

Corporate Governance Code



ARCACONTINENTAL

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Message from the Chairman of the Board of Directors and the Chief Executive Officer

Arturo Gutiérrez Hernández
Chief Executive Officer

Jorge H. Santos Reyna
Chairman of the Board of Directors



Dear Associates,

Since our inception, Arca Continental has built a track record of profitable and sustainable growth, driven by effort, innovation, and a steadfast commitment to serving the communities in which we operate.

Our Corporate Governance Code serves as the framework that reflects the conduct that defines us. It establishes the principles and mechanisms governing our management, aligned with our bylaws, the applicable legal framework, as well as our best practices and internal policies.

We encourage you to become familiar with, adopt, and apply this Code in your daily activities to continue ensuring that the path we follow is guided by integrity, transparency, accountability, and a long-term vision of sustainability.

Likewise, we make available to you the Transparency Mailbox, a fundamental mechanism that helps ensure our actions continue to reflect the values and culture that distinguish us, as well as the value generated by Arca Continental for all its stakeholders.

Sincerely,

Arturo Gutiérrez Hernández
Chief Executive Officer

Jorge H. Santos Reyna
Chairman of the Board of Directors

Our Governance Code



PURPOSE AND SCOPE

This Corporate Governance Code provides guidance regarding the set of values, principles, rules, and best practices that govern the structure and operation of our governing bodies. Its purpose is to ensure accountability, fairness, and transparency in the relationship between our organization and all of our stakeholders.

This Code applies to all individuals and entities forming part of our organization, including members of the Board of Directors, executive officers, and associates, in every country in which we operate.

Our Fundamental Governance Principles

Since our inception, ethical principles have been at the core of our organization, guiding our mission, vision, values, and cultural principles. These foundations, embodied in our Code of Ethics, guide our strategy, management, and decision-making:

- **We Put People at the Center** of our work, respecting the dignity and human rights of all individuals. We promote a safe, healthy, and equitable workplace in which every associate is treated with equality and respect in all interactions.
- **We Create Shared Value** through a sustainable business model that enables us to grow profitably while protecting the planet and supporting the communities where we operate. Sustainability is a responsibility shared by all members of the organization; accordingly, it is deeply integrated into our daily operations and is an essential component of our culture and strategy.
- **We Conduct Business with Integrity** and are committed to quality, legality, and transparency. Our actions and decisions consistently seek the best interests of our organization, our customers, and the communities we serve. We comply with the laws of every country in which we operate and avoid all forms of conflicts of interest.
- **We Safeguard Company Assets** and responsibly manage company resources and information. We ensure that financial information, commercial information, and all other records are verifiable, accurate, and complete in all material respects, and are protected against misuse.

To learn more about our Code of Ethics and key corporate governance policies, please refer to the corresponding [link](#).

Governance Structure

We are a Mexican publicly traded company listed on the Mexican Stock Exchange (Bolsa Mexicana de Valores). Accordingly, our governing bodies are constituted, regulated, and operate in accordance with Mexican law and regulations, our bylaws, and the corporate governance best practices we have adopted. The following diagram summarizes our corporate governance structure:



OUR SHAREHOLDERS

The majority of our share capital is controlled by the founding families, who, through a Control Trust, ensure stability and continuity in the Company's strategic direction through a unified voting mechanism. This structure is intended to promote decisions focused on sustainable growth and collective well-being while respecting the fundamental rights of all shareholders. Regardless of the number of shares held, each shareholder enjoys essential rights, including:

- **Participation and Voting Rights.** Each shareholder may attend, participate in, and vote at Shareholders' Meetings.
- **Information Rights.** Our shareholders are entitled to receive complete, accurate, and timely information. This includes access to quarterly financial reports, annual reports, material event disclosures, and any information related to the agenda of Shareholders' Meetings.
- **Right to Enter into Shareholder Agreements.** Shareholders have the right to enter into agreements regulating, among other matters, the exercise of voting rights. Such agreements must be disclosed to the Company for subsequent disclosure to the investing public.
- **Preemptive Subscription Rights.** In the event of a capital increase, shareholders have the preemptive right to subscribe for new shares in proportion to their existing shareholdings.
- **Right to Pursue Liability Actions.** Shareholders representing 5% or more of the Company's share capital are entitled to bring liability actions against directors who breach their duties of care or loyalty or engage in unlawful conduct.
- **Minority Shareholder Rights.** Shareholders individually or collectively representing at least 10% of the Company's share capital are entitled to: (i) appoint and remove a member of the Board of Directors; (ii) require the Chairman of the Board of Directors or the Chairman of the Audit and Corporate Practices Committee to call a Shareholders' Meeting at any time; and (iii) request that voting on any matter be postponed once for up to three calendar days without requiring a new notice, if they consider themselves insufficiently informed. Shareholders individually or collectively representing at least 20% of the Company's share capital are entitled to challenge resolutions adopted by a Shareholders' Meeting through judicial proceedings.

