

[Translation for reference purposes only]

**REGULATION OF THE
AUDIT AND COMPLIANCE
COMMISSION OF
IBERDROLA MÉXICO,
S.A. DE C.V.**

[Translation for reference purposes only]

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REGULATION OF THE AUDIT AND COMPLIANCE COMMISSION OF IBERDROLA MÉXICO, S.A. DE C.V.

TITLE I. NATURE, OBJECT, APPROVAL OF THE REGULATION

Article 1. Nature and Object

1. Under the provisions of the corporate *By-Laws* of Iberdrola México, S.A. de C.V. (the “Company”), the Board of Directors constitutes a committee that shall be called the Audit and Compliance Committee (the “Commission”), permanent internal body, of an informative and consultative nature, without executive functions, with powers of information, advice and proposal to the Board of Directors within its scope of action, which shall be governed by the rules contained in the corporate *By-Laws*, and in this *Regulation of the Audit and Compliance Committee* (the “Regulation”).

2. The purpose of this *Regulation* is to determine the principles of action and the internal operating regime of the Commission, considering the independency of the Commission.

In turn, considering that Iberdrola, S.A. (“**Iberdrola**”) is the parent listed company, as established by law, of the group to which the Company is part of (the “**Group**”), the purpose of this Regulation is to establish, as *subholding* of the Group, the framework of its relationship and exchange of information of the Commission with the other corresponding Commissions of Iberdrola (Audit and Risk Supervision Commission and a Sustainable Development Commission), and, if any, with the Commissions of the head of business companies owned by the Company, in order for them, and without affecting their independence, to properly perform their corresponding activities according to law, and the corresponding corporate governance regulations, always in compliance with the applicable laws.

Article 2. Approval, Modification, and Regulatory Hierarchy

1. This *Regulation* or any other amendment to it, must be approved by agreement of the Board of Directors of the Company, upon proposal of the chairman of the Board of Directors or the chairman of the Commission.

2. This *Regulation* develops and complements the regulations set forth in the corporate bylaws applicable to the Commission, which shall prevail in the event of a contradiction.

TITLE II. FUNCTIONS OF THE COMMISSION

Article 3. Functions

1. The Audit and Compliance Committee of the Company, as well as the Internal Audit Directorate and the Compliance Directorate, shall exercise their functions with full autonomy without prejudice to the establishment of an appropriate framework for collaboration and information exchange on the development of their functions with the audit committees that may exist in the companies of the Group depending directly or indirectly from the Company, as well as with the Audit and Risk Supervision Commission, with the Sustainable Development Commission, and, regarding the Internal Audit Direction, with the Compliance Direction, with the Internal Audit Area and with the Compliance Unit, respectively and according to the provisions of article 4 below.

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2. The Commission shall, in any case, have the following functions:

a) Concerning the Internal Audit Direction:

(i) Ensure the independence and effectiveness of the Internal Audit Direction of the Company, ensuring that it has sufficient resources and the appropriate professional qualification for the optimal performance of its functions and, likewise, the compliance with the *Basic Standard of internal audit* of Iberdrola Group, which shall ensure the necessary coordination and exchange of information for the proper compliance of the corresponding functions according to the applicable laws, effective from time to time.

(ii) Approve the orientation and annual plans of action of the Internal Audit Direction of the Company under the guidelines and general plans established by the Internal Audit Area of Iberdrola, ensuring that it exercises its powers proactively and so that its activity is focused on the relevant risks of the Company and its direct or indirect subsidiaries, as well as receiving periodic information from the Internal Audit Direction.

(iii) Propose the budget of the Internal Audit Direction of the Company, for approval by the Board of Directors.

(iv) Propose to the Board of Directors the appointment and termination of the head of internal auditing. For the elaboration of said proposal, the chairman of the Commission shall hold the pertinent consultations with the head of the Internal Audit Area of Iberdrola, informing the Commission thereof.

(v) Evaluate the functioning of the Internal Audit Directorate and the performance of its head. The Commission shall annually validate the objectives of the Internal Audit responsible prior to being submitted to the Board of Directors.

The evaluation shall be constructive and include an assessment of the degree of compliance with the objectives and the criteria set for the purpose of establishing the variable components of the remuneration of the Director of Internal Audit, in whose determination the Commission must also participate.

The conclusions of the evaluation carried out by the Commission shall be submitted to the Board of Directors to be taken into account when determining their remuneration. The person responsible for Internal Audit shall also be informed.

