

**IENOVA ANNOUNCES THAT SEMPRA ENERGY PUBLISHED THE NOTICE
OF RESULTS IN CONNECTION WITH ITS EXCHANGE OFFER**

Mexico City, May 24th, 2021 – Infraestructura Energética Nova, S.A.B. de C.V. (“IEnova”), further to its material event filing dated April 26, 2021, announced that today, Casa de Bolsa BBVA Bancomer, S.A. de C.V., Grupo Financiero BBVA Bancomer, as exchange agent, published through the electronic information system “Emisnet” of the Mexican Stock Exchange (*Bolsa Mexicana de Valores*), on behalf of Sempra Energy (“Sempra”), the notice of results of the exchange offer launched by Sempra on April 26, 2021, to acquire all of the IEnova ordinary shares not owned directly or indirectly by Sempra (the “IEnova Public Shares”), in exchange for shares of Sempra’s common stock at an exchange ratio of 0.0323 shares of Sempra’s common stock for each IEnova Public Share, which notice of results is attached hereto.

OFFER RESULTS AND PLACEMENT NOTICE



SEMPRA ENERGY

OFFER RESULTS AND PLACEMENT NOTICE OF THE PUBLIC TENDER AND EXCHANGE OFFER FOR UP TO 433,242,720 (FOUR HUNDRED THIRTY-THREE MILLION TWO HUNDRED FORTY-TWO THOUSAND SEVEN HUNDRED TWENTY) ORDINARY, NOMINATIVE SHARES, OF A SINGLE-SERIES, WITH NO PAR VALUE (THE “ISSUER’S PUBLIC SHARES”), WHICH REPRESENT 29.8% (TWENTY-NINE POINT EIGHT PERCENT) OF THE TOTAL OUTSTANDING SHARES OF INFRAESTRUCTURA ENERGÉTICA NOVA, S.A.B. DE C.V. (“IENOVA” OR THE “ISSUER”), WHICH REPRESENT 100% (ONE HUNDRED PERCENT) OF THE ISSUER’S TOTAL OUTSTANDING SHARES THAT ARE NOT OWNED DIRECTLY OR INDIRECTLY BY SEMPRA ENERGY, FOR UP TO 13,993,739 (THIRTEEN MILLION NINE HUNDRED NINETY THREE THOUSAND SEVEN HUNDRED THIRTY-NINE) SHARES OF COMMON STOCK OF SEMPRA ENERGY (THE “EXCHANGE SHARES”), ASSUMING ACCEPTANCE OF 100% OF THE OFFER, REPRESENTATIVE OF APPROXIMATELY 4.4% (FOUR POINT FOUR PERCENT) OF THE OUTSTANDING COMMON STOCK OF SEMPRA ENERGY AS OF THE INITIAL DATE OF THE OFFER ASSUMING THE SUBSCRIPTION AND PAYMENT OF 100% OF THE EXCHANGE SHARES, AND REGISTRATION IN THE RNV OF 750,000,000 (SEVEN HUNDRED FIFTY MILLION) SHARES OF SEMPRA ENERGY COMMON STOCK

Sempra Energy, as Offeror, offered to the holders of Issuer’s Public Shares to acquire through a public exchange tender offer (the “Offer” or the “Exchange Offer”) in the United Mexican States (“Mexico”), subject to the terms and conditions of the Prospectus and Offering Memorandum (the “Prospectus and Offering Memorandum”) and in accordance with the provisions of the Securities Market Law of Mexico (“LMV”), General Issuer’s Regulations and other applicable regulations, up to 433,242,720 (four hundred thirty-three million two hundred forty-two thousand seven hundred twenty) ordinary, nominative shares, of a single-series, with no par value, representing 29.8% (twenty-nine point eight percent) of the total outstanding shares of the Issuer, which represented 100% (one hundred percent) of Issuer’s shares owned by public investors as of the Initial Date of the Offer, and therefore not owned directly or indirectly by Sempra Energy. Initial capitalized terms not defined in this Offer Results and Placement Notice shall have the meaning attributed to them in the Prospectus and Offering Memorandum.

The Offer was based on an exchange ratio of 0.0323 Exchange Shares for each one Issuer Public Share (the “Exchange Ratio”), which Exchange Ratio was set forth in the Offeror’s Final Offer Letter to IEnova’s Corporate Practices Committee.

As a result of the Offer, Sempra Energy’s direct and indirect ownership interest in the capital stock of the Issuer increased from 70.2% (seventy point two percent) to 96.4% (ninety six point four percent) of the total outstanding IEnova Shares, and the remaining 3.6% (three point six percent) of the outstanding IEnova Shares continue to be held by public investors and are traded on the Mexican Stock Exchange as of the date of this notice.

Type of Offer:	Public Exchange Offer.
Issuer:	Infraestructura Energética Nova, S.A.B. de C.V. (“ <u>Issuer</u> ” or “ <u>IEnova</u> ”).
Offeror:	Sempra Energy (“ <u>Offeror</u> ” or “ <u>Sempra Energy</u> ”).
Issuer Shares Ticker Symbol:	“IENOVA.”
Offeror Common Stock Ticker Symbol:	“SRE.”
Initial Trading Price and Date of Sempra Energy Common Stock on the BMV:	We expect that the initial trading price of Sempra Energy’s shares of common stock on the BMV on the initial trading date of such shares of common stock, which will be on the Registration Date, will be the same as the closing price of shares of Sempra Energy common stock on the NYSE on the U.S. Business Day immediately preceding the Settlement Date, which will be converted into Mexican pesos using the exchange rate reported by Banco de México as the FIX Rate on the date immediately preceding the Registration Date.
Total number of shares of the Issuer’s capital stock:	1,452,281,032 (one billion four hundred fifty-two million two hundred eighty-one thousand thirty-two) ordinary, nominative shares, of a single series, with no par value, as of the Initial Date of the Offer.
Number of Issuer’s Public Shares subject to the Exchange Offer:	Up to 433,242,720 (four hundred thirty-three million two hundred forty-two thousand seven hundred twenty) ordinary, nominative shares, of a single series, with no par value, that, as of the Initial Date of the Offer, are not owned directly or indirectly by Sempra Energy. Holders of record during the Offer Period and until May 24, 2021, which was the last date of the Offer Period, were eligible to tender their IEnova Public Shares in the Exchange Offer.
Number of shares of the Issuer’s capital stock after the Exchange Offer:	1,452,281,032 (one billion four hundred fifty-two million two hundred eighty-one thousand thirty-two) ordinary, nominative shares, of a single series, with no par value.
Percentage of the Issuer’s capital stock subject to the Exchange Offer:	29.8% (twenty-nine point eight percent) of the total outstanding shares of the Issuer, which represents 100% (one hundred percent) of the outstanding shares of the Issuer that are not owned directly or indirectly by Sempra Energy as of the Initial Date of the Offer.
Number of Issuer’s Public Shares acquired through the Exchange Offer:	381,015,194 (three hundred eighty one million fifteen thousand one hundred ninety four) ordinary, nominative shares, of a single series, with no par value.
Percentage of the Issuer’s capital stock represented by shares acquired through the Exchange Offer:	26.2% (twenty six point two percent) of the total outstanding shares of the Issuer, which represent 87.9% (eighty seven point nine percent) of the outstanding shares of the Issuer that are owned by public investors as of the Initial Date of the Offer.

