations or procedures.

DTC has advised that it is:

- a limited purpose trust company organized under the New York State Banking Law;
- a "banking organization" within the meaning of the New York State Banking Law;
- a member of the U.S. Federal Reserve System;
- a "clearing corporation" within the meaning of the New York Uniform Commercial Code; and
- a "clearing agency" registered under Section 17A of the U.S. Securities Exchange Act of 1934, as amended.

DTC was created to hold securities for its participants and to facilitate the clearance and settlement of securities transactions between its participants through electronic book-entry changes to the accounts of its participants. DTC's participants include securities brokers and dealers, including the initial purchasers; banks and trust companies; clearing corporations; and certain other organizations. Indirect access to DTC's system is also available to others such as banks, brokers, dealers and trust companies; these indirect participants clear through or maintain a custodial relationship with a DTC participant, either directly or indirectly. Investors who are not DTC participants may beneficially own securities held by or on behalf of DTC only through DTC participants or indirect participants in DTC (including Euroclear or Clearstream).

So long as DTC or its nominee is the registered owner of a global note, DTC or its nominee will be considered the sole owner or holder of the notes represented by that global note for all purposes under the indenture. Except as provided below, owners of beneficial interests in a global note:

- will not be entitled to have notes represented by the global note registered in their names;
- will not receive or be entitled to receive physical, certificated notes; and
- will not be considered the registered owners or holders of the notes under the indenture for any purpose, including with respect to the giving of any direction, instruction or approval to the trustee under the indenture.

As a result, each investor who owns a beneficial interest in a global note must rely on the procedures of DTC to exercise any rights of a holder of notes under the indenture (and, if the investor is not a participant or an indirect participant in DTC, on the procedures of the DTC participant through which the investor owns its interest).

Payments of principal, premium, if any, and interest with respect to the notes represented by a global note will be made by the trustee to DTC's nominee as the registered holder of the global note. Neither we nor the trustee will have any responsibility or liability for the payment of amounts to owners of beneficial interests in a global note, for any aspect of the records relating to or payments made on account of those interests by DTC, or for maintaining, supervising or reviewing any records of DTC relating to those interests.

Payments by participants and indirect participants in DTC to the owners of beneficial interests in a global note will be governed by standing instructions and customary practices and will be the responsibility of those participants or indirect participants and not of DTC, its nominee or us.

Transfers between participants in DTC will be effected under DTC's procedures and will be settled in same-day funds. Transfers between participants in Euroclear or Clearstream will be effected in the ordinary way under the rules and operating procedures of those systems.

Cross-market transfers between DTC participants, on the one hand, and Euroclear or Clearstream participants, on the other hand, will be effected within DTC through the DTC participants that are acting as depositaries for Euroclear and Clearstream. To deliver or receive an interest in a global note held in a Euroclear or Clearstream account, an investor must send transfer instructions to Euroclear or Clearstream, as the case may be, under the rules and procedures of that system and within the established deadlines of that system. If the transaction meets its settlement requirements, Euroclear or Clearstream, as the case may be, will send instructions to its DTC depositary to take action to effect final settlement by delivering or receiving interests in the relevant global notes in DTC, and making or receiving payment under normal procedures for same-day funds settlement applicable to DTC. Euroclear and Clearstream participants may not deliver instructions directly to the DTC depositaries that are acting for Euroclear or Clearstream.

Because of time zone differences, the securities account of a Euroclear or Clearstream participant that purchases an interest in a global note from a DTC participant will be credited on the business day for Euroclear or Clearstream immediately following the DTC settlement date. Cash received in Euroclear or Clearstream from the sale of an interest in a global note to a DTC participant will be received with value on the DTC settlement date but will be available in the relevant Euroclear or Clearstream cash account as of the business day for Euroclear or Clearstream following the DTC settlement date.

DTC, Euroclear and Clearstream have agreed to the above procedures to facilitate transfers of interests in the global notes among participants in those settlement systems. However, the settlement systems are not obligated to perform these procedures and may discontinue or change these procedures at any time. Neither we nor the trustee will have any responsibility for the performance by DTC, Euroclear or Clearstream or their participants or indirect participants of their obligations under the rules and procedures governing their operations.

Certificated Notes

Beneficial interests in the global notes may not be exchanged for notes in physical, certificated form unless:

- DTC notifies us at any time that it is unwilling or unable to continue as depositary for the global notes and a successor depositary is not appointed within 90 days;
- DTC ceases to be registered as a clearing agency under the U.S. Securities Exchange Act of 1934, as amended, and a successor depositary is not appointed within 90 days;
- we, at our option, notify the trustee that we elect to cause the issuance of certificated notes; or
- certain other events provided in the indenture occur, including the occurrence and continuance of an event of default with respect to the notes.

