
CODE OF ETHICS

FOR THIRD

PARTIES

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CODE OF ETHICS FOR THIRD PARTIES

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Message from the Director General of Administration and Finance

At GMéxico Transportes S.A.B. de C.V. (**Grupo México Transportes**) we are committed to ethics and integrity, as well as to a culture of compliance with the laws and regulations applicable to our operations. In this perspective, we seek that the Third Parties with whom we interact are also part of these principles and culture.

That is why we have developed this “Code of Ethics for Third Parties”, in order to establish the expectations of **Grupo México Transportes** regarding the actions of such Third Parties, as well as to serve as a guide during the performance of their activities in their relationship with us.

We invite you to read this “**Code of Ethics for Third Parties**”, become familiar with its provisions and comply with them in order to contribute to improving living and working conditions within our supply chain, based on ethics, integrity and regulatory compliance.

Therefore, it is essential that Third Parties conduct themselves with **honesty, respect and responsibility**, so that together we can build a culture of compliance that benefits both you and Grupo México Transportes.

Alberto Antonio Vergara Perrilliat

Chief Financial OfficerÚltima

About the “Code of Ethics for Third Parties”

This “Code of Ethics for Third Parties” establishes the principles that should govern the behavior and conduct of Third Parties that are business partners, suppliers, contractors, subcontractors and/or service providers, as well as Third Parties that act on behalf and in representation of the subsidiaries of **Grupo México Transportes**: Ferrocarril Mexicano, S.A. de C.V. (FXE), Ferrosur, S.A. de C.V. (FSUR), Coordinadora Ferrosur, S.A. de C.V. (Coordinadora), Intermodal México, S.A. de C.V. (IMEX), Texas Pacifico LP. (TXPF), Terminales Transgolfo, S.A. de C.V. (TTG), Florida East Coast Railway Corp. (FEC), and Raven Transport Company, Inc. (RAVEN) and any Third Party with whom they have a business relationship.

Acting in accordance with the provisions of this “Code of Ethics for Third Parties” will foster an institutional environment of respect and trust. It is essential that we all know the responsibilities and commitments that are acquired by being part of **Grupo México Transportes**.

Objective

The purpose of this “Code of Ethics for Third Parties” is to establish the behavior and actions expected by **Grupo México Transportes** with respect to the actions of the Third Parties with which it relates, as well as to establish their responsibilities and the guidelines that they must observe during the performance of their activities, in order to maintain their business relationship with **Grupo México Transportes**.

Likewise, we seek that all those who collaborate with **Grupo México Transportes** participate and benefit from the principles and best practices outlined in this instrument, in order to achieve the Sustainable Development Goals established by the United Nations.

Implementation and Scope of the Code of Ethics for Third Parties

This Code of Ethics for Third Parties establishes a guideline of what **Grupo México Transportes** considers acceptable and unacceptable behaviors and is mandatory for Third Parties whether they are business partners, suppliers, contractors, subcontractors and/or service providers, as well as Third Parties acting on behalf of **Grupo México Transportes'** subsidiaries: Ferrocarril Mexicano, SA de C.V. (FXE), Ferrosur, SA de C.V. (FSRR), Intermodal México, S.A. de C.V. (IMEX), Texas Pacifico LP. (TXPF), Terminales Transgolfo, SA de C.V. (TTG), Florida East Coast Railway Corp. (FEC), Raven Transport Company, Inc. (RAVEN), Grupo Ferroviario Mexicano, SA de C.V. (GFM), Intermodal México Arrendadora, SA de C.V. USAIMEX LLC; Infraestructura y Transportes México, SA de C.V., Líneas Ferroviarias de México, SA de C.V. and Chepexplora SA de C.V., as well as all Third Parties with which they have a commercial, business, supply or any other type of relationship in México, the United States or any other place.

At **Grupo México Transportes** we will only maintain a commercial relationship with Third Parties that manage their business with integrity and ethics, adhering to the values of our Organization. Therefore, adherence to this Code and its compliance is mandatory, regardless of the Codes of Ethics that each Third Party may have.