Exchange Ratio: 0.0323 Exchange Shares for each one Issuer Public Share.

Total amount of the Exchange Offer: 32,390 million Pesos, or, exclusively for informational purposes, approximately U.S.\$1,623 million based on an exchange rate of Ps. 19.9510 per U.S.\$1.00, at the exchange rate reported by Banco de México on May 24, 2021, which amount is equal to multiplying the total number of Issuer's Public Shares tendered in the Exchange Offer, by the closing price of such shares on the Expiration Date.

Number of Offeror's Exchange Shares to be issued: 12,306,777 (twelve million three hundred six thousand seven hundred seventy seven) shares of Sempra Energy common stock.

Number of Offeror's Shares of Common Stock to be registered with the RNV: On the Registration Date, Sempra Energy will register with the RNV 750,000,000 (seven hundred fifty million) shares of its common stock, which is the total number of shares of common stock Sempra Energy is authorized to issue under its amended and restated articles of incorporation as in effect on the Expiration Date.

Registration in the U.S.: To conduct this Offer, Sempra Energy has registered the offer and sale of the Exchange Shares with the SEC. Such registration was made through the filing of a registration statement on Form S-4 with the SEC, which was declared effective by the SEC on April 26, 2021.

Initial Date of the Offer: April 26, 2021.

Offer Period: The Offer remained open for 20 (twenty) full Business Days from the Initial Date of the Offer, which was April 26, 2021, until May 24, 2021.

Dates of Publication of Offer notice (aviso de oferta): The Offer notice (*Aviso de Oferta*) was published on EMISNET on the Initial Date of the Offer and on a daily basis on every Mexican Business Day during the Offer Period.

Expiration Date: May 24, 2021, at 2:00 p.m. (Mexico City time).

Date of publication of the results of the Exchange Offer: May 24, 2021.

Trade Date of the Issuer's Public Shares Tendered in the Exchange Offer: May 26, 2021, which is 2 (two) Business Days after the Expiration Date.

Registration Date of Sempra Energy's shares of common stock: May 28, 2021, which is 4 (four) Business Days after the Expiration Date.

Settlement Date: May 28, 2021, which is 4 (four) Business Days after the Expiration Date.

Tender Participation Procedure: Issuer shareholders who wish to participate in the Offer and who maintain custody of their shares through different Custodians with accounts at Indeval shall, during the Offer Period, inform their respective Custodian in writing of the acceptance of the Offer and instruct the Custodian to transfer their Issuer's Public Shares to the Broker-Dealer and submit to the Broker-Dealer an Acceptance Letter for such shares. Issuer shareholders' will retain their economic and voting rights associated with the IEnova Public Shares tendered in the Exchange Offer until the Settlement Date. At that time, Sempra Energy will become the owner of the tendered IEnova Public Shares.

To conduct the exchange, Custodians shall: (i) collect the tender instructions they receive; (ii) maintain in custody the Issuer's Public Shares for which they have received tender instructions (including instructions from customers who physically hold Issuer's Public Shares), until they are transferred to the Broker-Dealer; and (iii) complete, based on the information submitted by the respective shareholders and delivered to the Broker-Dealer, the Acceptance Letters that must be duly completed by the respective Custodian, using the form of Acceptance Letter made available by the Broker-Dealer, in order to participate in the Offer, noting the information of the Issuer's Public Shares to be tendered pursuant to the following subparagraphs. This means that all Issuer's Public Shares that are submitted for tender in the Exchange Offer cannot be sold, traded or otherwise disposed of or transferred after such tender unless withdrawal rights have been exercised with respect to those shares in accordance with the terms described in Section 1.26 of the Prospectus and Offering Memorandum "*II. The Offer – Terms of the Offer*" – "*Withdrawal Rights.*" The Acceptance Letters shall be completed, signed and delivered in original by courier with acknowledgment of receipt at the Broker-Dealer's offices, located at Paseo de la Reforma No. 510, Piso 18, Col. Juárez, Alcaldía Cuauhtémoc, C.P. 06600, Mexico City, Mexico, at the attention of Mary Carmen Espinosa Osorio and/or Francisco Márquez Granillo (telephone numbers +52 (55) 5621-9662 and/or +52 (55) 5621-0870 and e-mail addresses: rfi_equity.group@bbva.com, mary.espinosa@bbva.com and franciscojavier.marquez.grani@bbva.com). Reception hours will be from 8:00 a.m. to 6:00 p.m. (Mexico City time), during all Mexican Business Days of the Offer Period, except on the Expiration Date, when reception will be from 8:00 a.m. to 2:00 p.m. (Mexico City time).

Neither Sempra Energy nor the Broker-Dealer will charge any brokerage fee in connection with the Exchange Offer to the tendering Issuer shareholders. However, holders of Issuer Public Shares should check with the Custodian who holds their Issuer Public Shares as to whether or not such Custodian will charge any transaction fee in connection with their tender. Sempra Energy will not pay any such fees.

Issuer shareholders who physically hold their shares and wish to participate in the Offer should contact the Custodian of their choice for specific instructions and timing and other requirements for tendering their physical shares in the Offer. In such cases, the Issuer shareholders who physically hold their shares must deliver their Issuer's Public Shares to a Custodian for deposit at Indeval, which, upon approval and validation of their deposit at Indeval, will send to the Custodian a registration crediting such shares in favor of the applicable Issuer shareholder. Thereafter, such shares will be exchanged in the Offer in the same manner as all other shares that are held through Custodians, as described above.

In order for the Offer to be considered accepted by the Issuer's shareholders, the Custodians, in addition to delivering the Acceptance Letter, must: (i) transfer the corresponding Issuer's Public Shares free of payment to the Broker-Dealer's Concentrator Account at Indeval, no later than 2:00 p.m. (Mexico City time), on the Expiration Date, and (ii) deliver to the Broker-Dealer, or confirm that the Broker-Dealer has received, written confirmation regarding the transfer of the Issuer's Public Shares to the Concentrator Account. The Issuer's Public Shares transferred to the Concentrator Account after 2:00 p.m. (Mexico City time) on the Expiration Date will not be accepted and shall not participate in the Offer. The Broker-Dealer will not receive physical share certificates of the

Issuers Public Shares. The transfer of the Issuer's Public Shares through Indeval shall be considered effected precisely on the Trade Date, after the corresponding registration on the BMV, which will occur on the 2nd (second) Business Day following the Expiration Date.

