

**INFRAESTRUCTURA ENERGÉTICA NOVA, S.A.B. DE C.V.
ORDINARY GENERAL SHAREHOLDERS' MEETING
APRIL 30, 2020**

In the city of Tijuana, Baja California, the corporate domicile of **INFRAESTRUCTURA ENERGÉTICA NOVA, S.A.B. de C.V.** (“the Company”), at 10:00 hours of April 30, 2020, the Company’s shareholders met at Blvd. Gral. Rodolfo Sánchez Taboada No. 10488, Oficina 932, Zona Urbana Río Tijuana, C.P. 22010, Tijuana Baja California (offices shared with IZA). The shareholders’ names appear in the attendance list signed by each of them or their representatives and by the Scrutineers, which is attached to the file of this minute and is transcribed in full. The purpose was to hold an Ordinary General Shareholders’ Meeting that had been called by the Secretary of the Board of Directors in a notice published on the Ministry of the Economy’s electronic system on April 14, 2020.

By majority vote of the attendees, the Meeting was chaired by Mr. Mario Christian López Hernández and Ms. Vanesa Madero Mabama acted as Secretary.

In accordance with the provisions of the corporate bylaws and section I of Article 49 the Securities Market Law (“*Ley del Mercado de Valores*” or “LMV”), the Secretary had ensured that the information and matters to be transacted at the Meeting were available to the shareholders at the Company's offices from April 14, 2020.

The Chairman appointed Ms. María de los Ángeles Morales Cano and Ms. Guadalupe Bay Rodríguez as scrutineers, who after accepting the appointments, swore their due performance and proceeded to scrutinize the share deposit certificates provided by the Shareholders or their legal representatives. They then prepared the attendance list, which once signed, they certified that 1,381,635,122 Class I and II, Single-Series common shares of the 1,529,403,812 (One million, five hundred and twenty nine thousand, four hundred and three thousand, eight hundred and twelve) subscribed and paid in Class I and II, Single-Series common shares; i.e., 90.34% (ninety point three four per cent) of the common outstanding shares with the right to vote at this Meeting were represented. The foregoing is considering that to date 4,620,000 (Four million, six hundred and twenty thousand) shares were canceled last November 29, 2019, by the Company and 1 (one) not subscribed or paid are considered in the certificate issued by S.D. Indeval, Institución para el Depósito de Valores, S.A de C.V., on April 17, 2020, and that said shares are not currently held in the Company's Treasury.

The Secretary also informed the Meeting of the compliance with the provision stipulated by Article 49 of the LMV.

Once the scrutineers had completed the foregoing certification and the Meeting having been called in the manner and terms set forth in the Company’s corporate bylaws, the LMV and the General Corporation and Partnership Law (“*Ley General de Sociedades Mercantiles*” or “LGSM”), the Chairman declared the Meeting legally in session since the sufficient quorum had been established in accordance with the Company’ corporate bylaws and transportation asked the Secretary to read the following:

ORDER OF BUSINESS

- I. The presentation, discussion and if applicable, the approval of the reports referred to in section VI of Article 28 of the LMV and the Board of Directors’ Report (the “Board”) as referred to by Article 172 of the LGSM, including the Company’s audited consolidated financial statements for the fiscal year ended December 31, 2019, following their reading by the Chairman of the Board of Directors, the Chief Executive, the External Auditor, the Chairman of the Corporate Practices Committee and the Chairman of the Company's Audit Committee.
- II. The presentation, discussion and if applicable, the approval of the report referred to in section XIX of Article 76 of the Income Tax Law valid in 2019 on the Company’s compliance with its fiscal obligations.
- III. The presentation, discussion and if applicable, approval of the application of the Company’s results of the fiscal year ended December 31, 2019.
- IV. The appointment, or if applicable, the ratification or removal of the members of the Board of Directors and the Secretary of the Board of Directors, as well as the discussion and if applicable, approval of the

qualification of independence of the members of the Company's Board of Directors in the terms of Article 26 of the LMV.