In all cases, certificated notes delivered in exchange for any global note will be registered in the names, and issued in any approved denominations, requested by the depositary and will bear a legend indicating the transfer restrictions of that particular global note.

For information concerning paying agents and transfer agents for any notes issued in certificated form, see "Description of the Notes—General—Payment of Principal and Interest."

TRANSFER RESTRICTIONS

The notes have not been registered, and will not be registered, under the Securities Act or any other securities laws, and the notes may not be offered or sold except pursuant to an effective registration statement or pursuant to transactions exempt from, or not subject to, registration under the Securities Act.

Accordingly, the notes are being offered and sold only:

(1) in the United States to qualified institutional buyers (as defined in Rule 144A) in reliance on Rule 144A under the Securities Act; and

(2) outside of the United States, to certain persons, other than U.S. persons, in offshore transactions meeting the requirements of Rule 903 of Regulation S under the Securities Act.

The notes have not been and will not be registered with the *Registro Nacional de Valores* (Mexican National of Securities Registry) maintained by the CNBV, and, therefore, the notes may not be publicly offered or sold in Mexico. The notes may be offered in Mexico to investors that satisfy the requirements to be considered institutional or qualified investors under Mexican law, pursuant to the private placement exemption set forth in Article 8 of the Securities Market Law.

The notes are subject to restrictions on transfer as summarized below. By purchasing notes, you will be deemed to have made the following acknowledgements, representations to and agreements with us and the initial purchasers:

(1) You acknowledge that:

- the notes have not been registered under the Securities Act or any other securities laws and are being offered for resale in transactions that do not require registration under the Securities Act or any other securities laws; and

- the notes may not be offered, sold or otherwise transferred except under an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act or any other applicable securities laws.

(2) You represent that you are not an affiliate (as defined in Rule 144 under the Securities Act) of ours, that you are not acting on our behalf and that either:

- you are a qualified institutional buyer (as defined in Rule 144A under the Securities Act) and are purchasing the notes for your own account or for the account of another qualified institutional buyer, and you are aware that the initial purchasers are selling the notes to you in reliance on Rule 144A; or

- you are not a U.S. person (as defined in Regulation S under the Securities Act) or purchasing for the account or benefit of a U.S. person and you are purchasing notes in an offshore transaction in accordance with Regulation S.

(3) You acknowledge that neither we nor the initial purchasers nor any person representing us or the initial purchasers has made any representation to you with respect to us or the offering of the notes, other than the information contained in this listing particulars. You represent that you are relying only on this listing particulars in making your investment decision with respect to the notes. You agree that you have had access to such financial and other information concerning us and the notes as you have deemed necessary in connection with your decision to purchase notes, including an opportunity to ask questions of and request information from us.

(4) If you are a purchaser of notes pursuant to Rule 144A, you represent that you are purchasing notes for your own account, or for one or more investor accounts for which you are acting as a fiduciary or agent, in each case not with a view to, or for offer or sale in connection with, any distribution of the notes in violation of the Securities Act, subject to any requirement of law that the disposition of your property or the property of that investor account or accounts be at all times within your or their

control and subject to your or their ability to resell the notes pursuant to Rule 144A or any other available exemption from registration under the Securities Act.

(5) You agree, and each subsequent holder of the notes by its acceptance of the notes will agree, that the notes may be offered, sold or otherwise transferred only:

- to a person who the seller reasonably believes is a qualified institutional buyer within the meaning of Rule 144A under the Securities Act purchasing for its own account or for the account of a qualified institutional buyer or buyers in a transaction meeting the requirements of Rule 144A;
- in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the Securities Act; or
- pursuant to an exemption from registration under the Securities Act (if available).

As a condition to registration of transfer of the notes pursuant to the exemption referred to in clause (iii) above, we or the trustee may require delivery of any documents or other evidence that we or the trustee each, in our or its discretion, deems necessary or appropriate to evidence compliance with such exemption, and, in each case, in accordance with the applicable securities laws of the states of the United States and other jurisdictions.

(6) You also acknowledge that:

- the above restrictions on resale are expected to apply from the issue date until the issuer decides to remove the below legend (in the case of Restricted global notes) or 40 days (in the case of Regulation S global notes) after the later of the issue date and the last date that we or any of our affiliates was the owner of the notes or any predecessor of the notes (the "resale restriction period"), and will not apply after the applicable resale restriction period ends; and
- each Restricted global note will contain a legend substantially to the following effect:

