

## AINDA, ENERGÍA & INFRAESTRUCTURA, S.A.P.I. DE C.V.

### RESPONSIBLE INVESTMENT POLICY STATEMENT.

#### **I. Introduction**

Ainda, Energía & Infraestructura, S.A.P.I. de C.V., its affiliates and subsidiaries (“***Ainda***”) are firmly committed to the evaluation, analysis, promotion, management and development of business practices that meet international standards designed for the promotion of a healthy social and economic environment. To this end, Ainda includes principles and criteria that guide decision making while targeting long-term sustainability and stability for the investments, for the benefit of the environment and of investors, clients, share-holders, partners, promoted companies and employees into the investment process, established in the Ainda’s prospectus for placing development stock certificates (the “***Placement Prospectus***”) and the Trust Contract for vehicles under Ainda’s management (the “***Investment Process***”). By adopting best practices for environmental, social and corporate governance (ESG), Ainda acknowledges that its business-related activities and the investments that it manages have impact more than merely the fiduciary responsibilities it has to its investors. Consequently, the Board of Directors of Ainda approved this Responsible Investment Policy (the “***Policy***”), thus setting general guidelines for incorporating ESG criteria to the Investment Process.

Following up on the Investment Process, Ainda assesses, analyzes and structures potential investments. Always in compliance with the principles on which this Policy is based. Once investment is made in a project and when monitoring the Investment Process, Ainda, as a manager, participates actively in the governance bodies of the promoted society, fostering, managing and developing action plans that contribute to creating value based on ESG principles. These principles aim to maintain the sustainability of the business and of all stake-holders, including the compliance with environmental and social regulations taking into account a high sense of social responsibility, providing support to vulnerable communities.

Ainda has signed the UN Principles for Responsible Investment (“***UNPRI***”). Since its incorporation in March, 2018, each year Ainda participates in the performance evaluations of that institution, reporting activities and achievements associated with the implementation of its principles. Results are available to the public. Beginning in 2020, Ainda takes part of the reference evaluation carried out by “***GRESB***” (Global Real Estate Sustainability Benchmark), applying the “***ILPA***” (Institutional Limited Partners Association) standards within its organization. Ainda also advances the incorporation of climate risk analysis under the theoretical framework promoted by “***TCFD***” (Task Force on Climate-related Financial Disclosures).

For this purpose, Ainda enforced a Conduct and Ethics Code (“***Code***”) that sets forth the guiding principles of its activities, including, without limitation, compliance with applicable laws, consistency with responsible investment principles, respect for human rights, evaluation of social impact, inclusion of sustainability practices, respect for the environment, management of conflicts of interest, relationships with suppliers and clients, and prohibition of bribery, corruption or money laundering. Among other things, all this is achieved in a respectful work environment. The aforementioned Code is complemented by this Policy.

The Policy summarizes the commitments and resources of Ainda regarding responsible investment. Thus, it provides a useful instrument for reference and measurement and for constant improvement.

The main goal of this Policy is to provide a framework for managing Ainda's processes, highlighting its goals, references, restrictions and responsibilities.

## **II. Addressees and obligations**

This Policy addresses the members of Ainda's Board of Directors and its auxiliary committees. This includes the Investment Committee, the Auditing Committee, the Compensations Committee and all and any other committees that may be created in the future. It also addresses consultants, advisors, directors, officers, employees, beneficiaries and all and any other direct participants in Ainda's Investment Process that determine the decisions it makes ("**Addressees**").

In order to delimit the faculties abovementioned, different auxiliary committees are established. The main object of each committee is delimited according to its by-laws:

- 1. Investment Committee** This Committee is the main decision-making body in Ainda as the manager of an investment fund, and is charged with approving investments and disinvestments, as well as any significant aspect of those, including investment expenses, pursuant to the attributions granted to it by the respective Management Contract and Trust Contract.
- 2. Compensations Committee** This Committee is meant to exercise the authority granted by the Board of Directors, in accordance with the faculties granted by Ainda's by-laws, to supervise and ensure the sustainability of the organization and the compensation schemes that produce the competitive advantages needed to achieve the purpose of its vision.
- 3. Auditing Committee** This Committee has been created to exercise the authority granted by the Board of Directors, in accordance with the faculties granted by Ainda's by-laws, to supervise the process of financial information and compliance with laws, policies and the Code by means of controls that aid in mitigating risks and achieving its objectives.