It should be noted that this Code of Ethics for Third Parties does not include all the rules that may apply in each circumstance, so its content should be considered together with the rest of the Policies, Practices and Procedures of **Grupo México Transportes**, as well as those of the legislation in force, either in México or the United States, as appropriate. Therefore, if a situation occurs that is not contained

in this Code of Ethics for Third Parties, it must be dealt with in accordance with the ethical principles contained herein.

Related documents:

- Code of Ethics of Grupo México, S.A.B. de C.V.
- Code of Ethics of **Grupo México Transportes**
- General Human Rights Policy of Grupo México, S.A.B. de C.V. (applicable to all its Divisions)
- General Policy on Diversity, Inclusion and Non-Discrimination of Grupo México, S.A.B. de C.V. (applicable to all its Divisions).
- Policy of Respect for the Rights of Communities and Indigenous Peoples of Grupo México, S.A.B. de C.V. (applicable to all its Divisions)
- Grupo México, S.A.B. de C.V. Community Relations Policy (applicable to all its Divisions)
- General Sustainable Development Policy of Grupo México, S.A.B. de C.V. (applicable to all its Divisions)
- Environmental Policy of Grupo México, S.A.B. de C.V. (applicable to all its Divisions)
- **Grupo México Transportes** Anti-Corruption Policy and its Annexes
- Policy for the Prevention of Money Laundering, Financing of Terrorism and its Annexes of **Grupo México Transportes**
- **Grupo México Transportes** Policy against Labor Violence and its annexes
- **Grupo México Transportes** Personal Data Protection Policy

Definitions

In order to achieve a better interpretation of this “Code of Ethics for Third Parties”, the following definitions are contemplated:

Harassment. Conduct aimed at intimidating, overshadowing, frightening or emotionally, intellectually or morally consuming one or more persons with a view to excluding them from Grupo México Transportes or satisfying the needs of the harasser and violating their dignity, creating an intimidating, humiliating or offensive environment, through unwanted conduct related to a person’s religion or beliefs, disability, age or sexual orientation.

Assets. Goods (personal assets or real state) owned or possessed by **Grupo México Transportes**.

Client. Individual or legal entity that hires any of the companies that make up **Grupo México Transportes** to receive the services they provide.

Third Party Code of Ethics. Refers to this Third Party Code of Ethics.

Ethics Committee. Body responsible for establishing the ethical and conduct policies and guidelines, as well as overseeing compliance with the “Code of Ethics for Third Parties” and the rules and policies referred to therein, taking the corresponding actions when the aforementioned provisions are violated and providing the means to make this an accepted autonomous practice.

Conflict of Interest. Any situation in which the personal or financial interests of any Third Party have priority over the interests of Grupo México Transportes, and that by virtue of their position within Grupo México Transportes participates in a decision or negotiation that directly or indirectly rewards them financially or otherwise, personally and/or to their close relatives and/or business associates.

Contract. Refers to the individual employment contract that regulates the employment relationship of the Employee with any of the companies that make up Grupo México Transportes.

Corruption. Conduct that intentionally transgresses legal norms and ethical principles to obtain a personal benefit or for a third party. The concept of corruption is broad, including bribery, fraud, dishonesty, embezzlement, misappropriation or other forms of detour of resources; it also occurs in cases of extortion, influence peddling, misuse of privileged information for personal purposes, among other practices.

Thing of Value. Any direct or indirect payment of any amount of money, gifts, payment of expenses either to the Governmental or Private Official, or members of his family or persons having close relationship with such Official, securities, real or personal property, donations, services, employment.

Due Diligence. This is the process by which the background and reputation of a company or individual with whom **Grupo México Transportes** is going to enter into a commercial, service provision, supply or any other type of relationship is verified. It must be carried out prior to contracting or signing the respective contract, in order to identify possible corruption risks.

Discrimination. Distinction, exclusion, restriction or preference that, by action or omission, intentionally or unintentionally, is not objective, rational or proportional and has the purpose or result of hindering, restricting, preventing, impeding, impairing or nullifying the recognition, enjoyment or exercise of human rights and freedoms, when it is based on one or more of the following grounds: ethnic or national origin, skin color, culture, sex, gender, age, disabilities, social, economic, health or legal status, religion, physical appearance, genetic characteristics, migratory status, pregnancy, language, opinions, sexual preferences, political identity or affiliation, marital status, family situation, family responsibilities, language, or any other reason.