NEITHER THIS GLOBAL NOTE NOR ANY BENEFICIAL INTEREST HEREIN HAS BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"). NEITHER THIS GLOBAL NOTE NOR ANY BENEFICIAL INTEREST HEREIN MAY BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHO THE SELLER REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE SECURITIES ACT PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER OR BUYERS IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A, (2) IN AN OFFSHORE TRANSACTION IN COMPLIANCE WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT, OR (3) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT (IF AVAILABLE) AND, IN EACH CASE, IN ACCORDANCE WITH ALL APPLICABLE SECURITIES LAWS OF THE STATES OF THE UNITED STATES AND OTHER JURISDICTIONS. AS A CONDITION TO REGISTRATION OF TRANSFER OF THIS GLOBAL NOTE PURSUANT TO CLAUSE (3) ABOVE, COMISIÓN FEDERAL DE ELECTRICIDAD OR THE TRUSTEE MAY REQUIRE DELIVERY OF ANY DOCUMENTS OR OTHER EVIDENCE THAT IT, IN ITS DISCRETION, DEEMS NECESSARY OR APPROPRIATE TO EVIDENCE COMPLIANCE WITH THE EXEMPTION REFERRED TO IN CLAUSE (3). THIS LEGEND MAY BE REMOVED SOLELY IN THE DISCRETION AND AT THE DIRECTION OF COMISIÓN FEDERAL DE ELECTRICIDAD.

- each Regulation S global note will contain a legend substantially to the following effect:

NEITHER THIS GLOBAL NOTE NOR ANY BENEFICIAL INTEREST HEREIN HAS BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"). NEITHER THIS GLOBAL NOTE NOR ANY BENEFICIAL INTEREST HEREIN MAY BE OFFERED, SOLD OR DELIVERED IN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, ANY U.S. PERSON, UNLESS THIS GLOBAL NOTE IS REGISTERED UNDER THE SECURITIES ACT OR AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS THEREOF IS AVAILABLE. THIS LEGEND MAY BE REMOVED SOLELY IN THE DISCRETION AND AT THE DIRECTION OF COMISIÓN FEDERAL DE ELECTRICIDAD.

The above legend may be removed solely in our discretion and at our direction.

(7) You understand that the notes will be represented by one or more Restricted global notes and one or more Regulation S global notes, and that certification requirements may apply before an interest in one global note may be transferred to a person who takes delivery in the form of an interest in the other global note. See "Form of Notes, Clearing and Settlement—Exchanges Between Global Notes."

(8) You acknowledge that we, the initial purchasers and others will rely upon the truth and accuracy of the above acknowledgments, representations and agreements. You agree that if any of the acknowledgments, representations or agreements you are deemed to have made by your purchase of notes is no longer accurate, you will promptly notify us and the initial purchasers. If you are purchasing any notes as a fiduciary or agent for one or more investor accounts, you represent that you have sole investment discretion with respect to each of those accounts and that you have full power to make the above acknowledgments, representations and agreements on behalf of each account.

PLAN OF DISTRIBUTION

BBVA Securities Inc., BofA Securities, Inc., Citigroup Global Markets Inc., HSBC Securities (USA) Inc. and J.P. Morgan Securities LLC are acting as global coordinators and joint book-running managers of the offering (the "global coordinators"). Morgan Stanley & Co. LLC, Santander US Capital Markets LLC and Scotia Capital (USA) Inc. are acting as joint book-running managers of the offering (together with the global coordinators, the "initial purchasers"). Subject to the terms and conditions set forth in a purchase agreement among us and the initial purchasers, we have agreed to sell to the initial purchasers, and each of the initial purchasers has agreed, severally and not jointly, to purchase from us, the principal amount of notes set forth opposite its name below:

Initial Purchasers	Principal Amount of the 2034 Notes	Principal Amount of the 2051 Notes
BBVA Securities Inc.	U.S.$140,000,000	U.S.$70,000,000
BofA Securities, Inc.	U.S.$140,000,000	U.S.$70,000,000
Citigroup Global Markets Inc.	U.S.$140,000,000	U.S.$70,000,000
HSBC Securities (USA) Inc.	U.S.$140,000,000	U.S.$70,000,000
J.P. Morgan Securities LLC	U.S.$140,000,000	U.S.$70,000,000
Morgan Stanley & Co. LLC	U.S.$100,000,000	U.S.$50,000,000
Santander US Capital Markets LLC	U.S.$100,000,000	U.S.$50,000,000
Scotia Capital (USA) Inc.	U.S.$100,000,000	U.S.$50,000,000
Total	**U.S.$1,000,000,000**	**U.S.$500,000,000**

Subject to the terms and conditions set forth in the purchase agreement, the initial purchasers have agreed, severally and not jointly, to purchase all of the notes sold under the purchase agreement, if any of these notes are purchased. If an initial purchaser defaults, the purchase agreement provides that the purchase commitments of the non-defaulting initial purchasers may be increased or the purchase agreement may be terminated.