Shareholders' Meetings

The Shareholders' Meeting is the Company's highest decision-making body.

It reviews and approves transformational decisions, as well as the management of the Board of Directors and the Chief Executive Officer, financial statements, the appointment or removal of directors, and the distribution of profits.

For further information regarding matters reserved to Shareholders' Meetings and the procedures governing their convening and operation, please refer to the corresponding [link](#).

OUR BOARD OF DIRECTORS

The Board of Directors is responsible for the direction, control, and oversight of our overall business strategy.

Members of the Board of Directors are selected and nominated by the Control Trust and elected by the Shareholders' Meeting. This process does not affect the right of shareholders who individually or collectively represent at least 10% of our share capital to appoint one proprietary director and his or her alternate. In selecting candidates, the Control Trust seeks individuals whose combined skills, capabilities, experience, and professional reputation ensure effective oversight and the creation of sustainable value for our Company. The desired qualifications and selection criteria include:

- **Independence.** According to Mexican regulations, at least 25% of directors must qualify as independent directors, having no direct ties to the Company or our controlling shareholders. This requirement ensures objective oversight and helps prevent conflicts of interest.
- **Diversity.** The Company seeks to include directors from different sectors, nationalities, and professional backgrounds, without distinction based on gender, whose perspectives contribute value to the decision-making process.
- **Industry Expertise.** Directors should possess relevant knowledge and experience within the industries and sectors in which we operate. Such expertise facilitates a deeper understanding of market dynamics and operational challenges.
- **Financial Expertise.** Directors with strong financial knowledge are sought, particularly those serving on the Audit and Corporate Practices Committee and the Planning and Finance Committee.

• Leadership and Corporate Governance

Directors are expected to have prior leadership experience, whether as chief executive officers, senior executives, members of other boards of directors, or individuals possessing significant expertise in corporate governance and governance best practices.

Under applicable Mexican law, the Board of Directors must consist of no fewer than fifteen (15) and no more than twenty-one (21) proprietary directors, of whom at least twenty-five percent (25%) must be independent directors. Each proprietary director must also have an alternate director. Our Board of Directors consists of twenty (20) proprietary directors and their respective alternates, six (6) of whom are independent directors. This structure not only complies with Mexican legal requirements but also reflects our commitment to diverse perspectives and skills that strengthen agile and effective strategic decision-making. By maintaining six independent directors, we exceed regulatory requirements and reinforce our commitment to objectivity and transparency.

Directors are appointed for one-year terms and may be re-elected or removed at any time by the Shareholders' Meeting. Among them, directors elect a Chairman and up to four Vice Chairmen. In addition, the Shareholders' Meeting appointed an Honorary Chairman for Life, who is permanently invited to attend Shareholders' Meetings, Board meetings, and Executive Committee meetings.



The Board of Directors meets at least four times each year. In practice, however, it customarily holds eight meetings annually, six of which take place at our corporate headquarters and two at locations where we conduct operations. The venue for each meeting is determined in advance. As a governance best practice, the Chairman of the Board and the Chief Executive Officer establish annually the matters to be discussed at each meeting during the year.

We maintain a formal director onboarding and continuing training program. The onboarding process provides newly appointed directors with a clear and comprehensive understanding of the Company, as well as their duties and responsibilities, enabling them to perform their role effectively. Continuing training activities include visits to production facilities and customer locations, where directors gain firsthand knowledge of key operational processes and the implementation of commercial strategies. These visits also strengthen directors' understanding of the Company's value chain and encourage direct engagement with customers, leadership teams, and associates. As part of ongoing training efforts, recognized experts are periodically invited to Board sessions to discuss strategic topics and emerging trends affecting our industry and business operations.

To see the biographies of our directors, please consult the following [link](#).

To learn about the roles and duties of our Board of Directors, please refer to the following [link](#).

Board Committees

The Board of Directors relies on specialized committees to oversee the management, operation, and execution of Company activities:

Executive Committee

The Executive Committee is composed of the Chairman and Vice Chairmen of the Board of Directors.

It meets monthly and primarily serves as a liaison between the Board of Directors and the Chief Executive Officer and executive management team. It also monitors Board-approved projects and matters and recommends the appointment and compensation of the Chief Executive Officer to the Board.