- V. The appointment, or if applicable, the ratification or removal of the members of the Company's Audit and Committee and Corporate Practices Committee, as well as the Chairpersons of both Committees.
- VI. The presentation, discussion and if applicable, the approval of the determination of the remunerations of the members of the Board of Directors.
- VII. The presentation, discussion and if applicable, the approval of the determination of the maximum amount of funds the Company may allocate to the buy-back of shares, in the terms of section IV of Article 56 of the LMV.
- VIII. The presentation, discussion and if applicable, the approval of the Special Meeting Delegates to perform and notarize its agreements.

Once the Order of Business had been read, the Meeting, by unanimous vote, approved both the certification of those present for it to be declared in session, and the items of the Order of Business, before proceeding to transact them as follows:

POINT I. THE PRESENTATION, DISCUSSION AND IF APPLICABLE, THE APPROVAL OF THE REPORTS REFERRED TO BY SECTION VI OF ARTICLE 28 OF THE LMV AND THE BOARD OF DIRECTORS' REPORT AS REFERRED TO BY ARTICLE 172 OF THE LGSM, INCLUDING THE COMPANY'S CONSOLIDATED AND AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2019, FOLLOWING THE READING BY THE CHAIRMAN OF THE BOARD OF DIRECTORS, THE CHIEF EXECUTIVE, THE EXTERNAL AUDITOR, THE CHAIRMAN OF THE CORPORATE PRACTICES COMMITTEE AND THE CHAIRMAN OF THE COMPANY'S AUDIT COMMITTEE.

In relation to the first point of the Order of Business, the Chairman presented to the Shareholders' Meeting the report, in accordance with the provisions of section IV of Article 28 of the LMV and Article 172 of the LGSM, including the report on the Accounting and Information Policies and Criteria followed for the preparation of the Company's financial information and the Audited Consolidated Financial Statements and their accompanying notes as of December 31, 2019, which were prepared in accordance with the International Financial Reporting Standards. ("IFRS").

The Chairman of the Meeting then asked the Secretary to read the reports in accordance with the provisions of section IV of Article 28 and section XI of Article 44 of the LMV; i.e., the Chief Executive Officer's Report, the Chairman of the Board's Report and the reports of the Chairpersons of the Company's Corporate Practices Committee and Audit Committee, for the fiscal year ended December 31, 2019, which he mentioned, had already been approved by the Board and that, in accordance with Article 49 of the LMV, had been available to all the shareholders from the date of the call to the Meeting.

The Chairman also asked the Secretary of the Meeting to read the opinion signed by the External Auditor on the Audited Consolidated Financial Statements as of December 31, 2019, which indicates that the Financial Statements reasonably present, in all material aspects, the financial situation of the Company.

After all the stockholders had analyzed the documents and reports present, the Meeting, by majority vote of shares represented therein, adopted the following:

RESOLUTION

I.1 "In accordance with section IV of Article 28 and section XI of Article 44 of the LMV, and Article 172 of the LGSM, the following reports presented for fiscal year ended on December 31, 2019: i) the Reports of the Chairman of the Board of Directors, including the report on the Accounting and Information Policies and Criteria followed for the preparation of the Company's financial information; ii) the Chief Executive Officer's Report; iii) the Report of the Chairman of the Corporate Practices Committee; iv) the Report of the Chairman of the Audit

Committee; v) the External Auditor's Report and the Audited Consolidated Financial Statements of the fiscal year ended on December 31, 2019, are hereby approved.”

I.2 “The conduct of the Board, the Corporate Practices Committee and the Audit Committee is hereby approved, and all the legal acts and proceedings performed by said bodies at December 31, 2019, are hereby ratified.”

POINT II. THE PRESENTATION, DISCUSSION AND IF APPLICABLE, THE APPROVAL OF THE REPORT REFERRED TO BY SECTION XIX OF ARTICLE 76 OF THE INCOME TAX LAW VALID IN 2019 ON THE COMPANY’S COMPLIANCE WITH ITS FISCAL OBLIGATIONS.

