



AXTEL, S.A.B. DE C.V.

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Ticker: "AXTELCPO"

ANNUAL REPORT

presented in accordance with the general provisions that apply to the Issuers of securities and to other participants of the securities market for the year ended on December 31, 2025

Characteristics of the Securities: The securities traded on the Mexican Stock Exchange (Bolsa Mexicana de Valores, S.A.B. de C.V., or "BMV") are Ordinary Participation Certificates ("CPOs"). These are non-amortizable securities, issued under the CPO Trust (as defined below), with each CPO representing seven Series "B", Class "I" Shares of the capital stock of Axtel, S.A.B. de C.V. ("Axtel" or the "Company"). As of the date of this Annual Report, Axtel's capital stock is Ps. \$446'276,559.83 represented by 19,460'372,893 registered common shares, Class "I" Series "B", with no par value. All shares are fully subscribed and paid. The Company does not have shares issued or subscribed under the variable portion of its capital stock.

Registration of these securities at the National Registry of Securities ("RNV") does not constitute a certification of the quality of the registered securities, the solvency of Axtel, or the accuracy or reliability of the information contained in this Annual Report. Nor does it validate any acts that may have been carried out in violation of applicable laws.

For any questions regarding this Annual Report, please contact Mr. Adrian de los Santos at (81) 8114-1128 or via e-mail at ir@axtel.com.mx.

This Annual Report is available on Axtel's website at www.axtelcorp.mx and on the BMV's website at www.bmv.com.mx.

San Pedro Garza García, N.L., as of April 28, 2026.

1. GENERAL INFORMATION

1.1) Glossary of Terms and Definitions

The following glossary provides definitions for key terms and abbreviations used throughout this Annual Report:

“Alestra”	Commercial brand serving the enterprise and government segment, focused on accelerating the adoption of next-generation services that drive digital transformation and business evolution. Its portfolio includes connectivity services, value-added solutions such as managed networks and systems integration, and information technology (IT) including cloud services, collaboration and cybersecurity. Alestra, S. de R.L. de C.V., was merged into the Issuer on May 1, 2017. Prior to the Alestra Merger, Alestra operated as the IT and telecommunications business unit of ALFA.
“ALFA”	ALFA, S.A.B. de C.V., through an Extraordinary General Shareholders’ Meeting held on December 8, 2025, approved the change of its corporate name to Sigma Foods, S.A.B. de C.V.
“ALTAN”	ALTAN Redes, S.A.P.I. de C.V., the consortium awarded on November 17, 2016, in an international tender organized by Mexico’s Ministry of Communications and Transport (SCT) for the construction and operation of a nationwide 4G wholesale network. On January 17, 2017, the Federal Telecommunications Institute (IFT) granted ALTAN a 20-year concession for commercial operation of this wholesale network.
“America Móvil”	América Móvil, S.A.B. de C.V., including its subsidiaries and affiliated companies.
“AT&T”	AT&T Corporation, including its subsidiaries and affiliated companies.
“ATDT”	Acronym for its Spanish name, <i>Agencia de Transformación Digital y Telecomunicaciones</i> .
“Audited Financial Statements”	The audited consolidated financial statements of the Company as of and for the fiscal years ended December 31, 2025 and 2024, and as of and for the years ended December 31, 2024 and 2023.
“Avantel”	Refers collectively to Avantel, S. de R.L. de C.V. and Alestra Innovación Digital, S. de R.L. de C.V.
“Avantel Infraestructura”, “Alestra Innovación Digital”	<i>Avantel Infraestructura, S. de R.L. de C.V.</i> , which was renamed <i>Alestra Comunicación, S. de R.L. de C.V.</i> ; and subsequently <i>Alestra Innovación Digital, S. de R.L. de C.V.</i>
“Axtel”, “Company”, “Issuer”	Refers to <i>Axtel, S.A.B. de C.V.</i> , and its subsidiaries, unless the context indicates otherwise.
“Axtel Networks”, “Axnet”	Commercial brand serving wholesale infrastructure customers. Offers connectivity solutions through fiber optics for international and domestic carriers, data centers, tower operators, Internet giants, and content and cloud providers.
“Banamex”	<i>Banco Nacional de México, S.A. miembro de Grupo Financiero Banamex</i> , including its affiliates.
“Bancomext”	Banco Nacional de Comercio Exterior, S.N.C.
“BBVA Mexico” or “BBVA”	<i>BBVA Bancomer, S.A., Institución de Banca Múltiple, Grupo Financiero BBVA Bancomer</i> .
“Bestel”	<i>Bestel, S.A. de C.V.</i> , a telecommunications and IT services company, subsidiary of Televisa
“BMV” or “Stock exchange”	<i>Bolsa Mexicana de Valores, S.A.B. de C.V. (Mexican Stock Exchange)</i> .
“Cablecom”	<i>Grupo Cable TV, S.A. de C.V.</i>

“Cablemás”	<i>Cablemás, S.A. de C.V.</i>
“Cablevisión”	<i>Empresas Cablevisión, S.A.B. de C.V.</i>
“Central Switchboard”	Equipment that manages voice data and establishes connections to enable calls.
“Circular Letter”	General provisions applicable to securities issuers and other market participants, issued by the CNBV and published in the Official Federal Gazette on March 19, 2003, as amended.
“CNA”	<i>Comisión Nacional Antimonopolio</i> (the National Antimonopoly Commission), the economic competition authority that replaced the Federal Telecommunications Institute and the Federal Economic Competition Commission and was established on October 17, 2025.
“CNBV”	<i>Comisión Nacional Bancaria y de Valores</i> (Mexican Banking and Securities Commission).
“CRT”	<i>Comisión Reguladora de Telecomunicaciones</i> (the Telecommunications Regulatory Commission), the industry regulatory authority that replaced the Federal Telecommunications Institute and was established on October 17, 2025.
“CO ₂ e”	Carbon dioxide equivalent, a standard unit for measuring carbon footprint by expressing the impact of different greenhouse gases in terms of CO ₂ .
“Comparable EBITDA”	EBITDA excluding extraordinary items, such as reorganization expenses incurred in 2023.
“Constitutional Reform 2024”	Decree amending, supplementing, and repealing various provisions of the Political Constitution of the United Mexican States, regarding organizational simplification.
“Controladora Axtel”	<i>Controladora Axtel, S.A.B. de C.V.</i> , the controlling entity of Axtel following the Spin-off of ALFA’s shareholding. As a result of the transaction, ALFA shareholders received one Controladora Axtel share for each ALFA share. Listed on the BMV on May 29, 2023. The number of Axtel shares and CPOs remained unchanged.
“Covid-19”	Infectious disease caused by SARS-CoV-2 virus, first identified in Wuhan, China, in December 2019 (Source: World Health Organization).
“CPOs”, “AXTELCPO”	Ordinary Participation Certificates, non-amortizable securities issued under the CPO Trust, each representing seven Series “B” Class “I” Shares of Axtel.
“CPOs Trust”	Irrevocable Trust Agreement No. 80471, dated November 30, 2005, between Axtel and <i>Nacional Financiera, Sociedad Nacional de Crédito, Institución de Banca de Desarrollo, División Fiduciaria</i> , as trustee, enabling the issuance of CPOs for trading on the BMV.
“CPO Trustee”	Nacional Financiera, Sociedad Nacional de Crédito, Institución de Banca de Desarrollo, Fiduciary Division, trustee of the CPO Trust.
“Data Center”	A facility housing networked computers and storage systems, used to manage, process and store large volumes of data.
“Dollars”, “US \$”	Current currency of the United States of America.
“EBITDA”	Defined by the Company as operating income (loss) plus depreciation, amortization and asset impairment.
“Ethernet”	IEEE 802.3 protocol for data transmission over local area networks (LAN).

“Flo Networks”	Formerly <i>Transtelco</i> , a provider of digital infrastructure services connecting enterprises across the U.S.–Mexico border.
“GHZ”	Gigahertz – a unit of frequency equal to one billion cycles per second.
“ICT”	Information and Communication Technologies.
“IFRS”	International Financial Reporting Standards.
“IFT”	<i>Instituto Federal de Telecomunicaciones</i> (Federal Telecommunications Institute), industry regulator since September 2013.
“Indeval”	<i>S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V.</i> , responsible for securities custody and settlement in Mexico.
“INEGI”	<i>Instituto Nacional de Estadística y Geografía</i> (National Institute of Statistics and Geography of Mexico).
“IP”	Internet Protocol.
“IT”	Information Technologies.
“KIO”	KIO Data Centers, a digital infrastructure provider in Latin America.
“LAN”	Local Area Network.
“LFCE”	<i>Ley Federal de Competencia Económica</i> (Federal Economic Competition Law), published in the Official Gazette of the Federation on May 23, 2025, and substantially amended on July 16, 2025.
“LFTR”	<i>Ley Federal de Telecomunicaciones y Radiodifusión</i> (Federal Telecommunications and Broadcasting Law), published in the Official Gazette of the Federation on July 14, 2014, and repealed on October 20, 2025.
“LMTR”	<i>Ley en Materia de Telecomunicaciones y Radiodifusión</i> (Telecommunications and Broadcasting Law), published in the Official Gazette of the Federation on July 16, 2025, and effective as of August 17, 2025.
Libor	Interbank interest rate determined in London, England (London Interbank Offered Rate, or “LIBOR,” for its acronym in English).
“LMV”	<i>Ley del Mercado de Valores</i> (Mexican Securities Market Law) effective since December 30, 2005.
“Mass Market Segment”	Business segment serving residential and small business customer with voice, data and video services (pay television) via fiber (FTTx) or wireless network. On December 17, 2018, Axtel sold most of this segment to Televisa and on May 11, 2019, Axtel sold the rest to Megacable.
“Megacable”	<i>Megacable Holdings, S.A.B. de C.V.</i> , including subsidiaries and affiliated companies.
“Merger between Alestra and Axtel”	Refers to the merger effective on February 15, 2016, between Axtel and Onexa, through which Alfa became Axtel’s majority shareholder and Alestra became a wholly owned subsidiary.
“México”	United Mexican States.
“MHZ”	Megahertz – a unit of frequency equal to one million cycles per second.

“Onexa”	Onexa, S.A. de C.V., former parent of Alestra, merged into Axtel on February 15, 2016. Prior to the Merger between Alestra and Axtel, Onexa was a wholly owned subsidiary of ALFA.
“pesos”, “M.N.”, “\$”, or “Ps.”	Legal currency in Mexico.
“POPs”	Point of Presence, strategic physical locations for service concentration and interconnections.
“Preponderant Economic Agent (AEP)”	Designation by the IFT on March 6, 2014, for América Móvil and its affiliates as dominant players in the telecom sector.
“SDWAN”	Software-Defined Wide Area Network – virtualized WAN connections using software-based technologies.
“Senior Notes 2024”	Axtel notes with a 6.375% coupon maturing in 2024, fully redeemed as of the date of this Annual Report.
“Series B shares”	Ordinary, nominative, no-par value shares, Class “I” Series “B”, representing the fixed portion of Axtel’s capital stock.
“Shares”	Ordinary, nominative, no-par value shares, representing Axtel’s capital stock.
“SOFR”	Secured Overnight Financing Rate, administered by the Federal Reserve Bank of New York.
“Softtek”	<i>Valores Corporativos Softtek, S.A. de C.V.</i>
“Spin-off”	Refers to ALFA’s partial spin-off approved on July 12, 2022, transferring its entire shareholding to <i>Controladora Axtel</i> .
“Telcel”	Radiomóvil Dipsa, S.A. de C.V. and affiliates, subsidiaries of América Móvil.
“Telefónica Movistar”, “Grupo Telefónica”	Pegaso PCS, S.A. de C.V., including its subsidiaries and affiliates.
“Televisa”	Grupo Televisa S.A.B. de C.V., including its subsidiaries and affiliates.
“Telmex”	<i>Teléfonos de México, S.A.B. de C.V.</i> , including its subsidiaries and affiliates under America Móvil.
“Telnor”	<i>Teléfonos del Noroeste, S.A. de C.V.</i>
“TIIE”	Interest rate applicable to credit operations in Mexico. (<i>Tasa de Interés Interbancaria de Equilibrio</i>).
“RGUs”	Revenue Generating Units.
“VPN”	Virtual Private Network.

1.2) Executive Summary

This summary is not intended to include all information relevant to making an informed investment decisions regarding the securities described herein. Investors are strongly encouraged to review the entire Annual Report, including the financial statements and accompanying notes. This summary has been prepared in accordance with, and is subject to, the detailed information and financial statements contained in this Annual Report. Particular attention should be given to the "Risk Factors" section to assess the advisability of investing in the securities issued by the Company.

Axtel, S.A.B. de C.V. ("Axtel", or the "Company") is a Mexican company that provides integrated Information and Communications Technology (ICT) solutions aimed at transforming organizations through connectivity and digitalization, through its two commercial brands: Alestra and Axtel Networks (Axnet).

Axtel Networks (Axnet) operates as a neutral infrastructure provider, delivering connectivity solutions through fiber optics to wholesale customers. Its customer base includes national and international fixed and mobile operators, data center and tower operators, hyperscalers or large-scale cloud service providers, and cloud/content providers. Axnet's service portfolio includes last-mile access, high-capacity links (wavelengths), fiber-to-the-tower, fiber-to-the-data center, spectrum services, and IP transit, among others.

Alestra serves as a strategic technology partner to over 11,000 business clients, including small, medium and large enterprises, corporations, financial institutions, and government entities. Alestra's offerings include telecommunications services such as connectivity, managed networks and collaboration tools, as well as Information Technology (IT) solutions like systems integration, cloud services, cybersecurity and mobility solutions.

Axtel operates one of the largest fiber-optic networks in Mexico, with approximately 55,600 kilometers of infrastructure. This includes 25,000 kilometers of national transport network (of which 13,500 kilometers are under long-term capacity agreements) and 30,600 kilometers of metropolitan rings, providing Ethernet access in 77 cities across the country. In addition, it holds concessions in the 7, 10.5, 15, 23 and 38 GHz spectrum bands. Axtel provides its services through an extensive hybrid wireline and wireless local access network designed to optimize capital investments. The Company's current last-mile access options include fiber-optic links through its metropolitan rings and point-to-point wireless technologies.

The Company's vision is to be the preferred partner for customers' digital experiences through innovation and value creation. Its mission is to transform organizations with connection and digitalization solutions that support sustainable development. At Axtel, the Company lives its purpose: "Technology connecting your life". It designs and delivers solutions that connect people, processes and businesses by integrating specialized talent, world-class technology and leading strategic partnerships. The Company's strategic objective is to become the leading enabler of digital transformation in Mexico and the foremost neutral fiber-optic network operator in the country.

Axtel was originally incorporated as *Telefonía Inalámbrica del Norte, S.A. de C.V.* on July 22, 1994, by means of public deed No. 3,680. In 1999, it changed its corporate name to *Axtel, S.A. de C.V.* Following amendments to the Mexican Securities Market Law (LMV), the Company became a publicly traded variable capital corporation (Sociedad Anónima Bursátil de Capital Variable) on December 4, 2006.

Since December 2005, Axtel's Ordinary Participation Certificates (CPOs) have been listed on the Bolsa Mexicana de Valores (BMV). The Company regularly publishes corporate, operational, and financial information, which is available on the BMV's website at www.bmv.com.mx, as well as on Axtel's websites: axtelcorp.mx, alestra.mx, and axtelnetworks.mx. These sites also provide detailed information about the Company's products and services.

On October 1, 2015, Axtel, ALFA, Onexa and Alestra signed a memorandum of understanding to merge the operations of Axtel and Alestra, with the goal of creating a stronger competitor in Mexico's telecommunications market. Subsequently, on December 3, 2015, the parties signed definitive agreements, subject to corporate and regulatory approvals, to carry out the merger of Axtel and Onexa.

On January 15, 2016, Axtel and Onexa held Extraordinary Shareholders' Meetings, during which the merger was approved and new members of the Board of Directors, the CEO, and the Audit and Corporate Practices Committee were appointed. Following the completion of legal, operational, and financial due diligence, and the receipt of all necessary regulatory approvals, the merger became effective on February 15, 2016. On that date, ALFA became the majority shareholder of Axtel, receiving 9,668,965,488 Series "B" Class "I" shares. The merged entity was dissolved and Axtel, S.A.B. de C.V. continued as the surviving company. As a result, Alestra became a wholly owned subsidiary of Axtel ("the merger" or "the merger between Axtel and Alestra").

In accordance with the resolutions adopted at the January 15, 2016 Extraordinary Shareholders' Meeting, Axtel announced on July 18, 2017, the additional issuance of 1,019'287,950 Series "B" Class "I" shares to ALFA. These shares, held in treasury, were delivered based on an average exchange rate formula between the Mexican Peso and the U.S. Dollar over an 18-month period starting January 15, 2016

Following the divestiture of most of its mass market fiber business in late 2018, Axtel completed the sale of the remaining portion in 2019. The same year, Equinix Inc., a global leader in data centers, acquired the operations and assets of three Axtel data centers.

On July 12, 2022, ALFA shareholders approved, through an Extraordinary General Shareholders' Meeting, the spin-off of ALFA's entire shareholding in Axtel to a newly created entity, Controladora Axtel. On May 29, 2023, Controladora Axtel began trading on the Stock Exchange where ALFA shareholders received one share of Controladora Axtel for each ALFA share held, while maintaining their ownership in ALFA. As a result, Axtel became a subsidiary of Controladora Axtel, with retroactive effect to July 12, 2022.

For the year ended December 31, 2025, Axtel generated revenues of Ps. \$12,367 million and recorded operating income and Comparable EBITDA of Ps. \$1,664 million and Ps. \$3,775 million, respectively. Axtel recorded an income before taxes of Ps. \$1,259 million and a net income of Ps. \$636 million. At the end of 2025, the Company had cash for Ps. \$1,320 million and total debt (including accrued interest) of Ps. \$9,479 million.

In 2024, Axtel generated revenues of Ps. \$11,556 million and recorded operating income and Comparable EBITDA of Ps. \$1,334 million and Ps. \$3,669 million, respectively. Axtel recorded a loss before taxes of Ps. \$1,085 million and a net loss of Ps. \$691 million. At the end of 2024, the Company had cash for Ps. \$1,256 million and total debt (including accrued interest) of Ps. \$11,262 million.

Finally, during 2023, Axtel generated revenues of Ps. \$10,956 million and registered an operating income and EBITDA of Ps. \$576 million and Ps. \$3,430 million, respectively. Axtel registered an income before taxes of Ps. \$253 million and a net income of Ps. \$314 million. At the end of 2023, the Company had cash for Ps. \$1,207 million and total debt (including accrued interest) of Ps. \$10,631 million.

The following tables contain a summary of the consolidated financial information as of December 31, 2025, 2024, and 2023 and for the years ending on those dates, derived from the information contained in the Audited Financial Statements attached to this Annual Report.

<i>(in million pesos)</i>	Years ended December 31,		
	2025	2024	2023
Income Statement			
Revenues	12,367.2	11,556.5	10,955.9
Operating costs and expenses ⁽¹⁾	(10,703.6)	(10,222.1)	(10,380.1)
Operating Income	1,663.5	1,334.3	575.8
Interest expense, net	(962.9)	(1,206.9)	(977.9)
Exchange (loss) gain, net	558.8	(1,212.8)	655.4
Profit (Loss) gain before taxes	1,259.4	(1,085.4)	253.3
Income Taxes	(623.8)	394.2	61.0
Net (Loss) Profit	635.6	(691.2)	314.3

(Loss) Profit per share:			
(Loss) Profit per basic share: Basic and diluted	0.033	(0.035)	0.016
Weighted average of common outstanding shares (in millions):	19,460.4	19,694.5	19,809.6
Dividends decreed per share	—	—	—
Other Financial information:			
Depreciation, amortization and impairment of long-life assets	2,111.1	2,317.4	2,466.6
EBITDA ⁽²⁾	3,774.7	3,669.1	3,429.9
EBITDA as percentage of revenues	30.5%	31.7%	31.3%

- (1) Cost of sale and services, plus administrative and selling expenses, plus depreciation and amortization, plus other operating income (expenses).
- (2) For the purposes of the Company, it has been defined as the result of adding to the operating income, the depreciation and amortization and impairment of assets. Not audited. 2023 figure, excluding restructuring expenses of Ps. \$387.6 million.

<i>(in million pesos)</i>	Years ended December 31,		
	2025	2024	2023
Statement of Cash Flows:			
Net Cash Flow from:			
Operating Activities.....	4,116.9	3,284.4	2,809.9
Investing Activities.....	(1,534.2)	(1,160.6)	(1,310.8)
Financing Activities.....	(2,445.3)	(2,191.5)	(1,731.0)
(Net decrease) Net increases in cash or cash equivalents.....	137.4	(67.7)	(231.9)

<i>(in million pesos)</i>	Years ended December 31,		
	2025	2024	2023
Balance Sheet:			
Cash and equivalents.....	1,319.6	1,255.7	1,207.2
Net working capital ⁽³⁾	701.4	807.4	655.6
Total Assets.....	16,362.5	17,236.2	16,709.2
Total Debt.....	9,479.0	11,261.7	10,630.5
Total Liabilities.....	13,430.0	14,885.6	13,592.3
Total stockholders' equity.....	2,932.4	2,350.7	3,116.8
Net Assets ⁽⁴⁾	7,856.1	8,310.1	8,909.2
Capital common stock.....	446.3	454.6	454.6
Weighted average of outstanding shares (millions).....	19,460.4	19,694.5	19,809.6

- (3) Net Working Capital is calculated by subtracting cash and equivalents, accounts payable, payable taxes and other accounts payable from current assets.
- (4) Net assets is calculated by adding net working capital to property, plant and equipment.

As of December 31, 2025, 2024 and 2023, the closing prices of Axtel's CPOs (AXTELCPO) where Ps. \$2.88, Ps. 1.10 and Ps. \$0.67, respectively. For a detailed analysis of stock performance over time, please refer to Section 5.2) *Stock Performance in the Stock Market*.

As of the date of this Annual Report, the Company capital stock is composed of 19,460'372,893 ordinary, nominative, no-par value Series "B" Class "I" shares, all of which fully subscribed and paid. Controladora Axtel holds 54.9% of the Company's capital stock. Currently, there are no shares issued or subscribed under the variable portion of Axtel's capital stock.

Axtel corporate headquarters are located at: Munich 175, Colonia Cuauhtémoc, San Nicolás de los Garza, Nuevo León, México, C.P. 66450. Phone: (+52) (81) 8114-0000. Website: axtelcorp.mx.

1.3) Recent Relevant Events

2026

Dividend and Share Repurchase Fund – Axtel Annual Ordinary Shareholders’ Meeting of March 12, 2026

At the Annual Ordinary Shareholders’ Meeting held on March 12, 2026, it was approved, among other matters, to pay a cash dividend of Ps. \$0.0089 per share (equivalent to Ps. \$0.0623 per AxtelCPO) on each outstanding share, representing a total distribution of approximately Ps. \$173 million.

Additionally, the meeting approved that the maximum amount of resources to be allocated for the share repurchase program in 2026 be Ps. \$100 million, which is below the Company’s total retained earnings balance.

2025

Share Repurchase Program – Annual General Ordinary Shareholders’ Meeting (March 18, 2025)

At the Annual General Ordinary Shareholders’ Meeting held on March 18, 2025, shareholders approved, among other matters, a maximum allocation of Ps. \$100 million for repurchase of the Company’s shares during fiscal year 2025.

Share Cancellation - Extraordinary General Shareholders' Meeting (March 18, 2025)

At the Extraordinary General Shareholders' Meeting held on March 18, 2025, shareholders approved the cancellation of 363,818,224 ordinary, nominative shares, no-par value, Series “B” Class “I” shares, equivalent to 51,974,032 CPOs, originating from the share repurchase program held in treasury.

As a result, the fixed portion of the Company's capital stock was reduced by a total of Ps. \$8,343,290.52; corresponding to the theoretical value of the canceled shares. Following this reduction, the fixed capital stock stands at Ps. \$446,276,559.83.

Debt

On March 26, 2025, Axtel made a partial prepayment of a bank loan in the amount of U.S. \$39 million, using cash flow generated from its operations.

As a consequence of this prepayment, the Company recognized Ps. \$5.35 million in the consolidated income statement, corresponding to the unamortized portion of debt issuance costs related to the prepaid loan.

On June 16, 2025, Axtel made a partial prepayment of a bank loan in the amount of U.S. \$15 million, using cash flow generated from its operations.

As a result of this transaction, the Company immediately recognized in its consolidated statement of income the corresponding portion of debt issuance costs related to the aforementioned bank loan in the amount of Ps. \$1,727 thousand.

On December 18, 2025, the Company announced that it had entered into a Ps. \$1.6 billion, 10-year loan agreement with Banco Nacional de Comercio Exterior (Bancomext), the proceeds of which were used to prepay U.S. \$60 million of the loan granted by the International Finance Corporation (“IFC”) and to make a partial prepayment of U.S. \$29 million of a syndicated bank loan.

As a result of this transaction, the Company immediately recognized in its consolidated statement of income the corresponding portion of debt issuance costs related to the aforementioned bank loan in the amount of Ps. \$15,623 thousand.

2024

Share Repurchase Program – Annual General Ordinary Shareholders’ Meeting (March 8, 2024)

At the Annual General Ordinary Shareholders' Meeting held on March 8, 2024, shareholders approved a maximum allocation of Ps. \$100 million for the repurchase of the Company's shares during 2024.

Share Cancellation – Extraordinary General Shareholders’ Meeting (March 8, 2024)

At the Extraordinary General Shareholders' Meeting held on March 8, 2024, shareholders approved the cancellation of 45,000 Series "B" Class "I" shares, which were not subscribed or paid and had been held in treasury for the conversions of convertible notes, whose holders did not exercise the respective right of conversion, and such notes having been fully redeemed.

As a result, the fixed capital stock was reduced by Ps. \$1,031.96; representing the theoretical value of the canceled shares. The fixed capital stock was adjusted to Ps. \$454,619,850.35.

Amendment to Corporate Bylaws – Extraordinary General Shareholders’ Meeting (March 8, 2024)

In accordance with the resolutions adopted at the Extraordinary General Shareholders' Meeting held on March 8, 2024, shareholders approved amendments to Clauses 6, 8, 20, 30, 32, 33, 34 and 36 of the Company's bylaws to align to recent reforms to the General Law of Commercial Companies (*Ley General de Sociedades Mercantiles*), as well as to the Securities Market Law (*Ley del Mercado de Valores*):

- Authorizations for Shareholders meetings and board session to be held in person or via electronic means;
- Publication of shareholders meetings notices through Ministry of Economy's electronic system;
- Legal books may now be signed by handwriting or electronic signature;
- Removal of limitations on the issuance of non-ordinary shares;
- Capital increases must be registered with the National Securities Registry after share placement;
- The Shareholders' Meeting may delegate to the Board of Directors the authority to increase capital and modify subscription, including the exclusion of preemptive rights.

Debt

On December 16, 2024, Axtel announced the partial prepayment of a bank loan for US\$34 million using cash flow generated by the Company. This loan, contracted with nine institutions, was reduced by 13% to US\$224 million, including both U.S. dollars and peso equivalents, while the Company's total debt decreased by 6%.

As a result of this transaction, the Company immediately recognized in the consolidated income statement the portion of the related debt issuance costs associated with the aforementioned bank loan, amounting to \$4,248 thousand.

2023

Bancomext Loan Refinancing

On January 5, 2023, Axtel signed an agreement to refinance its long-term facility with Bancomext for Ps. \$3,026 million, an interest rate of TIIE + 2.1% maturing in 2028 with an average life of 8 years.

Debt Transactions and Refinancing Activities

On January 26, 2023, Axtel entered into a credit agreement with Export Development Canada (EDC) for US\$100 million. The first disbursement of US\$40 million was made on February 13, 2023, with maturities from January 2027 to January 2028 and a variable interest rate of 1-month SOFR + 3.55%. The remaining US\$60 million was drawn on July 19, 2023, under the same terms.

On January 27, 2023, the Company drew Ps. \$200 million from its revolving credit line with BBVA México, maturing in July 2024 at TIE + 1.75%. This loan was fully prepaid on April 26, 2023. Proceeds from these loans were used to repurchase the 2024 Senior Notes.

On May 25, 2023, the Company drew Ps. \$180 million from its committed line with Export Development Canada, maturing on June 25, 2024, at TIE + 1.75%.

On April 27, 2023, the Company signed a syndicated loan for US\$210 million and Ps. \$971.5 million to refinance all outstanding 2024 Senior Notes. The redemption was completed on July 21, 2023. The new loan includes quarterly principal payments beginning in July 2025 through April 2028, with interest rates of TIE + 3.25% for the peso portion, and SOFR + 3.25% for the dollar portion.

As a result of this refinancing, Axtel recognized Ps. \$25 million in the consolidated income statement, related to unamortized issuance costs of the redeemed Senior Notes.

Senior Notes Repurchase and Prepayment

On January 17, 2023, Axtel launched a tender offer to repurchase up to US\$75 million of its Senior Notes due 2024. By the early tender deadline on January 31, 2023, US \$77.7 million had been tendered and accepted. The Company subsequently increased the tender cap to US\$120 million and extended the deadline to February 13, 2023. By that date, US\$88.6 million in Notes had been repurchased, leaving an outstanding balance of US\$313.6 million, which was fully redeemed later in the year.

The Company recognized Ps. \$8.7 million in the consolidated income statement for unamortized issuance costs, related to the repurchased 2024 Senior Notes.

On June 16, 2023, Axtel announced the full prepayment of the remaining US \$313.6 million in Senior Notes. The prepayment was executed on July 21, 2023, at 101.594% of face value plus accrued interest. The transaction was financed through previously announced bank loans, extending the average maturity of Axtel's debt from approximately 3 to 5 years.

Share Repurchase Program – Annual General Ordinary Shareholders' Meeting (March 7, 2023)

At the Ordinary General Shareholders' Meeting held on March 7, 2023, shareholders approved a maximum allocation of Ps. \$100 million for the repurchase of the Company's shares during fiscal year 2023. This amount remains in effect for subsequent years unless modified by a future Shareholders' Meeting.

As of December 31, 2023, Axtel had repurchased 28,938,371 shares, with a remaining balance of Ps. \$96 million.

Merger of subsidiaries – Extraordinary General Shareholders' Meeting (March 7, 2023)

At the Extraordinary General Shareholders' Meeting held on March 7, 2023, shareholders approved the merger by absorption of the subsidiaries *Alestra* Innovación Digital, S. de R.L. de C.V., *Estrategias en Tecnología Corporativa*, S.A. de C.V. and *Allied Inmuebles*, S.A. de C.V., into Axtel, S.A.B. de C.V. ("Axtel"). The merger became effective on April 1, 2023, with Axtel assuming all rights and obligations of the merged entities. This transaction has no impact on the Company's consolidated operations.

Spin-off of ALFA's equity participation in Axtel and creation of Controladora Axtel

On May 19, 2023, Axtel announced that Controladora Axtel, the entity created from the spin-off of Alfa, S.A.B. de C.V., received authorization from the National Banking and Securities Commission (CNBV) to register its shares in the National Securities Registry.

This marks the completion of the spin-off process approved by ALFA shareholders on July 12, 2022. As a result, ALFA shareholders received one share of Controladora Axtel for each ALFA share held. The number of Axtel shares remained unchanged.

Debt

On December 6, 2023, Axtel formalized a US\$60 million loan agreement with the International Finance Corporation (IFC), a member of the World Bank Group. The loan matures on November 15, 2030, and is linked to environmental and social commitments. The proceeds will support the strategic expansion of Axtel's fiber optic network to telecommunications towers and data centers, contributing to the development of Mexico's digital infrastructure while extending the Company's maturity profile.

1.4) Risk Factors

Prospective investors should carefully evaluate the risk factors outlined below before making any investment decisions. These risks and uncertainties are not exhaustive. Additional risks, whether currently unknown or deemed immaterial, could also affect the Company's operations and performance.

The occurrence of any of the risks described herein could materially and adversely affect the Company's operations, financial condition, or results of operations.

The following risk factors are specific to the Company and are not intended to represent all potential risks faced by investors. Other risks, including those affecting the broader industry, geographic regions where the Company operates, or those currently considered insignificant, may also impact the Company's business and investment value.

Statements in this Annual Report that are not historical facts reflect the Company's expectations regarding future events and may include projections of financial results, economic conditions, trends, and uncertainties. Words such as "believe," "expect," "estimate," "consider," "forecast," and "plan" identify such forward-looking statements. Investors should consider the risk factors and other cautionary statements in this report when evaluating these projections. These risks describe non-financial factors that could cause actual results to differ materially from those anticipated.

1.4.1) Company-Specific Risks

Axtel operates in a highly competitive telecommunications and IT services market in Mexico. It faces competition from companies with greater financial resources and broader market presence, which exerts pressure on pricing and may negatively impact operating margins and financial results.

The telecommunications industry in Mexico is highly competitive. The convergence of services has intensified competition. On the one hand, Axtel competes with established telecom providers such as Telmex, Televisa, Megacable, Totalplay and on the other hand it competes with infrastructure providers.

Axtel continues to face pricing pressures due to:

- Aggressive market share strategies by competitors;
- Capital-intensive investments by competitors enabling rate subsidies;
- Technological advancements increasing fiber optic capacity and creating long-distance overcapacity;
- Greater involvement of traditional fixed-line providers;
- Ongoing convergence of telecom and IT services.

If further reductions in telecommunications service prices in Mexico occur, Axtel will be compelled to respond competitively by lowering its prices or risk losing market share, which would adversely affect its operating results and financial performance.

Certain competitors have greater financial resources and scale than Axtel. In particular, the América Móvil group, together with its concessions and established customer base, provides it with a significant competitive advantage.

Axtel's ability to generate cash flow depends on its competitiveness in the ICT sector in Mexico.

Competition in the ICT industry has increased significantly as Axtel's competitors have experienced declining margins in voice and data services. As a result, Axtel has reallocated its resources and sales efforts toward new value-added and digital transformation services, with particular emphasis on the Financial, retail, and Transportation and Logistics sectors, including capturing future growth in IT service provision in Mexico and connectivity services for wholesale customers.

This strategy carries several risks, including the following:

- Rapid technological evolution and product innovation;
- Political and economic uncertainty affecting telecom investments;
- Intense competition in the ICT market;
- Dominance of large players like América Móvil;
- Regulatory inflexibility and delays in approving new technologies;
- Strict, unfavorable, or delayed interpretations by regulators, in relation to the implementation of Axtel's services, the offering of new services, or the integration of its services; and
- Additional competition from telecom and IT service providers.
- The Mexican IT and cybersecurity market exhibits low market concentration, reflecting a competitive and fragmented ecosystem.

Axtel depends on certain important customers that generate a substantial part of its income.

Axtel serves over 11,000 enterprise and government clients in Mexico; including major corporations, large and medium-sized companies in the financial sector, retail, education, manufacturing, among others and federal, state and local entities of the government sector. Additionally, Axtel has important wholesale customers.

In 2025, the top ten customers accounted for 22% of total revenue, with the two largest contributing 4%, each.

The loss or reduction of business from a major client could materially impact Axtel's financial results. No other customer accounted for more than 5% of total revenues.

Contracts with the government segment have higher levels of uncertainty.

Government segment represented 13%, 11% and 11% of total revenues in 2025, 2024 and 2023, respectively. The agreements are subject to higher uncertainty due to rescission clauses and mandatory public tender processes for renewals or direct awards. In addition, bidding processes for new contracts may be postponed, depending on market conditions. Delays or losses in government contracts could negatively affect the Company's financial performance.

The Company may be subject to disruptions in the continuity of its services and business processes.

Axtel's operations depend on robust systems and infrastructure, including advanced technologies and control processes, which are vulnerable to disruptions caused by natural disasters (such as fires, floods, and earthquakes), power outages, technological failures, and public health emergencies.

Prolonged interruptions in operations could negatively impact the Company's ability to function effectively, erode customer trust, and reduce sales and profitability. To mitigate this risk, Axtel maintains a certified Business and Risk Continuity Management System, aligned with international standards ISO 22301 and ISO 31000.

For instance, during Hurricane OTIS in 2023, Axtel successfully activated its emergency and business continuity protocols. This enabled the Company to be among the first technology providers to reach the affected area and restore telecommunications services. Key factors contributing to the success of this recovery included collaboration with regulatory authorities, critical suppliers (such as carriers, energy providers, and logistics partners), and the local community, as well as inter-regional support networks, effective communication protocols, and efficient logistics for essential supplies. Nevertheless, there is no guarantee that business continuity plans will always be fully effective in the event of system interruptions or failures. As such, Axtel continuously improves its recovery strategies based on insights from periodic continuity drills and real-life events affecting services and infrastructure.

The Company may be subject to cybersecurity risks.

Given the nature of its business, Axtel's technologies, systems, and networks are potential targets for cyberattacks, which could compromise its own information and that of third parties for whom it is responsible.

To address this risk, Axtel operates a certified Information Security Management System (ISO 27001), along with other internationally recognized standards. The Company has developed a robust and evolving security architecture, collaborates with intelligence organizations, and leverages the capabilities of its Cyber Defense Operations Centers to detect and respond to cyber threats in a timely manner.

Examples of this include the significant increase in global cyberattacks observed in 2020, driven by the rapid shift to remote work; in 2022, as a result of cyber warfare associated with the conflict between Russia and Ukraine; and in 2026, due to the conflict in the Middle East. In response, Axtel continues to adopt new security controls and strengthen existing measures (including technologies and digital hygiene awareness campaigns), enhancing its ability to respond to such events.

Although Axtel has not experienced material losses from cyberattacks to date, there is no assurance that such events will not occur in the future. A successful cyberattack could adversely affect operations or financial performance. Furthermore, failure to prevent the theft of sensitive information, such as financial data or confidential customer and employee information, or to adequately protect data privacy, could have a negative impact on the Company's business. Axtel continues to monitor and analyze cybersecurity trends to strengthen its protective measures.

Risk that investments will not generate the expected income.

In 2025, 2024 and 2023, Axtel invested Ps. 1,643 million, Ps. \$1,302 million and Ps. \$1,340 million, respectively, in network infrastructure and intangible assets. The Company anticipates that significant additional investments will be required to maintain and enhance its network, expand capacity, and support business growth, including through acquisitions and the divestiture of non-strategic assets. These investments, along with ongoing operating expenses, may impact cash flow and profitability, particularly if they do not result in increased revenues or operational efficiencies.

Axtel projects that sustained growth will also depend on its ability to attract and retain qualified personnel capable of managing this expansion effectively. If these investments fail to deliver the expected returns, the Company's profitability and cash flow could be adversely affected.

If strategic suppliers stop providing services, technologies and/or equipment to Axtel, its results of operations could be adversely affected.

Axtel relies on key suppliers such as Cisco, Microsoft, Oracle, Fortinet, and Equinix. If any of these providers fail to deliver essential services, technologies, or equipment, and no suitable alternatives are available, Axtel's ability to implement necessary solutions and achieve desired network penetration and coverage could be compromised. This would likely have a negative impact on the Company's operational performance and financial results.

The telecommunications sector is characterized by rapid technological change, which could require Axtel to make important capital investments to remain competitive.

The telecommunications industry is subject to continuous, rapid, and substantial technological advancements, including changes in access networks and the introduction of new products and services driven by market demand. These developments are influenced by the characteristics, costs, and adaptability of available technologies to the Company's operational environment. As new services and technologies continue to emerge, it becomes increasingly difficult to predict their impact on Axtel's business.

There is a risk that Axtel's systems and technologies may become less efficient than those of its competitors. Technological advancements or the emergence of alternative solutions could weaken the Company's competitive position, potentially requiring significant price reductions, additional capital investments, or the replacement of obsolete technologies. If Axtel is unable to access new technologies at reasonable costs, or if its existing systems become obsolete, it may need to recognize impairment charges, which could materially affect its business and financial results.

Moreover, delays in deploying new technologies or failure to meet performance expectations could hinder growth and negatively impact operating results. If ICT providers discontinue the supply of critical equipment or services, Axtel's operations and financial performance could be significantly affected.

If Axtel does not successfully maintain, upgrade and efficiently operate its accounting, billing, customer service, and management information systems, it may not be able to sustain or enhance its operating efficiency.

Sophisticated information and processing systems are critical to Axtel's operations and growth. These systems support essential functions such as cost monitoring, monthly service billing, customer order processing, customer service delivery, and the achievement of operational objectives. The Company believes it has implemented the necessary systems to perform these functions effectively. However, there is no guarantee that Axtel will be able to continue operating or upgrading these systems successfully, or that the systems will consistently perform as expected.

Any failure or malfunction in these systems could impair the Company's ability to issue accurate invoices, collect payments, and respond adequately to customer needs. Such disruptions could negatively impact Axtel's financial condition and operating results.

The Company's insurance coverage may be insufficient to address future liabilities, including legal claims, due to policy limits or denial of coverage by insurers. In either case, the Company's business, financial condition, and results of operations could be adversely affected.

Axtel's external insurance coverage may not fully compensate for damages if the value a claim exceeds policy limits or if the damage is not covered under the terms of the policy. This could result in significant unforeseen expenses, negatively impacting the Company's operations, financial results and overall financial health.

Additionally, insurance providers may attempt to cancel or deny coverage for future liabilities, including lawsuits, regulatory investigations, or other legal proceedings. In such liabilities arise and insurance coverage is either insufficient or denied, the Company face substantial financial and operational consequences.

A failure in the Company's infrastructure and/or systems could lead to service delays or interruptions, potentially resulting in customer loss.

To remain competitive, Axtel must continue delivering reliable services through its network. However, its infrastructure is exposed to several risks, including:

- physical damage to access lines;
- power surges or outages;
- software defects; and
- disruptions beyond the Company's control.

Such disruptions could lead to service interruptions or reduced capacity, either of which may cause customer dissatisfaction or loss, and increased operational costs. These outcomes could adversely affect the Company's reputation, revenue, and profitability.

Axtel's operations are dependent upon its ability to protect its network infrastructure.

The Company's operations rely heavily on the protection of its network infrastructure from potential damage caused by fires, earthquakes, hurricanes, floods, power outages, security breaches, software defects, and similar events. It is also essential that Axtel designs and maintains networks that are resilient to the adverse effects of such incidents. The occurrence of a natural disaster or other unforeseen issues at its facilities, including switches, data centers, or points of presence (POPs), could result in service interruptions.

A failure at any of these critical sites would disrupt services to customers until repairs are completed or replacement equipment is installed. These repairs or replacements can be costly. Any damage or failure that leads to operational interruptions could have a material adverse impact on Axtel's business, financial condition, and operating results.

Any loss of key personnel could adversely affect the business.

Axtel's success is significantly dependent on the expertise, experience, and collaboration of its management team and key personnel, as well as the strategic decision-making of its governing body. The Mexican labor market faces a shortage of qualified professionals, increasing competition for experienced executives. Axtel's leadership team possesses deep industry knowledge, and their continued presence, or the timely replacement with equally capable leaders, is critical to maintaining key client relationships and ensuring efficient business operations.

A lack of technical, managerial, or industry-specific experience among key employees could hinder the execution of the Company's business plan, delay the launch of new products, result in client attrition, and divert resources toward recruitment and training. To address this, Axtel has implemented retention, succession, replacement, and competency development plans to ensure operational continuity. However, there is no guarantee that Axtel will be able to retain or quickly attract highly skilled, committed personnel, which could impact its ability to achieve strategic objectives.

Any deterioration in the relationships with its employees, changes in labor legislation, or the increase in labor costs can have a negative impact on Axtel's business, financial condition, results of operations, and prospects.

As of the end of 2025, Axtel employed 3,897 individuals in Mexico. Since divesting its mass market segment in 2019, the Company no longer has unionized employees. Axtel is prepared to manage potential changes in labor legislation and supports employee well-being through a comprehensive 360° wellness program aligned with NOM-035 standards.

Nonetheless, any significant increase in labor costs, deterioration in employee relations at any location, or changes in labor laws, or their interpretation, could materially and adversely affect the Company's business, financial condition, operating results, and future prospects.

Axtel's operations are subject to general litigation risks.

Axtel is involved in litigation across various matters arising in the ordinary course of its business, from regulatory changes, government policies, and the executive and regulatory actions of competent authorities. Additionally, certain state and municipal authorities have enacted provisions requiring the underground installation of new infrastructure, as well as existing infrastructure, which has resulted in litigation.

While Axtel has generally achieved favorable outcomes in litigation, the trajectory, costs, and results of legal proceedings cannot be predicted with certainty. In the most adverse scenarios, these legal matters could materially affect the Company's business, financial condition, and operating results.

Risks associated with regulatory uncertainty.

On December 20, 2024, a Constitutional Reform Decree on organizational simplification was published in the Official Gazette of the Federation (DOF). This decree eliminates several autonomous federal agencies, including the Federal Telecommunications Institute (IFT) and the Federal Economic Competition Commission (COFECE). It introduces a new institutional framework that removes the constitutional autonomy of these bodies and redistributes their regulatory functions among various government entities.

Additionally, on October 31, 2024, another Reform Decree was published in the DOF, changing the legal status of state-owned productive enterprises to public enterprises. This reform amends Article 28 of the Constitution, stating that state-exclusive functions in providing internet services shall not be considered monopolistic. This change is intended to promote broader social connectivity.

In this regard, on July 26, 2025, the Decree enacting the *Ley en Materia de Telecomunicaciones y Radiodifusión* and repealing the *Ley Federal de Telecomunicaciones y Radiodifusión* was published in the Official Gazette of the Federation, as well as the Decree amending, supplementing and repealing various provisions of the *Ley Federal de Competencia Económica* and the *Ley Federal de las Entidades Paraestatales*. These secondary laws formalized the institutional reconfiguration and the transfer of functions from the IFT and COFECE to the CRT and CNA, respectively, as the new regulatory authorities.

Although these secondary laws are in force, there is uncertainty regarding how regulatory powers will be allocated between the CRT and the CNA, particularly with respect to asymmetric regulation applicable to the AEP and the competition measures that may ultimately be imposed on the AEP and on economic agents with substantial market power in the telecommunications sector. In addition, there is inherent uncertainty associated with the institutional transition from the IFT to the CRT and from COFECE to the CNA, as well as the priorities of the new authorities. Furthermore, the new telecommunications law contemplates various guidelines yet to be issued by the CRT, including those related to the reorganization, removal or undergrounding of telecommunications infrastructure; access to and shared use of active and passive infrastructure; the deployment of telecommunications and broadcasting infrastructure; and network neutrality.

Axtel relies on the Preponderant Economic Agent (AEP) for access to essential telecommunications services, including dedicated links and last-mile infrastructure. If, in the future, Telmex ceases to be classified as an AEP and is permitted to charge rates higher than those currently regulated by the Federal Telecommunications Institute (Instituto Federal de Telecomunicaciones, "IFT"), this could have a material adverse effect on Axtel's business and operating results.

Since July 4, 2014, following the enactment of the Federal Telecommunications and Broadcasting Law (LFTR), the IFT designated América Móvil and its subsidiaries, Telmex and Telcel, as Preponderant Economic Agents in the telecommunications sector, subjecting them to asymmetric regulation.

In December 2020, following a prior modification to the preponderance measures, the IFT issued the second biennial review of such measures for the fixed and mobile network markets, particularly for the companies and subsidiaries of the AEP, allowing pricing flexibility or less stringent price controls for regulated wholesale inputs (access network fiber-optic infrastructure and dedicated links).

On November 6, 2024, the IFT issued the third biennial review of the preponderance measures for the fixed and mobile wireless network markets. The positive impact of this third biennial review on the provision of wholesale telecommunications services—particularly with respect to dedicated links and last-mile infrastructure access services—has been limited. The main changes introduced in the third biennial review consisted of improvements to the SEG, as well as clarifications and limitations regarding the scope of service provision by the AEP, particularly in relation to reference offers and the corresponding agreements and disputes. While no material improvements in service provision have been observed, wholesale prices remain cost-oriented to prevent abrupt and unjustified increases; in 2026, wholesale prices for the AEP's dedicated links decreased by an average of 3%.

Axtel has experienced losses in the past in relation to derivative financial instruments.

Axtel uses derivative financial instruments primarily to manage interest rate risk and to hedge, fully or partially, its foreign currency obligations, including debt service and U.S. dollar-denominated investments. While these instruments are intended solely for hedging purposes, some may not qualify for hedge accounting under IFRS, and their market value is reflected in the comprehensive income statement.

Additionally, Axtel faces the risk that the creditworthiness of counterparties to these instruments may deteriorate, potentially preventing them from fulfilling their obligations. This would expose Axtel to market risks and could have a material adverse impact.

The Company intends to continue using derivative financial instruments in the future. Consequently, it may incur further net losses or be required to make cash payments or post collateral. These instruments may also be subject to margin calls if credit thresholds are exceeded, which could require substantial cash outflows and reduce funds available for operations or capital expenditures.

Insurance coverage may not be sufficient to cover future liabilities.

Axtel's third-party insurance coverage may be inadequate to cover potential damages if the value of such damages exceeds policy limits or if the damages are not covered under existing policies. This could result in significant unforeseen expenses, adversely affecting the Company's business, financial condition, and operating results.

Furthermore, insurers may seek to terminate or deny coverage for future liabilities, including litigation, investigations, or other legal actions. In such cases, the absence of adequate insurance coverage could have a material adverse effect on the Company's financial health and operational performance.

The Company has a majority shareholder, Controladora Axtel, whose interests may not align with those of other stakeholders.

Controladora Axtel owns 54.9% of Axtel's outstanding common shares, giving it significant influence over the Company's operations. This control may be exercised in ways that differ from the interests of minority shareholders or creditors, particularly in matters such as board appointments, CEO selection, and the approval of mergers, acquisitions, or other strategic decisions.

Controladora Axtel and a group of shareholders have entered into a shareholders' agreement that governs their relationship and imposes restrictions on share transfers. The agreement includes provisions for board appointments, qualified majority requirements for certain shareholder decisions, and preemptive rights. These arrangements may not always align with the interests of other stakeholders.

Axtel conducts transactions with affiliates, which could lead to conflicts of interest.

Axtel has engaged, and will continue to engage in transactions with Sigma Foods, S.A.B. de C.V. ("Sigma," formerly "Alfa") and various entities directly or indirectly owned by, or formerly controlled by, Alfa. Specifically, certain service agreements have been executed with affiliates in exchange for fees. Mexican law applicable to public companies and the Company's bylaws establish various procedures, including the issuance of fairness opinions and favorable opinions from internal committees, designed to ensure that transactions with affiliates are conducted on arm's-length terms, including, in certain cases, approval by the board of directors. Axtel is expected to continue entering into transactions with its affiliates, and its subsidiaries and affiliates are expected to continue transacting among themselves; however, there can be no assurance that terms deemed to be at arm's length will be regarded as such by third parties. In addition, potential conflicts of interest may arise in the future between Axtel and Alfa or any of its subsidiaries or affiliates, which may not be resolved in favor of Axtel. See Section 4.2) "Operations with Related Parties" in this Annual Report.

Fraudulent use of services may increase Axtel's operating costs.

Fraudulent use of telecommunications networks by users or operators can result in significant costs for Axtel, particularly if it becomes liable for interconnection fees or international settlement charges. These costs could reduce profitability and may also lead to regulatory scrutiny.

Although Axtel has implemented technologies to combat fraud and continues to enhance its network protections, fraudulent practices persist due to factors beyond the Company's control and the emergence of new fraud types, such as those involving data traffic between networks and mobile devices.

1.4.2) Risks Relating to Indebtedness and Possible Bankruptcy

Axtel's current level of indebtedness may significantly affect its operational flexibility, business development, and ability to meet financial obligations.

As of December 31, 2025, Axtel's total debt, including accrued interest, stood at Ps. \$9,479 million. This level of debt could have significant implications for investors in the Company's stock, including:

- Limiting the Company's ability to generate sufficient cash flow to meet its debt obligations, particularly in the event of a default under any of the debt agreements;
- Restricting the availability of cash for working capital, capital investments, and other corporate needs;
- Increasing the Company's vulnerability to adverse economic and industry conditions, such as rising interest rates, exchange rate volatility, and market instability;
- Constraining the Company's ability to obtain additional financing for refinancing existing debt, funding operations, capital expenditures, or pursuing acquisitions on favorable terms, or at all;
- Reducing the Company's flexibility to adapt to changes in the business environment or industry dynamics; and
- Limiting the Company's ability to pursue new financing opportunities for acquisitions, investments, or other strategic initiatives.

Should Axtel incur additional debt, these risks could be further exacerbated. Moreover, actual cash requirements may exceed current projections. If operational cash flow proves insufficient to meet debt maturities, the Company may be unable to raise funds through borrowing, asset sales, or other means on acceptable terms, or at all, to refinance its obligations.

The Company may face challenges in financing its operations and investments or in refinancing its outstanding debt, which could negatively impact its business and financial performance.

The Company may need to raise additional debt or issue equity to fund working capital, capital expenditures, acquisitions or other investments. However, there is no assurance that such financing will be available on acceptable terms.

A deterioration in capital and credit market conditions could further hinder the Company's to access financing. Additionally, financing costs may rise if the Company's credit rating is downgraded, which could result from factors such as earnings volatility, management performance, liquidity constraints, or limited access to diverse funding sources. In such scenario, the Company may be unable to secure the necessary financing, whether on favorable terms or not, and may also struggle to refinance existing debt as it matures.

Failure to obtain adequate financing or refinance existing obligations could materially and adversely affect Axtel's financial condition and operating results.

Axtel may require additional financing in the future, which could heighten the risks associated with its current debt levels.

As the Company continues to operate in a capital-intensive industry, it anticipates ongoing investments in new technologies and in expanding the capacity and coverage of its network infrastructure to seize market opportunities and maintain its switches and points of presence (POPs) in line with market demands. Furthermore, as a participant in a highly regulated industry, Axtel may be required by government agencies to increase capital expenditures or incur other unplanned costs. There is no guarantee that sufficient resources will be available to meet these investment needs or regulatory demands, or that any required financing will be accessible on acceptable terms. Additionally, the Company's ability to obtain further financing may be constrained by the terms of existing or future credit agreements.

Adverse and volatile conditions in domestic and international credit markets, such as rising interest rates, reduced liquidity, or diminished lender interest, have previously increased, and may again increase, the cost of funding or the difficulty of refinancing debt maturities. These factors could negatively affect the Company's financial position and operating results.

The terms and conditions of Axtel's credit agreements may also impose restrictions on its financial and operational flexibility.

The negative covenants contained in the credit agreements set forth certain obligations, conditions and exceptions that require or limit the Company's ability, primarily, to:

- Grant liens over its assets;
- Enter into transactions with affiliates;
- Effect a merger in which the Company is dissolved;
- Dispose of assets on unfavorable terms;
- Undergo a change of control; and
- Pay dividends.

Some of these restrictions include financial covenants that the Company may not be able to maintain in the future. These affirmative and negative covenants could limit Axtel's ability to finance future operations, meet capital requirements, pursue mergers or acquisitions, or engage in other beneficial business activities.

1.4.3) Risks Related to the Mexican Telecommunications Industry

Axtel operates in a highly regulated industry.

As a public service provider, the Company is subject to extensive regulation. The operation of telecommunications systems in Mexico is currently governed by laws and regulations administered by the CRT and the CNA, which are designed to regulate and promote competition and the efficient development of the telecommunications and broadcasting sectors in the country. As a result of the modification to the telecommunications regulatory framework, the Company may be required to implement operational changes and/or adjustments to align with the prevailing regulatory framework and ensure full compliance with its obligations, in order to avoid adverse impacts on its business. Unfavorable interpretations by the CRT and the CAN could negatively affect the Company's operations and financial results. See section 2.12.4) *Reforms in the Telecommunications Sector in Mexico* of this *Annual Report*.

Certain initiatives promoted by municipal and state authorities seek to require concessionaires to underground infrastructure currently deployed overhead. If approved, such undergrounding initiatives would have an adverse impact, as they would increase the Issuer's investments and costs associated with the deployment, repair and maintenance of infrastructure.

Infrastructure deployed in aerial spaces represents an affordable investment, is quick to install and easy to repair; however, an increasing nationwide migration of telecommunications infrastructure to underground installations

would entail higher capital expenditures and operating costs for the Company, as well as constraints on new investments in infrastructure deployment, which would adversely affect its business. Notwithstanding the foregoing, Axtel has raised awareness among the competent authorities regarding the implications of undergrounding initiatives for the Company and for the development of the industry as a whole; it has proactively pursued alternatives such as the reorganization and removal of unused cabling and has successfully challenged various related provisions through litigation.

Axtel's concessions are subject to expropriation or revocation under Mexican law.

In accordance with the LMTR, which came into effect in July 2025 and with the LFTR which precedes the LMTR, public telecommunications networks are considered public domain, and concession holders that install and operate such networks are subject to the provisions of the LMTR and the terms outlined in their respective concession titles. The LMTR includes, among others, the following provisions:

- The rights and obligations granted under concessions may only be transferred with prior authorization from the CRT;
- Neither the concession, nor the rights inherent to it or the related assets, may be transferred, pledged, placed in trust, mortgaged, or otherwise committed or sold to the government or a foreign entity;
- The Mexican government may require changes or modifications to the spectrum granted under a concession in the following cases: (i) public order, (ii) national security, (iii) introduction of new technologies, (iv) resolution of harmful interference issues, (v) compliance with international treaties, (vi) reorganization of frequency bands, and (vii) continuity of public service;
- The government may take over, suspend, or requisition assets related to concessions in the event of natural disasters, war, significant public disturbances, threats to internal peace, or other reasons of public or economic interest.

The grounds for expropriation are varied and may be invoked by the Mexican government at any time. While Mexican law provides for compensation for direct damages resulting from expropriation, temporary suspension, or requisition of property, except in the event of war. However, if the concessionaire disagrees with the amount of compensation determined by the CRT, it may seek the intervention of the Specialized Telecommunications Courts to determine the final amount. If the Company's concessions are expropriated, there may be significant delays in receiving the applicable compensation, and the amount paid may be insufficient to cover the damages incurred. In addition, an expropriation of the concessions may limit or extinguish the Company's ability to continue its business. The takeover or suspension of the concessions would have a material adverse effect on Axtel's business and results of operations.

Mexican law does not prevent a concessionaire from granting security interests to creditors (except those intended to be granted to a foreign government or country) in connection with the concessions and their assets, provided that the applicable legal requirements are met; however, in the event such security is enforced, the relevant assignee must comply with the provisions applicable to assignees of concessions, including, among others, obtaining authorization from the regulatory authority to hold the concession.

Concessions may be used as collateral, subject to legal restrictions.

Mexican legislation does not prohibit concessionaires from granting guarantees to creditors—except in cases involving the government or foreign entities—provided that applicable legal requirements are met. However, if such guarantees are enforced, the transferee must comply with all applicable provisions for concessionaires, including obtaining authorization from the competent regulatory authority to hold the concession.

The Company may face unfavorable conditions related to its concessions.

Under the terms of its concession titles, Axtel is required to comply with specific obligations and commitments. The Company has a dedicated team responsible for monitoring compliance with these obligations. Nevertheless, failure to meet the conditions imposed by the concessions could result in fines or even revocation of the concessions. In 2020, the IFT extended Axtel's radio spectrum frequency band concessions for an additional 20 years, following the Company's acceptance of new conditions and completion of the required payments.

Regulatory obligations may require service expansion into low-margin areas.

As a result of the renewed spectrum concessions, Axtel is obligated to participate in social and population coverage programs, including providing connectivity in public spaces and contributing to broader social coverage. In this regard, the CRT may, at any time, coordinate with the Company the implementation of such programs, under which Axtel would provide services in certain geographic areas where it does not currently operate. In addition, the Mexican government has indicated that one of its priority objectives will be to expand connectivity through various schemes, which could represent an opportunity for Axtel to provide connectivity services to local operators.

Technological and regulatory changes are intensifying competition.

Due to technological advancements, regulatory changes, and inconsistent enforcement, Axtel is facing increased competition from new market entrants, which may lead to reduced service prices, lower profit margins, and potential loss of market share. Cable operators have entered the Mexican telecommunications market offering convergent services, which has intensified competition. These operators now provide not only internet, voice, and television services but also mobile telephony and internet access.

To respond to these market dynamics, Axtel has launched residential internet services in a municipality in the state of Nuevo León. Additionally, the Company offers *Alestra Móvil*, a mobile voice and internet service targeted at enterprise customers.

1.4.4) Risks Relating to Mexico and Other Global Risks

Global and Mexican economic conditions can adversely affect business and financial performance.

The Company's business, operating results, and financial condition are susceptible to fluctuations in both global and Mexican economic environments. Economic downturns may impair the financial stability of customers and suppliers, potentially leading to reduced demand for products and services, delays or cancellations, increased uncollectible accounts, or breaches of contract. Additionally, deteriorating conditions may hinder access to financing for operations, investments, acquisitions, or debt refinancing. If Axtel is unable to access debt markets at competitive rates, or at all, its ability to execute its business strategies or refinance existing obligations could be significantly compromised.

The government in Mexico, the ongoing conflict between Russia and Ukraine and in the Middle East, as well as the volatility of the Mexican peso against the U.S. dollar, the trade relationship between the United States and China, and the political and commercial repositioning of the United States in Latin America during 2025 have contributed to increased volatility in the credit, equity and debt markets. If the new administration in the United States implements tariff adjustments, trade restrictions or changes in its policy toward Mexico, economic uncertainty could increase and adversely affect investment and trade flows. If a global economic slowdown persists, geopolitical tensions intensify or the peso depreciates significantly against the U.S. dollar, Axtel could face a deterioration in its financial condition, reduced demand for its services, and adverse effects on its customers and suppliers. Additionally, an uncertain trade and geopolitical environment may negatively influence investment decisions and financial conditions in Mexico. The effects of these conditions are difficult to predict and mitigate.