All Addressees of this policy must: (i) comply with applicable laws, (ii) observe this Policy, (iii) inform themselves of aspects that may affect observing the guidelines provided by this Policy in Section III below (the "**Guidelines**"), (iv) immediately report potential infractions against the Policy and/or the Guidelines, and (v) cooperate in inquiries regarding potential infractions against the Policy and/or the Guidelines.

Ainda's Compensations Committee will appoint the team that will be in charge of implementing this Policy ("**ESG Team**"). A Team representative must appoint over 30% of its time to measuring, verifying and reviewing the criteria for responsible investments ("**ESG Representative**"). If necessary, the Committee will also distribute the specific functions that each person must execute to guarantee compliance and strengthen Ainda's commitment to this Policy and its constant promotion. The resolutions taken by the Compensations Committee in this regard must be approved by the Board of Directors of Ainda.

The ESG Team will be responsible for preparing an annual work program for the proper implementation of actions that promote compliance with the responsible investment guidelines, and fulfillment of any commitments set forth by this Policy, including a training program for the ESG Team (the "**Annual Work Program**") The ESG team will always be

supported by the managing leader of each project or investment (“*Project Manager*”) and by the staff of the Legal and Observance Departments.

The Project Manager must fully comply with this Policy in all aspects of the corresponding project or investment for which he or she was appointed by Ainda's executive team. For said compliance, if necessary for its due implementation, the Manager shall have support from the ESG Team and the Legal Compliance Department. Also, the Manager shall develop a work plan for the adoption of any continuous improvement measures that may be applied to the project or investment. In case of investments made by Ainda, this work plan will be developed in cooperation with the promoted society and will be submitted for approval of the pertinent governance bodies of said society. Once approved, the aforementioned work plan will be incorporated into the Annual Work Plan.

The Annual Work Program will be submitted for approval of the Auditing and Investment Committees, when such approval is considered as necessary because said Program promotes actions to be implemented in the promoted societies of the investments that have been made. The resolution must be approved by the Board of Directors.

Once the Annual Work Program has been approved, the ESG Team will present to the Auditing and Investment Committees the progress, reach and results of the implemented activities. Said presentation will take place in the sessions that those Committees generally hold each quarter. In addition, the ESG Team shall duly submit any reports that are requested from Ainda to document progress in the implementation of this Policy and of ESG factors. The resulting reports and results will be published in the platforms of all and any bodies or entities to which Ainda belongs, including, but not limited to, the following: UNPRI, GRESB and TCFD, with all the support that may be required from the Project Manager and the Legal Compliance Department.

The Legal Compliance Department is responsible for supervising compliance with this Policy and of presenting a report to the Auditing Committee whenever there should be reason for such presentation, or at least once a year. Said presentation must include any recommendations that it may deem necessary for the implementation, as well as all proposals for improvements or modification of this Policy that lead to adopting market best practices in ESG issues. The ESG Team and the Project Manager will provide any support that is required from them.

The staff that participates in this Policy must confirm in writing its commitment to comply with this Policy and accept its terms. Acceptance must be ratified each year or whenever this Policy is modified.

### **III. Guidelines**

#### **1. Incorporating ESG criteria into the Investment Process**

- a) **Creation of opportunities** as part of Ainda's Investment Process, all capitalist partners will undergo a KYC (*Know Your Customer*) intelligence analysis that will verify their alignment with Ainda in terms of the philosophy and ethics established by the Code. Ainda seeks to enter into investment partnerships with companies that commit themselves to implementing and assessing ESG risks and opportunities.