In relation to the second point of the Order of Business, the Chairman of the Meeting read the report stipulated by section XIX of Article 76 of the Income Tax Law in relation to the Company’s compliance with its fiscal obligations for the fiscal year ended December 31, 2018.

After hearing and considering the respective report, the Meeting, by majority vote of shares represented therein, adopted the following:

RESOLUTION

II.1 “The report on the Company’s compliance with its fiscal obligations for the fiscal year ended December 31, 2018, in accordance with the provisions of section XIX of Article 76 of the Income Tax Law is hereby approved.”

POINT III. THE PRESENTATION, DISCUSSION AND IF APPLICABLE, APPROVAL OF THE APPLICATION OF THE COMPANY'S RESULTS OF THE FISCAL YEAR ENDED DECEMBER 31, 2019.

In relation to the third point of the Order of Business, the Chairman asked the Secretary to read the project for the application of the Company’s results of the year for the consideration of this Meeting. The Secretary also informed the attendees that in accordance with the Audited Consolidated Financial Statements, approved in previous resolutions, net income in the total amount of US\$467,685,000 (Four hundred and sixty seven million, six hundred and eighty five thousand US Dollars) had been earned in the fiscal year ended December 31, 2019.

The Chairman then proposed that the aforementioned net income be applied to prior income accounts of the respective years, subject to the deduction of the amounts legally required pursuant to Clause 39 of the Company’s Corporate Bylaws and Article 20 of the LGSM.

The Chairman of the Meeting also proposed to the attendees that, in the terms of Clause 40 of the Company’s Corporate Bylaws, the Board of Directors be authorized to make any application legally appropriate and beneficial for the Company, or its shareholders to the total or partial balance of the retained earnings account, including but not limited to, the payment of dividends in cash without the sum of said resources exceeding the total balance of the Company’s retained earnings account under any circumstance and inform the shareholders of the use made of this authority.

After considering the foregoing, the Meeting, by majority vote of shares represented therein, adopted the following:

RESOLUTION

III.1 “The net income reflected in the Company’s audited consolidated financial statements as of December 31, 2019, already approved by this Meeting, which is the amounts of US\$467,685,000 (Four hundred and sixty seven million, six hundred and eighty five thousand US Dollars) be applied to prior income accounts of the respective years, subject to the deduction of the amounts legally required pursuant to Article Clause 39 of the Company’s Corporate Bylaws and Article 20 of the LGSM is hereby recognized and approved.”

III.2 “The approval in order the Board of Directors makes any application legally appropriate and beneficial for the Company or its shareholders to the total or partial balance of the retained earnings account, including but not limited to, the payment of dividends in cash without the sum of said resources exceeding the total balance of the Company’s retained earnings account under any circumstance and inform the shareholders of the use made of this authority is hereby approved in the terms of Clause 40 of the Company's Corporate Bylaws.”

POINT IV. THE APPOINTMENT, OR IF APPLICABLE, THE RATIFICATION OR REMOVAL OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE SECRETARY OF THE BOARD OF DIRECTORS, AS WELL AS THE DISCUSSION AND IF APPLICABLE, APPROVAL OF THE QUALIFICATION OF INDEPENDENCE OF THE MEMBERS OF THE COMPANY’S BOARD OF DIRECTORS IN THE TERMS OF ARTICLE 26 OF THE LMV.

Regarding this point of the Order of Business, the Chairman of the Meeting informed the attendees of the resignations of Mr. Joseph Allan Householder and Mr. Jeffrey Stephen Davidow as members of the Company’s Board on December 31, 2019, and therefore proposed that the shareholders present ratify the Board’s decision to reduce the number of Members from 13 (thirteen) to 11 (eleven).

The Chairman also reported the resignation of Mr. George William Bilicic on March 30, 2020 and proposed the provisional appointment of Mr. Randall Lee Clark by the Board effective on April 3, 2020, to Mr. Bilicic’s office. This appointment is in accordance with the provisions of the Company’s Corporate Bylaws and the Chairman provided the attendees with Mr. Clark’s resume for informative purposes, which is attached to the file of this minute.