We have agreed to indemnify the several initial purchasers and their controlling persons against certain liabilities in connection with this offering, including liabilities under the Securities Act, or to contribute to payments the initial purchasers may be required to make in respect of those liabilities.

The initial purchasers are offering the notes, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of legal matters by their counsel, including the validity of the notes, and other conditions contained in the purchase agreement, such as the receipt by the initial purchasers of officer's certificates and legal opinions. The initial purchasers reserve the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part. The initial purchasers may offer and sell the notes through certain of their affiliates.

The initial purchasers have advised us that they propose initially to offer the notes at the offering price set forth on the cover page of this listing particulars. After the initial offering, the offering price or any other term of the offering may be changed.

We have agreed that, for a period of 30 days from the date of delivery of the notes, we will not, without the prior written consent of the initial purchasers, offer, sell, pledge, contract to sell, or otherwise dispose of, directly or indirectly, or announce the offering of, any U.S. dollar-denominated debt securities issued or guaranteed by us or any of our subsidiaries (other than the notes).

Notes Are Not Being Registered

The notes have not been registered under the Securities Act or any U.S. state or other securities laws. The initial purchasers propose to offer the notes for resale in transactions not requiring registration under the Securities Act or applicable state securities laws, including sales pursuant to Rule 144A and Regulation S. The initial purchasers will not offer or sell the notes except to persons they reasonably believe to be qualified institutional buyers or pursuant to offers and sales to non-U.S. persons that occur outside of the United States within the meaning of Regulation S. In addition, until 40 days following the commencement of this offering, an offer or sale of notes within the United States by a dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act unless the dealer makes the offer or sale in compliance with Rule 144A or another exemption from registration

under the Securities Act. Each purchaser of the notes will be deemed to have made acknowledgments, representations and agreements as described under "Transfer Restrictions."

The information contained in this listing particulars is exclusively our responsibility and has not been reviewed or authorized by the CNBV. The notes have not been nor will be registered with the *Registro Nacional de Valores* (Mexican National Securities Registry) maintained by the CNBV and therefore the notes may not be publicly offered or sold in Mexico. The notes may only be offered in Mexico to investors that satisfy the requirements to be considered institutional or qualified investors under Mexican law, pursuant to the private placement exemption set forth in Article 8 of the Mexican Securities Market Law. As required under the Mexican Securities Market Law, we will notify the CNBV of the offering of the notes outside of Mexico. Such notice will be delivered to the CNBV to comply with a legal requirement and for information purposes only, and the delivery of such notice to, and the receipt of such notice by, the CNBV, does not imply any certification as to the investment quality of the notes, our solvency, liquidity or credit quality or the accuracy of completeness of the information set forth herein. This listing particulars may not be publicly distributed in Mexico.

New Issue of Notes

Each series of the notes is a new issue of securities with no established trading market. We do not intend to apply for listing of the notes on any national securities exchange or for inclusion of the notes on any automated dealer quotation system other than the Euro MTF Market of the Luxembourg Stock Exchange. We have been advised by the initial purchasers that they presently intend to make a market in the notes after completion of the offering. However, they are under no obligation to do so and may discontinue any market-making activities at any time without any notice. We cannot assure the liquidity of the trading market for the notes. If an active trading market for the notes does not develop, the market price and liquidity of the notes may be adversely affected. If the notes are traded, they may trade at a discount from their initial offering price, depending on prevailing interest rates, the market for similar securities, our operating performance and financial condition, general economic conditions and other factors.

Short Positions

In connection with the offering, the initial purchasers may purchase and sell the notes in the open market. These transactions may include short sales and purchases on the open market to cover positions created by short sales. Short sales involve the sale by the initial purchasers of a greater principal amount of notes than they are required to purchase in the offering. The initial purchasers must close out any short position by purchasing notes in the open market. A short position is more likely to be created if the initial purchasers are concerned that there may be downward pressure on the price of the notes in the open market after pricing that could adversely affect investors who purchase in the offering.

Similar to other purchase transactions, the initial purchasers' purchases to cover the syndicate short sales may have the effect of raising or maintaining the market price of the notes or preventing or retarding a decline in the market price of the notes. As a result, the price of the notes may be higher than the price that might otherwise exist in the open market.

Neither we nor any of the initial purchasers make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the notes. In addition, neither we nor any of the initial purchasers make any representation that the representatives will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

Settlement

Delivery of the notes occurred on January 28, 2026, which was the fourth business day following the date of pricing of the notes ("T+4") against payment for the notes. Under Rule 15c6-1 of the U.S. Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in the following business day, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade notes prior to one business day before the delivery of the notes will be required, by virtue of the fact that the notes initially will settle in T+4, to specify an alternate settlement arrangement at the time of any such trade to prevent a failed settlement. Purchasers of the notes who wish to trade the notes prior to one business day before their delivery date should consult their own advisors.

