

RELATED PARTY TRANSACTIONS POLICY

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Related Party Transactions Policy

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1. INTRODUCTION

Grupo Traxión, S. A. B. de C.V. (the “Company” or “Traxión”) and its subsidiaries have adopted this Policy in compliance with the Company’s bylaws, the Securities Market Law and Income Tax Law, as well as any other applicable provisions.

2. OBJECTIVE

Establish the guidelines, terms and conditions required for the execution of transactions between the Company or the legal entities it controls with Related Persons; thus ensuring adequate disclosure and transparency in the execution of such transactions as a primary measure to protect the interests of all the Company’s shareholders, thus avoiding potential conflicts of interest.

This Policy does not include transactions between Traxión and the companies it controls, nor those transactions between companies that are part of the same corporate group as the Company.

3. SCOPE

This policy is applicable to the members of the Board of Directors, Intermediate Committees of the Board of Directors, Executives, middle management that are part of the Group, as well as any Related Person that due to their characteristics may be considered as such in accordance with this policy.

4. DEFINITIONS

Related Person(s). Those who with respect to Traxión and/or any of its Subsidiaries fall within any of the following cases:

- a) The persons who control, have significant influence or commanding power in Traxión and/or in any company it controls, as well as the independent directors or administrators and relevant executives of such companies.
- b) The spouse, the concubine or partner and persons related by blood or civil relationship up to the fourth degree or by affinity up to the third degree, with individuals who are located in any of the cases mentioned in the preceding paragraph, as well as the partners and co-owners of the individuals mentioned in said paragraph with whom they maintain business relationships.
- c) The legal entities over which any of the persons referred to in the preceding paragraphs exercise control or significant influence.
- d) Relevant executives. The chief executive officer of Traxión and/or any of its Subsidiaries, as well as the individuals who, occupying an employment, position or

commission in any of these, make decisions that have a significant impact on the administrative, financial, operational or legal situation of such companies.

Control. The ability of a person or group of persons to carry out any of the following acts:

- a) To impose, directly or indirectly, decisions in the general shareholders' meetings, partners or equivalent bodies, or to appoint or dismiss the majority of the directors, administrators or their equivalents, of a company.
- b) Holding the title to rights that allow, directly or indirectly, to exercise voting rights in respect of more than fifty percent of the capital stock of a company.
- c) Directly or indirectly direct the management, strategy or major policies of a company, whether through ownership of securities, by contract or otherwise.

Significant influence. Title to rights that allow, directly or indirectly, to vote at least twenty percent of the capital stock of a company.

Power of command. De facto ability to decisively influence the resolutions adopted at shareholders' meetings or board of directors' meetings or in the management, conduct and execution of the business of Traxión and/or its subsidiaries or in which it has significant influence.

Persons who are in any of the following situations are presumed to have the power of command, unless there is evidence to the contrary:

- a) The controlling shareholders in Traxión and/or any of its subsidiaries.
- b) Individuals who have links with Traxión and/or any of its subsidiaries, through life positions, honorary positions or any other title analogous or similar to the above.
- c) Persons who have transferred control of Traxión and/or any of its subsidiaries under any title and for free or at a value below market or book value, in favor of individuals with whom they are related by blood, affinity or civil relationship up to the fourth degree, spouse, common-law spouse.
- d) Those who instruct directors or relevant executives of Traxión and/or its subsidiaries to make decisions or execute operations in such companies.

5. REFERENCES, APPLICABLE DOCUMENTS AND POLICIES

5.1. Internal

- Traxión's Code of Ethics
- Anti-corruption and Integrity Policy

- Compliance Policy
- Anti Money-Laundering Policy

5.2. External

- National Securities Market Commission
- International Financial Reporting Standards IFRS

6. PROCEDURES

6.1. Review of Transactions with Related Persons

The Corporate Practices Committee is responsible for reviewing and, if necessary, recommending to the Board of Directors the approval and/or ratification of transactions with Related Persons, and therefore its analysis must be confidential and refrain from involving Relevant Officers during the process. For such purposes, the review must include at least the following information:

- a) The terms and conditions of such transaction, ensuring that they are not unfavorable to the Company;
- b) Transaction amount;
- c) The relationship between the Company and the Related Person;
- d) The purpose and date on which the transaction is intended to be entered into;
- e) If applicable, detailed description of the assets involved in the transaction (including costs and date of acquisition and current book value);
- f) Information on any risk that may be transferred to the Company at the time of entering into the transaction; and
- g) Any other relevant information related to the transaction.

