

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

Corporate Bylaws of Iberdrola México, S.A. de C.V.

Title I. General Provisions

Article 1. Corporate Name and Nationality

1. The corporate name is “Iberdrola México” and it shall always be followed by the words “Sociedad Anónima de Capital Variable” or, in the absence thereof, its abbreviation, “S.A. de C.V.” (the “**Company**”).

2. The Company is of Mexican nationality. Any foreigner who in the act of the constitution or at any later time acquires an interest or equity interest in the Company, shall be deemed by that simple fact, as Mexican with respect to one and the other, and, it shall be understood that they agree not to invoke the protection of their government, under penalty, in case of breach of its agreement, of losing said interest or equity interest in favor of the Mexican nationality.

Article 2. Address

The address of the Company is the City of Mexico, being able to establish branches, agencies, offices, facilities, terminals, and any other operations in any part of the Mexican Republic or abroad, and undergo conventional addresses, without understanding thereby a change from its registered office.

Article 3. Object

1. The Company shall aim to:

a) Promote, establish, organize, exploit and take part in the capital stock or assets of all types of commercial, civil, associations or companies, whether industrial, commercial, services or, as well as participate in its administration or liquidation.

b) Provide all kinds of services related to the generation, conduction, transformation, and disposal of electrical energy, under the applicable legal provisions.

c) Provide all kinds of services related to the design, construction, operation, maintenance, engineering, and administration of all types of works and installations, necessary for the generation, conduction, transformation and disposal of electrical energy, under the applicable legal provisions.

2. For developing its object, the Company shall be able to:

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

- a) Acquire, under any legal title, shares, interests, participations or bonds of any type of commercial or civil companies, either as part of its constitution or through subsequent acquisition, as well as transfer, alienate, and negotiate such shares, shares, and bonds, including any other partnership stakes or stakes.
- b) Receive from other companies and individuals, as well as provide to other companies and individuals, any service that is necessary for the fulfillment of their purposes or social objects, such as, among others, administrative, financial, treasury, audit services, marketing, preparation of balance sheets and budgets, development of programs and manuals, analysis of operating results, evaluation of information on productivity and possible financing, preparation of studies on the availability of capital, technical assistance, advice or consulting.
- c) Provide technical, operational, construction, consultative, advisory, assistance, labor, human resources, and senior management services (excluding the provision of legal services), to companies that generate, conduct, transform or alienate electrical energy or build, operate, maintain or manage works and facilities for that purpose and to all types of companies or individuals, in accordance with the applicable legal provisions.
- d) Provide services to third parties in relation to the planning, administration, direction, coordination, supervision, performance, and proper operation of their operations that are necessary for the fulfillment of their purposes, such as administrative, financial, treasury, auditing, marketing services, preparation of balance sheet and budgets; development of programs and manuals; analysis of operating results, evaluation of information on productivity and possible financing, preparation of studies on the availability of capital, promotion of sales and marketing, among others.
- e) Execute all kinds of commercial acts, being able to buy or sell all kinds of articles and merchandise related to the corporate purpose.
- f) Request, obtain, acquire, register, alienate, transfer, use, assign, grant, and dispose of by any title, patents, certificates of invention, trademarks, trade names, proprietary secrets, copyrights, licenses, concessions, and any other type of industrial property rights, either in the Mexican Republic or abroad.
- g) Obtain all kinds of loans or credits, issue obligations, bonuses, commercial paper, and any other credit or equivalent instrument, without or with the granting of a specific real guarantee by means of pledge, mortgage, trust or under any other legal title; as well as granting any type of financial instrument, financing or loan to commercial or civil entities, companies and institutions with which the Company has business relationships or equity shares, receiving or not specific real or personal guarantees.
- h) Grant and receive all kinds of personal, real guarantees and backing for liabilities or credit titles in charge of companies, associations and institutions in which the Company has interest or participation, or with becoming a guarantor and/or cosigner and/or sponsor of such persons or of any third parties, as well as in solidarity with any of them.

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

- i) Issue and draw all kinds of credit instruments or securities, accept, endorse and guarantee them, including obligations with or without a mortgage or real guarantee.
- j) Carry out self-employment or third-party training and development programs, as well as research work.
- k) Acquire in property or lease all kinds of movable or immovable property, as well as real or personal rights over them, that are necessary or convenient for their corporate purpose or the operations of commercial or civil companies, associations, and institutions, in those that the Company has interest, participation or business relations.
- l) Act as a commission agent, mediator, distributor or intermediary and accept the performance of representations of negotiations and activities of all kinds.
- m) Promote, request and obtain all kinds of permits, concessions, assignments, licenses, registrations, and authorizations before the Secretariats of State, as well as before all kinds of government authorities and dependencies, whether federal, state or municipal, concerning the object of the Company.
- n) In general, to hold and carry out all the acts, agreements and neighboring, accessory or accidental operations that are necessary or convenient for the performance of the foregoing objects.

Article 4. Duration

The duration of the Company shall be indefinite.

Article 5. Corporate Fiscal Year

1. The corporate fiscal year of the Company shall run from the first day of January to the thirty-first day of December of each year, except for the first year of the Company, which shall commence after the incorporation of the Company and until December thirty-one of the current year.
2. In the event that the Company enters into liquidation or is merged, its corporate fiscal year shall end early on the date it enters liquidation or merges and it shall be considered that there shall be an exercise during the entire time the Company is in liquidation and must coincide the latter with what is set forth by applicable tax laws.

Article 6. The Company in the Iberdrola Group

1. The company is formed as the subholding company in Mexico, of the group of companies in which it is integrated.

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

2. For the purposes of these corporate bylaws, "Group" means Iberdrola, S.A. ("Iberdrola"), and all companies controlled, directly or indirectly, by it;
3. The corporate and governance structure of the Group is defined in the following bases:
 - a) Iberdrola is the listed and dominant holding company of the Group and has the functions related to the design of the Corporate Governance System, the establishment, supervision, and implementation of the Group's policies and strategies, the basic guidelines for its management and decisions on matters with strategic relevance at Group level.
 - b) Per its subholding condition, the Company is the subholding responsible for developing the function of strategic organization and coordination in Mexico in relation to the parent companies of the businesses that depend on it, disseminating, implementing and ensuring the monitoring of policies, General strategies and guidelines of the Group in Mexico, taking into account their characteristics and singularities.
 - c) The parent companies of the businesses, take care of their ordinary management and control, and its effective management.
4. All Group companies share the same corporate interest, as well as the same purpose, corporate values, and ethical principles.

Article 7. Corporate Interest

The Company understands as its corporate interest the common interest of all persons holding shares in an independent variable capital corporation, aimed at creating sustainable value through the development of the activities included in its corporate purpose, taking into consideration the others interest groups related to their business activity and institutional reality, in accordance with the *Purpose and Values of the Iberdrola Group*.