(vi) To supervise the activities of the Internal Audit Direction of the Company, which shall functionally depend on the chairman of the Committee and hierarchically on the chairman of the Board of Directors, and that shall prepare the necessary information about this matter for the sessions of the Commission, being its head present in the meetings of the Commissions, if deemed as convenient and according to the provisions of article 15.1 of this Regulation. Likewise, the Internal Audit Direction must inform the Commission of the incidents that occur in the development of its annual work plan, presenting at the end of each year a report of activities that shall also be served notice to the Director of the Iberdrola Internal Audit Area.

(vii) Verify, with the reports of the Internal Audit Direction, that the directors of the Company take into account the conclusions and recommendations of their reports. The Internal Audit Direction shall be the normal instance of communication between the Commission and the rest of the organization of the Company, notwithstanding the provisions of section b) (iv) below regarding risk

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management.

b) Concerning internal control and risk management systems:

(i) Know and review the internal control systems associated with the risks of the Company and its direct or indirect subsidiaries, ensuring their adaptation to the global processes and systems established by the Group.

(ii) Ensure, pursuant to the *General Risk Control and Management Policy* of the Group, in order to properly identify the main risks of the Company and its direct or indirect subsidiaries, managing and informing, and, based on the foregoing, to identify, at least: the different types of risk (operational, technological, financial, legal, environmental, social, reputational, etc.) including any emerging risks that the Company and its direct or indirect subsidiaries face, including financial or economic, contingent liabilities and other off-balance sheet risks; the establishment and revision of the map and of the levels of risk that the Company considers acceptable; the planned measures necessary to mitigate the impact of the identified risks, should they materialize; and the information and internal control systems that shall be used to control and manage the aforementioned risks, including contingent liabilities or off-balance sheet risks.

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

(iv) Supervise the performance, maintaining the corresponding relationships with the unit responsible for risk management of the Company. To this end, said unit shall be the ordinary channel of communication with the Commission and the other organizations of the Company concerning risk management, being also responsible for the preparation of the information required in the sessions held therein, with the assistance of the person in charge of the unit to the meetings of the Commission, if it is deemed appropriate and without prejudice, in any case, to what is set forth in article 15 hereunder.

(v) Promote, always within its powers, a culture in which risk is a factor that is taken into account in all decisions and at all levels in the Company.

(vi) Issue at least every six months, a report to the Board of Directors on internal control and risk management systems of the Company and its direct or indirect subsidiaries, which the chairman of the Commission shall subsequently make available to the chairman of the Audit and Risk Supervision Committee of Iberdrola in order to allow the latter commission to fulfill the functions entrusted to it in relation to the internal control and management systems of the main risks of the Group.

(vii) Inform the Board of Directors of the main litigations of Company and its direct or indirect subsidiaries, in order to identify the risks and contingent liabilities derived from any existing claims and proceedings.

c) Regarding the audit of accounts:

(i) Propose to the Board of Directors, regarding the auditor of accounts of the Company appointed by the General Shareholders' Meeting, the conditions for their engagement per the *Hiring Conditions Policy and relations with the Iberdrola Account Auditor*, acting at these purposes in the interest of the Company.

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(ii) Establish proper relationships with the account auditors in order to receive information of any matter that may pose a threat to their independence, their examination by the Board, and ensuring the absence of causes of prohibition or incompatibility.

(iii) Receive regular information from the account auditors, on any aspects that are foreseen in the accounts audit legislation and the technical auditing standards effective from time to time, establishing for these cases the adequate channels of information between the Internal Audit Direction of the Company and the Internal Audit Area of Iberdrola, having the Commission to report to the Board of Directors whenever required according to law or the corporate governance System of the Company.

In any case, the Commission shall receive annually from the account auditors written confirmation of their independence from the Company or entities directly or indirectly dependent on it, as well as detailed and individualized information of the additional services of any kind provided to these entities by the account auditors, or by the persons or entities linked to them pursuant to the provisions of the regulations governing accounts auditing.

(iv) Issue annually, prior to the account audit report, a report that shall express an opinion on whether the independence of the account auditors is compromised. This report shall include a reasoned assessment and must, in any case, rule on the provision of each and every one of the additional services referred to in preceding section (iii) above, individually considered and as a whole, other than the legal audit and concerning the independence regime or the regulatory standards for accounts auditing.