Other Relationships

The initial purchasers and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. Some of the initial purchasers and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for us for which they received or will receive customary fees and expenses. In addition, the initial purchasers and/or their affiliates may be lenders, and in some cases agents or managers for the lenders, under credit facilities granted to us and that may be repaid with proceeds from this offering. In addition, certain of the initial purchasers or their affiliates may hold positions in any outstanding debt securities that we may elect to redeem or repurchase in the Tender Offer or otherwise and may therefore receive a portion of the proceeds from the offering of the 2034 notes. See "Use of Proceeds."

In the ordinary course of their various business activities, the initial purchasers and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of ours or our affiliates. If any of the initial purchasers or their affiliates has a lending relationship with us, certain of those initial purchasers or their affiliates routinely hedge, and certain other of those initial purchasers or their affiliates may hedge, their credit exposure to us consistent with their customary risk management policies. Typically, these initial purchasers and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the notes offered hereby. Any such credit default swaps or short positions could adversely affect future trading prices of the notes offered hereby. The initial purchasers and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

The initial purchasers and their respective affiliates may also communicate independent investment recommendations, market color or trading ideas and/or publish or express independent research views in respect of such assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in such assets, securities and instruments.

Sales Outside the United States

Neither we nor the initial purchasers are making an offer to sell, or seeking offers to buy, the notes in any jurisdiction where the offer and sale is not permitted. You must comply with all applicable laws and regulations in force in any jurisdiction in which you purchase, offer or sell the notes or possess or distribute this listing particulars, and you must obtain any consent, approval or permission required for your purchase, offer or sale of the notes under the laws and regulations in force in any jurisdiction to which you are subject or in which you make such purchases, offers or sales. Neither we nor the initial purchasers will have any responsibility therefor.

European Economic Area

Prohibition of sales to EEA Retail Investors – The notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the "EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

United Kingdom

Prohibition of sales to UK Retail Investors – The notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the "UK"). For these purposes, a retail investor means a person who not a professional client, as defined in

point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "EUWA"). Consequently, no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

In the UK, this listing particulars and any other material in relation to the notes described herein are being distributed only to, and are directed only at, persons who are "qualified investors" (as defined in the Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the UK Prospectus Regulation who are (i) persons having professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Order"), or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order, or (iii) persons to whom it would otherwise be lawful to distribute them, all such persons together being referred to as "Relevant Persons." In the UK, the notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire the notes will be engaged in only with, Relevant Persons. This listing particulars and its contents are confidential and should not be distributed, published or reproduced (in whole or in part) or disclosed by any recipients to any other person in the UK. Any person in the UK that is not a Relevant Person should not act or rely on this listing particulars or its contents.

Mexico

The notes have not been and will not be registered with the *Registro Nacional de Valores* (Mexican National Securities Registry) maintained by the CNBV and, therefore, the notes may not be publicly offered or sold in Mexico. The notes may be only offered in Mexico to investors that satisfy the requirements to be considered institutional or qualified investors under Mexican law, pursuant to the private placement exemption set forth in Article 8 of the Securities Market Law. The Issuer will notify the CNBV of the terms and conditions of this offering of the Notes outside of Mexico. Such notice will be submitted to the CNBV to comply with the Mexican Securities Market Law and for statistical and in formational purposes only. The delivery to, and receipt by, the CNBV of such notice does not and will not constitute or imply a certification as to the investment quality of the Notes, the Issuer's solvency, liquidity or credit quality or the accuracy or completeness of the information set forth in this listing particulars and does not ratify or validate any actions or omissions, if any, in contravention of applicable law. The acquisition of the Notes by an investor who is a resident of Mexico will be made under such investor's own responsibility.

Switzerland

This listing particulars is not intended to constitute an offer or solicitation to purchase or invest in the notes described herein. The notes may not be publicly offered, directly or indirectly, in, into or from Switzerland within the meaning of the Swiss Financial Services Act ("FinSA") and no application has or will be made to admit the notes to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. Neither this listing particulars nor any other offering or marketing material relating to the notes constitutes a prospectus pursuant to FinSA, and neither this listing particulars nor any other offering or marketing material relating to the notes may be publicly distributed or otherwise made publicly available in Switzerland.

Neither this listing particulars nor any other offering or marketing material relating to the offering nor the notes have been or will be filed with or approved by any Swiss regulatory authority. The notes are not subject to the supervision by any Swiss regulatory authority (e.g., the Swiss Financial Markets Supervisory Authority FINMA), and investors in the notes will not benefit from protection or supervision by any such authority.