Disclose. To make known, disclose, transmit, propagate information and documentation by any means to a third party.

Government Official. (i) any public servant, officer or employee of any government, at any level, or any department, agency or entity of any government, whether domestic or foreign; (ii) any person acting for or on behalf of any government or any department, agency or entity of any government; (iii) any political party or any official of a political party; (iv) any officer, employee or other person acting for or on behalf of any public international organization; or (v) any other person, firm, corporation or other entity at the suggestion, request or direction of, or for the benefit of, any of the foregoing persons.

Private Official. Natural person with decision-making capacity in any of the companies that are part of **Grupo México Transportes** or the natural person with decision-making capacity in another organization with which **Grupo México Transportes** or the Third Party has a commercial or business relationship.

Harassment. Verbal or psychological action of a systematic, repeated or persistent nature by which, in the workplace or in connection with work, one person or a group of people hurts, humiliates, offends or intimidates another.

Information and Documentation. Any information written, verbal or contained in magnetic or electronic media. Information and Documentation may include methods, data derived from experience, technology, legal, financial, contractual, operational, technical and accounting information and any other confidential information related to the corporate purpose of the companies that make up **Grupo México Transportes**.

Cash Payments. Are defined as cash or cash equivalents such as cashier's checks, traveler's checks, money orders, bank drafts, promissory notes, telephone cards, gift cards, electronic purses, direct cash deposits to a bank account, electronic money, electronic funds transfer and company checks issued to "cash" or "bearer".

Intellectual Property. The material, programs or others that exist or are developed by **Grupo México Transportes** and that are related to any operational and procedural aspect, methods, plans, clients, systems, projects and/or any other form or element used by **Grupo México Transportes** for the fulfillment of its activities, including, but not limited to, marketing strategies, sales, logistics, route determination, rates, procedures; security strategies, corporate communication, accounting or financial information, drawings, designs, plans, specifications, models and data of its equipment, systems and programs, among others.

Supplier, Contractor, Consultant. Individual or legal entity that any of the companies that make up **Grupo México Transportes** hires to acquire products or receive services.

Service. It is the specific activity performed by the companies that make up **Grupo México Transportes**.

Third parties. Business partners, suppliers, contractors, subcontractors and service providers, as well as third parties acting in the name and on behalf of the companies that are part of **Grupo México Transportes** and any Third Party with whom they have a business relationship.

Workplace violence. Incidents in which personnel suffer abuse, threats or attacks in circumstances related to their work, which directly or indirectly endanger their safety, well-being or health. They have three essential characteristics: they are systematic and persistent actions or omissions; an unequal exercise of formal or informal power is at stake; they have adverse physical and psychological effects.

Grupo México Transportes Mission, Vision and Values

Mission

Safe, efficient and reliable transportation that contributes to the competitiveness of its users.

Vision

To be the best option for cargo transportation.

1. **Sustainability:** Meeting the needs of the present without compromising those of future generations
2. **Service:** Simplifying end-to-end transportation
3. **Productivity:** Maximizing the potential of our resources

Values

Grupo México Transportes, as part of Grupo México, S.A.B. de C.V. (Grupo México), guides its behavior in compliance with the following ethical values:

- **Honesty:** Acting with integrity, truth, fairness and honesty.
- **Respect:** Recognize the dignity of people, care for the environment and compliance with regulations.
- **Responsibility:** Fulfill our commitments in time and form, according to what was projected for the benefit of our clients and the communities where we operate.

Fundamentals and Commitments

At **Grupo México Transportes** we are committed to providing a safe, efficient and reliable transportation service that contributes to strengthening the connectivity and competitiveness of the markets we serve, based on three guiding principles.

4. **Safety.** Execute all operations safely, seeking to achieve the goal of zero accidents.
5. **Service.** Constantly improve the customer experience by exceeding their expectations.
6. **Profitability.** Maximize profitability by optimizing costs and revenues.