(v) Receive information about additional services for auditing accounts of any kind that the auditing firm of the Company will provide to the Company or its direct or indirect subsidiaries. The Commission shall prepare a report for the Board of Directors of the Company and shall make it available to the chairman of the Audit and Risk Supervision Committee of Iberdrola for the appropriate purposes.

(vi) Review the content of the accounts audit reports before issuance, in order to avoid qualifications and evaluate the results of each account audit, supervising the Company's management responses to its recommendations.

(vii) Serve as a communication channel between the Board of Directors and the account auditors, from whom the Commission shall regularly receive information on the audit plan and the results of its execution.

d) Regarding the process of preparing economic-financial information:

(i) Supervise the process of preparation and presentation, the clarity and integrity of the related economic-financial information related to the Company and its direct or indirect subsidiaries, receiving for that purpose the appropriate information of the audit commissions that may exist in the parent companies of the Company. The Committee must ensure that the intermediate financial information submitted to the Board of Directors of the Company is prepared using the same accounting criteria as the annual financial reports.

(ii) Evaluate any proposal regarding changes in accounting practices and policies within the Group's general accounting practices and policies and shall present recommendations or proposals to the Board of Directors, aimed at safeguarding the integrity of their application. This supervisory work of the Commission must be carried out continuously and, in a timely manner, at the request of the Board of Directors.

(iii) Prepare a report for the Board of Directors on annual accounts and quarterly and

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semi-annual financial information. Said report shall be made available to the chairman of the Audit and Risk Supervision Committee of Iberdrola to allow the latter to supervise the process of preparation and presentation of the economic-financial information related to the Iberdrola Group, as well as its integrity.

The financial information for the Consolidation must be informed by the Commission before being submitted for approval by the Board of Directors of the Company under the provisions of Iberdrola Group's *Financial Information Preparation Policy*.

(iv) Gather information on the identifying adjustments by the account auditor or resulting from the reviews made by the Internal Audit Area and the position of the management team on said adjustments.

(v) Monitor compliance with legal requirements and the correct application of national and international accounting and financial information principles and standards that are applicable regarding annual financial information.

(vi) Inform the Board of Directors about the bases that must be respected in the transactions made between the Company and its direct or indirect subsidiaries and the rest of the companies integrated with the Group, all for the sake of protecting the equity stake.

e) Concerning non-financial information:

(i) Supervising the drafting and submission process, clarity and integrity of non-financial information of the Company and of its direct or indirect subsidiaries.

f) Concerning compliance with legal and good governance requirements and with the prevention and correction of illegal or fraudulent conduct:

(i) Receive and analyze the resolutions issued by the Compliance Directorate concerning irregularities or acts in violation of the law or the rules of the Corporate Governance System that affect members of the Board of Directors and propose their termination or any other measure that may be deemed appropriate, taking into account the conclusions reached in the processing of the file.

(ii) Receive information from the Compliance Directorate about any relevant issue related to regulatory compliance and the prevention and correction of illegal or fraudulent behavior.

(iii) Receive information from the Compliance Directorate on matters regarding the effectiveness of the Company's Compliance System. In any event, the Commission shall issue its prior opinion on the report on the effectiveness of the compliance system of the Company and the parent companies of the businesses dependent on it and serve notice of it to the Board of Directors for its information.

(iv) Review, through the Compliance Directorate, the internal policies and procedures of the Company to verify its effectiveness in preventing inappropriate behaviors, such as the Company's Ethical Mailbox and the suppliers' Ethical Mailbox, and identify possible policies or procedures that are most effective in promoting the highest ethical standards, for their elevation to the Board of Directors.

(v) Review and validate the annual operating budget of the Compliance Directorate, prior to its elevation to the Board of Directors, and supervise that the Compliance Division has the necessary human and material resources to fulfill its functions, ensuring its independence and effectiveness.

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(vi) Evaluate the operation of the Compliance Directorate and the performance of its director. Each year the Commission shall validate the objectives of the Compliance Director prior to being submitted to the Board of Directors.

The conclusions of the evaluation carried out by the Commission shall be submitted to the Board of Directors to be taken into account when determining their remuneration. The Director of Compliance Audit shall also be informed thereof.

(vii) Approve the annual activity plan of the Compliance Directorate.

(viii) Inform the proposals for the appointment of the head of the Compliance Directorate.