Weakness in the Mexican economy could adversely affect Axtel's performance.

The Company's operations, results and financial condition depend in part on the level of economic activity in Mexico. Revenues in Mexico are significantly influenced by oil prices, exports to the United States and potential tariff adjustments announced by the new U.S. administration, remittances and commodities, all of which are variable and beyond the Company's control. External economic events may materially affect Mexico's overall economy and lead to sudden economic downturns, such as in 2020 when Mexico's GDP declined by 8.5% and in 2009 when it declined by 5.3%. In 2023, GDP increased by 3.1%, in 2024 by 1.4%, and in 2025 by 0.6% (Source: INEGI). Mexico's volatile economic environment could materially and adversely affect the Company's business and results of operations.

Violence and criminal activity in Mexico pose operational risks.

Mexico continues to face challenges related to organized crime, including drug trafficking and fuel theft. Despite government efforts to enhance security, these issues persist and may worsen, potentially disrupting the national economy and Axtel's operations. Social and political instability could further impact the Company's business, financial condition, and long-term prospects.

Government policies and regulatory changes in Mexico may impact Axtel.

As a Mexican publicly traded corporation with most of its assets in Mexico, Axtel is subject to the country's political, economic, legal, and regulatory environment. The federal government exerts significant influence over the economy, and changes in political leadership or policy direction could affect currency stability, inflation, interest rates, taxation, and regulatory frameworks. Such developments may materially impact Axtel's operations and financial performance. The Company does not carry political risk insurance and cannot guarantee that future policy changes will not adversely affect its business.

International developments may influence Mexico's economy and Axtel's results.

Economic and market conditions in other emerging markets can affect investor sentiment toward Mexican securities. Additionally, due to the T-MEC agreement, Mexico's economy has become increasingly correlated with that of the U.S. A slowdown in the U.S. could therefore impact Axtel's financial performance. Global credit market developments may also affect capital availability and cost, limiting the Company's ability to secure favorable financing or refinance existing debt.

Changes in U.S. government policies could affect Axtel.

Policy shifts by the U.S. administration, particularly regarding trade and tariffs under T-MEC, may increase uncertainty and negatively impact the Mexican economy. The upcoming 2026 T-MEC review is already generating concern due to potential structural changes. Any adverse developments could materially affect Axtel's business and financial condition.

Interest rate fluctuations pose financial risks.

The Issuer is exposed to fluctuations in interest rates; as of December 31, 2025, approximately 95% of Axtel's debt bears interest at variable rates. Changes in interest rates could affect the cost of such debt. If interest rates increase, variable-rate debt service obligations would rise (even if the principal amount outstanding remains unchanged), and net income and cash available for debt service would decrease. As a result, the Company's financial condition, results of operations and liquidity could be materially and adversely affected. In addition, efforts to mitigate interest rate risk through long-term fixed-rate financing and the use of financial derivatives, such as variable-to-fixed interest rate swaps on its indebtedness, may result in the Company not achieving savings if interest rates decline and could adversely affect its results of operations and its ability to service its debt and other obligations.

Currency devaluation could materially impact Axtel.

Most revenues are peso-denominated, a significant portion of Axtel's capital expenditures and 42% of its debt (as of December 31, 2025) are in U.S. dollars. The peso has experienced notable fluctuations, appreciating 14.6% in 2023, depreciating 16.7% in 2024 and appreciating 12.8% in 2025 (Source: Bank of Mexico). Future devaluations could disrupt currency markets, limit currency conversion, and impair Axtel's ability to meet obligations, thereby affecting its financial condition and prospects.

Inflationary pressures may affect operations and profitability.

In the past, the Mexican economy has experienced periods of high inflation and may do so again in the future. Historically, inflation in Mexico has led to high interest rates, depreciation of the Peso and, in some cases, the imposition of significant government controls over foreign exchange and prices, which have at times affected the

Company's operating revenues and margins. According to INEGI, the annual inflation rate in recent years, measured by changes in the National Consumer Price Index, was 4.7% in 2023, 4.2% in 2024 and 3.7% in 2025. Although inflation has been moderate in recent years, Mexico may continue to experience elevated inflation in the future. A significant increase in inflation in Mexico could adversely affect consumers' purchasing power and, consequently, negatively impact demand for Axtel's services, as well as increase certain costs, thereby adversely affecting the Company's business, financial condition, results of operations and prospects.

Tax law changes could adversely affect Axtel.

Future amendments to Mexican tax legislation may negatively impact Axtel's business, financial condition, and operating results.

Axtel is subject to anti-corruption, anti-bribery, anti-money laundering, and antitrust laws in Mexico and other jurisdictions where it operates. Any breach of these laws could significantly harm the Company's reputation, financial performance, and operational results.

Axtel must comply with anti-corruption, anti-bribery, anti-money laundering, antitrust, and other international regulations in all countries where it operates. It is also subject to economic sanctions that limit interactions with certain countries, individuals, and entities. Despite internal controls, there is no guarantee that all misconduct, fraud, or legal violations by employees, affiliates, directors, officers, partners, agents, or service providers will be prevented or detected. Any breach of these laws or sanctions could materially affect Axtel's business, reputation, financial condition, and results.

Despite asymmetric regulation, competitive conditions in public tenders remain unequal between the Agente Económico Preponderante ("AEP") in telecommunications and its competitors. Mexico's telecom market is highly concentrated, with declining prices and margins.

In government tenders, there is a risk that the AEP or other operators may offer terms and prices that Axtel cannot match, potentially impacting demand and revenue.

Axtel relies in part on the AEP's infrastructure to deliver its retail services.

Annual adjustments to reference prices for leased services result in additional costs, including:

- Collocation service charges;
- Technology upgrades;
- Procurement of new components;
- Charges for special projects or works;
- Increases in local or long-distance rental or installation fees.

These regulatory changes introduce uncertainty, particularly regarding the AEP's discretion over infrastructure access, pricing, and service timelines.

Future health crises, such as pandemics, could negatively affect Axtel's operations, financial health, and outlook.

Events like COVID-19 have shown the global impact on health, economies, and societies.

Axtel has implemented measures to mitigate the effects of future pandemics and those caused by COVID-19. These include strengthening operational and financial performance, monitoring cost structures and key processes, supporting employees, enhancing remote work strategies, maintaining liquidity through cash flow management, and ensuring compliance with financial covenants and ratios.

However, despite these efforts, the evolution and impact of future health events remain unpredictable and could adversely affect Axtel's business, liquidity, financial condition, and prospects.

Natural disasters, terrorism, organized crime, violence, and geopolitical events may also negatively impact Axtel's operations and outlook.

Past events like earthquakes, hurricanes, and floods have disrupted operations and could do so again. Terrorism, organized crime, and military conflicts—especially in Mexico—could affect global trade and the economy. Political instability may also lead to prolonged uncertainty, adversely affecting Axtel's business, financial condition, and results.

1.4.5) Risks Related to the Ordinary Participation Certificates ("CPOs" or "AXTELCPO")

The Company cannot ensure that an active market for its shares will always exist to provide sufficient liquidity for shareholders.

There is no guarantee of liquidity for AXTELCPOs, nor assurance that their market price will not decline significantly. Factors such as current or future variations in operating results, failure to meet analysts' revenue expectations, and other market dynamics could lead to a substantial drop in AXTELCPO prices.

Lower liquidity and higher volatility on the Mexican Stock Exchange (BMV) may impact the price and trading volume of Axtel's shares.

Although the BMV is among the largest stock exchanges in Latin America by market capitalization, it remains relatively small and more volatile compared to major global exchanges. While public investors participate, institutional investors dominate trading activity. Securities from emerging markets like Mexico typically have lower trading volumes than those from developed markets. These characteristics may limit a holder's ability to sell AXTELCPOs and may affect their market value.

AXTELCPO prices may be volatile, and investors could lose part or all of their investment.

The market price of AXTELCPOs may fluctuate significantly, potentially trading above or below the purchase price. These fluctuations may be driven by factors beyond the Company's control, including:

- High volatility in the stock prices and trading volumes of companies in similar sectors;
- Changes in earnings or operating results;
- Discrepancies between actual and expected financial performance;
- Performance of peer companies;
- Trends in the IT and telecommunications industries;
- New or revised laws and regulations, including tax provisions;
- Investor sentiment toward the Company and its sector;
- Analyst recommendations and financial estimate revisions;
- Actions or perceived intentions of major shareholders to sell shares;
- Changes in key management personnel;
- Perceptions of management effectiveness;
- Increased competition;
- Technological changes impacting the business;
- Announcements or performance of competitors;
- Exchange rate volatility, particularly Peso depreciation against the Dollar, or foreign exchange restrictions;
- Global and domestic economic trends, including those influenced by war, terrorism, or related responses;
- Shareholder sales of equity or other securities;
- Impacts of pandemics like COVID-19 on operations and the global economy; and
- Political developments in Mexico and abroad.

Additionally, capital markets have experienced significant price and volume swings that are often unrelated or disproportionate to the performance of individual companies. The Company cannot predict whether its shares will trade above or below their book value. Such market-wide fluctuations could negatively affect share prices.

Historically, periods of share price volatility have led to class action lawsuits against companies. Any similar litigation could result in substantial legal costs, divert management's attention, and negatively impact operations and financial results.

These market and industry dynamics could materially and adversely affect AXTELCPO prices, regardless of the Company's actual performance.

Future share issuances may reduce the market value of AXTELCPOs.

The issuance of additional shares by Axtel could lead to a decline in the market price of AXTELCPOs. Similarly, significant sales by existing shareholders, or even the perception that such sales may occur, could negatively impact the market price.

Certain AXTELCPO holders may not be able to exercise preemptive rights, leading to potential dilution.

Under Mexican law, shareholders generally have preemptive rights in cash capital increases, allowing them to maintain their ownership percentage. However, AXTELCPO holders may only be offered these rights if doing so is legal in their country of residence. As a result, non-Mexican holders may not be eligible to participate in future share issuances unless:

- Axtel registers the offering with the U.S. Securities and Exchange Commission (SEC); or
- The offering qualifies for an exemption under the Mexican Securities Market Law.

Before any capital increase, Axtel will assess the costs, liabilities, and benefits of filing with the SEC, including the impact on U.S. holders. However, Axtel is not obligated to file such a registration and may choose not to do so. Consequently, U.S. holders of AXTELCPOs could face dilution if they are unable to participate in future offerings.

Foreign shareholders are restricted from invoking diplomatic protection under Mexican law.

In accordance with Mexican legal requirements, Axtel's bylaws stipulate that foreign shareholders are considered Mexican in relation to their ownership in the Company. They agree not to seek diplomatic protection or intervention from their governments regarding their shareholder rights. Violation of this provision could result in forfeiture of shares to the Mexican government. However, this does not waive other rights, such as those under U.S. securities laws.

AXTELCPO holders may face limitations in exercising voting rights.

AXTELCPO holders may instruct the CPO Trustee on how to vote the underlying Series "B" Shares. The Trustee will attempt to distribute voting materials, but Axtel cannot guarantee timely delivery. If instructions are not received in time, the Trustee may either vote in line with the majority of Series "B" Shares or abstain. This could prevent shareholders from effectively exercising their voting rights.

Minority shareholders may have limited legal recourse in Mexico.

Legal protections for minority shareholders in Mexico differ from those in the U.S. For instance, fiduciary duty laws are less developed, making it harder to pursue legal action against board members. Shareholder lawsuits are rare, and class actions are not recognized under Mexican law. As a result, enforcing rights against Axtel, its board, or controlling shareholders may be more difficult than in the U.S.

Legal actions related to Axtel's bylaws or the CPO Trust must be filed in Mexico.

According to Axtel's bylaws and the CPO Trust agreement, any legal disputes must be brought before courts in Monterrey, Nuevo León, or Mexico City, and will be governed by Mexican law. This may pose challenges for non-Mexican shareholders seeking to enforce their rights.

Lack of analyst coverage or negative reports could impact AXTEL CPO price and trading volume.

The market price of Axtel's shares is influenced in part by research and reports published by securities and industry analysts. If analysts downgrade their valuation of the Company or publish unfavorable or inaccurate reports, the share price may decline. Similarly, if analysts cease coverage or fail to publish regular updates, investor interest may wane, potentially reducing both the price and trading volume of AXTEL CPOs.

As of the date of this Annual Report, Axtel has no formal dividend policy.

Dividend payments are subject to shareholder approval based on recommendations from the board of directors. Axtel cannot guarantee future dividend payments or predict the terms of any future dividend policy. Dividends may only be paid if:

- (i) approved by controlling shareholders,
- (ii) sufficient retained earnings exist,
- (iii) prior fiscal year losses are covered, and
- (iv) at least 5% of net profits are allocated to the legal reserve until it reaches 20% of capital stock.

While Axtel may establish a dividend policy in the future, such a decision will depend on operating results, financial condition, capital needs, tax considerations, growth expectations, and other relevant factors, including restrictions in current or future debt agreements. Even if a policy is adopted, dividend payments may be limited by financial performance or extraordinary events affecting liquidity. The Company cannot ensure that dividends will be paid or specify their amount if declared.

Cash dividend payments are not guaranteed.

The availability of funds for cash dividends depends on various factors, including financial results, capital requirements, and legal or contractual restrictions, such as covenants in existing or future debt instruments, and the ability to access funds from subsidiaries. These factors may limit or prevent dividend payments.

Mexican accounting and disclosure standards differ from those in the U.S. and other countries.

While securities laws in Mexico, the U.S., and other jurisdictions aim to ensure full and fair disclosure, the level and type of publicly available information in Mexico may differ from that in more developed markets. Investors may find less frequent or detailed disclosures compared to companies listed in countries like the U.S.

Provisions in Mexican law and Axtel's bylaws may limit change-of-control opportunities.

Mexican law and Axtel's bylaws include provisions that make it difficult for a third party to acquire control of the Company. These restrictions may prevent shareholders from benefiting from a takeover premium or participating in a change-of-control transaction.

Axtel's bylaws require approval from the board of directors or, in some cases, an extraordinary shareholders' meeting before any person or group acquires: (i) 10% or more of the capital stock or its multiples, or agrees to vote shares in block representing such percentage; or (ii) 30% or more of the capital stock. If approved, the acquirer may be required to launch a public tender offer for 100% of the shares at the higher of: (x) the last reported book value per share, or (y) the highest volume-weighted average price over the 30 trading days prior to the offer, within a period not exceeding six months.

Violating these provisions may result in a conventional penalty equal to the value of all shares involved in the restricted transaction, payable to the Company.

These restrictions may significantly limit a third party's ability to acquire control of Axtel and may negatively affect shareholders seeking to benefit from a change-of-control transaction. For more details, refer to section 4.4) *Bylaws and Other Agreements – Measures to Prevent Change of Control in Axtel* of this Annual Report.

1.5) Other Securities

As of the date of this Annual Report, the Company has a total of 19,460,372,893 fully subscribed and paid ordinary shares, without par value, of Class "I" Series "B", representing the fixed portion of its capital stock. As of the date of this Annual Report, Axtel is undertaking the necessary procedures to update the registration of its shares and AXTELCPOs in the National Securities Registry. For more information, refer to *Section 1.3) Important recent events*.

The Company is listed on the Mexican Stock Exchange (BMV) through non-amortizing CPOs issued under the CPO Trust, with each CPO representing seven Series "B" Class "I" Shares of Axtel's capital stock.

Since its listing on the BMV, Axtel has fully complied with the reporting obligations established by the Securities Market Law (LMV) and the General Provisions (Circular Única), including the disclosure of relevant facts and periodic financial information. The Company also adheres to the General Provisions applicable to entities and issuers supervised by the National Banking and Securities Commission that engage external auditors for their basic financial statements ("CUAE").

1.6) Significant Changes to the Duties of the Shares Registered in the Record Book

Not applicable.

1.7) Use of Proceeds

Not applicable.

1.8) Public Domain Documents

This Annual Report, along with quarterly reports and press releases on relevant events, is available on Axtel's website at: axtelcorp.mx.

For further information or clarification, inquiries may be directed in writing to the Company's address at Av. Munich 175, Colonia Cuauhtémoc, San Nicolás de los Garza, Nuevo León, C.P. 66450, attention: Adrian de los Santos; or via email at: ir@axtel.com.mx.

2. THE COMPANY

2.1) History and Company Evolution

The Company was originally incorporated under the name *Telefonía Inalámbrica del Norte, S.A. de C.V.*, through public deed No. 3,680 dated July 22, 1994. In 1999, it changed its name to *Axtel S.A. de C.V.* Following the implementation of reforms introduced by the Mexican Securities Market (LMV) in December 2006, the Company adopted the legal form of a publicly traded corporation (*Sociedad Anónima Bursátil*) and its current corporate name is *Axtel, Sociedad Anónima Bursátil de Capital Variable* or *Axtel, S.A.B. de C.V.*

In June 1996, the Mexican government granted Axtel a concession to install and operate a public telecommunications network to provide local and long-distance services in Mexico for an initial term of 30 years. In 1998 and 1999, the Company secured several radio spectrum licenses through public auctions, including 60 MHz at 10.5 GHz band for point-to-multipoint access, 112 MHz at 15 GHz band for point-to-point access, 100 MHz at 23 GHz for point-to-point last mile access and 50 MHz in the 3.4 GHz band for fixed wireless access, enabling nationwide service coverage. Axtel began commercial operations in Monterrey, Nuevo Leon, in June 1999.

To strengthen its market position and support long-term growth, on October 25, 2006, the Company entered into an agreement with Banamex and Telecomunicaciones Holding, Mx, S. de R.L. de C.V., the former controlling shareholders of Avantel, to acquire substantially all assets of Avantel Infraestructura and the equity interests of Avantel, S. de R.L. de C.V. and Avantel Infraestructura. The transaction was valued at approximately US \$516 million (including the assumption of net liabilities of US \$205 million). Following shareholder and regulatory approvals, the acquisition was completed on December 4, 2006. In January 2007, the Company issued 246,542,625 new Series B Shares (represented by 35,220,375 CPOs), subscribed and paid at Ps. \$1.52 per share.

Avantel was legally acquired in December 2006. Avantel Infraestructura and Avantel, S. de R.L. de C.V. were incorporated in 1994 as a joint-venture between Banamex (via Promotora de Sistemas de Teleinformática, S.A de C.V) and MCI Telecommunications Corp., with ownership stake of 55.5% and 44.5%, respectively. On June 30, 2005, a series of capitalizations and stock transfers diluted MCI Telecommunications Corp. stake to 10% in both entities.

The integration of Avantel provided Axtel with valuable assets, including spectrum in multiple frequency bands, 390 kilometers of metropolitan fiber optic rings, 7,700 kilometers of long-distance fiber network, a robust IP backbone and connectivity in 200 cities across México.

On October 1, 2015, Axtel, ALFA, Onexa and Alestra signed a memorandum of understanding to merge Axtel and Alestra. Definitive agreements were signed on December 3, 2015, subject to corporate and regulatory approvals. On January 15, 2016, Axtel and Onexa held Extraordinary Shareholders' Meetings where the merger was approved. After completing legal, operational and financial reviews and receiving regulatory clearance, the merger became effective on February 15, 2016. As a result, ALFA became Axtel's majority shareholder, and Alestra became a wholly owned subsidiary of Axtel, with continued as the surviving entity under the name *Axtel, S.A.B. de C.V.* The merger created a stronger company with enhanced capabilities to deliver ICT services to enterprise customers.

Alestra began operations in 1997 under an investment agreement between ALFA, AT&T and BBVA Mexico. It became a leading provider of IT and telecom services for the business segment, offering solutions such as managed networks cybersecurity, systems integration and cloud services. Alestra was formally merged into Axtel on May 1, 2017.

On July 21, 2016, during an Extraordinary General Shareholders' Meeting, Axtel's shareholders approved the rectification of the number of outstanding and treasury shares previously authorized at the January 15, 2016 meeting, in which the merger between Axtel (as the surviving entity) and Onexy (as the merged entity) was approved. That resolution included adjustments to the capital stock to reflect, among other factors, the conversion of convertible notes into shares, as authorized by Axtel on January 25, 2013. As part of this rectification, shareholders approved the cancellation of 182,307,349 ordinary, nominative, Class "I" Series "B" shares with no par value, which had been held

in treasury to support note conversions that were ultimately not exercised. This cancellation resulted in a capital stock reduction of Ps. 92'398,010.82. Additionally, Axtel consolidated its capital stock into a single series by converting all Series "A" shares into Series "B" shares with identical characteristics.

Subsequently, on March 10, 2017, at another Extraordinary General Shareholders' Meeting, shareholders approved a reduction in the fixed minimum capital stock by Ps. 9,868,331.650.99, bringing it to Ps. 464,367,927.49. This reduction was applied to partially offset the negative balance in the "Cumulative losses" account, after first applying the balance of the "Shares Premium" account as of December 31, 2016.

On December 17, 2018, Axtel completed the divestiture of its fiber -to-the-home (FTTH) business in the mass market segment in the cities of Monterrey, San Luis Potosí, Aguascalientes, Mexico City, Ciudad Juárez and the municipality of Zapopan. The assets were sold to Televisa for Ps. \$4,713 million. Later, on May 1, 2019, Axtel finalized the sale of its remaining mass-market operations located in León, Puebla, Toluca, Guadalajara and Querétaro, to Megacable for Ps. \$1,150 million, thereby completing the divestment of its FTTH mass market business.

On October 3, 2019, Axtel entered into an agreement with Equinix, Inc. to strengthen its colocation, interconnection and cloud services. The transaction involved two contracts and was finalized on January 8, 2020. Equinix acquired a newly formed Axtel subsidiary that held the operations and assets of three data centers, two in Querétaro and one in Monterrey. Axtel retained a non-controlling equity interest in the new entity. The total transaction value was US \$175 million.

Through the Extraordinary Shareholder's Meeting on March 7, 2022, it was approved the cancellation of 424,991,364 ordinary shares, nominative, without expression of nominal value, of Class "I", Series "B" representative of the Axtel's capital stock, equivalent to 60,713,052 AXTELCPOs, held in the Company's treasury from the share buyback program. As a consequence of such cancellation, it was resolved to carry out the reduction in the fixed part of the Company's capital stock remaining at \$454'620,882.31.

On July 12, 2022, ALFA's shareholders approved the spin-off of its share ownership in Axtel, to a new entity called Controladora Axtel. On May 29, 2023, Controladora Axtel began trading on the Stock Exchange, where ALFA shareholders received one share of Controladora Axtel for each of their ALFA shares, in addition to retaining their participation in ALFA's capital stock.

Finally, through an Extraordinary General Shareholders' Meeting, on March 8, 2024, the cancellation of 45,000 Class "I" Series "B" shares, not subscribed or paid, was approved, which were deposited in the Company's treasury to support the conversions of the convertible obligations, which were issued in a Meeting dated January 25, 2013, stating that to date, Axtel continues maintaining in its capital stock account such number of shares from such emission, as a result that its owners did not exercise the respective conversion right. As a consequence of such cancellation of shares, it was resolved to reduce the fixed part of the capital stock to Ps. \$454'619,850.35.

The Company's life shall be unlimited, and its corporate domicile is in Av. Munich 175, Colonia Cuauhtémoc, 66450 San Nicolás de los Garza Nuevo León., México. Its telephone is +52 (81) 8114-0000 and its web page is *axtelcorp.mx*.

2.2) Business Overview

2.2.1) General

Axtel is a Mexican company that provides integrated Information and Communications Technology (ICT) solutions aimed at transforming organizations through connectivity and digitalization, through its two commercial brands: Alestra and Axtel Networks (Axnet).

Axtel Networks (Axnet) operates as a neutral infrastructure provider, delivering connectivity solutions through fiber optics to wholesale customers. Its customer base includes national and international fixed and mobile operators, data center and tower operators, hyperscalers, or large-scale cloud service providers, and cloud/content providers. Axnet's service portfolio includes last-mile access, high-capacity links (wavelengths), fiber-to-the-tower, fiber-to-the-data center, spectrum services, and IP transit, among others.

Alestra serves as a strategic technology partner to over 11,000 business clients, including small, medium and large enterprises, corporations, financial institutions, and government entities. Alestra's offerings include telecommunications services such as connectivity, managed networks and collaboration tools, as well as Information Technology (IT) solutions like systems integration, cloud services, cybersecurity and mobility solutions.

Axtel considers its fiber network to be the second largest in Mexico, with approximately 55,600 kilometers of infrastructure. This includes 25,000 kilometers of national transport network (of which 13,500 kilometers are under long-term capacity agreements) and 30,600 kilometers of metropolitan rings, providing Ethernet access in 77 cities across the country. In addition, it has concessions in the spectrum bands of 7, 10.5, 15, 23 and 38 GHz. Axtel provides its services through an extensive hybrid wireless and wired local access network designed to optimize capital investments. Current options for last-mile access options for the Company's customers include fiber optic links through its metropolitan rings and point-to-point wireless technologies.

The Company's vision is to be the preferred partner for customers' digital experiences through innovation and value creation. Its mission is to transform organizations with connection and digitalization solutions that support sustainable development. At Axtel, the Company lives its purpose: Technology that connects your life. It designs and delivers solutions that connect people, processes and businesses by integrating specialized talent, world-class technology and leading strategic partnerships. Axtel's purpose is: "Technology connecting your life." Its strategic objective is to become the leading enabler of digital transformation in Mexico and the foremost neutral fiber-optic network operator in the country. In line with this objective, the following business strategies were defined: (i) increase market share through specialization by business lines and a vertical industry focus; (ii) maximize the value of the customer base through up-selling and cross-selling strategies; (iii) expand through innovative solutions and strengthen the government segment; (iv) expand and monetize the fiber network in strategic markets; (v) continuously improve operational efficiency and margins through digitalization; and (vi) develop talent and foster an empowerment-driven culture.

In 2025, Axtel generated Ps. \$12,367 million in revenue and recorded operating profit and Comparable EBITDA of Ps. \$1,664 million and Ps. \$3,775 million, respectively.

2.2.2) Competitive Strengths

- *Leading provider of mission-critical ICT solutions for the enterprise segment in Mexico.*

Following the merger between Alestra and Axtel in 2016, the Company consolidated its position as the only ICT player in Mexico with specialized focus on the corporate and enterprise segments, establishing itself as a strategic partner in organizations' technological evolution. In an environment of increasingly dynamic technology needs, connectivity, cloud, cybersecurity, artificial intelligence and mobility, Axtel enables mission critical operations, where service, quality, reliability and specialized support are essential for the continuity of customers' businesses.

Leveraging its deep understanding of the enterprise market, robust infrastructure and comprehensive service portfolio, Axtel actively contributes to the development of a new generation of more innovative, efficient and competitive companies in Mexico, turning technology into a tangible enabler of results.

- *Global strategic partnerships with local delivery and a customer experience focus.*

Axtel's value proposition is built on strong alliances and certifications with leading global technology partners, combined with close, tailored local execution. This model enables the design of industry-specific solutions with high standards of quality, operational continuity and a customer-centric experience.

Axtel's exclusive focus on the enterprise segment distinguishes it from other telecommunications operators in Mexico and constitutes a structural competitive advantage, supported by specialized capabilities to deliver high value-added ICT services that accompany its customers' technological evolution.

- *Neutral operator with the second largest fiber network in Mexico.*

Axtel has a state-of-the-art network infrastructure comprising approximately 55,600 km of fiber optic cable, including 25,000 km of long-distance network and 30,600 km of metropolitan network with coverage in 77 cities. The metropolitan fiber network offers a distinctive value proposition due to its high capillarity and coverage in high-density areas, particularly in Mexico City, Monterrey and Guadalajara.

As a neutral operator, the hybrid structure of its network (wireline and wireless) enables Axtel to enter new markets in an agile and cost-efficient manner, consolidating a reliable and scalable connectivity platform for enterprise, wholesale, mobile operator and data center customers.

- *Recurring revenues, long-term relationships and cash flow visibility.*

Approximately 90% of revenues in 2025 are derived from monthly recurring revenue contracts, reflecting the essential nature of Axtel's services and the loyalty of its enterprise customer base. The company has historically maintained minimal levels of uncollectible accounts, driven by the quality of its portfolio and long-standing relationships.

Axtel serves more than 11 thousand clients, including over 70% of the 500 largest companies in Mexico, relationships that extend beyond individual projects and are built on execution, technological evolution and ongoing support.

- *Financial discipline and focus on low risk, high-return investments.*

Axtel maintains a disciplined financial strategy focused on strengthening its capital structure and maximizing the return on investments. Approximately 80% of capital expenditures (Capex) are allocated to investments directly linked to customers and revenue generation, such as last-mile solutions, managed equipment and integral connectivity and IT projects.

This approach reduces execution risk and enables more predictable returns, providing high visibility into future revenue streams and aligning investment decisions with the creation of sustainable value.

2.2.3) Business Strategy

Axtel's strategic objective is to become the leading enabler of digital transformation in Mexico and the leading operator of world-class fiber optic networks, turning technology into tangible results for its customers, employees and the country's economy.

- (i) *Increase market share through specialization by business lines and a vertical industry focus.*

Axtel drives its growth through a highly specialized, customer-centric model structured across four business lines: Telecommunications, Information Technology, Cybersecurity and Mobility. This model is

complemented by a vertical industry approach, enabling the design of tailored solutions that address the digital transformation challenges of each sector.

In an initial phase, Axtel prioritized the financial, commerce and transportation verticals (2024), adding manufacturing in a second phase (2025), developing use cases, products and differentiated value propositions that strengthen customer loyalty and satisfaction.

(ii) Maximize the value of the customer base through up-selling and cross-selling strategies.

The Company serves a sophisticated customer base, characterized by high switching costs and demanding requirements for quality and reliability. Building on this foundation, Axtel executes a systematic up-selling and cross-selling strategy, leveraging synergies across business lines to increase customer value and deepen long-term commercial relationships across both the enterprise and government segments.

(iii) Expansion through innovative solutions and strengthening of the government segment.

With the launch of Alestra Móvil, Axtel introduced the first enterprise mobility solution in Mexico, enabling the extension of fixed capabilities into mobile environments under high standards of security and availability.

In parallel, the Company strengthened its presence in the government segment, achieving sustained growth and full contract renewals, supported by new certifications, strategic partnerships and a specialized offering for federal and state entities.

(iv) Expansion and monetization of the fiber network in strategic markets.

Axtel aims to consolidate its position as the leading connectivity provider for international carriers, mobile operators and data centers, leveraging its neutral network, redundant routes and high reliability. The deployment of 5G, data centers and nearshoring is driving significant opportunities in fiber-to-the-tower and fiber-to-the-data-center, where the Company has clear competitive advantages.

(v) Continuous improvement of operational efficiency and margins through digitalization.

Axtel drives the digitalization and standardization of processes across both the enterprise and wholesale segments. Within Axtel Networks, the adoption of APIs under MEF standards enables the automation of carrier-to-carrier interactions, positioning the Company as a pioneer in Mexico and contributing to improved margins and operational efficiency.

(vi) Talent development and an empowerment-driven culture.

Human capital is a strategic pillar. Through Instituto Alestra, Axtel strengthens critical capabilities in technology, innovation and cybersecurity, with academic programs recognized by the SEP, ensuring that local talent serves as a key enabler for executing its strategy and delivering its value proposition to the market.

2.3) Business Activity

Axtel offers integrated Information and Communication Technology (ICT) solutions to transform organizations through connectivity and digitalization services, as well as the development of communication networks, through its two brands: Axtel Networks, which serves wholesale infrastructure clients, and Alestra, which serves the enterprise and government segments.

The products and services offered by the Company are, among others:

alestra*				axnet AXTEL NETWORKS
Customers: Enterprise segment and Government sector				Customers: Mobile and Fixed Operators (national and international) internet giants, data centers, towers operators.
TELECOM	TI	CYBERSECURITY	MOBILITY	
CONNECTIVITY <i>Data</i> <i>Internet</i> <i>-Dedicated</i> <i>-Broadband</i> <i>Ethernet</i> <i>VPN</i>	SYSTEM INTEGRATION <i>System integration</i> <i>DRP business continuity</i>	Managed <i>Perimeter</i> <i>Endpoint</i> <i>Cloud</i> <i>Applications</i> <i>Data</i>	MULTI-OPERATOR MOBILE SERVICE <i>Virtual Mobile</i> <i>Operator (VMO)</i> <i>Voice and Data</i> <i>IoT – Internet of Things</i>	CONNECTIVITY <i>Last-mile access</i> <i>High-capacity connectivity (wavelengths)</i> <i>Long-distance Transport ("Long-Haul")</i> <i>Fiber (dark and lit)</i> <i>Fiber to the tower</i> <i>Fiber to the data center</i> <i>IP Transit</i> <i>Dedicated Internet</i> <i>Spectrum</i> <i>Colocation</i>
MANAGED NETWORKS <i>SDWAN</i> <i>LAN</i> <i>WIFI</i>	CLOUD <i>Infrastructure as a service</i> <i>Applications as a service</i> <i>Hybrid cloud (Multi-cloud)</i> <i>Digitalization and IoT</i>	INCIDENT RESPONSE AND INTELLIGENCE CONSULTING		
COLLABORATION <i>Unified communications</i> <i>Integral</i> <i>Videoconference</i>	DIGITAL TRANSFORMATION			

The services offered by the Company do not present a cyclical or seasonal behavior. On the other hand, the services that represent more than 10% of total consolidated revenues are:

2025
 Internet services for a total of Ps. \$3,168 million or 26% of total consolidated revenues.

2024:
 Internet services for a total of Ps. \$3,032 million or 26% of total consolidated revenues.

2023:
 Internet services for a total of Ps. \$2,937 million or 27% of total consolidated revenues.

Infrastructure Unit (Axtel Networks)

Axtel Networks (Axnet) offers world-class infrastructure through its extensive fiber optics network and specialized spectrum. Axnet empowers carriers, data centers, technology companies and cloud service providers. It serves as a strategic partner, connecting its customers to end users and creating solutions that accelerate digital transformation.

Axnet has established itself as a key neutral operator, ensuring coverage across all regions of the country. In addition, Axnet designs solutions that enable efficient interconnection of nodes, optimizing costs and delivering superior performance. Among these, dark fiber offers customers the ability to deploy their own infrastructure, providing greater flexibility and operational autonomy.

It is a strategic partner to its clients, enabling them to strengthen their operations and deliver high-quality services to their own end users. To ensure operational continuity, Axtel consistently invests in cutting-edge infrastructure and adopts technologies such as automation and artificial intelligence, delivering reliable, scalable and high-quality solutions.

As of 2025, Axnet deployed fiber-to-the-tower (FTTT) connectivity with 1,100 km of next generation fiber optic infrastructure, connecting Querétaro to the U.S. border to meet high-capacity connectivity demand. It also increased internet egress capacity by 600 Gbps across the country's main nodes (Mexico City, Monterrey, and Villahermosa). Additionally, it expanded its internet peering capacity by a further 600 Gbps with leading content providers (Google, Meta/Facebook, Akamai, AWS, among others), ensuring more direct, faster and more efficient traffic routes. Furthermore, It provides coverage in more than 1,000 industrial parks across Mexico, reaching approximately 95% of such developments. It also connects more than 550 business centers in at least 16 cities nationwide, ensuring high-capacity connectivity in key corporate corridors.

Currently, Axnet operates 55,600 km of fiber optics, including 25,000 km of long-haul transport network and 30,600 km of metropolitan rings. It also holds spectrum in the 7, 10.5, 15, 23, and 38 GHz bands, used for last-mile wireless connectivity and metropolitan coverage for the enterprise segment.

The fiber optics transport network has coverage in all regions nationwide, providing Ethernet access to 77 cities, delivering connectivity solutions to the country's most important fixed and mobile operators. The metropolitan network offers high-density coverage in Mexico's most important business regions, enabling connectivity for enterprises, phone sites, and data centers.

Some of the solutions developed to meet the needs of the wholesale segment served by Axnet are described below:

Connectivity:

Last-mile access

Connectivity solutions used by operators to interconnect the locations of their end customers. Fiber optic and digital radio technologies are used to provide links.

Long Distance Transport "Long-Haul"

Links used by operators to interconnect their network nodes located in different cities. The services are offered in different capacities according to the specific needs of the operator.

IP Transit / Dedicated Internet

Service offered to operators and data centers to obtain access to the international internet cloud, which is generally offered in high capacities. Dedicated Internet comprises the internet service used by operators to offer internet to specific locations of their end customers.

Fiber to the Tower

Fiber optic connectivity solutions used by mobile operators to interconnect their mobile sites to their main network, generally requiring high capacity to support data demand.

Fiber to the Data Centers

Fiber optic connectivity solutions used by data centers to interconnect their locations either in Mexico or abroad, generally requiring high capacity to support traffic between locations.

Colocation

Physical space provided within Axtel facilities where operators can install their owned equipment. The service includes the physical space, electricity, air-conditioning, cross-connections and specialized technical support, which can be provided in Axtel's network points of presence or Data Centers.

Spectrum

Includes the rental service for spectrum channels, which will generally be used by operators to establish links through digital radio; offered in the 7, 10.5, 15, 23 and 38 Ghz bands.

Enterprise and Government Segment (Alestra)

As an ally in digital evolution, Alestra provides advanced Information and Communication Technology solutions (ICT) to more than 11,000 government and enterprise clients from different sectors, which are based on the use of managed network tools, collaboration, cybersecurity, cloud and systems integration, mobility, digital transformation and connectivity. Through the service lines, it provides highly specialized and close attention to its clients.

Enterprise Segment:

Axtel has designed solutions for each business line that facilitate the adoption of emerging technology trends and enable organizations to evolve and consolidate in the digital era. In addition, Axtel connects the elements that drive growth in the enterprise market, supporting its customers in transforming their processes, increasing operational efficiency and generating tangible value at every stage.

TELECOM

During 2025, the Company made significant progress toward the digital evolution required by the enterprise market. In connectivity and managed services, it drove the adoption of SASE, a solution that integrates software-defined networking and cybersecurity components, simplifying customers' technology architecture, all centrally operated through its Holistic Operations Center, which brings together experts and platforms across information technology (IT) services, network operations, cyber defense and telecom services.

The Company also expanded this innovation beyond its borders, offering SASE services in Europe, the United States and Latin America, strengthening its position as a global technology partner. In addition, through its simplified Axtel Supremo model, the Company significantly accelerated the delivery of fiber-optic solutions, reducing implementation times to four weeks. As of year-end 2025, Axtel had deployed more than 750 modules and installed over 1,200 services, and will continue expanding its coverage to benefit a larger customer base.

With SDBRANCH, Axtel addressed this demand through high-speed wireline and wireless networks powered by WiFi 7 technology, delivering business value and enabling immediate, secure and high-speed connectivity experiences comparable to a "coffee shop" environment.

In the financial sector, the Company launched its Resilient ATM solution, enabling institutions to connect ATMs with greater agility, security and availability, providing transaction flexibility without additional costs.

Additionally, Axtel strengthened its alliance with Zoom and migrated to an integrated ecosystem that centralizes video conferencing, room reservations, digital whiteboards, file sharing and other capabilities. As a result, Axtel achieved a significant increase in Cloud Collaboration sales and was recognized as a Platinum Partner 2025, becoming a pioneer in Latin America.

INFORMATION TECHNOLOGY

To consolidate the Company's role as a key enabler in the enterprise adoption of Artificial Intelligence (AI), Axtel entered into an strategic alliance with SimplyAsk.ai, incorporating into its iAlestra portfolio solutions for virtual assistants and intelligent agents characterized by agile and flexible implementation and immediate results.

The Company also added Augmented Analytics solutions designed for Chief Financial Officers, Controllers and leaders in Operations and Human Resources, elevating data analysis through AI capabilities that enable more agile, accurate and strategic decision-making.

As part of the evolution of its commercial model for the enterprise segment, Axtel incorporated IT-specialized sales personnel, strengthening its consultative capabilities and customer support in the adoption of new technologies.

In the continuous improvement of its managed IT services, the Company integrated Freshservice, an AI-based management platform complemented by its AIOps (AI for IT operations) practice, enabling the delivery of increasingly predictive and proactive services.

Customer experience remains a priority for Axtel. Accordingly, during the year, the Company automated reporting and service deliverables for each IT service, allowing organizations to clearly and tangibly assess the quality and excellence of their operations.

In 2025, Axtel obtained the “Oracle Cloud Infrastructure” certification, enabling it to commercialize and operate Oracle hybrid cloud services; in addition, the Company entered into agreements with HP Enterprise to market private infrastructure for artificial intelligence model processing.

CYBERSECURITY

In 2025, the Company reaffirmed its leadership in solutions focused on comprehensive protection against disruptions and security breaches. Through strategic alliances such as the one established with Splunk, Axtel became a Managed Security Service Provider (MSSP), offering a unified platform, advanced data management and cybersecurity with a collaborative approach.

At the same time, the Company reaffirmed its alliances with Tenable, Trend Micro and CyberArk, strengthening its portfolio in comprehensive vulnerability management, deep visibility across the attack surface (IT, cloud, OT and IoT), multi-layered defense mechanisms, predictive analytics, identity management, and the protection and monitoring of privileged accounts in critical sectors such as manufacturing, financial services and commerce.

Axtel was recognized as Partner of the Year by Palo Alto Networks, driven by its advanced threat detection, management and response solutions (Axtel MDR), which, together with its Cortex XSIAM and XDR technologies, operate from the Cyber Defense Center to anticipate and neutralize threats before they impact critical processes in sectors such as commerce, manufacturing and financial services.

Additionally, the Company renewed its Enterprise Agreement with Fortinet, ensuring technical support for more than 3,200 deployed solutions in perimeter security, virtual firewalls, e-commerce protection, data analytics and strategic services aimed at maximizing the return on managed technology investments and aligning operations with business objectives.

Axtel also received the following recognitions from Fortinet:

- MSSP Partner of the Year 2025 (North Region)
- Unified SASE of the Year 2025 (Central Region)

The Company was recognized by Check Point with an upgrade to Elite Partner status and the “Best Performance 2024” award, further strengthening its perimeter security and managed EDR service offerings.

Axtel's focus remains clear: to protect corporations and business leaders in Mexico by strengthening managed service operations from its Cyber Defense Center. The Company leverages tools that enable proactive protection, provide comprehensive infrastructure visibility and use Artificial Intelligence to automate threat detection and response.

MOBILITY

The Mobility business experienced accelerated growth in 2025, reaching 96,000 lines in service and a 56% increase in revenues, consolidating its position as a strategic solution within Alestra's portfolio.

During the year, the Company strengthened its offering with IoT Connectivity, enabling the connection of sensors, GPS devices and smart devices through a multi-operator SIM, with strong adoption in the financial and logistics and transportation sectors.

In addition, Axtel enhanced its point-of-sale terminal solution through a management and analytics platform, and continued to strengthen its multi-operator Mobile Internet offering, widely used in the commerce and services sectors due to its advanced capabilities in remote management, content filtering, secure connectivity and monitoring.

Finally, the Company evolved its value proposition by enabling VoLTE across the three networks within its multi-operator framework, improving quality, operational continuity, security and flexibility of mobile connectivity.

Government Segment

During 2025, the Government segment recorded 22% growth, renewing 99% of its outstanding contracts and maintaining a balanced revenue structure, with 70% derived from the federal level and 30% from state and municipal levels, reducing political volatility and strengthening operational continuity.

The Company expanded its commercial presence to 22 states, began generating revenue in the eight states incorporated in 2024, and reinforced its strategy in Coahuila, Querétaro and Jalisco.

Axtel also secured a strategic contract to expand universal healthcare services nationwide, adding more than 550 new sites and exceeding 700 active sites, with a record implementation in which over 95% of sites were delivered in less than three months, accelerating revenue generation and enhancing customer satisfaction.

In addition, the Company continued to expand a comprehensive offering that includes cybersecurity, IT infrastructure, collaboration solutions, managed networks, telephony and specialized services such as video surveillance and mobility, replicating successful use cases through the integration of multiple solutions.

Axtel also strengthened its compliance and competitiveness capabilities by obtaining 90 new certifications from 15 vendors, as well as expanding alliances with key providers and introducing differentiated solutions that enhance its control and readiness for transformative projects in the future.

Axtel offers more than 100 services, which has enabled it to achieve significant market penetration in terms of number of accounts. To differentiate itself, it has structured its portfolio into four business lines: Telecom, IT, Cybersecurity and Mobility. For each, it focuses on deploying specialized service experts, allowing it to engage customers with a higher level of expertise.

Telecommunications (Telecom):

Connectivity and network

- Data: direct access or last mile access and digital private lines with national or international reach.
- Internet: Alestra has a broad portfolio of dedicated internet solutions, from 1 Mbps links to high-capacity connections of up to 10 Gbps. In addition, it offers protection for the internet link against cyber threats through mechanisms called Clean Pipes. It also offers internet on demand, which offers high-capacity links with rates that vary depending on the requested use.
- Alestra has a wide portfolio of network connectivity solutions that allow customers to connect their offices point-to-point or point-multipoint either nationally or internationally. In the family of network connectivity services are VPN and Ethernet. All these options allow the secure transmission of voice, data or video information simultaneously.

Managed Networks

Alestra has a portfolio of managed network solutions, where its clients receive the following benefits through a monthly rent for the equipment: design, implementation, support, maintenance, operation and administration of the equipment. Some of the services offered as managed networks include managed Wi-Fi, Managed Lan, and the new SDWan technology that integrates software-based telecommunications.

Collaboration

With this type of solutions, the integration of various communication tools is sought to allow people to interact and collaborate more effectively and efficiently, facilitating the administration and integration of various communication channels of voice, data, video, networks, systems and business applications. Some of the services that integrate the communication solutions are:

- Videoconferencing services that facilitate collaboration between geographically dispersed rooms and/or people, providing flexibility and connectivity coverage.
- Unified communications solutions that allow the use of video, instant messaging, voice, mobility and applications to collaborate in work teams; as well as applications for call-centers, which are accessed through the cloud so that the client does not have to invest in the equipment.
- Conference Solutions which allow voice communication between a group of people who can safely share content and interact with the information.
- Cloud solutions that allow collaboration through new workspaces that allow to work from anywhere and on any device.
- Solutions that enable the hybrid working model so that people in offices and remotely located can collaborate efficiently and productively.

Information Technology (IT):

System Integration

Delivery of customized solutions for special information technology projects that integrate infrastructure, applications, connectivity, security and management of several different technologies and manufacturers in a holistic model where Alestra becomes the single point of contact for its customers. This service includes mission critical solutions such as DRP (Disaster Recovery Plan), high availability platforms, private and hybrid clouds and migration of environments.

Cloud

Axcel offers the latest technology through cloud access, which includes infrastructure, software, applications, technical support and solutions, which offer unlimited capacity, universal accessibility, flexibility and savings by not having to investing in equipment. This supported by the security and availability of data centers,

whose mission is to ensure that information and applications are available anywhere and under any circumstances. These solutions include, among others:

- Services that offer virtual or physical servers in a rental scheme.
- Services of containers, serverless and new generation applications development environments.
- Services that offer the customer the option to acquire on-demand computing resources, flexible server configurations, RAM and information storage.
- Access to ERP (Enterprise Resource Planning) “All in One” version of SAP and S4 HANA, across a cloud service scheme that allows the customer to obtain savings by not having to purchase said system.
- Comprehensive infrastructure management services that include the design, implementation and operation of complex computing solutions in high availability environments prepared to handle natural disasters (“DRP”).
- Corporate e-mail, a platform that offer customers personalized and accessible e-mail addresses from fixed and mobile devices.
- Generation of server backups in a fast way that allows the assurance of information through a platform available under a “as a service” scheme.
- Storage as a service for hosting and the execution of applications under an “on demand” scheme.
- Cloud Backup for secure, periodic and automated backups.
- Virtual desktops to remotely access your desktop and applications from any device.
- Public Cloud Services (IaaS, PaaS, SaaS) based on the largest global public clouds in a managed service format.
- Cloud consulting and environment migration services. Service that offers to promote the use of public clouds by taking advantage of new trends in application creation, migration and adoption of the cloud, application coding tools, among others.
- Hybrid cloud solutions combining functions from public clouds outside of Mexico, including the building of dedicated links to guarantee the security and efficiency of the solutions.
- Help Desk Service, which is a single point of contact for end users that manages incidents, requirements and problems related to IT services.
- Application Management: solutions that provide specialized management of IT services accompanied by a complete operational model of monitoring and management based on the best practices in the industry. In this solution, clients delegate the operation of their critical applications in a way that they are provided with an outsourcing service for operation, monitoring, incident management, problems and changes of business applications such as an ERP, CRM, databases, among others.
- Processes Digitalization: Are robot applications, including software (RPA), that offer to automate repetitive tasks of processes.
- Site Supervision and Management (IoT): Is a service that offers real-time monitoring of all objects or people located at a site, warehouse, factory, load truck, among others. The platform offers real-time location as well as alarms and analytical tools.

Cybersecurity:

Cybersecurity

The cybersecurity portfolio provides solutions that protect computer equipment, networks and systems from threats and attacks by providing, operating, managing and monitoring the entire information security infrastructure the client requires.

Others

Some associated services include Vulnerability Analysis that offers a diagnosis of the level of exposure the critical infrastructure of a network has in the event of an attack that would affect its operation. Security Consulting, Managed Intrusion Detection and Prevention Services, Managed Web Filtering and Firewall

Services, designed for businesses requiring controlled web access, comprehensive multi-layer protection and all-in-one security that controls, detects, mitigates, monitors and provides secure perimeter access. The service is offered through the Security Operation Center (SOC), where the security of services is monitored 7x24, as well as threats worldwide so that preventive actions can be taken to safeguard customers' information.

Alestra Móvil:

Since the introduction of Alestra Móvil in 2021, its operation has positioned itself as the first enterprise virtual mobile network in Mexico. It seeks to provide companies with the ability to bring their fixed experiences, tools and technologies to a smartphone, allowing them to have control over their companies' operations from anywhere, with the guarantee of the highest availability and security on the market.

One of the main features of Alestra Móvil is Enterprise Mobility Management (EMM), which helps companies to completely manage the mobility cycle of their organization whenever they need it and from anywhere. Promoting operational control and decision-making from a single platform, so that companies can manage and configure with complete autonomy the security levels of their applications, tools and devices of their employees in accordance with their mobility policies.

Additionally, responding to the teams' need to make collaboration more efficient and immediate, and under a secure encryption environment, in alliance with Airbus SLC Mexico, Axtel developed Alta Seguridad Aynet 500, a critical collaboration mobile platform that allows group communications more efficient, safe and reliable. Alta Seguridad Aynet 500 offers smarter devices through its push-to-talk functionality, allowing a simple and intuitive user interface. From their smartphones, users can press a button and talk, send multimedia messages or even live videos, encrypted end-to-end to their group through different broadband ranges: 3G, 4G (LTE) and WiFi.

Alestra Móvil is a mobile voice and data service with important differentiators:

- Unique mobile platform supported by a Multi-operator network
- Offer of professional applications
- Three-level security
- 24/7 management
- Wide range of à la carte solutions
- 360 shielding with device, connection and content protection
- Management tool for devices and applications with autonomy capacity

2.4) Advertising and Sales

To promote products and services in the enterprise and government segments, the Company through the Alestra brand, uses a variety of communication and commercial tools, among which are the launch events for new products, publications in specialized magazines and social media, experience centers or "Centro Sperto", virtual and physical visits to experience centers of its partners, participation in forums, online communication and direct promotion with the support of presentations and tools.

For the wholesale and operators' market, the Company through the Axtel Networks brand, participates in the main national and international industry events in order to promote the portfolio of solutions and establish closer relationships with customers and prospects.

2.4.1) Sales Channels and Strategies

Axtel operates under a segmented and specialized commercial model that enables it to address the needs of the enterprise market in a differentiated manner. This model combines direct and indirect sales schemes with

specialization by Business Lines, aiming to generate greater value through solutions aligned with each customer's specific challenges.

The commercial structure is organized by Enterprise and Corporate segments, recognizing different levels of demand sophistication. This approach allows for the allocation of capabilities according to the complexity of each customer, integrating roles such as Account Executive, Business Line Specialist and Solutions Architect, ensuring technical depth and quality in the value proposition.

Complementarily, the model incorporates Integrators and Channels, primarily to address standard needs within the enterprise segment, expanding coverage and improving commercial efficiency. This model is supported by Market and Product Intelligence capabilities, which strengthen customer understanding, portfolio positioning and the execution of commercial strategies, enabling more consistent execution and enhanced value capture.

Sperto is the Company's technology experience center, designed to bring innovation closer to its customers. With presence in Monterrey, Mexico City and Querétaro, Axtel provides a space where companies can experience digital transformation in a practical and personalized way.

At Sperto, the Company showcases advanced technological solutions through interactive demonstrations, designs immersive experiences by industry vertical aligned with real business needs, and supports strategic decision-making by demonstrating how its technologies optimize processes and maximize business value. The Company's objective is to serve as a hub where innovation translates into results, strengthening customer relationships.

The Company distributes its opportunities across various sectors, with transportation and logistics representing 5%, government 3%, financial services 16%, manufacturing 23%, commerce 5% and others 48%. Axtel recorded more than 210 opportunities with a value exceeding Ps. \$22 million, consolidating its presence across multiple industries and strengthening its strategic portfolio.

2.4.2) Client Experience

Recognizing the importance of delivering an exceptional experience is key to strengthening its relationship with clients. Among these, the Company develops technological tools that streamline response times and enhance interactions with both internal and external customers. Additionally, Axtel maintains a continuous focus on measuring and improving customer satisfaction, recognizing that customer loyalty directly influences profitability, the generation of new opportunities and growth through referrals.

Alestra Omnichannel

In 2025, the Company continued strengthening Alestra through an omnichannel approach, integrating tools such as Alestra One Touch (AOT), WhatsApp Inbound and outbound, in addition to traditional channels such as phone and email.

Alestra One Touch

Alestra One Touch has over 7,000 registered clients. This self-service portal has become the most widely used channel for handling administrative requests such as account information, invoices, and payment complements, as well as technical requests such as submitting tickers and tracking their status.

The AOT portal has been established as the primary channel for managing both administrative and technical requests, including account information, invoices, payment complements and request status. During 2025, Axtel implemented enhancements such as automatic ticket escalation, updates to administrative and technical contacts, and new mobile features that allow users to configure their PBX without the need for Company personnel intervention.

WhatsApp Inbound

The Company currently enables the creation of technical tickets through the WhatsApp channel, complemented by the ability to track the status of each request. This channel identifies the service key and validates whether a prior request exists, preventing duplication.

It also allows the management of administrative requests such as tax information updates, address changes, assignment of rights, tax regime changes, service consolidation and deconsolidation, equipment relocation, consultation of payment complement queries and downloads in PDF and XML formats, as well as corrections to payment complements, and unallocated payment notifications.

When an executive identifies by phone that a request can be processed through WhatsApp, the Alebot artificial intelligence sends a message to the client offering the option to manage the request via WhatsApp or Alestra One Touch channels.

Email

Customers who inquire about the status of their tickets via email receive an automated response that streamlines communication and enhances process transparency. In this way, Axtel ensures more efficient and clear interaction with its users.

Measuring Customer Satisfaction and Expectations

Axtel regularly measures customer expectations by segment and their level of satisfaction through Net Promoter Score (NPS) surveys.

This analysis allows the Company to classify customers into internal categories, considering their monthly billing and medium- to long-term growth potential.

To guarantee the accuracy and reliability of results, the official NPS measurement is conducted by an external certified market research agency. This methodological approach enables the identification of improvement opportunities and the strengthening of customer relationships, aligning with their expectations and requirements.

The company sends NPS-based surveys to 7% of its Corporate and Enterprise segment customers.

2023 NPS results were: 51 for Alestra, 90 for Axtel Networks, 77 for the Federal Government segment, and 86 for the State Government segment.

In 2025, no NPS measurements were conducted for Alestra's Federal or State Government segments, nor for Axtel Networks. Considering only Alestra's NPS, the Global NPS for 2025 reached a score of 52, thus meeting the target set for the year.

2.4.3) Responsible Supply Chain

Sustainable Procurement

With the objective of developing and strengthening a more competitive supply chain aligned with industry best practices Axtel has focused on consolidating a network that ensures efficiency, reliability and performance. In this context, sustainable procurement has become a strategic pillar within its operational priorities.

Accordingly, Axtel seeks to incorporate Corporate Social Responsibility principles into its procurement processes, implementing measures such as promoting local sourcing and applying structured supplier evaluations. These actions provide greater visibility into the sustainability performance of its partners, both within their internal operations and across their value chains.

The Company also aims to engage with suppliers aligned with its sustainability principles and goals, generating environmental and social benefits in the communities where it operates. Consistent with this objective, Axtel requires 100% of its Tier 1 suppliers to implement actions to reduce emissions; to ensure compliance, such suppliers must incorporate this requirement into their internal policies or, alternatively, sign Axtel's Supplier Code of Ethics.

When non-compliance is identified, the Company adopts a support and continuous improvement approach, working collaboratively with suppliers to strengthen their environmental performance. For this purpose, verification visits may be conducted to assess the sustainability level of suppliers' operations. If deviations are identified during these evaluations, suppliers are required to implement the necessary corrective actions to align with the Company's requirements.

During 2025, Axtel worked with 489 suppliers, of which 443 were local, representing 91% of the total, while 46 were suppliers operating outside the country, representing 9%.

Supplier Code of Ethics

Axtel is committed to establishing sustainable and responsible business relationships with its suppliers. Accordingly, it has implemented a Supplier Code of Ethics that outlines the expected standards in human rights, environmental management, and corporate ethics.

In addition to guiding supply chain behavior, Axtel uses this Code to provide clear decision-making criteria consistent with its corporate policies and values.

Supplier Screening

Through a strategic sourcing approach, Axtel maps risks and dependencies across its supply chain. As part of this process, it is essential to identify critical suppliers*, defined as those that support its core network and services. Although Axtel does not have a formal process to classify significant suppliers, it does evaluate its critical suppliers to verify their adherence to the Supplier Code of Conduct, which it uses as a basis to assess compliance and to measure ESG alignment with the Company's expectations and those of its stakeholders.

**Critical supplier: A critical supplier is one whose relationship is directly linked to the operation of the network and core services. In classifying critical suppliers, Axtel considers the highest annual purchase volumes, high business sensitivity, service complexity and high substitution costs, prioritizing their strategic relevance to ensure operational continuity.*

Supplier ESG Program

In 2023, Axtel implemented the Supplier ESG Program, under the oversight of the ESG Committee. Through this program, the Company conducts various activities to verify suppliers' adherence to the Supplier Code of Ethics and to identify and assess potential ESG risks.

Its scope includes the distribution of assessments to critical suppliers, with a focus on governance, health and safety, as well as social and environmental practices. These assessments include, among others; greenhouse gas (GHG) emissions reduction targets, occupational health and safety controls, and workplace harassment prevention guidelines.

This process provides greater visibility into supplier performance and their level of alignment with Axtel's expectations and those of its stakeholders, supporting risk mitigation and strengthen of the supply chain.

The evaluation process follows a 24-month cycle, with the next application scheduled for 2026.

In 2023, Axtel executed the Supplier ESG Program with coverage of 83% of its critical suppliers through structured questionnaires and documentary requirements, achieving a 42% response rate (equivalent to five critical suppliers assessed). This enabled the company to verify compliance with the Supplier Code of Ethics and to diagnose potential ESG risks. For the next cycle, SCHEDULED FOR 2026, the Company's operational objective is to increase coverage to 90% by assessing nine critical suppliers, expanding both the sample size and the representativeness of the analysis compared to 2023.

The Supplier ESG Program assessment enables supplier-level traceability, comparability and monitoring of compliance with corporate expectations, mitigating risks and strengthening supply chain resilience.

Supply Chain Management

As part of the selection process, Axtel informs all suppliers about its Supplier Selection Policy, its anti-corruption policy and procedures, and the Supplier Code of Ethics.

In this context, during 2025, Axtel communicated its anti-corruption policies and procedures to a total of 489 suppliers, both national and international, across the North, West, Central, and South regions of the country.

By region, 165 large national enterprises were reached in the Central region and 92 large suppliers in the Northern region. Foreign suppliers were also covered, including 119 small and medium-sized enterprises (SMEs) in the North.

In percentage terms, communication outreach reached 24% of SMEs and 19% of large enterprises in the Northern region; 3% and 6%, respectively, in the Western region; 9% and 34% in the Central region; and 2% and 3% in the Southern region. For foreign suppliers, communication reached 9% of SMEs in the Northern region.

Regarding supplier structure, Axtel worked in 2025 with 489 Tier 1 suppliers. Of these, 10 were classified as Tier 1 critical suppliers, representing 24.7% of total spending allocated to this category.

2.5) Patents, Licenses, Trademarks, other Contracts and Certifications

2.5.1) Company's Concessions

Background:

- In 2016 AXTEL S.A.B. de C.V. ("AXTEL"), acquired a single concession title for commercial use, the result of the merger between AXTEL and ALESTRA S. de R.L.; subsequently, as part of the company's restructuring between 2018 and 2020, AXTEL obtained different radio spectrum titles by assignment, as shown below.
- At the end of 2020, the Company began mobile service operations through ALESTRA SERVICIOS MÓVILES S.A. de C.V., reference offers were made with Telcel to provide Mobile Telephone service under the figure of Full Virtual Mobile Operator ("OMVC"); this agreement allows interconnection with all mobile and fixed operators.
- In 2023, ALESTRA INNOVACIÓN DIGITAL S. de R.L. de C.V. ("AID") transferred the rights of the sole concession of which it was the holder to AXE REDES E INFRAESTRUCTURA S.A. de C.V. ("ARI"), which was originally granted to B. TEL, S.A. de C.V., as a public telecommunications network concession, ARI focuses on the deployment of FTTH infrastructure for the residential and SME market. In the same transfer act, the

telecommunications users of AID became part of AXTEL S.A.B. de C.V. (“AXTEL”). In addition, in this same act, AXTEL merges AID, thus obtaining its AID users.