- b) **Project analysis** Ainda incorporates into its Investment Process an ESG analysis that is performed internally by expert third-parties. The analysis includes, in first place, a revision of the project's compliance with environmental and social norms and regulations. In second place, it includes making a wide assessment of ESG risks and opportunities, that may comprise recommendations for managing and developing a work plan for potential investments. The plan shall be based on ESG principles and best practices, as well as on the principles and practices promoted by UNPRI, GRESB, TCFD, and the Sustainability Accounting Standards Board (SASB).<sup>1</sup>
- c) **Structuring** By an agreement between shareholders, Ainda structures investments through a corporate governance that considers and protects minority rights. If necessary, the bylaws of the promoted society may be modified as to contain, at least, Ainda's right to the following: (i) to participate in corporate governance; (ii) to hold the decisive vote whenever fundamental matters must be decided; (iii) to appoint the Commissary and other positions in the Board of Directors or the Committees, as it may be the case; (iv) to determine the process to solve fundamental business disagreements; and (v) to establish the rules for transferring shares (*preferent rights*), among others.
- d) **Monitoring** Ainda participates proactively in the governance organs of the promoted societies. It also promotes the implementation of responsible investment policies and the creation of mitigation plans for potential risks and produces management and development plans for opportunities in this area. The precise follow-up of ESG factors when managing Ainda's projects include whatever may apply to its suppliers and subcontractors and to all of its key processes. Also, Ainda endeavors to recruit staff who can adequately manage and mitigate these risks. Ainda also provides support to societies promoted in the yearly evaluations performed by GRESB.

## 2. Identification with ESG criteria

Ainda commits itself to identify and mitigate ESG risks and opportunities by means of a Risk Analysis supported on due diligence reports, whenever they undermine or may undermine the performance of investments and pose a risk to compliance with applicable regulations. Once those ESG factors have been identified, Ainda will report them as a controversial case to be discussed by the Investment Committee of Ainda, and/or by the corresponding governance organ of the promoted society.

Risk analysis for identification of ESG risks and opportunities will be defined under the theoretical framework advanced by UNPRI, TCFD, and GRESB. The analysis shall include, without limitation and only as examples, the type of risk of impact, the probability of occurrence (Extreme, High, Mild, Low), its prioritization (Critical, Mild, Low) and additional observations.

- a. **Corporate governance** Ainda focuses on key considerations for all projects, in such a way that, when investment mandates are developed, these align with the interest of investors. Ainda also strives to align the governance structures of all projects to its

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<sup>1</sup> AINDA bases its Materiality Assessment on the methodology provided by SASB. This Assessment must be considered as the reference when analyzing and monitoring ESG risks and opportunities of investment projects.

own structure and to the protection of minorities, seeking to avoid the declaration of conflicts of interest, as well as operations with related parties.

It also promotes the adoption of corporate governance best practices, such as:

- (i) The integration of independent members into the boards of promoted societies. These independent members must have wide experience and outstanding professional reputations in their respective sectors.
- (ii) Quarterly follow-up at the Board of Directors level of targets and goals for ESG issues.
- (iii) Creation of work teams devoted to ESG issues.
- (iv) Creation of reports on ESG issues and transparency in all information regarding ESG.
- (v) Participation in initiatives that favor the integration of ESG factors, including participation in the GRESB evaluation, and
- (vi) Obtaining once a year, from all its staff the renewal of the commitment and adherence to the Code. Annually getting a declaration of existence or non-existence of conflicts of interest from all its staff.

Adoption of adequate practices on issues pertaining to corporate governance. Said practices must be aligned with the interests of the different stakeholders involved with Ainda. The aforementioned adoption constitutes a key element for the promotion of an ethical culture within companies. For this reason, regarding its corporate governance Ainda formally commits to follow the objectives listed below, in such a way that they allow to keep on strengthening corporate governance practices, both within Ainda and at the level of projects and investments, as it may be feasible and with approval of the corresponding governance bodies, which will also see to the economic viability of implementation.

Short-term objectives:

- Regarding the combat against corruption, bribery and other forms of extortion: (i) to create and adopt internal control mechanisms, once the measures to be implemented for strict compliance with the Code and applicable regulations have been identified; (ii) communicate the internal control mechanisms to the work team; (iii) create training programs and enforce disciplinary procedures pursuant to the Code. Creation must start from the Materiality Assessment carried out by Ainda, which shall contain the most relevant aspects according to the profile, activities, and sector in which Ainda has participation.
- To advance the inclusion of international ESG practices into the presentation of reports on projects or investments; in particular, Ainda will strive to advance adoption of one of the most recognized international standards (i. e., UNPRI, GRESB, TCFD, SASB, Climate Action 100+, among others).

Mid-term objectives:

- To exercise internal diligence on the selection of the creative team, independent advisors, suppliers and/or participants involved in the direct activities of the company.
- To ensure timely and precise communication of the information regarding all significant aspects of its activities, financial structure, results, shareholders, and corporate governance system.