Third Party Relationships with Grupo México Transportes Employees

The Third Parties have the obligation to comply with the instructions given by the Employees of **Grupo México Transportes**, who have the obligation to ensure that the Third Parties know and comply with the provisions of this “Code of Ethics for Third Parties”.

Failure by Third Parties to comply with the rules contained in this “Code of Ethics for Third Parties” may result in the cancellation of business relations with them and/or the filing of a complaint with the competent administrative or jurisdictional authorities.

When Third Parties carry out business with companies that are competitors of **Grupo México Transportes’** Subsidiaries, they must inform Grupo México Transportes at the beginning of the business relationship or at the time it arises for evaluation by **Grupo México Transportes**.

Regulatory Compliance

Third Parties shall comply with all laws, regulations and other provisions applicable to the activities they perform.

Grupo México Transportes' Third Parties undertake to comply fully and completely with the laws and regulations in force in both México and the United States, as applicable to them by reason of their place of business and business relationship with their subsidiaries.

Grupo México Transportes cooperates at all times with governments and competent authorities for the full exercise of their powers and acts in accordance with the law in defense of the legitimate interests of **Grupo México Transportes**, for which reason the Third Parties undertake to provide the same cooperation.

Implementation of Corporate Policies

Compliance with the Corporate Policies implemented by Grupo México Transportes corresponds to the Third Parties, which must have a certificate of knowledge and compliance, which in digital format will be stored and will remain in the possession of the Procurement (in the case of suppliers), Commercial (in the case of customers) and Finance (for payments to and from Third Parties) Divisions.

Confidentiality

In the performance of their work, the Third Parties of **Grupo México Transportes** are in constant contact with all types of programs, distribution processes, marketing, employees, methods, systems, plans, projects and aspects related to the industries inherent to the corporate purpose of the subsidiaries that make up Grupo México Transportes. Therefore, **Grupo México Transportes** requires that Third Parties maintain strict confidentiality and do not use or disclose to any outside person, including any other Employee, any information and documentation related to the activities, functions and/or services they are providing.

The dissemination of videos, images, audios or any other type of content in digital media, personal social network accounts or through traditional means of communication, related to operations, critical situations or any other situation that may compromise the reputation and security of **Grupo México Transportes** or its Employees will be considered a serious offense.

In the event that any Third Party is required by any competent judicial or administrative authority to disclose any Intellectual Property and/or Information and Documentation, the Third Party shall immediately notify the Legal Department of **Grupo México Transportes** of this request.

All Third Parties must sign a confidentiality agreement with **Grupo México Transportes**, regardless of the provisions of this Code of Ethics for Third Parties.

Human Rights

At **Grupo México Transportes** we promote and protect human rights, as well as the rights of the communities and indigenous peoples in which we operate.

The Third Parties with which we have relationships must at all times respect the Human Rights of their employees and collaborators, as well as those of third parties and members of the communities in which they carry out their activities.

Practices that violate human rights are not acceptable.

Fair and non-discriminatory labor practices

The Third Parties shall promote equal opportunities, treatment, condition and equitable position for their personnel. Likewise, they must comply with the applicable legal provisions regarding working conditions, social security and working hours, among others.

Abuse, intimidation and/or violence of any kind should not be tolerated.

Child labor and forced labor

Third Parties shall prohibit child labor and any form of forced, compulsory or coerced labor in their facilities.

Child labor shall mean the work of any person under the minimum age for employment, in accordance with applicable legislation.

Non-discrimination

At **Grupo México Transportes** we fully respect human dignity. Therefore, Third Parties must avoid any type of discrimination based on sex, gender identity, age, race, religion, sexual orientation, line of thought, education, social status, culture, work style, talent, individual quality or special needs such as illness, disability, accident or family situation.

Freedom of association

The Third Parties must guarantee the right of free association of their employees, in accordance with the applicable legislation and legislation. Likewise, they must ensure that they have the freedom to participate in the activities of the union associations that are formed.

Workday

The Third Parties shall observe the provisions of the applicable legal provisions in relation to the permitted working hours, both ordinary and extraordinary.