- During 2023, given that the regulatory framework requires renewal requests to be submitted within the year preceding the start of the final fifth of a concession’s term, the Concesión Única currently held by ARI was extended for a term of 30 (thirty) years, effective as of November 9, 2030.
- During 2025, the Company obtained the corporate name change in the Concession Titles originally granted to Alestra Comunicación, S. de R.L. (subsequently AID) by the Secretaría de Medio Ambiente y Recursos Naturales for the exploitation of the seabed in Tulum and Cancún, recognizing AXTEL as the new holder. The corresponding name change in the Authorization Title issued by the Secretaría de Marina remains in process.

About the concessions:

Axtel, Alestra Servicios Móviles and ARI (hereinafter collectively known as “Axtel”), hold certain concession titles granted by the Federal Government; single concession titles for commercial use have a duration of 30 years and spectrum concessions have a duration of 20 years.

Axtel, Alestra Servicios Móviles and ARI hold a Unified Concession for commercial use, which grants the right to provide, on a convergent basis, all types of public telecommunications and/or broadcasting services that are technically feasible, including fixed and mobile telephony, fixed and mobile internet, dedicated links, radio capacity services, among others.

The following is a summary of the concessions:

AXTEL						
TYPE OF CONCESSION	COVERAGE	AUTHORIZED SERVICES	BANDWIDTH	TERM (years)	START	EXPIRATION
Single Concession for commercial use	National	Any service technically feasible	N/A	30 years	Jan 29, 2016	Jan 29, 2046
Frequency bands for commercial use	National	Link capacity	7 GHz	20 years	Aug 2, 2020	Aug 2, 2040
Frequency bands for commercial use	Region 1-9	Link capacity	10 GHz	20 years	Apr 2, 2018 Sept 29, 2018	Apr 2, 2038 Sept 29, 2038
Frequency bands for commercial use	National	Link capacity	15 GHz	20 years	June 5, 2018	June 5, 2038
Frequency bands for commercial use	National	Link capacity	23 GHz	20 years	June 5, 2018	June 5, 2038
Frequency bands for commercial use	Region 1,3,4,6 & 9	Link capacity	38 GHz	20 years	Jan 26, 2020	Jan 26, 2040
Frequency bands for commercial use	National	Link capacity	7 GHz	20 years	Aug 2, 2020	Aug 2, 2040
Frequency bands for commercial use	Region 1 & 5	Link capacity	10 GHz	20 years	Apr 2, 2018	Apr 2, 2038

ALESTRA SERVICIOS MÓVILES)			
Concession Titles	Services	Coverage	Term
Single Concession for Commercial Use	Provision of any telecommunications and / or broadcasting service that is technically feasible.	National	Duration: 30 years Bestowal Date: Apr-02-2018 Expiration Date: Apr-02-2048

AXE REDES E INFRAESTRUCTURA

(HELD A PUBLIC TELECOMMUNICATIONS NETWORK CONCESSION ORIGINALLY GRANTED TO B. TEL, S.A. DE C.V., WHICH WAS SUBSEQUENTLY CONVERTED INTO A UNIFIED CONCESSION FOR COMMERCIAL USE)			
Concession Titles	Services	Coverage	Term
Single Concession for Commercial Use	Provision of any telecommunications and / or broadcasting service that is technically feasible.	National	Duration: 30 years Bestowal Date: Nov-09-2023 Expiration Date: Nov-09-2060

2.5.2) Main Trademarks

Axtel owns several registered trademarks that are used to market the products and services it offers. Among others, Axtel has the following most important registered trademarks:

TRADEMARK	REGISTRY NUMBER	EXPIRATION	OWNER
AXTEL (blue design)	1,662,025 1,668,824 1,662,026	April 7, 2026 <i>(currently under renewal)</i>	Axtel, S.A.B. de C.V.
Alestra	511,656	November 1, 2025 <i>(currently under renewal)</i>	Axtel, S.A.B. de C.V.
Axtel	584,421	July 13, 2028	Axtel, S.A.B. de C.V.
AXTEL NETWORKS	2,171,990 2,171,991	July 31, 2030	Axtel, S.A.B. de C.V.
AXNET AXTEL NETWORKS	2,171,988 2,171,989	July 31, 2030	Axtel, S.A.B. de C.V.
AXNET	2230367	April 12, 2031	Axtel, S.A.B. de C.V.
HOC HOLISTIC OPERATION CENTER	1284311	December 6, 2031	Axtel, S.A.B. de C.V.
SPYDER PERFORMANCE	1420839	December 8, 2031	Axtel, S.A.B. de C.V.
MDM CLOUD	1344418	August 8, 2032	Axtel, S.A.B. de C.V.
X-TREMO	2760133 2770975	February 10, 2034	Axtel, S.A.B. de C.V.
X-TREMO MOVIL	2831123 2831124	June 3, 2035	Axtel, S.A.B. de C.V.
iAlestra	2798395 2804425 2798396 2804426	December 12, 2034 October 1, 2035	Axtel, S.A.B. de C.V.

2.5.3) Wholesale Services - Links, infrastructure sharing, unbundling and Interconnection

Axtel has entered into agreements with the Preponderant Economic Agent ("AEP") to use services and infrastructure and complement its network, in such way it can provide telecommunications services to end customers in areas where it does not have coverage; the agreements are in force and are updated annually based on the resolutions issued by the CRT for:

- Sharing fix and mobile passive infrastructure (e.g. poles, ducts, rights of way and towers);
- Leasing of dedicated links;
- Resale and unbundling of all the services provided through Telmex's local network;
- Resale of mobile services, voice, data and SMS, as a Mobile Virtual Network Operator (MVNO); and

The tariffs and conditions for these services were established by the IFT and will be subsequently be determined by

the CRT for the entities comprising the AEP. such tariffs and conditions may be modified annually by the same authority through dispute mechanisms provided for in the LMTR, applying cost methodologies such as “Avoided Costs” or “Long-Term Incremental Costs” methodologies, depending on the type of service.

2.5.4) Technological Certifications

Being part of an industry in constant transformation, being backed by expert certifications and being part of the most complete network of global technology partners in the market, gives Axtel the necessary strength to offer its customers a complete portfolio of technological and avant-garde solutions.

Management Systems:

- ISO 9001:2015
- ISO 20000-1:2018
- ISO 27001:2022
- ISO 22301:2019
- ISO 37001:2016
- ISO 31000:2018

Best Practices:

- ICREA – Nivel 3, 4 y 5
- FIRST
- SSAE-18
- PCI DSS

Partners Certifications:

- Aruba, Service Provider
- Audio Codes Gold Partner
- Avaya, Diamond Partner
- AWS, Advanced Tier Services
- AWS, EC2 for Windows, Server Delivery
- AWS, Public sector
- AWS, SAP Services Competency
- AWS, Select Direct Connect Delivery
- AWS, Solution Provider
- Cato Networks, Started Service Provider
- Check Point, (CCSP) Support Provider
- Check Point, CloudGuard Partner
- Check Point, Harmony Partner
- CheckPoint, Elite Partner
- Cisco Gold Integrator
- Cisco Gold Provider
- Cisco Advanced Collaboration Architecture Specialization
- Cisco Advanced Enterprise Networks Architecture Specialization
- Cisco Umbrella for MSSPs Specialization
- Cisco Webex Contact Center Specialization
- Cisco Customer Experiencie Specialization
- Dell Technologies, Platinum Partner
- Equinix, Platinum Partner
- Forescout: Nivel Gold Partner
- Fortinet, Integrador - Expert Partner, MSSP - Expert Partner
- HPE, Gold Service Provider
- Huawei, Diamond Reseller
- IBM, Gold Partner
- Microsoft, Gold Partner
- Microsoft, Gold Cloud Platform
- Microsoft, Gold Cloud Productivity
- Microsoft, Silver Messaging
- Microsoft, Gold Application Integration
- Microsoft, Gold Application Development
- Microsoft, Silver Collaboration and Content
- Microsoft, Gold Small and Midmarket Cloud
- Microsoft, Solutions Silver Security
- Nutanix, Professional Reseller y Professional Service Provider
- Oracle, OPN Member. Tracks Licence & HW, Cloud Sell y Cloud Service
- Palo Alto Networks, Solution Provider- Diamond Innovator, MSSP – Innovator
- Poly, Synergy
- SAP Managed Services Partner
- SAP Mcaas Partner
- Veeam, Silver Reseller y Silver Service Provider
- Cohesity, Premier Partner
- VMware, Select Reseller
- Zoom: Platinum

On the other hand, the Company acquired the following awards on behalf of its partners:

Fortinet	Checkpoint	Huawei	Zoom	Palo Alto Networks
- MSSP Partner del Año LATAM 2024 & Región Norte 2025	- Telco Partner del Año 2024 - Reconocimiento por alcanzar nivel ELITE	Outstanding industry partner of the year 2025	- Zoom Phone (ZP) Deployment Certification	- Post-Sales XSIAM Partner Engineer of The Year - Partner Product Engineer of The Year
- Unifed SASE Partner del Año Región Centro 2025				

In a rapidly evolving industry, Axtel maintains its competitive position through strategic certifications that validate its expertise and strengthen its ability to deliver comprehensive, next-generation technological solutions.

Axtel holds accreditations granted by leading global organizations such as Amazon, Azure, ISC, ISO, Oracle, Cisco, Palo Alto, Checkpoint, Fortinet, and Avaya, among others. These recognitions position the Company as a trusted partner, and each certification reflects its commitment to the highest technology standards and its readiness to successfully address future challenges.

2.6) Information Security

At Axtel, service protection and information security are fundamental pillars. The Company seeks to safeguard, the confidentiality, integrity, and availability of data through an Information Security Management System aligned with internationally recognized standards and best practices. This approach supports the delivery of secure and reliable solutions and contributes to maintaining the confidence of its customers and business partners.

Compliance and Standards

Axtel operates in accordance with widely recognized international standards and frameworks that support the security and continuity of its services, including the following:

- ISO 27001, ISO 22301, and ISO 31000
- FIRST, PCI-DSS, and SSAE-18
- Service Organization Controls (SOC) for Cybersecurity and the National Institute of Standards and Technology (NIST)

This regulatory framework reinforces the Company’s commitment to information protection, risk management and operational reliability.

Risk Assessment and Management

To anticipate and mitigate cybersecurity risks, Axtel continuously implements the following actions:

- Internal and external reviews to detect vulnerabilities
- Compliance audits and certifications
- Vulnerability assessments
- Penetration tests and simulation exercises to strengthen cyber defense
- Information security training for employees
- Monitoring and analysis of employee behavior

Axtel implements various mechanisms to identify and address vulnerabilities within its information systems. These include the establishment of operational procedures, ongoing employee training, the use of specialized technological tools and coordination with strategic partners that enhance its protection capabilities. Through these actions, the Company reinforces its commitment to the security and resilience of its operations.

Main Security Processes

- **Cybersecurity Culture:** Awareness and training initiatives for all employees.
- **Cyber Resilience:** Business impact analysis, risk management, crisis management, and business continuity planning.
- **Cyber Defense:** Management of vulnerabilities, identities, and access, as well as technical compliance.
- **Incident Response:** Protocols for the detection, containment and mitigation of threats, together with the Incident Response Plan.
- **Security by Design:** Integration of security measures from the conception, development and delivery of products and services.
- **Reviews and Monitoring:** Ongoing oversight through indicators, audits, and security testing.
- **Continuous Improvement:** Ongoing evaluation of processes to support optimization.

Strategic Cybersecurity

Axtel seeks to protect its services and safeguard the confidentiality, integrity and availability of data, both within its organization and for its enterprise and government customers. To this end, the Company maintains a robust strategy supported by processes, technologies and international standards designed to provide a secure and reliable environment.

Its cybersecurity framework incorporates the following key elements:

- **Chief Information Security Officer (CISO),** responsible for strengthening governance and the comprehensive management of information security.
- **Reconfiguration of internal operations:** optimization of processes and operational workflows to align with advanced cyber defense standards and international best practices.
- **Standardization of protection protocols,** including the harmonization of guidelines and controls, ensuring that measures implemented internally are also applied to the security services provided to customers.
- **Evaluation of the information security and cyber defense program,** including strategies, policies and protocols aimed at protecting assets.
- **Monitoring of ongoing personnel training,** tracking the progress of cybersecurity education and training programs.
- **Decision-making and actions aimed at strengthening the Company's security strategy.**

Information Security Committee (CSI)

To ensure comprehensive cybersecurity management, The Company maintains an Information Security Committee (CSI), which meets on a quarterly basis to oversee and direct strategic initiatives in this area:

- **Review of the information security and cyber defense program,** including related strategies and protocols.
- **Oversight of ongoing employee training and development in digital security.**

In addition, the CSI plays a critical role in safeguarding Axtel's sensitive information by ensuring:

- **Compliance with information security regulations and strategies,** maintaining alignment with internal policies and applicable standards.
- **Protection of the integrity, confidentiality and availability of the Company's data.**
- **Ongoing awareness and training of personnel regarding cybersecurity threats and best practices.**
- **Risk management and strategic decision-making to strengthen the Company's cybersecurity capabilities.**

In the event of high-impact cybersecurity incidents, such matters are escalated directly to the Chief Executive Officer, who subsequently reports to the Comité de Prácticas Societarias, providing visibility for review and the determination of appropriate remedial actions.

Commitment to Information Security Best Practices

In furtherance of this commitment, an independent third party conducts periodic assessments of IT, OT and Information Security to evaluate the effectiveness of the Company's controls and digital security strategies.

Through the efforts of the CISO organization and the implementation of advanced cybersecurity processes, Axtel continues to position itself as a benchmark in information protection.

Information Security Governance Structure

The information security and cybersecurity strategy involves both the Board of Directors and Executive Management, including periodic review thereof. Although no Board member is specifically designated for this matter, cybersecurity forms an integral part of the Board's agenda.

At the executive level, oversight is the responsibility of the Chief Information Security Officer (CISO), who reports directly to the Executive Management of the Enterprise Business unit, ensuring management aligned with international best practices and standards.

Data Privacy

The protection of personal data is a core commitment for Axtel and forms part of its corporate responsibility. In a global environment where networked information and business operations require secure and rigorous handling, the Company implements practices aligned with the highest standards to safeguard the privacy and integrity of data.

To ensure the proper processing of information, the Company maintains a Privacy and Personal Data Protection Policy applicable to all of its operations, as well as to any third party providing products or services to the Company. This policy establishes guidelines for the handling of personal data across all stages, from collection and use to storage, retention and disposal, and clearly defines the rights of data subjects.

In addition, the privacy management framework, together with procedures aimed at protecting personal data, is directly integrated into the Company's corporate risk management and compliance processes. Accordingly, the Company embeds personal data protection into its operational systems and regulatory frameworks, ensuring a comprehensive approach to the identification, mitigation and control of privacy-related risks.

Privacy and Information Security Management

To ensure confidentiality, integrity and availability of information, Axtel maintains robust security and control practices. Key measures include:

- A specialized department responsible for privacy matters, charged with coordinating and overseeing compliance in this area.
- Internal and external audits aimed at verifying the proper implementation of privacy policies and standards.
- Compliance with the Ley Federal de Protección de Datos Personales en Posesión de los Particulares, ensuring the proper safeguarding of information relating to customers, suppliers, employees and visitors.
- Ongoing data security training programs, including courses, awareness campaigns and internal communications directed to all personnel.
- Formal reporting and whistleblowing mechanisms to identify potential vulnerabilities or incidents.

- Implementation of advanced technical controls across systems and technological infrastructure to prevent data loss, unauthorized access or alteration of information.

The Data Protection Officer (DPO) is responsible for enforcing disciplinary measures aimed at preventing non-compliance with the provisions set forth in applicable policies, guidelines and internal processes. In the event of a breach of the Privacy and Personal Data Protection Policy, the Company may implement corrective actions and specific sanctions, as formally set forth in the Reglamento Interno de Trabajo (RIT) and in the document “Sanciones ante incidentes y comportamientos de Seguridad,” which establish the procedures and consequences applicable to conduct affecting personal data management and information security.

Axtel provides continuous Information Security training to its employees, ensuring they possess the necessary knowledge to identify and report incidents in a timely manner. On average, each employee received 3.2 hours of cybersecurity training during the year.

To further strengthen internal capabilities in digital security, the Company offers ongoing Information Security training programs that enable employees to develop the skills required to detect and report incidents promptly.

In addition, members of the Incident Response Team (Equipo de Respuesta a Incidentes, ERI) receive specialized technical training to ensure the effective performance of their responsibilities in the identification, management and resolution of security incidents. Through these efforts, Axtel reinforces its commitment to continuous preparedness and the comprehensive protection of its operations.

Response and Protection Mechanisms

At Axtel, the protection of privacy and information security is a top priority. The company maintains specific procedures for the handling of privacy incidents, enabling a timely and effective response to any situation that may pose a risk to the data it manages.

In addition, Axtel maintains rigorous security controls across the physical, technical and organizational domains, including the following:

- Restricted access control, ensuring that only authorized personnel handle sensitive information.
- Vulnerability management focused on identifying and mitigating potential risks. Assessments are conducted internally on a monthly basis, and, in addition, annual penetration testing is performed by an independent provider.
- Data retention: Axtel retains customer information indefinitely, unless customers expressly request its deletion. In this manner, the Company manages the data lifecycle in accordance with its intended purpose and ensures that data subjects are able to exercise their ARCO rights (Access, Rectification, Cancellation and Opposition).
- Data encryption to prevent unauthorized access.
- Robust privacy policies, aligned with the highest data protection standards.
- Business continuity and contingency plans, and incident response procedures tested at least once a year to validate their effectiveness and alignment with security and business resilience strategies.
- Incident notification mechanisms: an internal phone line is available so that any employee who identifies or suspects a security incident can report it promptly.

Axtel maintains a defined escalation process enabling employees to report suspicious activities, including attempted cyberattacks, phishing incidents and unsolicited emails. In addition, the Company provides access to the Buzón de Transparencia ALFA, through which concerns related to information security and compliance with the Code of Ethics may be reported.

Commitment to Privacy

Axtel processes personal data with a high degree of care and responsibility. The information it manages is obtained directly from data subjects through various physical, electronic, or in-person channels, as well as from authorized public sources. The Company ensures that all processing is conducted in accordance with applicable regulations, safeguarding privacy and respecting individual privacy rights.

The company does not transfer sensitive, financial, or proprietary personal data for secondary purposes, except where the data subject has provided explicit consent. Likewise, such information is not shared with third parties, and is limited to use by its affiliates or subsidiaries, in accordance with the provisions of its Privacy Notice.

Additionally, Axtel also guarantees the right of individuals to exercise their ARCO rights, which can be consulted in the Privacy Notices of Alestra and Axtel.

Notably, Axtel does not engage in behavioral advertising, as its services are exclusively directed to legal entities, segmented by industry verticals, without involving personal data of individuals.

2.7) Research and Development – Innovation

Axtel's innovation model

At Axtel, innovation is a core driver of growth. Each initiative undertaken by the Company has a clear objective: to offer accessible, cutting-edge solutions that enhance the customer experience while advancing internal processes to improve efficiency and alignment with market trends.

Axtel seeks to develop a comprehensive understanding of its business and the impact of its operations, enabling the creation of differentiated, high-value proposals for its customers and stakeholders. This approach is embodied in Axtel's Innovation Model, which guides its transformation and strengthens the organization's ability to sustain leadership within the sector.

Axtel's advances its transformation through an innovation model based on three key pillars: intrapreneurship, open innovation and technological innovation. This model incorporates methodologies such as Strategic Foresight, Design Thinking, and Lean Startup, enabling the development of solutions that support continuous improvement, digital and disruptive innovation, and the establishment of partnerships with technology allies and innovative customers.

The model is supported by digital platforms such as Innsight, a physical Innovation Hub, an organizational structure with aligned incentives, and a clear transformation strategy. As a result, Axtel promotes continuous improvement, digital and disruptive innovation, collaboration with technology partners, and the strengthening of its network of innovative clients.

Innovation Initiatives

Axtel's innovation model drives the development of strategic initiatives that transform both client-facing solutions and internal processes. These initiatives enable the practical application implementation of innovation, generating sustained positive impact on the Company's operations and the customer experience.

Innovation and Continuous Improvement Program

Axtel promotes its Innovation and Continuous Improvement Program. As part of this program, the Company seeks to empower all employees to foster a culture of innovation focused on continuously identifying more effective ways of operating for the benefit of both customers and the organization.

Over an 18-year period, this program has generated more than 794 projects, resulting in benefits exceeding Ps. \$185 million.

As part of this program, Axtel provides its employees with Insight, a digital platform designed to develop ideas, manage initiatives and oversee innovation projects. This ecosystem is complemented by the Innovation Hub, a physical space intended to promote collaboration, creativity and the co-creation of solutions that drive organizational transformation.

In 2025, Axtel implemented 35 initiatives that generated economic benefits of Ps. \$46 million. Notable initiatives include projects related to automation, network optimization, customer experience enhancement and process improvements, such as Axtel Supremo, whose redesign increased the agility of connectivity service delivery.

2025 Results

During 2025, Axtel recorded a total of 193 ideas captured through its Ideas Funnel. As a result of the initiatives implemented, the Company achieved a positive business impact, including 9 initiatives contributing to EBITDA improvement, 17 focused on process enhancements and 9 aimed at improving customer experience.

2.8) Main Customers

Axtel, under its brand Alestra, has in its portfolio more than 11 thousand enterprise customers, including national and multinational corporations, large and medium-sized companies from the financial sector, retail, education, manufacturing, among others, as well as federal, state and municipal entities and dependencies from the government sector. Axtel has wholesale customers, mobile and fixed operators (national and international) internet giants, data centers and tower operators.

In 2025, the top ten customers represented 22% of the Company's revenues. The two largest customers accounted for 4% of total sales each. No other customer represented more than 5% of Axtel's total revenues.

2.9) Applicable Legislation and Tax Situation

2.9.1) Applicable Law in the Telecommunications Industry

General

The Telecommunications industry in Mexico is primarily regulated by the Ley en Materia de Telecomunicaciones y Radiodifusión (LMTR), which became effective on July 17, 2025, deriving from the 2024 Constitutional Reform. In addition, various administrative provisions govern the industry. In December 2024, a decree amending, supplementing and repealing various provisions of the *Constitución Política de los Estados Unidos Mexicanos* in matters of organizational simplification (the 2024 Constitutional Reform) was published in the *Diario Oficial de la Federación* (DOF). This decree provided for the eventual dissolution of the Instituto Federal de Telecomunicaciones (IFT) and the *Comisión Federal de Competencia Económica* (COFECE), upon the enactment of the corresponding legislative amendments, and established that the exercise of competition authority in the telecommunications sector would transfer from the IFT to a new competition authority. In this context, in July 2025, the LMTR and amendments to the Ley Federal de Competencia Económica (LFCE) became effective, marking the creation of the Comisión Reguladora de Telecomunicaciones (CRT) and the Comisión Nacional Antimonopolio (CNA).

Pursuant to the LMTR, the CRT is a decentralized administrative body of the Agencia de Transformación Digital y Telecomunicaciones (ATDT), with technical, operational and managerial autonomy, responsible for regulating the telecommunications industry in Mexico from a regulatory, administrative and operational standpoint. Among its functions, the CRT is responsible for regulating, promoting and supervising the use, exploitation and development of the radioelectric spectrum, orbital resources, satellite communications, space services and their applications, space

sustainability, public telecommunications networks, passive infrastructure services, and the provision of broadcasting and telecommunications services, as well as the deployment of and access to active and passive infrastructure and other essential inputs.

The ATDT is a ministry within the centralized federal public administration responsible for formulating and implementing policies related to digital inclusion, digital government, information technology, communications and telecommunications within the federal government. With respect to the telecommunications and broadcasting sectors, the ATDT is responsible for guiding telecommunications, satellite and broadcasting policy, including universal and social coverage for connectivity, as well as issuing guidelines for the standardization and simplification of procedures and services related to the installation, deployment, maintenance, dismantling and removal of telecommunications infrastructure, among others.

The CRT, as a decentralized body of the ATDT, serves as the sector regulator and has the authority to grant and revoke concessions and permits, including the allocation of spectrum frequencies, as well as to grant, transfer, renew or revoke concessions, establish interconnection tariffs and impose sanctions for violations. The CRT has final decision-making authority over such matters, and its resolutions may only be challenged through indirect amparo proceedings, without the possibility of obtaining provisional or definitive injunctive relief.

With respect to the CNA, this entity assumed the powers of the former COFECE, as well as the competition-related powers previously vested in the IFT, including those related to the designation or termination of the Agente Económico Preponderante (AEP) and the imposition of measures necessary to prevent harm to competition and free market participation. Notwithstanding the foregoing, the CRT, in its capacity as sector regulator, retains authority to impose asymmetric regulation on the AEP, as well as to supervise and monitor compliance therewith.

In December 2019, the governments of Mexico, Canada and the United States reached an agreement to sign amendments to the free trade agreement known as the Tratado entre México, Estados Unidos y Canadá (T-MEC). This agreement includes key measures applicable to the telecommunications sector in Mexico aimed at promoting fair competition. It also incorporates principles intended to facilitate digital trade, thereby encouraging the availability of services and goods through information and communication technologies.

Regulatory framework for concessions

Since the Constitutional Reform of 2013 and under the new LTMR, now the "Single Concession" is foreseen as a general framework to provide any telecommunications and broadcasting public services, which has advantages such as:

- Conferring the right to provide all types of public telecommunications and / or broadcasting services if the concessionaire complies with the obligations and tariff payments established by the CRT. If the use of the radio spectrum or orbital resources is required, it must be obtained in accordance with the LTMR and will be granted by the CRT under the applicable concession.
- Allowing the consolidation of all concession titles under the RPT, thus simplifying administrative processes to comply with obligations.
- Requiring the registration of, among others, the concessions granted, authorizations given, and the associated services allowed. Before starting operations in any telecommunications service, the company in question must request the registration of the corresponding concession title in the Public Registry of Concessions.
- An extension of 30 years in the validity of the concession title, with the option of extending in equal terms. Concessions for the use of the radioelectric spectrum or orbital resources are granted with a validity of 20 years, with the option of extending in equal terms.

In accordance with the applicable legislation, there is a possibility to seize assets that make up a public telecommunications network that has been installed and is in operation, however, the power to intercede in security

interests is limited, as an authorization of the CRT is required for a third party to acquire rights with respect to the telecommunications network in question.

In addition to the concession regime, pursuant to Article 159 of the LMTR, the CRT also grants authorizations for, among others:

- Establishing and operating a telecommunications service marketer;
- Installing, operating or exploiting ground stations to transmit satellite signals; and
- Installing and operating cross-border telecommunications and satellite systems.

Additionally, authorized marketers will have the authority to:

- Access wholesale services offered by concessionaires; and
- Market their own services or provide telecommunications services as resellers.

Transfer. Concessions may be assigned, subject to prior authorization from the CRT, after the first three years following their grant. The CRT must approve such assignment of the concession title, provided that the transferee agrees to comply with the concession obligations.

As an exception, CRT authorization is not required in the case of assignments resulting from mergers, spin-offs or corporate restructurings, provided that such transactions occur within the same group of control or economic agent. In such cases, the transaction must be notified to the CRT within 30 calendar days following its completion.

Termination. A concession or permit may end in compliance with the LMTR upon the following events:

- Expiration of its term;
- Resignation by the concessionaire;
- Dissolution or bankruptcy of the concessionaire; or
- Revocation by either of the following events set forth in Article 287 of the LMTR:
 - Failure to exercise the rights of the concession within the established term;
 - Perform actions in contravention of applicable law or that affect the rights of other concessionaires;
 - Failure to comply with the obligations or conditions established in the concession title;
 - Refusal to interconnect other concessionaires, partially or totally disrupting or hindering interconnection traffic, without justifiable cause;
 - Failure to comply with the obligation to retransmit television signals of restricted networks, free of charge and on a non-discriminatory basis;
 - Refusing to retransmit broadcast content;
 - Change in the nationality of the concessionaire or initiating action to request protection from a foreign government;
 - Assign, lease or otherwise transfer concessions or authorizations, the rights granted thereunder or the assets used for the operation of such concessions or authorizations, in violation of the provisions of the LMTR;
 - Failure to pay to the Federal Treasury any amount due as fees owed to the Federal Government;
 - Failure to comply with the basic obligations for granting the concession;
 - Not providing the guarantees or assurances established by the CRT;
 - Changing the location of the broadcast station without prior authorization from the CRT;
 - Change the assigned bandwidth frequencies without authorization from CRT;
 - Suspend, totally or partially, telecommunication services in more than fifty percent of the coverage area without justification and without authorization of the CRT for more than twenty-four hours or up to three calendar days in the case of broadcasting;
 - Any case of dominant or preponderant economic agents that benefit directly or indirectly from the free retransmission rule of television signals through other operators;

- Failure to comply with resolutions or determinations of CRT regarding the accounting, functional or structural separation;
- Failure to comply with the resolutions or determinations of CRT regarding the local network unbundling, divestment of assets, rights or necessary equipment, or asymmetric regulation;
- Use of the concession granted by CRT, for purposes other than those requested, or profit from actions prohibited for the relevant type of concession; or
- Failure by the orbital resources concessionaire to submit the declaration referred to in the fourth paragraph of Article 143 of the LMTR;
- Failure by the orbital resources concessionaire to submit or implement the replacement plan, or where such plan has not been approved by the Commission;
- Any other provision set forth under applicable law.

The CRT will immediately revoke concessions and authorizations in the event of violations of Sections I, III, IV, VII, VIII, X, XII, XIII, XV and XX. In other cases, the CRT may revoke a concession or authorization if it has previously sanctioned the concessionaire at least twice for matters set forth in such sections, except in the case of Section IX, where revocation will apply upon a repeated occurrence of the same conduct described therein, and Section XX, where the CRT may determine that the orbital resources and associated frequency bands subject to the proceeding be immediately reclaimed.

Rescue. In addition to the above, concessions can also be revoked or changed by rescue. The Mexican Government is empowered by law to permanently terminate any telecommunication concession and claim any related asset for reasons of public interest, national security, continuity of a public service, among others, under Mexican law, the Mexican government is obligated to compensate the owner of such assets. The amount of the compensation will be determined by an appraiser. If the party affected by the rescue considers that the compensation is not appropriate, it has the right to initiate a judicial proceeding against the government. In this case, the competent authority will determine the appropriate amount of compensation that must be paid to the party affected by the rescue. So far, the Company is not aware of any case in which the Mexican Government has expropriated a concession from telecommunications companies. There is uncertainty regarding the terms and the amount paid in compensation.

Temporary seizure. The Mexican Government may temporarily seize all assets related to telecommunications concessions or permits in the event of a natural disaster, war, threats to internal peace, economic reasons or for other reasons related to national security. If the Mexican Government temporarily seizes such assets, except in the event of war, it must indemnify the concession holder for the losses and damages, including lost accrued revenues. The Company is not aware of any instance in which the Mexican Government has exercised its temporary seizure attributions in connection with a fixed or mobile telecommunications services company.

Rates for telecommunications services. In accordance with the LMTR, rates for telecommunications services (including fixed, local and mobile services) are freely determined by the providers of such services, in terms that allow the provision of services in satisfactory conditions of quality, competitiveness, security, retention and non-discrimination.

Pursuant to the LMTR, a company must register the tariffs for its telecommunications services prior to the provision of such services through an electronic filing.

In case of disagreement over interconnection tariffs or conditions, the CRT has the authority to determine the requirements in terms of rates, quality and types of services. Additionally, it will apply asymmetric measures to the concessionaires that have been declared as Preponderant Economic Agents and / or with substantial power in the market in accordance with the precepts of the LMTR, the LFCE and other applicable regulations. All tariffs for telecommunications services must be registered with the CRT prior its application.

2.9.2) Limitation on Capital Stock Investments by Foreign Shareholders – Foreign Investment Law

The holding of shares by foreigners of Mexican companies in certain sectors is regulated by the Foreign Investment Law and the Regulations of the Foreign Investment Law and the National Registry of Foreign Investments. The National Commission for Foreign Investment carries out the provisions of the Foreign Investment Law and its Regulations.

By virtue of the Decree by which various provisions of articles 6, 7, 27, 28, 73, 78, 94 and 105 of the Mexican Constitution were amended and added, regarding telecommunications industry dated June 11, 2013 and the Decree by which the Federal Telecommunications and Broadcasting Law and the Public Broadcasting System Law were issued; and various provisions on telecommunications and broadcasting are amended, added and repealed. On July 14, 2014, the restriction was eliminated so that companies in the telecommunications sector allowed the participation of foreigners in their social capital.

As a consequence of the above, the pertinent modifications were made to the CPOs trust agreement as well as to the issuance act formalized on December 1, 2005, to reflect the elimination of the limitations established for foreign holders of Axtel's CPOs, in order to equalize the corporate rights among the holders of CPOs, without distinction as to their nationality.

On March 26, 2018, an Amendment and Re-expression agreement of the Irrevocable Trust Agreement No. 80471 called AXTELCPOs was signed, for the purpose of modifying, among others, the elimination of the restrictions of corporate rights to foreign holders. Therefore, the amendment to the Certificate of Issuance of the CPOs was carried out and was formalized on May 23, 2018, as well as the respective exchange of the CPOs before the Indeval (*S.D. Indeval, Institución para el Depósito de Valores, S.A. de C.V.*) effected on July 31, 2018.

2.9.3) Income Tax (IT)

The Company is subject to the legislation applicable to variable capital corporations. As of this date, the Company follows all fiscal obligations under its charge and it does not enjoy any specific tax benefit, being a taxpayer of federal and local taxes in accordance with the taxation regimes provided for by the applicable legal provisions. The Company was subject in 2025, 2024 and 2023 to a legal income tax rate of 30%.

2.10) Human Resources

As of December 31, 2025, Axtel had 3,897 employees, of which 111 are on temporary contracts. Axtel does not have unionized personnel. For the years ended December 31, 2024 and 2023, Axtel had 3,841 and 3,946 employees, respectively.

2.11) Environmental, social and corporate governance commitment (ESG)

2.11.1) Sustainability Strategy

Since its inception, Axtel has embedded sustainability at the core of its business model, committing to generate economic, social and environmental value in a responsible manner. This approach not only guides the Company's strategic decision-making but also reflects its view that business growth should be aligned with social well-being and environmental protection.

Axtel maintains an Environmental and Social Policy, approved by its Board of Directors, which establishes the environmental, social and corporate governance (ESG) principles under which it operates, conducts business

relationships, promotes business growth, supports the comprehensive development of its employees and contributes to social well-being in communities across Mexico.

In addition, Axtel's sustainability strategy is structured around five key pillars:

Environmental Awareness Commitment to reducing environmental impact through lower consumption of energy, water and resources, as well as reductions in greenhouse gas emissions.

Workplace Well-being Focus on maintaining an inclusive, diverse, healthy and safe work environment, while providing development opportunities for employees.

Social Engagement Establishment of positive relationships with communities to contribute to economic and social development through active engagement between society and the Company.

Operational Efficiency Ensuring agile, efficient and high-quality operations in the use of resources, generating products and services that deliver value to customers and stakeholders.

Innovation and Workplace Culture Promotion of a digital culture to lead in a rapidly evolving technological environment, delivering innovative solutions that create value for customers and employees.

Axtel has implemented an Environmental and Social Management System (SGAS), designed to support the development and implementation of its environmental and social policy through the definition, execution, review and continuous improvement of its processes. The SGAS facilitates the evaluation and management of risks, the achievement of defined objectives and ongoing performance improvement.

2.11.2) ESG Structure

Axtel's ESG governance structure integrates sustainability across all levels of the organization to ensure the achievement of its strategic objectives.

ESG Executive Committee

The ESG Executive Committee is the highest-level governance body for environmental, social and corporate governance matters. Its responsibility is to ensure that sustainability is strategically integrated into the Company's operations, decision-making and performance. This committee reports directly to the Board of Directors and is composed of Executive Officers, and is chaired by the Chief Executive Officer.

- Armando de la Peña – Chief Executive Officer
- Adrián de los Santos – Executive Director of Finance & Planning
- Andrés Cordovez – Executive Director of Infrastructure & Operations
- Alicia Saucedo – Executive Director of Commercial Development
- Mauricio Díaz Gómez – Executive Director of Human Capital
- Sergio Bravo – Executive Director of Commercial
- Wilson Rojas – Executive Director of Legal and Regulatory

Responsibilities

- 1. Define and align the ESG strategic direction**, including approval of the Sustainability Model, establishment of vision and priorities, and ensuring consistency with the Company's corporate, financial and risk strategies.
- 2. Ensure ESG governance and compliance** by overseeing adherence to international standards and regulations, approving cross-functional policies and monitoring the proper implementation of the SGAS.
- 3. Evaluate ESG performance** by reviewing targets and KPIs, approving annual plans and resource allocation, and validating internal and external audits related to sustainability, ethics, compliance and supply chain matters.

4. **Make strategic decisions and determinations** by issuing priority mandates, approving key initiatives (including energy transition, D&I, social impact, cybersecurity and sustainable procurement) and endorsing remediation plans for critical findings.
5. **Oversee ESG communication and accountability** by approving public disclosures, such as the Integrated Annual Report, and representing the Company's sustainability commitments before the Board of Directors, investors and other stakeholders.

Committee Resolutions

- Establishment of targets for the reduction of greenhouse gas emissions.
- Establishment of targets related to gender equity within the Company's workforce.
- Definition of topics and number of training hours in cybersecurity, ESG and ethics.
- Approval of key initiatives to be implemented in subsequent years.
- Measurement of results through assessments conducted by S&P CSA and CDP.

ESG Operating Committee

The ESG Operational Committee is the technical body responsible for planning, executing, coordinating and monitoring all initiatives required to implement the ESG strategy approved by the Executive Committee. It is composed of the business units and functional areas with the greatest influence on ESG-related initiatives.

Responsibilities

1. **Implement and monitor the SGAS**, ensuring execution of plans and programs, follow-up on assessments and coordination of audits and continuous improvement efforts.
2. **Coordinate ESG initiatives across the organization**, ensuring cross-functional collaboration, managing operational risks and integrating ESG criteria into critical processes.
3. **Manage ESG data, metrics and reporting** by consolidating KPIs, verifying data quality and providing technical input for internal and external disclosures.
4. **Execute ESG strategic projects and initiatives**, advancing key programs and monitoring the achievement of targets across each pillar.
5. **Strengthen ESG culture, training and communication** by promoting sustainability education and ensuring that all areas understand their responsibilities.

Committee Resolutions

- Confirmation of the continuity of the current Sustainability Model, maintaining the strategic framework adopted by the organization.
- Ratification of environmental, social and governance policies without structural modifications for fiscal year 2025.
- Instruction to the ESG Operational Committee to integrate SGAS requirements and advance alignment with ISSB/IFRS S1 and S2.
- Mandate to update key metrics, particularly in emissions, cybersecurity and ESG training hours.
- Formal initiation of the materiality assessment update process, incorporating a double materiality approach (impact and financial).
- Determination that no additional resolutions were required, as no critical ESG governance gaps were identified requiring extraordinary intervention.

Each member of the committee is responsible for proposing actions, managing and allocating resources and implementing the plans necessary to achieve results. For each ESG-related initiative, a functional or operational lead is designated with responsibility for implementation, in coordination with the ESG Executive Committee. This approach ensures effective coordination across all levels of Axtel and alignment with the Company's strategic objectives.

Executive Compensation

Each year, Axtel evaluates the performance of business units and executives with direct responsibility for key ESG indicators, linking their compensation to the achievement of strategic sustainability objectives. In addition, the Company provides training to all employees on topics such as ESG, sustainability best practices and cybersecurity, the latter being addressed as one of the most significant risks to the business. This approach ensures the integration of sustainability and digital security as core pillars of its business strategy.

Contribution to the Sustainable Development Goals

Axtel reports its contributions to the Sustainable Development Goals (SDGs) at the target level, through specific actions and initiatives. In addition, Axtel aligns its efforts with the Ten Principles of the United Nations Global Compact, of which it is a signatory.

SDG 7: Affordable and Clean Energy

Axtel contributes to Sustainable Development Goal 7, particularly target 7.2, aimed at increasing the share of renewable energy in total final energy consumption, and target 7.3, focused on doubling the rate of improvement in energy efficiency.

To this end, the Company establishes carbon footprint reduction targets, incorporating energy efficiency practices and transitioning to renewable energy sources to reduce greenhouse gas (GHG) emissions. In addition, Axtel prioritizes the use of clean energy in its operations, optimizes energy consumption and enhances efficiency in its processes, incorporates electric vehicles into its fleet to reduce fossil fuel consumption and minimize its carbon footprint, and implements a waste management policy focused on reduction, reuse and recycling of materials, promoting an environmental culture and supporting a circular economy.

These actions are aligned with the United Nations Global Compact principles related to Human Rights (Principles 1 and 2) and Environment (Principles 7, 8 and 9).

SDG 8: Decent Work and Economic Growth

The Company contributes to Sustainable Development Goal 8, particularly target 8.5, aimed at achieving full and productive employment and decent work for all; target 8.7, focused on eradicating forced labor and ensuring the prohibition of child labor; and target 8.8, directed at protecting labor rights and promoting a safe working environment.

To this end, Axtel implements comprehensive well-being programs that promote the physical and mental health of its employees, ensuring a safe and balanced work environment. The Company aligns its practices with the principles of the International Labour Organization (ILO), ensuring respect for human and labor rights throughout its supply chain, and provides competitive compensation and benefits that exceed legal requirements, supporting employee stability and quality of life, as well as access to information through transparent communication regarding policies, benefits and working conditions.

These actions are aligned with the United Nations Global Compact principles related to Human Rights (Principles 1 and 2) and Labor Standards (Principles 3, 4, 5 and 6).

SDG 9: Industry, Innovation and Infrastructure

Axtel contributes to Sustainable Development Goal 9, particularly target 9.c, aimed at significantly increasing access to information and communications technologies.

To this end, the Company maintains high standards in network quality and coverage, ensuring reliable connectivity across its operations, facilitates access to information technologies through efficient digital tools for its employees and promotes process digitalization, and prioritizes privacy and personal data protection through compliance with national and international standards, safeguarding the information of employees, customers and strategic partners through the implementation of stringent information security policies.

These actions are aligned with the United Nations Global Compact principles related to Labor Standards (Principles 3, 4, 5 and 6) and Environment (Principles 7, 8 and 9).

SDG 13: Climate Action

The Company contributes to Sustainable Development Goal 13, particularly target 13.1, aimed at strengthening resilience and adaptive capacity to climate-related risks, and target 13.2, focused on integrating climate change measures into the Company's policies, strategies and plans.

To this end, Axtel implements strategies to address climate-related risks by identifying and managing vulnerabilities in its operations to minimize disruptions and enhance responsiveness to extreme events, and promotes sustainable business practices within its supply chain by encouraging the adoption of environmental and social criteria among its suppliers and strategic partners.

These actions are aligned with the United Nations Global Compact principles related to Environment (Principles 7, 8 and 9).

SDG 16: Peace, Justice and Strong Institutions

Axtel contributes to Sustainable Development Goal 16, particularly target 16.3, aimed at promoting the rule of law and ensuring equal access to justice; target 16.5, focused on substantially reducing corruption and bribery in all their forms; and target 16.6, directed at developing effective, accountable and transparent institutions at all levels.

To this end, the Company ensures compliance with local and international regulations, adhering to applicable laws and the highest standards in corporate governance and compliance, maintains anti-corruption and anti-bribery systems that safeguard integrity in its operations and business relationships, promoting a culture of ethics and accountability, and fosters awareness of its ethical culture and compliance framework to encourage employees and business partners to report any irregular conduct or violations of its ethical principles.

These actions are aligned with the United Nations Global Compact principles related to Human Rights (Principles 1 and 2), Labor Standards (Principles 3, 4, 5 and 6) and Anti-Corruption (Principle 10).

2.11.3) Materiality

In 2024, as part of its biennial process, Axtel updated its materiality assessment to identify the ESG topics most relevant to its business, the industry and its stakeholders. The assessment was conducted through four key steps:

- 1. External Context Analysis.** A benchmarking analysis was performed to evaluate Axtel's ESG performance relative to peers in the telecommunications sector. This analysis included a review of material topics for competitor companies, as well as their strategies, market positioning and other key factors.
- 2. Internal Context Analysis.** The Company identified and prioritized its most relevant stakeholders, assigning weightings based on their relative importance, recognizing that their engagement is critical to obtaining a two-way perspective on the issues that should be prioritized by Axtel. Input was gathered from investors, employees, customers and suppliers through surveys.
- 3. Results Analysis.** Following the assessment of external and internal stakeholder perspectives, together with an evaluation of perceived maturity in the management of Axtel's ESG efforts, the most relevant topics were identified.
- 4. Validation of Material Topics.** Once the material topics relevant to Axtel were identified and the assessment process had been reviewed, the ESG Executive Committee evaluated and approved the results. This process resulted in the identification of 10 material topics for Axtel and its stakeholders.

Materiality Analysis

Axtel identified the 10 most critical material topics for the organization, based on the relevance assigned by respondents and the relative importance of each stakeholder group to the Company.

The material topics, together with their corresponding ESG dimension and related SDGs, are as follows:

- Cybersecurity – Governance – SDGs 9, 16
- Corporate Governance – Governance – SDG 16
- Human Capital Development – Social – SDGs 4, 8
- Network Reliability – Governance – SDG 9
- Emissions – Environmental – SDGs 7, 13
- Internet Access / Digital Inclusion – Social – SDGs 9, 10
- Climate Mitigation and Adaptation – Environmental – SDGs 11, 13
- Social Impact – Social – SDGs 1, 8, 10
- Circular Economy – Environmental – SDG 12
- Customer Relationship Management – Governance – SDGs 8, 12

2.11.4) Working Environment

Comprehensive Well-being

Employee well-being is a key enabler of performance, retention and organizational engagement. Accordingly, Axtel provides a range of benefits and programs that exceed legal requirements in Mexico and are designed to support employees across different stages of their personal and professional lives, fostering stability, security and balance.

These benefits are available to both full-time employees and those under part-time arrangements or temporary contracts, ensuring equitable and consistent access to the benefits offered by Axtel. Employee Support Programs.

Employee Benefits and Compensation

During 2025, Axtel maintained a benefits framework focused on financial protection, health and overall well-being. Key benefits include double the statutory Christmas bonus, major medical insurance, life insurance, savings fund, up to 20 days of personal leave and coverage for disability or incapacity.

With respect to parental leave, the Company recognizes mothers as primary caregivers and fathers as non-primary caregivers. Under this framework, Axtel grants 12 weeks of paid leave for women and one week for men, reinforcing its commitment to shared responsibility and support for parenthood.

Additionally, Axtel provides targeted support for employees during maternity, aimed at facilitating a gradual and balanced return to work. For a period of 10 months, employees may access home office arrangements, lactation schedules and flexible work modalities that combine on-site and remote work, depending on the nature of their roles:

- +10 months of home office (where job functions do not allow this, the time is added to lactation leave)
- 10 months of lactation schedule
- 10 months of flexible work arrangements: on-site schedule from 8:00 a.m. to 4:30 p.m., or on-site from 8:00 a.m. to 2:00 p.m. with remote work from 3:00 p.m. to 5:00 p.m.

During 2025, 991 women and 2,906 men were eligible for parental leave. Of this total, 31 female employees utilized the benefit. Axtel recorded a 100% return-to-work rate, reflecting the effectiveness of these programs in supporting workforce continuity.

Career Development and Training

The professional development of Axtel's workforce is a critical component in addressing the challenges of a rapidly evolving technological environment. Continuous training strengthens the technical, operational and leadership capabilities required to ensure service quality, drive innovation and sustain business growth.

Axtel's training approach integrates internal programs, specialized certifications, mentorship and collaborative learning frameworks. These initiatives contribute not only to the individual development of employees, but also to reduced turnover and the strengthening of an organizational culture grounded in equity, continuous learning and operational excellence.

Alestra Institute

Axtel continues to strengthen the Instituto de Desarrollo Tecnológico y de Talento Alestra (Instituto Alestra), its corporate university recognized by the Secretaría de Educación Pública (SEP). Through this platform, the Company offers academically accredited programs that expand professional development opportunities for its workforce.

During the year, Instituto Alestra delivered two master's degree programs focused on strengthening strategic capabilities for the operation and management of technological solutions. These programs "*Innovación de Dirección Digital Empresarial and Gestión Estratégica de Ciberseguridad*" reflect Axtel's commitment to developing critical capabilities in key business areas.

During the year, Axtel recorded 28 new enrollments at Instituto Alestra and 20 graduates, with two employees receiving honors for academic excellence.

Participant satisfaction reached 90%, demonstrating the relevance and quality of the programs delivered.

Institutional Training Program

In addition, Axtel implements an institutional training program that addresses both fundamental operational needs and advanced development of skills. This program includes content related to sustainability, innovation, organizational culture, hybrid work, information security, integrity, diversity and inclusion, human rights and environmental matters.

During 2025, 100% of the Company's workforce participated in at least one training activity. Programs delivered included technical certifications, occupational safety courses, onboarding processes for operational and commercial areas, leadership workshops, instructor training and specialized training for field personnel.

Training and Certified Workforce in 2025:

- Institutional training program: 3,884 employees
- Tower climbing and working at heights certification: 430 employees
- Onboarding welcome kit program for operational areas: 655 employees
- Axtel onboarding program: 591 employees

2.11.5) Occupational Health and Safety

The health and safety of Axtel's employees constitute an operational priority and a key component in achieving sustainable results. Axtel's approach recognizes that the physical, mental and emotional well-being of its workforce directly impacts on work quality, business continuity and stakeholder confidence.

This commitment is formalized in the Company's Health and Safety Policy, which applies to all operations, including employees, contractors and individuals under Axtel's supervision. The policy is aligned with international Occupational Health and Safety standards, is developed in consultation with employees and their representatives, and establishes a framework for continuous improvement with quantitative objectives to strengthen system performance.

Occupational Health and Safety Management System

Axtel implements an Occupational Health and Safety Management System aligned with STPS regulations, ISO 45001 certification and the Distintivo TRe. This system covers 100% of its workforce and 35 worksites nationwide, without exclusion of personnel. Occasional contractors are not covered under this system; however, they are required to comply with the guidelines established in the Code of Conduct and applicable legislation.

The system incorporates risk and hazard assessments, internal inspections, incident investigation procedures, specialized training programs and the integration of health and safety criteria into procurement and contracting processes. All agreements with suppliers require, at a minimum, compliance with the Ley del Seguro Social, the Ley Federal del Trabajo and the Company's internal safety provisions.

To strengthen preventive management, Axtel has established a Health and Safety Committee responsible for overseeing the implementation of safety measures, conducting periodic inspections, managing health-related emergencies and participating in incident investigations. This effort is complemented by Civil Protection Brigades and the Safety Committee, which reinforce a preventive culture and ensure a timely response to risk situations.

Participation and consultation processes enable employees to actively contribute to the development, implementation and evaluation of the occupational health and safety management system. Through self-inspections, brigades and committees, Axtel ensures 100% workforce representation, with quarterly meetings and decision-making authority vested in Corporate Security Management and the Human Capital leadership.

System Coverage

Axtel reports coverage of 3,897 individuals corresponding to employees directly employed by the organization whose work or workplace is controlled by the Company.

Identification and Management of Occupational Risks

The identification and assessment of occupational risks are carried out through structured methodologies that classify hazards based on their likelihood and impact. These include approaches aligned with ISO 31000, SWOT analysis, Failure Mode and Effects Analysis (FMEA), HAZARD analysis, hierarchy of controls, Job Safety Analysis (JSA) and initial site assessments prior to the commencement of activities.

Risks with the highest potential impact are prioritized for the implementation of preventive and control measures. Continuous monitoring of operational indicators enables the reduction of incidence, frequency, severity and accident rates, strengthening a safer work environment. The results of these analyses feed into the continuous improvement process of the management system.

Reporting of Risk Situations

Axtel maintains accessible and reliable mechanisms for employees to report occupational risk situations. These include channels through Human Resources, the Health and Safety area, the Medical Department, the Suggestion Box and the Health and Safety Committee.

To ensure confidence in these processes, confidentiality and anonymity measures are implemented, allowing for reporting without fear of retaliation. Employees have the right to withdraw from situations that pose a risk to their health or safety, in accordance with the guidelines established in the Occupational Health and Safety Policy. Protection against potential retaliation is ensured through technical evaluations, safety analyses and medical assessments, as applicable.

Prevention and Mitigation of Occupational Health and Safety Impacts

Axtel implements prevention programs focused on higher-risk operational areas, including field personnel, internal plant, warehouses, maintenance and operations. The primary risks identified include falls from height and traffic-related incidents, for which measures such as specialized training, medical monitoring, on-site permitting and systematic application of Job Safety Analysis (JSA) have been strengthened.

Occupational Health Services

Axtel provides a range of occupational health services aimed at eliminating hazards and minimizing risks in the workplace. These services include epidemiological health surveillance programs, medical records for high-risk roles, informational sessions delivered by specialists and an electronic care platform managed by Human Capital and the Medical Service.

Additionally, the Company offers medical advisory services, psychological support, vaccination campaigns, nutritional consultations and preventive programs in coordination with the IMSS.

As part of its preventive campaigns, Axtel administered 1,500 vaccines to employees and their families, reinforcing collective protection.

Occupational Health and Safety Training

During 2025, general and specialized health and safety training courses were delivered, covering topics such as evacuation procedures, firefighting, first aid, working at heights, manual handling of loads and tower safety.

General courses

- Building evacuation
- Fire prevention and firefighting
- First aid
- General health awareness sessions
- Psychological health and stress management sessions
- Workplace safety

Specialized courses

- Working at heights
- Tower operations
- Manual handling of loads

Comprehensive Well-being and Psychosocial Health

In compliance with NOM-035, Axtel implements a Comprehensive Well-being Strategy based on three dimensions: health, professional development and work-life balance. This strategy includes mental health workshops, support for traumatic events, support groups, hybrid training programs and family-oriented engagement activities.

During 2025, the Company conducted six seminars with more than 1,000 participants, online emotional health programs with sessions delivered by specialists and well-being campaigns focused on prevention, nutrition, visual and dental health, physical activity and stress management.

These actions contribute to the creation of a healthy, inclusive and resilient work environment.

Safety Performance and Accident Reporting

In terms of performance, during 2025 Axtel recorded no fatalities or serious injuries resulting from occupational accidents among employees or non-employees working under its control. A total of nine work-related injuries were reported, primarily associated with same-level falls and sprains.

The injury rate was 1.1410, calculated per 1,000,000 hours worked.

These results reflect the effectiveness of the preventive measures implemented and the Company's commitment to continuous improvement in occupational health and safety.

Healthy Work Environment

Axtel recognizes that a positive work environment is a key determinant of employee well-being, productivity and retention. To periodically assess employee engagement and satisfaction, the Company conducts a biennial Organizational Climate Survey, aligned with NOM-035 guidelines on psychosocial risk factors in the workplace.

During 2025, Axtel invited 3,801 employees to participate in the survey, receiving responses from 3,194 individuals, representing a high participation rate. Results indicate an 84% level of active engagement, reflecting a favorable work environment consistent with applicable regulatory standards.

Of the total respondents, 72.55% reported being satisfied, 18.58% expressed a neutral position and 8.87% indicated a negative perception. These results enable the identification of organizational strengths as well as areas of opportunity to further enhance the employee experience and emotional well-being of the workforce. The information obtained through the survey serves as a key input for decision-making in human capital management, supporting the design of preventive actions, support programs and improvements in internal processes.

Survey results, together with external recognitions and performance evaluation systems, form part of a comprehensive approach to continuous improvement of the work environment at Axtel. This approach strengthens trust, sense of belonging and employee engagement, ensuring that the organization continues to provide a safe, inclusive and motivating workplace.

External Recognition in Workplace Well-being

Axtel's commitment to fostering healthy work environments has been recognized by external organizations. Among these is the Distintivo Wellbeing, a biennial initiative for which the Company applied in 2024 and in which it plans to participate again in 2026. Axtel was also awarded the Distintivo TRe, granted by the Secretaría del Trabajo de Nuevo León, which certifies companies that maintain healthy workplace environments, effectively manage their workforce and achieve outstanding organizational results, as well as the NMX-R-025-SCFI-2015 certification for Workplace Equality and Non-Discrimination.

2.11.6) Environmental and Social Impact

Environment

Axtel complies with applicable environmental regulations and mandatory standards. In addition, the Company promotes actions that go beyond regulatory requirements and aligns its practices with international frameworks such as the United Nations Global Compact and other relevant guidelines. This

approach enables Axtel not only to ensure compliance but also to adopt proactive measures aligned with environmental criteria established by initiatives such as CDP and S&P Global CSA.

In 2025, Axtel did not record any instances of non-compliance with environmental regulations or other provisions applicable to its operations. The Company does not maintain commercial partnerships or provide financing to organizations or individuals that could influence the creation or modification of environmental policies, laws or regulations. Likewise, Axtel does not participate in activities that directly or indirectly influence such regulatory processes and is not part of formal transparency platforms or mechanisms related to these activities.

Axtel has an Environmental and Social Policy that guides the responsible use of resources across areas such as operations, services, distribution and logistics processes, waste management and relationships with suppliers, contractors and strategic partners. The policy also incorporates priority topics such as climate change mitigation, efficient water management and biodiversity protection, while promoting employee engagement to optimize resource use.

Environmental Performance

In 2025, Axtel implemented key initiatives such as Main Switch Optimization, Network Optimization, Site Shutdown and Microwave Radio Optimization, avoiding 634 tCO₂e. In addition, the Company achieved a score of 63 points in the S&P Global CSA assessment and a rating of B from CDP.

Environmental Management Incentives

Axtel evaluates performance based on key ESG indicators, as well as the achievement of ESG objectives, including the reduction of greenhouse gas emissions, increased training hours and the development of internal talent. These metrics are incorporated into the variable compensation of Executive Officers and senior executives with direct responsibility for implementing initiatives in this area.

Energy Management

For Axtel, energy is an essential resource that enables the operation of electronic equipment, climate control systems and workplace lighting. In this context, its Energy Savings Policy establishes guidelines aimed at responsible energy use and the reduction of greenhouse gas emissions.

The Human Resources and ESG Department oversees compliance with this policy, while operational areas monitor the implementation of programs designed to improve energy efficiency.

Consistent with its environmental commitment, Axtel develops Energy Management Programs that include actions such as reducing consumption, periodically evaluating progress, incorporating clean energy sources and providing energy efficiency training to employees. These initiatives not only improve energy utilization but also strengthen an organizational culture focused on sustainability and environmental responsibility.

To increase awareness of responsible energy consumption and promote sustainable practices within the organization, the Company incorporates specific modules on energy efficiency into its sustainability training programs for employees.

Given the nature of its business, Axtel operates data centers for which it monitors energy efficiency through the Power Usage Effectiveness (PUE) metric, which measures the ratio between total facility energy consumption and the energy used by IT equipment. This information supports continuous improvement efforts to optimize energy use.

PUE by data center:

- H1 Center: 1.73
- H2 Center: 1.85
- H3 Center: 1.85
- HGD Center: 1.99

In 2025, the average Power Usage Effectiveness (PUE) was 1.86, based on total data center energy consumption of 10,720 MWh, of which 8.3% was sourced from renewable energy, reinforcing the Company’s commitment to efficiency. Axtel aims to maintain current levels of renewable energy within its data center energy mix, while consistently sustaining a PUE below 2.

Greenhouse Gas Emissions (GHG)

Axtel conducts an annual inventory of its greenhouse gas (GHG) emissions, identifying both direct and indirect sources generated by its operations.

Compared to its 2020 baseline year, Axtel reported a 42% reduction in Scope 1 and Scope 2 GHG emissions in 2025.

The Company’s commitment to emissions reduction is supported by an absolute target that jointly considers Scope 1 and Scope 2 emissions:

- Base year: 2020
- Target year: 2027
- Base year emissions: 63,412 tCO₂e
- Reporting year emissions: 36,740 tCO₂e
- Reduction achieved vs. base year: 42%

Scope 1

Scope 1 emissions originate from fuel consumption in stationary or fixed sources, which include the use of LP gas, diesel and gasoline in emergency power plants, as well as from mobile sources, corresponding to emissions generated by the consumption of diesel and gasoline from the Company’s vehicle fleet.

In 2025, Scope 1 emissions accounted for 12% of Axtel’s total inventoried emissions.

Scope 2

To estimate Scope 2 emissions, the Company considered the acquisition of electrical energy from conventional, photovoltaic and efficient cogeneration sources used to operate its facilities, applying the location-based and market-based approaches defined by GHG Protocol.

Under the location-based approach, emission factors from the National Grid were applied, which for 2024 were 0.444 tCO₂e/MWh. Under the market-based approach, emission factors provided by each supplier were used.

In 2025, Scope 2 emissions accounted for 85% of Axtel’s total inventoried emissions..