**b. Environmental factors** To propitiate sustainable development, Ainda applies the responsible investment principles to all projects and investments. The first of these principles is to analyze, whether internally or by a third party, compliance with environmental laws, or else, to implement a regularization process before making any investments. It also fosters that promoted societies follow recommendations to implement best practices in environmental issues and draw management and monitoring plans with constant follow-up, so that the environmental risks relevant to all projects can be properly identified, analyzed and mitigated.

According to the characteristics and merits of each project, Ainda also assesses and measures the potential impact of possible climate events that may have adverse effects on the yield of each project. It also assesses and measures the negative or positive impact that each project may have on climate change. Ainda also reviews whether it is convenient to carry out exhaustive due diligence on insurance coverage, or on the measures that will be implemented to mitigate adverse impacts that may be produced.

To identify, manage and mitigate the environmental risks of its projects, during the monitoring stage Ainda makes that the governance organ of the corresponding promoted society uses environmental measurements in accordance to GRESB standards such as the following:

- (i) Energy consumption
- (ii) Emissions of greenhouse-effect gases
- (iii) Measurement of carbon footprint
- (iv) Air pollution
- (v) Water collection
- (vi) Solid and dangerous waste management
- (vii) Conservation of biodiversity and habitats
- (viii) Climate-change resilience

Also, within the strategy for mitigating environmental risks, Ainda acknowledges the importance of reducing the environmental footprint by measuring emissions of greenhouse-effect gases produced by its activities (direct or indirect) and by reporting those measurements taking into consideration the following:

**Reach 1:** Direct emissions produced by sources owned or controlled by the company; for example, fossil fuels consumption from fixed and/or mobile sources, unintentional leaks in air-conditioning systems, etc.

**Reach 2:** Indirect emissions caused by consumption and distribution of energy, corresponding to the emission of greenhouse-effect gases associated to third-party consumption of electricity and/or steam.

**Reach 3:** Indirect emissions produced by activities in its portfolio.

On environmental issues, Ainda formally commits to pursue the objectives listed below, thus to strengthen the adoption of measurement and mitigation practices regarding climate-change risks. Also, these objectives shall be tried to be implemented both in Ainda and in the projects, as applicable and subject to the approval of the corresponding governance bodies, considering the economic viability of implementation.

Short-term objectives:

- Monitoring and reporting the internal carbon footprint (Reaches 1 and 2).
- Public support of the theoretical framework advanced by TCFD for reporting climate risk in investment portfolios.

Mid-term objectives:

- Reporting climate-related risks and opportunities in line with TCFD recommendations.
- Mitigating the environmental impact of projects through follow-up and implementation of actions recommended by authorities in the approval of the Environmental Impact Statement.
- To incentivize, monitor and report that at least 25% of its portfolio includes measuring the carbon footprint (Reach 1).
- To incentivize the reduction of the carbon footprint through mitigation measures and changes in operations, if they be necessary.
- To report the decrease of the carbon footprints and through which actions that was achieved.

**c. Social factors** Striving for sustainable development in each of its projects, Ainda always applies responsible investment principles. Ainda also analyzes, whether internally or by means of a third party, the social impact evaluation approved by the acting authorities and all social impact studies that exist for each project. Thus, Ainda can identify potential social risks and strategies for connecting with the communities, as well as characterize social investment programs (mitigation measures) that impact on indigenous populations and community rights, and detect any social circumstances that may delay or hamper the development and operation of a project.

To identify, manage and mitigate any social risks, during the monitoring stage of investments Ainda fosters that the governance organ of the corresponding promoted society and its subcontractors use social measurements in accordance to GRESB standards, such as the following:

- (i) Health and safety (employees, contractors, users, communities)

- (ii) Cooperation with employees and work teams
- (iii) Cooperation with stakeholders
- (iv) Inclusion and diversity
- (v) Performance of employees and work teams
- (vi) User satisfaction
- (vii) ESG certifications and awards

Ainda also recognizes the social role of investments and, with a high sense of social responsibility, fosters contact and interaction with the communities in which it operates, thus contributing to an increase in the welfare of inhabitants. For this reason, regarding social issues Ainda formally commits to follow the objectives listed below, in such a way that they allow to keep on strengthening social risk measurement and mitigation practices within Ainda, and in the projects and investments of the promoted societies, as it may be applicable and subject to the approval of the corresponding governance bodies, which will also see to the economic viability of implementation.