Finally, the ratification of the other members of Board and the approval of the qualification of independence of the members of the Company’s Board of Directors in the terms of Article 26 of the LMV was submitted for the discussion of the Meeting, for which the attendees were provided with the resumes of all the Members, which are attached to the file of this minute.

The Chairman also proposed the ratification of the Chairman of the Board and the Secretary-Owner of the Company.

After considering the foregoing proposal, the Meeting, by majority vote of shares represented therein, adopted the following:

RESOLUTIONS

IV.1 “The resignations of Mr. Joseph Allan Householder as a member of the Board and the Corporate Practices Committee and of Mr. Jeffrey Stephen Davidow as a member of the Board and Chairman of the Corporate Practices Committee effective December 31, 2019, are hereby resolved and accepted.”

IV.2 “The reduction of the number of Members of the Board of Directors from 13 (thirteen) to 11 (eleven) is hereby approved.”

IV.3 “The acceptance of the resignation of Mr. George William Bilicic from the Board on March 30, 2020, and of the ratification of Mr. Randall Lee Clark in his place as a member of the Board effective April 3, 2020, in accordance with the Company’s Corporate Bylaws, are hereby resolved.

IV.4 “The Meeting thanked Mr. Joseph Allan Householder, Mr. Jeffrey Stephen Davidow and Mr. George William Bilicic for their performance in the offices they held, approved the formalities they completed, granted them the broadest settlement permitted by law and released them from all obligations and liabilities for their performance to the date of this Meeting.”

IV.5 “The ratification of the qualification of independence as Independent Members of Mr. Aarón Dychter Poltolarek, Mr. José Julián Sidaoui Dib and Mr. Alberto Felipe Mulás Alonso, in accordance with the provisions of the Article 26 of the LMV is hereby approved.”

IV.6 “The appointment of Mr. Carlos Ruiz Sacristán as Chairman of the Board is hereby ratified.”

IV.7 “The appointment of Ms. Vanesa Madero Mabama as Secretary, without being a member of the Company's Board, is hereby ratified.”

IV.8 “The ratification of the other members of the Board of Directors is hereby approved; therefore, the Board, from the date of this Meeting, shall consist of the following members:

**Members
Board of Directors**

Carlos Ruiz Sacristán (Chairman)
Dennis Víctor Arriola
Faisel Hussain Kahn
Peter Ronan Wall
Randall Lee Clark
Justin Christopher Bird
Tania Ortiz Mena López Negrete
Erle Allen Nye, Jr.
Aarón Dychter Poltolarek (Independent Member)
José Julián Sidaoui Dib (Independent Member)
Alberto Felipe Mulás Alonso (Independent Member)

Vanesa Madero Mabama
(Secretary, non-member of the
Board of Directors)”

IV.9 “The Meeting thanked Mr. Joseph Allan Householder, Mr. Jeffrey Stephen Davidow and Mr. George William Bilicic for the performance of their functions and approved and ratified all the formalities completed by each for them during the fiscal year ended December 31, 2019, and to March 30, 2020, respectively, releasing them as a consequence from all liabilities derived from the performance of their offices and recognizing that no action or right may be filed against them.”

IV.10 “It is hereby confirmed that the persons named and ratified have accepted their appointments as Members having sworn their faithful performance of the offices as stipulated in the Company’s Corporate Bylaws.”

POINT V. THE APPOINTMENT, OR IF APPLICABLE, THE RATIFICATION OR REMOVAL OF THE MEMBERS OF THE COMPANY’S AUDIT AND COMMITTEE AND CORPORATE PRACTICES COMMITTEE, AS WELL AS THE CHAIRPERSONS OF BOTH COMMITTEES.

Regarding this point of the Order of Business, as a consequence of the resignation of Mr. Jeffrey Stephen Davidow on December 31, 2019, as mentioned in the preceding point, including as Chairman of the Corporate Practices Committee (the “CPC”), the appointment of Mr. Alberto Felipe Mulás Alonso, an Independent Member to the office of Chairman of the CPC beginning December 31, 2019, is proposed to the Meeting. Also, as a consequence of the resignation of Mr. Joseph Allan Householder, a Related Member, from the CPC, who sat on the CPC based on Article 25 of the LMV, Mr. Dennis Victor Arriola, who is also a Related Member, is proposed to take the position on the CPC.