(ix) Inform the Board of Directors about the proposed amendments to the *Regulation of the Company's Compliance Directorate*.

g) Regarding the assumptions of irregular or inappropriate conduct in the financial and accounting field.

(i) Supervise, in coordination with the mechanisms established by Iberdrola, the ways that allow the Company's professionals to communicate confidentially and, if deemed appropriate, anonymously, of any irregularities of potential significance, especially financial and accounting, that warn within the Company, respecting in any case the fundamental rights of the parties involved and the regulations on protection of personal data.

(ii) Ensure that precise investigations are carried out against third-party claims against the Company or irregular or anomalous conduct per the provisions of the preceding number.

h) In relation to special purpose entities or domiciled in tax paradises:

(i) Inform the Board of Directors, prior to the adoption by the latter of the corresponding decisions, about the creation or acquisition of interests in special purpose entities or located in countries or territories considered tax paradises, as well as any other transactions or operations of a similar nature that, due to their complexity, could undermine the transparency of the Group in Mexico, furthermore, servicing notice of the report to the chairman of the Audit Committee and Risk Supervision of Iberdrola.

(ii) Report annually to the Board of Directors on the situation of companies domiciled in tax paradises and special purpose entities depending directly or indirectly from the Company, and as may be the case, on their operational status, furthermore, servicing notice of the report to the chairman of the Audit and Risk Supervision Committee of Iberdrola. Concerning compliance with the *Corporate Fiscal Policy*: annually issue to the Board of Directors a report on the *degree of compliance with the Corporate Fiscal Policy and the fiscal criteria applied* for approval, moreover, servicing notice of the report to the chairman of the Iberdrola Audit and Risk Supervision Commission.

3. The Audit and Compliance Committee will also assume those other functions that, as the case may be, attributed to it by the corporate *By-Laws* or the *Board of Directors*.

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Article 4. Information for the Board of Directors

The chairman of the Commission shall inform, where appropriate, of the agreements and significant events that occurred in the meetings of the Commission to the Board of Directors in the first session of this thereafter the meetings of the Commission.

Article 5. Report of Activities

The Commission shall submit to the Board of Directors for approval a report of its activities in the previous fiscal year, within three months after the end therein. This report shall be subsequently made available to the chairman of the Audit and Risk Supervision Committee of Iberdrola.

Article 6. Relation with audit commissions of Iberdrola and dependent entities of the Company

1. The relationship of the Commission with the Audit and Risk Supervision Committee of Iberdrola, as well as with the audit commissions of any direct or indirect subsidiary of the Company, shall be governed according to the provisions of the *General framework of coordination and information relationship among audit committees of Iberdrola and its group* as approved by the Board of Directors of Iberdrola, and adopted by the Board of Directors of the Company, in order to secure the cooperation, coordination and exchange of information that are necessary for the compliance of their corresponding functions, always respecting the autonomy of all the companies of the Group.

2. The coordination relationships must be channeled through the chairman of the audit committees of the Company and the company integrated in the corresponding Iberdrola group, and have as purpose that the Commission has knowledge of any matters that might affect the Iberdrola group in Mexico.

3. In the event other direct or indirect subsidiaries of the Company have audit commissions, they shall be entitled to create their own regulations, which shall govern their actions and internal functions, and which scope, always respecting the guaranty level established in the corporate governance System as well as the coordination and information principles that must govern the relationships among the audit commissions of the companies of the Group for the proper compliance of their offices, shall be adjusted to the contents of this *Regulation*, without prejudice of any necessary amendments according to the particular circumstances of each company.

4. For the execution of the responsibilities assigned to the Commission in this *Regulation* regarding the Internal Audit, the head of Internal Audit of the Company shall execute the corresponding cooperation, coordination and information framework with the corresponding internal audit offices existing in any other direct or indirect subsidiaries of the Company, according to the *Basic Audit Regulation of the Iberdrola group* in order to secure the necessary coordination and exchange of information, as required for the proper compliance with their corresponding offices, always respecting the autonomy of each company of the Group.

Therefore, the Compliance head of the Company shall execute a proper cooperation, coordination and information framework with the corresponding compliance offices existing in any other direct or indirect subsidiaries of the Company, always respecting the autonomy of each company of the Group.

TITLE III. COMPOSITION, APPOINTMENT, AND TERMINATION OF MEMBERS

Article 7. Composition

1. The Commission will consist of at least three (3) directors, and maximum five (5) of which at least

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one of them will be an independent director, as defined by this type of director in the corporate *By-Law* of the Company.