Audit and Corporate Practices Committee

Our Audit and Corporate Practices Committee is composed of three independent directors. Its Chairman is appointed by the Shareholders' Meeting, while the remaining members are appointed by the Board of Directors.

Its principal responsibility is to oversee and provide opinions and recommendations regarding the activities of the Chief Executive Officer and executive management in matters involving: auditing; financial and operational information; internal control systems; and transparency in related-party transactions.

Pursuant to our bylaws, the Committee must meet at least quarterly. The external auditor meets annually with the Committee and may be invited to attend additional meetings, where the auditor may participate with speaking rights but without voting rights.

The Committee reports its activities annually to the Board of Directors.

For more information on the functions and powers of the Audit and Corporate Practices Committee, please consult the following [link](#).

Human Capital and Sustainability Committee

The Human Capital and Sustainability Committee must be composed of an odd number of members appointed by the Board of Directors from among proprietary or alternate directors. The Committee currently consists of seven directors and their corresponding alternates. It meets twice each year to evaluate and ensure compliance with compensation and human capital policies.

The Committee also proposes criteria for selecting and evaluating the Chief Executive Officer and other key executives. In addition, it oversees implementation of the Company's sustainability strategy and its integration into the business model, ensuring that sustainability objectives form part of executive performance evaluation. The Committee monitors sustainability metrics to ensure achievement of ESG (Environmental, Social, and Governance) objectives and reports its activities to the Board following each meeting.

For more information on the functions of the Human Capital and Sustainability Committee, please see the following [link](#).

Planning and Finance Committee

The Planning and Finance Committee must likewise be composed of an odd number of directors appointed by the Board of Directors from among proprietary and alternate directors. The Committee currently consists of nine directors. It meets twice annually to: review the long term plan (five-year strategic plan); review the budget for the following fiscal year; evaluate and recommend investment policies; evaluate and recommend financing policies; review dividend policies; and oversee strategic planning matters. The Committee reports its activities to the Board of Directors after each meeting.

For more information on the functions of the Planning and Finance Committee, please consult the following [link](#).

OUR CHIEF EXECUTIVE OFFICER AND EXECUTIVE LEADERSHIP TEAM

Since the original union of the founding families, a fundamental governance practice has guided the Company: No member of the Control Trust, nor any member of their family, may hold executive or management positions within the organization. This principle reflects the commitment to maintaining the independence and professionalization of management and governance and strengthens our sustainable business model to endure over time.

The Chief Executive Officer is responsible for the administration, management, direction, and execution of Company operations in accordance with the strategies, policies, and guidelines established by the Board of Directors. The CEO is supported by an executive leadership team composed of key executives and other associates throughout the organization.

The executive team is responsible for significant administrative, financial, operational, and legal decisions and possesses the experience, competencies, and integrity required to supervise and manage Company operations. They are responsible for the process of planning, organizing, directing, and controlling organizational resources to achieve the objectives established by the Board of Directors.

The management team is made up, in addition to the Chief Executive Officer, of the following executive positions:

- Chief Financial Officer
- Chief Strategic Capabilities and Planning Officer
- Chief Public Affairs, Communications and Sustainability Officer
- Chief Human Resources Officer
- General Counsel
- Chief Operations Officer

To learn more about the functions and powers of our Chief Executive Officer, please consult the following [link](#).

To view the profiles of the management team, please consult the following [link](#).

Participation in Board Committees

Board Committees receive support from executive management according to each executive's area of responsibility. Management provides reports and analyses required by committees in developing their recommendations and participates in committee meetings to ensure effective implementation of Board strategies and achievement of business objectives.

Operational Committees

As part of our governance structure, executive management is supported by several operational committees responsible for supervising, executing, and implementing decisions of the Board of Directors and the Chief Executive Officer. The Operational Committees are made up of members



of the management team and expert associates in various areas of our organization. We currently have the following operational committees:

Sustainability Committee: Implements directives issued by the Human Capital and Sustainability Committee and approved by the Board of Directors. It also promotes the integration of sustainability throughout the business with participation from senior management under the coordination of the Chief Public Affairs, Communications and Sustainability Officer.

Ethics Steering Committee: Responsible for designing and approving strategies that ensure organizational alignment with the principles established in the Code of Ethics.

The Committee also reviews and resolves significant ethics matters and ensures decisions are made consistently with the Company's core governance principles.

Its activities are reported to the Audit and Corporate Practices Committee through the Ethics and Compliance Department.