Moreover, the ratification of the other members of the CPC and the Audit Committee is also proposed.

After considering the foregoing proposals, the Meeting, by majority vote of shares represented therein, adopted the following:

RESOLUTIONS

V.1 “The appointment of Mr. Alberto Felipe Mulás Alonso, Independent Member, to the office of Chairman of the Corporate Practices Committee beginning April 30, 2020, is hereby approved.

V.2 “The appointment of Mr. Dennis Victor Arriola to a position on the Corporate Practices Committee, as a Related Member, in accordance with Article 25 of the LMV is hereby approved.

V.3 “The ratification of all the members of the Corporate Practices Committee is hereby approved as follows:

Corporate Practices Committee

Alberto Felipe Mulás Alonso (Chairman)
Aarón Dychter Poltolarek
José Julián Sidaoui Dib
Dennis Víctor Arriola

V.4 “The ratification of all the members of the Company’s Audit Committee is hereby approved as follows:

Audit Committee

Aarón Dychter Poltolarek (Chairman)
José Julián Sidaoui Dib
Alberto Felipe Mulás Alonso

POINT VI. THE PRESENTATION, DISCUSSION AND IF APPLICABLE, THE APPROVAL OF THE DETERMINATION OF THE REMUNERATIONS OF THE MEMBERS OF THE BOARD OF DIRECTORS.

Regarding the sixth point of the Order of Business, the Chairman of the Meeting informed the attendees that regarding the Members’ remunerations, it is proposed that those executives who form part of the Company’s Management, or any other affiliate of the same economic group of interests, to which the Company belongs; i.e., on being Related Members, they do not receive any remunerations from the exercise of their offices, including the Secretary, non- member of the Board. In this vein, the Chairman mentioned that these Related Members and the Secretary, non-member of the Board had already informed of their waiver of their remunerations for the performance of their offices for the fiscal year ended December 31, 2019, to the date of this Meeting.

Notwithstanding the foregoing, the Chairman proposed to the Meeting that for being Directors of the Company and attending the Corporate Practices Committee and Audit Committee meetings, the Independent Members receive the following remunerations:

- i) Remuneration for being Directors of the Company in the annual amount of US\$24,500 (Twenty-four thousand, five hundred US Dollars);
- ii) Remuneration for participating in Board of Directors, Audit Committee and Corporate Practices Committee meetings in the annual amount of US\$39,000 (Thirty-nine thousand US Dollars); and
- iii) A special bonus known as the “Long-Term Incentive Plan” in the approximate annual amount of US\$46,500 (Forty-six thousand, five hundred US Dollars). This special bonus is linked to a specific number of virtual shares of the Company.

After considering the foregoing proposals, the Meeting, by majority vote of shares represented therein, adopted the following:

RESOLUTIONS

VI.1 “It is hereby approved that the Related Members; i.e., those executives who form part of the Company’s Management or any other affiliate of the same economic group of interests to which the Company belongs, including the Secretary, non-member of the Board, do not receive any remuneration whatsoever for their participation on the Board and the different Committees.”

VI.2 “The Related Members’ and non-Board member Secretary’s waiver of their right to receive any remuneration whatsoever for their participation on the Board and the different Committees for the fiscal year ended December 31, 2019, to the date of this Meeting is hereby accepted and appreciated.”

VI.3 “It is hereby approved that for being Directors of the Company and attending the Corporate Practices Committee and Audit Committee meetings, the Independent Members receive the following remunerations:

- i) Remuneration for being Directors of the Company in the annual amount of US\$24,500 (Twenty-four thousand, five hundred US Dollars);
- ii) Remuneration for participating in Board of Directors, Audit Committee and Corporate Practices Committee meetings in the annual amount of US\$39,000 (Thirty-nine thousand US Dollars); and
- iii) A special bonus known as the “Long-Term Incentive Plan” in the approximate annual amount of US\$46,500 (Forty-six thousand, five hundred US Dollars). This special bonus is linked to a specific number of virtual shares of the Company.