Article 8. Corporate Dividend

1. The Company conceives the social dividend as the creation of value in a sustainable way for all the stakeholders that are affected by the Group's activities, the impulse of the business communities in which the Company participates and leads, both from the point of economic view as from the perspective of business ethics, the promotion of equality and justice, the promotion of innovation and care of the environment, as well as through the generation of quality employment and leadership in the fight against climate change.

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

2. The corporate dividend measures the direct, indirect, and induced impacts of all the activities of the Company in the economic, social and environmental fields and, in particular, its contribution to the Sustainable Development Goals (SDGs) approved by the United Nations Organization.

3. Through its sustainable development strategy, the Company seeks to involve all its stakeholders in the corporate dividend generated through its activities, sharing with them the created value.

Article 9. Applicable Regulations and Corporate Governance System. *Corporate Purpose and Values*

1. The Company will be governed by the legal provisions that will apply to it, as well as by its Corporate Governance System.

2. The Corporate Governance System is the internal system of the Company, configured in accordance with current legislation, in the exercise of the corporate autonomy that it protects. It seeks to ensure normatively the best development of the social contract that links its shareholders and, in particular, of the corporate purpose and the interest and corporate dividend, as defined in the preceding articles.

3. The Corporate Governance System of the Company consists on a set of its own rules approved by the General Shareholders' Meeting or by the Board of Directors of the Company in the exercise of its functions; as well as by a series of standards approved in the first instance by the Board of Directors of Iberdrola S.A., in the exercise of its functions as a holding company, for the definition and design of the Group's policies and strategy, that are adopted by the Board of Directors of the Company.

4. Specifically, the Corporate Governance System of the Company is made up of these Corporate Bylaws, the Purpose and Values of the Iberdrola Group, the Code of Ethics, corporate policies, as well as other governance and compliance standards.

5. The Purpose and Values of the Iberdrola group reflects its reason to be, the ideological and axiological basis of its business project, which, due to its size and transcendence, is the reference center for broad interest groups and the economic and social environment in the that the entities that integrate it carry out their activities.

6. In addition, the Purpose and Values of the Iberdrola group inspire and materialize in corporate policies and the other rules of the Corporate Governance System, preside over the daily activity of all Group entities and guide their strategy and all their actions.

7. It is the responsibility of the Shareholders' Meeting and the Board of Directors of the

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

Company, in their respective fields of competence, to develop, apply and interpret the rules that are part of the Corporate Governance System to ensure at all times the fulfillment of their purposes and, in particular, the achievement of corporate interest.

8. The content of the regulations governing the Corporate Governance System, in its full or summarized version, can be found on the corporate website of the Company.

Article 10. Relationships with groups of interest, corporate website, and social networking presence

1. The Company seeks to involve all stakeholders in its business project under a policy of relations with all of them based on two-way communication and the principles of transparency, active listening and equal treatment, which allows consideration all their legitimate interests and effectively disseminate information about the activities and businesses of the Company.

2. The corporate website of the Company, its presence in social networks, and, in general, its digital communication strategy, constitute channels of communication at the service of the aforementioned. Its ultimate purpose is to encourage the involvement of all stakeholders in the Company, strengthen their sense of belonging, strengthen the Iberdrola brand and promote the development of the Group's business and its digital transformation.

3. The corporate website and the presence of the Company in social networks aids the digital communication strategy of the Company.

4. The Company promotes the accessibility of its corporate website.

Title II. About Capital Stock

1st Section. About the capital structure

Article 11. Capital Stock

1. The capital stock of the Company is variable. The minimum fixed capital is the amount of \$ 50,000.00 (fifty thousand pesos 00/100, national currency), represented by 50,000 ordinary, nominative shares, class 1, fully subscribed and paid, no expression of nominal value. The variable part of the stock capital shall not be limited and shall be represented by ordinary, nominative shares of class 2, without expression of nominal value, and shall have the other characteristics determined by the General Shareholders' Meeting that

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

approves the issuance. The shares shall confer equal rights and obligations to their holders.

2. The provisional certificates or the definitive titles of the shares may cover one or more shares and shall be signed by the Chairman of the Board of Directors and by another member of the Board of Directors, whose signatures may be printed in facsimile, in the terms provided by Section VIII of Article 125 of the General Law of Commercial Companies. These certificates or titles must satisfy all other requirements established by article 125 of the General Law of Commercial Companies; they may carry numbered nominative coupons to cover the payment of dividends, and they shall contain in an obvious way the content of the article herein.

3. Ownership of the shares by the shareholders implies absolute compliance with the corporate bylaws and the submission to the decisions of the governing and administrative bodies of the Company adopted within their powers and in due form.

Article 12. Share Logbook

For the purposes of the provisions of article 129 of the General Law of Commercial Companies, the Company shall keep, either directly or through third parties, a share logbook in which all subscription operations, representative of the capital stock, with the expression of the identity of the previous subscriber and holder, and the identity of the assignee or acquirer.

2nd Section. Capital stock variations

Article 13. Capital increase

1. The capital stock of the Company may be increased by agreement of the ordinary or extraordinary General Shareholders' Meeting, as the case may be, pursuant to the rules contained herein.

2. The increases in the minimum fixed capital of the Company may only be made by resolution of the extraordinary General Shareholders' Meeting and shall require the consequent modification of the Bylaws.

3. Increases in the variable part of the capital of the Company may be made by resolution of the ordinary General Shareholders' Meeting.

4. No increase may be decreed before the previously issued shares are paid in full.

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

5. Upon taking the respective agreements, the General Shareholders' Meeting decreeing the increase, or any subsequent General Shareholders' Meeting or session of the Board of Directors or any member of the Board of Directors shall determine the terms and bases on which said increase should be carried out.

6. The shares that are issued to represent the variable part of the capital stock may be deposited in the treasury of the Company to be delivered to the extent that its subscription is made, per what is agreed by the General Shareholders' Meeting that decrees its issuance, giving, in any case, to the shareholders of the Company the preference referred to in this article.

7. Capital increases may be made by capitalization or by payment in cash or in-kind.

8. In the increases, due to capitalization, all the shares shall be entitled to the corresponding proportional part.

9. In the increases for payment in cash or in-kind, shareholders holding existing shares at the time the increase is determined shall have preference to subscribe the new shares issued, in proportion to the number of shares held at the time of the increase during a term not less than fifteen days established for this purpose by the General Shareholders' Meeting that decrees the increase computed from the date of publication of the corresponding notice in the official newspaper of the registered office or in one of the newspapers with the highest circulation in the registered office or calculated from the date of the General Shareholders' Meeting, in the event that all the shares in which the capital stock is divided have been represented therein.

10. In the event that, after the expiration of the period during which the shareholders must exercise the preferences granted to them in this article, there are still no shares subscribed, these must be offered for subscription and payment, under the conditions and deadlines set by the General Shareholders' Meeting that the capital increase has decreed, or in the terms established by the Board of Directors, or any member of the Board of Directors.