Emissions Targets and Results

- Market-based emissions (tCO₂e):
 - 2024 Target: 41,484

- 2024 Year-End Result: 34,532
- 2025 Target: 39,658
- 2025 Year-End Result: 32,375

Scope 3

Regarding Scope 3, emissions derived from indirect activities within the value chain were analyzed. In particular, Category 6 (business travel) and 7 (employee commuting) were considered, in accordance with the GHG Protocol classification.

In 2025, Scope 3 emissions accounted for 3% of Axtel's total inventoried emissions. At this time, no specific reduction target has been defined for these emissions.

- **Category 6: Business Travel** For the estimation of this category, domestic and international flights taken by their employees were included. A total of 3,943,974 km traveled were recorded, 89% corresponding to domestic flights and 11% to international flights, resulting in 966 tCO₂e attributable to business air travel.
- **Category 7: Employee Commuting** Emissions generated from fuel consumption associated with gasoline allowances granted to executives were considered, resulting in a total of 282 tCO₂e attributable to this category.

Energy Efficiency and Emissions Reduction Initiatives

During 2025, we implemented various actions aimed at operational optimization and emissions reduction.

Main Switches Optimization 2025

- 1 Ericsson telephone exchange shut down
- 13 switchboard equipment/peripherals shut down
- Energy savings: 598,521 KWh (2,154 GJ)
- Emissions avoided: 235.2 tCO₂
- Energy Cost Savings: Ps. \$1,179 thousand

Network Optimization (site decommissioning)

- 1 site decommissioned
- Energy savings: 264,665 KWh (953 GJ)
- Emissions avoided: 104.01 tCO₂

Network Optimization (site shutdown)

- Shutdown of 56 sites
- Energy savings: 395,482 KWh (1,424 GJ)
- Emissions avoided: 172.5 tCO₂

Network Optimization (equipment shutdown)

- Shutdown of 8 devices
- Energy savings: 130,587 KWh (470 GJ)
- Emissions avoided: 49.0 tCO₂

Microwave Radio Optimization

- 1,205 MW units shut down
- Energy savings: 178,528.32 KWh (643 GJ)
- Emissions avoided: 73.62 tCO₂
- Energy cost savings: Ps. \$1,243.2 thousand

Total energy reduction: 5,644 GJ

Note. To quantify energy savings and emission reductions, the following principles were applied:

- *Energy conversion: 1 Watt equals 3,600 Joules.*
- *Reduced energy calculation: annual avoided consumption in kWh \times 1,000 \times 3,600.*
- *Conversion to GJ: total amount of Joules divided by 1,000,000,000.*

Other Initiatives: Green Technology Solutions and Services

Connectivity and digital platforms:

To reduce emissions associated with mobility, Axtel promotes access to digital platforms that enable remote collaboration, thereby reducing the need for travel. Likewise, the Company offers connectivity services for shared vehicle applications, contributing to a lower carbon footprint in both urban and rural environments.

Connectivity services for the financial sector:

The Company promotes responsible investment platforms that facilitate financing for sustainable business models, social projects and initiatives aligned with the Sustainable Development Goals (SDGs).

Internet of Things (IoT) for energy efficiency and mobility:

Through IoT-based solutions, Axtel supports the optimization of transportation and fleet management, helping to reduce fuel consumption.

Technology applied to industry and agriculture:

The Company drive agro-industrial transformation through technological solutions that increase productivity and reduce environmental impact. From industry and livestock operations, using tools such as Tráfico Móvil, which optimize processes for more efficient and sustainable production, to agriculture, where connectivity enables crop monitoring, optimizing the use of pesticides and improving smart irrigation systems.

Contribution to emissions reduction

Axtel contributes to the transition toward a low-carbon economy through efficient infrastructure, the use of renewable energy, and digital solutions such as cloud computing and teleworking, which help reduce emissions associated with transportation. Its solutions are aligned with two key approaches:

- Low-carbon products. Energy-efficient technologies and services that optimize resource use.
- Avoided emissions. Services that enable our clients to reduce their own environmental footprint.

Given the scope and diversity of its customer base in Mexico, the annual estimation of avoided emissions remains a challenge. Nevertheless, Axtel continues to explore methodologies to measure and maximize their environmental impact.

Note. Currently, they do not use any specific taxonomy to designate products or services as low-carbon.

Water

Although Axtel's water consumption is limited to office facilities, primarily for sanitary services and air-conditioning systems, and mindful of the context in which the Company operates, they have implemented a Water Efficiency Policy aimed at optimizing water use and contributing to its conservation.

The sustainability training courses provided to Axtel's employees include specific modules on water use reduction, promoting responsible practices that support the preservation of the resource.

In 2025, Axtel consumed 12,174 m³ of water, most of which was sourced from areas experiencing water stress. The Company's consumption comes mainly from municipal water supplies in the regions where they operate, with subsequent discharge back into the same systems.

Axtel is a service company and does not use hazardous substances. In addition, they monitor water consumption monthly to optimize its use. During 2025, no negative impacts or sanctions related to water use were recorded.

Materials and Waste

In compliance with Mexican Official Standards, current environmental legislation and in alignment with Axtel's Waste and Materials Management Policy, the Company implemented strategies aimed at the responsible management of the waste generated by their operations, ensuring its proper handling and reducing its environmental impact.

Axtel's services are mostly intangible; the use of materials is concentrated in the infrastructure and physical facilities. Among the most relevant components are microwave (MW) links, fiber optic access equipment (CPEs) and primary fiber optic distribution frames (DPs), which incorporate recycled material content of 20%, 20% and 16%, respectively.

Although the Company currently does not have a formal waste management program, it recognizes the importance of proper waste handling and reaffirms their commitment to optimize processes to reduce waste generation and promote responsible practices. In line with this commitment, Axtel provides specific training to employees focused on strategies to reduce waste.

To assess trends in waste generation and identify opportunities for improvement in its management, detailed information is essential. Accordingly, the data presented below includes a breakdown of the waste generated during 2025, classified by type, volume and disposal method.

During 2025:

1. 18 tons of waste were sent for recycling
2. 25% Recycling target 2025

Biodiversity

At Axtel, they are committed to environmental protection and biodiversity conservation through their No Deforestation Policy, which applies to both their operations and suppliers and has been approved by of Senior Management.

Although the Company's activities are carried out in urban areas, they maintain a strong commitment to environment preservation through reforestation initiatives, the maintenance of green spaces, and alliances with suppliers that share their zero-deforestation policy. In addition, Axtel promotes environmental training and awareness programs, thus strengthening its commitment to environmental protection.

The Company recognizes the importance of biodiversity, as well as the associated risks and opportunities. While they have not yet conducted a specific assessment, this topic will be addressed in their upcoming strategic initiatives.

2.11.8) Corporate Governance

At Axtel, the highest governing body is the Board of Directors, a group of individuals who work together with the Chief Executive Officer to guide the business in a responsible, ethical and strategic manner. Its primary objective is to ensure the creation of sustainable value for customers, employees, shareholders and suppliers.

The Board of Directors is co-chaired by Álvaro Fernández Garza and Tomás Milmo Santos, is classified as Tier 1, and is composed of 10 regular directors, six of whom are independent, as well as one alternate director. In accordance with the Ley del Mercado de Valores (LMV), at least 25% of Board members must be independent. However, Axtel seeks to exceed this threshold and currently maintains 60% independent directors, surpassing its internal target of 50% and complying with both the LMV and internal governance standards.

In 2025, the Board of Directors held five formal meetings, convening at least on a quarterly basis, with an average attendance rate of 88%, exceeding the minimum requirement of 80%. In addition, the average tenure of Axtel's Board members is 12.2 years, reflecting stability and experience within the Company's governing body.

Appointment and Selection of the Highest Governing Body

Members of the Board of Directors are elected and re-elected on an annual basis through a rigorous and transparent process that considers knowledge and experience in economic, social, and environmental matters, as well as diversity and academic background. Candidates are also assessed based on their professional and ethical qualifications, ensuring a clear understanding of their legal responsibilities, including the confidentiality of information. Individuals with potential conflicts of interest abstain from participating in deliberations and are restricted from accessing sensitive information.

In accordance with Axtel's Code of Ethics, the selection of board members is based on objective criteria that evaluate their capabilities, professional experience, relevant competencies, track record, independence, and alignment with Axtel's corporate values. This process ensures a strong governing body with the strategic expertise required to guide the Company.

Although Axtel does not have a formal Diversity Policy specifically for the Board, the Company promotes equal opportunity, ensuring that the selection of board members is not influenced by factors such as gender, origin, marital status, religion, sexual orientation, or other discriminatory considerations.

Evaluation of the Highest Governing Body

Although Axtel does not have a formal process for evaluating the performance of the Board of Directors, its oversight of the Company's impact on the economy, society, and the environment is assessed. This responsibility lies with the Audit and Corporate Practices Committee, which reviews the processes related to these matters and ensures compliance and effectiveness.

Subsequently, Internal Audit conducts the reporting and follow-up process regarding the principal risks and evaluations identified. It should be noted that this evaluation is not conducted on an independent basis.

For more information, see section 4.3) *the Management and Shareholders* of this Annual Report.

2.12) Market Information – Mexican Telecommunications Industry

2.12.1) Markets

Axtel, a company that serves the Mexican ICT market, through three segments: enterprise, government; and wholesale.

With a high focus on convergent Digital Transformation managed services (Cloud, Cybersecurity and Collaboration) and Value-Added solutions (System Integration and Managed Services), Axtel has positioned itself as a brand that has the experience, infrastructure and leading services to energize the ICT industry and contribute to the development of a new generation of more innovative, efficient and competitive companies. This is backed by strong partnerships with world leading technology partners and a service philosophy that strives for excellence.

The Company has the necessary experience and reputation of providing highest standards of service required by corporations and companies in the most significant sectors of the Mexican economy. Axtel currently has ongoing contracts with most of the international and domestic financial groups in the country, which emphasizes Axtel's important positioning within the financial sector, as in many others.

Enterprise market penetration by service

Service	Market Penetration '25 (%)
Telecom	17%
Connectivity and Managed Networks	17%
Voice and Data	31%
Collaboration	11%
Information Technologies	7%
Cybersecurity	12%
Data Centers and Cloud Services	4%
System Integration	7%

**Company estimates with information from third parties including industry analysts, such as IDC, Gartner, and Select.*

2.12.2) Market Size and Projected Growth

According to industry analysts, including IDC, Gartner, Frost & Sullivan and Select, the Mexican Telecommunications market generated Ps. 89 billion in 2025, almost 5% annual increase. For the next 3 years, the Information and Communication technology market is expected to have an annual compounded growth of almost 6%; mainly driven by double-digit growth in Cloud Services and Cybersecurity.

The Mexican infrastructure addressable market for Axtel Networks is estimated to be around Ps. 16 billion for 2025 and a 3% annual growth is expected for the next 3 years; mainly driven by fiber growth.

2.12.3) Competition

The main competitors in the telecommunications sector are: Telmex (Triara, Scitum, Global Hitts, RedUno), Grupo Televisa Telecom (Bestel, Metrored), KIO Networks (MasNegocio, Smart, TibaIT, Wingu), Grupo Megacable (MCM, Ho1a, Metrocarrier) Fló Networks and Total Play Empresarial.

Telmex. Axtel's main competitor, was formerly the state-owned Telecommunications monopoly. It has the largest nationwide infrastructure covering the full spectrum of the market (enterprise, government, residential, telecom, IT, OTT), additionally America Móvil participates in the mobile market business through Telcel. Its revenues come mainly from the residential market. In 2015, Telmex was declared a preponderant economic agent under the new telecommunications reform, because of its market power and focus on providing local telephony and internet services. Strengthened in the public sector; it has been awarded important multi-year contracts in the current federal administration.

Televisa Telecom. Televisa, the largest Spanish-speaking media company in the world, is the majority owner of Cablevisión, TVI, Cablemás, Telecable and Cablecom. By leveraging its position in the media sector, as well as its strong

capitalization, Televisa has entered the Telecommunications industry. For the enterprise and government segment it offers solutions through Bestel (with more than 15 years of experience and part of Grupo Televisa Telecom since 2007), providing voice, networks, internet, information technology and managed services. Televisa offers CATV services, broadband internet and telephony services through double-play and triple-play packages. In November 2014, it rebranded its cable service as “Izzi Telecom”.

Kio Networks. This company provides an information technology and infrastructure portfolio. It has data centers located in Mexico, Central America, the Caribbean and Europe.

Megacable. It provides internet services, paid television, fixed and mobile telephony services to the residential and business segments. In addition, it owns Metrocarrier, MCM, Ho1a and PCTV, providing value-added services that include managed services, equipment and content.

Totalplay. The company is part of Grupo Salinas and offers internet access, pay TV and telephony services, to the residential segment. Through its enterprise segment, it serves government and corporate institutions with multiple telecommunications services.

Fló Networks (formerly known as Transtelco) was founded as a data transport company specializing in cross-border connectivity. Over the past few years, it has consolidated a robust portfolio of data and cloud services. Between 2020 and 2023, the company acquired Neutrona, Maxcom, and redIT.

Competitive position – Positive aspects:

Axtel is the leading service provider in the business segment in Mexico with more than 25 years of experience in the market consolidating technological innovation, strategic alliances and high specialization in global technological trends.

Axtel has a focus on target markets, providing a high level of specialization and customer service through its businesses, Axtel Networks with a focus on Infrastructure for wholesale customers, and Alestra with a focus on services to the enterprise and government segments.

The strength of Alestra's service portfolio is a market differentiator due to its broad technological coverage based on 4 business lines: Telecom, Information Technology, Cybersecurity and Mobility. As well as in their Strategic Verticals: Financial, Commerce, Manufacturing and Transportation & Logistics.

Axtel Networks has an extensive metropolitan and long-distance fiber optic network that provides a unique position to offer world-class services that meet the needs of transporting large volumes of data with maximum performance.

Axtel is recognized for being the first provider of cloud services in Mexico, having the first experience center in Mexico and Latin America (more than 15 years of operation), being the only one to offer a Mobility solution in Mexico with a total connection guarantee and have more than 60 leading technology partners globally.

The Company combines specialized talent with business acumen, reliable and scalable technology, global partnerships with local execution, and a commitment to trust and long-term continuity.

Competitive position – Negative aspects / risks:

Global and Mexican economic and political conditions may adversely affect business and financial performance. Likewise, the telecommunications industry in Mexico is very competitive, which is why Axtel always seeks to offer differentiators in its service offering to maintain its technological leadership. However, the Mexican IT market exhibits low concentration, reflecting a competitive and fragmented landscape.

On the other hand, there is significant pressure on rates, especially connectivity services. Axtel year after year increases the base of services and their capacity to mitigate this risk.

If any of the suppliers does not provide the services, technologies and/or equipment, it could negatively affect the Company's results of operations. Therefore, contracts, service standards and operating agreements with suppliers are essential to guarantee the promise to customers.

Loss of market share or revenue from government sector customers could have a negative impact on the financial condition and results of the operation. Due to the above, Axtel has restructured its service to this market segment in order to serve federal, state and municipal agencies.

2.12.4) Reforms in Mexico's Telecommunication Sector

2024 Constitutional Decree: Decree amending, supplementing, and repealing various provisions of the Constitución Política de los Estados Unidos Mexicanos with respect to organizational simplification, which initiated the process for the dissolution of the IFT and COFECE, as well as the creation of the CRT and CNA, which assumed their respective functions.

AEP Resolution: On March 6, 2014, the plenary session of the IFT approved the "Resolution by which it determines that the economic interest group integrated by América Móvil S.A.B DE C.V, Telefónica de México S.A.B DE C.V and Telefónica del Noreste S.A. DE C.V, Radiomóvil DIPSA S.A.B DE C.V, Grupo Carso S.A.B DE C.V and Grupo Financiero Inbursa S.A.B DE C.V as Preponderant Economic Agent in the Telecommunications sector ("AEP") and imposes necessary measures to prevent affecting competition and free concurrence".

The concessionaire companies of the Preponderant Economic Agent (Telmex, Telnor and Telcel) have the following obligations towards other concessionaires:

- The sharing of its fixed and mobile passive infrastructure (for example: use of poles, pipelines, rights of way and towers, to mention the most relevant).
- Lease of dedicated links.
- The resale and unbundling of all the provided services through the Telmex local network.
- The resale of mobile voice, data and SMS services through the figure of the Mobile Virtual Operator (MVNO); and
- The national and international visitor user agreements (roaming) that Telcel had signed with other carriers.

Law Decree: On July 16, 2025, the "Decreto por el que se expide la Ley en Materia de Telecomunicaciones y Radiodifusión y se abroga la Ley Federal de Telecomunicaciones y Radiodifusión" was published in the DOF.

On August 13, 2014, the *Ley Federal de Telecomunicaciones y Radiodifusión (LFTR)* became effective, empowering the IFT to undertake any and all duties and responsibilities set forth in the Federal Law of Economic Competition (*Ley Federal de Competencia Económica (LFCE)*) in respect to the telecommunications and broadcasting sectors, including, among others, (i) analysis of concentrations; (ii) opinions in bidding processes; (iii) investigation of anticompetitive or monopolistic practices; and (iv) application of sanctions.

As a result of the December 2024 Constitutional Reform, the Law Decree, and the amendments to the LFCE, the exercise of competition authority in the telecommunications and broadcasting sectors was consolidated within the CNA, including powers related to the designation or revocation of the AEP and the imposition of measures necessary to prevent harm to competition and free market access. Notwithstanding the foregoing, the CRT, in its capacity as the sector regulator, retains authority to impose asymmetric regulation on the AEP, as well as to supervise and oversee its compliance.

Accordingly, the LMTR and the LFCE authorize the CRT and the CNA to exercise their respective powers in a coordinated and cooperative manner in order to regulate the efficient development of the telecommunications and broadcasting sectors through a range of regulatory mechanisms, including:

Determination of the Existence of Preponderant Economic Agents. The CNA may declare, at any time, the existence of a “preponderant agent” in the telecommunications and broadcasting sectors and impose the measures necessary to prevent harm to competition and free market access. The LMTR considers a preponderant economic agent to be any person who, directly or indirectly, owns more than fifty percent of the subscribers, users, audience, traffic on their networks, or capacity used on such networks, measured on a national basis, in the provision of broadcasting or telecommunications services.

Asymmetric Regulation. The CNA may impose “asymmetric regulation.” Any economic agents that are declared by the CNA to be preponderant economic agents shall be subject to asymmetrical regulation as determined by the CNA, which could be applied in respect to rates, information, quality of services, exclusivity, divestiture of assets, among others. The CRT must verify compliance with any asymmetric regulation that was issued by the CNA and apply any appropriate sanctions. If the CNA determines that the conditions of effective competition have been restored in a market where an entity was declared preponderant economic agent, then the provisions of the asymmetric regulation shall cease to apply.

The LMTR establishes, among others, the following asymmetric regulatory measures applicable to Telmex, RNUM, and Telcel, which are entities comprising the preponderant economic agent in the telecommunications sector:

- To provide annually and for the approval of the CRT, a public offer in connection with interconnection matters, including a proposed form of agreement to be entered with other operators, disaggregation of its network and share of infrastructure matters, roaming and resale of wholesale services;
- To allow other operators, disaggregated access to its network and infrastructure on a basis of nondiscriminatory rates and which do not exceed those rated authorized by the CRT;
- To allow other operators to resell its services;
- To not discriminate between the interconnection traffic of its own network and the interconnection traffic of other concessionaries;
- Provide its services observing the minimal quality standards set forth by the CRT;
- To not establish obligations, penalty fees or restrictions of any kind that may result in the inhibition of the consumers;
- Provide to the CRT and the CNA detailed accounting information, separated by each service offered;
- Offer and provide services to the other concessionaries, in the same terms, conditions and quality as offered to itself; and
- Abstain from establishing technical or any kind of barriers that may block the development of infrastructure of other concessionaries.

Determination of the Existence of Economic Agents with Substantial Market Power. The CRT may, at any time, declare the existence of economic agents with substantial market power in the telecommunications and broadcasting sectors. Likewise, Preponderant Economic Agents in the telecommunications or broadcasting sectors may also be designated as having substantial market power, in which case the CNA may impose the specific obligations it deems appropriate.

Interconnection Rates. While there is a service provider that is considered a preponderant economic agent, the preponderant economic agent, as of 2018, must charge the other concessionaires’ rates for the termination of calls in their network based on a cost and asymmetric methodology with respect to those charged by other concessionaires. The other service providers (excluding the preponderant economic agent) shall freely negotiate among themselves the applicable rates and, if no agreement is reached, the tariffs shall be determined by the IFT in accordance with the costing methodology determined by the CRT. When there is no longer a service provider considered as a preponderant economic agent, the service providers shall maintain mandatory reciprocal compensation agreements, by means of which payments for termination of traffic shall be avoided.

Functional Separation of Telmex. The IFT mandated that Telmex implement a functional separation, pursuant to which, in March 2020, Telmex incorporated a subsidiary, RNUM, which provides exclusively wholesale local services to both competitors and other Telmex business units, and is required to operate independently from such entities.

Competitive Neutrality. Public entities are permitted to obtain titles or concessions for commercial purposes. Therefore, and to protect the dynamics of competition, the LMTR determines that the state-owned service providers shall act as private enterprises and shall not create distortions to the market since they are public entities.

Sanctions. The CRT is authorized to impose sanctions on the entities or individuals involved in practices that violate the LMTR in the telecommunications and broadcasting sectors. In this regard, the CRT may apply, among others, the following sanctions: (i) fines on the sanctioned operators of up to 10% of their accrued income and, in case such violation is repeated, for up to twice of the amount set forth by the original corresponding sanction. The CNA is authorized to impose: (i) fines on economic agents of up to 15% of their annual taxable revenues in cases involving absolute monopolistic practices; (ii) fines of up to 10% in cases of relative monopolistic practices or unlawful concentrations; (iii) fines of up to 8% for consummating a concentration that exceeds the thresholds established under the LFCE without prior authorization from the CNA; (iv) monetary penalties on individuals who participated in monopolistic practices; and (v) disqualification measures prohibiting such individuals from serving as directors or officers of companies.

Biennial Resolution: On February 27, 2017, the IFT approved the resolution by which it suppresses, modifies and adds the measures imposed on the Preponderant Economic Agent by the resolution of March 6, 2014.

Implementation of the functional separation: On February 27, 2018, the plenary session of the IFT resolved on the Final Implementation Plan for the Functional Separation, which established, among other elements, the terms and conditions under which Telmex and Telnor had to implement the functional separation during the transition period, which expired on March 6, 2020.

T-MEC: In December 2019, the governments of Mexico, Canada and the United States reached an agreement to sign modifications to the Free Trade Agreement called T-MEC. This agreement considers the main measures applicable to telecommunications in Mexico, intended to promote healthy competition through an autonomous entity. On the other hand, various principles are also included in the agreement to facilitate digital trade, which will encourage the services and goods availability through information and communication technologies.

Second Biennial Preponderance Resolution: On December 2, 2020, the Plenary of the Institute approved the "Resolution whereby the Plenary of the *Instituto Federal de Telecomunicaciones* suppresses, modifies and adds measures imposed on the preponderant economic agent in telecommunications". As a result, the possibility of granting tariff freedom in the Indirect Loop Access Service ("SAIB") in some geographical areas was determined, depending on the criteria and thresholds defined by the IFT.

Third Biennial Preponderance Resolution: On November 6, 2024, the Plenary of the IFT approved the "Resolución mediante la cual el Pleno del Instituto Federal de Telecomunicaciones suprime, modifica y adiciona las medidas impuestas al AEPT mediante Acuerdos P/IFT/EXT/060314/76, P/IFT/EXT/270217/119 y P/IFT/021220/488." The principal changes introduced in the third biennial review focused on enhancements to the SEG, as well as clarifications and limitations regarding the scope of service provision by the AEP, particularly in relation to reference offers and the corresponding agreements and disputes arising therefrom.

2.13) Corporate Structure

Axtel is a public corporation whose shares are registered in the National Securities Registry and listed on the BMV through Ordinary Participation Certificates ("CPOs") issued under the Trust whose trustee is Nacional Financiera, Sociedad Nacional de Crédito, Institution of Development Banking. The Company is a subsidiary of Controladora Axtel,

which exercises control and owns 54.9% of the shares representing the Company's capital stock, through the Trust Agreement of Administration No. 2673 held with Banco Invex, S.A.

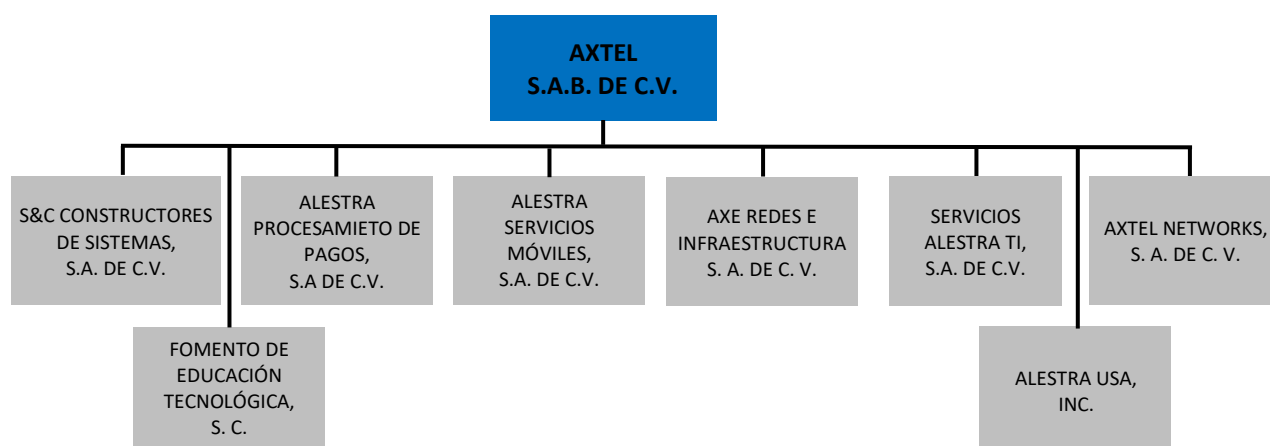
Axtel carries out its activities through subsidiary companies which it owns or in which it directly controls most of the common shares representing their capital stock.

As of December 31, 2025, 2024 and 2023, the main subsidiaries of Axtel are the following:

NAME	COUNTRY	Percentage (%) of ownership			Functional currency
		2025	2024	2023	
Axtel, S. A. B. de C. V. (Controladora) (2) (4)	México				Peso
Alestra USA, Inc. (1)	USA	100	100	100	Dólar
S&C Constructores de Sistemas, S. A. de C. V.	México	100	100	100	Peso
Servicios Alestra TI, S. A. de C. V. (2)	México	100	100	100	Peso
Alestra Procesamiento de Pagos, S. A. de C. V. (2)	México	100	100	100	Peso
Alestra Servicios Móviles, S. A. de C. V. (2)	México	100	100	100	Peso
Fomento de Educación Tecnológica, S. C. (3)	México	100	100	100	Peso
Axtel Networks, S. A. de C. V.	México	100	100	100	Peso
AXE Redes e Infraestructura, S. A. de C. V.	México	100	100	100	Peso

1. Leasing of telecommunications equipment and infrastructure.
2. Provider of telecommunications services.
3. Training and development services.
4. At the Extraordinary General Shareholders' Meeting held on March 7, 2023, it was approved the merger by incorporation of Alestra Innovación Digital, S. de R.L. de C.V., Estrategias en Tecnología Corporativa, S.A. de C.V. and Allied Inmuebles, S.A. of C.V. (merged companies) in Axtel S.A.B. of C.V., which subsisted with the same corporate name as a merging company and took charge of the rights and obligations of the merged companies. In addition, it was resolved that the merger takes full effect between parties and third parties as of April 1, 2023; This merger has no impact on the Company's consolidated operation.

As of December 31, 2025, 2024 and 2023, there are no significant restrictions for investment in shares of the subsidiary companies.



2.14) Description of Main Assets – The Company’s Network

2.14.1) Facilities

All Company's properties are in Mexico. Its headquarters are in San Nicolás de los Garza, Nuevo León, Mexico. The Company's corporate office has 12,693 square meters of construction (CIT). Additionally, the Company owns and leases properties in different cities of Mexico which are used for offices, work centers or warehouses, switches, call centers, etc. Properties of more than 3 thousand square meters of surface, excluding base stations, are detailed as follows:

Name	Use	Location	Area in m2	Ownership	Contract Maturity	Contract Starting Date
CIT	Technology	Monterrey	31,931 land 12,693 construction	Axtel	-	-
Padre Mier	Tecnología	Monterrey	1,400 land 3,167 construction	Axtel	-	-
Switch 1 Gdl. - La Paz	Technology	Guadalajara	575 land 4,068 construction	Axtel	-	-
CIC Apodaca	Operating Center	Monterrey	3,441 leased	Leasing	30/03/2029	01/04/.
Óptima Tower	Administrative	Mexico	1,685 land 3,159 leased	Leasing	31/12/2028	31/01/1996
Switch 2 Mex – Uxmal	Technology	Mexico	2,062 land	Axtel	-	-
Switch 1 Mex– Nextengo	Technology	Mexico	2,106 land 3,475 leased	Axtel	-	-
CIC Puente	Technology	Estado de Mexico	3,104 land 4,935 leased	Axtel	-	-
Switch POP México	Technology	Estado de Mexico	9,716 land 3,476 leased	Axtel	-	-

2.14.2) Telecommunications Network

The Company has a network infrastructure of approximately 55,600 kilometers of fiber (including 13,500 km of capacity use agreement). Axtel provides network transport using a national fiber optic network combined with a local hybrid access designed to optimize capital investments through the deployment of equipment to access the network, based on the specific needs of each customer. The Company's access options include last mile fiber optic, point-to-point and copper, all connected through 30,600 kilometers of metropolitan fiber optic rings.

The Company’s wireless network uses microwave radios, TDM telephone centrals and next generation centrals (Softswitch) and other types of infrastructure provided by recognized providers including Motorola, Nokia, Siemens Networks, Ericsson, Ribbon, among others. Axtel’s internet platform is based on Cisco, Alcatel Nokia & Huawei routers. Local fiber networks or metropolitan fiber optic rings use OFS Optical Fibers of Mexico, Samsung, Huawei and AFL and optical transmission equipment from Alcatel-Lucent (Nokia), Nokia-Siemens Networks (Infinera), Huawei, PacketLight and Ciena. The combination of these components allows the Company to offer superior reliability to the network used by other providers.

In general, the ability to access advanced technologies directly increases the cost of the solutions. The capacity of Axtel’s local hybrid access allows the Company to:

- Provide a variety of IT and Telecom services;
- Meet demand quickly;
- Penetrate specific markets and
- Dimension the deployed infrastructure to meet the market demand and the individual needs of customers.

This network infrastructure enables Axtel to meet the needs of various market segments while pursuing investment efficiencies.

Access Connectivity

The last-mile connectivity portion of Axtel’s network is comprised of a mix of fiber optics technology and microwave links for enterprise, finance and government sectors, located within the coverage range. The access technology to be used is determined based on a cost-benefit analysis, based on customers’ needs and service availability. Using the ethernet technology in last mile fiber optic access, Axtel also provides advanced data and voice services with high security standards to large companies and financial institutions.

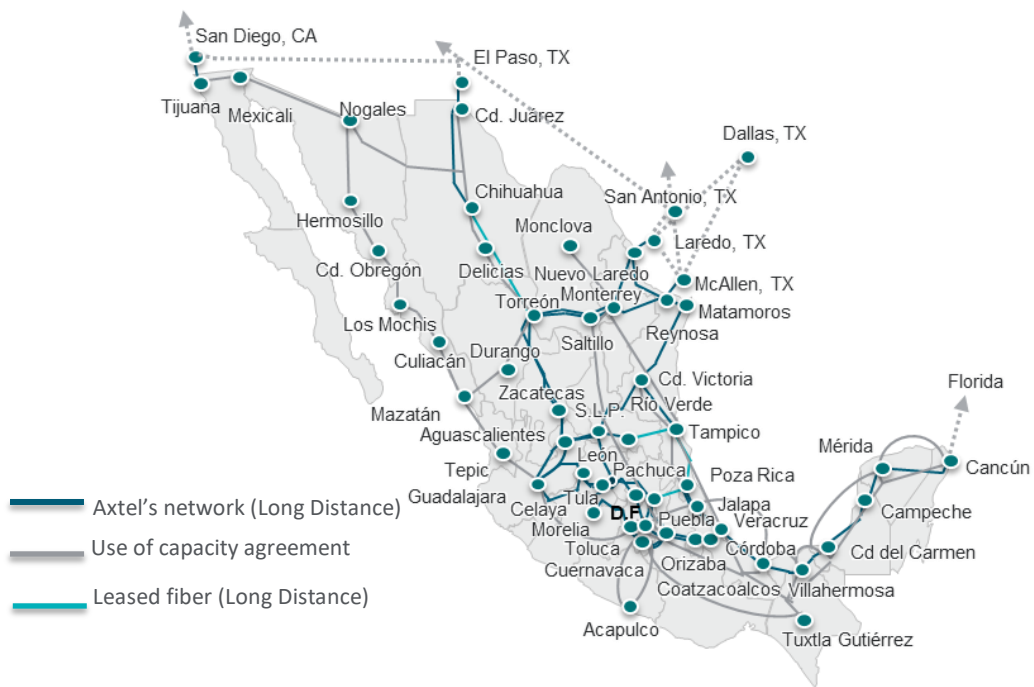
Axtel’s point-to-point access, as well as the fiber optic links, are used for customers requiring SIP trunks or dedicated private lines of more than 2Mbps. The Company also uses hybrid solutions or combines multiple technologies to reach more customers by expanding service using digital fiber solutions and specific technologies.

Network Overview

Optic Fiber Network (km)	55,600	International Crossings	5
Long Distance Network (km)	25,000	POPs (#)	750
Metropolitan Network (km)	30,600	Spectrum Frequencies	7 / 10.5 / 15 / 23 / 38 GHz
Cities (#)	77		

Long Distance Network

Axtel's long distance transport network is approximately 25,000 kilometers in length, comprised of 11,500 km of its own infrastructure and the rest consisting of access through irrevocable right-of-use contracts that support digital hierarchical synchronization ("SDH"), optical transport network (OTN) and shipping technology through simultaneous channels through different wavelengths ("DWDM - dense wavelength division multiplexing"). SDH/OTN allow the implementation of bi-directional ring architecture, a system that allows instantaneous redirection of traffic in case of equipment failure or a fiber cut. DWDM technology allows a large transmission capacity in the same physical infrastructure by the installation of additional electronic equipment. Axtel’s transport network connects 77 cities through its own infrastructure and covers strategic cities in Mexico and the United States to provide customers with critical cross-border connectivity services through 5 international border crossings.



Voice Switching

The Company uses 6 Ribbon digital switching centers called the DMS-100 to route local and long-distance traffic, 4 next generation Ribbon Call Server 2000 switches (Softswitches), 4 Sonus SoftSwitch that route local and long-distance traffic. It Additionally has a Broadsoft platform to offer VoIP service (SIP lines), 3 Ribbon SBC 5400 clusters that switch VoIP traffic from clients and 3 Ribbon SBC 7000 clusters that switch national and international VoIP traffic from the United States and the rest of the world. The coverage of Voice/VoIP Services is over 70 cities.

Network Administration

Axtel has six network monitoring and administration centers, located in Monterrey. These centers supervise the correct operation nationwide using next generation management systems that allow attention of incidents and infrastructure maintenance remotely. The monitoring occurs 24 hours a day, seven days a week. Any event detected by the centers is registered and attended through a diagnostic process until its solution.

- NOC: Network Operation Center; Monitoring and restoration of network infrastructure
- CASTI: IT Operation Center; Business continuity
- MSNOC: Managed Services Operation Center; Monitoring and restoring client networks
- CDC: Cyber Defense Center; Cyber threat detection and response
- HD: Help Desk; Support to corporate market requirements
- COC: Cloud Operations Center; Cloud infrastructure monitoring and restoration

2.14.3) Network reliability

Business Continuity

As part of its risk management framework, Axtel is aware of various factors that may cause service interruptions for its customers, such as weather events, natural disasters, cyberattacks, criminal activities, and technical failures, among others.

To ensure the stability and reliability of its infrastructure, the Company maintains a Business Continuity Management System certified under ISO 22301 and ISO 31000 standards. The system further strengthens its cyber resilience through Risk Management, Impact Analysis, and the implementation of Business Continuity and Disaster Recovery Plans (BCP and DRP). In addition, the Company maintains backup mechanisms that support service restoration, including replication processes and DRP plans, in accordance with contractual provisions.

To ensure operational continuity under any contingency, the Company manages critical operations supporting its cloud-based services, encompassing both proprietary infrastructure and third-party contracted resources. This approach ensures that its platforms remain fully operational under all circumstances.

Transformation Toward a Predictive and Intelligent Operation

During 2025, Axtel significantly strengthened its operational continuity through a comprehensive framework comprising advanced monitoring, an automated service desk, and enhanced Observability and Artificial Intelligence (AI) capabilities. This approach enabled the implementation of noise reduction models, event prediction, and early anomaly detection, allowing the Company to anticipate failures before they impacted operations and materially enhance the customer experience. As a result, Axtel transitioned from a reactive model to a preventive and predictive approach, aligned with international IT operations' best practices.

Operational Excellence through AIOps and World-Class SLA Compliance

Within IT Management, the Company operates under an AIOps model with automated event correlation, achieving a 99.98% SLA compliance rate in effective resolution. It further advanced the modernization of its ITSM platform with FreshService under ITIL 4, enabling streamlined request management, platform integration, and improved collaboration through an intuitive interface. The Company has achieved approximately 97% automation of incident management, providing proactive service to more than 1,200 customers, while also enabling the automated integration of escalation calls between Axtel and its customers in accordance with established SLA levels.

Comprehensive Observability and Real-Time Operational Control

In Observability, the Alestra PROGNOS (AIOps) platform processes and automates decision-making across more than 80,000 monthly events, managing over 3,500 incidents, integrating more than 23 platforms, and operating under more than 60 AI-driven business rules. This data-driven ecosystem enabled the Company to reduce operational noise by 96%, implement timeline-based event prediction, and proactively identify anomalies. In mobility, the Alestra TIMOB application centralizes incident management, provides real-time business dashboards, operational replication capabilities, and push notifications, delivering an integrated experience for both operations and customers.

Artificial Intelligence Applied to Business Outcomes

Finally, Axtel enhanced its Artificial Intelligence capabilities by integrating Freddy IA (LLM) for advanced behavioral analytics, OpenTelemetry to further mature its AIOps model, and machine learning and AI services hosted on AWS and Azure cloud platforms. In Customer Success, the Near Zero Incident Model achieved a 99.91% effectiveness rate, supported by real-time, customer-centric executive dashboards. Collectively, these initiatives strengthened a more stable, predictive, and customer-focused operation, ensuring operational continuity and the proactive prevention of service disruptions.

2.14.4) Environmental Risk and Opportunity Management

On an annual basis, Axtel implements a comprehensive process to identify, manage, and monitor potential risks to which it is exposed across economic, environmental, social, technological, and market dimensions. This process is led by the Internal Control function under the Executive Legal Directorate, in coordination with the Corporate Quality

function to address risks and opportunities from a customer experience and business process perspective, as well as the Information Security function for cybersecurity and business continuity matters.

This risk management framework combines both bottom-up and top-down approaches, enabling the identification and escalation of risks across all organizational levels, thereby supporting informed decision-making based on structured risk assessments with clearly defined responsibilities. The results of the evaluation, together with the corresponding mitigation strategies, are presented to Management and the Audit and Corporate Practices Committee, ensuring appropriate oversight and full alignment with the Company's strategic objectives.

The analysis of the Company's operating environment marks the starting point of the risk identification and management process, providing the foundation for establishing the steps required to effectively identify, assess, prioritize, and mitigate risks.

Throughout this process, the Company utilizes internal analytical tools, the ISO 31000 risk management standard, risk assessment models, national and regional data, as well as the support of external consultants.

- **Identification:** Risks and opportunities that could impact Axtel's operations are identified, considering internal and external factors, as well as material topics. For climate-related risks, a comprehensive analysis of both local and global sectors is conducted, with a focus on more advanced economies and established regulatory frameworks, enabling the identification of key future risks and opportunities. The Company also defines its specific exposure to such risks by assessing the likelihood of occurrence and the potential impact of at least two identified risks.
- **Assessment:** Each identified risk and opportunity is subject to a detailed evaluation to determine its impact and likelihood, supporting the prioritization of those requiring immediate or targeted actions and guiding efforts toward efficient risk management.
- **Mitigation Response:** Strategies are developed to mitigate prioritized risks and capitalize on identified opportunities. These strategies include preventive controls and measures designed to strengthen the management of at least two risks, ensuring alignment with the Company's objectives and overall corporate strategy.
- **Risk Monitoring and Management:** Continuous monitoring of implemented actions is conducted to assess their effectiveness and adjust them in response to changes in internal or external factors. In addition, the Company promotes a risk management culture through a Risk Exercise with Executive Directors, who cascade the information to Functional Directors for implementation.

Climate-Related Risks and Opportunities

As part of its annual process, the Company works across all business units and functional areas to assess climate-related risks and opportunities. This analysis incorporates the national context as well as global regulatory and economic trends. The Company determines the level of criticality and potential impact, defines action plans, and evaluates climate-related opportunities that may contribute to Axtel's long-term stability and success.

Axtel has implemented a framework that enables the structured and strategic classification and assessment of risks and opportunities, considering factors such as type, level of impact, location of occurrence, time horizon (short, medium, and long term), and expected type of impact.

The Company defines the following time horizons: short term (1 to 3 years), medium term (3 to 8 years), and long term (more than 8 years).

These risks include physical risks, which may be acute, such as the impact of hurricanes or flooding on infrastructure and supply chains, or chronic, such as sustained increases in temperature, which may affect water availability and operational efficiency.

In addition, the Company evaluates transition risks, including regulatory risks (e.g., the potential implementation of carbon taxes that could increase operating costs); legal risks (arising from litigation related to non-compliance with environmental regulations); technological risks (associated with the adoption of new energy solutions that could render certain industrial practices obsolete); market risks (linked to shifts in demand toward more sustainable products); and reputational risks (related to public perception of the Company's commitment to sustainability).

These climate-related risks, together with other strategic risks, are incorporated into a risk matrix that identifies the top 10 priorities and defines corresponding management strategies. This matrix is presented annually to the Chief Executive Officer, Management, and the Audit and Corporate Practices Committee of Axtel.

The most relevant risks are reviewed annually to establish specific monitoring and follow-up actions, ensuring proactive and effective risk management.

Climate Risk Monitoring and Reporting

At Axtel, climate-related risks, as with any other risks, are continuously monitored and reported, enabling informed and timely decision-making. Consistent with other strategic matters, these topics are addressed in periodic meetings, where risks, their potential impacts, and corresponding mitigation actions are evaluated.

In the event of emerging situations, extraordinary meetings are convened to assess the context and define strategic responses. If a climate-related risk requiring immediate attention is identified, it may be reported to the ESG Operational Committee. Where the potential impact is significant for the Company, the matter is escalated to the ESG Executive Committee, ensuring a comprehensive risk management approach aligned with the Company's Sustainability Strategy.

Sustainability and climate-related risks and opportunities are overseen by the Board of Directors on an annual basis.

Climate incident monitoring, prevention and management program

At Axtel, the Company recognizes that extreme weather events represent critical risks to the continuity of its operations and the quality of the services provided to its customers. Accordingly, it has implemented a comprehensive program for the monitoring, prevention, and management of climate-related incidents, designed to minimize the impact of natural phenomena such as hurricanes, storms, and flooding, which are becoming increasingly frequent.

During 2025, the Company conducted monthly preventive maintenance routines, ensuring network availability and operational continuity, even under adverse conditions.

The Company has also developed a comprehensive process to respond to climate-related contingencies, managed by a multidisciplinary committee composed of personnel from various areas of the organization. This approach ensures that operations are prepared to respond effectively to any eventuality.

To mitigate the impacts of climate-related events, the Company promotes a robust prevention culture in advance of hurricane season, which begins in May in the Pacific and in June in the Atlantic.

Preparations begin in March and include activities such as:

- Meetings to verify and complete maintenance tasks.
- Validation of spare parts, essential materials, and consumables

- Comprehensive testing of backup power systems.
- Local and remote backups of critical technologies
- Validation of necessary operational equipment and tools

Through this preventive approach and timely response capabilities, the Company strengthens its operational resilience and ensures the continuity of its services.

Life Cycle - Critical Incident:

Consistent with this approach, the Company implements a climate event management process based on the lifecycle of a critical incident.

1. Alert Phase - Network Operation Center
 - Contingency declaration, notification and identification of elements at risk
 - Attention and monitoring protocol for contingencies (earthquakes, hurricanes, power failures, extreme weather)
2. Transition phase – Field Operation
 - Gathering of teams, transportation and implementation of contingency plan.
 - Contracts with specialized suppliers for electrical failures attention
 - Minimum fuel level (70%) that guarantees a 24-hour autonomy
 - Fuel suppliers
 - Direct contacts with CFE for contingencies follow-up
3. Recovery phase – Network Operation Center + Field
 - Restoration procedures, field support management and customer coordination
 - Continuous communication scheme
 - 7x24 monitoring @ site telemetry (force, temperature, humidity)
4. Normalization phase – Network operation management
 - Impact analysis, normalization of contingencies and lessons learned.

2.14.4) Information Technology Systems

Axtel’s information technology architecture is based on low-code platforms such as Pega for customer relationship management (CRM); SAP for enterprise resource planning (ERP) and administrative and finance functions; Netcracker as its billing platform; and Net Boss and MicroFocus for network management and monitoring. These systems enable the Company to conduct online sales, manage customer requests, generate accurate billing, prepare timely financial statements, and respond to customer needs with speed, quality, and precision.

In addition, the evolution toward a new digital architecture has incorporated new software assets. At Alestra, a microservices-based architecture has accelerated sales cycles, simplified operational processes, and enhanced data analytics capabilities. Initiatives such as “Alestra OneTouch” represent a key component of the Company’s intellectual property within its customer service strategy. In terms of agility, the “Alestra Order Management” platform enables efficient, centralized management of customer delivery processes. For Axtel Networks, new digital platforms support machine-to-machine interaction, enabling international standards (Metro-Ethernet Forum – MEF) and positioning the Company as a world-class operator.

The adoption of various Artificial Intelligence models enables employees to operate more efficiently in their daily activities, while enhancing research capabilities and the analysis of business challenges. Its AI agent, “Isabel,” has

become a routine tool, handling hundreds of information queries daily, interacting with institutional platforms (MCP Servers), and managing multiple requests in an automated manner.

2.14.5) Other Topics Related to the Company's Assets

At the date of this report, no asset has been granted as collateral for any credit, therefore the Company's assets are free of encumbrance. The Company's main assets comply with the industry's own environmental and maintenance safety standards. The telecommunications network was built and operated based on international standards of reliability, redundancy and restoration.

Axtel has no plans to build or expand its fiber network, except those that consist of the normal maintenance and operation of the business, which will be financed with the cash flow generated by the Company.

Axtel is insured with coverage against five categories of risks: (i) assets; (ii) transportation, (iii) civil liability, (iv) Cyber and (v) Crime. The all-risk policy insures assets for hydrometeorological events, hurricanes and other weather conditions, earthquakes, equipment breakdown, fire, among other catastrophes. Transportation policies offer coverage for all import and export equipment, whether shipped by air, land and or sea. There are also civil liability policies, which provide coverage for damages to third parties and insure goods, products and people, including advisors and managers, in addition to professional civil liability for technology services. Cyber policies are to protect and restore damage to data and systems, cyber extortion, regulatory fines, business interruption, data confidentiality and third-party liability caused by ransomware, phishing, spyware, malware, among others and crime that also restores the financial damage of all the above as well as financial losses due to internal or external fraudulent acts. In addition, as required, insurance policies are contracted to comply with local regulations or specific needs, such as commercial automobiles, workers' compensation and employee practices. Axtel considers that the insurance coverage is reasonable in amount and consistent with industry standards and do not anticipate having any difficulties in renewing any of its insurance policies.

2.15) Judicial, Administrative and other Legal Proceedings

As of December 31, 2025, there are the following commitments and contingencies with respect to Axtel and subsidiaries:

I. Contingencies of Axtel, S.A.B. de C.V.

a. Radiomóvil Dipsa, S. A. de C. V. (Telcel).

2020 rates

- i. An amparo lawsuit, regarding ITX and virtual mobile networks, where Axtel is recognized as an interested third party.
- ii. January 2020: The Company received a notice of judgment filed by Telcel against the rates determined by the IFT, in terms of ITX and as Axtel's OMV, for the year 2020.
- iii. Current Status: Matter definitively resolved in June 2025 in favor of Axtel.

2021 rates

- i. An amparo lawsuit regarding ITX and virtual mobile networks, where Axtel is recognized as an interested third party.
- ii. January 2021: The Company received a notice of judgment filed by Telcel against the rates determined by the IFT, in terms of ITX and as Axtel's OMV, for the year 2021.
- iii. Current Status: Matter definitively resolved in May 2025 in favor of Axtel.

2022 Rates

- i. An amparo lawsuit regarding ITX, where Axtel is recognized as an interested third party.
- ii. January 2022: The Company received a notice of judgment filed by Telcel against the rates determined by the IFT, in terms of ITX, for the year 2022.
- iii. Current status: Matter definitively resolved in January 2025 in favor of Axtel.

2023 Rates

- i. An amparo lawsuit, regarding ITX, where Axtel is recognized as an interested third party.
- ii. January 2023: The Company received a notice of judgment filed by Telcel against the rates determined by the IFT, in terms of ITX, for the year 2023.
- iii. Current status: Matter definitively resolved in August 2025 in favor of Axtel.

2024 Rates

- i. An amparo lawsuit regarding ITX, where Axtel is recognized as an interested third party.
- ii. December 2023: The Company received a notice of judgment filed by Telcel against the rates determined by the IFT, in terms of ITX, for the year 2024.
- iii. Current status: In first instance, given the precedents resolved by the SCJN, the outlook is favorable

2025 Rates

- i. An amparo proceeding related to ITX, in which Axtel is named as an interested third party.
- ii. January 2025: Notice was received of a claim filed by Telcel challenging the tariffs determined by the IFT applicable to Axtel's ITX services for 2025.
- iii. Current Status: Favorable ruling for Axtel at first instance; pending final adjudication or appeal. In light of precedents established by the SCJN, the expected outcome remains favorable.

As of the date of the Audited Financial Statements, the Company and its legal advisors consider that the rates will prevail based on the resolutions obtained before the IFT, particularly in light of favorable precedents issued by the SJCN to Axtel's interests. Accordingly, no adverse scenario is currently anticipated.

In addition, Axtel has recognized and paid the related costs based on the tariffs determined by the regulatory authority, and no provisions have been recorded in connection with this contingency.

b. Telmex & Telnor.

2024 rates

- i. A lawsuit regarding ITX / OMV, Axtel is recognized as an interested third party.
- ii. December 2023: The Company was notified of an amparo lawsuit against the rates for the year 2024, determined by the IFT.
- iii. Current status: Trial in first instance, given the precedents resolved by the SCJN, the outlook is favorable.

As of the date of the Audited Financial Statements, the Company and its legal advisors consider that the tariffs will prevail based on the resolutions obtained from the regulatory authority, particularly in light of favorable precedents issued by the highest court in favor of Axtel's interests. Accordingly, no adverse scenario is currently anticipated.

In addition, Axtel has recognized and paid the related costs based on the tariffs determined by the regulatory authority, and no provisions have been recorded in connection with this contingency.

II. Contingencies of Alestra Servicios Moviles (ASM).

- a. Radiomovil Dipsa, S. A. de C. V. (Telcel).

2022 rates

- i. An amparo lawsuit in matters of ITX and virtual mobile networks, where Alestra Servicios Moviles is recognized as an interested third party.
- ii. January 2022: The Company received a notice of judgment filed by Telcel against the rates determined by the IFT, in terms of ITX and ASM's OMV, for the year 2022.
- iii. Current Status: Matter definitively resolved in July 2025 in favor of ASM.

2023 rates

- i. An amparo lawsuit, in matters of ITX and virtual mobile networks, Alestra Servicios Moviles is recognized as an interested third party.
- ii. January 2023: The Company received a notice of judgment filed by Telcel against the rates determined by the IFT, in terms of ITX and ASM's OMV, for the year 2023.
- iii. Current Status: Matter definitively resolved in May 2025 in favor of ASM.

2024 rates

- i. An amparo lawsuit in matters of ITX and virtual mobile networks, where Alestra Servicios Moviles is recognized as an interested third party.
- ii. December 2023: The Company received a notice of judgment filed by Telcel against the rates determined by the IFT, in terms of ITX and ASM's OMV, for the year 2024.
- iii. Current status: In first instance, given the precedents resolved by the SCJN, the outlook is favorable.

2025 Rates

- i. An amparo proceeding related to ITX and mobile virtual network services, in which Alestra Servicios Móviles is named as an interested third party.
- ii. January 2025: Notice was received of a claim filed by Telcel challenging the tariffs determined by the IFT applicable to ITX services and, in its capacity as an MVNO, to ASM for 2025.
- iii. Current Status: Favorable ruling for ASM at first instance; pending final adjudication or appeal. In light of precedents established by the SCJN, the expected outcome remains favorable.

As of the date of the Audited Financial Statements, the Company and its legal advisors consider that the tariffs will prevail based on the resolutions obtained from the regulatory authority, particularly in light of favorable precedents issued by the highest court in favor of ASM's interests. Accordingly, no adverse scenario is currently anticipated.

In addition, ASM has recognized and paid the related costs based on the tariffs determined by the regulatory authority, and no provisions have been recorded in connection with this contingency.

III. Strategic Commercial Litigation.

- a. Litigation between Axtel and Integradores y Operadores del Norte S. A. de C. V.

In 2007, Axtel hired Integradores y Operadores del Norte S.A. de C.V. (ION).

In 2017, ION filed a lawsuit asking for Axtel to pay \$113 million for services, interest, damages and costs.

In October 2020, ION obtained a favorable protection, managing to modify the sentence in his favor to collect \$12.2 million. The Company has made the corresponding reserve to face this contingency.

In 2022, the Company obtained an amparo ruling in its favor, modifying the sentence against it.

In December 2024, a new judgment was issued in compliance with an injunction granted to ION condemning Axtel. Resolutions of new appeals against said judgment filed by the Company and its counterpart are pending; considering that the effects of the contested judgment are contradictory and reiterate aspects already judged that favored the Company, a suspension has been granted with the purpose of not executing the established sentence.

b. Litigation between Axtel and Secretariat of Welfare

In 2022, Axtel filed a nullity claim before the Tribunal Federal de Justicia Administrativa against the Secretaría del Bienestar, seeking payment of \$24.3 million (VAT included) for services rendered in 2020, plus financial charges.

The matter has been definitively resolved in favor of Axtel, S.A.B. de C.V., and the corresponding payment was received in November 2025.

c. Dispute between Axtel and Secretaría del Bienestar

In 2025, Secretaría del Bienestar ("Bienestar") filed a request for an Alternative Dispute Resolution mechanism before the Tribunal Federal de Justicia Administrativa in connection with an outstanding amount owed to Axtel of \$80 million (VAT included) related to services rendered during 2024 and 2025.

In December 2025, Axtel and Bienestar executed a settlement agreement, which became final and binding (res judicata) in January 2026.

IV. Other contingencies and notes:

The Company is involved in various legal proceedings and claims arising in the ordinary course of its operations, which are not expected to have a material effect on its financial condition or future results.

2.16) Capital Stock

Subscribed and Paid in Capital

In accordance with the provisions of the LMV, Axtel may issue different series of non-voting shares, limited voting shares and other restricted corporate rights. The shareholders' meeting that decides on the issuance of such series of shares shall determine the rights that will correspond to the new series of shares.

Since the Company is a public stock company with variable capital, its capital stock must be made up of a fixed portion and may have a variable portion. As of the date of this Annual Report, the capital stock of Axtel, being the fixed minimum with no right to withdrawal is the amount of Ps. \$446'276,559.83, represented by 19,460'372,893 ordinary, nominative shares, without expression of nominal value, of Class "I" Series "B", fully subscribed and paid; and does not have shares issued or subscribed in its variable part. Axtel and its subsidiaries may not own Shares representing Axtel's capital stock, notwithstanding the foregoing, in certain cases, the Company may repurchase its own Shares.

Repurchase of Shares

In accordance with the provisions of the LMV, the Company's bylaws provide for the possibility for Axtel to acquire its own shares on the BMV at the quoted market price at that time. The Repurchase of Shares will be on the account of the stockholders' equity of the Company if the Shares stay in possession of Axtel, or on the account of the capital

stock if the repurchased Shares are converted into treasury shares. The ordinary general meeting of shareholders will have to approve the total amount destined for the purchasing of own Shares for each fiscal year, amount which shall not exceed the total amount of net income of the Company, including the retained earnings. The Board of Directors must designate the persons responsible for carrying out said repurchase of Shares, as well as their sale. The repurchased Shares shall not be represented at the shareholders' meetings. The repurchase of Shares will be carried out and will be reported and disclosed in accordance with applicable legal provisions.

At the Annual Ordinary Shareholders' Meeting held on March 12, 2026, among other matters, it was approved that the maximum amount of funds that may be allocated to the repurchase of the Company's own shares during fiscal year 2026 shall be Ps. \$100 million.

At the Ordinary General Shareholders' Meeting held on March 18, 2025, it was approved, among other matters, Ps. \$100 million as the maximum amount that may be allocated to the purchase of own shares during fiscal year 2025. No share repurchases were executed during fiscal year 2025.

At the Ordinary General Shareholders' Meeting held on March 8, 2024, it was approved, among other matters, Ps. \$100 million as the maximum amount that may be allocated to the purchase of own shares during fiscal year 2024. For 2024, repurchases totaled 334,879,853 shares, representing a Ps. \$60.8 million fund reduction.

At the Ordinary General Shareholders' Meeting held on March 7, 2023, it was approved to create a reserve for shares repurchase of Ps. \$100 million. Additionally, it was resolved that such maximum amount of resources remain in force during the following fiscal years, unless an Ordinary Shareholders' Meeting resolves to allocate a different amount for own shares purchasing. For the year 2023, repurchases were carried out for a total of 28,938,371 shares, which represented a decrease of Ps. \$4.0 million in the fund.

As of December 31, 2025, 2024 and 2023, the balance of the reserve for the repurchase of share is Ps. \$100 million, Ps. \$39 million and Ps. \$96 million, respectively.

Movements on the number of common shares of the Company during the year was as follows:

	Number of Shares
Shares as of December 31, 2022	19,824,236,117
Repurchase of shares in 2023	28,938,371
Shares as of December 31, 2023	19,795,297,746
Repurchase of shares in 2024	334,879,853
Cancellation of shares in 2024	45,000
Final balance as of December 31, 2024	19,460,372,893
Repurchase of shares in 2025	0
Shares as of December 31, 2025	19,460,372,893

Variations in the Capital Stock of the Company in the last three years

At the Extraordinary Shareholders' Meeting held on March 18, 2025, the cancellation of 363,818,224 ordinary, registered, no par value Class "I" Series "B" shares representing the Company's capital stock was approved, equivalent to 51,974,032 CPOs, derived from the share repurchase program and held in the Company's treasury.

As a result of such share cancellation, it was resolved to reduce the fixed portion of the Company's capital stock by a total amount of \$8,343,290.52, corresponding to the theoretical value of the canceled shares, resulting in a fixed capital stock of \$446,276,559.83.

At the extraordinary General Shareholders' Meeting, on March 8, 2024, the cancellation of 45,000 Class "I" Series "B" shares, not subscribed or paid, was approved, which were deposited in the Company's treasury to support the conversions of the convertible obligations, as a result that its owners did not exercise the respective conversion right and having been paid the entirety of such obligations.

As a consequence of such cancellation of shares, it was resolved to reduce the fixed part of the capital stock in \$1,031.96; amount equal to the theoretical value of the cancelled shares, to leave the fixed part of the capital stock at \$454'619,850.35.

2.17) Dividends

In accordance with Mexican law, the power to decree dividends is reserved to the Company's shareholders, meeting in a general assembly, and subject to compliance with certain quorum requirements. Generally, the dividend decree is based on a recommendation made by the Company's Board of Directors, although such recommendation is not required by law. Additionally, in accordance with Mexican legislation, the Company can only pay dividends charged to retained earnings reflected in the financial statements approved by the shareholders' meeting once the losses of previous years have been amortized and after setting aside at least 5% of its net income (after profit sharing and other mandatory deductions under Mexican law) to constitute a legal reserve until the amount thereof is equivalent to at least 20% of its capital stock.

The amount and payment of future dividends will be subject to the provisions of the law and will depend on the factors that the Board of Directors or the Assembly of Shareholders of the Company deem appropriate to take into consideration, including the results of operation, the financial situation, the capital needs, investments in acquisitions and other growth opportunities, legal restrictions, contractual restrictions established in the contracts and other documents related to the debt instruments issued by it or issued in the future, as well as the capacity of the subsidiaries of the Company to generate and channel resources to the latter. Said factors may limit or prevent the payment of dividends in the future and may be taken into consideration both by its Board of Directors when recommending, and by the Shareholders' Meeting when approving, any payment of dividends in the future.

In addition, the Company's credit agreements may contain provisions that limit the Company's ability to declare or pay cash dividends.

At the Annual Ordinary Shareholders' Meeting held on March 12, 2026, among other matters, the payment of a cash dividend of \$0.0089 per share (equivalent to \$0.0623 per AxtelCPO) was approved for each outstanding share, representing an aggregate payment of approximately \$173 million.