Short-term objectives:

- To advance the Favorable Organizational Environment Policy, thus, to create awareness in the work team about the psycho-social labor risk factors, and to monitor said risks by applying mitigation actions and measures, if necessary.
- To develop an Inclusion and Diversity Policy for work that seeks to promote non-discrimination against members of the work team due to any reason or circumstance.
- To invest in the development of labor skills and professional perfection and readaptation of work team members, thus, to employ their employability by means of professional training and responsible investment criteria.
- To observe fundamental principles and rights at work, pursuant to the Code.
- To adopt appropriate measures that guarantee health and safety in the work place. By designing and implementing safety and emergency protocols, prevention of risks, health campaigns (physical and mental) and first aid training. These measures must be kept in line with the social context.

Mid-term objectives:

- Mitigating the social impact of projects through follow-up and implementation of actions recommended by authorities in the approval of the Social Impact Statement.
- Creating a Policy that establishes its commitment to respecting internationally recognized human rights and with all efforts made to prevent and soften the negative impact of their activities and/or investments on human rights directly related to them.

- Inasmuch as possible, to employ local staff in its activities and to train this staff to increase their qualification levels, in cooperation with workers' representatives.

#### **IV. Sustainable Development Objectives**

Ainda complements the implementation of responsible investment best practices in the investment activities and projects in which it participates. To this end, Ainda promotes and contributes with the following Sustainable Development Objectives (SDO), contained in the Agenda 2030 advanced by the United Nations Development Program (UNDP) to ensure a more prosperous world for all.

##### **1. Environmental**

###### **a) ODS 9: Industry, Innovation and Infrastructure**

- (i) Goal 9.1: To develop sustainable, reliable and resilient infrastructure of good quality, including regional and cross-border infrastructure that support economic development and human well-being, stressing on easy and equitable access for all.

###### **b) ODS 11: Sustainable cities and communities**

- (i) Goal 11.a: To support economic, social and environmental links between urban, peri-urban and rural areas by strengthening planning of national and regional development.

###### **c) ODS 13: Climate action**

- (i) Goal 13.1: To strengthen the resiliency and adaptability to risks related to climate and natural disasters in all countries.
- (ii) Goal 13.3 To improve education, awareness and human and institutional capabilities regarding mitigation of climate change, adaptation to it and also to reduce its effects with early warnings.

###### **d) ODS 6: Clean water and sanitation**

- (i) Goal 6.3: To improve water quality by reducing pollution, eliminating dumping and minimizing the emission of hazardous chemicals and materials, thus reducing by half the percentage of untreated residual water and considerably increasing risk-less recycling and reusing all around the world.
- (ii) Goal 6.4 To considerably increase by 2030 the efficient use of water resources in all sectors and to ensure sustainability of extraction and supply of fresh water thus to face scarcity and considerably reduce the number of people who suffer from lack of water.

###### **e) ODS 12: Responsible production and consumption**

- (i) Goal 12.5: To reduce considerably waste generation through prevention, reduction, recycling and reusing activities.

## 2. Social

### a) ODS 5: Gender equality

- (i) Goal 5.5: To ensure full and effective participation of women and the equality of leadership opportunities at all decision-making levels of political, economic, and public life.

### b) ODS 3: Health and well-being

- (i) Goal 3.6: To reduce by half the number of casualties and injuries caused by traffic accidents around the world.

### c) ODS 8: Decent work and economic growth

- (i) Goal 8.5: To achieve full and productive employment and decent work for all men and women, including young people and people with disabilities, as well as equality of remuneration for work with the same value.
- (ii) Goal 8.7: To adopt immediate and effective measures to eliminate forced labor and to stop modern forms of slavery and human trafficking and to guarantee the prohibition and elimination of the worst forms of child work, including recruiting and deployment of soldier children.
- (iii) Goal 8.8: To protect labor rights and to advance a safe work environment free of risks for all workers, including migrant workers and specially women migrant workers and people with precarious work.

### d. ODS 10: Reduction of inequality

- (i) Goal 10.2: To potentiate and promote social, economic, and political inclusion for all people, regardless of age, sex, disabilities, race, ethnic origin, religion, economic position or any other circumstance.