Article 14. Capital decrease

1. The decreases in the fixed part of the capital stock shall be made by resolution of the extraordinary General Shareholders' Meeting and the consequent amendment of the corporate bylaws, complying in its case with what is ordered by article 9 of the General Law of Commercial Companies.

2. Decreases in the variable part of the capital may be made by resolution of the ordinary General Shareholders' Meeting pursuant to the rules hereinunder, unless the General

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

Shareholders' Meeting resolves otherwise, in case of having the vote of all shareholders:

- a) The shares to be amortized shall be determined by a draw before a notary or public broker.
- b) Shareholders may exercise their right of withdrawal under the terms and deadlines established in article 220 of the General Law of Commercial Companies unless the shareholders agree that the withdrawal operates with effect on the date thereof.

Article 15. Capital increase and decrease logbook

Any increase or decrease in capital stock shall be recorded in the capital variations logbook that the Company shall keep for this purpose.

TITLE III. THE GENERAL SHAREHOLDERS' MEETING

Article 16. Kinds of General Shareholders' Meetings

1. The General Shareholders' Meeting may be extraordinary or ordinary.
2. The Extraordinary General Shareholders' Meeting shall be those convened to deal with any of the matters indicated in article 182 of the General Law of Commercial Companies. All other General Shareholders' Meetings shall be ordinary.

Article 17. Call of the General Shareholders' Meeting

1. The call of the General Shareholders' Meeting must be carried out by the Board of Directors or by the statutory auditor, in the cases that they deem appropriate or in the cases that must be done per the applicable provisions of the General Law of Commercial Companies.
2. In any case, shareholders holding at least 33% of the subscribed and paid capital stock may request in writing at any time that the Board of Directors or the statutory auditor call for a General Shareholders' Meeting to discuss the matters specified in your request.
3. If the call was not made within three days from the date of the request, a civil or district judge of the address of the Company shall make it at the request of the interested parties representing the aforementioned 33% of the capital, who must show their share titles for that purpose.

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

Article 18. Form of Call

1. The meetings shall be convened by the board of directors or by the sole administrator, as the case may be and, in the absence thereof, by the statutory auditor or the judicial authority, by publishing a notice in the electronic system established by the Ministry of Economy, with an anticipation not less than three (3) days from the date indicated for its celebration, being mandatory for them to contain the agenda and be signed by whoever makes them. The calls shall contain the agenda and must be signed by the person or persons who make them. If they were made by the Board of Directors, the signature of the secretary or the pro-secretary of said body, or the delegate designated by the Board of Directors from among its members, shall suffice. The General Shareholders' Meetings may be held without prior notice in the event that all of the shares representing the capital stock were represented at the time of the vote.

2. If in a General Shareholders' Meeting, regardless of whether it is ordinary or extraordinary, all shareholders are assembled, said General Shareholders' Meetings may unanimously vote on matters of any nature and even those not included in the agenda.

Article 19. Accreditation of the Shareholder Condition

Shareholders who are registered in the register of shares held by the Company as owners of one or more shares thereof, three days before the date set for the celebration of the General Shareholders' Meeting or that accredit their quality of shareholders by any other legal means.

Article 20. Representation at the General Shareholders' Meeting

1. The shareholders may be represented at the General Shareholders' Meetings by the person or persons they designate by power of attorney signed before two witnesses.

2. The members of the Board of Directors and the statutory auditors may not represent shareholders in the General Shareholders' Meetings.

Article 21. Minutes of the General Shareholders' Meeting

The minutes of the General Shareholders' Meeting shall be recorded in the respective minutes' logbook and shall be signed by the chairman and secretary of the General Shareholders' Meeting, as well as by the statutory auditors attending.

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

Article 22. Chair of the General Shareholders' Meeting

1. The General Shareholders' Meeting shall be chaired by the Chairman of the Board of Directors; in the absence thereof, by the assistant chairman if there is one. In the absence of both, the General Shareholders' Meeting shall be chaired by the person designated by the shareholders present by majority vote. The secretary of the Board of Directors shall act as secretary in the General Shareholders' Meeting, and in their absence, the position shall be held by the secretary; in the absence of both, the position shall be held by the persons designated by the shareholders present, by majority vote.

2. The chairman of the General Shareholders' Meeting shall comply with the agreements of the General Shareholders' Meetings without the need for any special resolution.

Article 23. Discussion points of the General Shareholders' Meeting

1. The ordinary General Shareholders' Meeting shall be held at least once a year, within four months following the closing of each fiscal year. In addition to the matters specified in the agenda, they must:

a) Discuss, approve or modify and resolve what is relevant, concerning the report of the Board of Directors, on the financial situation of the Company and other accounting documents, including the statutory auditor's report, under the terms of article 172 of the General Law of Commercial Companies.

b) Appoint the members of the Board of Directors and the statutory auditor of the Company, and determine their remuneration, which shall be charged to administrative expenses.

c) Decide on the application of profits, if applicable.

2. The extraordinary General Shareholders' Meeting shall meet whenever one of the matters within its competence should be addressed.

Article 24. General Shareholders' Meeting Quorum

1. For an ordinary General Shareholders' Meeting to be considered legally assembled by virtue of the first call, at least 51% of the shares representing the capital stock must be represented, and their resolutions shall be valid when they are taken by a majority vote of the actions represented in it.

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

2. In the case of a second call, the ordinary General Shareholders' Meeting may be validly held whatever the number of shares represented, and their resolutions shall be valid when they are taken by a majority vote of the shares represented therein.

3. In order for an extraordinary General Shareholders' Meeting to be considered legally assembled by virtue of the first call, at least 75% of the shares representing the capital stock must be represented, and their resolutions shall be valid when taken by the favorable vote of at least 50% of the shares representing the capital stock.

4. In the case of a second or subsequent call, the extraordinary General Shareholders' Meeting may be held validly if at least 50% of the shares representing the capital stock are represented, and their resolutions shall be valid if they are adopted by the favorable vote of shares that they represent at least 50% of the capital stock.

Article 25. Resolutions outside the General Shareholders' Meeting

Under article 178 of the General Law of Mercantile Societies, the resolutions taken by shareholders outside a General Shareholders' Meeting shall have the same validity as those adopted by a General Shareholders' Meeting, provided that such resolutions are adopted by the all shareholders entitled to vote and be ratified in writing.

TITLE IV. MANAGEMENT OF THE COMPANY

1st Section. General Provisions

Article 26. Governance and Management of the Company

The Board of Directors shall be in charge of the management of the company.

Article 27. Fidelity on Corporate interest

1. The members of the Board of Directors shall develop their functions and competences with the unity of purpose, independence of criteria, and fidelity to the corporate interest.

2. In accordance with the corporate interest, the Board of Directors shall establish the appropriate framework for relations with the other Iberdrola Group companies in which the Company is integrated, acting within the legal limits and always preserving autonomy in ordinary and effective management of the Company, without prejudice to collaborating in a general strategy in order to obtain the maximum possible benefits in the best interests both of the Company and of the other companies integrated in the Group, pursuant to the provisions, in particular, in the corporate bylaws herein, in the *Purpose and Values of the Iberdrola Group*, and in the corporate policies related to corporate governance and regulatory compliance, to the risks and social responsibility integrated in the Corporate

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

Governance System where the functions of ordinary and effective management are duly distinguished on the one hand and, on the other, those of oversight and control.