VI.4 “It is hereby confirmed that the persons named and ratified as Members have accepted their appointments to said offices having sworn their faithful performance of the offices as stipulated in the Company’s Corporate Bylaws and that said Members do not provide a bond whatsoever conditioned to the performance of their offices.”

POINT VII. THE PRESENTATION, DISCUSSION AND IF APPLICABLE, THE APPROVAL OF THE DETERMINATION OF THE MAXIMUM AMOUNT OF FUNDS THE COMPANY MAY ALLOCATE TO THE SHARES REPURCHASE PROGRAM, IN THE TERMS OF SECTION IV OF ARTICLE 56 OF THE LMV.

Regarding this point of the Order of Business, the Chairman proposed to the Meeting that the maximum amount of funds that the Company may allocate to the shares repurchase program is the amount US\$500,000,000.00 (Five hundred million US Dollars), in accordance with Article 56 of the LMV, for the fiscal year 2020 and until such time as the Meeting sets a new amount.

After considering the foregoing proposal, the Meeting, by majority vote of shares represented therein, adopted the following:

RESOLUTION

VII.1 “The maximum amount of funds that the Company may allocate to the shares repurchase program is the amount of US\$500,000,000.00 (Five hundred million US Dollars), in accordance with Article 56 of the LMV, for the fiscal year 2020 and until such time as the Meeting sets a new amount is hereby approved.”

POINT VIII. THE PRESENTATION, DISCUSSION AND IF APPLICABLE, THE APPROVAL OF THE SPECIAL MEETING DELEGATE SO PERFORM AND NOTARIZE ITS AGREEMENTS.

On being the last point of the Order of Business, the Chairman of this Meeting proposed appointing René Buentello Carbonell, Vanesa Madero Mabama, María de los Ángeles Morales Cano and Guadalupe Bay Rodríguez as Special Meeting Delegates, so that, if applicable, any one of them may request the Notary Public of their preference, to notarize all or part of these Meeting minutes.

After considering the Chairman's proposal, the Meeting, by majority vote of shares represented therein, adopted the following:

RESOLUTION

VIII.1 René Buentello Carbonell, Vanesa Madero Mabama, María de los Ángeles Morales Cano and Guadalupe Bay Rodríguez are hereby appointed as Special Meeting Delegates, so that, on behalf and in representation of the Company, any one of them may request the Notary Public of their preference, to notarize all or part of these Meeting minutes and register the certified notarial copy of the deed issued before the Public Commercial and Property Register on the Company’s domicile in order to conduct the formalities necessary before the respective authorities to ensure due compliance with the resolutions adopted at this Meeting and issue certified copies of these minutes, if deemed necessary or suitable.

Once the minutes were written, read, approved and ratified by all the Members present, they were signed by the Chairman and the Secretary, who bore witness that all the stockholders called were present for the entire meeting until its conclusion.

The following documents are attached to the file of the minutes of this Annual Ordinary General Shareholders' Meeting:

- a) A copy of the publication of the call;
- b) Attendance list;
- c) Report of the Chairman of the Board of Directors;
- d) Chief Executive Officer's Report.
- e) The Board of Directors' Opinion on the content of the Chief Executive Officer's Report;
- f) Corporate Practices Committee Chairman's Report;
- g) Audit Committee Chairman's Report;
- h) External Auditor' Report;
- i) The Company's Audited Consolidated Financial Statements;
- j) The Report relating to Section XIX of Article 76 of the Income Tax Law valid in 2019;
- k) Mr. Randall Lee Clark's resume;
- l) The Company's Board Members' resumes.

The Meeting was adjourned at 10:30 hours Pacific time on April 30, 2020.

[Signature]

[Signature]

Mario Christian López Hernández
Chairman

Vanesa Madero Mabama
Secretary