If any Acceptance Letter is not duly completed, or is received outside the days and hours referred to above, or the transfers of the Issuer's Public Shares are not carried out in accordance with the provisions of the Prospectus and Offering Memorandum, such Acceptance Letter shall not be valid and, therefore, such Issuer's Public Shares shall not be deemed tendered and shall not participate in the Offer. In accordance with the foregoing, the Offeror has the right to reject any Acceptance Letter, instruction or delivery which has not been made in due form or which for any reason is invalid, or to refuse to accept, through the Broker-Dealer, any Acceptance Letter or any tender of Issuer's Public Shares which, in its opinion or that of its counsel, is unlawful or in breach of the requirements set forth by the Offeror, and also has the right, in its sole discretion, to waive any such breach.

Considering the satisfaction of the Offer Conditions, on the Settlement Date, the Offeror shall deliver to the Broker-Dealer the total Offeror's Exchange Shares based on the Exchange Ratio, plus any corresponding cash in lieu of fractional shares calculated as described in Section 1.28 of the Prospectus and Offering Memorandum "II. The Offer – Terms of the Offer" – "Exchange Offer Closing Procedure", in exchange for all Issuer's Public Shares that have been validly tendered to the Broker-Dealer in accordance with the procedure described herein, at the Indeval account of the Broker-Dealer as previously instructed to the Offeror. The Broker-Dealer will transfer on the Settlement Date to the different Indeval accounts of the Custodians (including the Custodians of the Issuer shareholders who have held their Issuer's Public Shares physically), the number of Offeror's Exchange Shares that correspond to the number of Issuer's Public Shares received or transferred from the various Custodians as per each Custodian's Acceptance Letter and the Exchange Ratio, rounding any resulting fraction downwards to the next lowest whole number, plus any corresponding cash in lieu of fractional shares, all as provided in the Prospectus and Offering Memorandum. See Section 1.28 of the Prospectus and Offering Memorandum "II. The Offer – Terms of the Offer" – "Exchange Offer Closing Procedure" for additional information. Neither the Offeror, nor the Broker-Dealer, nor any of their respective subsidiaries or Affiliates or any person related thereto, shall be liable for subsequent payments or deliveries (or lack thereof) of the Exchange Shares or cash in lieu of any fractional shares that the Custodians must make in favor of the Issuer's shareholders, all of which shall be the full responsibility of each Custodian.

The acceptance of the Offer by an Issuer shareholder, by means of the transfer of the Issuer's Public Shares to the Broker-Dealer's Concentrator Account in accordance with the terms described above, and the transfer to the Broker-Dealer of the duly completed and signed Acceptance Letter, shall be deemed irrevocable as of the Withdrawal Deadline (as it may be extended in accordance with the terms of the Prospectus and Offering Memorandum) for all purposes (except in the event that, in the opinion of the CNBV, the Offer has been materially modified or other competitive tender offers present better conditions, in which case withdrawals from the Offer can be made without penalty until the Expiration Time). Consequently, once the transfer of the shares has been made, they cannot be withdrawn from the corresponding Concentrator Account unless the holders of IEnova Public Shares withdraw their acceptance by the Withdrawal Deadline, as described in more detail in the Prospectus and Offering Memorandum.

The Offer and its terms may be modified at any time prior to its conclusion, as long as it involves more favorable terms, or if so decided by the Offeror pursuant to the terms of Article 97 of the LMV, as long as it is so disclosed by means of the channels by which the Offer was made. If, in the opinion of the CNBV, those modifications are material, the Offer Period shall be extended for a term of no less than 5 (five) Business Days. Any holder of IEnova Public Shares who had agreed to participate in the Offer may decline its acceptance at or prior to the Withdrawal Deadline.

Sempra Energy will not accept for exchange or exchange any IEnova Public Shares validly tendered into, and not withdrawn from, the Exchange Offer unless each of the Offer Conditions described below is satisfied or waived by Sempra Energy prior to the Expiration Time:

- the registration statement for the Registration in the U.S. shall have been declared effective by the SEC, the CNBV and the BMV shall have approved the registration and listing of Sempra Energy's common stock and authorized the Offer and the disclosure in the related documents filed with the CNBV, the NYSE shall have approved the supplemental listing of the Exchange Shares, and all other governmental approvals and authorizations required in connection with the Exchange Offer shall have been obtained and shall have not been revoked or amended, modified or supplemented in any way that, in the Offeror's sole judgment, could reasonably be expected to materially impede or interfere with, delay, postpone or materially and adversely affect the completion of the Exchange Offer;
- during the Offer Period, no stop order suspending the effectiveness of the registration statement for the Registration in the U.S. shall have been issued by the SEC, and no proceeding for that purpose shall have been initiated or threatened by the SEC, and the CNBV shall not have issued any order suspending the Exchange Offer;
- during the Offer Period, no governmental entity, court, or agency having jurisdiction over any party to the Exchange Offer shall have enacted, issued, promulgated, enforced, or entered any laws, regulations or orders, whether temporary, preliminary, or permanent, that make illegal, enjoin, or otherwise prohibit consummation of or, in the Offeror's sole judgment, adversely impact the ability to consummate the Exchange Offer; and
- during the Offer Period, no Material Adverse Effect shall have occurred, nor any event, condition, change, occurrence, development, or effect that would, individually or in the aggregate, reasonably be expected to have a Material Adverse Effect.

If the Offeror, in its sole discretion, determines that any of the Offer Conditions has not been satisfied, the Offeror,

**Conditions, Extension,
Amendment and Termination of
the Offer:**

at any time without any liability and until the Expiration Date, may:

- 1) withdraw or terminate the Offer and promptly return to the Issuer's shareholders their Issuer's Public Shares submitted for tender, in which case the Offeror shall not be required to pay any consideration;
- 2) modify the terms of the Offer, including extending the Offer Period, provided that, if, in the opinion of the CNBV, those modifications are material, the Offer Period shall be extended for a term of no less than 5 (five) Business Days; or
- 3) modify or waive any Offer Condition.

The discretionary decision of the Offeror at any time regarding the waiver, or the satisfaction or not, of any of the Offer Conditions shall be unilateral, binding and final.

The Offer Conditions are for the sole benefit of the Offeror and may be invoked, used, exercised, and determined by the Offeror regardless of the circumstances that originated them. In addition, these conditions may be waived by the Offeror totally or partially, at any time and from time to time, in its sole discretion. Failure on the part of the Offeror to exercise any of these rights shall not be considered a waiver thereof; the waiver of any of these rights in respect of particular and specific facts and circumstances does not mean or shall not be considered as a waiver in respect of other particular and specific facts and circumstances; and each of these rights shall be considered a continuing right that may be exercised or invoked at any time. Any determination by the Offeror involving the events described in Section 1.26 of the Prospectus and Offering Memorandum "II. The Offer – Terms of the Offer" – "Conditions, Extension, Amendment and Termination of the Offer" shall be unilateral, final and binding.

The Offeror reserves the right to withdraw or terminate the Offer if, in its sole discretion, the Offeror determines that any of the Offer Conditions has not been satisfied, or the Offeror may otherwise waive such conditions, in which case, it shall give public notice of these circumstances. Upon withdrawal or termination of the Offer, holders of Issuer's Public Shares who have tendered their shares shall not be entitled to claim any interest or other consideration against the Offeror on the occasion of such withdrawal or termination. This right may be exercised by the Offeror at any time in its sole discretion until the Expiration Date. In the event that the Offeror withdraws or terminates the Offer in accordance with the foregoing, the Broker-Dealer shall return the Issuer's Public Shares that have been submitted for tender through the Custodians.