3. The Board of Directors shall ensure that in relations with other stakeholders, the Company respects laws and regulations, fulfills its obligations and agreements in good faith, respects the uses and good practices of the sectors and territories in which it operates and observes those additional principles of social responsibility that it would have voluntarily accepted.

2nd Section. About the Board of Directors

Article 28. Faculties of the Board of Directors

1. The Board of Directors is competent to adopt agreements on all kinds of matters that are not attributed by law or by the *Corporate Bylaws* to the General Shareholders' Meeting.

2. In this sense, the Board of Directors shall be responsible for disseminating, implementing and ensuring the follow-up of the Group's general policies, strategies, and guidelines in the parent companies affiliated through the Company and in the other direct or indirectly affiliated companies by the Company, facilitating the coordination of these companies, all without prejudice to the autonomy of decision of each of them and the requirements imposed on its administrators by law and those derived from the corporate governance System, in the interest of all the companies integrated with the Group.

3. Without prejudice to the non-delegable faculties provided in the law and in the internal regulations of the Company, the Board of Directors, as a general rule, shall entrust the management and ordinary management of the Company to the Managing Director and members of the management, mainly focusing its activity in the general function of supervision and in the consideration of those matters of particular importance to the Company.

4. In particular, in addition to those conferred by law, the Board of Directors shall have the following powers, by way of example and without limitation:

a) Call for the General Shareholders' Meeting in all cases provided by the corporate bylaws herein or when as deemed appropriate, set the date and time of its celebration, and execute its resolutions.

b) Approve and modify its *Regulation of the Board of Directors*.

c) Confer general or special powers and delegate any of its powers except those whose exercise corresponds exclusively to the Board of Directors, by the provision of the law or the corporate bylaws herein, always reserving its exercise, as well as to revoke the powers granted.

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

d) Establish branches and agencies of the Company in any part of the Mexican Republic or abroad.

e) Appoint the directors who must perform executive functions and terminate them, setting the corresponding remuneration for their executive functions and the other conditions that their agreements must respect, under the provisions of the law.

f) Agree on the appointment and termination of the Company's management team, as well as fix their possible compensation, settlement, in the case of termination, under the applicable legal provisions. For these purposes, those who have a direct dependency of the Board of Directors and, in any case, the Director of the Internal Audit Area and the Director of Compliance of the Company shall be considered the management team.

g) Authorize the proposals for the appointment and termination of the directors of the companies directly or indirectly invested by the Company.

h) Resolve on the proposals submitted by the Delegated Executive Committee or the Managing Director, if any, or the committees of the Board of Directors that it has decided to create.

i) Determine the direction in which the votes corresponding to the shares owned by the Company should be cast, in both the ordinary and extraordinary General Shareholders' Meetings of the Company in which they hold the majority of the shares.

j) Carry out all the acts authorized through the corporate bylaws herein or arisen from them.

5. The Board of Directors shall also be responsible, within the scope of its powers related to the general oversight function, of the issues hereunder:

a) Oversight the effective functioning of the Audit and Compliance Committee and of the other commissions that, if applicable, would have been constituted, and the performance of the delegated bodies and members of the senior management that they had appointed.

b) Formulate the strategy and general policy lines of the Company, prepare the programs and set objectives for the performance of all activities included in the corporate purpose, all without prejudice to the general strategy of the Group established by Iberdrola as the parent company of said Group, for the benefit of both the Company and the other companies incorporated therein.

c) Promote and supervise the management of the Company, as well as the fulfillment of the established objectives.

d) Identify, taking into account the *Group's general risk control and management policy*, the main risks of the Company and organize the appropriate internal control and information systems, as well as carry out periodic monitoring of said systems.

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

6. Furthermore, the Board of Directors shall have attributed the following powers:

a) General power for administrative acts under the provisions of the second paragraph of article 2,554 of the Civil Code for Mexico City, (Distrito Federal), and its correlatives of the Civil Codes of the States of the Republic.

b) General power for acts of ownership, under the provisions of the third paragraph of article 2,554 of the Civil Code Mexico, D.F., and its correlatives of the Civil Codes of the States of the Republic and those places in which it is intended to exercise power.

c) General power for lawsuits and collections, which is granted with all general and special powers that require a special clause in accordance with the law, without any limitation, under the provisions of articles 2,554, first paragraph, 2,582 and 2,587 of Civil Code Mexico, D.F. and its correlative articles of the Civil Codes of all the States of the Mexican Republic and of the Federal Civil Code. The Board of Directors shall, therefore, be empowered, in a declared but non-limiting manner, to enforce the obligations assumed in favor of the Company; file and withdraw any type of lawsuit even from injunction lawsuits under the terms of article 14 of the Injunction Law; compromise; submit to arbitration; articulate and absolve positions; transfer of assets; challenge judges; receive payments; and execute all acts expressly determined by law, which include representing the Company before judicial and administrative, criminal, civil or other authorities, with the power to file complaints and criminal proceedings, grant pardons, become part offended or coadjutant with the Public Ministry in criminal proceedings, before authorities and labor courts and before the Ministry of Foreign Affairs;

d) General power for lawsuits and collections and administrative acts in labor matters, with all the general powers and even with the special ones that according to the law require power or special clause, in the terms of the first and second paragraphs of article 2,554 and Article 2,587 of the Civil Code for Mexico City (Distrito Federal) and its correlative articles of the Civil Codes of all the States of the Mexican Republic and of the Federal Civil Code, to represent the principal before workers, either individually or collectively, and before the corresponding unions, and, in general, to represent the principal in labor disputes and carry out all the administrative acts of the principal in labor matters and represent it before the Conciliation and Arbitration Boards, both local and federal, and other labor authorities listed in article 123 of the Political Constitution of the United Mexican States, so that they appear to the hearings of conciliation, demand and exceptions, and /or offer an admission of evidence, and in each and every one of the instances, acts and proceedings of the labor procedures, being also authorized to enter into agreements and transactions, propose conciliatory arrangements, conclude, negotiate and sign settlement agreements, act as a representative as administrator in respect of all kinds of lawsuits and work procedures that are processed before any authority, and formalize and terminate employment agreements, on the intelligence that all these powers they are granted in an declared and non-limiting manner; consequently, it shall have the employer representation for the purposes of articles 11, 46 and 47 of the Federal Labor Law and also the legal representation of the principal, for the purpose of proving the personality and capacity in trial or outside it in the terms of Articles 692 and

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

693 of said law, may appear to articulate and acquit positions, in the terms of articles 786 and 787 of the aforementioned law, with the power to hear and receive notifications, appear with full representation to the audience to which refers to article 873 of the Federal Labor Law, in the terms of articles 875, 876, 877, 878, 879, 880 and other applicable articles of said law.

e) Power to issue, subscribe, cosign, endorse and in any other way negotiate all kinds of credit titles on behalf of the company, under the terms of article 9 of the General Law of Credit Securities and Operations and to designate persons empowered to perform such acts.

f) Power to open and cancel bank accounts in the name of the Company, as well as to make deposits and draw against them and designate persons who draw against said accounts.