Currently, the Board of Directors of the Company does not contemplate adopting a fixed dividend policy. In any case, the dividends that it decrees and pays could be limited by its operating and financial results, including those derived from extraordinary events, as well as by the risks described in the "Risk Factors" section of this Annual Report, which could affect the financial situation and liquidity of the Company. In this context, the Company cannot guarantee that it will pay dividends in the future, nor the amount thereof in case they were paid.

3. FINANCIAL INFORMATION

Concept (in thousands of pesos)	2025	2024	2023
Revenues	12,367,176	11,556,488	10,955,886
Gross profit (loss)	6,959,569	6,164,659	5,686,578
Operating profit (loss)	1,663,533	1,334,348	575,741
Net profit (loss)	635,602	-691,193	314,306
Net profit (loss) per share	0.033	-0.035	0.016
Property and equipment acquisition	(1,642,562)	-1,301,509	(1,340,407)
Depreciation and amortization	2,131,659	2,275,177	2,450,587
Total assets	16,362,458	17,236,246	16,709,153
Total long-term liabilities	10,426,112	12,032,346	11,274,505
Acc. Receivables Rotation	5.59	6.05	6.59
Acc. Payables Rotation	5.40	5.52	4.96
Inventory Rotation	66.52	57.73	54.69
Total Capital	2,932,414	2,350,690	3,116,835
Cash dividends per share	0	0	0

3.1) Selected Financial Information

On January 1, 2012, the Company adopted International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") as its accounting framework to prepare and present its Audited Financial Statements.

Some of the figures included in this Report were rounded to facilitate their presentation. The percentages included in this Report are not necessarily calculated based on rounded figures, but in some cases are based on non-rounded figures. For this reason, it is possible that some of the percentages included in this Report are different from those that would be obtained in the corresponding calculation based on the figures included in the Audited Financial Statements. In addition, it is possible that some of the figures included in this Report do not equal the arithmetic sum of the corresponding items due to rounding.

The following table contains a summary of the consolidated financial information as of December 31, 2024, 2023 and 2022 and for the years then ended, derived from the information contained in the audited consolidated Audited Financial Statements attached to this Annual Report.

The information presented below should be read in conjunction with "Management's Comments and Analysis on the Financial Situation and Results of Operations" and the Audited Financial Statements and notes attached to the Annual Report.

(in million pesos)

	Years ended December 31,		
	2025	2024	2023
Income Statement			
Revenues	12,367.2	11,556.5	10,955.9
Operating costs and expenses ⁽¹⁾	(10,703.6)	(10,222.1)	(10,380.1)
Operating Income	1,663.5	1,334.3	575.8
Interest expense, net	(962.9)	(1,206.9)	(977.9)
Exchange (loss) gain, net	558.8	(1,212.8)	655.4
Profit (Loss) gain before taxes	1,259.4	(1,085.4)	253.3
Income Taxes	(623.8)	394.2	61.0
Net (Loss) Profit	635.6	(691.2)	314.3
(Loss) Profit per share:			
(Loss) Profit per basic share: Basic and diluted	0.033	(0.035)	0.016
Weighted average of common outstanding shares (in millions):	19,460.4	19,694.5	19,809.6
Dividends decreed per share		—	—
Other Financial information:			
Depreciation, amortization and impairment of long-life assets	2,111.1	2,317.4	2,466.6
EBITDA ⁽²⁾	3,774.7	3,669.1	3,429.9
EBITDA as percentage of revenues	30.5%	31.7%	31.3%

- (1) Cost of sale and services, plus administrative and selling expenses, plus depreciation and amortization, plus other operating income (expenses).
- (2) For the purposes of the Company, it has been defined as the result of adding to the operating (loss) income, the depreciation and amortization and impairment of assets. Not audited. 2023 figure, excluding restructuring expenses of Ps. \$387.6 million.

(in million pesos)

	Years ended December 31,		
	2025	2024	2023
Statement of Cash Flows:			
Net Cash Flow from:			
Operating Activities.....	4,116.9	3,284.4	2,809.9
Investing Activities	(1,534.2)	(1,160.6)	(1,310.8)
Financing Activities.....	(2,445.3)	(2,191.5)	(1,731.0)
(Net decrease) Net increases in cash or cash equivalents.....	137.4	(67.7)	(231.9)

(in million pesos)

	Years ended December 31,		
	2025	2024	2023
Balance Sheet:			
Cash and equivalents.....	1,319.6	1,255.7	1,207.2
Net working capital ⁽³⁾	701.4	807.4	655.6
Total Assets	16,362.5	17,236.2	16,709.2
Total Debt.....	9,479.0	11,261.7	10,630.5
Total Liabilities.....	13,430.0	14,885.6	13,592.3
Total stockholders' equity	2,932.4	2,350.7	3,116.8
Net Assets ⁽⁴⁾	7,856.1	8,310.1	8,909.2
Capital common stock.....	446.3	454.6	454.6
Weighted average of outstanding shares (millions).....	19,460.4	19,694.5	19,809.6

- (3) Net Working Capital is calculated by subtracting cash and equivalents, accounts payable, payable taxes and other accounts payable from current assets.
- (4) Net assets are calculated by adding net working capital to property, plant and equipment.

3.2) Financial Information per Line of Business

The Company's Board of Directors and the CEO evaluate the Company's performance by monitoring the results by segment and by type of service.

<i>(in million pesos)</i>	2025				2024				2023			
	1 Trim	2 Trim	3 Trim	4 Trim	1 Trim	2 Trim	3 Trim	4 Trim	1 Trim	2 Trim	3 Trim	4 Trim
TOTAL REVENUES	3,001	3,032	3,064	3,270	2,649	2,742	2,869	3,298	2,746	2,631	2,782	2,798
WHOLESALE	560	517	552	468	426	426	420	491	445	462	475	407
ENTERPRISE	2,112	2,187	2,178	2,192	2,009	2,089	2,115	2,271	1,942	1,961	2,016	2,018
Standard Services	1,422	1,459	1,454	1,436	1,389	1,415	1,436	1,431	1,310	1,378	1,385	1,382
Value-added	536	571	571	612	453	510	521	682	468	412	451	459
Digital Transformation	154	157	152	144	167	164	158	157	164	172	180	176
Government:	329	328	334	611	214	227	333	536	358	208	291	372
Standard Services	116	127	147	311	93	109	116	216	107	123	131	114
Value-added	204	191	178	289	109	105	205	310	239	75	147	243
Digital Transformation	9	9	9	10	12	13	12	10	12	10	12	15
COSTS & OPERATING EXPENSES⁽¹⁾	(1,972)	(2,090)	(2,168)	(2,460)	(1,852)	(1,927)	(2,051)	(2,092)	(2,072)	(1,922)	(2,018)	(1,912)
Reorganization Charges	-	-	-	-	-	-	-	(17)	(189)	-	-	(198)
OTHER REVENUES (EXPENSES)	45	20	11	22	3	9	27	(6)	63	55	37	243

(1) Does not include depreciation, amortization and impairment of long-term assets.

Revenues

The Company generates revenue from the following categories:

Alestra (Services):

- (i) *Enterprise Segment*: The Company provides services to the enterprise segment, including medium and large companies, corporations and financial institutions.
 - *Telecom*: The main services provided are:
 - *Connectivity: Data, internet, VPN and Ethernet.*
 - *Managed Networks*
 - *Collaboration Services*
 - *Mobility*
 - *Information Technology (IT)*: The main services provided are:
 - *Systems Integration*
 - *Cloud services*
 - *Cybersecurity*
 - *Voice: Local and international long-distance calls to fixed and mobile lines, international traffic (transport or termination of calls originated outside Mexico), toll-free (800) services, Voice over IP, among others.*
- (ii) *Government Segment*: The Company provides the same Telecom, IT, Cybersecurity, and Voice services described above to government entities at the federal, state, and/or municipal levels.

Axnet (Infrastructure):

The Company provides fixed-line operators (including Alestra) and mobile operators (domestic and international), data center and tower operators, large-scale cloud operators (hyperscalers), with a broad range of connectivity services based on its fiber optic network and spectrum, including last-mile access, IP transit, fiber (lit and dark), fiber-to-the-tower, fiber-to-the-data-center, spectrum, and colocation services.

The following table summarizes revenue and revenue contribution by segment.

<i>(in million pesos)</i>	2025	2024	2023	2025	2024	2023
TOTAL REVENUES	12,367	11,556	10,956	100%	100%	100%
MAYORISTA	2,096	1,763	1,790	17%	15%	16%
ENTERPRISE	8,669	8,483	7,936	70%	73%	72%
Telecom	5,772	5,671	5,456	47%	49%	50%
IT & Cybersecurity	2,290	2,166	1,789	19%	19%	16%
Voice	607	646	692	5%	6%	6%
GOVERNMENT	1,602	1,310	1,230	13%	11%	11%
Telecom	702	533	476	6%	5%	4%
IT & Cybersecurity	862	730	704	7%	6%	6%
Voice	37	47	50	0%	0%	0%

Costs and Operating Expenses

The Company's costs are classified as follow:

- Cost of Services primarily consists of interconnection costs and costs related to the implementation of IT solutions, including: (i) leased line charges, typically paid on a per-circuit, per-month basis to Telmex and other last-mile access providers; (ii) interconnection costs, including local access and resale charges, paid on a per-minute basis primarily to Telmex; and (iii) international payments to foreign carriers on a per-minute basis to complete international calls originated in Mexico.
- Operating Expenses primarily consist of selling and administrative expenses, including salaries and wages, maintenance expenses, advertising, energy and fuel consumption, travel expenses, tower lease costs, professional fees, among others.
- Depreciation and Amortization include depreciation of the Company's telecommunications network infrastructure and equipment, as well as amortization of pre-operating expenses, the cost of radio spectrum licenses, and other related items.

3.3) Relevant Credit Agreements

As of December 31, 2025, 2024 and 2023, the balance of Axtel's debt was Ps. \$9,479 million, Ps. \$11,262 million and Ps. \$10,631 million, respectively. The following table shows the integration in million Pesos:

Description	As of December 31, 2025	As of December 31, 2024	As of December 31, 2023
Term Loan with Bancomext bearing interest at a rate of TIIE Funding 28-day CPA + 2.0%, maturing on December 17, 2035. Interest is payable quarterly.	1,600	-	-

Bank loan with Bancomext at TIE + 2.1% maturing on August 31, 2028. Interests are payable quarterly.	2,935	3,026	3,026
Syndicated bank loan with nine financial institutions maturing on April 15, 2028. Interest payable quarterly at a rate of 3-month SOFR + 3.00% per year.	2,066	3,689	3,548
Syndicated bank loan with nine financial institutions maturing on April 15, 2028. Interest is payable monthly at a rate of TIE 28 days + 3.00% per year.	552	842	972
Bilateral loan with Export Development Canada maturing on January 26, 2028. Interest is payable monthly at a rate of TIE 28 days + 3.30%.	1,797	2,027	1,689
Bilateral loan with the International Finance Corporation maturing on November 15, 2030. Interests payable quarterly SOFR 3M + 3.15%.	-	1,216	1,014
Lease liabilities	344	274	261
Other credits	110	81	42
Accrued interest payable	109	173	172
Debt issuance costs	-33	-66	-93
TOTAL	\$9,479	\$11,262	\$10,631

In addition to short and long-term financial liabilities that are reflected in the Audited Financial Statements, the Company does not have any tax debts and the principal and interest payments have been made on time. There is no priority in the payment of the credits mentioned above.

Axtel's current long-term bank debt contracts contain restrictions, mainly in terms of compliance with certain financial ratios, including:

- Interest coverage ratio. Defined as profit before the financial result, income taxes, depreciation, and amortization for a period of the last four quarters, divided by the net financial expenses of the last four quarters. As of December 31, 2025, this factor cannot be less than 3.00 times.
- Leverage ratio. Defined at any time of its determination, as the result of dividing the consolidated net debt as of such date, by the profit before financial result, income taxes, depreciation and amortization for a period of the last four preceding quarters. As of December 31, 2025, this ratio should not exceed 3.50 times.

As of the date of this Annual Report, Axtel is in compliance with the obligations to do and not to do contained in its credit agreements. Said obligations, among other conditions and subject to certain exceptions, require or limit the ability of Axtel's subsidiaries to:

- Grant liens over assets;
- Enter into transactions with affiliates;
- Effect a merger in which the Company is dissolved;
- Dispose of assets under unfavorable terms;
- Change of control; and
- Pay dividends.

3.4) Management's Discussion and Analysis of the Company's Operating Results and Financial Position

The operating results for the years ended December 31, 2025, 2024 and 2023 are presented below, as well as the financial position as of December 31, 2025, 2024 and 2023.

3.4.1) Operating results for the years ended December 31, 2025 and December 31, 2024

Revenues

Total revenues for 2025 reached Ps. \$12,367 million, representing a 7.0% increase, supported by growth across all three business segments: Enterprise (+2.2%), Government (+22.3%), and Wholesale (+18.9%).

The Company's revenues come from the following segments, based on the market they serve:

Enterprise Segment

Revenues for 2025 reached Ps. \$8,669 million, an increase of 2.2% supported by a 1.8% increase in telecom services and a 5.7% rise in IT & cybersecurity solutions.

Telecom. Revenues increased 1.8%, driven by strong growth in connectivity and managed networks, supported by multi-year contracts with new customers and incremental services provided to existing ones, as well as significant growth in mobile solutions driven by new customer acquisitions. These improvements were partially offset by a decline in collaboration solutions. Compared with industry telecom service revenues, Axtel significantly outperformed overall market performance.

IT & Cybersecurity. Revenues increased 5.7%, mainly driven by double-digit expansion in IT solutions, particularly in cloud and systems integration services, resulting from both new contracts and incremental services for existing customers, as well as extraordinary revenues.

Voice. Revenues decreased 6.0%, representing 7.0 % of total Enterprise revenues.

Government Segment

Revenues for 2025 reached Ps. \$1,602 million, a 22.3% increase, supported by a 31.6% growth in telecom and 18.1% growth in IT and cybersecurity. Performance was further strengthened by a 21.5% increase in recurring revenues, reflecting the Company's effective strategy to renew 99% of contracts scheduled to expire during the year, as well as the successful acquisition of new contracts with existing federal clients. The 2025 revenue mix consisted of 70% federal entities and 30% state and municipal governments.

Telecom. Revenues increased 31.6%, reflecting consistently strong performance in connectivity solutions throughout the year.

IT & Cybersecurity. Revenues increased 18.1%, driven by substantial growth in systems integration services supported by new projects with federal agencies, as well as non-recurring revenue related to Mexico's international trade digital platform initiative.

Voice. Revenues decreased 20.2%, representing 2.3% of total Government segment revenues.

Wholesale Segment

Revenues for 2025 reached Ps. \$18,996 million, representing an 18.9% increase compared to 2024. Full-year growth was supported by strong demand for up-front high-capacity contracts, primarily driven by AI-related data transport requirements and increased data center connectivity. Even excluding the recognition of extraordinary revenues from a major mobile customer in 1Q25, revenues would have recorded double-digit

growth. Wholesale access services to international carriers and data center operators also increased 4% year-over-year, further supporting the segment's strong performance.

Gross profit

Gross profit, defined as revenues minus the cost of revenues, totaled Ps. \$6,960 million in 2025, representing a 12.9% year-over-year increase. Gross profit by segment, excluding depreciation and amortization cost of sales, is described below. Contribution margin remained unchanged at 71% year-over-year.

Enterprise. Gross profit increased 3.7%, driven by revenue growth and improved margins within the segment.

Government. Gross profit grew 21.3%, closely aligned with revenue growth for the year.

Wholesale. Gross profit increased 19.6%, in line with strong full-year revenue growth.

Operating expenses and Other income (expenses)

Operating and commercial expenses for the Enterprise, Government and Wholesale segments totaled Ps. \$4,111 million in 2025, an 11.0% increase year-over-year. The increase primarily reflects the uncollectable provision benefit recorded in the Wholesale segment (Axnet) during 4Q24, which resulted in an unfavorable comparison base, as well as higher personnel expenses driven by labor legislation changes implemented in Mexico plus inflationary adjustments affecting tower leases and maintenance expenses.

Contribution to EBITDA

Contribution to EBITDA totaled Ps. \$4,666 million in 2025, a 4.9% increase year-over-year, driven by gross profit growth across all segments and partially offset by higher operating and commercial expenses.

General Expenses and Other Income

General expenses, which include centralized functions such as Finance, Human Resources and Legal, amounted to Ps. \$989 million, representing a 21.7% increase year-over-year. Nearly half of this increase is attributable to the absence of an extraordinary personnel provision benefit recorded in the 4Q24. As with operating and commercial expenses, higher personnel expenses reflect labor legislation impacts and annual inflationary adjustments.

Other income totaled Ps. \$98 million in 2025, up from Ps. \$34 million in the prior year.

EBITDA

Comparable EBITDA reached Ps. \$3,775 million in 2025, representing a 2.9% increase year-over-year, supported by stronger contributions from all business segments and higher other income, partially offset by increased general expenses. The EBITDA margin decreased from 32% in 2024 to 31% in 2025.

Operating Income

Operating income reached Ps. \$1,664 million in 2025, a 24.7% increase, driven primarily by higher EBITDA and lower depreciation and amortization (D&A) expenses.

Comprehensive Financing Result

The comprehensive financing cost for 2025 totaled Ps. \$404 million, significantly lower than Ps. \$2,420 million in 2024. This improvement reflects: (i) an FX gain of Ps. \$559 million in 2025 compared to an FX loss of Ps. \$1,213 million in 2024, and (ii) a 20% reduction in net interest expense, resulting from debt prepayments and lower interest rates.

Taxes

Income tax expense for 2025 totaled Ps. \$624 million, compared to a tax benefit of Ps. \$394 million in 2024. The variation is mainly attributable to the recognition of inflationary effects, the utilization of tax loss carryforwards, and the deduction of interest expenses from prior years.

Net income (Loss)

In 2025, the Company recorded a net income of Ps. \$636 million, compared to a net loss of Ps. \$691 million in 2024.

Capital Investments

Capital expenditures for acquisitions of property, plant and equipment, and intangible assets totaled Ps. \$1,643 million in 2025, a 26.2% increase compared to Ps. \$1,302 million in 2024. Capex represented 13% of total revenues in 2025, compared to 11% in the prior year. The increase mostly reflects investments related to the new Querétaro-McAllen fiber-optic deployment and the renewal of a 15-year fiber optic lease, which complements the Company's network.

Operating results for the years ended December 31, 2024 and December 31, 2023

Revenues

Total revenues for 2024 reached Ps. \$11,556 million, representing a 5.5% increase compared to Ps. \$10,956 million in 2023, driven by growth of 6.9% and 6.5% in the Enterprise and Government segments, respectively, which more than offset a 1.5% decline in the Wholesale segment.

The Company's revenues are derived from the following segments, based on the markets it serves:

Enterprise Segment

Revenues for 2024 totaled Ps. \$8,483 million, a 6.9% increase compared to Ps. \$7,936 million in 2023, reflecting growth in Telecom, IT, and Cybersecurity, driven by a commercial strategy focused on business lines and selected industry verticals.

Telecom: Revenues increased 3.9% in 2024, primarily due to a 4.4% increase in connectivity, driven by multi-year contracts with new customers and additional services to existing clients. Managed networks grew 3.9%, while mobility solutions recorded strong growth of 44.7%.

IT and Cybersecurity: Revenues increased 21.1% in 2024, primarily driven by strong growth in cybersecurity solutions, supported by additional services to existing customers and extraordinary sales of licenses and equipment, as well as growth in systems integration associated with higher volumes of non-recurring equipment sales and incremental services to existing clients.

Voice: Revenues decreased 6.6% in 2024, representing 8% of total Enterprise segment revenues.

Government Segment

Revenues for 2024 reached Ps. \$1,310 million, a 6.5% increase compared to Ps. \$1,230 million in 2023, primarily driven by a 38.3% increase in recurring revenues. In 2024, the Government segment successfully renewed 99% of contracts expiring during the year.

Telecom: Revenues increased 12.1% in 2024, mainly driven by significant growth in collaboration solutions, partially offset by a decline in connectivity services.

IT and Cybersecurity: Revenues increased 3.8% in 2024, supported by growth in cybersecurity and systems integration solutions. This increase was driven by additional services for federal and local governments, as well as low-margin non-recurring projects.

Voice: Revenues decreased 7.1% in 2024, representing 4% of total Government segment revenues.

Wholesale Segment

Revenues for 2024 reached Ps. \$1,763 million, reflecting a 1.5% decrease compared to Ps. \$1,790 million in 2023. The decline was primarily due to the gradual phase-out of continuity services related to the 2019 divestiture of the mass market business and lower connectivity revenues from multinational operators, which offset growth in dark fiber contracts. Excluding the termination of continuity services, 2024 revenues increased 1.9%.

Gross Profit

Gross profit, defined as revenues less cost of sales, amounted to Ps. \$6,165 million in 2024, an 8.4% increase compared to 2023. Gross profit by segment, excluding depreciation and amortization within cost of sales, is as follows:

Enterprise: Gross profit reached Ps. \$6,179 million in 2024, an increase of 7.2% year-over-year, in line with revenue growth.

Government: Gross profit totaled Ps. \$542 million in 2024, an increase of 1.3% compared to 2023. This growth was below the rate of revenue increase, primarily due to a higher proportion of low-margin non-recurring projects.

Wholesale: Gross profit amounted to Ps. \$1,430 million in 2024, a 3.8% decrease year-over-year, reflecting revenue trends.

Operating Expenses and Other Income (Expenses)

Selling and administrative expenses totaled Ps. \$4,822 million in 2024, a 5.5% decrease compared to 2023. Excluding depreciation and amortization, these expenses decreased 4.7%, primarily due to lower bad debt provisions at Axnet, partially offset by increases in personnel expenses and tower lease costs.

Other income (expenses) amounted to Ps. \$(8) million in 2024, compared to Ps. \$(6) million in 2023 (including Ps. \$388 million in extraordinary restructuring expenses). Excluding asset impairments and restructuring expenses, other income totaled Ps. \$34 million in 2024, compared to Ps. \$398 million in 2023, representing a decrease of Ps. \$364 million.

EBITDA

Comparable EBITDA for 2024 reached Ps. \$3,669 million (excluding extraordinary restructuring expenses), a 7.0% increase compared to Ps. \$3,430 million in 2023, driven by higher gross profit and lower operating expenses, partially offset by lower other income. EBITDA margin increased from 31% in 2023 to 32% in 2024.

Operating Income

Operating income for 2024 amounted to Ps. \$1,334 million, compared to Ps. \$576 million in 2023, representing a 132% increase, driven by higher EBITDA and lower depreciation and amortization.

Comprehensive Financing Result

The comprehensive financing cost for 2024 totaled Ps. \$2,420 million, significantly higher than Ps. \$322 million in 2023. This increase was primarily driven by a foreign exchange loss of Ps. \$1,213 million in 2024, compared to a foreign exchange gain of Ps. \$655 million in 2023, as well as a 72% decrease in interest income, reflecting the benefit from the repurchase of Senior Notes for U.S.\$89 million in 2023.

Taxes

In 2024, income tax resulted in a benefit of Ps. \$394 million, compared to a benefit of Ps. \$61 million in 2023. The variation was mainly attributable to the recognition of inflation effects on the Company's assets and an increase in interest deductions available in future periods.

Net (Loss) Income

For 2024, the Company reported a net loss of Ps. \$691 million, compared to net income of Ps. \$314 million in 2023.

Capital Expenditures (Capex)

For 2024, capital expenditures in property, plant and equipment and intangible assets totaled Ps. \$1,302 million, a 2.9% decrease compared to Ps. \$1,340 million in 2023. Capex as a percentage of total revenues was 11% in 2024, compared to 12% in the prior year.

3.4.2) Financial Position as of December 31, 2025 and as of December 31, 2024

Assets. As of December 31, 2025, total assets amounted Ps. \$16,362 million compared to Ps. \$17,236 million as of December 31, 2024, a decline of Ps 874 million, or 5%.

Cash and equivalents. As of December 31, 2025, cash and equivalents totaled Ps. \$1,320 million compared to Ps. 1,256 million as of December 31, 2024, an increase of Ps. \$64 million, or 5%.

Accounts Receivable. As of December 31, 2025, accounts receivable totaled Ps. \$2,124 million compared to Ps. \$2,263 million as of December 31, 2024, a decline of Ps. 139 million, or 6%.

Property, systems and equipment, net. As of December 31, 2025, property, systems and equipment, net, were Ps. \$7,155 million compared to Ps. \$7,503 million as of December 31, 2024. Property, systems and equipment without discounting accumulated depreciation totaled Ps. \$51,192 million and Ps. 49,874 million as of December 31, 2025 and 2024, respectively.

Liabilities. As of December 31, 2025, total liabilities amounted to Ps. \$13,430 million compared to Ps. \$14,886 million as of December 31, 2024, a decline of Ps. \$1,456 million or 10%, mainly due to a decrease in accounts payable and long-term debt.

Debt. As of December 31, 2025, net debt amounted to U.S.\$456 million, representing an 8% decrease (U.S.\$41 million) compared to 4Q24. This variation was driven by a reduction in debt of U.S.\$64 million, a non-cash accounting

increase of U.S.\$35 million resulting from a 13% year-over-year appreciation of the Mexican peso, and an increase in cash of U.S.\$11 million.

The total year-over-year reduction in debt of U.S.\$64 million is explained by: (i) a decrease of U.S.\$81 million due to partial prepayments of the syndicated loan (March, June, and December 2025); (ii) an increase of U.S.\$74 million associated with a new long-term peso-denominated loan; (iii) a decrease of U.S.\$60 million related to the full prepayment of the bilateral loan with IFC; and (iv) an increase of U.S.\$2 million in other borrowings and finance leases.

Accounts payable. As of December 31, 2025, accounts payable amounted to Ps. \$2,107 million compared to Ps. \$1,938 million as of December 31, 2024, an increase of Ps. \$169 million, or 9%.

Stockholders' equity. As of December 31, 2025, the Company's shareholders' equity totaled Ps. \$2,932 million, compared to Ps. \$2,351 million as of December 31, 2024, representing an increase of Ps. \$582 million, or 25%. Share capital amounted to Ps. \$446 million as of December 31, 2025, compared to Ps. \$455 million as of December 31, 2024, reflecting a decrease of Ps. \$8 million, or 2%.

Cash Flow

As of December 31, 2025, cash flows generated from operating activities totaled Ps. \$4,117 million, compared to Ps. \$3,284 million generated for the quarter ended December 31, 2024.

As of December 31, 2025, the Company used cash flows in investing activities of Ps. \$(1,534) million, compared to Ps. \$(1,161) million. Investments in property, systems and equipment, and intangible assets amounted to Ps. \$(1,643) million as of December 31, 2025, compared to Ps. \$(1,302) million as of December 31, 2024.

As of December 31, 2025, cash flows used in financing activities totaled Ps. \$(2,445) million, compared to Ps. \$(2,191) million as of December 31, 2024.

As of December 31, 2025, the Company's net debt-to-EBITDA ratio and interest coverage ratio were 2.3x and 4.2x, respectively. As of December 31, 2024, net debt-to-Comparable EBITDA and interest coverage ratios were 2.5x and 3.1x, respectively. Comparable EBITDA excludes extraordinary losses (gains), such as expenses related to organizational efficiency initiatives.

Financial Position as of December 31, 2024 and as of December 31, 2023

Assets. As of December 31, 2024, total assets amounted Ps. \$17,236 million compared to Ps. \$16,709 million as of December 31, 2023, an increase of Ps 527 million, or 3%.

Cash and equivalents. As of December 31, 2024, cash and equivalents totaled Ps. \$1,256 million compared to Ps. 1,207 million as of December 31, 2023, an increase of Ps. \$49 million, or 4%.

Accounts Receivable. As of December 31, 2024, accounts receivable totaled Ps. \$2,263 million compared to Ps. \$1,391 million as of December 31, 2023, an increase of Ps. 873 million, or 63%.

Property, systems and equipment, net. As of December 31, 2024, property, systems and equipment, net, were Ps. \$7,503 million compared to Ps. \$8,254 million as of December 31, 2023. Property, systems and equipment without discounting accumulated depreciation totaled Ps. \$49,874 million and Ps. 48,962 million as of December 31, 2024 and 2023, respectively.

Liabilities. As of December 31, 2024, total liabilities amounted to Ps. \$14,886 million compared to Ps. \$13,592 million as of December 31, 2023, an increase of Ps. \$1,293 million or 10%, mainly due to an increase in accounts payable and long-term debt.

Accounts payable. As of December 31, 2024, accounts payable amounted to Ps. \$1,938 million compared to Ps. \$1,361 million as of December 31, 2023, an increase of Ps. \$577 million, or 42%.

Debt. As of December 31, 2024, net debt was US \$497 million, a decrease of 12% or US \$66 million in comparison with 4Q23; comprised of a US \$33 million decrease in debt, a US \$43 million non-cash decrease in debt caused by a 17% depreciation of the Mexican peso year-over-year and a US \$10 million decrease in cash. Total debt reduction of US \$33 million year-over-year is explained by i) a US \$36 million decrease related to the partial prepayment of the syndicated bank loan with nine financial institutions; and ii) a US \$3 million increase in other loans and financial leases.

Stockholders' equity. As of December 31, 2024, the Company's stockholders' equity amounted to Ps. \$2,351 million compared to Ps. \$3,117 million as of December 31, 2023, a decrease of Ps. \$766 million or 25%. Capital stock was Ps. \$455 million as of both December 31, 2023 and December 31, 2024.

Cash Flow

As of December 31, 2024, cash flow from operating activities reached Ps. \$3,284 million, compared to a cash flow of Ps. \$2,810 million as of December 31, 2023.

As of December 31, 2024, the Company had generated (used) cash flows from investing activities for Ps. \$(1,161) million, compared to Ps. \$(1,311) million as of December 31, 2023. Investments in property, systems and equipment, and intangibles were Ps. \$(1,302) million as of December 31, 2024 and Ps. \$(1,340) million as of December 31, 2023.

As of December 31, 2024, cash flow (used in) generated by financing activities was Ps. \$(2,191) million, compared to Ps. \$(1,731) million as of December 31, 2023.

As of December 31, 2024, net debt to Comparable EBITDA ratio and the interest coverage ratio were 2.5x and 3.1x, respectively. Likewise, as of December 31, 2023 the net debt to EBITDA and interest coverage ratios were at 2.9x and 3.5x, respectively. Comparable EBITDA excludes extraordinary losses (gains), such as the expense related to organizational efficiencies.

Liquidity and Capital Resources applicable for years 2025, 2024 and 2023

On November 9, 2017, Axtel completed an international debt offering, with notes listed on the Irish Stock Exchange through a private placement under Rule 144A and Regulation S of the U.S. Securities Act of 1933, for a total principal amount of U.S.\$500 million, before issuance costs of U.S.\$7 million. The notes bore interest at an annual rate of 6.375% and had a seven-year maturity (the "Notes"). Proceeds from the transaction were used to prepay existing debt related to a syndicated credit agreement dated January 15, 2016, as well as certain transaction costs and expenses. In March 2021, Axtel prepaid U.S.\$60 million of its Notes at a price of 104.781%, using remaining proceeds from the data center transaction completed in January 2020.

During the second half of 2022, the Company repurchased U.S.\$38 million aggregate principal amount of its Notes in the open market using internal resources. In addition, in January 2023, Axtel launched a tender offer to purchase up to U.S.\$120 million aggregate principal amount of its Notes. The Company received tenders for U.S.\$89 million principal amount, which it accepted and purchased using a combination of internal resources and proceeds from existing credit facilities.

On January 26, 2023, the Company entered into a bilateral loan agreement with Export Development Canada (EDC) for U.S.\$100 million with a five-year maturity. Additionally, on April 27, 2023, Axtel obtained a syndicated bank loan with nine financial institutions for U.S.\$210 million and Ps. \$971 million, also with a five-year maturity. Proceeds from both financings were used to fund the aforementioned tender offer and to refinance the remaining outstanding balance of the Notes (U.S.\$314 million) at a price of 101.594%.

On December 6, 2023, Axtel entered into a U.S.\$60 million loan agreement with the International Finance Corporation (IFC), a member of the World Bank Group, with a seven-year maturity and linked to environmental and social commitments. Proceeds from this loan were used, in addition to financing the strategic deployment of Axtel's fiber optic network to telecommunications towers and data centers, to fully prepay the outstanding balance of U.S.\$40 million under its revolving credit facility with Export Development Canada (with a total committed amount of up to U.S.\$50 million), which was subsequently renewed for an additional three-year term with a new maturity in January 2027.

On December 16, 2024, and on March 26 and June 16, 2025, Axtel made partial prepayments of its syndicated bank loan in the amounts of U.S.\$34 million, U.S.\$39 million, and U.S.\$15 million, respectively, using internally generated cash flow.

On December 18, 2025, Axtel entered into a Ps. \$1,600 million loan agreement with Banco Nacional de Comercio Exterior (Bancomext) with a ten-year maturity. Proceeds were used to fully prepay the U.S.\$60 million IFC loan and to partially prepay U.S.\$29 million of its syndicated bank loan (resulting in aggregate prepayments of approximately U.S.\$118 million, including peso-denominated equivalents). As a result, the weighted average life of total debt increased from approximately three to four years, strengthening the Company's capital structure.

While the Company believes it will be able to meet its debt service obligations and fund its operational needs through cash flow from operations, it may seek to obtain additional financing in the capital markets from time to time, depending on market conditions and its financial requirements. The Company will continue to focus on capital expenditures and on managing its working capital, including the collection of accounts receivable and the management of accounts payable.

Tax Liabilities

As of December 31, 2025, the Company did not have relevant tax liabilities.

Commitments regarding Capital Investments

As of December 31, 2025, the Company did not have relevant capital investment commitments.

Non-registered Relevant Transactions

As of December 31, 2025, the Company had no relevant off-record transactions in the Balance Sheet or the Income Statement. As of the date of this report, the Company is in compliance with the obligations to do and not to do contained in its credit agreements. For more information see section 2.15) *Judicial, Administrative or Arbitration Processes*.

3.4.3) Internal Control applicable to years 2025, 2024 and 2023

The Company, through its internal control department, has established adequate control policies and procedures that provide reasonable assure that all operations are carried out, accounted for and reported in accordance with the guidelines established by its management, in accordance with IFRS and its application criteria. The Company considers that its leading information technology platform, along with its organizational structure, provide the necessary tools to apply such policies and procedures correctly. Likewise, the Company has established and periodically applies internal auditing procedures to its different operating processes.

The Company's internal control is governed by several policies, procedures and controls (automated and manual), ranging from the delivery of services provided by the Company to the way in which goods and services required by the Company are acquired. The following describe some of the Company's internal policies:

- **Expenses and Procurement Policy.** The objective of this policy is to ensure that all costs or expenses incurred are consistent with the Company's interest and strategies and delegates its authorization to the executive level. This policy includes from the budget allocation that contemplates the expenditure in any concept, until the delivery of the good or service to be acquired, passing through a series of filters such as: the selection of a determined supplier, payment term agreed upon, the form of payment and its execution. The expense and investment budget is authorized at the corporate offices of the Company. The expense budget considers the concept of expenses, the form of requesting for authorization, as well as the levels of the executive personnel that should authorize. In the case of purchase of fixed assets, regardless of the amount, it will be authorized upon delivery of a capital investment authorization request ("SAIC" for its Spanish translation). Any project that is not within the original budget will have to be authorized by Executive management level of the Company.
- **Accounting Policy.** It contemplates the general guidelines to ensure the correct and timely recording of quantitative transactions and estimates essential for the preparation of the Company's financial statements, attached and in accordance with IFRS.
- **Uncollectible Reserve Accounts Policy.** The objective of this policy is to supervise the collection of the accounts receivables portfolio and make the required provisions in a timely manner. This policy establishes the necessary requirements for the determination of the provision of uncollectible accounts and informs the accounting records to be carried out by means of certain provisions and the tax treatment to be applied at the time of the cancellation of the uncollectible accounts.
- **Treasury Policy.** Policy intended to properly plan and manage the financial resources necessary for Axtel to develop its operation and expansion plans and maintain effective relations with financial institutions and investors.
- **Financial Policy:** The Corporate Finance area will be responsible for anticipating, analyzing, obtaining when applicable, and managing the credit lines or financing required for the development of Axtel's operation and expansion plans, striving to optimize the terms, conditions and obligations established in the financing contracts. In adherence to Axtel's Financing Policy, it is the responsibility of the CFO with the support of the Investor Relations and Financing Manager: (i) to define the financing or refinancing strategy, as well as to negotiate and contract Corporate Financing with prior authorization from the Axtel Executive Committee or Axtel Board of Directors; (ii) for the drawdown and administration of the credit lines; (iii) for debt servicing and strict compliance in a timely manner with all contractual obligations; and (iv) for the definition of the banks and financial intermediaries with which operations must be conducted and the assignment of their roles and/or mandates.

Treasury Policies

Establishes the general framework of the Treasury that allows planning and adequate management of the necessary financial resources so that the Company can develop its operating and expansion plans and maintain effective relationships with financial institutions and investors.

General Guidelines

- **Cash Reserves.** - The Treasury Department will be responsible for having sufficient Cash Reserves to ensure the liquidity and solvency necessary to comply with the commitments related to the normal development of operations, those derived from capital investments and the financial obligations.
- **Risk-to-return ratio.** - Treasury activities should be focused on optimizing the risk-return ratio of Axtel's financial assets, in compliance with the guidelines defined in Axtel's General Treasury Policy and the obligations established in the financing agreements.

- Risk Management: The Treasury Department will be responsible for managing insurance and guarantees in accordance with the General Treasury Policy. On the other hand, the Corporate Finance and Investor Relations area will be responsible for the administration of the financial derivative instruments that hedge Axtel's financial position in accordance with the Financial Derivatives Guidelines Annex derived from Axtel's Financing Policy.
- Cash flow planning. - The Treasury department will have the responsibility to plan and regulate the available financial cash flow, based on the analysis of Cash Flow, the scheduling of expenditures, projected revenues and available financing alternatives.
- Payment to suppliers. - The Treasury Department will be responsible for planning and managing Axtel's Cash Reserves, to honor the payment terms agreed with suppliers, subject to receipt of the invoice with the established requirements by Axtel and according to the financial resources available.
- Contingency Measures. - If Cash Reserves do not ensure the minimum level of liquidity required to comply with Axtel's commitments, the Treasury Department will be responsible for submitting a plan to the Finance Executive Department to restore the minimum level.
- Waiver. – In the event that a waiver is anticipated due to non-compliance, the Corporate Financing area, with authorization from the Executive Finance Department, must immediately initiate the application process of requesting the waiver.
- Authorizations. - Only those officers of Axtel appointed by the General Shareholders' Meeting, filed through a Public Notary, or persons empowered in the Treasury Department by such attorneys, may perform the following operations on behalf of Axtel:
 - Grant or subscribe for credit instruments.
 - Guarantee, negotiate, or discount credit securities.
 - Open, operate and close investment and/or checking accounts in the normal course of business operations.
 - Grant bonds, mortgages, pledges or any other general or specific guarantee, or constitute any kind of right in favor of third parties.

General Guidelines for Expenditure Control and Cash Management

- Minimum Cash Reserves. – Axtel must have the Cash Reserves necessary to ensure the daily financial operation of Axtel, considering contingencies. The Cash Reserves must maintain an established minimum daily balance.
- Concentration of collection. - The Treasury Department will be responsible for transferring to the concentrating accounts, daily or whenever deemed necessary, the income received in the collection accounts, to optimize the use of available financial resources.
- Dispersion of funds. - The Treasury Department will be responsible for efficiently managing the Cash Flow available in the concentrating accounts, timely dispersing the required funds to the paying accounts to fulfill Axtel's acquired paying commitments.
- Payment to suppliers. - The Treasury Department will be responsible for planning and managing the Axtel's Cash Reserves, to honor the agreed payment terms with suppliers according to the liquidity situation. That is, to maintain an adequate liquidity that avoids any situation that jeopardizes the continuity of the operation of Axtel; which will be a priority of the Treasury, even over terms of payment agreed with suppliers. The minimum standard payment condition will be 90 calendar days after the date of the invoice reception, in justified situations the term will be based on the date of the invoice.
- Special payment conditions to suppliers. - The options of prompt payment, via factoring or extended payments proposed by suppliers will be evaluated jointly by the Treasury and Supply Departments. Any modification to the standard payment terms or terms agreed upon with suppliers, as well as the payment of advances, must be authorized by the Treasury Department and Supply Chain Department, and documented in the purchase file.
- Investment of Surpluses. - The Treasury will be responsible for the investment of surplus resources, optimizing the risk-return ratio and evaluating characteristics of term, rating and marketability, as well as taking care of reciprocity with the counterparts that support the relationship with Axtel. The investment of

surplus resources must comply with the guidelines defined in the General Treasury Policy and the obligations established in current financing agreements (Covenants).

- Foreign currencies exchange. - Operations in the purchase or sale of foreign currency must be carried out with the financial institutions that offers the best available alternative in terms of price, security and timely delivery of resources will proceed. Before closing a foreign currency exchange purchase or sale operation, at least two financial institutions that comply with the current requirements established by the General Treasury Policy must be quoted, as well as documenting the Foreign Currency Purchase-Sale transaction.
- Operation of petty cash fund or fixed funds. - The Treasury Department will have the responsibility to review the proper use, apply periodic bills and endorsements in the areas where the Treasury has authority; in the places where the treasury has no presence, the responsibility will be in charge of the administrative coordinator of such area or of the Internal Control area of Axtel. The Treasury will have the power to authorize, reject or cancel the petty funds or fixed funds assigned to employees of Axtel, in order to ensure the optimal use of resources.
- Bank commissions. - The Treasury Department will be responsible for keeping track of the banking commissions charged to Axtel derived from cash management, establishing continuous monitoring and trying to optimize the costs generated by banking services, with the exception of collection commissions, which will be responsibility of the area of income assurance and payments application.
- Bank float. -The Treasury Department will be responsible for maintaining the minimum necessary bank float balance in checking accounts, in order to optimize the use of available financial resources
- Bank Accounts. - The Treasury Department will be responsible for controlling the opening of bank accounts and administration, to maintain the most appropriate account structure for the needs of Axtel's financial operation and seeking to optimize available monetary resources.
- Authorizations. - Only those officers of Axtel appointed by the General Shareholders' Meeting, filed through a Notary Public, or persons empowered in the Treasury Department by such attorneys, may perform banking or cash management operations on behalf of Axtel.

3.5) Critical accounting estimates and significant judgments

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Axtel makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below:

a. Impairment and useful lives of long-lived assets

The Company reviews depreciable and amortizable assets on an annual basis for signs of impairment, or when certain events or circumstances indicate that the book value may not be recovered during the remaining useful life of the assets. For intangible assets with an indefinite useful life, the Company performs impairment tests annually and at any time that there is an indication that the asset may be impaired.

To test for impairment, the Company uses projected cash flows, which consider the estimates of future transactions, including estimates of revenues, costs, operating expenses, capital expenditures and debt service. In accordance with IFRS, discounted future cash flows associated with an asset or CGU are compared to the book value of the asset or CGU being tested to determine if impairment exists whenever the aforementioned discounted future cash flows are less than its book value. In such case, the carrying amount of the asset or group of assets is reduced to its value in use, unless its fair value is higher.

The Company estimates the useful lives of long-lived assets in order to determine the depreciation and amortization expenses to be recorded during the reporting period. The useful life of an asset is calculated when the asset is acquired and is based on past experience with similar assets, considering anticipated technological changes or any other type of changes. Were technological changes to occur faster than estimated, or differently than anticipated, the useful lives assigned to these assets could have to be reduced. This would lead to the recognition of a greater depreciation and amortization expense in future periods. Alternatively, these types of technological changes could result in the recognition of a charge for impairment to reflect the reduction in the expected future economic benefits associated with the assets.

b. *Estimated impairment of goodwill and intangible assets with indefinite useful lives*

The Company conducts annual tests to determine whether goodwill and intangibles assets with indefinite useful lives have suffered any impairment (Note 11). For impairment testing, goodwill and intangibles assets with indefinite lives is allocated with those cash generating units (CGUs) of which the Company has considered that economic and operational synergies of the business combinations are generated. The recoverable amounts of the groups of CGUs were determined based on the calculations of their value in use, which require the use of estimates, within which the most significant are the following:

- Estimation of future gross and operating margins according to the historical performance and expectations of the industry for each CGU group.
- Discount rate based on the weighted cost of capital (WACC) of each CGU or CGU group.
- Long-term growth rates.

c. *Recoverability of deferred tax assets*

The Company has applicable tax-loss carryforwards, which can be used in the following years until maturity expires (See Note 19). Based on the projections of income and taxable income that the Company will generate in the following years through a structured and robust business plan, management has considered that current tax losses will be used before they expire and, therefore, it was considered appropriate to recognize a deferred tax asset for such losses.

d. *Commitments and contingencies*

The Company exercises its judgment in measuring and recognizing provisions and the exposures to contingent liabilities related to pending litigation or other pending claims subject to negotiation for liquidation, mediation, arbitration or government regulation, as well as other contingent liabilities. The Company applies its judgment to evaluate the probability that a pending claim is effective, or results in recognition of a liability and to quantify the possible range of the liquidation. Due to the uncertainty inherent to this evaluation process, actual losses could differ from the provision originally estimated.

Contingencies are recorded as provisions when a liability has probably been incurred and the amount of the loss can be reasonably estimated. It is not practical to conduct an estimate regarding the sensitivity to potential losses, of all other assumptions have been made to record these provisions, due to the number of underlying assumptions and to the range of reasonable results possible, in connection with the potential actions of third parties, such as regulators, both in terms of probability of loss and estimates of said loss.

e. *Default probability and recovery rate to apply the expected credit losses model in the impairment measurement of financial assets*

The Company assigns to customers with whom it has an account receivable at each reporting date, either individually or as a group, an allowance for the probability of default in the account receivable and the

estimated recovery rate, in order to reflect the cash flows expected to be received from the outstanding balances as of that date.

f. ***Estimation of the discount rate to calculate the present value of future minimum lease payments***

The Company estimates the discount rate to use in the determination of the lease liability, based on the incremental borrowing rate (“IBR”).

The Company uses a three-tier model, with which it determines the three elements that comprises the discount rate: (i) reference rate, (ii) credit risk component and (iii) adjustment for characteristics of the underlying asset. In this model, management also considers its policies and practices to obtain financing, distinguishing between the one obtained at the corporate level (that is, the holding company), or at the level of each subsidiary. Finally, for real estate leases, or in which there is significant and observable evidence of their residual value, the Company estimates and evaluates an adjustment for characteristics of the underlying asset, based on the possibility that said asset is granted as collateral or guarantee against the risk of default.

g. ***Estimation of the lease term***

The Company defines the lease term as the period for which there is a contractual payment commitment, considering the non-cancelable period of the contract, as well as the renewal and early termination options that are probable to be exercised. The Company participates in lease contracts that do not have a defined non-cancellable term, a defined renewal period (in case it contains a renewal clause), or automatic annual renewals, so, to measure the lease liability, it estimates the contracts term considering their contractual rights and limitations, their business plan, as well as management’s intentions for the use of the underlying asset.

Additionally, the Company considers the clauses of early termination of its contracts and the probability of exercising them, as part of its estimate of the lease term.

4. MANAGEMENT

4.1) External Auditors

The Company's independent auditor as of January 1, 2017 is Galaz, Yamazaki, Ruíz Urquiza, S.C. member of Deloitte Touche Tohmatsu Limited ("Deloitte"), whose offices are located at Av. Juárez 1102 Piso 40 Centro 64000 Monterrey, Nuevo León, México. The Company's external auditors were appointed by the Company's Board of Directors exercising its powers of legal representation.

For the last three years, the external auditors have issued favorable opinions.

The Certified Public Accountant who, as partner of Galaz, Yamazaki, Ruíz Urquiza, S.C., has signed the opinion issued by the external auditor is Efraín Omar Fernández Mendoza for years 2025, 2024 and 2023.

The Audit and Corporate Practices Committee approves the annual hiring and, if applicable, ratification of the independent external auditor. The external auditor presents a work plan to the Company each year, which is reviewed and approved by the Company and sometimes complemented with specific activities that Management or the Board require. The Company evaluates annually that its external auditor is among the four largest audit firms, that is not part of a situation that could question its impartiality, prestige or experience of its activities, that its economic requirements are within market, among others. Once the Company has performed this evaluation and is aware of the work plan, the proposal is then submitted to the Audit and Corporate Practices Committee for approval.

Fees paid for other professional services during 2025 amounted to Ps. \$1.8 million. The total fees paid to the external auditors have been in market terms and do not exceed 10% of the Company's total revenues.

4.2) Certain Relationships and Related Transactions

Balances with related parties as of December 31, 2025, 2024 and 2023, were as follows:

(in thousands)

	December 31, 2025	
	Accounts receivable	Accounts payable
Affiliates Holding	\$ 13,000 5,946	\$ 9,119 -
Total	<u>\$ 18,929</u>	<u>\$ 9,119</u>
	December 31, 2024	
	Accounts receivable	Accounts payable
Affiliates Holding	\$ 39,412 3,198	\$ 15,916 -
Total	<u>\$ 42,610</u>	<u>\$ 15,916</u>
	December 31, 2023	
	Accounts receivable	Accounts payable
Affiliates Holding	\$ 21,896 26	\$ 14,523 -
Total	<u>\$ 21,922</u>	<u>\$ 14,523</u>

Transactions with related parties for the years ended December 31, 2025, 2024 and 2023, which were carried out in terms similar to those of arm's-length transactions with independent third parties, were as follows:

(in thousands)

	Year ended December 31, 2025	
	Revenues	Costs & Expenses
	Telecommunication services	Interests Others
Addiliates Holding	\$ 170,517	\$ - \$ 49,698
Total	\$ 170,517	\$ 541 \$ 49,698
	Year ended December 31, 2024	
	Revenues	Costs & Expenses
	Telecommunication services	Interests Others
Addiliates Holding	\$ 176,056	\$ - \$ 47,662
Total	\$ 176,056	\$ 241 \$ 47,662
	Year ended December 31, 2023	
	Revenues	Costs & Expenses
	Telecommunication services	Interests Others
Addiliates Holding	\$ 160,637	\$ - \$ 45,933
Total	\$ 160,637	\$ 1 \$ 45,933

4.3) Senior Management and Shareholders

Pursuant to the Company's bylaws and Mexican Securities Market Law, the Board of Directors is composed of 10 regular members and 1 alternate director. Currently, six proprietary board members are independent pursuant to Mexican Securities Market Law. The Audit and Corporate Practices Committee is currently comprised of three independent proprietary directors.

The information regarding the composition of the executive directors and members of the Board of Directors is detailed below:

Name	Position	Ownership percentage*
Álvaro Fernández Garza ⁽¹⁾	Co-Chairman	
Tomás Milmo Santos ⁽¹⁾	Co-Chairman	6%
Armando de la Peña González.....	Chief Executive Officer	
Adrián de los Santos Escobedo.....	Chief Financial Officer	
Alicia Saucedo Gutiérrez.....	Commercial Development Director	
Andrés Cordovez Ferretto.....	Executive Director Infrastructure and Systems	
Mauricio Díaz Gómez.....	Executive Director Human Capital	

Name	Position	Ownership percentage*
Wilson Edward Rojas Sifuentes	Executive Director Legal and Regulatory	
Sergio Bravo García	Executive Director Commercial	
Armando Garza Sada ⁽¹⁾	Proprietary Board member	
Patricio Jiménez Barrera ⁽¹⁾	Proprietary Board Member	
Alejandro Miguel Elizondo Barragán ^(A)	Proprietary Independent Board member	
Eduardo Alberto Escalante Castillo ^(A)	Proprietary Independent Board member	
Juan Ignacio Garza Herrera.....	Proprietary Independent Board member	
Jaime Muguero Domínguez ⁽²⁾	Proprietary Independent Board member	
Ricardo Saldívar Escajadillo ^(A)	Proprietary Independent Board member	
Alberto Santos Boesch	Proprietary Independent Board member	
José Antonio González Flores	Alternate Director	

(A) Member of Audit and Corporate Practices Committee.

(1) Shareholder Representative

(2) Independent Shareholder Representative

* Note: Axtel states that, to the best of its knowledge and belief, no relevant director or director of the Company owns more than 1% of its capital, except for those mentioned in this Annual Report.

The aforementioned directors were appointed at the Annual Ordinary Shareholders' Meeting held on March 12, 2026. In accordance with applicable law and the Company's bylaws, members of the Board of Directors remain in office for thirty days following their resignation or until their respective successors assume their positions. At such meeting, the appointments of Álvaro Fernández Garza and Tomás Milmo Santos as Co-Chairmen were ratified, and Carlos Edmundo Argüelles González was appointed as Secretary of the Company.

Set forth below is a summary of the experience, functions and areas of expertise of the main officers, board members and alternate board members of Axtel. The business address for said officers and board members is Av. Munich 175, Col. Cuauhtémoc, San Nicolás de los Garza, N.L., México, C.P. 66240.

Co-Chairmen:

Álvaro Fernández Garza
March 27, 1968 (58 years old)

Board Member and Co-Chairman of the Board of Axtel since February 2016 (10 years).
 Board Member and Chairman of the Board of Controladora Axtel since November 2022 (3 years).

CEO and Chairman of the Board of Sigma Foods, S.A.B. de C.V. (Former Alfa). Chairman of the Board of Universidad de Monterrey (UDEM), Alpek and Nematik. Member of the Board of Cydsa, Vitro and Consejo Mexicano de Negocios (CMN).

He holds a Bachelor's degree in Economics from the University of Notre Dame, a Master's degree in Administration from ITESM, and an MBA from Georgetown University.

Experience:

- ICT Industry: Alestra's Executive Director from 1996 to March 2003.
- Functions: Finance, Operations and Strategic Planning.
- Industries: Industrial Sector, Telecommunications, Automotive, Consumer Goods and Petrochemical.

Tomás Milmo Santos

November 3, 1964 (61 years old)

Board Member and Co-Chairman of the Board of Axtel since February 2016. Prior to the merger between Axtel and Alestra, he was Board Member of Axtel since 1994 (31 years).

He was Axtel's CEO from 1994 to February 2016, he has been a Board Member since 1994 and was Chairman of the Board from 2003 to February 2016. He was also a Board Member of CEMEX from 2006 to 2022. He is a member of the Board of Directors of TEC de Monterrey and Tec Salud.

He holds a degree in Business Economics from Stanford University.

Experience:

- ICT Industry: Axtel's CEO from 1994 to February 2016.
- Functions: Entrepreneurship, Business Management and Administration.
- Industries: Telecommunications and Energy.

Proprietary Directors:

Armando Garza Sada

June 29, 1957 (68 years old)

Axtel Board Member since February 2016 (10 years).

Member of the Board of Directors of Controladora Axtel since November 2022 (3 years).

Member of the Board of Directors of Sigma Foods (Former Alfa), Alpek, Nemak, BBVA Mexico, Banco de México (Regional Member), Lamosa and Liverpool.

He holds a BA from the Massachusetts Institute of Technology and an MBA from Stanford University.

Experience:

- Functions: Strategic Planning, Finance and Operations.
- Industries: Industrial, Consumer goods, Petrochemical, Automotive, Construction and Telecommunications.

Patricio Jiménez Barrera

October 29, 1965 (60 years old)

Axtel Board Member since February 2018. Prior to the merger between Axtel and Alestra, he was Board Member of Axtel from 2005 to 2016 (18 years).

Chairman of Abstrix. Member of the Boards of Grupo Tredec and Jumboceel.

He is a Certified Public Accountant and holds a degree from ITESM.

Experience:

- ICT Industry: Axtel's CFO from 1998 to February 2009.
- Functions: Finance, Investment Banking, Administration, Human Resources and Treasury.
- Industries: Telecommunications, Banking and Brokerage House.

Independent Board Members:

Alejandro Miguel Elizondo Barragán

October 14, 1953 (72 years old)

Axtel Board Member since February 2016 (10 years).

Board Member of Controladora Axtel since November 2022 (3 years).

He is a member of the Board of Directors of Arca Continental, Grupo Stiva and Museo de Acero.

He holds a degree in Mechanical and Electrical Engineering from ITESM and an MBA from Harvard University.

Experience:

- Functions: Planning, Finance, Business Development and Administration.
- Industries: Steel, Petrochemical and Food and Beverages.

Eduardo Alberto Escalante Castillo

March 27, 1958 (68 years old)

Axtel Board Member since February 2019 (7 years).

Board Member of Controladora Axtel since November 2022 (3 years).

Chief Financial Officer and Human Resources of Alfa from 2018 to 2025. Chief Executive Officer of Axtel from January 2021 to April 2022. He was President of the National Association of the Chemical Industry (ANIQ) in Mexico.

He is an Electronics and Communications Engineer from ITESM and holds a master's degree from Stanford University.

Experience:

- Telecommunications (ICT) Industry: CEO of Axtel from January 2021 to April 2022. Marketing VP of Alestra from 1996 to 1999.
- Functions: Finance, Strategic Planning, Marketing and Human Capital.
- Industries: Telecommunications, Petrochemicals, Food and Steel.

Juan Ignacio Garza Herrera

November 26, 1966 (59 years old)

Axtel Board Member since February 2016 (10 years).

Board Member of Controladora Axtel since November 2022 (3 years).

CEO of Xignux. He was Chairman of COMCE Noreste and a Board Member of Xignux, *Consejo Mexicano de Negocios* (CMN), BBVA Mexico (Regional Noreste), UDEM, ICONN, Cleber and of the *Instituto Nuevo Amanecer, A.B.P.* He was Chairman of *Cámara de la Industria de Transformación de Nuevo León*.

He holds a degree in Mechanical Engineering from ITESM and an MBA from the University of San Francisco.

Experience:

- Functions: Manufacturing, International Trade and Human Capital.
- Industries: Electrical and Food.

Jaime Muguero Domínguez
October 4, 1968 (57 years old)

Director of Axtel since March 2025 (1 years).

CEO of CEMEX. GCC Board Member.

He holds a Bachelor's degree in Business Administration from CEU San Pablo University, Spain, a Law degree from the Complutense University of Madrid. He holds an MBA from the Massachusetts Institute of Technology (MIT) and a master's degree in Taxation and Tax Law from the Center for Financial Studies in Madrid.

Experience:

- Functions: Strategic Planning, Business Development, and Human Resources
- Industries: Steel and Heavy Construction Materials

Ricardo Saldívar Escajadillo
November 20, 1952 (73 years old)

Axtel Board Member since February 2016 (10 years).

Board Member of Controladora Axtel since November 2022 (3 years).

Private investor. Member of the Boards of Sigma Foods (Former Alfa), FEMSA and Grupo Industrial Saltillo and current Chairman of the Board of Directors of Tecnológico de Monterrey . Former President and CEO of The Home Depot Mexico, a position he held for eighteen years until June 2017 when he retired. Previously, he worked in various Alfa companies for nearly 21 years.

He holds a degree in Mechanical Engineering Administration from ITESM, with a Master's degree of Science in Systems Engineering from Georgia Tech, with studies in Senior Management from IPADE.

Experience:

- ICT Industry: CFO of Alestra from 1996 to January 1999.
- Functions: CEO.
- Industries: Industrial, Construction and Real Estate.

Alberto Santos Boesch
August 26, 1971 (54 years old)

Axtel Board Member since February 2016, prior to the merger between Axtel and Alestra, he was a Board Member of Axtel since 2013 (13 years).

President and CEO of Ingenios Santos. Board member of Gruma, BBVA Bancomer, Interpuerto Monterrey, Comité del Desarrollo del I.T.E.S.M., Instituto Nuevo Amanecer, Renace, Red de Filantropía de Egresados y Amigos del Tec, Comité del Consejo Consultivo de la Facultad de Ciencias Políticas y Administración Pública de la UANL, Unidos por el Arte contra el Cáncer Infantil (UNAC) and Patronato del Hospital Metropolitano.

He holds a degree in International Studies from UDEM.

Experience:

- ICT Industry: CFO of Alestra from 1996 to January 1999.
- Functions: Business Management and Philanthropy.

- Industries: Aviation, Food and Entertainment.

Alternate Directors:

José Antonio Gonzáles Flores

May 5, 1970 (55 years old)

Alternate Board Member of Axtel since February 2016.

Executive Vice President of Strategic Planning and Business Development of CEMEX.

He holds an Industrial and Systems Engineering degree from ITESM and an MBA from Stanford University.

Experience:

- Functions: Finance and Strategic Planning.
- Industries: Heavy construction materials.

Senior Management:

Armando de la Peña González

Chief Executive Officer (since 2022) / 59 years old

Armando de la Peña joined Axtel in 2022 as Chief Executive Officer. Prior to his current position, he served as Director of Sigma Foodservice. He has over 20 years of experience in ALFA and its subsidiaries Sigma and Terza, where he held positions such as Director of Latin America, Director of Talent and Culture for Sigma, Director of Human Capital at ALFA and General Director of Terza.

He is an Industrial and Systems Engineer from the Tecnológico de Monterrey (ITESM) and has Executive programs at Stanford, Wharton, Harvard and Instituto Panamericano de Alta Dirección de Empresas (IPADE).

Adrian de los Santos Escobedo

Chief Financial Officer (Since 2017) / 57 years old

Adrian de los Santos joined Axtel in 2006 and, previous to his current position, held the position of Corporate Finance and Investor Relations Director. His trajectory includes roles at Operadora de Bolsa y Banca Serfin (now Santander México) and Standard Chartered Bank, in areas in Institutional and Corporate Banking in Monterrey, London and New York.