Chile

The notes being offered will not be registered under the Securities Market Law (*Ley de Mercado de Valores*) in the Securities Registry (*Registro de Valores*) or in the Foreign Securities Registry (*Registro de Valores Extranjeros*) of the Chilean Financial Markets Commission (*Comisión para el Mercado Financiero*, or the "CMF") and, therefore, the notes are not subject to the supervision of the CMF. As unregistered securities in Chile, we are not required to disclose public information about the notes in Chile. Accordingly, the notes cannot and will not be publicly offered to persons in Chile unless they are registered in the corresponding Securities Registry. The notes may only be offered in Chile in circumstances that do not constitute a public offering under Chilean law or in compliance with General Rule (*Norma de Carácter General*) No. 336 of the CMF, dated June 27, 2012 ("CMF Rule 336").Pursuant to the Securities Market Law, a public offering of securities is an offering that is addressed to the general public or to certain specific

categories or groups thereof. Considering that the definition of public offering is quite broad, even an offering addressed to a small group of investors may be considered to be addressed to a certain specific category or group of the public and therefore be considered public under applicable law. However, pursuant to Rule 336, the notes may be privately offered in Chile to certain "qualified investors" (*Inversionistas Calificados*) identified as such therein (which in turn are further described in General Rule No. 216 of the CMF, dated June 12, 2008).

CMF Rule 336 requires the following information to be provided to prospective investors in Chile:

1. Date of commencement of the offer: January 22, 2026. The offer of the notes is subject to CMF Rule 336;

2. The subject matter of this offer are securities not registered with the Securities Registry (*Registro de Valores*) of the CMF, nor with the Foreign Securities Registry (*Registro de Valores Extranjeros*) of the CMF, due to the notes not being subject to the oversight of the CMF;

3. Since the notes are not registered in Chile there is no obligation by the issuer to make publicly available information about the notes in Chile; and

4. The notes shall not be subject to public offering in Chile unless registered with the corresponding Securities Registry of the CMF.

Canada

The notes may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 *Prospectus Exemptions* or subsection 73.3(1) of the *Securities Act* (Ontario), and are permitted clients, as defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*. Any resale of the notes must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this listing particulars (including any amendment hereto) contains a misrepresentation; *provided* that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal advisor.

Pursuant to section 3A.3 (or, in the case of securities issued or guaranteed by the government of a non-Canadian jurisdiction, section 3A.4) of National Instrument 33-105 *Underwriting Conflicts* ("NI 33-105"), the initial purchasers are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with this offering.

Hong Kong

This listing particulars has not been approved by or registered with the Securities and Futures Commission of Hong Kong or the Registrar of Companies of Hong Kong. The notes will not be offered or sold in Hong Kong other than (a) to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance; or (b) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance. No advertisement, invitation or document relating to the notes which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) has been issued or will be issued in Hong Kong or elsewhere other than with respect to securities which are or are intended to be disposed of only to persons outside of Hong Kong or only to "professional investors" as defined in the Securities and Futures Ordinance and any rules made under that Ordinance.

Japan

The notes have not been and will not be registered pursuant to Article 4, Paragraph 1 of the Financial Instruments and Exchange Act. Accordingly, none of the notes nor any interest therein may be offered or sold, directly or indirectly, in Japan or to, or for the benefit of, any "resident" of Japan (which term as used herein means any person

resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to or for the benefit of a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and any other applicable laws, regulations and ministerial guidelines of Japan in effect at the relevant time.

Singapore

Each initial purchaser has acknowledged that this listing particulars has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each initial purchaser has represented and agreed that it has not offered or sold any notes or caused the notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any notes or cause the notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this listing particulars or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the notes, whether directly or indirectly, to any person in Singapore other than:

(a) to an institutional investor (as defined in Section 4A of the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the "SFA")) pursuant to Section 274 of the SFA;

(b) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA and in accordance with the conditions specified in Section 275 of the SFA; or

(c) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

(a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the notes pursuant to an offer made under Section 275 of the SFA except:

i. to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 276(4)(i)(B) of the SFA;

ii. where no consideration is or will be given for the transfer;

iii. where the transfer is by operation of law;

iv. as specified in Section 276(7) of the SFA; or

v. as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

Singapore Securities and Futures Act Product Classification – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the SFA, the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Colombia

The notes may not be offered, sold or negotiated in Colombia, except under circumstances which do not constitute a public offering of securities under applicable Colombian securities laws and regulations. Furthermore, foreign financial entities must abide by the terms of Decree 2555 of 2010 to offer privately the notes to their Colombian clients.