Financial Risk Committee: Manages exposure to financial risk, credit risk, market risk and liquidity risk. It also analyzes, approves, and monitors operations with derivative financial instrument transactions entered into by the Company. An independent external member serves on this Committee.

Operational Risk Committees (IMCR): Operational risk committees function in every country where we operate. They identify, manage, and mitigate risks in critical business areas to ensure operational continuity.

Insurance and Bonding Committee:

Responsible for safeguarding Company assets and associates through risk management programs designed to prevent, transfer, and minimize accidental loss risks, ensuring compliance with the insurance administration process.

Pension Plans Committee: Oversees administration of pension plans, recommends modifications that improve operation and align with best practices, and reviews and authorizes exceptional situations. The pension fund manager participates in this Committee.

Digital Security Committee: Guarantees the protection of corporate information and technology resources through sponsorship of projects and the development of policies and procedures related to information security.

Risk Management and Internal Control

RISK MANAGEMENT

We manage risks through an integrated and continuous process of identification, assessment, management, and mitigation, enabling us to ensure the operational stability of our business and safeguard our assets and reputation.

We maintain three internal structures responsible for identifying, assessing, managing, and mitigating risks: Internal Audit, the Business Risk Management Department, and subject-matter experts within each business area, who manage specific risks and report them to the Business Risk Management Department.

Identified risk categories include operational risks, sustainability-related risks, occupational health and safety risks, corporate reputation risks, insurance and bonding risks, information security risks, supplier audit risks, regulatory compliance risks, crisis response and resolution risks, and contingency management risks.

INTERNAL CONTROL

Our internal control system is founded upon compliance with internal policies, the implementation of procedures, and the evaluation of accounting, administrative, and operational processes. It also encompasses job-function manuals, information systems, associates recruitment, onboarding, and training programs, among other activities.

This system measures and evaluates the efficiency and effectiveness of internal controls, facilitating the continuity of administrative processes and promoting improvements designed to ensure the achievement of business objectives and effective risk mitigation, including the segregation of duties in critical transactions.

Established and developed by our Board of Directors through the Audit and Corporate Practices Committee, the system is implemented through a Three Lines Model:

- **First Line:** Senior Management and process owners, who establish specific controls designed to mitigate risks within their respective areas of responsibility.
- **Second Line:** The business risk management, administration and internal control, and ethics and compliance functions oversee, among other responsibilities, financial controls, legal compliance, quality management systems, information security, and risk management, thereby ensuring the proper functioning of the First Line.
- **Third Line:** Internal Audit, which independently evaluates the effectiveness of corporate governance, risk management, and internal controls, while maintaining its independence and objectivity.

ETHICS AND COMPLIANCE

Our Ethics and Compliance Program is designed to promote integrity, transparency, and accountability throughout all areas of the organization, while mitigating risks associated with non-compliance with our Code of Ethics, internal policies, and applicable laws and regulations.

To achieve this objective, we maintain an Ethics Steering Committee and, in each country in which we operate, local ethics committees responsible for investigating and resolving reports received through our Transparency Mailbox, which is administered by an independent third-party provider.

INTERNAL AND EXTERNAL AUDIT

Our Internal Audit function conducts rigorous audit programs throughout our operations in accordance with professional internal auditing standards.

The Audit and Corporate Practices Committee meets regularly with both the Internal Audit team and the independent external auditors. The Board of Directors appoints the external auditor following a favorable recommendation from the Audit and Corporate Practices Committee through an objective and transparent process that complies with the Mexican Single Auditors Regulation (Circular Única de Auditores).



Transparency and Communication with Stakeholders

Effective transparency and communication with our shareholders, associates, customers, suppliers, consumers, governments, and communities are fundamental pillars supporting the success and reputation of our Company. To uphold this commitment, we use a variety of communication and reporting mechanisms.

FINANCIAL REPORTING

In compliance with applicable legal requirements, we prepare and publish financial reports in accordance with International Financial Reporting Standards (IFRS). *These reports are available through the Company's investor relations reporting platform at the following [link](#).*

SUSTAINABILITY REPORTING

Each year, we publish an Integrated Annual Report summarizing our performance during the prior fiscal year and reaffirming our commitment as a participant in the United Nations Global Compact. This report is prepared using the most relevant sustainability indicators and is aligned with internationally recognized sustainability disclosure frameworks and standards. These reports are publicly available through the Company's Sustainability Resource Center. *These reports are available at the following [link](#).*

MATERIALITY ASSESSMENT AND STAKEHOLDER DIALOGUES

Periodically, we facilitate dialogue processes with key stakeholders from various sectors in order to identify matters that are most relevant to them and better understand their expectations regarding our role. This exercise enables us to focus our efforts on initiatives capable of generating positive impacts both for the Company and for the communities in which we operate while helping us mitigate environmental and social risks.