Once the Offer Period begins, the Offer will not be subject to any conditions other than those described in Section 1.26 of the Prospectus and Offering Memorandum "II. The Offer – Terms of the Offer" – "Conditions, Extension, Amendment and Termination of the Offer." The receipt by the Broker-Dealer of Issuer's Public Shares that have been validly tendered must not be construed as a waiver by the Offeror of any of these Offer Conditions.

The waiver by the Offeror, at any given time, of its right to withdraw or terminate the Offer when any of the Offer Conditions are not satisfied, shall not imply in any way nor shall it be interpreted as a waiver by the Offeror of the application of such condition at a later time.

Each of the Broker-Dealer, on behalf of Sempra Energy by means of the publication of a notice through the EMISNET of the BMV, and the Issuer, by means of the publication of a current report (*evento relevante*), respectively, shall publicly announce on the Expiration Date, or on the date on which the Offeror determines that any of the Offer Conditions were not satisfied, as appropriate, whether the Offer Conditions were satisfied or waived. Such communication shall constitute, as applicable, recognition by the Offeror and the Issuer that the Offer has been completed, withdrawn or terminated, in accordance with the terms described herein.

The Exchange Offer expired at 2:00 p.m., Mexico City time, on May 24, 2021. The Exchange Offer remained open for 20 (twenty) full Business Days; provided that we expressly reserved (but did not exercise) the right, at any time or at various times during the Offer Period, to extend the Offer Period in our sole discretion for one or more periods of no less than 5 (five) Business Days each, and to extend the Offer Period for any period in the event that such an extension, in our sole judgment, was required by applicable law or by any rule, regulation, interpretation or position of the CNBV, the SEC or their respective staffs that is applicable to the Exchange Offer. If material modifications had been made to the terms of the Offer, at the discretion of the CNBV, the Offer Period would have been extended for a period of no less than 5 (five) Business Days. During any extension of the Exchange Offer, all Issuer Public Shares previously validly tendered would have remained validly tendered and subject to the Exchange Offer unless, prior to the extended Expiration Time, the holders of such previously tendered Issuer Public Shares exercised their withdrawal rights as described in Section 1.27 of the Prospectus and Offering Memorandum "II. The Offer – Terms of the Offer" – "Withdrawal Rights." The Exchange Offer could have been extended by notice from the Offeror to the Broker-Dealer, at any time or from time to time during the Offer Period, on or prior to 8:00 a.m., Mexico City time, on the Business Day immediately preceding the date then fixed for the expiration of the Exchange Offer.

For additional information, see Section 1.26 of the Prospectus and Offering Memorandum "II. The Offer – Terms of the Offer" – "Conditions, Extension, Amendment and Termination of the Offer."

Withdrawal Rights:

Holders of Issuer's Public Shares who have accepted the Offer will have the right to withdraw from their acceptance of the Offer without penalty at or prior to the Withdrawal Deadline (as it may be extended in accordance with the terms of the Prospectus and Offering Memorandum). Thereafter acceptances will be irrevocable, except in the event that, in the opinion of the CNBV, the Offer has been materially modified or other competitive tender offers present better conditions, in which case withdrawals from the Offer can be made without penalty until the Expiration Time. For additional information, see Section 1.27 of the Prospectus and Offering Memorandum "II. The Offer – Terms of the Offer" – "Withdrawal Rights."

Exchange Offer Closing Procedure:

Subject to the satisfaction or waiver of the Offer Conditions, on the Settlement Date, the Offeror shall deliver to the Broker-Dealer the total Offeror's Exchange Shares based on the Exchange Ratio, plus any corresponding cash in lieu of fractional shares calculated as described in Section 1.28 of the Prospectus and Offering Memorandum "II. The Offer – Terms of the Offer" – "Exchange Offer Closing Procedure", in exchange for all Issuer's Public Shares that have been validly tendered to the Broker-Dealer in accordance with the procedure described herein, at the

Indeval account of the Broker-Dealer as previously instructed to the Offeror. The Broker-Dealer will transfer on the Settlement Date to the different Indeval accounts of the Custodians (including the Custodians of the Issuer shareholders who have held their Issuer's Public Shares physically), the number of Offeror's Exchange Shares that correspond to the number of Issuer's Public Shares received or transferred from the various Custodians as per each Custodian's Acceptance Letter and the Exchange Ratio, rounding any resulting fraction downwards to the next lowest whole number, plus any corresponding cash in lieu of fractional shares, all as provided in the Prospectus and Offering Memorandum. See Section 1.28 of the Prospectus and Offering Memorandum "II. The Offer – Terms of the Offer" – "Exchange Offer Closing Procedure" for additional information. Neither the Offeror, nor the Broker-Dealer, nor any of their respective subsidiaries or Affiliates or any person related thereto, shall be liable for subsequent payments or deliveries (or lack thereof) of the Exchange Shares or cash in lieu of an fractional shares that the Custodians must make in favor of the Issuer's shareholders, all of which shall be the full responsibility of each Custodian.

The exchange of IEnova Public Shares for Offeror's Exchange Shares will be carried out based on the Exchange Ratio, on the Settlement Date of the Offer, to the holders of IEnova Public Shares that have validly tendered in the Offer on the terms described in the Prospectus and Offering Memorandum.

Each of the Broker-Dealer, on behalf of Sempra Energy by means of the publication of a notice through the EMISNET of the BMV, and the Issuer, by means of the publication of a current report (*evento relevante*), respectively, shall publicly announce on the Expiration Date, or on the date on which the Offeror determines that any of the Offer Conditions were not satisfied, as appropriate whether the Offer Conditions were satisfied or waived. Such communication shall constitute, as applicable, recognition by the Offeror and the Issuer that the Offer has been completed, withdrawn or terminated, in accordance with the terms described herein.

The settlement of the Offer shall be made exclusively through the subscription of the Offeror's Exchange Shares, and the payment of cash in lieu of fractional shares, as described in the Prospectus and Offering Memorandum. Only whole numbers of shares of Sempra Energy common stock will be delivered at the settlement of the Exchange Offer, including with respect to investors who participate in the Exchange Offer and who would be entitled to fractional shares of Sempra Energy's common stock after the application of the Exchange Ratio. Because each Custodian may apply different methods with respect to the treatment of fractional share interests that would otherwise be owed to beneficial owners of IEnova Public Shares for whom such Custodian is the record holder, each such beneficial owner should contact its Custodian to understand the mechanism to be executed in lieu of delivering such fractional shares.

For purposes of the above, the Broker-Dealer (according to the IEnova Public Shares for which it received Acceptance Letters) will receive from Sempra Energy the number of whole shares of Sempra Energy common stock to be delivered to each Custodian calculated according to the Exchange Ratio and, if applicable, rounded to the immediate whole lower number, as well as any cash to be paid in lieu of fractional shares, which will be distributed to each Custodian in the terms of the Offer pursuant to the following.