Likewise, they must guarantee that their employees enjoy the vacation period to which they are entitled, in accordance with the provisions of the respective applicable legislation.

Remuneration

The Third Parties shall ensure that their employees receive a salary in accordance with the applicable regulations.

Harassment or assault at work

Harassment or assault at work is prohibited at **Grupo México Transportes**, understood as any conduct or activity that encourages, carries out or has the purpose or consequence of humiliating, offending or intimidating another person.

The Third Parties shall implement the necessary measures and procedures to prohibit harassment or workplace assault, as well as to ensure that it is reported and investigated if it occurs, imposing the corresponding sanctions.

Sexual harassment or stalking

Sexual harassment or stalking is prohibited at **Grupo México Transportes**. It is understood as such any conduct or behavior that a person performs improperly, by any means, with implications or requirements of a sexual nature.

The Third Parties shall take the necessary measures to prohibit sexual harassment or stalking in their facilities/operations, as well as to ensure that it is reported and investigated, imposing the corresponding sanctions if proven.

Occupational health and safety

At **Grupo México Transportes**, caring for the life, health and physical integrity of our employees is a priority and an essential part of all our activities.

Therefore, the Third Parties must promote a culture of safety and health, and carry out actions aimed at creating a safe working environment, complying with the applicable laws and regulations.

The Third Parties shall provide adequate training to their collaborators to minimize risks and, where appropriate, provide adequate protective equipment and tools for the performance of their activities.

Likewise, the Third Parties must carry out the necessary actions so that the products they supply or the services they render comply with the quality and safety criteria specified in the respective legal instrument.

We demand the full involvement of our suppliers, contractors and/or any other external person who participates in **Grupo México Transportes** activities, working only with those who fully comply with our regulations and our safety standards, being also responsible for taking care and maintaining clean and safe workplaces.

Consumption, use or sale of alcohol, drugs and controlled substances

Third Parties shall maintain the facilities in which they conduct their operations as places free of drugs, alcohol and controlled substances, prohibiting their use, consumption or sale.

Confidentiality of Information and Privacy of Data

Third parties must maintain the confidentiality of the information they receive from **Grupo México Transportes**, including that of its employees, customers, suppliers and all the actors involved in our operation, and may only disclose it when required by the competent authority or when authorized by said actors.

The confidential information of **Grupo México Transportes** includes inventions, creations, know-how, trade secrets, financial information and everything related to its operations. Therefore, such confidential information must be used only for the purposes permitted by **Grupo México Transportes**.

The processing of personal data received by the Third Parties shall be carried out in accordance with the provisions of the Federal Law for the Protection of Personal Data in Possession of Individuals, its Regulations and other applicable regulations.

Community and Society

At **Grupo México Transportes** we understand that the creation of value in the communities in which we operate under the principle of co-responsibility is fundamental for the development and permanence of our Organization. Therefore, we expect that Third Parties also carry out actions aimed at improving the quality of life of the communities in which they develop their activities, with full respect for their culture and traditions.

Similarly, the Third Parties shall strive for a sustainable coexistence with their communities, providing timely information to their stakeholders and promoting projects that benefit them.

Indigenous Communities

In those places where indigenous peoples or communities are located, the Third Parties must treat them with respect, as well as recognize their rights to preserve the elements that constitute their culture and identity, in accordance with the applicable regulations.

They must also respect the right to self-determination of indigenous peoples and communities.

Environment and Sustainable Development

At **Grupo México Transportes** we are committed to the protection and conservation of the environment. Therefore, we ensure that we comply with the environmental regulations applicable to all our operations.

The Third Parties shall, as appropriate to the activities they perform, comply with the legislation and other provisions that may be applicable in environmental matters. Likewise, they must use natural resources in a responsible manner, promote and implement better environmental practices with a preventive and long-term sustainability approach, as well as carry out activities that help preserve the environment.

In terms of environmental impact, we encourage Third Parties to establish and maintain processes to improve their environmental performance and mitigate the environmental impacts and risks associated with their activities.

In terms of emissions, we invite them to make efforts, in line with the Paris Agreement, to minimize the generation of Greenhouse Gases (GHG) derived from their activities, as well as to monitor and document their emissions.