MATERIAL EVENTS DISCLOSURE

We are required to disclose through the Mexican Stock Exchange any material event, meaning any act or occurrence that may influence the price of our equity securities or debt instruments. An event is deemed material when it represents at least five percent (5%) of our consolidated assets, liabilities, or total equity, or affects three percent (3%) of our consolidated sales during the preceding fiscal year.

Should unusual market movements occur in the trading price or volume of our shares, or should trading activities in our shares become inconsistent with historical patterns, we must disclose a material event and provide an explanation regarding its causes and circumstances.

Continue ►



We maintain guidelines governing securities transactions carried out by directors, officers, and associates. These guidelines require individuals possessing prior knowledge of a material event to refrain from trading securities issued by the Company until the relevant information has been publicly disclosed to the market.

Compliance with these guidelines is essential to prevent the misuse of insider information and to ensure equal access to information that may influence investment decisions. To learn more about these guidelines, please refer to the Diligent platform.

To learn about the material events we have disclosed, please see the Investor Relations [site](#).

Stakeholder communication channels

To ensure ongoing dialogue with our stakeholders, we maintain communication through multiple channels, including:

- Investor Relations
- Shareholders' Meetings
- Integrated Annual Report
- Materiality Assessments and Stakeholder Dialogues
- Ethics Line: Whistleblower Channel
- Customer Service Center
- Reports available through the Mexican Stock Exchange
- Quarterly Earnings Conference Calls
- Financial Reports
- Arca Continental Corporate Website

Through these channels, we seek to foster open and constructive dialogue that strengthens relationships and contributes to the sustainable growth of our organization.



Annex I

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CORPORATE GOVERNANCE POLICIES LINKED TO OUR CODE OF ETHICS

Our Code of Ethics establishes the fundamental principles from which our primary governance policies derive, promoting an ethical culture that reinforces trust and encourages accountability at every level of the organization.

WHAT DEFINES US	FUNDAMENTAL PRINCIPLES	CORPORATE GOVERNANCE POLICIES
We Put People at the Center	• Human Rights	• Sustainability Policy • Human Rights Policy • Inclusion and Diversity Policy • Total Respect Policy • Supplier Guiding Principles
We Create Shared Value	• Sustainability	• Sustainability Policy • Anti-Corruption Policy • Conflict of Interest Policy • Anti-Money Laundering Policy • Supplier Guiding Principles • Safety and Wellbeing Policy • Management Systems Policies • Ethics and Integrity Management • Security Management • Sustainable Packaging Principles • Sustainable Agriculture Guiding Principles • Inclusion and Diversity Policy • Statement on Genetically Modified Organisms
We Conduct Business with Integrity	• Compliance with Laws • Conflict-Free Decision-Making • Ethics and Integrity	• Anti-Corruption Policy • Conflict of Interest Policy • Anti-Money Laundering Policy • Related-Party Transactions Policy • Guidelines Applicable to Securities Transactions by Directors, Officers, and Associates • Asset Protection Policy • Supplier Guiding Principles
We Safeguard Company Assets	• Transparency and Disclosure of Financial and Non-Financial Information • Related-Party Transactions • Information Protection and Insider Information	• Guidelines Applicable to Securities Transactions by Directors, Officers, and Associates • Related-Party Transactions Policy • Enterprise Risk Management Policy • Obligations Assumption Policy • Personal Data Privacy and Confidentiality Policy • Information Confidentiality Policy • Asset Protection Policy • Physical Asset Security Policy

To view our Code of Ethics, please follow the [link](#) below.

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SHAREHOLDERS' MEETINGS

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Shareholders' Meetings may be Ordinary or Extraordinary. The matters discussed at each type of meeting are as follows:

	ORDINARY MEETINGS	EXTRAORDINARY MEETINGS
Matters Submitted for Discussion	• Any matter properly submitted for consideration that is not reserved to another type of shareholders' meeting; • Discussion, approval, or amendment of the Chief Executive Officer's report together with the external auditor's opinion; • Discussion, approval, or amendment of the Board of Directors' report regarding accounting policies and reporting criteria used in preparing financial statements; • Opinion of the Board of Directors concerning the Chief Executive Officer's report; • Discussion, approval, or amendment of reports issued by the Chairpersons of the Audit Committee and the Corporate Practices Committee; • Discussion, approval, or amendment of reports regarding activities and operations in which the Board participated; • Resolution regarding the allocation of earnings; • Appointment or removal of directors of the Board, Audit and Corporate Practices Committee or Audit Committee chairpersons; • Determination of the maximum amount available for share repurchases, where applicable; • Determination of compensation payable to directors and committee members; • Approval of transactions involving the Company or controlled entities representing twenty percent (20%) or more of consolidated assets; • Determination of the independence status of independent directors.	• Extension of the Company's term; • Early dissolution of the Company; • Increase or reduction of fixed capital stock; • Modification of the corporate purpose; • Change of nationality; • Corporate transformation; • Mergers with another company; • Issuance of preferred shares; • Repurchase and retirement of shares and issuance of enjoyment shares; • Issuance of bonds; • Any other amendment to the bylaws; • Delisting of the Company's shares from the National Securities Registry; • Acquisition of shares representing five percent (5%) or more of the Company's capital stock, including multiples thereof.
Frequency	• At least once annually, within four months following the close of the fiscal year.	• Whenever discussion and/or approval of one of the foregoing matters is required.

- **Notice of Meeting.** Authority to convene a Shareholders' Meeting rests with the Board of Directors and the Audit and Corporate Practices Committee. The notice of meeting must be published at least fifteen (15) days prior to the meeting date and must include the agenda. From the publication date of the notice, the Company makes available to shareholders all materials relating to the agenda items.
- **Proof of Share Ownership and Representation.** To attend a Shareholders' Meeting, shareholders must deposit their share certificates or provisional certificates with the Company's Secretary or with a financial institution or securities deposit institution no later than the second business day preceding the meeting. People attending on behalf of shareholders may establish their authority through a power of attorney or proxy letter. The Company provides proxy forms to facilitate the process.
- **Quorum and Attendance Requirements.** For a Shareholders' Meeting to be deemed duly convened and legally constituted, and for the resolutions adopted therein to be validly approved, in the case of Ordinary Shareholders' Meetings, holders of fifty percent (50%) of the Company's shares must be present upon the first call. Upon the second call, the meeting shall be validly constituted regardless of the number of shares represented. With respect to Extraordinary Shareholders' Meetings, holders of seventy-five percent (75%) of the Company's shares must be present upon the first call. Upon the second call, holders of fifty percent (50%) of the Company's shares must be present. Resolutions adopted at Shareholders' Meetings shall be approved by a majority of votes cast upon the first call and by holders representing fifty percent (50%) of the Company's share capital upon the second call. Unanimous resolutions require the affirmative vote of one hundred percent (100%) of the voting shares entitled to vote thereon.

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FUNCTIONS AND DUTIES OF THE BOARD OF DIRECTORS

Duties and Responsibilities of Directors

Directors must perform their duties in accordance with the Company's bylaws and applicable laws and are principally subject to duties of care and loyalty.

Duty of Care:

- Act in good faith and in the best interests of Arca Continental and the legal entities under its control.
- Request any information necessary to make informed decisions, pursuant to guidelines approved by the Board of Directors.
- Require the attendance of key executives and other persons capable of contributing information relevant to Board deliberations.
- Postpone Board meetings if a director was not duly convened or did not timely receive the information necessary to perform his or her duties.
- Attend Board meetings, deliberate, and vote.
- Disclose any information known to them that is material to the Board's decision-making process.

Duty of Loyalty:

- Maintain the confidentiality of non-public information.
- Abstain from deliberating or voting on matters in which they have a conflict of interest.
- Be jointly liable with predecessors if, while aware of irregularities, they fail to report them to the Audit and Corporate Practices Committee and the external auditor.
- Report any irregularities discovered during the exercise of their duties to the Audit and Corporate Practices Committee and the external auditor.
- Refrain from obtaining economic benefits for themselves or third parties in connection with the Company or controlled entities.
- Refrain from disseminating false or misleading information or concealing material information.
- Refrain from ordering or approving false accounting entries.
- Refrain from destroying, altering, modifying, concealing, or manipulating accounting records, documents, or files.

Directors' Liability. Any director who breaches the Duty of Loyalty or Duty of Care shall be liable for damages suffered by the Company where such breach resulted from willful misconduct, bad faith, gross negligence, or unlawful conduct, in accordance with applicable law. Likewise, the Bylaws do not contain provisions that limit the liability of directors provided for in said legislation.

Functions of the Board of Directors

Directors do not perform executive or operational functions within the organization. The principal functions of the Board of Directors include the following:

Strategy and Organizational Structure:

- Establish the Company's overall business strategy.
- Create support committees.
- Convene Shareholders' Meetings.
- Approve internal operating regulations.
- Oversee the management and operation of Arca Continental and its key executives.