The Broker-Dealer shall have no liability if it does not receive the Offeror's Exchange Shares or cash in lieu of fractional shares or any portion of the same from the Offeror. The number of Offeror's Exchange Shares to be distributed by the Broker-Dealer to each Custodian will be determined according to the total number of shares of IEnova contained in the Acceptance Letters presented by each Custodian. In case the number of shares of Sempra Energy common stock to be distributed to a Custodian does not correspond to a whole number, the Broker-Dealer will deliver to each Custodian the next-lowest whole number of shares of Sempra Energy common stock, rounding any fraction downwards, and will pay each Custodian cash in lieu of any fractional share in an amount equal to the product obtained by multiplying (i) the fractional share of Sempra Energy common stock that otherwise would have been distributed to such Custodian and (ii) the average of the closing prices per share of Sempra Energy common stock on the NYSE (as reported by Bloomberg L.P.) on each of the 10 (ten) Trading Days ending with the Trading Day immediately preceding the date the funds are deposited with the Broker-Dealer by Sempra Energy. Such cash payment will be made in U.S. dollars.

Neither the Broker-Dealer nor the Offeror shall be liable for any benefits or losses resulting from such rounding for the Issuer's shareholders, and by reason of participating in the Offer, holders of IEnova's Public Shares acknowledge and agree that they may be benefited or suffer losses as a result of such rounding, and by reason of participating in the Offer, waive any claim to which they may be entitled or that it may be deemed that they may be entitled, against the Offeror, the Issuer or the Broker-Dealer. Under no circumstances will interest be paid on the cash to be received in lieu of any fractional share of Sempra Energy common stock, regardless of any delay in making the payment.

For additional information, see Section 1.28 of the Prospectus and Offering Memorandum "II. The Offer – Terms of the Offer – Exchange Offer Closing Procedure."

Type of security of the Offeror's Exchange Shares:

Outstanding share capital of the Offeror prior to the Exchange Offer:

Total number of shares of capital stock of the Offeror prior to the Exchange Offer:

Sempra Energy's share capital is represented by common and preferred stock. The shares that comprise the Exchange Shares consist exclusively of shares of common stock.

As of December 31, 2020, Sempra Energy's fully paid-in share capital was U.S.\$10,200 million (ten billion two hundred million U.S. dollars 00/100) which, exclusively for informational purposes, is equal to approximately MXN\$203,339 million (two hundred three billion three hundred thirty nine million Mexican pesos 00/100), based on an exchange rate of MXN\$19.9352 per U.S.\$1.00, at the exchange rate reported by Banco de México on December 31, 2020.

The total number of shares of all classes of capital stock that Sempra Energy is authorized to issue is 800,000,000, of which 750,000,000 are shares of common stock and 50,000,000 are shares of preferred stock. Prior to the Exchange Offer, as of April 23, 2021, Sempra Energy's outstanding shares of capital stock consisted of:

- 302,760,705 shares of common stock, without par value, listed on the NYSE;

- 5,750,000 shares of 6.75% mandatory convertible preferred stock, series B, without par value (to be converted into shares of common stock on July 15, 2021), listed on the NYSE; and
- 900,000 shares of 4.875% fixed-rate reset cumulative redeemable perpetual preferred stock, series C, without par value.

Total number of shares of capital stock of the Offeror after the Exchange Offer:

The total number of shares of all classes of capital stock that Sempra Energy is authorized to issue is 800,000,000, of which 750,000,000 are shares of common stock and 50,000,000 are shares of preferred stock. Sempra Energy's outstanding shares of capital stock after the Exchange Offer, assuming no shares of Sempra Energy common stock are issued after the Expiration Date other than the shares of Sempra Energy common stock to be issued pursuant to the Exchange Offer, will consist of:

- 315,070,899 shares of common stock, without par value, listed on the NYSE and on the BMV;
- 5,750,000 shares of 6.75% mandatory convertible preferred stock, series B, without par value (to be converted into shares of common stock on July 15, 2021), listed on the NYSE; and
 - 900,000 shares of 4.875% fixed-rate reset cumulative redeemable perpetual preferred stock, series C, without par value.

Maximum number of shares of the Offeror subject to the Exchange Offer:
Maximum number of shares representing 100% of the common stock of the Offeror after the Exchange Offer:
Share capital of the Offeror after the Exchange Offer:

If all IEnova Public Shares had been validly tendered into, and not withdrawn from, the Exchange Offer, up to 13,993,739 (thirteen million nine hundred ninety three thousand seven hundred thirty-nine) shares of Sempra Energy common stock would be issued to holders of IEnova Public Shares in connection with the Exchange Offer. If no shares of Sempra Energy common stock are issued after the Expiration Date, other than the shares of Sempra Energy common stock to be issued pursuant to the Exchange Offer, 315,070,899 shares of common stock of Sempra Energy.

Assuming completion of the Exchange Offer on December 31, 2020 at the Exchange Ratio set forth herein, Sempra Energy's fully paid-in share capital after the Exchange Offer will be U.S.\$ 11,570 million which, exclusively for informational purposes, is equal to MXN\$230,833 million, based on an exchange rate of MXN\$19.9510 per U.S.\$1.00, at the exchange rate reported by Banco de México on May 24, 2021.

The Offeror's Exchange Shares to be issued to holders of IEnova Public Shares in connection with the Exchange Offer will represent approximately 3.9% of the outstanding shares of Sempra Energy common stock immediately after the completion of the Exchange Offer.

Percentage of the outstanding common stock of the Offeror represented by the Offeror's Exchange Shares:
Net Proceeds to be obtained by the Offeror:

The Exchange Shares shall be used as consideration for the acquisition of the IEnova Public Shares validly tendered and not withdrawn in the Offer as described in the Prospectus and Offering Memorandum. Therefore, the Offeror will not receive any cash proceeds as a result of the issuance of the Exchange Shares.

Delisting of Sempra Energy's common shares from the SIC:

The listing of Sempra Energy's common shares on the SIC will be cancelled on the Business Day immediately prior to the Settlement Date. Starting on the Settlement Date, Sempra Energy's common shares will only be listed in Mexico on the principal trading market maintained by the BMV. Holders of Sempra Energy's shares of common stock that maintain such shares through the SIC on the Business Day immediately prior to the Settlement Date will continue to hold such shares through the principal trading market maintained by the BMV as of the Settlement Date, without needing to take any further action.

Delisting Trust:

After consummation of the Exchange Offer, so long as it meets the requirements under applicable law and regulations, the Offeror intends to submit an application to the CNBV to cancel the registration of the Issuer's Shares in the RNV, and to request delisting of the Issuer's Shares from the BMV, in which case the Issuer will no longer be a publicly traded company (*sociedad anónima bursátil*) with listed equity securities subject to the LMV, although it will remain subject to certain other requirements of the LMV in connection with its prior public offerings of Mexican peso-denominated debt securities. For such purposes, the Issuer will have to hold an extraordinary shareholders' meeting, which will require the affirmative vote of no less than 95% of the Issuer's Shares to approve such cancellation and delisting.