We also encourage them to increase the use of renewable energies and continuously improve energy efficiency in their operations.

In the case of waste, we invite them to establish processes that allow them to minimize the amount of waste, as well as to promote its recycling.

Regarding water use, we invite Third Parties to implement measures that allow them to increase the percentage of recycling and reuse of water used in their activities, as well as to improve the efficiency of water consumption and management, respecting the right to water of other users of the basins where their facilities are located.

Finally, with regard to biodiversity, we invite them to take actions to protect and preserve it, thus avoiding the degradation of the ecosystems in which they carry out their activities.

Integrity

Third Parties must conduct business with integrity and demonstrate business ethics. They must not engage in bribery or corrupt conduct, whether dealing with Government or Private Officials, for which they must implement appropriate and necessary controls.

Commercial and Government Relations

Fair competition

The Third Parties must comply with antitrust laws aimed at preserving free and fair competition, avoiding practices that jeopardize the competitiveness of the market, such as: price fixing, bid rigging, division or allocation of markets, customers or territories, as well as any other monopolistic action.

They must also compete ethically and fairly within the framework of antitrust laws and fair competition practices.

Trade exchange controls

Third Parties shall comply with all applicable trade control laws and regulations, which may prohibit or restrict the sale of or transactions with certain products and services to certain countries, persons or entities in order to ensure international peace and security.

Anticorruption

Grupo México Transportes will not maintain ties with companies or individuals that have been sanctioned for acts of corruption. Similarly, Third Parties should not maintain ties with companies or individuals that are in such situation.

Third Parties must prohibit any offer, favor, compensation or attention to Government Officials, which may be linked to, have the purpose or may be perceived as obtaining undue benefits, whether personal, for the Third Parties or for **Grupo México Transportes**.

Third Parties must strictly prohibit their employees from engaging in any form of corruption, including bribery, illicit payments and influence peddling, among others, and punish both the act of offering and accepting this type of conduct. The above should apply to any activity between individuals or with Government Officials.

In the case of Third Parties acting on behalf of Grupo México Transportes, we will carry out due diligence procedures and constantly review their performance, detecting possible red flags and taking the corresponding actions in accordance with the provisions of the Anti-Corruption Policy and its Annexes of **Grupo México Transportes**.

Similarly, we will include in the contracts entered into with agents, consultants, customs agents and those third parties with whom **Grupo México Transportes** will initiate a commercial relationship, clauses related to the obligation to comply with the provisions of the Anti-Corruption Policy, the applicable regulations on the matter, a signed "Certificate of Knowledge and Compliance" and, if applicable, the "Declaration of Conflict of Interest" that are part of the aforementioned Policy.

Third Parties must comply with the provisions of this Code of Ethics in anti-corruption matters, with the Anti-Corruption Policy of **Grupo México Transportes** and its Annexes and with the applicable legal provisions.

a. Due diligence

The responsible areas of **Grupo México Transportes** in charge of contracting the Third Parties will carry out and document the due diligence procedures with respect to them ("Due Diligence Questionnaire" contained in the Policy for the Prevention of Money Laundering, Terrorist Financing and its Annexes of **Grupo México Transportes**), who must cooperate with those areas and provide the required information.

Depending on the result of the due diligence procedure, it will be determined whether or not to initiate or continue the relationship with the Third Parties. In cases where this is required, **Grupo México Transportes** may issue suggestions on the measures or elements necessary to strengthen the Due Diligence of the Third Parties, as well as the necessary and indispensable actions to be implemented by the Third Party in order to have the minimum elements of Due Diligence.

b. Payment of bribes

Grupo México Transportes strictly prohibits the payment of bribes. The Third Parties must, in turn, prohibit such payments and take reasonable measures to ensure that such prohibition is complied with.

Bribery means the offer, payment or promise to pay, to authorize the payment of or to promote the payment or delivery of any Thing of Value to a Governmental or Private Official in order that such Official performs or refrains from performing an act in connection with his or her duties or those of another Official, or to improperly influence him or her to obtain or receive the assignment of business or to secure an improper business benefit or advantage.