Internal Regulation and Controls (Following recommendation from the relevant committee where applicable):

- Approve policies and guidelines regarding the use and enjoyment of Company assets.
- Appoint and remove the Chief Executive Officer and approve policies governing the appointment and compensation of senior executives.
- Approve policies relating to loans, financing arrangements, and other credit granted to related parties.
- Grant waivers allowing directors, key executives, or controlling persons to pursue business opportunities.
- Submit mandatory reports to Shareholders' Meetings.
- Monitor the Company's risk exposure.
- Approve policies relating to communication and disclosure to shareholders, markets, directors, and key executives.
- Determine corrective actions for addressing irregularities.
- Define the scope and terms of authority delegated to the Chief Executive Officer.
- Authorize disclosure of material events.
- Approve terms and conditions relating to public offerings and share transfers under the Mexican Securities Market Law.
- Designate individuals responsible for the acquisition or placement of treasury shares.
- Appoint interim directors.
- Approve settlement agreements relating to liability actions against directors arising from breaches of the duty of care or loyalty.
- Act in matters involving labor unions.

Financial Matters and Transactions (Following recommendation from the relevant committee where applicable):

- Approve related-party transactions.
- Approve unusual or non-recurring transactions involving acquisitions, disposals, guarantees, or liabilities equal to or greater than five percent (5%) of consolidated assets.
- Approve internal control and internal audit guidelines.
- Approve accounting policies.
- Approve financial statements.
- Approve the engagement of external auditors.
- Approve acquisitions of shares representing five percent (5%) or more of the Company's capital stock, including multiples thereof.

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FUNCTIONS OF THE AUDIT AND CORPORATE PRACTICES COMMITTEE

The Audit and Corporate Practices Committee is responsible for the following activities:

- Providing opinions to the Board of Directors regarding matters assigned to it under applicable law.
- Evaluating the performance of the external audit firm and reviewing audit opinions, reports, and findings issued by the external auditor.
- Discussing financial statements with those responsible for preparing and reviewing them and recommending approval or disapproval to the Board of Directors.
- Reporting to the Board regarding the status of internal control and internal audit systems of the company or of the legal entities that it controls, including any detected irregularities.
- Preparing, with support from the external auditor's opinion and other relevant information, the Committee's opinion on the Chief Executive Officer's report regarding corporate performance, financial condition, and operating results which will be submitted to the Board of Directors for consideration for subsequent presentation to the Shareholders' Meeting.
- Assisting the Board of Directors in preparing reports regarding accounting policies, financial reporting criteria, and Company operations and activities under applicable law.
- Ensure that related-party transactions comply with the Mexican Securities Market Law and related Company policies.
- Requesting the opinion of independent experts in cases in which it deems it appropriate, for the proper performance of its functions or when it is required by applicable legislation or general provisions.
- Requesting reports from senior executives and associates relating to financial reporting or other information necessary to perform Committee functions.



- Investigate any potential instances of non-compliance of which it becomes aware concerning operations, operating guidelines and policies, internal control systems, internal audit activities, and accounting records, whether relating to the Company itself or to any entities under its control. For such purpose, the Committee shall conduct such examinations of documentation, records, and other supporting evidence as may be necessary, in scope and extent, to properly carry out its oversight responsibilities.
- Receive observations, reports, or concerns submitted by shareholders, directors, key executives, associates, or any third party with respect to the matters described above and take such actions as it deems appropriate in response thereto.
- Request periodic meetings with key executives, as well as the delivery of any information relating to the internal control and internal audit functions of the Company or any entities under its control.
- Call Shareholders' Meetings and request the inclusion on the agenda of any matters that the Committee considers appropriate for consideration by the shareholders.
- Monitor and oversee the Chief Executive Officer's compliance with resolutions adopted by the Shareholders' Meetings and the Board of Directors, in accordance with any instructions issued by such Shareholders' Meetings or by the Board of Directors.
- Oversee the establishment and effectiveness of internal mechanisms and controls designed to verify that the acts and transactions of the Company and the entities under its control comply with applicable laws, regulations, and internal policies, as well as implement methodologies that facilitate the assessment and verification of such compliance.