7. In addition to the functions that correspond to it according to the law and other applicable provisions of the corporate bylaws herein, the Board of Directors must ensure, at all times, that all transactions between the Company and its subsidiaries, and the rest of the integrated companies in the Group, are necessarily carried out (i) at market prices or supported by valuations made by specialist external agents, and / or (ii) under conditions that observe and safeguard the corporate interest, taking into account all available and relevant information on the operation in question.

Article 29. Composition of the Board of Directors

1. The Board of Directors shall consist of a minimum of three directors and a maximum of ten, who shall be appointed by the General Shareholders' Meeting, subject to the legal and statutory requirements that may apply, having to meet at least one of them the category of independent director pursuant to the established in these *Corporate Bylaws*.

2. The determination of the number of directors within the minimum and maximum referred to in the previous section shall correspond to the General Shareholders' Meeting. Notwithstanding the foregoing, the Board of Directors must propose to the General Shareholders' Meeting the number of directors who, under the circumstances affecting the Company and taking into account the maximum and minimum set forth in the previous section, may be more suitable for the effective functioning of the organ.

3. The members of the Board of Directors:

a) They may or may not be shareholders of the Company.

b) They shall occupy their position for one year; however, they shall continue in the performance of their duties, even when the term for which they had been appointed has

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

ended, until new appointments are made and the persons appointed as new directors take up their positions.

c) They may be re-elected or revoked at any time.

4. In particular, the administrators may be removed from their positions at any time by the General Shareholders' Meeting and must formalize their resignation when they incur in any event in case of incompatibility or prohibition for the performance of the position of administrator provided by law.

Article 30. Types of Directors

1. The qualification of the candidates to be members of the Board of Directors shall correspond to the General Shareholders' Meeting, in accordance with the following types of directors:

a) Executive directors, that is, those who perform management functions in the Company, whatever legal relationship they maintain.

b) Proprietary directors, that is, those that represent Iberdrola and do not have the status of executive director.

c) Independent directors, that is, those who, appointed in accordance with their personal and professional conditions, may perform their duties without being conditioned by relations with the Company, with any other company of the Group or with the directors, significant shareholders or members of the address of those.

d) Other directors, that is, those who, without performing management functions in the Company or representing Iberdrola, cannot, however, qualify as independent under any circumstance.

2. The appointment of independent directors by the General Shareholders' Meeting will be made upon the proposal of the Commission of Appointments and Compensations of Iberdrola having taken into account their personal and professional conditions, and in particular, their experience in connection with the corporate purpose, their relation to the geographic areas in which the Company develops its activities and their autonomous criteria to address the corporate interest.

3. The director's qualification shall not affect the autonomy with which they shall have to exercise the functions of their office and therefore their duties of diligence and loyalty to the Company.

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

Article 31. Positions on the Board of Directors

1. In the absence of appointment by the General Shareholders' Meeting, the Board of Directors, in its first session immediately after the General Shareholders' Meeting that has appointed it, shall appoint the chairman from among its members and may appoint one or more assistants chairman. The Board of Directors may also designate the secretary and prosecutor, who may or may not be members of the Board of Directors, and shall also designate the persons who occupy the other positions created for the best performance of their duties.

2. Copies or records of the minutes of the meetings of the Board of Directors and the General Shareholders' Meeting, as well as of the entries contained in the books and non-accounting social records and, in general, of any document in the Company's archive, shall be authorized by the secretary, by the prosecutor or by any member of the Board of Directors.

Article 32. Call of the Board of Directors

1. The Board of Directors shall meet as often as it deems fit, and at least once a quarter. The calendar of ordinary sessions shall be set by the Board of Directors itself before the beginning of each fiscal year and may be modified by agreement of the Board of Directors itself.

2. The call of the meetings of the Board of Directors shall be carried out by email or by any other means that allows it to be recorded and shall be authorized with the signature of the chairman, or that of the secretary or pro-secretary, by order of the chairman. The call shall be made in advance for the directors to receive it no later than the third day before the date of the session. The call shall always include the agenda of the session and shall be accompanied, where appropriate, by the information deemed necessary.

3. Notwithstanding the foregoing, the Board of Directors shall be deemed validly constituted without the need for a call if the directors or, where appropriate, their alternates, unanimously accept the holding of the session as universal and the agenda items to be discussed.

Article 33. Place of meeting for the sessions of the Board of Directors

1. The sessions shall be held at the registered office or place, within Mexico or abroad, as indicated in the call.

2. The Board of Directors may also be held in several places connected by teleconference,

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

videoconferencing or telepresence systems, or any others that allow the recognition and identification of the attendees, the permanent communication between the participants regardless of where they are, as well as the intervention and vote casting, all in real-time. Attendees, whatever the place they are in, shall be considered, for all purposes related to the Board of Directors, as attendees to the same and only session. The session shall be deemed held where the majority of the directors are and, equal to the number, where the director presiding over the session is located.

Article 34. Constitution and Adoption of Agreements

1. In order for the meetings of the Board of Directors to be valid, the attendance of the majority of the members shall be required, and their resolutions shall be valid when taken by a majority of the members present. In case of a tie, the Chairman of the Board of Directors shall have a casting vote.

2. All the directors may issue their vote and confer their representation in favor of another director. The representation shall be granted as a special category by the corresponding Board of Directors, and may be communicated by any means that allows its delivery.

3. In addition to the secretary of the Board of Directors, any delegate specially appointed for this purpose shall be entitled to appear before a notary public to fully or partially legalize the agreements, if necessary.

4. The resolutions of the Board of Directors may, however, be adopted without the need to hold a session, by unanimous written consent of all its members. The resolutions thus adopted shall have the same legal value and effects as the other resolutions adopted during sessions of the Board of Directors. The unanimous resolutions adopted outside the session of the Board of Directors shall be transcribed in the corresponding minutes' logbook and the respective record may be signed by the chairman or by the secretary of the Board of Directors, or may even be kept in separate files under the responsibility of the secretary of the Board of Directors.

Article 35. Chair of the sessions of the Board of Directors

1. The chairman, or in the absence thereof, the assistant chairman of the Board of Directors, shall preside over the sessions of the Board of Directors, and shall fulfill their agreements without the need for any special resolution. In the event that the assistant chairman does not exist or is not present, they shall perform the duties indicated by the senior director in the position; and, in the case of equal seniority in the position, the oldest one shall do so.

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

2. The session chairman shall organize the debate by promoting the participation of all the directors in the deliberations of the body.
3. The chairman may invite all those who can contribute to improving the information of the directors to the meetings of the Board of Directors or certain items on the agenda.