The Offeror may elect, and subject to certain conditions may be required, to (i) launch a subsequent tender offer in respect of any Issuer's Public Shares that were not acquired in the Exchange Offer, which will be carried out at an acquisition price in Ps. of at least the greater of: (A) the Trading Price of the Issuer Shares; or (B) the Book Value of the Issuer Shares; and (ii) constitute a Delisting Trust, as required under the applicable regulations, which shall be maintained for no less than 6 (six) months, and which shall maintain the funds required to acquire, if any, at the same price offered in such subsequent tender offer, any Issuer's Public Shares that were not tendered in either the Exchange Offer or any subsequent tender offer. Sempra Energy may be able to offer a different price in any such additional offer, subject to prior approval from the CNBV, based upon, among other factors, IEnova's financial condition and prospects at the time and after approval of such price by IEnova's Board of Directors, taking into consideration the opinion of the Corporate Practices Committee in accordance with Mexican law. Any such consideration may be different, and could be materially less, than that offered in the Exchange Offer. In such scenario, the LMV provides that the CNBV may permit the deregistration and delisting of IEnova, if the interests of minority shareholders and the market in general have been adequately protected. **THERE IS NO CERTAINTY ABOUT THIS PROCESS OR ITS DATES.**

In the event the CNBV approves the cancellation of the Issuer Shares with the RNV and the BMV gives its favorable opinion for their delisting from the BMV, the Issuer, the Offeror or any of their respective Affiliates, as applicable, may carry out a subsequent delisting tender offer and afterwards create the Delisting Trust, to which the Offeror will contribute and maintain, during a minimum term of 6 (six) months starting on the date of the cancellation of the registration of the shares representing the capital stock of the Issuer with the RNV, sufficient funds to acquire the rest of the Issuer's Public Shares, in accordance with the terms of subsection (c), section I, of Article 108 of the LMV. In the event that any public shareholder of the Issuer does not participate and does not

tender its Issuer's Public Shares in the Exchange Offer, in any subsequent tender offer, or does not subsequently deliver its IEnova Public Shares to the aforementioned Delisting Trust, such shareholder will become a shareholder of a private company, and its Issuer's Public Shares will lose their liquidity, thus possibly affecting their price in a significant manner. For more information, see Section 3.1 of the Prospectus and Offering Memorandum "*I. General Information – Risk Factors.*"

Potential Participants:

The Offer is targeted to all existing shareholders of the Issuer, other than the Offeror and its Affiliates, that are owners of Issuer's Public Shares as of May 24, 2021, the last date of the Offer Period.

Broker-Dealer:

Casa de Bolsa BBVA Bancomer, S.A. de C.V., Grupo Financiero BBVA Bancomer.

Securities Depository:

S.D. Indeval, Institución para el Depósito de Valores, S.A. de C.V.

Tax Treatment:

The tax treatment applicable to the exchange in the Offer by individuals and legal entities resident in Mexico and/or abroad (other than U.S. holders, who will be subject to applicable U.S. tax laws) is contemplated in Articles 22, 56, 129, 161 and other applicable of the Mexican Income Tax Law and its Regulations, as well as in the applicable Tax Miscellaneous Rules. We encourage you to consult with your tax advisor for the tax treatment of your exchange.

Opinion from Issuer's Board of Directors:

As disclosed by the Issuer in a current report (*evento relevante*) published through the EMISNET of the BMV on April 14, 2021, upon receipt and review by the Board of Directors of the Issuer of (i) the Final Offer Letter, and (ii) the recommendation dated April 14, 2021 of the Corporate Practices Committee, which recommendation was based, among other factors, on an opinion dated April 14, 2021 issued by the Independent Expert, as independent financial advisor to the Corporate Practices Committee, the Board of Directors of the Issuer issued an opinion dated April 14, 2021, pursuant to which the IEnova Board of Directors concluded that the total consideration to be offered to all holders of IEnova Public Shares in the form of Offeror's Exchange Shares as a result of the application of the Exchange Ratio established in the Final Offer Letter is fair from a financial point of view, considering the prevailing market price for Sempra Energy common stock and the Ps./U.S.\$ exchange rate as of the close of market on April 13, 2021. The Board of Directors of the Issuer evaluated the equity consideration proposed by Sempra Energy by applying the Exchange Ratio and taking into account the prevailing market price of Sempra Energy common stock and the Ps./U.S.\$ exchange rate as of the close of market on April 13, 2021. Certain members of the Board of Directors of the Issuer, including its Chairman, one member of the Corporate Practices Committee, and its Chief Executive Officer, informed the Issuer's Board of Directors of the existence of conflicts of interest and abstained from deliberating and voting at the meetings of the Corporate Practices Committee and the IEnova Board of Directors at which the recommendation of the Corporate Practices Committee and the opinion of the IEnova Board of Directors were issued, and the independent members of the Corporate Practices Committee and the Board of Directors of the Issuer that voted on the issuance of such recommendation and opinion do not have any conflict of interest.

For more information, please refer to Section 1.57 of the Prospectus and Offering Memorandum "*II. The Offer – Terms of the Offer – Opinion from Issuer's Board of Directors*" and Section 1.58 of the Prospectus and Offering Memorandum "*II. The Offer – Terms of the Offer – Independent Expert Opinion.*"

Independent Expert Opinion:

Pursuant to an engagement letter, IEnova retained the Independent Expert to act as financial advisor to the Corporate Practices Committee and deliver a fairness opinion in connection with the Exchange Offer. At the meeting of the Corporate Practices Committee on April 14, 2021, the Independent Expert rendered its oral opinion and delivered its written opinion to the Board of Directors of IEnova and the Corporate Practices Committee, that, as of such date and based upon and subject to the factors and assumptions set forth in its opinion, the consideration to be paid to holders of IEnova Public Shares (other than Sempra Energy and its affiliates) in the Exchange Offer was fair, from a financial point of view, to such shareholders. The Independent Expert's opinion does not constitute a recommendation to any holder of IEnova Public Shares as to whether such holder should tender their IEnova Public Shares in the Exchange Offer or any other matter, and does not confer rights or remedies upon any shareholder, creditor or any other person other than the Issuer's Board of Directors and Corporate Practices Committee.

For more information, please refer to Section 1.58 of the Prospectus and Offering Memorandum "*II. The Offer – Terms of the Offer – Independent Expert Opinion.*"

Cancellation of Registry of Issuer's Public Shares from the RNV and Delisting from the BMV:

After consummation of the Exchange Offer, so long as it meets the requirements under applicable law and regulations, the Offeror intends to submit an application to the CNBV to cancel the registration of the Issuer's Shares in the RNV, and to request delisting of the Issuer's Shares from the BMV, in which case the Issuer will no longer be a publicly traded company (*sociedad anónima bursátil*) with listed equity securities subject to the LMV, although it will remain subject to certain other requirements of the LMV in connection with its prior public offerings of Mexican peso-denominated debt securities. For such purposes, the Issuer will have to hold an extraordinary shareholders' meeting, which will require the affirmative vote of no less than 95% of the Issuer's Shares to approve such cancellation and delisting.