## 3. Corporate Governance

### a) ODS 17: Alliances to achieve goals

- (i) Goal 17.19: To take advantage of existent initiatives to produce indicators that measure progress on sustainable development and complement gross product measurements, supporting the creation of statistical capabilities in developing countries.

### b) ODS 12: Responsible production and consumption

- (i) Goal 12.6: To encourage companies, especially large transnational companies, to adopt sustainable practices and incorporate information on sustainability into their reporting cycle.
- (ii) Goal 12.7: To promote sustainable public procurement practices according to national policies and priorities.

### c) ODS 16: Peace, justice and solid institutions

- (i) Goal 16.6: To reduce considerably corruption and bribery in all its forms.
- (ii) Goal 16.6: To create effective, transparent and accountable institutions at all levels.
- (iii) Goal 16.7: To guarantee adoption of inclusive, participative and representative decisions that meet needs at all levels.
- (iv) Goal 16.10: To guarantee public access to information and to protect fundamental freedoms in compliance with national laws and international treaties.

## **V. Exclusion lists**

Based on international best practices, Ainda as a manager is prohibited to make any investments in projects that imply potential risks for major material aspects of Ainda, or in projects that imply any violation to applicable laws and/or international practices and the ESG criteria promoted by Ainda. Particularly, Ainda shall not invest if any of the following situations are identified:

### **1. Exclusions on projects directly related with:**

- a. Storage and transportation of Persistent Organic Pollutants (as defined by the Stockholm Convention) and some pesticides and hazardous industrial chemicals (as defined by the Rotterdam Convention).
- b. Activities or projects located on or with substantial impact on: (i) Primary Tropical Rainforest with High Conservation Value, (ii) Critical Natural Habitats, including areas with species protected by CITES, (iii) Wetlands listed by Ramsar, (iv) Sites classified by UNESCO as World Heritage Sites, and (v) Core zones of Protected Natural Areas.

### **2. Exclusions on projects whose partners are related to:**

- a. Weapons production and trading.
- b. Illegal tree felling and subsequent commercialization of related wood and forestry products.
- c. Alcoholic beverages industries (excluding beer and wine).
- d. Tobacco industry.
- e. Corruption acts

## **VI. Publicity and promotion**

Ainda's responsible investment policy will be published in the Placement Prospectus (Investment), the UNPRI's Annual Transparency Report, the GRESB's benchmark evaluation, the BMV's Annual Stakeholder Report and yearly and quarterly reports, and its participation in events related to responsible investment and/or ESG criteria. This information will be also published in several media, such as its web site and its social and professional network pages.

Ainda actively engages in UNPRI forums, and contributes to several networks with current and potential signatories. Ainda's executive staff participates in prestigious industry forums, in which it

continuously promotes the principles of responsible investment and its culture. Ainda will also promote the incorporation of ESG best practices into the obligations of investment funds required by Mexican regulators.

## **VII. Talent development**

To provide the ESG Team members with the tools that are needed for the optimal analysis, interpretation and implementation of ESG criteria, members and other staff involved in the implementation of this Policy must participate in events and training that reinforce knowledge of ESG factors that contribute to creating value in the investment process and the decision making process. For example, promotion of certifications issued by education institutions specialized in ESG issues (such as UNPRI; Certified ESG Analyst, or CESGA; and CFA, or Chartered Financial Analyst, among others). These events shall be promoted by Ainda.

Ainda's compensation policies are aligned so as to stimulate the proper incorporation of ESG factors. The ESG team and other staff involved in the implementation and observance of this Policy take annual evaluations on these issues.

## **VIII. Reports**

For each project, Ainda must keep track of ESG factor in accordance with the Investment Process and, to support decision-making for every investment, it submits those records and reports any controversies to the corresponding governance organism, whether the Auditing Committee, the Investment Committee, or the Board of Directors.

For identification of the implementation status of responsible investment strategies. Ainda keeps white books for every project and investment and those books contain all information related to this Policy.

## **IX. Policy's implementation procedure**

### **1. Ainda's corporate governance of investments**

To protect the interests of our investors and guarantee making good decisions that lead to the responsible success of investments, even from the approval stage Ainda seeks support of its corporate governance bodies, including the Investments Committee, the Technical Committee and the Shareholders' Assembly of the vehicle under Ainda's management, in accordance to the rules and by-laws established in each Trust Contract of vehicles managed by Ainda, and to the terms and conditions of the Management Agreement entered into by Ainda and the correspondent vehicle.