Article 36. Minutes of the sessions of the Board of Directors

The minutes of each session of the Board of Directors shall be recorded in a specially authorized logbook and shall be signed by the chairman and the secretary or by those who in the absence of these perform their duties.

3rd Section. Committees of the Board of Directors

Article 37. Managing Director

1. The Board of Directors, at the proposal of the chairman, and with the favorable vote of two-thirds of the directors, may appoint, among the directors, a Managing Director, with the powers it deems appropriate and are delegable pursuant to the corporate bylaws herein and the legal provisions.
2. The position of Managing Director may also be held by the Chairman of the Board of Directors.

It shall be up to the Managing Director, if appointed, to promote the concrete application of corporate policies and basic management guidelines at the country level, to represent the Company before national institutions, as well as to perform those other functions determined by the Board of Directors, always acting under its oversight.

Article 38. Audit and Compliance Commission

1. The Board of Directors shall permanently establish a Committee that shall be called the Audit and Compliance Committee, which shall consist of three directors, appointed by the Board of Directors, of which at least one of them shall be an independent director. Said Commission shall have a chairman and a secretary, who shall be appointed by the members of said Commission and may or may not be a member of the Board of Directors.
2. The directors that are members of the Audit and Compliance Committee shall hold their position while their appointment as directors of the Company remains in effect unless the Board of Directors agrees otherwise. The renewal, re-election, and termination

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

of the directors that are members of the Committee shall be governed by the agreement of the Board of Directors.

3. The Company shall have a Compliance Directorate, which is configured as an independent internal area, linked to the Audit and Compliance Committee, with powers in the field of regulatory compliance and the prevention and correction of illegal or fraudulent behavior.

4. The Audit and Compliance Committee shall be competent, in any case of:

a) Overseeing the internal audit of the Company, which shall functionally depend on the chairman of the Audit and Compliance Committee and hierarchically on the chairman of the Board of Directors. The Commission shall ensure the independence and effectiveness of the internal audit, approve the orientation and action plans of the latter, propose to the Board of Directors the appointment or termination of its director or manager and evaluate its performance and validate its annual objectives before submitting them for the approval of the Board of Directors.

b) Overseeing the process of preparation and presentation of regulated financial information, evaluating any proposal on changes in accounting practices and policies and internal control systems associated with the relevant risks of the Company, so that the main risks are identified, manage and publicize properly.

c) Analyzing, together with the account auditors, the significant weaknesses of the internal control system detected in the development of the audit, all without breaking its independence. For such purposes, where appropriate, may submit recommendations or proposals to the Board of Directors and the corresponding period for follow-up.

d) Establishing the appropriate relationships with the account auditors to receive information on those issues that may jeopardize their independence, for consideration by the Audit and Compliance Committee, and any others related to the account audit process, as well as those other communications provided for in the accounts audit legislation and in the other auditing standards. In any case, it must receive annually from the account auditors written confirmation of their independence from the Company or entities linked to it directly or indirectly, as well as the information of the additional services of any kind provided to these entities by the aforementioned accounting auditors, or by the persons or entities linked to them under the provisions of the legislation on audit of accounts.

e) Issuing annually, prior to the account audit report, a report expressing an opinion on the independence of the account auditors. This report must, in any case, rule on the provision of additional services referred to in the previous section.

f) Receiving information from the Compliance Directorate concerning any relevant issue related to regulatory compliance and the prevention and correction of illegal or fraudulent behavior.

g) Reviewing, through the Compliance Directorate, the internal policies and procedures

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

of the Company to verify its effectiveness in preventing inappropriate behaviors and identify possible policies or procedures that are more effective in promoting the highest ethical standards, for its elevation to the Board of Directors. In particular, it shall inform the Board of Directors about the proposed modifications to the Regulations of the Company's Compliance Directorate.

h) Reviewing and ratifying the annual operating budget of the Compliance Directorate, for its elevation to the Board of Directors, and supervise that the Compliance Directorate has the necessary material and human resources for the fulfillment of its functions, ensuring its independence and effectiveness, evaluate its performance and validate the objectives of the Director of Compliance prior to his elevation to the Board of Directors.

i) Approving the annual activity plan of the Compliance Directorate.

j) Reporting on the proposals for the appointment of the director of the Compliance Directorate, thus, evaluating their performance and validating their annual objectives prior to being submitted to the Board of Directors.

k) Those others that, as the case may be, attributed by the Board of Directors.

5. The Audit and Compliance Committee of the Company, as well as the Internal Audit Area and the Compliance Directorate, shall exercise their functions with full autonomy without prejudice to the establishment of an adequate framework for information and collaboration on the development of their functions with the Audit and Risk Supervision Commission, the Sustainable Development Commission, the Internal Audit Area and the Iberdrola Compliance Unit.

6. For the purposes of the operation of the Commission, it shall meet, in the opinion of its chairman, as many times as necessary for the fulfillment of its tasks or when requested, at least, half of its members. It shall be validly constituted when half, plus one of its members attend, present or represent them, adopting its agreements by a majority of its members present or represented. In case of a tie, the chairman shall have a casting vote.

7. The Audit and Compliance Committee shall submit to the Board of Directors for approval a report of its activities throughout the previous year, which shall be subsequently made available to the shareholders of the Company.

8. The organization and operation of the Audit and Compliance Committee shall also be governed by the provisions the article herein, by the provisions set forth in the *Regulation of the Board of Directors* and the *Regulation of the Audit and Compliance Committee*.

Article 39. Other Committees of the Board of Directors

The Board of Directors may create, in addition, other internal committees or commissions with consulting, advising and reporting functions that the Board deems necessary.

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

4th Section. About the bylaws of the director

Article 40. Compensation

1. The General Shareholders' Meeting will assign a fixed remuneration to some or all of the directors depending on their circumstances and the functions or positions they have been assigned. The premiums corresponding to the liability and life insurance that the Company contracts for the benefit of the directors will be part of this fixed remuneration.
2. Likewise, depending on their circumstances, all or some of the directors will be entitled to receive remuneration for the attendance of meetings of the Board of Directors or of the committees of which they are a part, subject to the prior agreement of the General Shareholders' Meeting.
3. The aforementioned amounts fixed by the General Shareholders' Meeting shall remain in the meantime not modified by a new decision of the General Shareholders' Meeting.
4. Directors who perform executive functions will only be paid for these functions, under the provisions of section 5 of the article herein.
5. The rights and duties of all kinds derived from membership of the Board of Directors shall be compatible with any other rights, obligations and compensation that may correspond to the director for those other labor or professional relationships that, where appropriate, perform in the Company, as permitted by the applicable legal provisions, at all times respecting the principles of impartiality and independence necessary for the performance of the position of Director.