He holds a Bachelor's Degree in Business Administration from Tecnológico de Monterrey (ITESM), and a Master's Degree in Finance from Carroll School of Management of Boston College.

Alicia de la Concepción Saucedo Gutiérrez

Commercial Development Executive Director (Since 2026) / 52 years old

Alicia Saucedo joined Alestra in 1999 and, since 2023, has served as Director of Business Development, leading Axtel's Marketing and Business Development strategy. Throughout her career, she has headed strategic areas such as Offers, IT Go-to-Market, and Telecom Solution Design.

She holds a bachelor's degree in marketing from Tec de Monterrey (ITESM), with Diplomas in Telecommunications, Commercial Strategies and Finance at ITESM and the Instituto Tecnológico Autónomo de México (ITAM) and completed an executive program at Wharton.

Andrés Eduardo Cordovez Ferretto

Executive Director of Infrastructure and Business Development (since 2016) / 57 years old.

Andrés Cordovez joined Axtel in 1995. Prior to his current position, he was Executive Director of Technology and Operations and Director of Information Technologies and Processes. He has held executive positions in technology, innovation, operations, and customer service in national and multinational companies in telecommunications, financial, and service industries.

He holds a bachelor's degree in Computer Systems Engineering from Tecnológico de Monterrey (ITESM), with a certificate degree in Senior Management from the Instituto Panamericano de Alta Dirección de Empresas (IPADE), and executive programs at Wharton, Stanford, and London Business School.

Mauricio Díaz Gómez

Executive Director Human Capital (Since 2026) / 45 years old

Mauricio Díaz joined Alestra in 2013, where he has been responsible for the Human Resources function for the areas of operations, infrastructure, technology, and business lines. Previously, he worked in the Human Resources area at Alfa.

He is a Mechanical and Administrative Engineer from Tecnológico de Monterrey (ITESM), with a Master's in Administration from EGADE Business School. He holds a diploma in Senior Management from the Instituto Panamericano de Alta Dirección de Empresas (IPADE), and an executive program at Stanford.

Wilson Edwards Rojas Sifuentes

Executive Director Legal and Regulatory (since 2025) / 61 years old

Wilson Rojas joined Alestra in 1996, where he has held key positions, including Director of Telecom Regulatory and Manager of Competition and IT. He previously served as Director of Telecommunications Policy and International Negotiations at the Ministry of Communication and Transportation (SCT Mexico).

He holds a degree in Engineering Economics from the National University of Engineering of Peru and a Master's degree in Economics from CIDE. He has completed executive programs at Thunderbird University.

Sergio Antonio Bravo García

Executive Director Government Segment (59 years old)

He joined Alestra in 1996, where he has held different executive positions in areas such as Corporate Sales, Finance and Marketing. From 2020 to April 28, 2022, he served as Director of Government Customer Service, position from where he now assumes the Executive Position.

He is a Computer Systems Engineer from ITESM with a Master's degree in Administration from the same institution. He has attended various executive programs at the Universities of Stanford, Wharton, Chicago and London Business School.

A description of the relationship of some of the members of the Board of Directors and Executive officers of the Company is presented as follows:

- Álvaro Fernandez Garza and Armando Garza Sada are cousins.

- Tomás Milmo Santos is cousin of Alberto Santos Boesch and is Patricio Jiménez Barrera's brother-in-law.

Axtel declares that, to the best of its knowledge, no director or senior officer of the Company owns more than 1% of its capital, except for Co-Chairman Tomás Milmo Santos.

Beneficiary shareholders of more than 10% of the issuer's capital stock, shareholders who exercise significant influence and shareholders who exercise control or power of command

On July 12, 2022, Alfa's shareholders approved the spin-off of their shareholding in Axtel into a new entity called Controladora Axtel. On May 29, 2023, Controladora Axtel began trading on the Mexican Stock Exchange (BMV), where Alfa's shareholders received one share of Controladora Axtel for each of their Alfa shares.

Therefore, the beneficiary shareholder with more than 10% of the Company's capital stock is Controladora Axtel, which holds 54.9% of the Issuer's capital stock through a trust agreement entered into with Banco Invex, S.A., Institución de Banca Múltiple, Invex Financial Group.

Controladora Axtel and a group of shareholders holding 20.1% of the Capital stock of Axtel (the "Obligated Shareholders"), which entered into a shareholders' agreement for the purpose of regulating their relationship as shareholders of the Company, as well as the transfer of shares by such shareholders. This shareholders' agreement includes, among other provisions, rules for the appointment of Axtel's board of directors, qualified majority matters at general shareholders' meetings, preferential rights in the case of share transfers, joint sale rights and forced sales rights (the "Shareholders' Agreement"). In order to implement the agreements established in the Shareholders' Agreement, Controladora Axtel and the Obligated Shareholders entered into a management trust agreement, to which all their shares were deposited, which together represent approximately 75.1% of the total shares of Axtel. The minimum percentage adjustments were derived from the cancellation of treasury shares approved at the Extraordinary General Shareholders' Meeting on March 7, 2022, March 8, 2024 and March 18, 2025, in which the fixed portion of the share capital was reduced.

The Issuer is not controlled, directly or indirectly, by a foreign government, or by any other physical or legal person. Additionally, Axtel declares that there have been no significant changes in the last three years in the ownership percentage held by the main shareholders, except for what is mentioned in the previous paragraph. The Issuer is not aware of any commitment that could mean a change of control.

The Issuer is not aware of any commitment that could mean a change of control in its shares.

Axtel has a Code of Ethics that establishes the basic guidelines governing relationships between board members, employees, customers, competitors, creditors, suppliers, government, shareholders, business partners and other stakeholders. This code contains the main guidelines and norms related to the values and ethical principles on which the organization is based and which must be observed and fulfilled in the development of activities, seeking a productive work environment, promoting the conservation of natural resources and the environment, the best corporate governance practices, compliance with current legislation, respect for human rights, equity and diversity, avoiding situations of conflict of interest, bribery, corruption, discrimination and harassment.

Additionally, in accordance with the Internal Regulations of the Mexican Stock Exchange, the Secretary of Axtel annually informs the members of the Board of Directors of the obligations, responsibilities and recommendations of the Professional Code of Ethics of the Mexican Stock Exchange Community, of the Code of Best Corporate Practices and of the other applicable legal provisions of the LMV, the Provisions, the Regulations and other applicable.

Description of the Personal Inclusion Policy / Program

Axtel has internal programs for labor inclusion, considering, among others, the academic formation, professionalism, professional trajectory and congruence with the values of the Company, without making distinction by diversity factors such as gender, race, nationality and/or personal beliefs.

Powers of the Board of Directors

The following are the main functions of the Board of Directors and its Committees:

The Board of Directors is responsible for the legal representation of the Company and is authorized to perform any act which is not expressly reserved to the Shareholders' meetings. Under the LMV, some of the main matters that must be approved by the Board of Directors include:

- transactions with related persons that arise from the regular course of operations of the Company;
- acquisitions or transfers of a substantial part of the assets of the Company;
- the granting of guarantees with respect to third party obligations and
- other relevant transactions.

The sessions of the Board of Directors, as well as the sessions of the Board of Directors' auxiliary committees, may be held in person or through the use of electronic, optical or any other technology means, as if they were in-person sessions, with some or all attendees participating either in person or through electronic, optical or any other technological means, all having the same validity. The decisions of the Board, as well as those of the Board of Directors' auxiliary committees, may be made through the use of electronic, optical or any other technology means.

The meetings of the Board of Directors are deemed legally convened when the majority of its members are present and its resolutions are valid when adopted by vote of a majority of Directors present whose personal interests with respect to a particular case are not contrary to the Company. The Co-Chairmen of the Board of Directors have the casting vote in case of a tie.

Under the LMV, the board of directors must resolve on the following matters, among others:

- establish the overall strategies for managing of the Company;
- approve, subject to prior review of the Audit and Corporate Practices committee, (i) the policies and guidelines for the use of the property the Company by related persons and (ii) each individual transaction with related persons the Company might intend to carry out, subject to certain restrictions and any transaction or series of unusual or nonrecurring transactions involving the acquisition or disposition of property, the granting of guarantees or assumption of liabilities totaling not less than 5% in the consolidated assets of the Company;
- appointment and dismissal of the CEO of the Company and its integral compensation and policies for the appointment of other key officers;
- financial statements, accounting policies and guidelines on internal control of the Company;
- hiring of external auditors;
- approve the disclosure policies of relevant events; and
- make decisions regarding any other matter of interest.

Axtel has a Code of Conduct, which covers the application to all employees, including members of the Board of Directors and Relevant Executives, however, the Secretary of the Board of Directors makes it known annually to the Directors and Relevant Executives of the obligations, responsibilities and recommendations of the Code of Professional Ethics of the Mexican Stock Market Community, of the Code of Principles and Best Practices of Corporate Governance and of the other applicable legal provisions of the LMV, of the General Provisions , of the Internal Regulations of the Mexican Stock Exchange and others applicable.

In addition to the Code of Ethics and the Code of Conduct of the Company, the LMV requires the board members to have duties of care and loyalty.

All members of the Board of Directors and Relevant Directors of public limited companies, upon accepting their position as such, assume certain obligations, responsibilities and duties, which must be adhered to for the performance of their duties, always subject in accordance with the applicable legal, statutory and regulatory provisions, of which the main rules and guidelines, among others, are: act in accordance with the applicable provisions and sound market practices, act with honesty and integrity, prevail the interest of the investors, avoid conflicts of interest, provide truthful and clear information, provide security in the handling of confidential and/or privileged information, seek fair competition of services, act with the duty of fiduciary responsibility seeking to create value, comply with the duty of diligence, and act with the duty of loyalty before the Company.

The duty of care means that the directors of the Company must act in good faith and in the best interest of it. The board members of the Company are required to ask the CEO, managers and external auditors for any relevant information reasonably required for decision making. Board members meet their duty of care primarily through attendance at meetings of the Board and its committees and the disclosure during such sessions, of any important information obtained by them. The board members who fail in their duty of care may be jointly liable for the damages caused to the Company or its subsidiaries.

The duty of loyalty means that board members of the Company must maintain confidentiality regarding information which they acquire by reason of their positions and should not participate in the deliberation and vote on any matter in which they have a conflict of interest. Board members will incur disloyalty against the Company when they obtain economic benefits for themselves, when knowingly promote a particular shareholder or group of shareholders or take advantage of business opportunities without a waiver from the board. The duty of loyalty also means that directors must (i) inform the audit committee and external auditors all the irregularities of acquiring knowledge during the performance of their duties and (ii) to refrain from spreading false information and order or cause the omission of the registration of operations carried out by the Company, affecting any concept of its financial statements. Board members who fail in their duty of loyalty may be subject to liability for damage caused to the Company or its subsidiaries as a result of acts or omissions described above.

Board members can be subject to criminal penalties consisting of up to 12 years imprisonment for committing acts of bad faith involving the Company, including the alteration of its financial statements and reports.

Responsibility for damages resulting from the violation of the duties of care and loyalty of directors may be exercised by the Company or for the benefit of it by shareholders who individually or collectively, hold shares representing 5% or more of its capital stock. Criminal proceedings may only be brought by the *Secretaría de Hacienda y Crédito Público* (“SHCP”) after hearing the opinion of the CNVB.

Board members will not incur in the responsibilities described above (including criminal liability) when acting in good faith, they: (i) comply with the requirements established by applicable laws for the approval of matters concerning the board of directors or its committees, (ii) make decisions based on information provided by relevant executives or others whose capacity and credibility are not subject to reasonable doubt and (iii) select the most suitable alternative to the best of their knowledge and understanding, or the negative economic effects of the alternative selected were not foreseeable.

Audit and Corporate Practices Committee

Under the LMV, the Board of Directors may be assisted by one or more committees.

For purposes of corporate practices, the committee must (i) provide feedback to the Governing Board on matters within its competence, (ii) seek the advice of independent experts whenever it sees fit, (iii) convene shareholders’ meetings, (iv) support the Board of Directors in preparing annual reports and compliance with the obligations of information delivery and (v) prepare and submit to the Board an annual report on its activities.

In its audit functions in accordance with the LMV, the authority of the committee includes, among others, (i) evaluating the performance of external auditors, (ii) discussing the financial statements of the Company, (iii) monitoring internal control systems (iv) evaluating the conclusion of transactions with related parties, (v) request reports from relevant officers as it deems necessary, (vi) inform the board of directors of all the irregularities they acknowledge, (vii) receive and analyze comments and observations made by shareholders, directors and key executives and perform certain acts that in their judgment are appropriate in connection with such observations, (viii) convene shareholders' meetings, (ix) evaluate the performance of the CEO of the Company, (x) prepare and submit an annual report of its activities to the Board of Directors; (xi) oversees the legality of the Company's operations and compliance with applicable legal provisions; and (xii) evaluates the mechanisms established by the Chief Executive Officer for the identification, analysis, management, mitigation, control, and disclosure of strategic risks (including sustainability matters) and with respect to the Social and Environmental Impacts that the Company may generate, and provides its opinion to the Board of Directors.

Additionally, the Audit Committee has new functions, responsibilities and activities stipulated in the General Provisions applicable to entities and issuers supervised by the CNBV that hire external audit services for basic financial statements ("CUAE").

In accordance with the LMV and the bylaws of the company, the Audit and Corporate Practices Committee should be composed solely of independent directors and at least three members of the Board of Directors.

To date, the Company's Audit and Corporate Practices Committee members are Eduardo Escalante Castillo, Alejandro M. Elizondo Barragán and Ricardo Saldívar Escajadillo as proprietary members. The appointment of Alejandro Elizondo Barragán as Chairman of said Committee was ratified at the Ordinary General Shareholders' Meeting on March 12, 2026, who is also Axtel's financial expert.

Compensation and Benefits

During the year concluded on December 31, 2025, each Board Member received as net compensation after the withholding of corresponding taxes, the amount of Ps. \$85,000 for each attendance to Board meetings. Members of the Audit and Corporate Practices Committee received a net compensation after the withholding of corresponding taxes of Ps. \$65,000 for each attendance to the Committee's meetings.

Beginning in 2026, the compensation of Board members from Axtel is Ps. \$95,000 per Board meeting and Ps. \$75,000 per Committee meeting. As for virtual participation, compensation will be equivalent to fifty percent of the respective compensation.

For the year ended December 31, 2025, 2024 and 2023 compensation and benefits paid to the Company's main officers totaled Ps. \$103 million, Ps. \$109 million and Ps. \$96 million, respectively, comprised of base salary and benefits required by law, complemented by a program of variable compensation based on the Company's results and the market value of Axtel's shares. The total amount accumulated by the Company for the pension plan of its key management personnel amounted to Ps. \$144.1 million. On the other hand, there is no agreement of program to involve board members, executives and other employees in Axtel's capital stock.

4.4) Company's Bylaws and Other Agreements

Modifications in the Bylaws

The Company was incorporated on July 22, 1994, originally under the corporate name of Telefonía Inalámbrica del Norte, S.A. de C.V. Subsequently, through an Extraordinary General Shareholders' Meeting held on January 28, 1999, it changed its corporate name to Axtel, S.A. de C.V. and by means of an Extraordinary General Shareholders' Meeting held on November 11, 2005, the Company resolved, among others, to carry a public and private offering of shares and as a result, the Company's bylaws were fully amended.

On November 29, 2006, by means of the General Ordinary and Extraordinary Shareholders' Meeting, the corporate bylaws were once again fully amended, including the adoption of the stock exchange regime in accordance with the applicable legal provisions.

On August 31, 2007, by means of an Extraordinary General Shareholders' Meeting, among others, the following resolutions were adopted: (i) to carry out a split of the shares that were outstanding, by issuing and delivering to the shareholders three new shares for each of the shares of the same class and series that they owned; and (ii) amend the Sixth Clause of the Company's bylaws.

Additionally, in accordance with the resolutions adopted by the Extraordinary General Shareholders' Meeting held on January 25, 2013, the Company issued 972,814,143 Series "B" Class "I" shares which were held in the Company's treasury, to be subscribed subsequently upon the conversion of Convertible Senior Notes. Likewise, 1,114,029 Series "A" shares were issued.

On January 15, 2016, Axtel and Onexa held Extraordinary Shareholders' Meetings where the merger between Axtel and Onexa was approved, date on which ALFA became the majority shareholder of Axtel, surviving entity under its current corporate name Axtel, S.A.B. de C.V.

Subsequently, on July 21, 2016, the shareholders of the Company through an Extraordinary General Shareholders' Meeting resolved, among other matters, to rectify the number of outstanding shares and shares in the Company's treasury previously approved by the Extraordinary General Shareholders' Meeting held on January 15, 2016, in which among others, the merger between Axtel, as the merging company and Onexa, as the merged company, was approved; the latter being extinguished, in which it was stated that it would proceed to reflect the relevant changes and adjustments in the capital stock derived, among others, from the conversions exercised by the holders of convertible Notes issued pursuant to the resolutions adopted by Axtel on January 25, 2013. Accordingly, it was approved to cancel 182,307,349 ordinary Class "I" Series "B" shares with no par value, representative of Axtel's capital stock in its fixed minimum part, not subscribed or paid, which had been deposited in the treasury of the Company, intended to support the conversions of the convertible Notes, whose holders did not exercise their respective conversion rights; as a consequence, the capital stock reduction was resolved in the amount of Ps. 92,398,010.82 due to the cancellation of the 182,307,349 shares representing the minimum fixed part of the capital stock. In addition, it was resolved to consolidate Axtel's capital stock into a single series by converting all outstanding Series "A" shares, representing the Company's capital stock, into Series "B" shares, of the same characteristics.

On March 10, 2017, by means of an Extraordinary General Shareholders' Meeting, the shareholders of the Company resolved to reduce the capital stock in its fixed minimum part in the amount of Ps. 9,868,331,650.99 to remain in the amount of Ps. 464,367,927.49, in order to partially absorb the negative balance of the account called "Cumulative Fiscal Year Results", a resulting balance after the application of the results of fiscal year 2016, having previously applied to said account the balance as of December 31, 2016 of the account " Share Issuance Premium ".

Subsequently, on February 27, 2018, by means of an Extraordinary General Shareholders' Meeting, the shareholders resolved to amend Clause Six of the Company's bylaws, for the sole purpose of adjusting the wording to reflect that all the shares previously held in the Company's treasury were then fully subscribed, paid and released, in accordance with the resolutions adopted at the Extraordinary General Shareholders' Meeting of the Company held on January 15, 2016, by which ALFA received 1,019,287,950 Class "I" Series "B" shares on July 18, 2017, adjustment equivalent to an increase of 2.50% of ALFA's ownership in Axtel's capital stock; shares held in the Company's treasury and released on that date, as part of the consideration agreed in the merger agreement and approved in the aforementioned Shareholders' Meeting.

Likewise, on February 26, 2019; the merger was carried out by incorporation of Avantel, S. de R.L. de C.V. and Servicios Alestra, S.A. de C.V., as merged entities, in Axtel, as merging entity.

On March 7, 2022, the Extraordinary General Shareholders' Meeting approved, among other issues, the cancellation of 424'991,364 Class "I" Series "B" common, nominative shares, with no par value, equivalent to 60,713,052

AXTELCPOs, that remained in the Company's Treasury derived from its share buyback program. As a result, the fixed portion of the Company's capital stock was reduced in the amount of Ps. \$9,747,045.18, amount equal to the theoretical value of the canceled shares, remaining at \$454'620,882.31 and represented by 19,824,236,117 Class "I" Series "B" shares.

Likewise, in accordance with the resolutions adopted at the Extraordinary General Shareholders' Meeting held on March 7, 2022, it was approved to reform the text of the Second Clause of Axtel's bylaws, regarding the corporate purpose, to adjust it to legislative reforms in labor matters, for which subsections a) and b) were modified, so that the text of said subsections remains as indicated below (translation from Spanish):

SECOND.- The corporate purpose of the Company will be the following: a).- Operate and exploit a public telecommunications network, the provision of telecommunications services through wired or wireless technologies, as well as using and exploiting frequency bands spectrum, infrastructure use rights, dark fiber rental, integration and management of connectivity, cybersecurity, internet of things, information technology and managed collaboration solutions, integration of turnkey projects and integration and management of data centers solutions as well as the administration of telecommunications infrastructure projects and turnkey projects b).- Marketing, distribution, export and sale of all kinds of telecommunications, computer and electronic equipment and the acquisition and/or operation of equipment and installation of telecommunications, national and international and of any type of technology. ..."

Through resolutions adopted at the Extraordinary General Shareholders' Meeting held on March 8, 2024, the amendment of the text of Clauses 6, 8, 20, 30, 32, 33, 34 and 36 of the corporate bylaws was approved to reflect the various reforms enacted to the General Corporations Law, as well as to the Securities Market Law, in order to adjust them to the reforms of various legal provisions, which are:

- Rules for holding shareholders' meetings, sessions of the governing bodies and auxiliary bodies of the board, to be held in person or through the use of electronic, optical or any other technology means;
- Publication of calls for meetings by means of a notice in the electronic system established by the Ministry of Economy;
- Legal books may be signed by handwritten or electronic signature;
- Elimination of the limit or percentage in the issuance of shares other than ordinary shares.
- In capital increases, to update the registration in the National Securities Registry, after the placement of shares;
- Possibility for the Shareholders' Meeting to delegate to the Board of Directors the power to increase the capital stock and modify the rules regarding the subscription of corresponding shares, even excluding pre-emptive rights.

At the same Extraordinary General Shareholders' Meeting held on March 8, 2024, shareholders approved the cancellation of 45,000 Class "I" Series "B" shares, not subscribed or paid, which were deposited in the Company's treasury for the conversions of convertible notes, whose holders did not exercise the respective right of conversion, and said notes having been fully redeemed.

Thus, the fixed capital of the Company was reduced in the total amount of Ps. \$1,031.96; equal to the theoretical value of the canceled shares, thus the fixed capital reached Ps. \$454,619,850.35.

On March 18, 2025, the Extraordinary General Shareholders' Meeting approved, among other issues, the cancellation of 363,818,224 Class "I" Series "B" common, nominative shares, with no par value, representative of the Company's capital stock, equivalent to 51,974,032 AXTELCPOs, that remained in the Company's Treasury derived from its share buyback program. As a result of such cancellation, the fixed portion of the Company's capital stock was reduced in the amount of Ps. \$8'343,290.52, an amount equal to the theoretical value of the canceled shares, remaining at \$446'276,559.83.

As of the date of this Annual Report, the Company has a total of 19,460'372,893 Class "I" Series "B" common shares, with no par value. See section 1.3) *Recent relevant events*.

Shareholders' Meetings and Voting Rights

The general shareholders' meetings may be ordinary or extraordinary. At each general shareholders' meeting, each shareholder shall be entitled to one vote per share.

The extraordinary general shareholders' meetings shall be those convened to decide on the following matters:

- Extending the duration of the Company or early dissolution;
- increases or reductions to the fixed part of the capital stock;
- amendment to the Company's corporate purpose and changes of nationality;
- mergers or transformations;
- issuance of bonds and preferred stock;
- any amendment to the bylaws;
- spin-offs;
- cancellation of shares at the expense of retained earnings; and
- cancellation of the registration of shares in the RNV or any other stock market (except for automatic trading systems).

Ordinary shareholders' meetings are those convened to decide on any matter not reserved for extraordinary meetings. The ordinary general shareholders' meeting shall meet at least once a year, within the first four months after the end of the fiscal year, to resolve, among other things, the following:

- Discussion and approval of the reports of the Board of Directors and the CEO referred to in the LMV and discussion about the application of the results of the immediately preceding fiscal year;
- appointment of members of the Board of Directors and the Audit and Corporate Practices Committee, as well as any other committee that may be created, as well as the determination of their compensation;
- determine the maximum amount that may be used for the share buyback program and
- discussion and approval of the annual report presented by the Chairman of the Audit and Corporate Practices Committee to the Board of Directors.

In accordance with the provisions of the LMV, the general ordinary shareholders' meeting shall, in addition to the matters described above, approve any operation involving 20% or more of the Company's consolidated assets within the same fiscal year.

To attend the shareholders' meeting, shareholders must be registered in the Company's registry book or provide sufficient evidence of the ownership of their stocks.

Shareholders' meetings, whether ordinary or extraordinary, may be held in person, or through the use of electronic, optical or any other technology means, that allow the participation by such means of all or part of the shareholders and/or their duly accredited representatives, provided that the participation is simultaneous and allows interaction in the deliberations in a functionally equivalent way to an in-person meeting; with the understanding that, in any case, there must be mechanisms or measures that allow access, accreditation of the identity of the participants, as well as, where applicable, the way in which they vote, and the corresponding evidence is generated.

For an ordinary shareholders' meeting to be considered legally gathered by virtue of a first call, at least half of the Company's capital stock must be represented, and its resolutions will be valid when taken by a majority vote of the shares with voting rights represented in the meeting. In the case of second or subsequent call, ordinary shareholders' meetings may be held valid regardless of the number of shares represented and their resolutions shall be valid when taken by a majority vote of the shares with voting rights represented in the meeting. For an extraordinary shareholders' meeting to be considered legally gathered by virtue of the first call, at least three-quarters of the capital stock must be represented, and its resolutions will be valid when taken by the favorable vote of at least more than half of the stock with voting rights. In the event of a second or subsequent call, the extraordinary shareholders' meetings may be held valid if at least fifty-one percent of the Company's capital stock is represented, and their resolutions shall be valid if taken by the favorable vote of at least half of such capital stock.

Notices to call for shareholders' meetings must be made by the Board of Directors, its Chairman, its Secretary, or by one or more committees that carry out the functions of corporate and audit practices. Shareholders holding shares with voting rights, including limited or restricted vote, that individually or jointly hold at least 10% of the Company's capital stock shall be entitled to request the Chairmen of the Board of Directors or the Chairmen of the committees that carry out the functions of audit and corporate practices, to gather a general shareholders' meeting on the terms set out in Article 184 of the *Ley General de Sociedades Mercantiles*, this, notwithstanding the applicable percentage specified in such Article. Any shareholder shall have the same right referred to in both cases specified in Article 185 of the *Ley General de Sociedades Mercantiles*. If the notice for the shareholders' meeting is not done within 15 (fifteen) days following the application date, a Civil or District Judge of the Company's domicile will, at the request of any interested shareholder, issue such notice. Notices for ordinary, extraordinary, or special general meetings, must be published in the electronic system established by the Ministry of Economy, at least 15 calendar days prior to the date set for the meeting (the day in which the publication of the call is made, will be computed within the 15-day period). When the quorum has not been sufficient for a meeting, record shall be taken in the respective book, stating that fact, along with the signatures in such records of the President and Secretary and the appointed Scrutineers, stating the date of issuance of the newspaper on which such call for shareholders' meeting was published. In a second or subsequent call, the publication referred to above, must be made with no less than seven (7) calendar days prior to the date set for the new meeting. Notices shall state the place, date and time that the Meeting should be held, shall contain the agenda which may not include matters under the heading of general matters or equivalent and shall be signed by the person or persons who make them. With at least fifteen (15) calendar days prior to the date of a shareholders' meeting, all the appropriate information and documents related to each of the points contained in the agenda of the meeting must be available to shareholders at the Company's offices, free of charge. In accordance with the second paragraph of Article 178 of the *Ley General de Sociedades Mercantiles* ("*LGSM*"), resolutions taken outside the shareholders' meeting, by the unanimous vote of the shareholders representing all of the shares with voting rights, or special series shares if that were the case, shall for all legal purposes be deemed as valid as if they were adopted at a general or special shareholders' meeting, provided that such decisions are confirmed in writing by the shareholders.

Only persons registered as shareholders in the Share Registry Book, as well as those holding certificates stating the amount of such securities held by such person, issued by the institution for the deposit of securities, along with the list of holders of such securities issued by such institution, shall be entitled to appear or be represented at the shareholders' meeting, for which the provisions of the LMV shall be applied.

The minutes of the shareholders' meetings shall be prepared by the Secretary of the Board, or the person who had acted as Secretary of the shareholders' meeting; to be entered in the respective book and signed handwritten or electronically by the Chairman, Secretary and the designated scrutineers.

Dividend Payment and Settlement

Prior to the payment of any dividend, the Company shall set aside 5% of its net profits to integrate the legal reserve fund referred to in Article 20 of the *LGSM*, until such fund reaches the equivalent to 20% of the subscribed capital paid by the Company. Shareholders may agree to allocate additional amounts to the legal reserve fund, including the amounts destined for repurchase of stock. The remainder, if any, may be paid as a dividend to shareholders. Where appropriate, the payment of cash dividends to shares that are not deposited in Indeval will be made against delivery of the applicable coupon, if any.

To the extent that dividends are declared and paid to shareholders, holders of shares purchased in the U.S. or any other country other than Mexico are entitled to receive such dividends in Pesos. Currently there is no tax or withholding tax in accordance with Mexican law on shares acquired outside of Mexico or the dividends declared on such shares.

At the time of dissolution and liquidation of the Company, the ordinary general shareholders' meeting shall designate one or more liquidators, who must liquidate the Company. In the event of liquidation, all shares fully subscribed and paid shall be entitled to receive their proportional participation in the distribution of the Company's assets.

Purchase of Shares by Subsidiaries of Axtel

Any company in which Axtel is the majority shareholder may not, directly or indirectly, acquire shares of the Company or companies who own the majority of the Company's shares. In accordance with the LMV, this restriction does not apply to the acquisition of shares representing the Company's capital stock, through mutual funds.

Vote of Foreign Investors holding CPOs

On March 26, 2018, a Modification Agreement of the Irrevocable Trust Agreement No. 80471 called Axtel CPO's was signed, for the purpose of modifying, among others, the elimination of the restrictions on corporate rights to foreign holders. Therefore, the amendment to the CPOs Issuance Act was formalized on May 23, 2018 as well as the respective exchange of the CPOs before the *S.D. Indeval, Institución para el Depósito de Valores, S.A. of C.V.*, executed on July 31, 2018.

Measures to prevent the change of control in Axtel

General

The Company's bylaws provide, subject to certain exceptions, that: (A) any person who individually, or jointly with one or more Related Parties, seeking to acquire Shares or rights over Shares, by any means or title, directly or indirectly, either in an act or a succession of acts without a time limit between each other and as a result of such acquisition its shareholdings as an individual and/or jointly with the Related Party(ies) represent a participation of 5% or more, of all Series "B" Shares, shall require prior written consent from the Board of Directors and/or the Shareholders meeting, as provided below, (B) any person who individually or jointly with one or more Related Parties, which holds 5% or more of the total of Series "B" Shares, intend to acquire Shares or rights over Shares, by any means or title, directly or indirectly, whether in one transaction or a series of events without a time limit between each other and as a result, its shares holding as an individual and/or jointly with the Related Party(ies) represent a participation of 15% or more of all Series "B" Shares, as applicable, shall require prior written consent from the Board of Directors and/or the Shareholders' meeting, as provided below, (C) any person who individually or jointly with one or more Related Parties, which maintain a 15% or more of the total of Series "B" shares, intend to acquire Shares or rights over Shares, by any means or title, directly or indirectly, whether in one transaction or a series of events without a time limit between each other and as a result, its shares holding as an individual and/or jointly with the Related Party(ies) represent a participation of 25% or more of all Series "B" Shares, as applicable, shall require prior written consent from the Board of Directors and/or the Shareholders' Meeting, as provided below; (D) any person who individually or jointly with one or more Related Parties, which maintaining a 25% or more of the Series "B" Shares, intends to acquire Shares or rights over Shares, by any means or title, directly or indirectly, whether in an act or a succession of acts without a time limit between each other and as a result, its shareholding as an individual and/or jointly with the Related Party(ies) represent 35% or more of all Series "B" Shares, as applicable, shall require prior written consent from the Board of Directors and/or the Shareholders' Meeting, as provided below, (E) any person who individually or jointly with one or more Related Parties, which maintained a 35% or more of the Series "B" Shares, intends to acquire Shares or rights over Shares, by any means or title, directly or indirectly, whether in one transaction or a series of events without a time limit between each other and as a result its shareholding as an individual and/or in conjunction with the Related Party(ies) represent 45% or more of all Series "B" Shares, as applicable, shall require prior written consent from the Board of Directors and/or the Shareholders' Meeting, as provided below, (F) any person who is a competitor of the Company or of any Subsidiary of the Company, who individually or together with one or more Related Parties, intend to acquire Shares or rights over Shares, by any means or title, directly or indirectly, whether in one transaction or a series of events without a time limit between each other and as a result their shareholding as an individual and/or jointly with the Related Party(ies) represent 3% or more of all Series "B" Shares,

or its multiples thereof, shall require prior written consent of the Board of Directors and/or the Shareholders' Meeting, as applicable.

The person who acquires shares without having complied with any of the procedures, requirements, authorizations and other provisions set forth in the corporate bylaws, shall not be registered in the Company's share registry and consequently, such person will not be able to exercise the corporate rights corresponding to such Shares, specifically including the right to vote at shareholders' meetings, unless the Board of Directors or the general extraordinary shareholders' meeting authorizes otherwise. In the case of Persons who already are shareholders of the Company and, therefore, the ownership of their shares has already been entered in the Company's shares registry, the shares acquired without having complied with the procedures, requirements, authorizations and other provisions of such clause of the bylaws will not be entered in the Company's registry of shares and, accordingly, such persons may not exercise the corporate rights that apply to such actions, specifically including the right to vote in shareholders' meetings, unless the Board of Directors or the general extraordinary shareholders' meeting authorizes otherwise. In the cases in which any of the procedures, requirements, authorizations and other provisions provided for in the Company's bylaws, the certificates or listing of records referred to in the first paragraph of Article 290 of the LMV are not met, ownership of the Shares shall not be proved, neither the right to attend shareholders' meetings and the inscription in the shares registration, nor exercise of any actions, including those of a procedural nature, shall be deemed as legitimated, unless the Board of Directors or the general extraordinary shareholders' meeting authorizes otherwise. Additionally, and in accordance with Article 2117 of the Federal Civil Code, any person who acquires shares in violation of the provisions of the Company's bylaws, shall be required to pay a penalty to the Company for an amount equivalent to the price paid for all the Shares that were wrongfully acquired. In the case of shares acquired in violation of the provisions of the bylaws and free of charge, the penalty shall be for an amount equal to the market value of the wrongfully acquired Shares. Approvals granted by the Board of Directors or the Shareholders' Meeting as provided in the bylaws, shall cease to have effect if the information and documentation based on which these approvals were granted is not or ceases to be true. Likewise, the person who acquires shares in violation of the provisions of the bylaws, must transfer the wrongfully acquired Shares, to a third party approved by the Board of Directors or the Company's general extraordinary shareholders' meeting, in which case, the provisions for such matters contained in the Company's bylaws must be followed and complied with in order to carry out such disposal, including delivery to the Board of Directors of the Company, through its Chairman and Secretary, of the information referred to in the bylaws.

Requirements and Approvals of the Board of Directors and Shareholders Meeting

To obtain the prior consent of the Board of Directors, the potential acquirer must submit an authorization request, which must contain certain specific information. During the authorization process, certain terms must be met. The Board of Directors may, without liability, submit the request for authorization to the general extraordinary shareholders' meeting for resolution. The determination of the Board of Directors to submit for the consideration of the Shareholders' Meeting must consider different factors such as the potential conflict of interest, equity in the proposed price or when the Board is not able to meet having been convened more than twice, among other factors. The Board of Directors may reject any authorization previously granted before the date on which the transaction is consummated, in the event the Board receives a better offer for the Company's shareholders. If the Board of Directors or the Shareholders' Meeting does not resolve, in a negative or positive sense, on the terms and forms established in Axtel's bylaws, it is understood that the request for authorization to acquire shares in question has been denied.

Mandatory Public Tender Offer to Purchase in Certain Acquisitions

In the event that the Board of Directors authorizes the requested acquisition of Shares and said acquisition involves the acquisition of a participation of between 20% or 40% in the Company and notwithstanding the approval, the Person who intends to acquire such Shares must make a public tender offer to purchase, in cash and at a price determined in accordance with the procedure established in the following paragraph, for an additional 10% of the Company's capital stock, without such acquisition, including the additional, exceeding half of the ordinary shares with voting rights or implying a change of Control in the Company.

In the case that the Board of Directors or the General Extraordinary Shareholders' Meeting, as the case may be, approves an acquisition that may result in a change of control, the acquirer in question must make a public tender offer to purchase 100% minus one, of the existing Shares of the Company, at a price payable in cash that shall not be less than the price that is greater than the following:

- a) The book value of the shares, according to the latest quarterly income statement approved by the Board of Directors; or b) the highest closing price of the shares during the 365 days prior to the date of the authorization granted by the Board of Directors; or c) the highest price paid in the purchase of Shares at any time by the Person who individually or jointly, directly or indirectly, acquires the Shares subject to the authorization by the Board of Directors; or d) the highest enterprise value multiple of the Company for the last 36 months, multiplied by the EBITDA known for the last 12 months minus the most recent known net debt. The aforementioned enterprise value multiple corresponds to the market value of the Company (the share or CPO closing price multiplied by the total number of shares or CPOs outstanding representative of 100% of the Company's capital stock) plus the known net debt, divided by the known last 12-months EBITDA.

Any public tender offer that must be conducted in relation to the foregoing shall be subject to certain specific requirements. All shareholders of the Company must be paid the same price for their shares in the public tender offer. The provisions of the Company's bylaws summarized in this paragraph, related to the mandatory tender offer for certain acquisitions, is generally more rigid than the provisions of the LMV. Some of the provisions of the bylaws relating to the public tender offer in the case of certain acquisitions differ from the requirements established in the LMV, in the understanding that the provisions of the bylaws grant greater protection to minority shareholders than those provided by law. In these cases, the provisions contained in the bylaws and not the corresponding provisions of the LMV, will apply to the acquisitions specified herein.

Exceptions

The provisions of the Company's bylaws summarized above, do not apply to acquisitions or transfers of Shares that are carried out by succession, to those acquired by the Person(s) who control the Company and those managed by Axtel, its subsidiaries or affiliates or by any trust created by the Company or any of its subsidiaries, among others.

Amendments to the Provisions on the Protection against hostile takeover

Any amendment to the provisions relating to protection against hostile takeover must be made in accordance with the terms established by the LMV and registered in the Public Registry of Commerce at the Company's domicile.

Other provisions

Appraisal Rights and Other Minority Rights

If shareholders agree to modify the Company's corporate purpose, nationality or agree to transform it into other type of corporation, any shareholder who voted against the amendment may exercise its withdrawal right, receiving the book value of shares (in accordance with the last balance sheet approved by the shareholders), provided that the withdrawal request is submitted within 15 days following the day in which such amendments were adopted.

In accordance with the LMV, issuers are required to observe certain minority rights, including rights that allow:

- shareholders representing at least 10% of the duly subscribed and paid capital stock of the Company, to call for a meeting in which they are entitled to vote;
- shareholders representing at least 15% of the Company's capital stock, to claim, subject to certain legal requirements, certain civil responsibilities against the members of the Board of Directors of the Company;
- shareholders representing at least 10% of the stock with voting rights who are present or represented at a shareholders' meeting, may request to postpone the voting of issues on which there are not sufficiently informed; and

- shareholders representing at least 20% of the duly subscribed and paid capital stock, to oppose and stop any resolution adopted by the shareholders, subject to compliance with certain legal requirements.

Additionally, and in accordance with the LMV, Axtel is subject to comply with certain corporate governance issues, including the requirement to maintain a committee performing the functions of Audit and corporate practices and the election of independent directors.

The rights granted to minority shareholders and the liabilities of the Company's directors under Mexican law are different from those given by law in the United States and other countries. Mexican courts have not ruled exhaustively in relation to the responsibilities of board members, unlike the courts of different states of the United States, where court rulings in this matter have identified some of the rights attributable to minority shareholders. Mexican procedural law does not contemplate the possibility of class actions or shareholder lawsuits, which in the United States allow shareholders to incorporate other shareholders into their claims or to exercise rights attributable to the Company. Shareholders of Mexican companies do not have the power to oppose resolutions adopted at shareholders' meetings unless they strictly comply with procedural requirements. As a result of the foregoing, it is usually more complicated for the minority shareholders of Mexican corporations to file lawsuits against the Company or its board members, in comparison with the shareholders of companies in the United States.

Responsibilities of Board Members and Committee Members

Liability claims against board members and committee members will be subject under the provisions stated in the LMV. In accordance with the LMV, shareholders representing at least 5% of the Company's capital stock may exercise liability claims against board members in case of breach of duties of due diligence and loyalty and may obtain for the benefit of the Company, the payment of an indemnity equivalent to the amount of damages and losses. These liability actions are prescribed at the end of five years and may not be exercised if the board members are protected by the exceptions stated in the LMV.

Conflicts of Interest

A shareholder who votes on any resolution in which there is a conflict of interest may incur in a responsibility for direct and consequential damages incurred to the Company, provided that the resolution could not have been approved without the affirmative vote of such shareholder. Additionally, a member of the Board of Directors or a committee member that performs audit and corporate governance functions, that have any conflict of interest must inform the other members of such board or committee, or of the Company and restrain from voting on any resolution regarding such matter. Failure to comply with these obligations by a board member or committee member that performs audit and corporate governance functions may result in liability to such board member or committee member in question as well as in the payment of damages.

The Board of Directors shall carry out all acts not reserved by law or by the bylaws to the shareholders' meeting and shall have the functions, duties and powers established and provided for in the LMV and other applicable legal provisions. See Section *Powers of the Board of Directors* on this *Annual Report*.

Suspension of the Resolutions Adopted by Shareholders

Holders of shares with voting rights, including limited or restricted vote, who individually or jointly hold 20% or more of the Company's capital stock, may judicially oppose the resolutions of the general shareholders' meetings in which they were entitled to vote. The above, subject to the terms and conditions set forth in Article 201 of the *Ley General de Sociedades Mercantiles*, without the percentage referred to that article and Article 202 of the aforementioned law being equally applicable.

Admission of Foreigners

In accordance with applicable law, the Company's bylaws state that when acquiring Company's shares, foreign shareholders are obliged to: (i) be considered as Mexican in everything relating to their shares, properties, rights, concessions, participations or interests in which the Company is the holder and the rights and obligations resulting from any contract between the Company and the federal government and (ii) do not seek the protection of their government. If a shareholder invokes such protection, in contravention with the provisions of the bylaws, it's bound to lose its Shares in benefit of the Mexican Nation. This prohibition does not apply to legal proceedings before foreign courts.

Jurisdiction

The Company's bylaws state that any dispute between the shareholders and the Company, or between the shareholders on matters relating to the Company, the parties hereby agree to submit such matters to the jurisdiction of the courts located on the state of Nuevo Leon, Mexico.

CPO Trust and other agreements

The Company is listed on the BMV through non-redeemable CPOs issued under the CPO Trust, each representing 7 Series "B" Class "I" shares of the capital stock of Axtel. The holders of CPOs that are considered investors, may instruct the Trustee to exercise the right to vote with respect to the Shares underlying the CPOs of their ownership, in the event that the investors do not issue the respective instruction up to 3 days before the respective Shareholders' Meeting, the Trustee shall cast their vote in the same way as most of the holders of Series "B" Shares considered investors do so.

On the other hand, Controladora Axtel and a group of shareholders holding approximately 20.1% of the capital stock of Axtel, entered into a Shareholders' Agreement to regulate their relationship as shareholders of the Company, as well as the transfer of shares by themselves. This Shareholders' Agreement contains, among other provisions, rules for the appointment of the board of directors of Axtel, matters of qualified majority in general shareholders' meetings, preferential rights in the case of transfers of shares, joint selling rights and forced sales rights. Except as provided by the Company's bylaws, by the CPO Trust and the Shareholders' Agreement, there are no other statutory clauses or agreements between shareholders or other mechanisms that limit or restrict the Company's management or its shareholders.

5. STOCK MARKET

5.1) Shareholders' Structure

The CPOs of the Company are conformed by Class "I" Series "B" Shares of Axtel's capital stock. They represent 7 Shares of the aforementioned Series and are listed on the BMV. Controladora Axtel owns approximately 54.9% of the shares representing Axtel's capital stock, this derived from the Spin-off.

5.2) Stock Performance in the Stock Market

The following table shows the maximum and minimum prices of AXTELCPOs.

	<u>Maximum</u>	<u>Minimum</u>	<u>Volume</u>
	<i>(Pesos per CPO)</i>		<i>(in thousands)</i>
Annual Maximum and Minimum:			
2021.....	6.78	3.75	271,929
2022.....	4.23	1.26	247,914
2023.....	1.49	0.61	432,250
2024.....	1.89	0.60	222,190
2025.....	3.13	1.00	328,370
2023:			
First quarter.....	1.49	1.24	121,058
Second quarter.....	1.45	0.67	185,702
Third quarter.....	0.87	0.61	78,457
Fourth quarter.....	0.87	0.62	47,029
2024:			
First quarter.....	0.86	0.60	31,973
Second quarter.....	1.89	0.83	68,704
Third quarter.....	1.47	0.96	65,547
Fourth quarter.....	1.27	0.99	55,967
2025:			
First quarter.....	2.48	1.00	109,583
Second quarter.....	2.55	1.97	140,747
Third quarter.....	2.95	2.01	51,813
Fourth quarter.....	3.13	2.70	28,962
Monthly Maximum and Minimum:			
2025:			
January.....	1.14	1.00	12,906
February.....	1.86	1.20	69,665
March.....	2.48	1.84	27,013
April.....	2.44	1.97	36,838
May.....	2.40	1.98	106,408
June.....	2.55	2.22	14,563
July.....	2.43	2.33	17,444
August.....	2.37	2.01	12,027
September.....	2.95	2.20	22,342
October.....	2.98	2.76	11,429
November.....	3.07	2.70	8,906
December.....	3.13	2.71	8,626
2026:			
January.....	2.92	2.80	12,067
February.....	2.80	2.63	7,794
March.....	2.70	2.45	8,843

5.3) Market Maker

As of December 31, 2025, Axtel has not entered into a Market Maker contract with any intermediary.

De conformidad con el Artículo 33 fracción I, inciso b), párrafo 1 de las “Disposiciones de Carácter General Aplicables a las Emisoras de Valores y otros Participantes del Mercado de Valores”, emitidas por la Comisión Nacional Bancaria y de Valores y publicadas en el Diario Oficial de la Federación (“DOF”), el 19 de marzo de 2003, y sus respectivas actualizaciones, y con relación al Reporte Anual 2025 de Axtel, S.A.B. de C.V., hacemos constar que:

“Los suscritos manifestamos bajo protesta de decir verdad que, en el ámbito de nuestras respectivas funciones, preparamos la información relativa a la emisora contenida en el presente reporte anual, la cual, a nuestro leal saber y entender, refleja razonablemente su situación. Asimismo, manifestamos que no tenemos conocimiento de información relevante que haya sido omitida o falseada en este reporte anual o que el mismo contenga información que pudiera inducir a error a los inversionistas.”

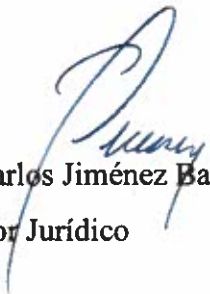
Atentamente,



Ing. Armando de la Peña González
Director General



Ing. Adrián Gerardo de los Santos Escobedo
Director de Finanzas



Lic. Carlos Jiménez Barrera
Director Jurídico

Axtel, S. A. B. de C. V.

Manifestación de consentimiento para
la inclusión en el reporte anual del
informe de auditoría externa y de
revisión de la información del informe
anual al 31 de diciembre de 2025



Al Presidente del Comité de Auditoría de
Axtel, S. A. B. de C. V.

En los términos del Artículo 39 de las Disposiciones de carácter general aplicables a las Entidades y Emisoras supervisadas por la Comisión Nacional Bancaria y de Valores que contraten servicios de auditoría externa de estados financieros básicos, publicadas en el Diario Oficial de la Federación ("DOF") del 26 de abril de 2018 y sus modificaciones posteriores (las "Disposiciones") y del Artículo 84 Bis de las Disposiciones de carácter general aplicables a las emisoras de valores y otros participantes del mercado de valores publicadas en el DOF del 19 de marzo de 2003 y sus modificaciones posteriores (la "Circular Única de Emisoras"), en nuestro carácter de auditores externos independientes de los estados financieros básicos consolidados por los años que terminaron el 31 de diciembre de 2025, 2024 y 2023 de Axtel, S. A. B. de C. V., manifestamos lo siguiente:

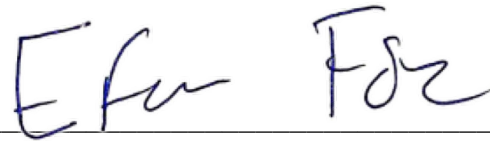
- I. Que expresamos nuestro consentimiento para que la Emisora incluya en el reporte anual, el Informe de Auditoría Externa que al efecto emitimos.
- II. Lo anterior en el entendido de que previamente nos cercioramos que la información contenida en los Estados Financieros Básicos consolidados incluidos en el reporte anual, así como cualquier otra información financiera comprendida en dichos documentos cuya fuente provenga de los mencionados Estados Financieros Básicos consolidados o del Informe de Auditoría Externa que presentamos coincide con la auditada, con el fin de que dicha información sea hecha del conocimiento público.

Atentamente,

Galaz, Yamazaki, Ruiz Urquiza, S.C.
Afiliada a una Firma Miembro de Deloitte Touche Tohmatsu Limited



C.P.C. Manuel Silverio Villalón López
Apoderado (Representante Legal)
Monterrey, Nuevo León, México
23 de abril de 2026



C.P.C. Efrain Omar Fernández Mendoza
Auditor externo
Monterrey, Nuevo León, Mexico
23 de abril de 2026



* * * * *

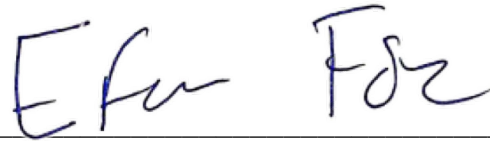
El suscrito manifiesta bajo protesta de decir verdad, que los estados financieros de Axtel, S. A. B. de C. V. (la "Emisora"), que contiene el presente reporte anual por los ejercicios 2025, 2024 y 2023 fueron dictaminados con fecha 31 de enero de 2026, 2025 y 2024, respectivamente, de conformidad con las Normas Internacionales de Auditoría.

Asimismo, manifiesta que ha leído el presente reporte anual y basado en su lectura y dentro del alcance del trabajo de auditoría realizado, no tiene conocimiento de errores relevantes o inconsistencias en la información que se incluye y cuya fuente provenga de los estados financieros dictaminados señalados en el párrafo anterior, ni de información que haya sido omitida o falseada en este reporte anual o que el mismo contenga información que pudiera inducir a error a los inversionistas.

No obstante, el suscrito no fue contratado, y no realizó procedimientos adicionales con el objeto de expresar su opinión respecto de la otra información contenida en el reporte anual que no provenga de los estados financieros por el dictaminados.



C.P.C. Manuel Silverio Villalón López
Apoderado (Representante Legal)
Monterrey, Nuevo León, México
23 de abril de 2026



C.P.C. Efrain Omar Fernández Mendoza
Auditor externo
Monterrey, Nuevo León, México
23 de abril de 2026



Axtel, S. A. B. de C. V. and Subsidiaries
(Subsidiary of Controladora Axtel,
S. A. B. de C. V.)

Consolidated Financial Statements as of
and for the Years Ended December 31,
2025, 2024 and 2023, and Independent
Auditors' Report Dated January 31,
2026



Axtel, S. A. B. de C. V. and Subsidiaries
(Subsidiary of Controladora Axtel, S. A. B. de C. V.)

Independent Auditors' Report and Consolidated Financial Statements as of and for the years ended December 31, 2025, 2024 and 2023

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Independent Auditors' Report to the Board of Directors and Stockholders of Axtel, S. A. B. de C. V. and Subsidiaries

Opinion

We have audited the consolidated financial statements of Axtel, S. A. B. de C. V. and Subsidiaries (the "Company" or the "Group"), which comprise the consolidated statements of financial position as of December 31, 2025, 2024 and 2023, the consolidated statements of income, the consolidated statements of comprehensive income (loss), the consolidated statements of changes in stockholders' equity and the consolidated statements of cash flows for the years then ended, and the explanatory notes to the consolidated financial statements, including material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of Axtel, S. A. B. de C. V. and Subsidiaries, as of December 31, 2025, 2024 and 2023, and their consolidated financial performance and their consolidated cash flows for the years then ended, in accordance with IFRS Accounting Standards, as issued by the International Accounting Standards Board ("IASB").

Basis for Opinion

We conducted our audits in accordance with International Standards on Auditing (ISA). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the *International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants* (IESBA Code) together with the Code of Ethics issued by the Mexican Institute of Public Accountants (IMCP Code), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code and with the IMCP Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Matters

The accompanying consolidated financial statements have been translated from Spanish to English for the convenience of readers.

Key Audit Matter

The key audit matter is the matter that, in our professional judgment, is of most significance in our audit of the 2025 consolidated financial statements. This matter was addressed in the context of our audit of the consolidated financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on this matter. We have determined that the matter described below is the key audit matter that should be communicated in our report.

Assessment of Impairment of Long-lived Assets

As described in Note 3n and 5b to the consolidated financial statements, the Company performs impairment tests to the long-lived assets.



We have identified management's assessment of impairment of long-lived assets with definite useful life and goodwill as a key audit matter, mainly due to the fact that impairment tests involve the application of judgments and significant estimates by the Company's management in determining the assumptions, premises, cash flows, budgeted income, and the selection of discount rates used to estimate the recoverable value of the cash generating unit ("CGU"), besides the relevance of the balance for the consolidated financial statements of the Company, which is made up of property, plant and equipment for \$7,154,702 thousand pesos, goodwill of \$322,782 thousand pesos, and intangible assets with a definite useful life of \$720,012 thousand pesos. This requires a high level of judgement, an important level of audit effort and the incorporation of our expert valuation specialists.

We performed, among others, the following audit procedures on the following significant assumptions that the Company considered when estimating future projections to evaluate the recovery value of long-lived assets, among others; projections of income and expenses, expected gross and operating profit margins, discount rate, the industry growth rate, comparison of the expected gross profit margin, projected flows. As follows:

- We tested the design and implementation of the controls on the determination of the recovery value and the assumptions used.
- We evaluated with the assistance of our valuation specialists, the reasonableness of the i) methodology for determining the recovery value of intangible assets with definite useful lives and goodwill and ii) we challenge the financial projections, comparing them with the performance and historical trends of the business and corroborating the explanations of the variations with the administration. Likewise, we evaluated internal processes and management's ability to accurately carry out projections.
- We analyzed the projection assumptions used in the impairment model, specifically including the projections of cash flow, operating margins, gross margin, profit margin before financial result, taxes, depreciation and amortization ("EBITDA") and long-term growth. We test the mathematical accuracy, completeness, and accuracy of the impairment model. The valuation specialists performed a sensitivity analysis for the CGU, independent calculations of the recovery value to assess whether the assumptions used would need to be modified and the probability that such modifications would occur.
- We independently evaluated the applicable discount rates, comparing them with the discount rates used by management.

The results of our procedures were satisfactory.

Information other than the Consolidated Financial Statements and Auditors' Report thereon

The Company's management is responsible for the other information. The other information will include the sustainability information that the Company is required to prepare in accordance to Article 33, Section I, subsection a); as well as the information that will be included in the Annual Report that the Company is required to prepare in accordance with Article 33, section I, subsection b) of Title Four, Chapter One of the General Provisions Applicable to Issuers and other Participants of the Securities Market in Mexico and the Instructions accompanying those provisions (the "Provisions"). The sustainability information, as well as the Annual Report, are expected to be available for our review after the date of this audit report; and iii) other additional information, which corresponds to measures not required by IFRS Accounting Standards, and has been included to provide further explanation to its investors and key readers of its consolidated financial statements to evaluate the performance of each operating segment and other indicators of the ability to meet obligations regarding earnings before interest, taxes, depreciation, amortization and impairment of assets ("adjusted EBITDA") and the Business Unit Contribution ("BUC") of the Company, this information is presented in Note 28.

Our opinion of the consolidated financial statements will not cover the other information, and we will not express any form of assurance about it.



In connection with our audit of the consolidated financial statements, our responsibility will be to read the sustainability information, as well as the Annual Report, when available, and in doing so, consider whether the other information contained therein is materially inconsistent with the consolidated financial statements or with our knowledge obtained during the audit, or appears to contain a material misstatement. When we read the Annual Report, we will issue the declaration on its reading, as required by Article 33, Section I, subsection b), paragraph 1.2. of the Provisions. Additionally, in relation to our audit of the consolidated financial statements, our responsibility is to read and recalculate the additional information, which in this case consists of measures not required by IFRS Accounting Standards, and in doing so, consider whether the other information contained therein is materially inconsistent with the consolidated financial statements or with our knowledge obtained during the audit, or appears to contain a material misstatement. If, based on the work we have performed, we conclude that the other information contains a material misstatement, we are required to inform the matter. We have nothing to report in this regard.

Responsibilities of Management and those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards, as issued by the IASB, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those responsible with governance are responsible for overseeing the Company's consolidated financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the evasion of internal control.
- Obtain knowledge of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the Group financial statements. We are responsible for the direction, supervision, and review of the work performed for purposes of the Group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and have communicated to them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the current period and are, therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Galaz, Yamazaki, Ruiz Urquiza, S. C.
Affiliated member firm of Deloitte Touche Tohmatsu Limited



C. P. C. Efraín Omar Fernández Mendoza
Monterrey, Nuevo León México

January 31, 2026



Axtel, S. A. B. de C. V. and Subsidiaries
(Subsidiary of Controladora Axtel, S. A. B. de C. V.)

Consolidated Statements of Financial Position

As of December 31, 2025, 2024 and 2023

Thousands of Mexican pesos

	Note	2025	2024	2023
Assets				
Current assets:				
Cash and cash equivalents	6	\$ 1,319,628	\$ 1,255,690	\$ 1,207,174
Trade and other accounts receivable, net	7	2,286,288	2,474,803	1,814,136
Inventories	8	53,976	36,490	62,856
Derivative financial instruments	4	-	32,743	-
Prepayments	3.i	820,180	752,952	603,818
Total current assets		<u>4,480,072</u>	<u>4,552,678</u>	<u>3,687,984</u>
Non-current assets:				
Property, plant and equipment, net	9	7,154,702	7,502,607	8,253,618
Right-of-use asset, net	10	366,616	306,021	312,698
Goodwill and intangible assets, net	11	1,042,794	983,755	1,064,179
Deferred income taxes	19	2,761,361	3,363,046	2,961,659
Other non-current assets	12	556,913	528,139	429,015
Total non-current assets		<u>11,882,386</u>	<u>12,683,568</u>	<u>13,021,169</u>
Total assets		<u>\$16,362,458</u>	<u>\$17,236,246</u>	<u>\$16,709,153</u>
Liabilities and Stockholders' Equity				
Current liabilities:				
Debt	16	\$ 312,530	\$ 277,754	\$ 214,351
Lease liability	17	118,520	109,080	107,755
Trade and other accounts payable	13	2,429,561	2,350,940	1,798,753
Provisions	14	21,307	11,844	98,176
Deferred income	15	108,987	103,592	66,791
Derivative financial instruments	4	13,027	-	31,987
Total current liabilities		<u>3,003,932</u>	<u>2,853,210</u>	<u>2,317,813</u>
Non-current liabilities:				
Debt	16	8,822,881	10,709,965	10,155,319
Lease liability	17	225,059	164,915	153,109
Employee benefits	18	1,378,172	1,157,430	965,673
Deferred income taxes	19	-	36	404
Total non-current liabilities		<u>10,426,112</u>	<u>12,032,346</u>	<u>11,274,505</u>
Total liabilities		<u>13,430,044</u>	<u>14,885,556</u>	<u>13,592,318</u>
Stockholders' equity:				
Capital stock	20	446,277	454,620	454,621
Retained earnings		2,618,582	1,974,637	2,726,588
Other comprehensive loss		(132,445)	(78,567)	(64,374)
Total stockholders' equity		<u>2,932,414</u>	<u>2,350,690</u>	<u>3,116,835</u>
Total liabilities and stockholders' equity		<u>\$16,362,458</u>	<u>\$17,236,246</u>	<u>\$16,709,153</u>

The accompanying notes are an integral part of these consolidated financial statements.



Axtel, S. A. B. de C. V. and Subsidiaries
(Subsidiary of Controladora Axtel, S. A. B. de C. V.)

Consolidated Statements of Income

For the years ended December 31, 2025, 2024 and 2023

Thousands of Mexican pesos, except for earnings per share amounts

	Note	2025	2024	2023
Revenues	21	\$12,367,176	\$11,556,488	\$10,955,886
Cost of sales	22	<u>(5,407,607)</u>	<u>(5,391,829)</u>	<u>(5,269,308)</u>
Gross profit		6,959,569	6,164,659	5,686,578
Administration and selling expenses	22	(5,414,154)	(4,821,971)	(5,105,107)
Other income (expenses), net	23	<u>118,118</u>	<u>(8,340)</u>	<u>(5,730)</u>
Operating income		1,663,533	1,334,348	575,741
Financial income	24	46,595	71,034	256,720
Financial expenses	24	(1,009,535)	(1,277,969)	(1,234,589)
Exchange fluctuation gain (loss), net	24	<u>558,776</u>	<u>(1,212,810)</u>	<u>655,391</u>
Financial result, net		<u>(404,164)</u>	<u>(2,419,745)</u>	<u>(322,478)</u>
Income (loss) before income taxes		1,259,369	(1,085,397)	253,263
Income (taxes) benefit	19	<u>(623,767)</u>	<u>394,204</u>	<u>61,043</u>
Net consolidated income (loss)		<u>\$ 635,602</u>	<u>\$ (691,193)</u>	<u>\$ 314,306</u>
Income (loss) per basic and diluted share		<u>\$ 0.033</u>	<u>\$ (0.035)</u>	<u>\$ 0.016</u>
Weighted average common outstanding shares (thousands of shares)		<u>19,460,373</u>	<u>19,694,527</u>	<u>19,809,648</u>

The accompanying notes are an integral part of these consolidated financial statements.