Dubai International Financial Centre

This listing particulars relates to an exempt offer in accordance with the Markets Rules 2012 of the Dubai Financial Services Authority ("DFSA"). This listing particulars is intended for distribution only to persons of a type specified in the Markets Rules 2012 of the DFSA. It must not be delivered to, or relied on by, any other person. The DFSA has no responsibility for reviewing or verifying any documents in connection with exempt offers. The DFSA has not approved this listing particulars nor taken steps to verify the information set forth herein and has no responsibility for this document. The notes offered hereby may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the notes offered should conduct their own due diligence in respect of the notes and the Issuer. If you do not understand the contents of this listing particulars you should consult an authorized financial advisor.

In relation to its use in the Dubai International Financial Centre, this listing particulars is strictly private and confidential and is being distributed to a limited number of investors and must not be provided to any person other than the original recipient, and may not be reproduced or used for any other purpose. Interests in the notes may not be offered or sold directly or indirectly to the public in the Dubai International Financial Centre.

Peru

The notes and the information contained in this listing particulars are not being publicly marketed or offered in Peru and will not be distributed or caused to be distributed to the general public in Peru. Peruvian securities laws and regulations on public offerings will not be applicable to the offering of the notes and therefore, the disclosure obligations set forth therein will not be applicable to the Issuer or the sellers of the notes before or after their acquisition by prospective investors. The notes and the information contained in this listing particulars have not been and will not be reviewed, confirmed, approved or in any way submitted to the *Superintendencia del Mercado de Valores* (Peruvian capital market regulator, the "SMV") nor have they been registered with the SMV's *Registro Público del Mercado de Valores* (Securities Market Public Registry). Accordingly, the notes cannot be offered or sold within Peruvian territory except to the extent any such offering or sale qualifies as a private offering under Peruvian law and regulations and complies with the provisions on private offerings set forth therein.

Italy

The offering of the notes has not been registered pursuant to Italian securities legislation and, therefore, no notes may be offered, sold or delivered, nor may copies of this listing particulars or of any other document relating to the notes be distributed in the Republic of Italy, except:

(a) to qualified investors (*investitori qualificati*) as defined in Article 100 of Legislative Decree No. 58 of 24 February 1998, as amended (the "*Financial Services Act*") and Article 34-ter, first paragraph, letter b) of CONSOB Regulation No. 11971 of 14 May 1999, as amended from time to time ("Regulation No. 11971"); or

(b) in other circumstances which are exempted from the rules on public offerings pursuant to Article 100 of the Financial Services Act and Article 34-ter of Regulation No. 11971.

Any offer, sale or delivery of the notes or distribution of copies of this listing particulars or any other document relating to the notes in the Republic of Italy under (a) or (b) above must be:

i. made by an investment firm, bank or financial intermediary permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018 (as amended from time to time) and Legislative Decree No. 385 of 1 September 1993, as amended (the "Banking Act"); and

ii. in compliance with Article 129 of the Banking Act, as amended, and the implementing guidelines of the Bank of Italy, as amended from time to time, pursuant to which the Bank of Italy may request information on the issue or the offer of securities in the Republic of Italy; and

iii. in compliance with any other applicable laws and regulations or requirement imposed by CONSOB or any other Italian authority.

In accordance with Article 100-bis of the Financial Services Act, where no exemption from the rules on public offerings applies under (a) and (b) above, the subsequent distribution of the notes on the secondary market in Italy must be made in compliance with the public offer and the prospectus requirement rules provided under the Financial Services Act and Regulation No. 11971. Failure to comply with such rules may result in the sale of such notes being declared null and void and in the liability of the intermediary transferring the financial instruments for any damages suffered by the investors.

Taiwan

The notes have not been and will not be registered with the Financial Supervisory Commission of Taiwan pursuant to relevant securities laws and regulations and may not be sold, issued or offered within Taiwan through a public offering or in circumstances which constitutes an offer within the meaning of the Securities and Exchange Act of Taiwan that requires a registration or approval of the Financial Supervisory Commission of Taiwan. No person or entity in Taiwan has been authorized to offer, sell, give advice regarding or otherwise intermediate the offering and sale of the notes in Taiwan.

LEGAL MATTERS

The validity of the notes will be passed upon for us by Cleary Gottlieb Steen & Hamilton LLP, New York, New York. The validity of the notes will be passed upon for the initial purchasers by Simpson Thacher & Bartlett LLP. Certain matters of Mexican law relating to the notes will be passed upon for us by our General Counsel (*Director Jurídico*) and by Pérez Llorca México, S.C. Certain matters of Mexican law relating to the notes will be passed upon for the initial purchasers by Creel, García-Cuéllar, Aiza y Enríquez, S.C.

INDEPENDENT AUDITORS

The consolidated financial statements of Comisión Federal de Electricidad, State-Owned Public Company, as of and for the years ended December 31, 2023 and 2022, and as of and for the years ended December 31, 2024 and 2023, included herein, have been audited by Gossler, S.C., an independent auditor, as stated in its reports appearing herein.