Article 41. General obligations of the director

1. In the performance of their duties, the directors will act in good faith and with the diligence of an orderly businessman and a loyal representative and must comply with the duties imposed by law, the corporate governance System, taking into account the nature of their position and the functions of each of them.
2. Likewise, each of the directors shall be obliged, in particular, to:
 - a) Properly prepare the meetings of the Board of Directors and, where appropriate, of the committees to which it belongs, and should be diligently informed about the progress of the Company and the matters to be discussed in said meetings.
 - b) Attend the meetings of the Board of Directors and of the committees and commissions

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

of which it is a member and actively participate in the deliberations so that their criteria effectively contribute to decision-making. In the event that, for justified cause, you cannot attend the sessions to which you have been summoned, you must report this situation to the alternate director.

c) Perform any specific task entrusted to it by the Board of Directors or its chairman, and that is reasonably included in its commitment to dedication.

d) Investigate and transfer to the Board of Directors any irregularities in the management of the Company of which it has been able to hear and monitor any risk situation.

e) Propose the convening of an extraordinary meeting of the Board of Directors or the inclusion of new matters on the agenda of the first meeting to be held, to deliberate on the points deemed appropriate.

f) Oppose the agreements in violation of the law, the corporate bylaws or the corporate interest, request the record in the minutes of their opposition and promote the challenge or annulment, where appropriate, of such agreements.

g) When deliberating and voting on any operation in which the Board of Directors has an interest opposite to that of the Company, express it to the Board of Directors and refrain from participating in the deliberation and voting.

3. The obligations foreseen for the directors that, by their nature, apply to them, shall bestow on the secretary and, where appropriate, on the pro-secretary of the Board of Directors.

Article 42. Confidentiality Commitment

1. The director shall keep secret of the deliberations of the Board of Directors and of the commissions that are part of his case and, in general, shall refrain from disclosing the information, data, reports or background to which they have had access in the exercise of their charge, as well as to use them for their benefit or that of any other third party, without prejudice to the obligations of transparency and information imposed by the applicable legislation.

2. The obligation of confidentiality of the administrator shall subsist even when they have ceased office, except in cases where the law permits or requires it.

3. The aforementioned duty shall not prevent the normal flows of information between the Company and the other companies integrated in the Iberdrola Group within the

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

framework of coordination within the general strategy of the Iberdrola Group in the interest of all the companies that comprise it, without prejudice to the obligations arising from the very nature of societies that develop regulated activities.

Article 43. Non-compete Commitment

1. The director may not be an administrator or manager or provide services to another company that has a corporate purpose totally or partially analogous to that of the Company or that is its competitor. The functions and charges that may be performed (i) in companies of the Iberdrola Group, (ii) in companies in which they act on behalf of the interests of the Iberdrola Group, (iii) in companies in which any company participates are safe of the Iberdrola Group and does not act on behalf of the interests of the Iberdrola Group, unless the Board of Directors understands that the corporate interest is put at risk and (iv) in those other cases in which the General Shareholders' Meeting, or the Board of Directors, dispense with the previous restriction for understanding that the corporate interest is not put at risk.

2. The non-executive director who terminate their mandate or for any other reason ceases in the performance of their position, may not be an administrator, or member of the management, or provide services in another entity that has a corporate purpose totally or partially analogous to that of the Company or its competitor, for a period of two years, unless it is an entity integrated into the Group. The non-compete commitments of the executive directors shall be determined by their respective agreements. The Board of Directors, if deemed appropriate, may waive the outgoing director of this obligation or shorten the period of its duration.

Article 44. Conflicts of interest, transactions with directors and operations with Iberdrola or its group.

1. The directors must take the necessary measures to avoid incurring situations of conflict of interest pursuant to the provisions of the law.

2. The directors must notify the Board of Directors and, in the absence thereof, the General Meeting of Shareholders of any conflict situation, direct or indirect, that they may have in the interest of the Company.

3. In case of conflict, the affected administrator shall refrain from intervening with the operation to which the conflict refers.

4. The waiver of the prohibition of obtaining an advantage or remuneration of third parties or affecting a transaction whose value is greater than ten percent of the social assets must

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

necessarily be agreed by the General Shareholders' Meeting.

5. In other cases, the authorization may also be agreed by the Board of Directors provided that the independence of the members that grant it to the dispensed director is guaranteed. In addition, it shall be necessary to ensure the safety of the authorized operation for the social heritage or, where appropriate, its performance under market conditions and the transparency of the process.

6. In the case of transactions of the Company with the director or persons linked to it within the ordinary course of the Company's business and that are habitual or recurring, the generic authorization of the line of operations and its conditions of execution by the board of directors shall suffice.

7. The authorization of the Board of Directors (or, where appropriate, of the General Shareholders' Meeting) shall not be understood, however, in relation to those transactions that simultaneously meet the following three conditions: (i) that are carried out under agreements whose conditions are standardized and applied in mass to many customers; (ii) that they are made at prices or fees established in general by the person acting as the supplier of the good or service in question and (iii) that the amount does not exceed one percent of the Company's annual income, in accordance to the annual accounts of the last fiscal year closed on the date of the operation in question.

8. The Board of Directors, prior report of the Audit and Compliance Commission, shall approve and review annually the bases that, in the protection of the corporate interest, must respect the transactions carried out between the Company and its subsidiaries and the rest of the companies integrated with the Group.

Article 45. Use of corporate assets

1. The director may not make use of the assets of the Company or use their position therein to obtain a capital advantage unless they have satisfied an adequate consideration.

2. Exceptionally, the administrator may be exempted from the obligation to pay the consideration, but in that case, the capital advantage shall be considered indirect compensation and must be authorized by the Board of Directors, prior report of the Audit and Compliance Commission, or, in the absence thereof, by the General Shareholders' Meeting.

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

Article 46. Non-public Information

1. The use of non-public information of the Company by the director for private purposes shall only proceed if the following conditions are met:
2. That said information is not applied in connection with operations of acquisition or sale of securities or financial instruments to whose issuer the information is directly or indirectly referred to.
3. That does not give the administrator a situation of advantage over third parties, including suppliers and customers.
4. That its use does not cause any damage to the Company.
5. That the Company does not have an exclusive right or a legal position of analogous meaning on the information that it wishes to use.

Article 47. Business Opportunities

1. The director may not carry out, for their own benefit or those of related persons, a business opportunity of the Company, unless the investment or operation had been previously offered to the Company, that the latter had withdrawn from operating it without the influence of the director and that the use of the operation by the administrator be authorized by the Board of Directors or, in the absence thereof, by the General Shareholders' Meeting.
2. For the purposes of the previous section, business opportunity means any possibility of making an investment or commercial operation that has arisen or has been discovered in connection with the exercise of the position by the director, or through the use of means and information of the Company, or under circumstances such that it is reasonable to think that the offer of the third party was actually addressed to the Company.
3. Likewise, the director must refrain from using the name of the Company and invoking their status as an administrator of the Company for carrying out operations on their behalf or of related individuals.

Article 48. Information duties of the Administrator

1. The director must inform the Company of the direct or indirect participation that both them and their related individuals had in the capital of any company with the same, analogous or complementary type of activity to which the corporate purpose is

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

constituted, and the charges or functions that in the exercises, as well as the realization, on their own or another's behalf, of any kind of complementary activity to which the corporate object of the Company is constituted.