The Offeror may elect, and subject to certain conditions may be required, to (i) launch a subsequent tender offer in respect of any Issuer's Public Shares that were not acquired in the Exchange Offer, which will be carried out at an acquisition price in Ps. of at least the greater of: (A) the Trading Price of the Issuer Shares; or (B) the Book Value of the Issuer Shares; and (ii) constitute a Delisting Trust, as required under the applicable regulations, which shall be maintained for no less than 6 (six) months, and which shall maintain the funds required to acquire, if any, at the same price offered in such subsequent tender offer, any Issuer's Public Shares that were not tendered in either the Exchange Offer or any subsequent tender offer. Sempra Energy may be able to offer a different price in any such additional offer, subject to prior approval from the CNBV, based upon, among other factors, IEnova's financial condition and prospects at the time and after approval of such price by IEnova's Board of Directors, taking into consideration the opinion of the Corporate Practices Committee in accordance with Mexican law. Any such consideration may be different, and could be materially less, than that offered in the Exchange Offer. In such scenario, the LMV provides that the CNBV may permit the deregistration and delisting of IEnova, if the interests

of minority shareholders and the market in general have been adequately protected. **THERE IS NO CERTAINTY ABOUT THIS PROCESS OR ITS DATES.**

Broker-Dealer



Casa de Bolsa BBVA Bancomer, S.A. de C.V., Grupo Financiero BBVA Bancomer

SEMPRA ENERGY'S SHARES OF COMMON STOCK ARE LISTED ON THE NYSE AND WILL BE LISTED ON THE BMV, AND THE IENOVA PUBLIC SHARES ARE LISTED ON THE BMV AND THEIR RESPECTIVE PRICES MAY VARY DEPENDING ON MARKET FLUCTUATIONS, SO AT THE TIME OF THE SETTLEMENT, THE VALUE OF THE OFFEROR'S EXCHANGE SHARES TO BE DELIVERED IN EXCHANGE FOR THE IENOVA PUBLIC SHARES THAT ARE ACQUIRED, IN ACCORDANCE WITH THE EXCHANGE RATIO, MAY NOT BE EQUIVALENT TO THE VALUE OF THE IENOVA PUBLIC SHARES. THE OFFEROR CANNOT ENSURE THAT THE MARKET VALUE OF THE OFFEROR'S EXCHANGE SHARES AT THE DATE OF SETTLEMENT OF THE OFFER WILL BE EQUAL TO OR GREATER THAN THE MARKET VALUE OF THE IENOVA PUBLIC SHARES BEING ACQUIRED IN THE OFFER.

MEXICAN HOLDERS WHO ACQUIRE SEMPra ENERGY'S SHARES OF COMMON STOCK IN THE OFFER MAY EXERCISE THEIR VOTING RIGHTS ONLY INDIRECTLY THROUGH INDEVAL, WHICH SHALL ESTABLISH A PROCEDURE FOR SUCH PURPOSES IN MEXICO.

LIQUIDATION PERIODS FOR SEMPra ENERGY'S SHARES MAY DIFFER ON THE MEXICAN MARKET TO OTHER MARKETS WHERE SEMPra ENERGY'S SHARES ARE TRADED, PARTICULARLY WITH RESPECT TO THE NYSE, WHICH IS THE U.S. MARKET ON WHICH SEMPra ENERGY'S SHARES OF COMMON STOCK ARE TRADED.

ARISING FROM THE ROUNDING AND SETTLEMENT PROCEDURE TO WHICH THE OFFER IS SUBJECT IN ACCORDANCE WITH THE PROSPECTUS AND OFFERING MEMORANDUM, AND FROM THE ROUNDING AND SETTLEMENT PROCEDURE WHICH MAY BE ESTABLISHED BY EACH CUSTODIAN, INDIVIDUALS PARTICIPATING IN THE OFFER WILL RECEIVE ONLY FULL SHARES OF SEMPra ENERGY COMMON STOCK AND WILL NOT RECEIVE AT ANY TIME FRACTIONS OF SHARES, AND WILL RECEIVE CASH IN LIEU OF SUCH FRACTIONS.

THE TENDER PARTICIPANTS MAY BENEFIT OR BE HARMED AS A RESULT OF THE ROUNDING PROCEDURE DESCRIBED IN THE PROSPECTUS AND OFFERING MEMORANDUM AT TWO DIFFERENT TIMES: (I) AT THE TIME THE BROKER-DEALER MAKES THE DISTRIBUTION OF THE OFFEROR'S EXCHANGE SHARES TO ALL THE CUSTODIANS OF THE PARTICIPANTS IN THE OFFER AND, WHERE APPROPRIATE, (II) AT THE TIME EACH CUSTODIAN MAKES THE APPROPRIATE ENTRIES FOR EACH OF ITS CUSTOMERS PARTICIPATING IN THE OFFER, WHERE THEY MAY RE-PERFORM ROUNDING OPERATIONS ON THE TERMS THAT EACH CUSTODIAN DEEMS APPROPRIATE.

THE PARTICIPANTS IN THE OFFER, SOLELY BY PARTICIPATING IN THE OFFER, IN ACCORDANCE WITH THE TERMS SET FORTH IN THE PROSPECTUS AND OFFERING MEMORANDUM AND IN THE LETTERS OF ACCEPTANCE ADDRESSED TO THEIR CUSTODIANS, ACCEPT, UNCONDITIONALLY AND IRREVOCABLY, THE AFOREMENTIONED ROUNDING AND THE RELATED BENEFITS OR DAMAGES, RELEASING SEMPra ENERGY, IENOVA AND THE BROKER-DEALER FROM ANY LIABILITY FOR THIS CONCEPT, WAIVING ANY ACTION THAT MAY CORRESPOND TO THEM FOR SUCH REASON AGAINST THE OFFEROR, THE ISSUER OR THE BROKER-DEALER AND, THEREFORE, ACKNOWLEDGE AND AGREE THAT (I) ARISING FROM THE ROUNDING AND SETTLEMENT PROCEDURE TO WHICH THE OFFER IS SUBJECT IN ACCORDANCE WITH THE PROVISIONS OF THE PROSPECTUS AND OFFERING MEMORANDUM, AND FROM THE ROUNDING AND SETTLEMENT PROCEDURE WHICH MAY BE DETERMINED BY EACH CUSTODIAN, THEY SHALL NOT RECEIVE FROM THE OFFEROR OR THE BROKER-DEALER, AND THEY SHALL NOT RECEIVE FROM THEIR CUSTODIAN, FRACTIONS OF SHARES OF SEMPra ENERGY COMMON STOCK AS A RESULT OF THE OFFER; (II) THEY MAY RECEIVE FROM THE OFFEROR OR THE BROKER-DEALER, THROUGH THEIR CUSTODIAN, CASH IN LIEU OF ANY FRACTION OF A SHARE; AND (III) IF SHARES OF SEMPra ENERGY COMMON STOCK RECEIVED AS A RESULT OF THE OFFER, THEIR ECONOMIC RIGHTS AND THE VALUE

RECEIVED BY SUCH SHARES OF SEMPRA ENERGY COMMON STOCK WERE ROUNDED DOWN AND THE PARTICIPANT RECEIVED CASH IN LIEU OF ANY FRACTION OF A SHARE, SUCH CASH AMOUNT MIGHT BE LESS THAN THE VALUE HAD THEY RECEIVED FRACTIONS OF SHARES OF SEMPRA ENERGY COMMON STOCK.