Axtel, S. A. B. de C. V. and Subsidiaries
(Subsidiary of Controladora Axtel, S. A. B. de C. V.)

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2025, 2024 and 2023

Thousands of Mexican pesos

	Note	2025	2024	2023
Net consolidated income (loss)		\$ 635,602	\$ (691,193)	\$ 314,306
Other comprehensive income (loss) for the year:				
<i>Items that will be reclassified to the consolidated statement of income:</i>				
Effect of currency translation	19	(2,215)	3,514	(2,881)
Fair value of derivative financial instruments, net of taxes		(18,384)	34,094	(25,964)
<i>Items that will not be reclassified to the consolidated statement of income:</i>				
Remeasurements of employee benefits, net of taxes	19	<u>(33,279)</u>	<u>(18,129)</u>	<u>(14,998)</u>
Total other comprehensive (loss) income for the year		<u>(53,878)</u>	<u>19,479</u>	<u>(43,843)</u>
Comprehensive income (loss) of the year		<u>\$ 581,724</u>	<u>\$ (671,714)</u>	<u>\$ 270,463</u>

The accompanying notes are an integral part of these consolidated financial statements.



Axtel, S. A. B. de C. V. and Subsidiaries
(Subsidiary of Controladora Axtel, S. A. B. de C. V.)

Consolidated Statements of Changes in Stockholders' Equity

For the years ended December 31, 2025, 2024 and 2023

Thousands of Mexican pesos

	Capital stock	Retained earnings	Other comprehensive income	Total stockholders' equity
Balances as of January 1, 2023	\$ 454,621	\$ 2,416,317	\$ (20,531)	\$ 2,850,407
Transactions with stockholders:				
Repurchase of shares	-	(4,035)	-	(4,035)
Total transactions with stockholders	-	(4,035)	-	(4,035)
Net consolidated income	-	314,306	-	314,306
Total other comprehensive loss for the year	-	-	(43,843)	(43,843)
Comprehensive income	-	314,306	(43,843)	270,463
Balances as of December 31, 2023	454,621	2,726,588	(64,374)	3,116,835
Transactions with stockholders:				
Repurchase of shares	-	(60,759)	-	(60,759)
Cancellation of shares	(1)	1	-	-
Adjustment to employee benefits	-	-	(33,672)	(33,672)
Total transactions with stockholders	(1)	(60,758)	(33,672)	(94,431)
Net consolidated loss	-	(691,193)	-	(691,193)
Total other comprehensive income for the year	-	-	19,479	19,479
Comprehensive loss	-	(691,193)	19,479	(671,714)
Balances as of December 31, 2024	454,620	1,974,637	(78,567)	2,350,690
Transactions with stockholders:				
Cancellation of shares	(8,343)	8,343	-	-
Total transactions with stockholders	(8,343)	8,343	-	-
Net consolidated income	-	635,602	-	635,602
Total other comprehensive income for the year	-	-	(53,878)	(53,878)
Comprehensive income	-	635,602	(53,878)	581,724
Balances as of December 31, 2025	\$ 446,277	\$ 2,618,582	\$ (132,445)	\$ 2,932,414

The accompanying notes are an integral part of these consolidated financial statements.



Axtel, S. A. B. de C. V. and Subsidiaries
(Subsidiary of Controladora Axtel, S. A. B. de C. V.)

Consolidated Statements of Cash Flows

For the years ended December 31, 2025, 2024 and 2023

Thousands of Mexican pesos

	2025	2024	2023
Cash flows from operating activities			
Income (loss) before income taxes	\$ 1,259,369	\$(1,085,397)	\$ 253,263
Depreciation and amortization	2,131,659	2,275,177	2,450,587
Exchange fluctuation (gain) loss, net	(558,776)	1,212,810	(655,391)
Allowance for expected credit loss	(27,794)	(188,114)	179,824
(Gain) loss from sale of property, plant and equipment	(17,752)	3,160	(78,417)
Financial income	(46,595)	(71,034)	(256,720)
Financial expenses	1,009,535	1,277,969	1,234,589
Employee profit sharing	(1,598)	(3,013)	9,968
Others	(21,068)	46,210	(28,763)
Changes in working capital:			
Trade and other accounts receivable, net	81,134	(642,925)	(287,175)
Inventories	(17,486)	18,884	108,874
Trade accounts payable and other accounts payable	150,086	291,672	(186,088)
Employee benefits	173,200	117,756	52,992
Paid PTU	-	(3,284)	(4,830)
Deferred income	5,395	36,801	21,583
Subtotal	<u>4,119,309</u>	<u>3,286,672</u>	<u>2,814,296</u>
Income taxes paid	(2,403)	(2,288)	(4,428)
Net cash flows generated by operating activities	<u>4,116,906</u>	<u>3,284,384</u>	<u>2,809,868</u>
Cash flows from investing activities			
Acquisitions of property, plant and equipment	(1,462,749)	(1,276,578)	(1,311,101)
Disposal of property, plant and equipment	42,532	73,000	-
Acquisition of intangible assets	(179,813)	(24,931)	(29,306)
Interest received	46,055	70,793	29,637
Notes receivable	(2,207)	(2,931)	(25)
Others	21,966	-	-
Net cash flows used in investing activities	<u>(1,534,216)</u>	<u>(1,160,647)</u>	<u>(1,310,795)</u>
Cash flows from financing activities			
Proceeds of current and non-current debt	1,600,000	-	7,992,451
Payments of current and non-current debt	(2,787,706)	(743,078)	(8,060,864)
Lease payments	(206,414)	(188,891)	(218,498)
Repurchase of shares	-	(60,759)	(4,035)
Interest paid and other financial expenses	(1,051,167)	(1,198,754)	(1,440,072)
Net cash flows used in financing activities	<u>(2,445,287)</u>	<u>(2,191,482)</u>	<u>(1,731,018)</u>
Net increase (decrease) of cash and cash equivalents	137,403	(67,745)	(231,945)
Effect of changes in exchange rates	(73,465)	116,261	(103,712)
Cash and cash equivalents at the beginning of the year	<u>1,255,690</u>	<u>1,207,174</u>	<u>1,542,831</u>
Cash and cash equivalents at the end of the year	<u>\$ 1,319,628</u>	<u>\$1,255,690</u>	<u>\$1,207,174</u>

The accompanying notes are an integral part of these consolidated financial statements.



Axtel, S. A. B. de C. V. and Subsidiaries
(Subsidiary of Controladora Axtel, S. A. B. de C. V.)

Notes to the Consolidated Financial Statements

As of and for the years December 31, 2025, 2024 and 2023

Thousands of Mexican pesos, unless otherwise indicated

1. General information

Axtel, S. A. B. de C. V. and subsidiaries (“Axtel” or the “Company”) was incorporated in Mexico as a capital stock company. Axtel’s corporate offices are located at Avenida Munich No. 175 Colonia Cuauhtémoc, 66450 San Nicolás de los Garza, Nuevo León, Mexico.

Axtel is a publicly owned corporation, whose shares are registered at the National Securities Registry and are traded at the Mexican Stock Exchange (“Bolsa Mexicana de Valores” in Spanish) through Certificates of Participation (“CPOs”) issued under the Trust whose trustee is Nacional Financiera, Sociedad Nacional de Crédito, Development Finance Institution. The Company is a subsidiary of Controladora Axtel, S. A. B. de C. V. (“Controladora Axtel”) as of May 29, 2023, due to the fact that, on that date, the conditions precedent defined in the Extraordinary General Meeting of Alfa S.A.B. de C.V. (“ALFA”) held on July 12, 2022, with retroactive effect to that date.

The Company is an Information and Communication Technology company that serves the enterprise, government and wholesale markets, through its business units. The business and government portfolios include advanced solutions for managed networks, collaboration and information technology (IT) such as systems integration, cloud services, cybersecurity, among others. On the other hand, the connectivity solutions of the wholesale unit for wholesale clients or operators include last-mile access, IP transit, spectrum, fiber to the tower and fiber to the data center, among others. Concessions are required to provide these services and conducting the Company’s business activities (see Note 11).

Axtel conducts its activities through subsidiary companies of which it is the owner or of which it controls directly most of the common shares representing their capital stock (see Note 3.c).

When reference is made to the controlling entity Axtel, S. A. B. of C. V. as an individual legal entity, it will be referred to as “Axtel SAB”.

In the following notes to the consolidated financial statements, references to pesos or “\$” mean thousands of Mexican pesos; additionally, references to “US\$” or dollars mean thousands of U.S. dollars, unless otherwise indicated for both cases.

2. Relevant events

2025

a. Debt

On March 26, 2025, Axtel made a partial prepayment of a bank loan for \$783,594 (US\$38,915) using funds from its operating cash flow.

Derived from this transaction, the Company immediately recognized in its consolidated statement of income the portion of the corresponding debt issuance costs related to the aforementioned bank loan which amounted to \$5,351.

On June 16, 2025, Axtel made a partial prepayment of a bank loan for \$276,882 (US\$14,622) using funds from its operating cash flow.

Derived from this transaction, the Company immediately recognized in its consolidated statement of income the portion of the corresponding debt issuance costs related to the aforementioned bank loan which amounted to \$1,727.



On December 18, 2025, the Company announced that it had formalized a loan with the National Foreign Trade Bank (Bancomext) for \$1,600,000 with a 10-year term. The proceeds were used for the early prepayment of \$1,083,258 (US\$60,000) of a loan granted by the International Finance Corporation (“IFC”), as well as for the partial prepayment of \$512,908 (US\$28,580) of a syndicated bank loan. As a result of this transaction, the Company immediately recognized in its consolidated statement of income the portion of the debt issuance costs related to the aforementioned bank loan which amounted to \$15,623.

2024

b. Debt

On December 16, 2024, Axtel announced the partial prepayment of a \$695,612 (US\$34,422) bank loan, paid from the cash flow generated by the Company. This loan, obtained from nine institutions, was reduced by 13% to US\$224 million, equally in dollars and pesos, while the Company's total debt decreased by 6%.

Derived from this transaction, the corresponding debt issuance costs, related to the aforementioned bank loan, recognized by the Company in the consolidated statements of income was \$4,248.

2023

c. Purchase of Senior Notes

On January 17, 2023, the Company announced that it had initiated a tender offer to buy back up to US\$75,000 of its 6.375% Senior Notes due 2024 (the “Notes”). On January 31, 2023, the results of the tender offer were announced, and the Notes tendered by the holders and accepted by the Company totaled US\$77,700. Given this, the Company increased the tender offer from US\$75,000 to US\$120,000, and extended the tender offer date to February 13, 2023, the expiration date of said offer. As of February 13, 2023, the Notes tendered by the holders and accepted for purchase by Axtel totaled \$1,786,124 (US\$88,657), leaving a balance of US\$313,576 for the Notes, which were then repurchased during the year (Note 2.g).

Derived from this transaction, the corresponding debt issuance costs, related to the aforementioned Senior Notes due 2024, recognized by the Company in the consolidated statements of income was \$8,711.

d. Debt

On January 26, 2023, the Company entered into a loan credit agreement with Export Development Canada for an aggregate amount of US\$100,000, of which \$758,172 (US\$40,000) was drawn down on February 13, 2023, with maturities from January 2027 to January 2028, and a one-month term SOFR plus an applicable margin of 3.55%. On July 19, 2023, the remaining \$1,007,148 (US\$60,000) was drawn down with the same maturity and rate.

On January 27, 2023, the Company drew down \$200,000 from its revolving committed line with BBVA México, due in July 2024 and with a 28-day TIE + 1.75 percentage points variable interest rate. This credit was settled on April 26, 2023.

The cash resources obtained from these loans were used to repurchase the Senior Notes mentioned in the previous event.

On May 25, 2023, the Company drew down \$180,000 from its Export Development Canada credit line, due on June 25, 2024, and with a TIE plus 1.75% variable interest rate.

On April 27, 2023, the Company entered into a syndicated loan agreement for \$3,525,018 (US\$210,000) and \$971,545 to refinance all Senior Notes due 2024. The loan redemption became effective on July 21, 2023. The new agreement has quarterly payments of the principal amounts starting in July 2025 and until maturity in April 2028, has a TIE plus 3.25% interest rate for the peso portion and a SOFR plus 3.25% interest rate for the dollar portion.

Derived from this transaction, the corresponding debt issuance costs, related to the aforementioned Senior Notes due 2024, recognized by the Company in the consolidated statements of income was \$25,219.



e. Merger of subsidiary companies

At the Extraordinary General Stockholders' Meeting held on March 7, 2023, the merger by incorporation of Alestra Innovación Digital, S. de R.L. de C.V., Estrategias en Tecnología Corporativa, S.A. de C.V. and Allied Inmuebles, S.A. de C.V. (merged companies) in Axtel S.A.B. de C.V. was approved; which will subsist with the same corporate name as a merging company and will take charge of the rights and obligations of the merged companies. In addition, it was resolved that the merger takes full effect between parties and third parties as of April 1, 2023. This merger has no impact on the Company's consolidated operations.

f. Reserve for the repurchase of shares

At the Ordinary General Stockholders' Meeting held on March 7, 2023, a reserve of \$100,000 was approved and created for share repurchases. Additionally, it was resolved that said maximum amount of resources remain in place during the following fiscal years, unless an Ordinary Stockholders' Meeting resolves to allocate a different amount to the purchase of own shares.

As of December 31, 2023, 28,938,371 shares were repurchased.

As of December 31, 2023, the balance of the reserve for share repurchase is \$95,965.

g. Spin-off of ALFA's equity participation in Axtel and creation of Controladora Axtel

On May 19, 2023, the Company announced that Controladora Axtel, S.A.B. de C.V. ("Controladora Axtel"), a company resulting from the spin-off of Alfa, S.A.B. de C.V., received authorization from the National Banking and Securities Commission ("CNBV", for its acronym in Spanish) for the registration of its shares in the National Securities Registry.

The distribution of Controladora Axtel shares represents the end of the spin-off process approved by ALFA stockholders on July 12, 2022, with retroactive effect to that date. As a result of the transaction, ALFA stockholders received one share of Controladora Axtel for each ALFA share they owned.

The number of shares of the Company remained unchanged. Controladora Axtel began trading on the Stock Exchange on May 29, 2023, date from which the Company is now a subsidiary of Controladora Axtel due to the fact that, on said date, the suspensive conditions defined at the Alfa Shareholders' Meeting were met. Controladora Axtel, the latest holding company of the Group, exercises control and is the owner of 53.9% of the shares representing the Company's capital stock.

h. Prepayment of Senior Notes

On June 16, 2023, Axtel announced that it decided to prepay the entire principal amount totaling \$5,296,455 (US\$313,576) of its 6.375% Senior Notes due in 2024 (Note 2.b). The prepayment occurred on July 21, 2023, at a price equal to 101.594% of the total principal, plus accrued interest. Axtel financed the prepayment of the Notes with existing bank loans announced on May 9, 2023, including a 5-year loan with development banks, as well as a bank loan with nine financial institutions for a 5-year term. Once the prepayment is made, the Company extended the average life of its debt by approximately 3 to 5 years.

i. Debt

On December 6, 2023, Axtel entered into a \$1,024,038 (US\$60,000) loan with the International Finance Corporation ("IFC"), a member of the World Bank Group, due on November 15, 2030, linked to commitments in environmental and social matters. The long-term loan will allow Axtel to finance the strategic deployment of its fiber optic network to telecommunications towers and data centers, promoting the development of digital infrastructure in Mexico, as well as extending the maturity profile of its debt.

3. Summary of material accounting policies

The following are the most material accounting policies followed by Axtel and its subsidiaries, which have been consistently applied in the preparation of their financial information in the years presented, unless otherwise indicated:



a. Basis of preparation

The consolidated financial statements of Axtel have been prepared in accordance with IFRS Accounting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”). IFRS include International Accounting Standards (“IAS”) in force and all related interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”), including those previously issued by the Standard Interpretations Committee (“SIC”).

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments, which are measured at fair value.

The preparation of the consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates. Additionally, it requires management to exercise judgment in the process of applying the Company’s accounting policies. The areas involving a higher degree of judgment or complexity, as well as the areas where judgments and estimates are significant to the consolidated financial statements, are disclosed in Note 5.

b. Changes in accounting policies and disclosures

i. New standards and modifications adopted by the Company

In the current year, the Company has applied a series of amendments to IFRS issued by the IASB that are mandatorily effective for an accounting period that begins on or after January 1, 2025. The conclusions related to their adoption are described as follows:

Amendments to IAS 21 – Lack of Exchangeability

The amendments specify when a currency is exchangeable for another currency and when it is not. A currency is exchangeable when an entity is able to exchange that currency for the other currency through markets or exchange mechanisms that create enforceable rights and obligations without undue delay at the measurement date and for a specified purpose. A currency is not exchangeable into the other currency if an entity can only obtain an insignificant amount of the other currency.

The amendments specify how an entity determines the exchange rate to apply when a currency is not exchangeable.

The amendments require additional disclosures that enable users of its financial statements to evaluate how a currency’s lack of exchangeability affects, or is expected to affect, its financial performance, financial position and cash flows.

The Company evaluated the amendments to IAS 21 and determined that the implementation of these amendments had no effect on its financial information, since it does not transact in non-convertible currencies.

ii. New, revised and issued IFRS, but not yet effective

As of the date of these consolidated financial statements, the Company has not applied the following amendments to IFRS that have been issued, but are not yet effective, and the adoption of these amendments, except for IFRS 18, is not expected to have a material impact on the consolidated financial statements in future periods, considering that they are not of significant applicability. The amendments to the IFRS are included below:

- Amendments to IFRS 7 and IFRS 9 – Classification and measurement requirements for financial instruments ⁽¹⁾
- Amendments to IFRS 7 and IFRS 9 – Nature-dependent electricity contracts ⁽¹⁾
- Annual Improvements to IFRS Standards – Volume 11 – Amendments to IFRS 1 *First-time Adoption of International Financial Reporting Standards*, IFRS 7 *Financial Instruments: Disclosures* and its *Implementation Guidance*, IFRS 9 *Financial Instruments*, IFRS 10 *Consolidated Financial Statements* and IAS 7 *Statement of Cash Flows* ⁽¹⁾
- Amendments to IAS 21 – Translation to a Hyperinflationary Presentation Currency ⁽²⁾
- IFRS 19 – Subsidiaries without Public Accountability: Disclosures ⁽²⁾

⁽¹⁾ Effective for annual reporting periods beginning on January 1, 2026.

⁽²⁾ Effective for annual reporting periods beginning on January 1, 2027.



IFRS 18 – Presentation and Disclosure in Financial Statements

IFRS 18 will replace IAS 1, however, many requirements established in IAS 1 remain unchanged and complement them with new requirements. In addition, certain paragraphs from IAS 1 have been relocated to IAS 8 and IFRS 7, and minor amendments were made to IAS 7 and IAS 33.

IFRS 18 introduces new requirements to:

- Present of specified categories and defined subtotals in the income statement.
- Provide disclosure on management-defined performance measures (“MPMs”) in the notes to the financial statements.
- Improve requirements for the aggregation and disaggregation of information.

The IFRS 18 is effective for annual periods beginning on or after 1 January 2027. Early adoption is permitted. The amendments to IAS 7, IAS 33, IAS 8 and IFRS 7 become effective when the entity first applies IFRS 18. An entity is required to apply IFRS 18 retrospectively, with specific transition provisions.

The Company is conducting an analysis to determine the applicable changes to the presentation of the consolidated income statement and the consolidated statement of cash flows, and to identify the MPMs that will be disclosed within its consolidated financial statements.

c. Consolidation

i. Subsidiaries

The subsidiaries are all the entities over which the Company has control. The Company controls an entity when it is exposed or has the right to variable returns from its interest in the entity and it is capable of affecting the returns through its power over the entity. When the Company's interest in subsidiaries is less than 100%, the interest attributed to external stockholders is recorded as non-controlling interest. Subsidiaries are fully consolidated in the date on which control is transferred to the Company and up to the date it loses such control.

The accounting method used by the Company for business combinations is the acquisition method. The Company defines a business combination as a transaction in which it gains control of a business, and through which it is able to direct and manage the relevant activities of the set of assets and liabilities of such business with the purpose of providing a return in the form of dividends, smaller costs or other economic benefits directly to stockholders.

The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred, and the equity interests issued by the Company. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable acquired assets and liabilities and contingent liabilities assumed in a business combination are initially measured at their fair values at the acquisition date. The Company recognizes any non-controlling interest in the acquire based on the share of the non-controlling interest in the net identifiable assets of the acquired entity.

The Company accounts for business combinations using the predecessor method in a jointly controlled entity. The predecessor method involves the incorporation of the carrying amounts of the acquired entity, which includes the goodwill recognized at the consolidated level with respect to the acquiree. Any difference between the transferred consideration and the carrying amount of the net assets acquired at the level of the subsidiary are recognized in equity.

The acquisition-related costs are recognized as expenses when incurred.

Goodwill is initially measured as excess of the sum of the consideration transferred and the fair value of the non-controlling interest in the subsidiary acquired over the net identifiable assets and liabilities assumed. If the consideration transferred is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognized directly in the consolidated statements of income.

If the business combination is achieved in stages, the book value at the acquisition date of the interest previously held by the Company in the acquired entity is remeasured at its fair value at the acquisition date. Any loss or gain resulting from such remeasurement is recognized in the consolidated statements of income for the year.



Transactions and intercompany balances, as well as unrealized gains on transactions between Axtel companies are eliminated in preparing the consolidated financial statements. In order to ensure consistency with the policies adopted by the Company, the amounts reported by subsidiaries have been modified where it was deemed necessary.

As of December 31, 2025, 2024 and 2023, the main subsidiary companies of Axtel were as follows:

	Country	Stockholding interest (%)			Functional currency
		2025	2024	2023	
Axtel, S. A. B. de C. V. (Holding company) ⁽²⁾⁽⁴⁾	Mexico				Mexican Peso
Alestra USA, Inc. ⁽¹⁾	USA	100	100	100	U.S. dollar
S&C Constructores de Sistemas, S. A. de C. V.	Mexico	100	100	100	Mexican Peso
Servicios Alestra TI, S. A. de C. V. ⁽²⁾	Mexico	100	100	100	Mexican Peso
Alestra Procesamiento de Pagos, S. A. de C. V. ⁽²⁾	Mexico	100	100	100	Mexican Peso
Alestra Servicios Móviles, S. A. de C. V. ⁽²⁾	Mexico	100	100	100	Mexican Peso
Fomento de Educación Tecnológica, S.C. ⁽³⁾	Mexico	100	100	100	Mexican Peso
Axtel Networks, S. A. de C. V.	Mexico	100	100	100	Mexican Peso
AXE Redes e Infraestructura S. A. de C. V.	Mexico	100	100	100	Mexican Peso

(1) Leasing of telecommunications and infrastructure equipment.

(2) Provider of telecommunication services.

(3) Training and development services.

(4) At the Extraordinary General Stockholders' Meeting held on March 7, 2023, the merger by incorporation of Alestra Innovación Digital, S. de R.L. de C.V., Estrategias en Tecnología Corporativa, S.A. de C.V. and Allied Inmuebles, S.A. of C.V. (merged companies) into Axtel S.A.B. of C.V. was approved; these will subsist with the same corporate name as a merging company and will take charge of the rights and obligations of the merged companies. In addition, it was resolved that the merger takes full effect between parties and third parties as of April 1, 2023; this merger has no impact on the Company's consolidated operations.

As of December 31, 2025, 2024 and 2023, there are no significant restrictions for the investment in shares of the subsidiary companies mentioned above.

ii. Absorption (dilution) of control in subsidiaries

The effect of absorption (dilution) of control in subsidiaries, that is, an increase or decrease in the percentage of control, is recorded in stockholders' equity, directly in retained earnings, in the period in which the transactions that cause such effects occur. The effect of absorption (dilution) of control is determined by comparing the book value of the investment in shares before the event of dilution or absorption against the book value after the relevant event. In the case of loss of control, the dilution effect is recognized in income.

When the Company issues a call option on certain non-controlling interests in a consolidated subsidiary and the non-controlling stockholders retain the risks and benefits over such interests in the consolidated subsidiary, these are recognized as financial liabilities at the present value of the amount to be reimbursed from the options, initially recorded with the corresponding reduction in equity and subsequently accruing through financial charges in results during the contractual period.

iii. Sale or disposal of subsidiaries

When the Company ceases to have control, any retained interest in the entity is remeasured at fair value, and the change in the carrying amount is recognized in the consolidated statement of income. The fair value is the initial carrying amount for accounting purposes for any subsequent retained interest in the associate, joint venture or financial asset. Any amount previously recognized in comprehensive income (loss) in respect of that entity is accounted for as if the Company had directly disposed of the related assets and liabilities. This results in the amounts previously recognized in comprehensive income (loss) being reclassified to income for the year.



d. Foreign currency translation

i. Functional and presentation currency

The amounts included in the financial statements of each of the Company's subsidiaries should be measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The consolidated financial statements are presented in Mexican pesos, which is the Company’s presentation currency. Note 3c. describes the functional currency of the Company and its subsidiaries.

When there is a change in the functional currency of one of the subsidiaries, according to IAS 21, *Effects of Changes in Foreign Currency Exchange Rates*, this change is accounted for prospectively, translating at the date of the functional currency change, all assets, liabilities, equity and income items at the exchange rate on that date.

ii. Transactions and balances

Transactions in foreign currencies are translated into the functional currency using the foreign exchange rates prevailing at the transaction date or valuation date when the amounts are remeasured. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing exchange rates are recognized as foreign exchange gain or loss in the consolidated statement of income, except for those which are deferred in comprehensive income (loss) and qualify as cash flow hedges.

The exchange differences in monetary assets classified as financial instruments at fair value with changes through profit or loss are recognized in the consolidated statement of income as part of the gain or loss in fair value.

Translation of subsidiaries with recording currency other than the functional currency

The financial statements of foreign subsidiaries, having a recording currency different from their functional currency were translated into the functional currency in accordance with the following procedure:

- a. The balances of monetary assets and liabilities denominated in the recording currency were translated at the closing exchange rate.
- b. To the historical balances of monetary assets and liabilities and stockholders' equity translated into the functional currency the movements that occurred during the period were added, which were translated at historical exchange rates. In the case of the movements of non-monetary items recognized at fair value, which occurred during the period stated in the recording currency, these were translated using the historical exchange rates in effect on the date when the fair value was determined.
- c. Revenues, costs, and expenses of the period, expressed in the recording currency, were translated at the historical exchange rates of the date they were accrued and recognized in the consolidated statement of income, except when they arose from non-monetary items, in which case the historical exchange rate of the non-monetary items was used.
- d. The exchange differences arising in the translation are recognized in the consolidated statement of income in the period they arose.

The primary exchange rates in the different translation procedures are listed below:

Country	Local currency	Local currency to Mexican pesos			Average annual exchange rate		
		Closing exchange rate as of December 31,			Average annual exchange rate		
		2025	2024	2023	2025	2024	2023
United States	U.S. dollar	17.97	20.27	16.89	19.14	18.52	17.61

e. Cash and cash equivalents

Cash and cash equivalents include cash on hand, bank deposits available for operations and other short-term investments of high credit-quality and liquidity with original maturities of three months or less, all of which are subject to insignificant risk of changes in value.



f. *Financial instruments*

Financial assets

The Company classifies and measures its financial assets based on the Company's business model to manage financial assets, and on the characteristics of the contractual cash flows of such assets. This way financial assets can be classified at amortized cost, at fair value through other comprehensive (loss) income, and at fair value through profit or loss. Management determines the classification of its financial assets upon initial recognition. Purchases and sales of financial assets are recognized at settlement date.

Financial assets are entirely written off when the right to receive the related cash flows expires or is transferred, and the Company has also substantially transferred all the risks and rewards of its ownership, as well as the control of the financial asset.

Classes of financial assets

i. Financial assets at amortized cost

Financial assets at amortized cost are financial assets that i) are held within a business model whose objective is to hold said assets in order to collect contractual cash flows and ii) the contractual terms of the financial asset give rise, on specified dates, to cash flows that are solely payments of principal and interest on the outstanding principal.

ii. Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss, in addition to those described in point *i* in this section, are financial assets that do not meet the characteristics to be measured at amortized cost or fair value through other comprehensive (loss) income, since i) they have a business model different to those that seek to collect contractual cash flows, or collect contractual cash flows and sell the financial assets, or otherwise ii) the generated cash flows are not solely payments of principal and interest on the amount of outstanding principal.

Impairment of financial assets

The Company uses a new impairment model based on expected credit losses rather than losses incurred, applicable to financial assets subject to such assessment (i.e., financial assets measured at amortized cost and at fair value through other comprehensive (loss) income), as well as lease receivables, contract assets, certain written loan commitments, and financial guarantee contracts. The expected credit losses on these financial assets are estimated from the initial recognition of the asset at each reporting date, using as a reference the past experience of the Company's credit losses, adjusted for factors that are specific to the debtors or groups of debtors, the general economic conditions and an assessment of both, the current management and the forecast of future conditions.

a) Trade accounts receivable

The Company adopted a simplified expected loss calculation model, through which expected credit losses during the accounts payable's lifetime are recognized.

The Company carries out an analysis of its portfolio of accounts receivable from clients, in order to determine if there are significant clients for whom it requires an individual evaluation; on the other hand, customers with similar characteristics that share credit risks (participation in the portfolio of accounts receivable, market type, sector, geographic area, etc.), are grouped to be evaluated collectively.

In its impairment assessment, the Company may include indications that the debtors or a group of debtors are experiencing significant financial difficulties, as well as observable data indicating that there is a significant decrease in the estimate of the cash flows to be received, including delays.

For purposes of the previous estimate, the Company considers that the following constitutes an event of default, since historical experience indicates that financial assets are not recoverable when they meet any of the following criteria:

- The debtor incompletes the financial agreements; or
- The information developed internally or obtained from external sources indicates that it is unlikely that the debtor will pay its creditors, including the Company, completely (without considering any guarantee held by the Company).



The Company set a default threshold, defined as the period from which the recovery of the account receivable subject to analysis is marginal; in this case, 120 days for the business clients, 150 days for the government clients, and 120 days for the wholesale segment, which is in line with the management of internal risks.

Other financial instruments

The Company recognizes credit losses expected during the asset's lifetime of all financial instruments for which credit risk has significantly increased since its initial recognition (assessed on a collective or individual basis), considering all the reasonable and sustainable information, including the one referring to the future. If at the presentation date, the credit risk a financial instrument has not significantly increased since its initial recognition, the Company calculates the loss allowance for that financial instrument as the amount of expected credit losses in the following 12 months.

In both cases, the Company recognizes in profit or loss of the period the decrease or increase in the expected credit loss allowance at the end of the period, as an impairment gain or loss.

Management assesses the impairment model and the input used therein at least once every year, in order to ensure that they remain in effect based on the current situation of the portfolio.

Financial liabilities

Financial liabilities that are not derivatives are initially recognized at fair value and subsequently valued at amortized cost using the effective interest rate method. Liabilities in this category are classified as current liabilities if they are expected to be settled within the following 12 months; otherwise, they are classified as non-current liabilities.

Trade accounts payable are obligations to pay for goods or services that have been purchased or received from suppliers in the ordinary course of business. Loans are initially recognized at fair value, net of transaction costs incurred. Loans are subsequently recognized at amortized cost; any difference between the resources received (net of transaction costs) and the settlement value is recognized in the consolidated statement of income during the loan's term using the effective interest method.

Derecognition of financial liabilities

The Company derecognizes financial liabilities if, and only if, the obligations of the Company are met, canceled or have expired. The difference between the carrying value of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

Additionally, when the Company carries out a refinancing transaction and the previous liability qualifies to be derecognized, the costs incurred in the refinancing are recognized immediately in results as of the date of termination of the previous financial liability.

Offsetting of financial assets and liabilities

Financial assets and liabilities are offset, and the net amount is presented in the consolidated statement of financial position when there is a legally enforceable right to offset the recognized amounts, and there is an intention to settle them on a net basis or to realize the asset and settle the liability simultaneously.

g. *Derivative financial instruments and hedging activities*

All derivative financial instruments are identified and classified as fair value hedges or cash flow hedges, for trading or hedging of market risk, and are recognized in the consolidated statement of financial position as assets and/or liabilities at fair value and subsequently measured at fair value. Fair value is determined based on recognized market prices and when non-quoted in an observable market, it is determined using valuation techniques accepted in the financial sector.

Fair value of hedging derivatives is classified as a non-current asset or liability if the remaining maturity of the hedged item is more than 12 months and as a current asset or liability if the remaining maturity of the hedged item is less than 12 months.



Derivative financial instruments classified as hedges are contracted for risk hedging purposes and meet all hedging requirements; their designation at the beginning of the hedging operation is documented, describing the objective, primary position, risks to be hedged and the effectiveness of the hedging relationship, characteristics, accounting recognition and how the effectiveness will be measured applicable to that operation.

Cash flow hedges

The changes in the fair value of derivative instruments associated to cash flow hedges are recorded in stockholders' equity. The effective portion is temporarily recorded in comprehensive income (loss), within stockholders' equity and is reclassified to profit or loss when the hedged position is affected; the ineffective portion is immediately recorded in profit or loss.

Suspension of hedge accounting

The Company suspends hedge accounting when the derivative financial instrument or the non-derivative financial instrument has expired, is cancelled or exercised, when the derivative or non-derivative financial instrument is not highly effective to offset the changes in the fair value or cash flows of the hedged item. The substitution or successive renewal of a hedge instrument by another is not an expiration or resolution if said replacement or renewal is part of the Company's documented risk management objective and is consistent with it.

On suspending hedge accounting, in the case of fair value hedges, the adjustment to the carrying amount of a hedged amount for which the effective interest rate method is used, is amortized to profit or loss over the maturity period. In the case of cash flow hedges, the amounts accumulated in equity as part of comprehensive income (loss) remain in equity until the time when the effects of the forecasted transaction affect profit or loss. In the event the forecasted transaction is not likely to occur, the gain or loss accumulated in comprehensive income (loss) are immediately recognized in profit or loss. When the hedge of a forecasted transaction is satisfactory and subsequently does not meet the effectiveness test, the cumulative effects in comprehensive income (loss) in stockholders' equity are proportionally transferred to profit or loss, to the extent the forecasted transaction impacts it.

Fair value of derivative financial instruments reflected in the Company's consolidated financial statements, is a mathematical approximation of their fair value. It is computed using proprietary models of independent third parties using assumptions based on past and present market conditions and future expectations at closing date.

h. Inventories

Inventories are shown at the lesser of its cost and net realization value. The cost is determined using the weighted average cost method. The cost of inventories corresponding to materials and consumables, includes equipment installation costs, other direct costs and indirect expenses. Excludes borrowing costs. The net realizable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

i. Prepayments

Prepayments mainly comprise insurance and prepayments to service providers. The amounts are recorded on the basis of contractual values and are recorded monthly in the consolidated statement of income every month over the lifetime of the corresponding prepayment: the amount corresponding to the proportion to be considered over the following 12 months is shown under current assets and the remaining amount is shown under non-current assets.

j. Property, plant and equipment

Items of property, plant and equipment are recorded at cost, less accumulated depreciation and any accrued impairment losses. Costs include expenses directly attributable to the asset acquisition.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be reliably measured. The carrying amount of the replaced part is derecognized. Repairs and maintenance are recognized in the consolidated statement of income during the year they are incurred. Major improvements are depreciated over the remaining useful life of the related asset.



Depreciation is calculated using the straight-line method, considering separately each of the asset's components, except for land, which is not subject to depreciation. The estimated useful lives of the assets classes indicated below:

	Years
Buildings	40 – 60
Computers	3 – 5
Vehicles	4
Office equipment	10
Telecommunications network	3 to 28

Borrowing costs related to financing of property, plant and equipment whose acquisition or construction relates to qualifying assets, that require a substantial period of time to be ready for their use or sale, are capitalized as part of the cost of acquiring such qualifying assets, up to the moment when they are suitable for their intended use or sale.

Assets classified as property, plant and equipment are subject to impairment tests whenever events or circumstances occur indicating that the carrying amount of the assets may not be recoverable. An impairment loss is recognized for the amount by which the carrying amount of the asset exceeds its recoverable amount in the consolidated statement of income in other expenses, net. The recoverable amount is the higher of its fair value less costs to sell and its value in use.

Residual value, useful lives and depreciation method of assets are reviewed at least at the end of each reporting period and, if expectations differ from previous estimates, the changes are accounted for as a change in accounting estimate.

Gains and losses on disposal of assets are determined by comparing the sale value with the carrying amount and are recognized in other expenses, net, in the consolidated statement of income.

k. Leases

The Company as lessee

The Company evaluates whether a contract is or contains a lease agreement at inception of a contract. A lease is defined as an agreement or part of an agreement that conveys the right to control the use of an identified asset for a period of time in exchange for a consideration. The Company recognizes a right-of-use asset and the corresponding lease liability, for all lease agreements in which it acts as lessee, except in the following cases: short-term leases (defined as leases with a lease term of less than 12 months); leases of low-value assets (defined as leases of assets with an individual market value of less than US\$5,000 (five thousand dollars)); and, lease agreements whose payments are variable (without any contractually defined fixed payment). For these agreements, which exempt the recognition of a right-of-use asset and a lease liability, the Company recognizes the rent payments as an operating expense in a straight-line method over the lease period.

The right-of-use asset comprises all lease payments discounted at present value; the direct costs to obtain a lease; the advance lease payments; and the obligations of dismantling or removal of assets. The Company depreciates the right-of-use asset over the shorter of the lease term and the useful life of the underlying asset; in this sense, when the lessee will exercise a purchase option, the lessee shall depreciate the right-of-use asset from the commencement date to the end of the useful life of the underlying asset. Depreciation begins on the lease commencement date.

The lease liability is initially measured at the present value of the future minimum lease payments that are not paid at that date, using a discount rate that reflects the cost of obtaining funds for an amount similar to the value of the lease payments, for the acquisition of the underlying asset, in the same currency and for a similar period to the corresponding contract (incremental borrowing rate). When lease payments contain non-lease components (services), the Company has chosen, for some class of assets, not to separate them and measure all payments as a single lease component; however, for the rest of the class of assets, the Company measures the lease liability only considering lease payments, while all of the services implicit in the payments, are recognized directly in the consolidated statement of income as operating expenses.

To determine the lease term, the Company considers the non-cancellable period, including the probability to exercise any right to extend and/or terminate the lease term.

Subsequently, the lease liability is measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and reducing the carrying amount to reflect the lease payments made.



When there is a modification in future lease payments resulting from changes in an index or a rate used to determine those payments, the Company remeasures the lease liability when the adjustment to the lease payments takes effect, without reassessing the discount rate. However, if the modifications are related to the lease term or exercising a purchase option, the Company reassesses the discount rate during the liability's remeasurement. Any increase or decrease in the value of the lease liability subsequent to this remeasurement is recognized as an adjustment to the right-of-use asset to the same extent.

Finally, the lease liability is derecognized when the Company fulfills all lease payments. When the Company determines that it is probable that it will exercise an early termination of the contract that leads to a cash disbursement, such disbursement is accounted as part of the liability's remeasurement mentioned in the previous paragraph; however, in cases in which the early termination does not involve a cash disbursement, the Company cancels the lease liability and the corresponding right-of-use asset, recognizing the difference immediately in the consolidated statement of income.

l. Intangible assets

Intangible assets are recognized when they meet the following conditions: they are identifiable, they provide future economic benefits, and the Company has control over such benefits.

Intangible assets are classified as follows:

i. Finite useful life

These assets are recognized at cost less accumulated amortization and accrued impairment losses. They are amortized on a straight-line basis over their estimated useful life, determined based on the expectation of generating future economic benefits, and are subject to impairment tests when triggering events of impairment are identified.

The estimated useful lives of intangible assets with finite useful lives are summarized as follows:

	Years
Software and licenses	3 to 7
Concessions	20 to 30
Capacity of communications network ⁽¹⁾	13
Other	4
Relationships with customers	15

(1) Included in "Others" in Note 11.

a. Licenses

Licenses acquired in a separate transaction are recorded at acquisition cost. Licenses acquired in a business combination are recognized at fair value at acquisition date.

Licenses that have a definite useful life are presented at cost less accumulated amortization. Amortization is recorded on a straight-line basis over its estimated useful life.

The acquisition of software licenses is capitalized based on the costs incurred to acquire and use the specific software.

b. Concessions

The Company holds three single concessions for commercial use granted by the Federal Telecommunications Institute ("IFT"), now the Telecommunications Regulatory Commission. The Company assessed the scope of the requirements established by IFRIC 12, *Service Concession Arrangements*, concluding that its concessions are outside the scope of IFRIC 12. With respect to these services, the Company is assessing whether the grantor controls or regulates (i) which services the operator must provide, (ii) the recipients of these services, and (iii) the price that can be set.

The Company applied the initial and subsequent measurement requirements established by IAS 36, *Intangible Assets*, initially recognizing them at their acquisition cost. Amortization is recognized based on the straight-line method over their estimated useful life.



m. Goodwill

Goodwill represents the excess of the acquisition cost of a subsidiary over the Company's interest in the fair value of the identifiable net assets acquired, determined at the date of acquisition, and is not subject to amortization. Goodwill is shown under goodwill and intangible assets and is recognized at cost less accumulated impairment losses, which are not reversed. Gains or losses on the disposal of an entity include the carrying amount of goodwill related to the entity sold.

n. Impairment of non-financial assets

Assets that have an indefinite useful life, for example goodwill, are not depreciable or amortizable and are subject to annual impairment tests. Assets that are subject to amortization are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and its value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels at which separately identifiable cash flows exist (cash generating units). Non-financial long-term assets other than goodwill that have suffered impairment are reviewed for a possible reversal of the impairment at each reporting date.

o. Income tax

The amount of income taxes in the consolidated statement of income represents the sum of current and deferred income taxes.

The amount of income taxes included in the consolidated statement of income represents the current tax of the year and the effects of deferred income tax determined in each subsidiary by the assets and liabilities method, applying the rate established by the legislation enacted or substantially enacted at the statement of financial position date, wherever the Company operates, and generates taxable income on the total temporary differences resulting from comparing the accounting and tax bases of assets and liabilities, and that are expected to be applied when the deferred tax asset is realized or the deferred tax liability is expected to be settled, considering, when applicable, any tax-loss carryforwards, prior to the recovery analysis. The effect of a change in current tax rates is recognized in profit or loss of the period in which the rate change is determined.

Management periodically evaluates positions taken in tax returns with respect to situations in which the applicable law is subject to interpretation. Provisions are recognized when appropriate based on the amounts expected to be paid to the tax authorities.

Deferred tax assets are recognized only when it is probable that future taxable profits will exist against which the deductions for temporary differences can be taken.

Deferred income tax on temporary differences arising from investments in subsidiaries, associates and joint agreements is recognized, unless the period of reversal of temporary differences is controlled by Axtel and it is probable that the temporary differences will not revert in the foreseeable future.

Deferred tax assets and liabilities are offset when a legal right exists and when taxes are levied by the same tax authority.

p. Employee benefits

i. Pension plans

Defined contribution plans:

A defined contribution plan is a pension plan under which the Company pays fixed contributions to a separate entity. The Company has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to their service in the current and past periods. The contributions are recognized as employee benefit expense on the date that the contribution is required.



Defined benefit plans:

A defined benefit plan is a plan, which specifies the amount of the pension an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognized in the consolidated statement of financial position in respect of defined benefit plans is the present value of the defined benefit obligation at the consolidated statement of financial position date less the fair value of plan assets. As of December 2025, 2024, and 2023, the Company does not have plan assets. The defined benefit obligation is calculated annually by independent third parties using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using discount rates in conformity with IAS 19, *Employee Benefits*, which are denominated in the currency in which the benefits will be paid and have maturities that approximate the terms of the pension liability.

Actuarial remeasurements arising from adjustments and changes in actuarial assumptions are recognized directly in other items of the comprehensive income (loss) in the year as they occur, and there will be no reclassified to profit or loss of the period.

The Company determines the net finance expense (income) by applying the discount rate to the liability (asset) from net defined benefits.

Past-service costs are recognized immediately in the consolidated statement of income.

ii. Post-employment medical benefits

The Company provides medical benefits to retired employees after termination of employment. Eligibility for these benefits usually depends on the employee having worked up to the retirement age and having completed a minimum number of years of service. The expected costs of these benefits are accrued over the period of employment using the same criteria as those described for defined benefit pension plans.

iii. Termination benefits

Termination benefits are payable when the Company terminates the employment contract before the normal retirement date or when the employee accepts voluntary severance in exchange for these benefits. The Company recognizes benefits on the following dates, whichever occurs first: (a) when the Company can no longer withdraw the offer of these benefits, and (b) when the Company recognizes the costs from restructuring within the scope of the IAS 37 and it involves the payment of termination benefits. If there is an offer that promotes the termination of the employment relationship voluntarily by employees, termination benefits are valued based on the number of employees expected to accept the offer. Benefits that will be paid in the long term are discounted at their present value.

As of December 31, 2025, 2024 and 2023, the Company recognized a termination expense in the consolidated statement of income for \$21,492, \$17,344 and \$387,553, respectively.

iv. Short-term benefits

The Company provides benefits to employees in the short term, which may include wages, salaries, annual compensation and bonuses payable within 12 months. The Company recognizes an undiscounted provision when it is contractually obligated or when past practice has created an obligation.

v. Statutory employee profit sharing (“PTU”, for its acronym in Spanish) and bonuses

The Company recognizes a liability and an expense for bonuses and statutory employee profit sharing when it has a legal or assumed obligation to pay these benefits and determines the amount to be recognized based on the tax profit for the year after certain adjustments.

q. Stockholders’ equity

Axtel SAB’s common shares are classified as capital stock within stockholders’ equity. Incremental costs directly attributable to the issuance of new shares are included in equity as a reduction from the consideration received, net of tax.

Upon the occurrence of a repurchase of its own shares, they become treasury shares, and the amount is presented as a reduction to stockholders' equity at the purchase price. These amounts are stated at their historical value.



r. Revenue recognition

Revenues comprise the fair value of the consideration received or for the sale of goods and services in the ordinary course of the transactions, and are presented in the consolidated statement of income, net of the amount of variable considerations, which comprise the estimated amount of rebates and discounts.

To recognize revenues from contracts with customers, the comprehensive model for revenue accounting is used, which is based on a five-step approach consisting of the following: (1) identify the contract; (2) identify performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to each performance obligation in the contract; and (5) recognize the revenue when the company satisfies a performance obligation.

The Company maintains managed service agreements with customers from the government and business portfolios, which may include multiple deliverables mainly consisting of the delivery of equipment and provision of telecommunications services and information technologies. The Company evaluates certain agreements, in which it identifies more than one separable performance obligation, which consists of the equipment used to provide the service and that is installed in the facilities of the customers. In addition to the equipment, telecommunications and information technologies are identified as another separable performance obligation.

Where the equipment delivered to the customer is a separable performance obligation of the service, the Company assigns the price of managed service agreements to the performance obligations identified and described in the preceding paragraph according to independent market values and related discounts.

The Company recognizes the revenue derived from managed services agreements, as follows:

- Revenues from equipment installed in the facilities of customers is recognized upon transfer of control or right to use them, i.e., at some point in time. This performance obligation has a financial component; therefore, revenues are recognized in accordance with the effective interest rate method over the term of the agreement.

- Revenues from services are recognized as they are provided, i.e. as the customer consumes them in relation to services of voice, data and general telecommunications.

Dividend income from investments is recognized once the rights of stockholders to receive this payment have been established (when it is probable that the economic benefits will flow to the Company and that the revenue can be reliably measured).

Interest income is recognized when it is likely that the economic benefits will flow to the entity and the amount of revenue can be reliably measured by applying the effective interest rate.

Costs of acquiring new contracts are recognized as contractual assets and are amortized over the period of those contracts in profit or loss, which is when they will generate economic benefits.

s. Earnings per share

Earnings per share are calculated by dividing the profit attributable to the stockholders by the weighted average number of common shares outstanding during the year.

4. Financial instruments and financial risk management

The Company's activities expose it to various financial risks: market risk (including exchange rate risks, interest rate risk on cash flows and interest rate risk on fair values), credit risk and liquidity risk.

The Company has a general risk management program focused on the unpredictability of financial markets and seeks to minimize the potential adverse effects on its financial performance.

The objective of the risk management program is to protect the financial health of the businesses, taking into account the volatility associated with foreign exchange and interest rates. Sometimes, regarding market risks, the Company uses derivative financial instruments to hedge certain exposures to risks.

Axtel has an Executive Committee, comprised of the Co-Chairmans of the Board, the Chief Executive Officer and Chief Financial Officer. The Executive Committee reviews derivative transactions proposed by the Company, in which a potential loss analysis surpasses US\$1 million.



All derivative transactions which the Company proposes to enter into, as well as the renewal or cancellation of derivative arrangements, must be approved by Axtel's Chief Executive Officer, in accordance with the following schedule of authorizations:

	Maximum Possible Loss US\$1 million
Executive Committee	0 – 100
Board of Directors	>100

The proposed transactions must meet certain criteria, including that the hedges are lower than established risk parameters, and that they are the result of a detailed analysis and are properly documented. Sensitivity analysis and other risk analyses should be performed before the transactions are conducted.

Capital management

The Company's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can continue to provide returns to stockholders and benefits to other stakeholders, as well as maintaining an optimal capital structure to reduce the cost of capital.

To maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to stockholders, return equity to stockholders, issue new shares or sell assets to reduce debt.

As part of its risk and capital management process, Axtel monitors the financial ratios established in its bank credit and debt agreements (covenants), which are detailed in Note 16.

Financial instruments by category

Below are the Company's financial instruments by category:

	As of December 31,		
	2025	2024	2023
Cash and cash equivalents	\$ 1,319,628	\$ 1,255,690	\$ 1,207,174
Financial assets at amortized cost:			
Trade and other accounts receivable	2,203,061	2,357,209	1,698,833
Financial assets measured at fair value through profit or loss:			
Derivative financial instruments	-	32,743	-
	<u>\$ 3,522,689</u>	<u>\$ 3,645,642</u>	<u>\$ 2,906,007</u>
Financial liabilities at amortized cost:			
Current debt	\$ 312,530	\$ 277,754	\$ 214,351
Lease liability	343,579	273,995	260,864
Trade accounts payable and related parties	2,116,096	1,953,445	1,375,315
Non-current debt	8,822,881	10,709,965	10,155,319
Financial liabilities measured at fair value through profit or loss:			
Derivative financial instruments ⁽¹⁾	13,027	-	31,987
	<u>\$11,608,113</u>	<u>\$13,215,159</u>	<u>\$12,037,836</u>

(1) The Company designated the derivative financial instruments that comprise this balance, as hedges for accounting purposes, in accordance with what is described later in Note 4.



Fair value of financial assets and liabilities valued at amortized cost

The amount of cash and cash equivalents, trade and other accounts receivable, other current assets, trade and other accounts payable, current debt, current provisions and other current liabilities approximate their fair value since their maturity date is less than 12 months. The net carrying amount of these accounts represents the expected cash flow as of December 31, 2025, 2024 and 2023.

The carrying amount and estimated fair value of financial assets and liabilities valued at amortized cost is presented below:

	As of December 31, 2025		As of December 31, 2024		As of December 31, 2023	
	Carrying amount	Fair value	Carrying amount	Fair value	Carrying amount	Fair value
Financial liabilities:						
Debt ⁽¹⁾	\$9,059,290	\$9,022,635	\$10,880,967	\$11,162,946	\$10,290,217	\$10,784,708

⁽¹⁾ The carrying amount of debt, for purposes of calculating its fair value, is presented gross of interest payable and issuance costs.

Market risk

(i). *Exchange rate risk*

The Company is exposed to the exchange risk arising from exposure of its currency, mainly with respect to the U.S. dollar. Axtel's indebtedness, and part of its accounts payable, are stated in U.S. dollars, which means that it is exposed to the risk of variations in the exchange rate.

The Company's interest expense on the dollar debt, stated in Mexican pesos in the Axtel consolidated financial statements, varies with the movements in the exchange rate. Depreciation of the peso gives rise to increases in the interest expense recorded in pesos.

The Company records exchange gains or losses when the Mexican peso appreciates or depreciates against the U.S. dollar. Due to the fact that the Company's monetary liabilities denominated in dollars have exceeded (and are expected to continue exceeding) Axtel's monetary assets stated in that same currency, depreciation of the Mexican peso to the U.S. dollar will give rise to exchange losses.

The Company has the following assets and liabilities in foreign currency in relation to the functional currency of its subsidiaries, translated to thousands of Mexican pesos at the closing exchange rate as of December 31, 2025, 2024 and 2023.

	USD (converted to thousands of MXN)		
	2025	2024	2023
Financial assets	\$ 945,324	\$ 651,423	\$ 1,289,533
Financial liabilities	<u>(4,946,194)</u>	<u>(8,024,900)</u>	<u>(7,194,222)</u>
Foreign exchange monetary position	<u>\$ (4,000,870)</u>	<u>\$ (7,373,477)</u>	<u>\$ (5,904,689)</u>

During 2025, 2024 and 2023, Axtel contracted several derivative financial instruments, mainly forward contracts, to hedge this risk. These derivatives have been designated at fair value with changes through profit or loss for accounting purposes as explained in the next section of this note.

Based on the financial positions in foreign currency maintained by the Company, a hypothetical variation of 10% in the MXN/USD exchange rate and keeping all other variables constant, would result in an effect of \$400,087 on the consolidated statement of income and consequently on the stockholders' equity.



Derivative financial instruments

Financial instruments

Derivative financial instruments

As of December 31, 2025, 2024 and 2023, the Company does not have interest rate swaps due to their natural maturities.

- a. Forward contracts to hedge risks related to the USD/MXN exchange rate variability.

As of December 31, 2025, 2024 and 2023, the Company holds forward contracts (USD/MXN) to hedge capital expenditures (Capex) made in a foreign currency other than its functional currency. Likewise, as of December 2025, the Company holds forward contracts (USD/MXN) to hedge future interest payments related to diverse loans in U.S. dollars. Therefore, a highly probable forecasted transaction has been designated as a hedged item related to the Capex and interest payments incurred in U.S. dollars.

For accounting purposes, the Company has designated these forward contracts as cash flow hedges to cover the aforementioned hedged items and has formally documented these relationships, establishing the objectives, management's hedge strategy, the identification of the hedging instruments, the hedged items, the nature of the risk being hedged and the methodology for evaluating effectiveness.

The conditions of the derivative financial instruments and the considerations of their valuation as hedging instruments are mentioned below:

Forwards	Interest USD/MXN	Capex USD/MXN
Characteristics	2025	2025
Currency	USD	USD
Notional (thousands)	\$7,260	\$31,380
Strike (average)	18.51	18.50
Maturity	June 24, 2026	June 24, 2026
Book value	\$(3,206)	\$(9,821)
Change in the fair value to measure ineffectiveness	\$95	\$(9,640)
Reclassification from OCI to income	\$(3,301)	\$(181)
Recognized in OCI, net of reclassifications	\$95	\$(9,640)
Change in the fair value of the hedged item to measure ineffectiveness	\$(95)	\$9,640

Forwards	Interest USD/MXN	Capex USD/MXN	Capex USD/MXN
Characteristics	2024	2024	2023
Currency	USD	USD	USD
Notional (thousands)	\$7,260	\$27,940	\$11,200
Strike (average)	19.5742	20.3990	19.8775
Maturity	March 24, 2025	March 24, 2025	January 24, 2024
Book value	\$15,054	\$17,689	\$(31,987)
Change in the fair value to measure ineffectiveness	\$10,877	\$1,372	\$(32,189)
Reclassification from OCI to income	\$16,024	-	-
Recognized in OCI, net of reclassifications	\$(970)	\$17,689	\$(31,987)
Change in the fair value of the hedged item to measure ineffectiveness	\$(8,212)	\$5,275	\$33,553



As of December 31, 2025, 2024 and 2023, the Company maintains USD/MXN forward contracts to entered into to mitigate the risk of exchange rate fluctuations. The Company has determined that the hedging relationships are highly effective, based on the characteristics and modeling of the hedged items, resulting in 99%, 99% and 98% effectiveness for Capex hedging in 2025, 2024 and 2023, respectively; while interest hedging on debt achieved 99% and 98% effectiveness in 2025 and 2024, respectively.

Based on the reference amounts and the way derivative flows are exchanged, the average hedge ratio for the USD/MXN exchange rate was 95%, 75%, and 87% in 2025, 2024 and 2023, respectively, for Capex hedges; while for debt interest hedges, the hedge ratio was 100% in 2025 and 2024. If necessary, a rebalancing will be performed to maintain this ratio for the strategy. As of December 31, 2025, no ineffectiveness was recognized in the consolidated statements of income.

(ii). *Interest rate and cash flow risk*

The Company's interest rate risk arises from long-term loans. Loans at variable rates expose the Company to interest rate risks in cash flows that are partially offset by cash held at variable rates. Loans at fixed rates expose the Company to interest rate risk at fair value.

As of December 31, 2025, 4.8% of Axtel's total debt is at fixed interest rates, while the remaining 95.2% is at variable interest rates.

The Company analyzes its exposure to interest rate risk on a dynamic basis. Several scenarios are simulated, taking into account the refinancing, renewal of existing positions, financing and alternative coverage. Based on these scenarios, the Company calculates the impact on the annual result of a change in the interest rate defined for each simulation, using the same change in the interest rate for all currencies. The scenarios are produced only for liabilities that represent the main positions that generate the highest interest.

Axtel's results and cash flows can be impacted if additional financing is required in the future when interest rates are high in relation to the Company's current conditions.

As of December 31, 2025, if the interest rates on variable rate loans were increased or decreased by 100 basis points, the interest expense would affect the revenue and stockholders' equity by \$89,498 and \$(89,498), respectively.

Credit risk

Credit risk represents the risk of financial loss for the Company, if a customer or counterpart of a financial instrument defaults on its contractual obligations, mainly in connection with accounts receivable from customers, as well as from investment instruments.

Accounts receivable

The Company evaluates and aggregates groups of clients that share a credit risk profile, in accordance with the service channel in which they operate, in line with business management and internal risk management.

The Company is responsible for managing and analyzing the credit risk for each of its new customers prior to establishing the terms and conditions of payment to offer. Credit risk arises from exposure of credit to customers, including accounts receivable. If there is no independent rating in place, the Company evaluates the credit risk pertaining to its customers, taking into account the financial position, past experience and other factors such as historical lows, net recoveries and an analysis of accounts receivable balances aging with reserves that are usually increased to the extent the accounts receivable increases in age. The credit risk concentration is moderate due to the number of unrelated clients.

Axtel determines its allowance for impairment of accounts receivable taking into account the probability of recovery, based on past experiences, as well as current collection trends and overall economic factors. Accounts receivable are entirely reserved when there are specific collection problems; based on past experience. Moreover, collection problems such as bankruptcy or catastrophes are also taken into account.

Accounts receivable are analyzed monthly, and the allowance for impairment of accounts receivable is adjusted in profit or loss.



Additionally, the Company performs a qualitative evaluation of economic projections, in order to determine the possible impact on probabilities of default and the recovery rate assigned to its customers. Finally, in the evaluation of the derecognition of an account receivable, the Company evaluates whether there is any current expectation of recovery of the asset, before proceeding to execute the corresponding derecognition.

During the year ended December 31, 2025, there have been no changes in estimation techniques or assumptions.

Axtel conducts an economic evaluation of the efforts necessary to initiate legal proceedings for the recovery of past-due balances.

As of December 31, 2025, the Company does not have significant exposure to credit risk from any single customer or group of customers with similar characteristics. A group of customers is defined as having similar characteristics if they are related parties. The concentration of credit risk from major customers should not exceed 20% of the gross amount of monetary assets at any time during the year. The concentration of credit risk from any other customer should not exceed 5% of the gross amount of monetary assets at any time during the year.

As of December 31, 2025, 2024 and 2023, the estimated expected credit loss was \$97,753, \$457,541 and \$755,239, respectively. Axtel considers this allowance sufficient to cover the probable loss of accounts receivable; however, it cannot guarantee that an increase in this reserve will not be necessary.

Investments

The Company has conservative policies for managing cash and short-term investments, which minimizes risk in these types of financial assets, especially considering that transactions are only conducted with financial institutions with high credit ratings.

The Company's maximum exposure to credit risk is equivalent to the total carrying amount of its financial assets.

Liquidity risk

The Company's finance department continuously monitors the cash flows' projections and the Company's liquidity requirements, ensuring that cash and investments in marketable securities are sufficient to meet operating needs.

The Company regularly monitors and makes its decisions based on not violating its limits or covenants established in its debt contracts. Projections consider the Company's financing plans, compliance with covenants, compliance with minimum internal liquidity ratios and legal or regulatory requirements.

Management's responsibility with respect to liquidity risk corresponds to the Company's board of directors, which has established a general framework for proper handling of liquidity risk in the short, medium and long term. The Company manages liquidity risks, maintaining a proper level of reserves, use of credit lines from banks, and is vigilant of real and projected cash flows.