2. The director must also inform the Company:

a) Of all the positions that they perform and of the activity that they carry out in other companies or entities, except those integrated with the Iberdrola Group, as well as of their remaining professional obligations. In particular, the administrator must inform the Company before accepting any position of director or director in another company or entity (except for the positions they are called to hold in companies belonging to the Iberdrola Group or in other companies in which they act in representation of the interests of the Iberdrola Group).

b) Any significant change in their situation in their professional situation, which affects the character or condition in whose virtue they had been appointed a director.

c) Of the judicial, administrative or any other proceedings that are brought against the director and that, due to their importance or characteristics, could seriously affect the reputation of the Company. In particular, every director must inform the Company, through its chairman, in the event that it is prosecuted, or a proceeding shall be issued against them, to open a trial for any type of crime, at the federal or local order. In this case, the Board of Directors shall examine the case as soon as possible and shall adopt the decisions it deems most appropriate in the interests of the Company.

d) In general, of any event or situation that may be relevant for their performance as a director of the Company.

Article 49. Powers for information and inspection

1. The administrator is vested with the broadest powers to inform themselves about any aspect of the Company, to examine its books, records, documents, and other background of the corporate operations, as well as to inspect all its facilities and to communicate with the directors of the Company.

2. The exercise of the powers of information shall be previously channeled through its chairman, the secretary or the pro-secretary of the Board of Directors.

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

Article 50. Expert Advice

1. In order to be assisted in the exercise of its functions, any administrator may request the hiring, at the expense of the Company, of legal, accounting, technical, financial, commercial, or other expert advisors. The assignment must necessarily deal with specific problems of certain importance and complexity that arise in the performance of the position.

2. The request to contract shall be channeled through the chairman of the Board of Directors or the secretary, who may make it subject to the prior authorization of the Board of Directors, which may be denied when there are causes that justify it, including the following circumstances:

- a) That it is not necessary for the full performance of the functions entrusted to the directors.
- b) That its cost is not reasonable, given the importance of the problem and the assets and income of the Company.
- c) That the technical assistance that is collected can be adequately dispensed by experts and technicians of the Company.
- d) That it may pose a risk for the confidentiality of the information that should be provided to the expert.

Article 51. The exclusively internal efficiency of the provisions of voluntary adoption set forth in this title IV.

Except for those issues whose obligation derives directly from the applicable legislation, regardless of the obligation of the Company to comply with the rest of the voluntary adoption provisions set forth in Title IV, its lack of compliance, for any reason, shall not generate or grant in favor of third parties any right to challenge the existence, validity or effectiveness of resolutions, legal acts, agreements, arrangements, contracts or any other instrument that the Company executes through its Board of Directors, or any intermediate, delegated, mandatory body or proxy, and such corporate governance provisions shall not be considered as validity, existence or effectiveness requirements of intra-corporate acts or legal acts concluded by the Company.

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

TITLE V. OVERSIGHT OF THE COMPANY

Article 52. The statutory auditor

1. The oversight of the Company shall be entrusted to a statutory auditor, who may have their respective alternate if so, determined by the General Shareholders' Meeting.
2. The statutory auditors do not need to be shareholders of the Company; they may be re-elected and shall serve until the person designated to replace them takes office.
3. The statutory auditor shall have the attributions and obligations listed in article 166 of the General Law of Commercial Companies, as well as all those delegated to it by the General Shareholders' Meeting.

TITLE VI. ABOUT FINANCIAL INFORMATION

Article 53. Financial information

Within three months following the closing of each fiscal year, the Board of Directors shall prepare a report that, at least, includes the following financial information:

- a) A report on the progress of the Company during the year, as well as on the policies followed by the Company's administrators and, where appropriate, on the main existing projects.
- b) A report stating and explaining the main accounting and information policies and criteria followed in the preparation of financial information.
- c) A statement showing the financial situation of the Company at the closing date of the fiscal year.
- d) A statement that shows, duly explained and classified, the results of the Company during the year.
- e) A statement showing the changes in the financial situation during the year.

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

f) A statement showing the changes in the items that make up the social assets that occurred during the year.

g) The notes that are necessary to complete or clarify the information are provided in the previous statements.

Article 54. Provision of Financial Information

The financial information referred to in the previous article, including the statutory auditor's report, referred to in article 172 of the General Law of Commercial Companies, must be completed and made available to the shareholders, together with the supporting documentation, at least thirty days before the General Shareholders' Meeting to discuss them. Shareholders shall have the right to be given a copy of said financial information.

Article 55. Publication of Financial Statements

Within fifteen days following the date on which the General Shareholders' Meeting has approved the financial information referred to in article 172 of the General Law of Commercial Companies, the financial statements included in said financial information must be published, together with their notes and the opinion of the statutory auditor, in the official newspaper where the Company has its address.

TITLE VII. ABOUT EARNINGS AND LOSSES

Article 56. Net Profit Application

The net profits of each fiscal year, after deducting the amounts corresponding to (i) income tax for the year; (ii) where appropriate, distribution of profits to the Company's personnel and (iii) where appropriate, amortization of losses from previous years, shall be distributed as follows:

a) Five percent to establish and reconstitute the legal reserve fund, until it is equal, at least, to twenty percent of the capital stock.

b) If the General Shareholders' Meeting so determines, it may establish, increase, modify or suppress the reserves of capital that it deems appropriate and establish pension and reinvestment funds, as well as special reserve funds.

c) The remainder, if any, shall be applied in the manner determined by the ordinary General Shareholders' Meeting.

This document is a translation of a duly approved document, and is provided for information purposes only. In the event of any discrepancy between this translation and the original spanish-language document the original spanish-language document shall prevail.

TITLE VIII. DISSOLUTION AND LIQUIDATION

Article 57. Dissolution of the Company

The Company shall be dissolved in any of the cases specified in article 229 of the General Law of Commercial Companies.

Article 58. Appointment of Liquidators

Once the Company is dissolved, it shall be liquidated. The liquidation shall be entrusted to one or more liquidators appointed by the extraordinary General Shareholders' Meeting. If the General Shareholders' Meeting does not make such an appointment, a civil or district judge of the address of the Company shall do so at the request of any shareholder.

Article 59. Process of Liquidation

The liquidation shall be performed following the resolutions that the shareholders take when they are agreed or when the Company is dissolved. In the absence of special resolutions from the General Shareholders' Meeting, the liquidation shall be carried out following the provisions of the respective chapter of the General Law of Commercial Companies; unless otherwise agreed by the General Shareholders' Meeting, the liquidators shall have the powers granted by law.

TITLE IX. INTERPRETATION, COMPLIANCE, AND ENFORCEMENT

Article 60. Interpretation, compliance, and enforcement

The interpretation, compliance, and enforcement of these *Corporate Bylaws* are subject to the applicable laws of the United Mexican States.