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FUNCTIONS OF THE HUMAN CAPITAL AND SUSTAINABILITY COMMITTEE

The Human Capital and Sustainability Committee performs the following functions:

- Recommend to the Board of Directors the criteria for the selection of the Chief Executive Officer and the Company's principal executive officers.
- Provide recommendations to the Board of Directors regarding the criteria to be used in evaluating the performance of the Chief Executive Officer and senior executive officers.
- Review and follow up on the CEO succession plan, considering the identification and development of talent, as well as succession alternatives that contribute to business continuity and the stability of the organization's leadership.
- Report periodically to the Board of Directors on its activities and matters within its scope of responsibility.
- Evaluate and submit to the Board of Directors guidelines designed to ensure that the Company maintains appropriate compensation and human resources policies.
- Periodically review executive compensation programs and make recommendations regarding the structure and amount of compensation payable to Arca Continental's principal executive officers.
- Review the employment terms and conditions applicable to senior executives and verify that severance payments and separation arrangements are consistent with the guidelines approved by the Board of Directors.
- Provide feedback to management regarding the content of Arca Continental's Annual Corporate Social Responsibility Report.
- Develop and recommend to the Board of Directors amendments to policies relating to sustainability and corporate social responsibility.
- Review sustainability and corporate social responsibility programs to ensure alignment with the Company's business objectives and strategic priorities.
- Periodically review Arca Continental's sustainability and corporate social responsibility strategy.
- Evaluate the effectiveness of communications relating to sustainability and corporate social responsibility programs, initiatives, and activities.
- Monitor key sustainability and corporate social responsibility performance indicators in order to evaluate performance and support effective oversight and continuous improvement.

Annex VI

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FUNCTIONS OF THE PLANNING AND FINANCE COMMITTEE

The Planning and Finance Committee performs the following functions:

- Evaluate and, where appropriate, recommend the investment policies of Arca Continental proposed by executive management for subsequent submission to the Board of Directors for approval.
- Evaluate and, where appropriate, recommend the financing policies (whether through equity or debt) of the Company and its subsidiaries proposed by executive management for subsequent submission to the Board of Directors for approval.
- Evaluate and, where appropriate, recommend Arca Continental's dividend policy.
- Evaluate and, where appropriate, recommend the general guidelines governing the Company's strategic planning process.
- Review and provide recommendations regarding the assumptions underlying the annual budget and submit such recommendations to the Board of Directors for approval.
- Monitor the implementation and execution of the annual budget and the strategic plan.
- Identify the risk factors to which the Company is exposed and evaluate the policies established for the management and mitigation of such risks.
- Analyze and submit to the Board of Directors for authorization proposals relating to the following matters: (i) amendments or additions to the Company's bylaws; (ii) the issuance, placement, repurchase, redemption, or retirement of shares; (iii) mergers and other business combinations involving Arca Continental or any of its subsidiaries; (iv) investments by Arca Continental or its subsidiaries that exceed the authorization limits delegated to the Chief Executive Officer.

Annex VII

FUNCTIONS OF THE CHIEF EXECUTIVE OFFICER

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The principal duties of the Chief Executive Officer include:

- Submit for approval by the Board of Directors the business strategies of Arca Continental and the entities under its control, based on the information provided by such entities.
- Propose to the Audit and Corporate Practices Committee the guidelines governing the internal control system and internal audit function of Arca Continental and the legal entities under its control, and implement the guidelines subsequently approved by the Board of Directors.
- Ensure compliance with the resolutions adopted by the Shareholders' Meetings and the Board of Directors.
- Comply with the legal and regulatory provisions governing transactions involving the acquisition, placement, repurchase, or disposal of Arca Continental's treasury shares.
- Directly, or through a duly authorized delegate, undertake such corrective actions and liability actions as may be appropriate within the scope of his or her authority or as instructed by the Board of Directors.
- Ensure compliance with all legal and bylaw requirements applicable to dividends distributed to shareholders.
- Ensure the maintenance and integrity of Arca Continental's accounting, recordkeeping, filing, and information systems.
- Exercise liability actions against related parties or third parties who are presumed to have caused damage to the Company, to entities under its control, or to entities over which the Company exercises significant influence, unless the Board of Directors, following a prior opinion from the Audit and Corporate Practices Committee, determines that the damage is not material.
- Verify, where applicable, that capital contributions committed by shareholders have been duly made.
- Establish mechanisms and internal controls designed to verify that the acts and transactions of the Company and the legal entities under its control comply with applicable laws, regulations, and internal policies, as well as monitor the results of such mechanisms and controls and adopt any corrective measures deemed necessary.
- Certify and execute material information disclosures of Arca Continental jointly with the key executives responsible for preparing such information.
- Disclose material information and reportable events that are required to be made available to the public.
- Prepare and submit to the Board of Directors the financial information report referred to in Article 172 of the General Law of Commercial Companies (Ley General de Sociedades Mercantiles), except with respect to the matters provided in subsection (b) of such Article.



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