2. The Commission will have a chairman and a non-board secretary, being the secretary responsible of preparing, keeping and guarding the minutes' book of the Commission and any corporate documents created regarding its operation.

3. The chairman will be replaced in its functions in case of absence by the member of greater and less seniority in the appointment, and in case of equal seniority, by the one of greater and lesser age between those present, respectively. In the event of absence of the secretary, he or she shall be replaced in its functions by the member of less seniority in office, and in case of equal seniority, by the younger between those present.

Article 8. Appointment

1. The members of the Commission, as well as its chairman, shall be appointed by the Board of Directors.

2. The Board of Directors shall ensure that the members of the Commission and, especially, its chairman, have the knowledge, skills and experience appropriate to the functions they are called upon to perform in accounting, auditing or risk management, which at least one having experience in information technology and that, as a whole, the members of the Commission have the relevant technical knowledge in financial matters and internal control, as well as in relation to the energy sector, without necessarily being experts in these matters.

Article 9. Duration

1. The members of the Committee shall exercise their position while their appointment as directors of the Company remains in effect unless the Board of Directors agrees otherwise.

2. The directors who are members of the Committee and who are re-elected as directors of the Company by the General Shareholders' Meeting shall continue to serve on the Committee, without the need for a new election, unless otherwise agreed by the Board of Directors.

Article 10. Termination

The members of the Commission shall be removed from their position:

- a) When they lose their status as directors of the Company.
- b) By agreement of the Board of Directors.

Article 11. Training Plan

1. The Commission shall have a periodic training plan that ensures the update of knowledge concerning developments in accounting regulations, the specific regulatory framework of the Company's businesses, internal and external auditing, risk management and supervision, internal control and technological advances relevant to the Company.

2. Likewise, the new members of the Commission shall receive, before the first meeting to which they are present, a welcome program that facilitates their active participation as of the first moment.

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TITLE IV. MEETINGS OF THE COMMISSION

ARTICLE 12. Sessions

1. The Commission shall meet as many times as necessary for the fulfillment of its tasks in the opinion of its chairman, and at least four times a year or when requested by half of its members. The calendar of the ordinary sessions shall be set by the Commission itself before the beginning of each fiscal year and shall include the possible agendas and participations deemed as required, and it may be modified by agreement of the Commission itself or by its chairman's decision. The meetings shall be held in person in the place indicated in the call.
2. The chairman of the Board of Directors and, if there is one, the managing director may request informational meetings with the Commission, on an exceptional basis.

Article 13. Call

1. The secretary shall convene the meetings of the Commission, by order of its chairman, by any means of communication, particularly through the Director's webpage, as fundamental tool for the effective performance of the office of the commission, expressing the place, date and time of the meeting, as well as the agenda to be discussed.
2. The call shall be made in advance for the directors to receive it no later than the third day prior to the date of the session, except in the case of urgent meetings.
3. The prior convening of the meetings of the Commission shall not be necessary when, when all of its members are present, they unanimously accept the holding of the meeting and the points to be addressed on the agenda.

Article 14 Constitution and adoption of agreements

1. The Commission shall be validly constituted when at the majority of its members are present.
2. The meeting shall be chaired by the chairman of the Commission, who shall be assisted by the secretary.
3. The meetings of the Committee, provided that the chairman of the same allows it with respect to one or more directors, taking into account the circumstances in each case, may be held by multi-conference systems or any other means that allow the recognition and identification of remote members, permanent communication between members regardless of where they are, as well as the intervention and casting of the vote, all in real time, adopting, where appropriate, the procedures to ensure that connections are made with full guarantee of the identity of the participants, the duty of secrecy and the protection of the social interest in preserving access to the information that is transmitted and generated within the meeting, in the deliberations that take place in it as well as regarding the decisions and agreements that are adopted, they must comply with the security and privacy protocols established by the Society. Members, regardless of their location, will be considered, for all purposes related to the Audit and Compliance Committee, as attending the same and only meeting. The meeting will be understood to be held at the corporate domicile.
4. If none of the members oppose to the foregoing, voting can be held in written without holding a meeting, being for such purposes applicable the provisions in the corporate *By-Laws* or the meetings of the Board of Directors.

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5. The agreements shall be adopted by a majority vote of its members present at the meeting. In case of a tie, the chairman shall have a casting vote.
6. The secretary of the Commission shall record the minutes of each of the sessions held, which shall be approved at the end thereof or at the beginning of the immediately following session.