THE PROSPECTUS AND OFFERING MEMORANDUM DESCRIBES THE OFFER IN MEXICO AND WILL BE DISTRIBUTED TO HOLDERS OF IENOVA PUBLIC SHARES RESIDING OR LOCATED IN MEXICO.

SEMPRA ENERGY'S SHARES OF COMMON STOCK, INCLUDING THE SHARES ISSUABLE IN THE OFFER, TO BE REGISTERED WITH THE RNV AND LISTED ON THE BMV WILL NOT BE ISSUED PHYSICALLY, NOR WILL THEY BE REPRESENTED BY A GLOBAL CERTIFICATE DEPOSITED WITH INDEVAL. UPON THE REGISTRATION AND LISTING OF THOSE SHARES OF COMMON STOCK WITH THE RNV AND THE BMV, RESPECTIVELY, HOLDERS OF SEMPRA ENERGY'S COMMON STOCK LOCATED IN MEXICO WILL BE ENTITLED TO THE ECONOMIC AND CORPORATE RIGHTS AFFORDED TO OTHER HOLDERS OF SUCH SECURITIES. WHILE SEMPRA ENERGY, AS AN ISSUER WITH SECURITIES REGISTERED AND LISTED IN MEXICO, WILL BE REQUIRED TO PERIODICALLY REPORT INFORMATION IN MEXICO REGARDING THE EXERCISE OF SUCH RIGHTS (INCLUDING, AMONG OTHERS, THE RIGHT TO RECEIVE DIVIDENDS, OR THE RIGHT TO ATTEND AND VOTE AT SEMPRA ENERGY'S SHAREHOLDERS' MEETINGS), HOLDERS OF SEMPRA ENERGY'S COMMON STOCK IN MEXICO MAY BE REQUIRED TO COMPLY WITH ADDITIONAL REQUIREMENTS IN ORDER TO EXERCISE THESE RIGHTS RELATIVE TO THOSE APPLICABLE TO SHAREHOLDERS LOCATED IN THE U.S. THE ABILITY OF HOLDERS OF SEMPRA ENERGY'S COMMON STOCK LOCATED IN MEXICO TO EXERCISE SUCH RIGHTS WILL DEPEND ON A NUMBER OF FACTORS, INCLUDING, AMONG OTHERS, THE EXISTENCE AND PROPER PERFORMANCE OF INDEVAL'S ARRANGEMENTS WITH CUSTODIANS OR DEPOSITORY INSTITUTIONS IN THE U.S., AND APPROPRIATE COMMUNICATION BY SUCH SHAREHOLDERS WITH THEIR RESPECTIVE CUSTODIANS THAT MAINTAIN THEIR COMMON SHARES TO VERIFY COMPLIANCE WITH ALL APPLICABLE REQUIREMENTS.

SEMPRA ENERGY HAS AGREED NOT TO ENTER INTO CERTAIN MATERIAL TRANSACTIONS OR TAKE CERTAIN MATERIAL ACTIONS AND, EXCEPT AS REQUIRED BY APPLICABLE LAW, CHANGE OR PROPOSE TO AMEND CERTAIN TERMS OF THE EXCHANGE OFFER IN A MANNER THAT WOULD ADVERSELY AFFECT KKR IN ANY MATERIAL RESPECT, IN EACH CASE WITHOUT THE CONSENT OF KKR.

SEMPRA ENERGY WILL RELEASE IN THE U.S. ITS QUARTERLY REPORT ON FORM 10-Q CORRESPONDING TO THE QUARTER ENDED ON MARCH 31, 2021 IN ENGLISH DURING THE OFFER PERIOD, AND A SPANISH TRANSLATION WILL BE AVAILABLE NO LATER THAN 5 (FIVE) BUSINESS DAYS BEFORE THE EXPIRATION DATE.

FAILURE BY INDEVAL TO MAINTAIN ITS EXISTING ARRANGEMENTS WITH CUSTODIANS OR SECURITIES DEPOSITORY INSTITUTIONS IN THE U.S., DISRUPTIONS IN THE OPERATIONS BETWEEN THOSE ENTITIES, OR FAILURE BY SHAREHOLDERS IN MEXICO TO COMPLY WITH ALL APPLICABLE REQUIREMENTS COULD RESULT IN THE INABILITY OF SUCH SHAREHOLDERS TO PROPERLY EXERCISE ECONOMIC AND CORPORATE RIGHTS AS SHAREHOLDERS OF SEMPRA ENERGY.

The Issuer's Public Shares are registered with the National Securities Registry (*Registro Nacional de Valores*) with registration number 3420-1.00-2013-001, as updated with registration numbers 1.00-2016-002 and 3420-1.00-2021-003, and 750,000,000 shares of the Offeror's common stock are registered with the National Securities Registry (*Registro Nacional de Valores*) with registration number 3772-1.00-2021-001 and will be listed on the Mexican Stock Exchange (*Bolsa Mexicana de Valores*) upon completion of the Exchange Offer on the Registration Date. The offer and sale of the Offeror's Exchange Shares has been registered with the SEC on April 26, 2021, and the Offeror's Exchange Shares will be listed on the NYSE upon completion of the Exchange Offer.

The registration in the National Securities Registry does not imply any certification on the soundness of the securities, the solvency of the Issuer or the Offeror or the accuracy or veracity of the information contained in the Prospectus and Offering Memorandum, nor does it confirm any actions executed against the law.

The authorization from the CNBV to conduct this Offer does not make any representation as to the suitability or sufficiency of the Exchange Ratio for the Issuer's Public Shares, and is limited to authorizing its execution as per the authority granted to the CNBV under applicable law, and shall not be deemed as a recommendation or opinion from such authority as to whether or not to participate in the Offer described in the Prospectus and Offering Memorandum.

The Prospectus and Offering Memorandum is available on the BMV's webpage at www.bmv.com.mx, and on the CNBV's webpage at www.gob.mx/cnbv, as well as on the webpage of the Offeror at www.sempra.com. This reference to the Offeror's website is not an active hyperlink and the information on, or that can be accessed through, the Offeror's website is not, and shall not be deemed to be, a part of the Prospectus and Offering Memorandum.

Authorization from CNBV 153/10026434/2021, dated April 23, 2021.

Mexico City, Mexico, on May 24, 2021.