Once Ainda finishes the analysis of ESG issues for a project, the results must be presented to the aforementioned Ainda's governance bodies, for discussion and possible approval of the investment. The decision-making process is made by Ainda' corporate bodies, constituted as follows:

- a) An Investment Committee whose independent members have relevant experience in the energy and infrastructure sectors. It works as a first filter to analyze opportunities

that are then presented to the Technical Committee or to the Shareholders' Assembly of the vehicle under Ainda's management.

- b) A Technical Committee for each vehicle under Ainda's management. To this Committee belong key officers from Ainda, independent members with relevant experience in energy and infrastructure sectors and investors represented by a third party, who oversees all decisions relevant to the investment.

It must be mentioned that Proeza, Ainda's partner, participates as a proprietary member in Ainda's corporate governance bodies. Proeza is an international holding based in Monterrey N.L. that contributes with wide local and global experience in social and environmental risk management. Proeza also holds two seats in Ainda's Board of Directors and participates in the Board's auxiliary committees, such as the Investment, Auditing and Compensations Committees.

Also, pursuant to its by-laws Ainda has a partnership society model. According to this model, every two years incentives are given to all present or future eligible Ainda's employees, partners and directors, in proportion to the results of the staff performance evaluation. Thus, the staff is incentivized to acquire shares of the partnership, a subsidiary society of Ainda. These rewards are granted as contributions for talent development within Ainda. All annual compensation and performance evaluations of Ainda's staff align their incentives to improving ESG analysis and implementing the responsible investment principles.

## **2. Internal follow-up of implementation**

Ainda's staff that will participate in this Policy will be charged with, including but not limited, the following functions:

### **a. Director's Office**

- (i) Publishing and publicizing this Policy and its modifications.

### **b. ESG Team**

- (i) Preparing an annual Work Program for the proper implementation and training of staff that takes part in the implementation of this Policy. The program will be submitted for approval of the Auditing Committee and/or the Investment Committee, as the case may be, and will afterwards be referred for approval of the Board of Directors of Ainda.
- (ii) To submit a report to, as the case may be, the Auditing Committee and/or the Investment Committee, informing on progress, reach and results of the activities performed in accordance with the approved Annual Work Program. If the case may be, a resolution on the report will be passed by the Board of Directors.
- (iii) Duly submitting any reports that are requested from Ainda to verify progress in the implementation and observance of this Policy and of ESG factors and its results. These reports will be submitted to all and any bodies or entities to which Ainda belongs, including, but not limited to UNPRI and GRESB, and will be published on their platforms. These reports will be produced with any

support that may be required from the Project Manager and the Legal Compliance Department.

**c. Project Manager**

- (i) Complying with this Policy in all aspects of the corresponding project or investment for which he or she was appointed by Ainda's executive team. For said compliance, if necessary the Manager will have support from the ESG team and the Legal Compliance Department.
- (ii) Developing the work plan for adopting continuous improvement measures that apply to the corresponding project or investment, and to instruct the Investment Commitment or any other pertinent governance body of Ainda. If necessary, the Manager will have support from the ESG team and the Legal Compliance Department.

**d. Legal Compliance Department**

- (i) Performing an annual supervision of the observance of this policy, and presenting its results to the Auditing Committee.
- (ii) Producing and submitting to the Audits Committee or to any other governance body of Ainda the recommendations and improvements that are necessary for implementation. It may also modify this Policy to adopt market best practices in ESG issues, with support of the ESG Team and the Project Manager, in case support may be requested.
- (iii) Reporting to the Audits Committee or to any other governance body of Ainda, as the case may be, the observance and implementation of this Policy and of all and any relevant cases, with support of the ESG team and the Project Manager, in case support may be required.

The staff that participates in this Policy must expressly confirm its commitment to comply with this Policy and accept its terms. Confirmation must be ratified each year or whenever this Policy is modified.

Version	Date of creation	Produced by	Approval organ	Date of approval	Date of next review
<b>1.0</b>	Thursday, August 27, 2020	AINDA Energía & Infraestructura	Board of Directors	Wednesday, September 2, 2020	No later than August 27, 2021.
<b>2.0</b>	Friday, April 23, 2021	AINDA Energía & Infraestructura	Board of Directors	Monday, April 26, 2021	No later than Saturday, April 23, 2022.