Article 15. Attending to the meetings of the Commission

1. At the request of the chairman of the Committee, referred to the chairman of the Board of Directors of the Company, any of the members of said Board of Directors may be called to attend the meetings of the Committee. The chairman of the Committee may also require, through the secretary of the Board of Directors, the appearance before the Commission of any director or employee of the Company as well as of any member of the organs of management and internal decision of companies in which the Company has an effective interest and whose appointment has been proposed by the Company, provided there is no legal impediment to this.
2. Persons who do not have the status of members of the Commission may not attend their meetings when the matters discussed are beyond the scope of the powers or duties that correspond to said persons.
3. The Commission may require the presence of the auditor of the Company's accounts, as well as of the auditors of any entity in which the Company maintains effective interest, provided there is no legal impediment to this. The auditor of accounts of the Company shall not attend the decision-making part of the meetings of the Commission.
4. The presence of executives, employees or other directors, executives or not, at meetings of the Commission, shall be occasional and only when necessary, upon invitation of the chairman of the Commission, through the secretary, shall be strictly limited to those items on the agenda that are convened and shall not attend the decision-making part of the meetings of the Commission.

TITLE V.- POWERS OF THE COMMISSION, INTEREST, INFORMATION RIGHTS AND DUTIES OF ITS MEMBERS

Article 16. Powers and Advice

1. The Commission may freely access, through the secretary of the Board of Directors, any type of information or documentation available to the Company regarding matters that are the competence of the Commission and that it considers necessary for the fulfillment of its functions, without prejudice to the obligations derived from the applicable laws.
2. Furthermore, the Commission may request, at expense of the Company, the collaboration or advice of external professionals, who must send their reports directly to the chairman of the Commission and who may attend to the meetings of the Commission and the meetings of the Board of Directors, whenever required, who will be heard in the meetings but cannot vote. In that case, the Commission shall ensure that any conflicts of interest do not prejudice the independence of the external advice received.
3. The engagement of such experts must be done according to the provisions established in the corporate *By-Laws* of the Company.

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Article 17. Participation and Information Rights

1. To favor a diversity of opinions that enriches the Commission's analysis and proposals, its chairman shall ensure that all members participate freely in the deliberations, without being affected by internal or third-party pressures, and shall foster constructive dialogue among them, promoting free expression and critical attitude.
2. The secretary of the Commission shall channel and provide the necessary information and documentation to the rest of the members of the Commission, in advance to each meeting so that they can analyze and prepare the session appropriately.

Article 18. Duties of the Commission Members

1. The members of the Commission must act independently of judgment and action concerning the rest of the organization and carry out their work with the utmost diligence and professional competence. Specifically, attendance to the meetings of the Commission shall be preceded by the sufficient dedication of its members to analyze and evaluate the information received.
2. In the exercise of their powers, the members of the Commission shall comply with the provisions of this *Regulation* and effective legislation regarding professional skepticism and critical attitude regarding the conclusions reached by the executive directors and senior executives of the Company, taking reason of the arguments for and against and forming each of the members, and the Commission as a whole, its own opinion.
3. The members of the Commission shall be subject, as such, to all the obligations of the members as established in the corporate *By-Laws*, if they are applicable to the functions developed by the Commission.

TITLE VI. COMPLIANCE, INTERPRETATION, AND INTEGRATION OF THE REGULATION

Article 19. Compliance

1. The members of the Committee, as well as the other directors in what affects them, have the obligation to know and comply with this *Regulation*, for which purpose the secretary of the Board of Directors shall provide all of them with a copy.
2. Additionally, the Commission, shall have the obligation to ensure compliance with this *Regulation*, taking appropriate measures to that effect.

Article 20. Interpretation and Integration of the Regulation

1. This *Regulation* shall be interpreted according to the applicable laws and the corporate governance System of the Company.
2. Any doubt or discrepancy about the interpretation of this *Regulation* shall be resolved by a majority of the votes of the members of the Commission itself and, in the absence thereof, by the chairman, assisted, where appropriate, by the persons that the Board of Directors has appointed for that purpose. The interpretation and resolution of any doubts or discrepancies raised must be reported to the Board of Directors.



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3. In the absence of a specific rule, the provisions of the corporate *By-laws* relating to the functioning of the Board of Directors shall apply to the Commission, insofar as they are not incompatible with their nature and functions.