Our condensed consolidated interim financial information as of September 30, 2025 and for the nine-month periods ended September 30, 2025 and 2024 have been subject to a limited review by Gossler, S.C., an independent auditor.

LISTING AND GENERAL INFORMATION

1. The Issuer has applied to have the notes admitted for listing on the Official List of the Luxembourg Stock Exchange and for trading on the Euro MTF Market of the Luxembourg Stock Exchange.

2. The notes have been accepted for clearance through DTC. The CUSIP numbers and ISINs for the notes are as follows:

	CUSIP Number	ISIN	Common Code
Restricted Global Note (2034 notes)	200447 AQ3	US200447AQ31	328494523
Regulation S Global Note (2034 notes)	P29595 AF5	USP29595AF55	328439182
Restricted Global Note (2051 notes)	200447 AR1	US200447AR14	328494604
Regulation S Global Note (2051 notes)	P29595 AG3	USP29595AG39	328439069

3. The Issuer will have obtained all necessary consents, approvals and authorizations in Mexico in connection with the issuance of, and performance of our rights and obligations under, the notes, including the registration of the indenture and the form of notes attached to the indenture; provided that in connection with each issuance of notes under the indenture, the Issuer will register the notes and other necessary documentation with the Ministry of Finance. The Mexican Congress approved our total net indebtedness for 2026 under the *Ley de Ingresos de la Federación para el Ejercicio Fiscal de 2026* (Federal Revenue Law for 2026), published in the Official Gazette on November 7, 2025.

4. Except as disclosed in this listing particulars, there are no pending actions, suits or proceedings against or affecting us or any of our properties, which, if determined adversely to us would individually or in the aggregate have an adverse effect on our financial condition or would adversely affect our ability to perform our obligations under the notes or which are otherwise material in the context of the issue of the notes, and, to the best of our knowledge, no such actions, suits or proceedings are threatened.

5. Except as disclosed in this listing particulars, since September 30, 2025, there has been no change (or any development or event involving a prospective change of which we are or might reasonably be expected to be aware) which is materially adverse to our financial condition.

6. Gossler, S.C., an independent auditor, has agreed to the inclusion of its audit reports in this listing particulars in the form and context in which they are included. Gossler, S.C., an independent auditor, has agreed to the inclusion of its limited review report in this listing particulars in the form and context in which it is included.

7. For so long as any of the notes are outstanding and admitted for listing on the Official List of the Luxembourg Stock Exchange and for trading on the Euro MTF Market of the Luxembourg Stock Exchange, copies of the following items in English will be available free of charge from Deutsche Bank Luxembourg S.A., our Luxembourg listing agent, at its office at 2, Boulevard Konrad Adenauer, L-1115 Luxembourg:

- our annual audited financial statements as of and for the years ended December 31, 2024 and 2023;
- our annual audited financial statements as of and for the years ended December 31, 2023 and 2022;
- our interim financial information as of September 30, 2025 and for the nine-month periods ended September 30, 2025 and 2024;
- our annual audited consolidated financial statements as of future dates and for future years; and
- any related notes to the items listed above.

8. For so long as any of the notes are outstanding, the indenture, the first supplemental indenture, the second supplemental indenture, the third supplemental indenture, our by-laws and a copy of the CFE Law which provides for the regulatory framework of CFE will be available for inspection at the offices of the trustee.

9. We currently publish unaudited condensed consolidated interim financial information on a quarterly basis. These financial statements are available on our website (www.cfe.mx). Information on our website is not a part of this listing particulars.

10. This listing particulars will be published on the website of the Luxembourg Stock Exchange (www.luxse.com).

11. The Issuer was created in 1937 by presidential decree, and then converted by the Mexican Congress in 1949 into an *organismo descentralizado de la Administración Pública Federal* (decentralized public entity of the Mexican government). In accordance with the Energy Reform Decree and Secondary Legislation, the Issuer was converted into a productive state enterprise on October 7, 2014. In accordance with the Second Energy Reform, the Issuer was converted into a public state-owned company. Our principal executive office is located at Paseo de la Reforma 164, Col. Juárez, 06600 Ciudad de México, México. Our telephone number at that address is +1(5255) 5229-4400. The Issuer' s LEI code is 4469000001BFPONMPF32.

12. The trustee for the notes is Deutsche Bank Trust Company Americas, having its office at 1 Columbus Circle, 4th Floor, New York, New York, 10019, United States. The terms and conditions of our appointment of Deutsche Bank Trust Company Americas as trustee, including the terms and conditions under which Deutsche Bank Trust Company Americas may be replaced as trustee, are contained in the indenture available for inspection at the offices of Deutsche Bank Trust Company Americas.

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