6.2. Notification of Transactions with Related Persons

Any Related Person(s) interested in carrying out one or more transactions with Traxión and/or any of its subsidiaries, prior to the execution thereof, must provide written grounds and merits to the head of the Company's Legal Department, regarding the nature and amount of the transaction in question through a request for authorization so that the Legal Department may analyze whether such transaction requires approval by the Corporate Practices Committee, Board of Directors and/or Shareholders' Meeting, in accordance with the provisions of this Policy and the applicable Law.

If approval by Traxión's corporate governance bodies is required, such information is communicated to the members of the Corporate Practices Committee, who shall be responsible for analyzing and, if necessary, recommending its authorization by the Board of Directors.

The authorization may be issued in advance through the official electronic means of communication and shall be formalized in its entirety at the next Board meeting.

All requests for authorization of transactions with related persons and resolutions (for or against) must be safeguarded by the secretary of the Corporate Practices Committee.

6.3. Criteria for Approval of Transactions with Related Persons

Prior to approval by the Board of Directors, the Corporate Practices Committee must give its recommendation to the Board of Directors for those transactions, each individually, that Traxión or any of its controlled entities intends to enter into with Related Persons.

The approval of the Board of Directors and, therefore, the opinion of the Corporate Practices Committee is not required for the transactions indicated below, provided that they comply with the policies and guidelines approved by the Board:

- a) Transactions which, due to their amount, are not relevant for the Company or entities controlled by it.
- b) Transactions carried out between the Company and the legal entities it controls or in which it has a significant influence or between any of them, provided that:
 - i. They are in the ordinary or usual course of business.
 - ii. They are considered to be made at arms' length or supported by valuations made by specialized external agents.
- c) Transactions carried out with employees, provided that they are carried out under the same conditions as with any customer or as a result of general labor benefits.

In the event of transactions with Related Persons that, either simultaneously or successively, due to their characteristics, may be considered as a single transaction, within a fiscal year, the amount of which represents, based on figures corresponding to the close of the immediately preceding quarter, the acquisition or disposal of assets with a value equal to or greater than 10% of Traxión's consolidated assets, or the granting of guarantees or the assumption of liabilities representing the same percentage, prior to obtaining

the approval of the Board of Directors in accordance with this Policy, the opinion of an independent expert appointed by the Corporate Practices Committee on the reasonableness of the price and arms' length of the transaction must be obtained.

The referenced opinion should be considered by the Board of Directors and the Corporate Practices Committee in their deliberations in order to determine whether the relevant transaction, given its importance, should be submitted to the approval of Traxión's shareholders' meeting.

6.4. Follow-up to this Policy

Any changes to the Policy must be authorized by the Board of Directors upon the favorable recommendation of the Corporate Practices Committee. The Company's Legal Department is responsible for updating or ratifying this Policy at least every two years or as determined necessary.

Any doubts or questions about this Policy and its application should be directed to the person in charge of the Company's Legal Department.

6.5. Effective Date / Transition Period

This Policy shall be effective as of the date of approval/ratification by the Board of Directors. Any modification to the Policy has a transition period of 1 month from the date of approval / ratification.

6.6. Approval

This Policy was approved by the Board of Directors of the Company at its meeting held on February 24, 2021, upon the recommendation of the Corporate Practices and Sustainability Committee.

7. EXCEPTIONS

Any exception to this Policy must be consistent with the Securities Market Law, the Code of Best Corporate Practices and the Company's Code of Ethics, and must be approved by the Board of Directors upon the recommendation of the Corporate Practices and Sustainability Committee, provided that such exception has been previously analyzed by the head of the Company's Legal Department.

8. SANCTIONS

Any non-compliance with the provisions of this Policy shall be escalated to the Corporate Practices and Sustainability Committee, and shall be subject to sanctions as determined by the Board of Directors and/or Shareholders' Meeting.

9. LIABILITY / OWNERSHIP

The Corporate Practices and Sustainability Committee is the assigned owner of this policy and is mainly responsible for its content, updating and request for approval by Traxión's Corporate Governance.