Similarly, Third Parties are prohibited from making direct or indirect payments or giving gifts or paying travel expenses for a Third Party if it is known or suspected that such Third Party will derive all or any part of the payment, gift or travel expenses to a Governmental or Private Official for the purpose of causing such Official to perform or refrain from performing an act in connection with his or her duties or improperly influencing him or her to obtain or receive the assignment of business or to secure an improper business advantage. Nor may they make Cash Payments to Government or Private Officials.

Grupo México Transportes will not make payments to Third Parties acting in its name and on its behalf that imply a bribe. The Third Parties must, in turn, prohibit the making of such payments.

c. Gifts and courtesies.

Third Parties shall implement the necessary controls to prevent gifts or courtesies given or received by their employees from constituting a bribe, whether to Government or Private Officials, as well as to ensure that the decisions they make are not influenced by such gifts or courtesies.

Likewise, they must clearly and precisely establish the maximum amount allowed for the delivery and receipt of gifts or courtesies and have procedures that indicate the manner in which those received must be reported and their proper handling.

d. Travel and entertainment.

Third Parties shall establish clear guidelines regarding the granting of per diems and payment of expenses for entertainment and business meals. Such guidelines shall state that in no case may entertainment and/or hospitality items, whether in cash or in kind, be used to provide a bribe to Government or Private Officials or with the intention of influencing a Third Party's decision or obtaining an undue advantage or benefit.

e. Invitations.

Third Parties shall refrain from making invitations to events of any kind to Private or Government Officials whose objective, purpose or utility is to influence the decision making of the recipient or to obtain an undue personal benefit or advantage.

In this regard, the Third Parties shall implement the necessary controls within their respective organizations in order to comply with the provisions of this section.

Conflict of interest

Third Parties shall have standards and/or policies regarding the reporting and management of Conflicts of Interest.

Third Parties shall:

- a.** Avoid any real, apparent or potential Conflict of Interest, directly or indirectly related to their work, relationships, activities or business.
- b.** Report to **Grupo México Transportes** the existence or non-existence of conflicts of interest with respect to the relationship with Grupo México Transportes, in accordance with the provisions of the “Declaration of Conflict of Interest” format contained in the **Grupo México Transportes** Anti-Corruption Policy and its Annexes.

Additionally, the Third Parties and/or their collaborators must inform, at the time it arises, about any conflict of interest with respect to the existing relationship with **Grupo México Transportes**.

In the event that the conflict of interest cannot be mitigated through the pertinent measures, the Third Parties and/or their collaborators must abstain from intervening in the transaction in question.

Anti-Money Laundering and Terrorism Financing

Grupo México Transportes is prohibited from participating in any transaction in which there is a suspicion that it may be linked to money laundering.

Third Parties must prohibit the performance of activities that involve resources of illicit origin or resources whose licit origin cannot be verified, as well as refrain from doing business with third parties of which there are indications that they participate in these activities.

Third Parties must comply with the provisions of this Code of Ethics regarding the prevention of money laundering, with the Policy for the Prevention of Money Laundering, Terrorist Financing and its Annexes of **Grupo México Transportes** and with the applicable legal provisions.

Compliance with tax obligations

Third Parties shall comply with all tax laws and regulations applicable to their operations. Likewise, they shall observe the provisions related to international taxation, if applicable.

Communication

Third Parties shall, within their operations, communicate and promote the understanding of the principles set forth in this “Code of Ethics for Third Parties” to foster the generation of ethical and sustainable value chains.

Training

The Third Parties shall communicate and train their personnel with respect to the provisions of this “Code of Ethics for Third Parties” and shall take the necessary measures to ensure compliance.

Ethics Committee

The Ethics Committee of **Grupo México Transportes** is the body responsible for issuing, updating and monitoring compliance with this “Code of Ethics for Third Parties”, as well as interpreting, resolving and ruling on situations that arise in its enforcement and, where appropriate, identifying and proposing appropriate actions in situations of non-compliance or not foreseen.

The Ethics Committee will operate in accordance with the provisions of the Code of Ethics of **Grupo México Transportes**.

Implementation and Monitoring of Obligations

Regardless of the fact that the obligations and/or prohibitions included in this “Code of Ethics for Third Parties” may be incorporated by reference or textually in the legal instruments that Grupo México Transportes enters into with them, said principles and provisions are mandatory for Third Parties.

The Third Parties agree to cooperate with any investigations that may be carried out to verify compliance with the “Code of Ethics for Third Parties”.

Grupo México Transportes reserves the right to request the information and documentation it deems pertinent to accredit compliance with the provisions of this “Code of Ethics for Third Parties”, and also reserves the right to request the implementation of corrective measures; therefore, it will be the responsibility of the Third Parties to demonstrate compliance with the responsibilities and obligations derived from this Code.

Periodic Reviews

This “Third Party Code of Ethics” will be reviewed periodically to ensure that it is kept up to date.

Likewise, it may be reviewed and, if necessary, modified when circumstances arise that were not contemplated therein or in the case of issues that need to be addressed in a different or broader manner.

In any case, Grupo México Infraestructura may modify this “Code of Ethics for Third Parties” at any time.

Hotline

Grupo México Transportes has an Integral Whistleblower System (SID) which, in order to ensure privacy and confidentiality, is managed independently and is administered by an external consultant. The complaints received are forwarded to the Ethics Committee as well as to the Ethics Committee of Grupo México.

The Integral Complaints System operates:

1. Website:

- **gmt.lineadedenuncia.net**
- **www.ferromex.mx (click on “Corporate Governance” and “Integrity & Compliance”)**

2. Dedicated hotline to receive complaints:

- **Phone: 800 1088 869**
- **Hours of operation: Monday through Friday from 8 a.m. to 10 p.m.**
- **Voicemail on holidays, weekends and after hours.**

3. E-mail:

- **gmt@lineadedenuncia.net**

Complaints are received through two channels, the Intranet, which can be accessed by Employees, and the Internet, freely accessible to the general public through the website ferromex.com.mx, where they can report any type of complaint that is considered a violation of the ethical precepts and values established in this “Code of Ethics for Third Parties” and also offer suggestions and comments.

The Ethics Committee reviews the complaints received, makes the corresponding assessments and defines the appropriate actions to be taken through the responsible areas.

Third Parties and their employees should always consider that any concern or complaint should be expressed honestly and in good faith without seeking to harm others.

As mentioned above, this “Code of Ethics for Third Parties” does not include all the rules that may apply in each circumstance, so its content must be considered together with the rest of the Policies, practices and procedures of Grupo México Transportes, as well as those of the legislation in force, either in México or the United States, as applicable. Therefore, should a situation occur that is not contained in this document, it must be dealt with in accordance with the ethical principles contained herein.

Sanctions

Ignorance of this document does not exempt the Third Party from complying with it and from the liabilities arising from any action that goes against it.

Failure to comply with the provisions of this “Code of Ethics for Third Parties” may have various legal consequences, including the termination of the business relationship or the rescission of the contract in question and even the execution of the legal actions that may be applicable.

In any case, Grupo México Transportes has the power to make the decisions and/or apply the sanctions it deems most convenient to its interests, in accordance with the determinations issued by the Ethics Committee.

Certification

The Third Parties shall, once they have received and read this “Code of Ethics for Third Parties”, sign the Declaration of Knowledge of the “Code of Ethics for Third Parties” of **Grupo México Transportes**, which is attached as Annex A.

“Statement of Knowledge of and Compliance with the Code of Ethics for Third Parties”

Annex A

Location: _____

Date: _____

Name of the Legal Representative: _____

Corporate Name of the Individual or Legal Entity: _____

RFC: _____

I hereby declare that I have received, read and understood the **“Code of Ethics for Third Parties”** and with my signature in this Declaration I confirm the commitment of my principal and employees to respect and comply with it, I also declare that:

- name of the individual or legal entity> is not in any situation that could be considered to be in breach of the provisions of the “Code of Ethics for Third Parties”.

OR

- name of the individual or legal entity> is in the following situation that could be considered an exception to the precepts established in the “Code of Ethics for Third Parties” and consists of:

Name and signature of legal representative

The signature of this declaration supersedes any declaration made by the individual or legal entity prior to this one.