The following table includes the Company's derivative and non-derivative financial liabilities grouped according to maturity from the reporting date to the contractual maturity date. Derivative financial liabilities are included in the analysis if their contractual maturities are required to understand the terms of the Company's cash flows.

The figures shown in the chart are the non-discounted contractual cash flows.

	Less than 1 year	Between 1 and 5 years	More than 5 years
December 31, 2025			
Current portion of non-current debt	\$ 312,530	\$ -	\$ -
Trade accounts payable and related parties	2,116,096	-	-
Derivative financial instruments	13,027	-	-
Non-current debt	-	5,736,685	3,119,081
Lease liability	118,520	205,037	20,022
Non-accrued interest payable	753,595	1,753,704	739,014



	Less than 1 year	Between 1 and 5 years	More than 5 years
December 31, 2024			
Current portion of non-current debt	\$ 277,754	\$ -	\$ -
Trade accounts payable and related parties	1,953,445	-	-
Non-current debt	-	8,380,703	2,395,531
Lease liability	109,080	148,684	16,231
Non-accrued interest payable	1,039,059	2,255,079	508,025
December 31, 2023			
Current portion of non-current debt	\$ 214,351	\$ -	\$ -
Trade accounts payable and related parties	1,375,315	-	-
Derivative financial instruments	31,987	-	-
Non-current debt	-	7,418,750	2,829,571
Lease liability	107,755	131,295	21,814
Non-accrued interest payable	1,111,695	2,994,078	790,646

The Company expects to meet its obligations with the cash flows provided by operations and/or cash flows provided by its main stockholders. Furthermore, the Company has access to credit lines as mentioned in Note 16.

As of December 31, 2025, Axtel has committed credit lines for US\$50,000, of which 100% are available.

Supplier Finance Arrangements

The Company operates the following types of supplier finance arrangements:

In order to ensure easy access to credit for its suppliers and facilitate early settlement, the Company has supplier finance arrangements that permit the suppliers to obtain payment from the banks for the amounts billed up to 7 days before the invoice's due date, subject to a variable interest rate discount between TIEE + 3.10 and SOFR + 3.10. The arrangements permit the banks to settle their invoices early, for up to the total amount published. The discount represents less than the discount for early repayment commonly used in the market. The Company repays the full invoice amount to the banks on the scheduled payment date, as required by the invoice. As the arrangements do not permit the Company to extend finance from the banks by paying them later than the Company would have paid its suppliers, the Company considers amounts payable to the banks should be presented as part of trade and other accounts payables. As of December 31, 2025, 20% of the trade accounts payable were the amounts owed under these arrangements.

The following is a detailed account of supplier finance arrangements and their presentation within the consolidated statements of financial position:

	As of December 31,	
	2025	2024
Presented as part of "Trade and other accounts payable":	412,624	235,628
Trade accounts payable for which suppliers have already received payment from the finance provider	259,086	186,197

A breakdown of the payment due dates of supplier finance arrangements is as follows:

	Days	
	2025	2024
For liabilities presented as "Trade and other accounts payable":		
Liabilities that are part of supplier finance arrangements	74	83
Comparable trade accounts payable that are not part of supplier finance arrangements	90	90

Changes in liabilities that are subject to supplier finance arrangements are primarily attributable to additions resulting from purchases of goods and services and subsequent cash settlements. There were no material non-cash changes in these liabilities.

The Company does not face a significant liquidity risk as a result of its supplier finance arrangements given the limited amount of liabilities subject to supplier finance arrangements and the Company's access to other sources of finance on similar terms.



Fair value hierarchy

The following is an analysis of financial instruments measured in accordance with the fair value hierarchy. Three different levels are used as presented below:

- Level 1: Quoted prices for identical instruments in active markets.
- Level 2: Other valuations including quoted prices for similar instruments in active markets, which are directly or indirectly observable.
- Level 3: Valuations made through techniques where one or more of their significant data inputs are unobservable.

The following table presents the Company's assets and liabilities that are measured at fair value as of December 31, 2025, 2024 and 2023:

	As of December 31, 2025			
	Level 1	Level 2	Level 3	Total
Financial assets (liabilities):				
Forwards	\$ -	\$(13,027)	\$ -	\$ (13,027)
	<u>\$ -</u>	<u>\$(13,027)</u>	<u>\$ -</u>	<u>\$ (13,027)</u>
	As of December 31, 2024			
	Level 1	Level 2	Level 3	Total
Financial assets (liabilities):				
Forwards	\$ -	\$ 32,743	\$ -	\$ 32,743
	<u>\$ -</u>	<u>\$ 32,743</u>	<u>\$ -</u>	<u>\$ 32,743</u>
	As of December 31, 2023			
	Level 1	Level 2	Level 3	Total
Financial assets (liabilities):				
Forwards	\$ -	\$(31,987)	\$ -	\$ (31,987)
	<u>\$ -</u>	<u>\$(31,987)</u>	<u>\$ -</u>	<u>\$ (31,987)</u>

There were no transfers between Level 1 and 2 or between Level 2 and 3 during the period.

The specific valuation techniques used to value financial instruments include:

- Market quotations or quotations for similar instruments.
- The fair value of forward exchange agreements is determined using exchange rates at the closing balance date, with the resulting value discounted at present value.
- Other techniques such as the analysis of discounted cash flows, which are used to determine fair value of the remaining financial instruments.

5. Critical accounting estimates and significant judgments

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below:

a. Impairment and useful lives of long-lived assets

The Company reviews depreciable and amortizable assets on an annual basis for signs of impairment, or when certain events or circumstances indicate that the book value may not be recovered during the remaining useful life of the assets. For intangible assets with an indefinite useful life, the Company performs impairment tests annually and at any time that there is an indication that the asset may be impaired.



To test for impairment, the Company uses projected cash flows, which consider the estimates of future transactions, including estimates of revenues, costs, operating expenses, capital expenditures and debt service. In accordance with IFRS, discounted future cash flows associated with an asset or CGU are compared to the book value of the asset or CGU being tested to determine if impairment exists whenever the aforementioned discounted future cash flows are less than its book value. In such case, the carrying amount of the asset or group of assets is reduced to its value in use, unless its fair value is higher.

The Company estimates the useful lives of long-lived assets in order to determine the depreciation and amortization expenses to be recorded during the reporting period. The useful life of an asset is calculated when the asset is acquired and is based on past experience with similar assets, considering anticipated technological changes or any other type of changes. Were technological changes to occur faster than estimated, or differently than anticipated, the useful lives assigned to these assets could have to be reduced. This would lead to the recognition of a greater depreciation and amortization expense in future periods. Alternatively, these types of technological changes could result in the recognition of a charge for impairment to reflect the reduction in the expected future economic benefits associated with the assets.

b. Estimated impairment of goodwill and intangible assets with indefinite useful lives

The Company conducts annual tests to determine whether goodwill and intangibles assets with indefinite useful lives have suffered any impairment (Note 11). For impairment testing, goodwill and intangibles assets with indefinite lives is allocated with those cash generating units (CGUs) of which the Company has considered that economic and operational synergies of the business combinations are generated. The recoverable amounts of the groups of CGUs were determined based on the calculations of their value in use, which require the use of estimates, within which the most significant are the following:

- Estimation of future gross and operating margins according to the historical performance and expectations of the industry for each CGU group.
- Discount rate based on the weighted cost of capital (WACC) of each CGU or CGU group.
- Long-term growth rates.

c. Recoverability of deferred tax assets

The Company has applicable tax-loss carryforwards, which can be used in the following years until maturity expires (see Note 19). Based on the projections of income and taxable income that the Company will generate in the following years through a structured and robust business plan, management has considered that current tax losses will be used before they expire and, therefore, it was considered appropriate to recognize a deferred tax asset for such losses.

d. Commitments and contingencies

The Company exercises its judgment in measuring and recognizing provisions and the exposures to contingent liabilities related to pending litigation or other pending claims subject to negotiation for liquidation, mediation, arbitration or government regulation, as well as other contingent liabilities. The Company applies its judgment to evaluate the probability that a pending claim is effective, or results in recognition of a liability, and to quantify the possible range of the liquidation. Due to the uncertainty inherent to this evaluation process, actual losses could differ from the provision originally estimated.

Contingencies are recorded as provisions when a liability has probably been incurred, and the amount of the loss can be reasonably estimated. It is not practical to conduct an estimate regarding the sensitivity to potential losses, of all other assumptions that have been made to record these provisions, due to the number of underlying assumptions and to the range of reasonable results possible, in connection with the potential actions of third parties, such as regulators, both in terms of probability of loss and estimates of said loss.



e. Default probability and recovery rate to apply the expected credit losses model in the impairment measurement of financial assets

The Company assigns to customers with whom it has an account receivable at each reporting date, either individually or as a group, an allowance for the probability of default in the account receivable and the estimated recovery rate, in order to reflect the cash flows expected to be received from the outstanding balances as of that date.

f. Estimation of the discount rate to calculate the present value of future minimum lease payments

The Company estimates the discount rate to use in the determination of the lease liability, based on the incremental borrowing rate (“IBR”).

The Company uses a three-tier model, with which it determines the three elements that comprises the discount rate: (i) reference rate, (ii) credit risk component and (iii) adjustment for characteristics of the underlying asset. In this model, management also considers its policies and practices to obtain financing, distinguishing between the one obtained at the corporate level (that is, the holding company), or at the level of each subsidiary. Finally, for real estate leases, or in which there is significant and observable evidence of their residual value, the Company estimates and evaluates an adjustment for characteristics of the underlying asset, based on the possibility that said asset is granted as collateral or guarantee against the risk of default.

g. Estimation of the lease term

The Company defines the lease term as the period for which there is a contractual payment commitment, considering the non-cancelable period of the contract, as well as the renewal and early termination options that are probable to be exercised. The Company participates in lease contracts that do not have a defined non-cancellable term, a defined renewal period (in case it contains a renewal clause), or automatic annual renewals, so, to measure the lease liability, it estimates the contracts term considering their contractual rights and limitations, their business plan, as well as management’s intentions for the use of the underlying asset.

Additionally, the Company considers the clauses of early termination of its contracts and the probability of exercising them as part of its estimate of the lease term.

6. Cash and cash equivalents

Cash and cash equivalents presented in the consolidated statement of financial position consist of the following:

	2025	2024	2023
Cash on hand and in banks	\$ 215,838	\$ 347,089	\$ 147,285
Short-term investments	1,103,790	908,601	1,059,889
Total cash and cash equivalents	<u>\$1,319,628</u>	<u>\$1,255,690</u>	<u>\$1,207,174</u>

7. Trade and other accounts receivable, net

Trade and other accounts receivable are comprised as follows:

	2025	2024	2023
Current:			
Trade accounts receivable	\$2,222,069	\$2,721,002	\$2,145,872
Allowance for expected credit loss ⁽¹⁾	(97,753)	(457,541)	(755,239)
Trade accounts receivable, net	<u>2,124,316</u>	<u>2,263,461</u>	<u>1,390,633</u>
Recoverable taxes	83,227	117,594	115,303
Notes and other accounts receivable	59,816	51,138	286,278
Related parties	18,929	42,610	21,922
	<u>\$2,286,288</u>	<u>\$2,474,803</u>	<u>\$1,814,136</u>



(1) Movements of the allowance for expected credit loss are as follows:

	2025	2024	2023
Initial balance	\$ 457,541	\$ 755,239	\$ 614,108
(Cancellation) Increase in allowance ⁽²⁾	(27,794)	(188,114)	179,824
Write-off of doubtful accounts ⁽²⁾	(331,994)	(109,584)	(38,693)
Ending balance	<u>\$ 97,753</u>	<u>\$ 457,541</u>	<u>\$ 755,239</u>

(2) The variance in the expected credit loss estimate for the year ended December 31, 2025, is primarily due to the write-off of certain receivables along with their corresponding expected credit loss of \$330,261. Additionally, the variance includes adjustments resulting from changes in the loss severity of the various stakeholder groups. In addition, it also considers impairment reversals that arise when a previously impaired receivable becomes recoverable.

The following describes the probability of default ranges and the severity of loss allocated to the main customer groups with which the company has balances receivable in its different businesses:

As of December 31, 2025		
Clients or group of clients	Probability of default range	Severity of loss
Carriers (Wholesale)	10.0% - 100.0%	24.61%
Business	7.5% - 100.0%	53.02%
Government	10.0% - 100.0%	18.00%

As of December 31, 2024		
Clients or group of clients	Probability of default range	Severity of loss
Carriers (Wholesale)	10.0% - 100.0%	46.98%
Business	7.5% - 100.0%	54.80%
Government	10.0% - 100.0%	89.39%

As of December 31, 2023		
Clients or group of clients	Probability of default range	Severity of loss
Carriers (Wholesale)	10.0% - 100.0%	26.14%
Business	7.5% - 100.0%	41.24%
Government	10.0% - 100.0%	88.36%

8. Inventories

As of December 31, 2025, 2024 and 2023, inventories of \$53,976, \$36,490, and \$62,856, respectively, were composed by materials and consumables.

The cost of inventories recognized as an expense and included in the cost of sales amounted to \$127,700, \$133,021, and \$132,924, for the years ended 2025, 2024 and 2023, respectively. As of December 31, 2025, 2024 and 2023, there were no inventories pledged as collateral.



9. Property, plant and equipment, net

	Depreciable assets					Non-depreciable assets			Total
	Buildings	Telecommunications network	Office equipment	Computers	Vehicles	Leasehold improvements	Land	Investments in process	
For the year ended December 31, 2023									
Net opening balance	\$ 253,863	\$ 7,606,227	\$ 26,890	\$ 54,027	\$ 78	\$ 27,322	\$ 463,466	\$ 612,194	\$ 9,044,067
Translation effect	-	(1,835)	-	-	-	-	-	-	(1,835)
Additions	-	8,206	-	-	-	-	-	1,328,746	1,336,952
Transfers	1,705	1,270,488	3,735	3,399	-	1,563	-	(1,280,890)	-
Disposals, net	(3,350)	(10,502)	-	(90)	-	(2,539)	(7,821)	(11,900)	(36,202)
Depreciation charges recognized in the year	(12,943)	(2,034,719)	(7,275)	(23,359)	(20)	(11,048)	-	-	(2,089,364)
Ending balance as of December 31, 2023	<u>\$ 239,275</u>	<u>\$ 6,837,865</u>	<u>\$ 23,350</u>	<u>\$ 33,977</u>	<u>\$ 58</u>	<u>\$ 15,298</u>	<u>\$ 455,645</u>	<u>\$ 648,150</u>	<u>\$ 8,253,618</u>
<u>As of December 31, 2023</u>									
Cost	\$ 632,105	\$ 43,056,308	\$ 322,871	\$ 3,326,249	\$ 83,302	\$ 437,034	\$ 455,645	\$ 648,150	\$ 48,961,664
Accumulated depreciation	(392,830)	(36,218,443)	(299,521)	(3,292,272)	(83,244)	(421,736)	-	-	(40,708,046)
Net carrying amount as of December 31, 2023	<u>\$ 39,275</u>	<u>\$ 6,837,865</u>	<u>\$ 23,350</u>	<u>\$ 33,977</u>	<u>\$ 58</u>	<u>\$ 15,298</u>	<u>\$ 455,645</u>	<u>\$ 648,150</u>	<u>\$ 8,253,618</u>
For the year ended December 31, 2024									
Net opening balance	\$ 239,275	\$ 6,837,865	\$ 23,350	\$ 33,977	\$ 58	\$ 15,298	\$ 455,645	\$ 648,150	\$ 8,253,618
Translation effect	-	2,351	-	-	-	-	-	-	2,351
Additions	-	38,564	-	302	-	-	-	1,226,167	1,265,033
Transfers	(5,967)	1,275,349	2,004	5,521	207	11,755	(11,344)	(1,277,525)	-
Disposals, net	-	(21,053)	(32)	(18)	(51)	-	-	(3,389)	(24,543)
Impairment recognized in the year	(23,197)	-	-	-	-	-	-	-	(23,197)
Depreciation charges recognized in the year	(8,543)	(1,929,059)	(6,019)	(18,390)	(33)	(8,611)	-	-	(1,970,655)
Ending balance as of December 31, 2024	<u>\$ 201,568</u>	<u>\$ 6,204,017</u>	<u>\$ 19,303</u>	<u>\$ 21,392</u>	<u>\$ 181</u>	<u>\$ 18,442</u>	<u>\$ 444,301</u>	<u>\$ 593,403</u>	<u>\$ 7,502,607</u>
<u>As of December 31, 2024</u>									
Cost	\$ 584,698	\$ 44,082,111	\$ 322,218	\$ 3,330,106	\$ 68,676	\$ 448,409	\$ 444,301	\$ 593,403	\$ 49,873,922
Accumulated depreciation	(383,130)	(37,878,094)	(302,915)	(3,308,714)	(68,495)	(429,967)	-	-	(42,371,315)
Net carrying amount as of December 31, 2024	<u>\$ 201,568</u>	<u>\$ 6,204,017</u>	<u>\$ 19,303</u>	<u>\$ 21,392</u>	<u>\$ 181</u>	<u>\$ 18,442</u>	<u>\$ 444,301</u>	<u>\$ 593,403</u>	<u>\$ 7,502,607</u>
For the year ended December 31, 2025									
Net opening balance	\$ 201,568	\$ 6,204,017	\$ 19,303	\$ 21,392	\$ 181	\$ 18,442	\$ 444,301	\$ 593,403	\$ 7,502,607
Translation effect	-	(1,456)	-	-	-	-	-	-	(1,456)
Additions	-	85,197	83	-	-	-	-	1,399,807	1,485,087
Transfers	(9,668)	1,205,553	5,155	9,182	-	55,107	9,668	(1,274,997)	-
Disposals, net	(7,675)	(5,241)	(2)	(13)	-	-	(16,654)	(2,135)	(31,720)
Depreciation charges recognized in the year	(5,123)	(1,761,902)	(5,740)	(13,378)	(56)	(13,617)	-	-	(1,799,816)
Ending balance as of December 31, 2025	<u>\$ 179,102</u>	<u>\$ 5,726,168</u>	<u>\$ 18,799</u>	<u>\$ 17,183</u>	<u>\$ 125</u>	<u>\$ 59,932</u>	<u>\$ 437,315</u>	<u>\$ 716,078</u>	<u>\$ 7,154,702</u>
<u>As of December 31, 2025</u>									
Cost	\$ 541,678	\$ 45,288,608	\$ 327,022	\$ 3,337,131	\$ 46,037	\$ 498,248	\$ 437,315	\$ 716,078	\$ 51,192,117
Accumulated depreciation	(362,576)	(39,562,440)	(308,223)	(3,319,948)	(45,912)	(438,316)	-	-	(44,037,415)
Net carrying amount as of December 31, 2025	<u>\$ 179,102</u>	<u>\$ 5,726,168</u>	<u>\$ 18,799</u>	<u>\$ 17,183</u>	<u>\$ 125</u>	<u>\$ 59,932</u>	<u>\$ 437,315</u>	<u>\$ 716,078</u>	<u>\$ 7,154,702</u>



Of the total depreciation expense, \$1,774,199, \$1,942,646 and \$2,055,752 were charged to cost of sales, \$25,617, \$28,009 and \$33,612 to selling and administrative expenses for the years ended December 31, 2025, 2024 and 2023, respectively.

Projects in process mainly include telecommunications network equipment to extend the Company's infrastructure and the capitalization period is approximately twelve months.

For the years ended December 31, 2025, 2024 and 2023, the Company capitalized \$21,363, \$18,072 and \$18,307, respectively, of borrowing costs related to qualifying assets of \$670,997, \$425,320 and \$458,243, respectively. These amounts were capitalized based on an interest rate of 8.64%, 9.69%, and 9.19%, respectively.

10. Right of use asset, net

The Company leases a different set of fixed assets including buildings, telecommunications network, office equipment, computer equipment and vehicles. The average term of the lease contracts is 3 to 8 years.

a) The right of use recognized in the consolidated statement of financial position as of December 31, 2025, 2024 and 2023, is as follows:

	Land & buildings	Telecommunications equipment and networks	Furniture and office equipment	Computer equipment	Vehicles	Total
Net book value						
Balances as of December 31, 2023	\$ 171,261	\$ 79,004	\$ 288	\$ 13,847	\$ 48,298	\$ 312,698
Balances as of December 31, 2024	\$ 155,665	\$ 58,033	\$ 220	\$ 21,151	\$ 70,952	\$ 306,021
Balances as of December 31, 2025	\$ 142,242	\$ 120,167	\$ 153	\$ 14,624	\$ 89,430	\$ 366,616
Accumulated depreciation 2023	\$ (139,219)	\$ (22,435)	\$ (68)	\$ (11,195)	\$ (16,995)	\$ (189,912)
Accumulated depreciation 2024	\$ (113,458)	\$ (20,821)	\$ (68)	\$ (4,745)	\$ (20,672)	\$ (159,764)
Accumulated depreciation 2025	\$ (120,376)	\$ (25,369)	\$ (68)	\$ (6,435)	\$ (29,042)	\$ (181,290)

Additions to the net book value of the right of use asset as of December 31, 2025, 2024 and 2023 amounted to \$242,729, \$153,994, and \$137,981, respectively.

b) Expenses recognized in the consolidated statement of income for the year ended December 31, 2025, 2024 and 2023, are as follows.

	2025	2024	2023
Rent expenses from short-term leases	\$ 1,158,127	\$ 1,084,339	\$1,007,233

The Company has not entered into any lease agreements that have not yet started as of the date of these consolidated financial statements.

During the year, the Company extended the terms of its land and building lease agreements, increasing the average term by 4 years.



11. Goodwill and intangible assets, net

	Definite life				Indefinite life	Total
	Concessions	Relationships with customers	Software and licenses	Other	Goodwill	
As of January 1, 2023	\$ 92,475	\$ 62,218	\$ 141,238	\$ 245,027	\$ 322,782	\$ 1,163,740
Additions	-	-	67,350	4,400	-	71,750
Disposals	-	-	-	-	-	-
Transfers	-	-	-	-	-	-
Impairment recognized in the year	-	-	-	-	-	-
Amortization charges recognized in the year	(22,508)	(12,371)	(95,399)	(41,033)	-	(171,311)
Ending balance as of December 31, 2023	<u>\$ 369,967</u>	<u>\$ 49,847</u>	<u>\$ 113,189</u>	<u>\$ 208,394</u>	<u>\$ 322,782</u>	<u>\$ 1,064,179</u>
Cost	\$ 468,838	\$ 190,739	\$ 1,571,998	\$ 581,649	\$ 322,782	\$ 3,136,006
Accumulated amortization	(98,871)	(140,892)	(1,458,809)	(373,255)	-	(2,071,827)
Ending balance as of December 31, 2023	<u>\$ 369,967</u>	<u>\$ 49,847</u>	<u>\$ 113,189</u>	<u>\$ 208,394</u>	<u>\$ 322,782</u>	<u>\$ 1,064,179</u>
As of January 1, 2024	\$ 369,967	\$ 49,847	\$ 113,189	\$ 208,394	\$ 322,782	\$ 1,064,179
Additions	-	-	62,125	2,209	-	64,334
Disposals	-	-	-	-	-	-
Transfers	-	-	-	-	-	-
Impairment recognized in the year	-	-	-	-	-	-
Amortization charges recognized in the year	(22,508)	(9,494)	(71,160)	(41,596)	-	(144,758)
Ending balance as of December 31, 2024	<u>\$ 347,459</u>	<u>\$ 40,353</u>	<u>\$ 104,154</u>	<u>\$ 169,007</u>	<u>\$ 322,782</u>	<u>\$ 983,755</u>
Cost	\$ 468,838	\$ 190,739	\$ 1,634,122	\$ 583,858	\$ 322,782	\$ 3,200,339
Accumulated amortization	(121,379)	(150,386)	(1,529,968)	(414,851)	-	(2,216,584)
Ending balance as of December 31, 2024	<u>\$ 347,459</u>	<u>\$ 40,353</u>	<u>\$ 104,154</u>	<u>\$ 169,007</u>	<u>\$ 322,782</u>	<u>\$ 983,755</u>
As of January 1, 2025	\$ 347,459	\$ 40,353	\$ 104,154	\$ 169,007	\$ 322,782	\$ 983,755
Additions	-	-	66,451	143,141	-	209,592
Disposals	-	-	-	-	-	-
Transfers	(785)	-	-	785	-	-
Impairment recognized in the year	-	-	-	-	-	-
Amortization charges recognized in the year	(22,373)	(9,495)	(73,489)	(45,196)	-	(150,553)
Ending balance as of December 31, 2025	<u>\$ 324,301</u>	<u>\$ 30,858</u>	<u>\$ 97,116</u>	<u>\$ 267,737</u>	<u>\$ 322,782</u>	<u>\$ 1,042,794</u>
Cost	\$ 446,581	\$ 190,739	\$ 1,700,573	\$ 594,848	\$ 322,782	\$ 3,255,523
Accumulated amortization	(122,280)	(159,881)	(1,603,457)	(327,111)	-	(2,212,729)
Ending balance as of December 31, 2025	<u>\$ 324,301</u>	<u>\$ 30,858</u>	<u>\$ 97,116</u>	<u>\$ 267,737</u>	<u>\$ 322,782</u>	<u>\$ 1,042,794</u>



The intangible assets with indefinite life of the Company include only goodwill. The rest of the intangible assets are of definite life.

Of the total amortization expense, \$22,436, \$22,508 and \$22,508 were charged to cost of sales and \$128,117, \$122,250 and \$148,803 to selling and administrative expenses for the years ended December 31, 2025, 2024 and 2023, respectively.

Company Concessions

Axtel, as a group, has 3 (three) single concessions for commercial use granted by the Federal Telecommunications Institute (“IFT” for its acronym in Spanish), now the Telecommunications Regulatory Commission, one in favor of Axtel S.A.B. de C.V., another one granted to Alestra Servicios Móviles, S.A. de C.V., and one more in favor of Axe Redes e Infraestructura, S.A. de C.V, under which the Company is duly authorized to provide any telecommunications and/or broadcasting service, including, but not limited to the services of local fixed and mobile telephony; national and international long distance, SMS (short message service), purchase or rental of network capacity for the generation, transmission or reception of data, signals, writings, images, voice, sounds and other information of any nature; rental of digital circuits, etc.

In addition, Axtel S.A.B. de C.V. has concessions to use, take advantage of, and exploit frequency bands for specific use in the frequencies of 7 GHz. (2 concessions), 10 GHz. (17 concessions), 15 GHz. (4 concessions), 23 GHz. (6 concessions) and 38 GHz. (5 concessions).

The concession of Axtel S.A.B de C.V. is currently used to provide fixed services to the business, government and wholesale market. Alestra Servicios Móviles uses its only concession to provide mobile services in both the MVNE and MVNO modalities and the Axe Redes concession is used to provide residential services.

The Company's main concessions are as follows:

Service	Use	Period	Expiration
Single concession for commercial use of Axtel ⁽¹⁾	Commercial	30 years	2046
Single concession for commercial use of Alestra Servicios Móviles ⁽²⁾	Commercial	30 years	2048
Single concession for commercial use of Axe Redes ⁽³⁾	Commercial	30 years	2060
Various radio spectrum frequencies for the provision of point-to-point and point-to-multipoint microwave links ⁽⁴⁾	Commercial	20 years	2038

(1) Concession valid for 30 years and renewable for up to equal terms, provided that the Company is in compliance with all of its obligations under the concession, as well as those contained in the legal, regulatory and administrative provisions.

(2) Concession valid for 30 years and renewable up to equal terms, provided that the Company is in compliance with all its obligations of the concession, as well as those contained in the legal, regulatory and administrative provisions.

(3) In 2024, the AXE REDES concession was extended for a period of 30 additional years starting on November 9, 2030. Until the new concession comes into effect, AXE REDES operates under the conditions of the Concession that expires in 2030.

(4) The radio spectrum concessions are to operate services in the following Radio Frequency Bands: 7 GHz, 10 GHz, 15 GHz, 23 GHz and 38 GHz.

Impairment testing of goodwill

At the date of issuance of the consolidated financial statements there was no impairment.

The following describes the discount rates and long-term growth rates used for the years ended December 31, 2025, 2024 and 2023:

	2025	2024	2023
Discount rate, after tax	12.5%	12.7%	12.5%
Long-term growth rate	3.4%	3.8%	3.8%



12. Other non-current assets

	2025	2024	2023
Investments of shares	\$ 825	\$ 825	\$ 825
Prepaid connection leases	3,557	4,313	7,820
Guarantee deposits	59,580	48,551	47,435
Prepaid maintenance	280,826	293,458	244,969
Fund for defined contribution liability and other	212,125	180,992	127,966
Total other non-current assets	<u>\$ 556,913</u>	<u>\$ 528,139</u>	<u>\$ 429,015</u>

13. Trade and other accounts payable

Trade and other accounts payable are analyzed as follows:

	2025	2024	2023
Trade accounts payable	\$2,106,977	\$1,937,529	\$1,360,792
Related parties	9,119	15,916	14,523
Value added tax and other federal and local taxes payable	132,670	222,315	190,586
Accrued expenses payable	91,644	80,102	147,875
Other	89,151	95,078	84,977
	<u>\$2,429,561</u>	<u>\$2,350,940</u>	<u>\$1,798,753</u>

14. Provisions

	Litigation	Restructuring ⁽¹⁾	Total
As of January 1, 2023	\$ 25,316	\$ -	\$ 25,316
Additions	-	387,553	387,553
Payments	(11,573)	(303,120)	(314,693)
As of December 31, 2023	13,743	84,433	98,176
Additions	928	-	928
Payments	(2,827)	(84,433)	(87,260)
As of December 31, 2024	11,844	-	11,844
Additions	12,176	-	12,176
Payments	(2,713)	-	(2,713)
As of December 31, 2025	<u>\$ 21,307</u>	<u>\$ -</u>	<u>\$ 21,307</u>

⁽¹⁾ Provisions due to restructuring include indemnities due to personnel changes.

Provisions as of December 31, 2025, 2024 and 2023 are short-term.

15. Deferred income

Deferred income movements during the year are shown as follows:

	2025	2024	2023
Beginning balance	\$ 103,592	\$ 66,791	\$ 45,208
Increases	182,762	175,401	216,028
Recognized income of the year	(177,367)	(138,600)	(194,445)
Ending balance	<u>\$ 108,987</u>	<u>\$ 103,592</u>	<u>\$ 66,791</u>



16. Debt

	2025	2024	2023
Banco Nacional de Comercio Exterior, S.N.C (Bancomext)	\$ 4,535,396	\$ 3,026,182	\$ 3,026,182
Syndicated loan	2,617,715	4,530,375	4,519,180
Export Development Canada (EDC)	1,796,670	2,026,830	1,689,350
International Finance Corporation (IFC)	-	1,216,098	1,013,610
Other loans	109,509	81,482	41,894
Accrued interest payable	109,006	173,020	172,456
Issuance costs	(32,885)	(66,268)	(93,002)
Total debt	9,135,411	10,987,719	10,369,670
Current portion of debt	(312,530)	(277,754)	(214,351)
Non-current debt	\$ 8,822,881	\$10,709,965	\$10,155,319

The terms, conditions and carrying amounts of debt are as follows:

	Country	Currency	Interest rate		Maturity date	Interest payment periodicity	As of December 31,		
			Contractual	Effective			2025	2024	2023
Bancomext	Mexico	MXN	TIIE + 2.10%	9.49%	05/01/2033	Quarterly	\$ 2,935,396	\$ 3,026,182	\$ 3,026,182
Bancomext	Mexico	MXN	TIIE + 2.00%	9.20%	15/12/2035	Quarterly	1,600,000	-	-
Syndicated loan	International	MXN	TIIE + 2.75%	10.07%	15/04/2028	Monthly	551,545	841,545	971,545
Syndicated loan	International	USD	SOFR + 2.75%	6.37%	15/04/2028	Quarterly	2,066,170	3,688,830	3,547,635
EDC	Canada	USD	SOFR + 2.80%	6.49%	26/01/2028	Monthly	1,796,670	2,026,830	1,689,350
IFC	USA	USD	SOFR + 2.90%	6.59%	15/11/2030	Quarterly	-	1,216,098	1,013,610
Other loans	Mexico	MXN	Various	Various	Various	Quarterly	109,509	81,482	41,894
Total bank loans							9,059,290	10,880,967	10,290,216
Debt issuance costs							(32,885)	(66,268)	(93,002)
Accrued interest payable							109,006	173,020	172,456
Total debt							\$ 9,135,411	\$ 10,987,719	\$ 10,369,670

As of December 31, 2025, annual maturities of non-current debt are as follows:

	2027	2028	2029	2030 onwards	Total ⁽¹⁾
Bank loans	\$3,104,678	\$ 1,758,033	\$ 327,278	\$ 3,611,510	\$ 8,801,499
Other loans	19,323	22,319	12,275	350	54,267
	<u>\$3,124,001</u>	<u>\$ 1,780,352</u>	<u>\$ 339,553</u>	<u>\$ 3,611,860</u>	<u>\$ 8,855,766</u>

⁽¹⁾ The total is presented gross of debt issuance costs.

Debt issuance costs are directly attributable to issuance of the Company's debt and is amortized according to the effective interest rate over the lifetime of the debt.

Fair value of non-current debt is disclosed in Note 4. Estimated fair values as of December 31, 2025, 2024 and 2023 were determined using rates that reflect a similar credit risk depending on the currency, maturity period and country where the debt was acquired, regarding financial liabilities with financial institutions, finance leases, other liabilities and related parties. Measurement at fair value of such financial liabilities valued at amortized cost is deemed within Level 2 of the fair value hierarchy.



Covenants:

Loan agreements currently in effect contain restrictions for the Company, mainly to comply with certain financial ratios, delivery of financial information, keeping accounting records, compliance with applicable laws, rules and provisions. Failure to comply with these requirements within a specific term to the satisfaction of the creditors could be considered a cause for early termination.

Financial ratios to be fulfilled include the following:

- a. Interest coverage ratio: which is defined as adjusted EBITDA (see Note 28) divided by financial expenses, net, for the last four quarters of the period analyzed. As of December 31, 2025, this ratio cannot be less than 3.00 times.
- b. Net leverage ratio: which is defined as net consolidated debt (current and non-current debt, net of debt issuance costs, less unrestricted cash and cash equivalents) divided by adjusted EBITDA (see Note 28) for the last four quarters of the analyzed period. As of December 31, 2025, this ratio cannot be greater than 3.50 times.

Covenants contained in credit agreements establish certain obligations, conditions and exceptions that require or limit the capacity of the Company to:

- Grant liens on assets;
- Enter into transactions with affiliates;
- Conduct a merger in which the Company is dissolved;
- Unfavorable sale of assets;
- Change of control; and
- Pay dividends

As of December 31, 2025, and as of the date of issuance of these consolidated financial statements, the Company and its subsidiaries complied satisfactorily with the covenants established in the credit agreements.

17. Lease liability

	As of December 31,		
	2025	2024	2023
Current portion:			
In U.S. dollars:	\$ 30,991	\$ 32,180	\$ 29,532
In Mexican pesos:	87,529	76,900	78,223
Current lease liability	<u>\$ 118,520</u>	<u>\$ 109,080</u>	<u>\$ 107,755</u>
In U.S. dollars:	\$ 118,673	\$ 55,177	\$ 69,728
In Mexican pesos:	224,906	218,818	191,136
	<u>343,579</u>	<u>273,995</u>	<u>260,864</u>
Less: Current portion of lease liability	<u>118,520</u>	<u>109,080</u>	<u>107,755</u>
Non-current lease liability	<u>\$ 225,059</u>	<u>\$ 164,915</u>	<u>\$ 153,109</u>
	2025	2024	2023
Beginning balance	\$ 273,995	\$ 260,864	\$ 320,958
Additions/new contracts	242,729	153,994	137,981
Write-offs	(2,261)	(221)	(766)
Interest expense from lease liability	44,141	36,475	29,927
Lease payments	(206,414)	(188,891)	(218,498)
Foreign exchange (loss) gain	(8,611)	11,774	(8,738)
Ending balance	<u>\$ 343,579</u>	<u>\$ 273,995</u>	<u>\$ 260,864</u>



The maturity of the lease liability is analyzed as follows:

	As of December 31,		
	2025	2024	2023
Less than 1 year	\$ 145,334	\$ 135,076	\$ 114,318
Over 1 year and less than 5 years	247,085	181,895	139,699
Over 5 years	27,361	22,157	21,814
Total	<u>\$ 419,780</u>	<u>\$ 339,128</u>	<u>\$ 275,831</u>

18. Employee benefits

Defined contributions plans:

The Company has a defined contribution plan. According to the structure of this plan, the reduction on labor liabilities is reflected progressively. The Company has established irrevocable trust funds for payment of the defined contribution plan. Due to the changes made in the 2014 tax reform, the Company interrupted the deposits to the trust; however, it has maintained this benefit and recognized labor obligations of \$639,281, \$559,291 and \$502,661 as of December 31, 2025, 2024 and 2023, respectively.

Defined benefit plans:

The valuation of employee benefits for retirement plans is based primarily on their years of service, current age and estimated salary at retirement date.

Following is a summary of the primary financial data of these employee benefits:

	2025	2024	2023
Obligations in the consolidated statement of financial position:			
Pension benefits	\$ 725,621	\$ 587,092	\$ 451,731
Post-employment medical benefits	13,270	11,047	11,281
Defined contribution additional liability	639,281	559,291	502,661
Liability recognized in the consolidated statement of financial position	<u>\$1,378,172</u>	<u>\$1,157,430</u>	<u>\$ 965,673</u>
Charge in the consolidated statement of income for:			
Pension benefits	\$ 101,606	\$ 64,520	\$ 69,977
Medical benefits to retirement	-	1,014	806
	<u>\$ 101,606</u>	<u>\$ 65,534</u>	<u>\$ 70,783</u>
Remeasurements for accrued employee benefit obligations recognized in other comprehensive income for the year	<u>\$ 47,542</u>	<u>\$ 25,898</u>	<u>\$ 21,426</u>

Pension and post-employment medical benefits

The Company manages defined benefit pension plans based on employees' pensionable remuneration and length of service. Most of the plans are externally funded. The Company operates post-employment medical benefit plans. The accounting method, assumptions and frequency of the valuations are similar to those used for defined benefits in pension schemes. These plans are not fully funded.

The movement in the defined benefit obligation during the year was as follows:

	2025	2024	2023
As of January 1,	\$ 598,139	\$ 463,012	\$ 469,824
Current service cost	39,058	26,201	28,979
Financial cost	62,548	39,333	41,804
Actuarial remeasurements	47,542	74,001	21,426
Benefits paid	(8,405)	(4,746)	(9,083)
Increases (reductions), net	9	338	(89,938)
As of December 31,	<u>\$ 738,891</u>	<u>\$ 598,139</u>	<u>\$ 463,012</u>



The primary actuarial assumptions were as follows:

	2025	2024	2023
Discount rate	9.50%	10.50%	9.75%
Future wage increase	6.00%	6.00%	5.50%
Medical inflation rate	7.00%	7.00%	7.00%

The sensitivity analysis of the main assumptions for defined benefit obligations were as follows:

	Impact on defined benefit obligations		
	Change in assumption	Increase in assumption	Decrease in assumption
Discount rate	1%	\$(48,032)	\$54,167
Medical inflation rate	1%	\$15,900	\$(11,399)

The sensitivity analyses mentioned above are based on a change in an assumption, while all other assumptions remain constant. In practice, this is not likely to happen, and there may be changes in other correlated assumptions. When calculating the sensitivity of pension plans to principal actuarial assumptions, the same method has been used as if it involved calculation of liabilities pertaining to pension benefit plans recorded in the consolidated statement of financial position. The methods and type of assumptions used in preparing the sensitivity analysis suffered no changes with respect to the prior period.

19. Income taxes

a) Income taxes recognized in the consolidated statement of income:

	2025	2024	2023
Current income tax	\$ -	\$ -	\$ -
Deferred income tax	(623,767)	394,204	61,194
Prior years' adjustment	-	-	(151)
Income tax expense	<u>\$ (623,767)</u>	<u>\$ 394,204</u>	<u>\$ 61,043</u>

b)

	2025	2024	2023
Income (loss) before taxes	\$ 1,259,369	\$(1,085,398)	\$ 253,262
Statutory rate	30%	30%	30%
(Expense) benefit at statutory rate	<u>(377,811)</u>	<u>325,619</u>	<u>(75,979)</u>
(Plus) less tax effect on:			
Tax effects of inflation	(87,779)	(101,735)	(115,018)
Non-deductibles	(36,025)	(30,748)	(33,892)
Other differences, net	<u>(122,152)</u>	<u>201,068</u>	<u>285,932</u>
Total income tax (expense) benefit recognized in income statement	<u>\$ (623,767)</u>	<u>\$ 394,204</u>	<u>\$ 61,043</u>
Effective rate	<u>50%</u>	<u>(36)%</u>	<u>24%</u>

c) The detail of deferred income tax asset (liability) is as follows:

	2025	2024	2023
Tax loss carryforwards	\$ 397,029	\$1,408,114	\$1,102,946
Allowance for doubtful accounts	194,239	262,382	387,590
Property, plant and equipment	1,835,782	1,457,913	1,346,101
Provisions and other	212,576	180,624	134,683
Intangible assets and other	121,735	54,013	(9,661)
Deferred tax asset	<u>\$2,761,361</u>	<u>\$3,363,046</u>	<u>\$2,961,659</u>



	2025	2024	2023
Property, plant and equipment	\$ -	\$ (1,141)	\$ (2,007)
Intangible assets and other	-	1,105	1,603
	<u>\$ -</u>	<u>\$ (36)</u>	<u>\$ (404)</u>

Deferred income tax assets are recognized against tax loss carryforwards to the extent the realization of the related tax benefit through future taxable profits is probable. Tax losses as of December 31, 2025, for which a deferred income tax asset was recognized, amount to \$1,323,430.

Tax losses as of December 31, 2025, expire in the following years:

Year of expiration	Amount
2026	\$404,775
2029 onwards	918,655
	<u>\$1,323,430</u>

d) The tax charge/(credit) related to other comprehensive (loss) income is as follows:

	2025			2024			2023		
	Before taxes	Tax charged/(credited)	After taxes	Before taxes	Tax charged/(credited)	After taxes	Before taxes	Tax charged/(credited)	After taxes
Effect of currency translation	\$ (2,215)	\$ -	\$ (2,215)	\$ 3,514	\$ -	\$ 3,514	\$ (2,881)	\$ -	\$ (2,881)
Fair value of derivative financial instruments	(26,263)	7,879	(18,384)	48,706	(14,612)	34,094	(37,091)	11,127	(25,964)
Remeasurements of employee benefits	(47,542)	14,263	(33,279)	(25,899)	7,770	(18,129)	(21,426)	6,428	(14,998)
	<u>\$ (76,020)</u>	<u>\$ 22,142</u>	<u>\$(53,878)</u>	<u>\$ 26,321</u>	<u>\$ (6,842)</u>	<u>\$19,479</u>	<u>\$(61,398)</u>	<u>\$17,555</u>	<u>\$(43,843)</u>

20. Stockholders' equity

At the Extraordinary General Stockholders' Meeting held on March 18, 2025, the cancellation of 363,818,224 Class "I", Series "B" shares was approved, and, as consequence of the foregoing, a reduction of the fixed capital stock in the amount of \$8,343.

At the Extraordinary General Stockholders' Meeting held on March 8, 2024, a reserve for share repurchase of \$100 million pesos was approved. For the year ended December 31, 2024, 334,879,853 shares were repurchased.

At the Extraordinary General Stockholders' Meeting held on March 8, 2024, the cancellation of 45,000 Class "I", Series "B" shares was approved, and, as consequence of the foregoing, a reduction of the fixed capital stock in the amount of \$1.

At the Extraordinary General Stockholders' Meeting held on March 7, 2023, a reserve for share repurchase of \$100 million pesos was approved. For the year ended December 31, 2023, 28,938,371 shares were repurchased.

As of December 31, 2025, 2024 and 2023, the balance of the reserve for the repurchase of share is \$100,000, \$39,242 and \$95,965, respectively.

Following the aforementioned events, the Company's share capital, as of December 31, 2025, is \$446,277 and is comprised of 19,460,893 Class "I", Series "B" common nominative shares, with no par value, entirely subscribed and paid in. As of that date, all series "B" shares issued by the Company were placed in a trust (CPO Trust).



Movements on the number of common shares of the Company during the year was as follows:

	Number of shares
Shares as of January 1, 2023	19,824,236,117
Repurchase of shares	(28,938,371)
Shares as of December 31, 2023	<u>19,795,297,746</u>
Repurchase of shares	(334,879,853)
Cancellation of shares	(45,000)
Shares as of December 31, 2024	<u>19,460,372,893</u>
Repurchase of shares	-
Shares as of December 31, 2025	<u><u>19,460,372,893</u></u>

Net income for the year is subject to the legal provision requiring at least 5% of the profit for each period to be set aside to increase the legal reserve until it reaches an amount equivalent to one fifth of the capital stock.

Dividends paid are not subject to income tax if paid from the Net Tax Profit Account (“CUFIN” for its acronym in Spanish). Dividends exceeding CUFIN will generate income tax at the applicable rate of the period in which they are paid. This tax incurred is payable by the Company and may be credited against income tax in the same year or the following two years. Dividends paid from previously taxed profits are not subject to tax withholding or additional tax payments. As of December 31, 2025, the tax value of the CUFIN and tax value of the Capital Contribution Account (“CUCA”, for its acronym in Spanish) amounted to \$1,198,868 and \$9,543,991, respectively.

In case of capital reduction, the procedures established by the Income Tax Law provide that any surplus of stockholders’ equity be given over the balances of the fiscal accounts of the capital contributed, the same tax treatment applicable to dividends.

21. Revenues

a. Income for services:

	2025	2024	2023
Voice	\$ 841,133	\$ 841,967	\$ 842,326
Managed networks	2,789,994	2,911,409	3,328,828
Internet data	5,461,141	4,808,632	4,233,654
Administrative applications	101,083	173,839	180,352
Hosting	409,386	351,390	343,124
System integration	1,211,049	919,750	829,230
Security	866,159	918,089	613,723
Cloud services	584,013	541,228	495,706
Other services	103,218	90,184	88,943
Total	<u>\$12,367,176</u>	<u>\$11,556,488</u>	<u>\$10,955,886</u>

b. Income by geographical areas:

	2025	2024	2023
Mexico	\$12,367,176	\$11,556,488	\$10,949,069
Outside Mexico	-	-	6,817
Total	<u>\$12,367,176</u>	<u>\$11,556,488</u>	<u>\$10,955,886</u>



22. Expenses classified by their nature

Total cost of sales and selling and administrative expenses, classified by nature of the expense, were as follows:

	2025	2024	2023
Service cost ⁽¹⁾	\$ 3,590,318	\$ 3,405,812	\$ 3,168,613
Employee benefit expenses (Note 25)	2,805,473	2,515,314	2,425,943
Maintenance	514,861	505,658	544,803
Depreciation and amortization	2,131,659	2,275,177	2,450,587
Advertising expenses	22,328	36,788	18,686
Energy and fuel consumption	265,997	242,130	261,981
Travel expenses	29,442	31,095	28,884
Lease expenses	1,158,127	1,084,339	1,007,233
Technical assistance, professional fees and administrative services	214,318	191,683	188,494
Other	89,238	(74,196)	279,191
Total	<u>\$10,821,761</u>	<u>\$10,213,800</u>	<u>\$10,374,415</u>

⁽¹⁾ Service cost consists mainly of interconnection costs and costs related to implementation of IT solutions, including:

- Charges related to leased lines, normally paid on a per-circuit basis per month to Telmex and to other suppliers of last-mile access.
- Interconnection costs, including charges for local and resale access, paid on a per-minute basis mainly to Telmex.
- International payments to foreign operators on a per-minute basis to complete international calls originating in Mexico.

23. Other income (expenses), net

	2025	2024	2023
Reversal (impairment) of non-current assets	\$ 20,515	\$ (42,259)	\$ (16,011)
Gain (loss) on sale of property, plant and equipment	17,752	(3,160)	78,417
Other income (expenses), net ⁽¹⁾	79,851	37,079	(68,136)
Total other income (expenses), net	<u>\$118,118</u>	<u>\$ (8,340)</u>	<u>\$ (5,730)</u>

⁽¹⁾ Reorganization expenses of \$0, \$17,344 and \$387,553 for the years ended 2025, 2024 and 2023, respectively.

24. Financial result, net

	2025	2024	2023
Financial income:			
Interest income on short-term bank deposits	\$ 46,055	\$ 70,793	\$ 43,301
Other financial income	540	241	213,419
Total financial income	<u>\$ 46,595</u>	<u>\$ 71,034</u>	<u>\$ 256,720</u>
Financial expenses:			
Interest expense on bank loans	\$ (860,073)	\$(1,192,907)	\$ (787,193)
Interest expense on senior notes	-	-	(259,753)
Interest expense on leases	(44,141)	(36,475)	(29,927)
Financial expenses related to employee benefits	(62,548)	(39,333)	(41,804)
Other financial expenses	(42,773)	(9,254)	(115,912)
Total financial expenses	<u>\$(1,009,535)</u>	<u>\$(1,277,969)</u>	<u>\$(1,234,589)</u>



	2025	2024	2023
Exchange fluctuation gain (loss), net:			
Gain on exchange fluctuation	\$ 2,271,435	\$ 3,500,838	\$ 5,080,696
Loss on exchange fluctuation	(1,712,659)	(4,713,648)	(4,425,305)
Exchange fluctuation gain (loss), net	<u>\$ 558,776</u>	<u>\$ (1,212,810)</u>	<u>\$ 655,391</u>

25. Employee benefit expenses

	2025	2024	2023
Salaries, wages and benefits	\$2,232,161	\$2,017,290	\$1,965,226
Social security fees	429,208	384,648	356,125
Employee benefits	39,058	26,201	28,979
Other fees	105,046	87,175	75,613
Total	<u>\$2,805,473</u>	<u>\$2,515,314</u>	<u>\$2,425,943</u>

26. Transactions with related parties

Balances with related parties as of December 31, 2025, 2024 and 2023, were as follows:

	December 31, 2025	
	Accounts receivable	Accounts payable
Affiliates	\$ 12,983	\$ 9,119
Holding	5,946	-
Total	<u>\$ 18,929</u>	<u>\$ 9,119</u>
	December 31, 2024	
	Accounts receivable	Accounts payable
Affiliates	\$ 39,412	\$ 15,916
Holding	3,198	-
Total	<u>\$ 42,610</u>	<u>\$ 15,916</u>
	December 31, 2023	
	Accounts receivable	Accounts payable
Affiliates	\$ 21,896	\$ 14,523
Holding	26	-
Total	<u>\$ 21,922</u>	<u>\$ 14,523</u>

Transactions with related parties for the years ended December 31, 2025, 2024 and 2023, which were carried out in terms similar to those of arm's-length transactions with independent third parties, were as follows:

	Year ended December 31, 2025		
	Income	Costs and expenses	
	Telecommunication services	Interests	Others
Affiliates	\$ 170,517	\$ -	\$ 49,698
Holding	-	541	-
Total	<u>\$ 170,517</u>	<u>\$ 541</u>	<u>\$ 49,698</u>
	Year ended December 31, 2024		
	Income	Costs and expenses	
	Telecommunication services	Interests	Others
Affiliates	\$ 176,056	\$ -	\$ 47,662
Holding	-	241	-
Total	<u>\$ 176,056</u>	<u>\$ 241</u>	<u>\$ 47,662</u>



	Year ended December 31, 2023		
	Income	Costs and expenses	
	Telecommunication services	Interests	Others
Affiliates	\$ 160,637	\$ -	\$ 45,933
Holding	-	1	-
Total	<u>\$ 160,637</u>	<u>\$ 1</u>	<u>\$ 45,933</u>

For the years ended December 31, 2025, 2024 and 2023, compensation and benefits paid to the Company's main officers totaled \$103,402, \$109,376 and \$95,565, respectively, comprised of base salary and benefits required by law, complemented by a program of variable compensation basically based on the Company's results and the market value of Axtel's shares.

27. Contingencies and commitments

As of December 31, 2025, there are the following commitments and contingencies with respect to Axtel and subsidiaries:

I. Contingencies of Axtel S.A.B. de C.V.

a. Radiomovil Dipsa, S. A. de C. V. (Telcel).

2020 rates

- i. An amparo lawsuit, regarding ITX and virtual mobile networks, where Axtel is recognized as an interested third party.
- ii. January 2020: The Company received a notice of judgment filed by Telcel against the rates determined by the IFT, in terms of ITX and as Axtel's OMV, for the year 2020.
- iii. Current status: The matter was definitively concluded in June 2025 in favor of Axtel.

2021 rates

- i. An amparo lawsuit regarding ITX and virtual mobile networks, where Axtel is recognized as an interested third party.
- ii. January 2021: The Company received a notice of judgment filed by Telcel against the rates determined by the IFT, in terms of ITX and as Axtel's OMV, for the year 2021.
- iii. Current status: The matter was definitively concluded in May 2025 in favor of Axtel.

2022 rates

- i. An amparo lawsuit regarding ITX, where Axtel is recognized as an interested third party.
- ii. January 2022: The Company received a notice of judgment filed by Telcel against the rates determined by the IFT, in terms of ITX, for the year 2022.
- iii. Current status: The matter was definitively concluded in January 2025 in favor of Axtel.

2023 rates

- i. An amparo lawsuit, regarding ITX, where Axtel is recognized as an interested third party.
- ii. January 2023: The Company received a notice of judgment filed by Telcel against the rates determined by the IFT, in terms of ITX, for the year 2023.
- iii. Current status: The matter was definitively concluded in August 2025 in favor of Axtel.

2024 rates

- i. An amparo lawsuit regarding ITX, where Axtel is recognized as an interested third party.
- ii. December 2023: The Company received a notice of judgment filed by Telcel against the rates determined by the IFT, in terms of ITX, for the year 2024.
- iii. Current status: In first instance, given the precedents resolved by the SCJN, the outlook is favorable.



2025 rates

- i. An amparo lawsuit, regarding ITX, where Axtel is recognized as an interested third party.
- ii. January 2023: The Company received a notice of judgment filed by Telcel against the rates determined by the IFT, in terms of ITX, for the year 2025.
- iii. Current status: First instance ruling in favor of Axtel, pending res judicata or second instance. Given the precedents established by the SCJN, the outlook for the matter is favorable .

As of the date of issuance, the Company and its advisors consider that the rates will prevail based on the resolutions obtained before the regulatory body, especially since the precedents resolved by the SJCN are favorable to Axtel's interests, therefore, it is estimated that there is no longer an adverse scenario.

Furthermore, Axtel has recognized and paid the cost based on the rates determined by the regulatory body, and there are no provisions associated with this contingency.

b. Telmex & Telnor.

2024 rates

- i. A lawsuit regarding ITX / OMV, Axtel is recognized as an interested third party.
- ii. December 2023: The Company was notified of an amparo lawsuit against the rates for the year 2024, determined by the IFT.
- iii. Current status: Trial in first instance, given the precedents resolved by the SCJN, the outlook is favorable.

As of the date of issuance, the Company and its advisors consider that the rates will remain in effect based on the rulings obtained from the regulatory body, especially given the Supreme Court's precedents in Axtel's favor, therefore, it is estimated that an adverse scenario no longer exists.

Furthermore, Axtel has recognized and paid the cost based on the rates determined by the regulatory body, and there are no provisions associated with this contingency.

II. Contingencies of Alestra Servicios Moviles (ASM).

a. Radiomovil Dipsa, S. A. de C. V. (Telcel).

2022 rates

- i. An amparo lawsuit in matters of ITX and virtual mobile networks, where Alestra Servicios Moviles is recognized as an interested third party.
- ii. January 2022: The Company received a notice of judgment filed by Telcel against the rates determined by the IFT, in terms of ITX and ASM's OMV, for the year 2022.
- iii. Current status: The matter was definitively concluded in July 2025 in favor of ASM.

2023 rates

- i. An amparo lawsuit, in matters of ITX and virtual mobile networks, Alestra Servicios Moviles is recognized as an interested third party.
- ii. January 2023: The Company received a notice of judgment filed by Telcel against the rates determined by the IFT, in terms of ITX and ASM's OMV, for the year 2023.
- iii. Current status: The matter was definitively concluded in May 2025 in favor of ASM.

2024 rates

- i. An amparo lawsuit in matters of ITX and virtual mobile networks, where Alestra Servicios Moviles is recognized as an interested third party.
- ii. December 2023: The Company received a notice of judgment filed by Telcel against the rates determined by the IFT, in terms of ITX and ASM's OMV, for the year 2024.
- iii. Current status: In first instance, given the precedents resolved by the SCJN, the outlook is favorable.



2025 rates

- i. An amparo lawsuit in matters of ITX and virtual mobile networks, where Alestra Servicios Moviles is recognized as an interested third party.
- ii. December 2023: The Company received a notice of judgment filed by Telcel against the rates determined by the IFT, in terms of ITX and ASM's OMV, for the year 2025.
- iii. Current status: First instance ruling in favor of ASM, pending res judicata or second instance; given the precedents established by the SCJN, the outlook for the matter is favorable.

As of the date of issuance, the Company and its advisors consider that the rates will prevail based on the rulings obtained before the regulatory body, especially given the Supreme Court's precedents favorable to ASM's interests, therefore, it is estimated that an adverse scenario no longer exists.

Furthermore, ASM has recognized and paid the cost based on the rates determined by the regulatory body, and there are no provisions associated with this contingency.

III. Strategic Commercial Litigation.

a. Litigation between Axtel and Integradores y Operadores del Norte S. A. de C. V.

In 2007, Axtel hired Integradores y Operadores del Norte S.A. de C.V. (ION).

In 2017, ION filed a lawsuit asking for Axtel to pay \$113,000 for services, interest, damages and costs.

In October 2020, ION obtained a favorable protection, managing to modify the sentence in his favor to collect \$12,199. The Company has made the corresponding reserve to face this contingency.

In 2022, the Company obtained an amparo ruling in its favor, modifying the sentence against it.

In December 2024, a new ruling was issued in compliance with an injunction granted to ION condemning Axtel. Resolutions are pending on new appeals against said ruling filed by the Company and the opposing party; considering that the effects of the contested judgment are contradictory and reiterate aspects already judged that favored the Company, a suspension has been granted so that the established sentence is not executed.

b. Litigation between Axtel and Ministry of Welfare.

In 2022, Axtel filed a lawsuit for annulment before the Federal Court of Administrative Justice, against the Ministry of Welfare, claiming payment of \$24,300 (including VAT) for services rendered in 2020, in addition to financial expenses.

Currently, the matter has been definitively concluded in favor of Axtel, S.A.B de C.V., with the corresponding payment received in November 2025.

c. Dispute between Axtel and the Ministry of Welfare.

In 2025, the Ministry of Welfare ("Bienestar") filed a request for Alternative Dispute Resolution with the Federal Court of Administrative Justice regarding its debt of \$80,000 (including VAT) to Axtel for services rendered during 2024 and 2025.

In December 2025, an agreement was signed between Axtel and Bienestar, which became final and binding in January 2026.

IV. Other contingencies and notes:

The Company is involved in various lawsuits and claims, derived from the normal course of its operations, which are expected not to have a relevant effect on its financial position and future results.

28. Segment information

The information used by the Chief Executive Officer, who is the highest authority in operational decision-making, resource allocation, and performance evaluation, is presented through its business units: Enterprise, Government and Wholesale.



The Enterprise and Government Services portfolio includes advanced managed network, collaboration, and information technology (IT) solutions such as systems integration, cloud services, and cybersecurity, among others. Meanwhile, the Wholesale unit's connectivity solutions for wholesale customers or operators (including the Services unit) include last-mile access, IP transit, spectrum, fiber to the tower and fiber to the data center, among others.

Axtel believes it has the second largest fiber optic network in Mexico, with an infrastructure of approximately 55,600 kilometers, 25,000 kilometers of national transport network (including 13,500 kilometers of long-term capacity agreements), and 30,600 kilometers of metropolitan rings, providing Ethernet access to 77 cities.

In addition to the three customer-focused operating segments, the Company's remaining operations are included in the "Unallocated Expenses" category to be included in the Company's consolidated statements of income. This category includes expenses associated with centralized functions, including procurement, supply chain and the Company's management.

These operating segments are managed separately because the products and services offered and the markets they target are different. Resources are allocated to the operating segments based on the strategies defined by the Company's Management. Transactions between operating segments are conducted at market value.

The performance of operating segments is measured based on Business Unit Contribution (BUC), defined as the operating profit of each segment, including sales, segment costs and direct segment expenses, as reported in the internal financial statements reviewed by the Chief Executive Officer.

The Company defines Adjusted EBITDA as the sum of operating profit (loss), depreciation and amortization and impairment of non-current assets; Adjusted EBITDA is considered a useful measure of the business's operating performance because it provides a meaningful analysis of business performance by excluding specific items reported separately due to their nature or impact. Interest income or expense is not allocated to reportable segments, as this activity is handled globally by central treasury.

When projects are not directly attributed to a particular operating segment, capital expenditures are allocated to each segment based on the rate of future economic benefits expected from the capital expenditure.

Below is the consolidated financial information of the information segments:

I. Financial information by segments:

	2025			
	Enterprise	Government	Wholesale	Total
Sales by segment	\$8,668,960	\$1,601,819	\$2,096,397	\$ 12,367,176
Service cost	(2,260,045)	(944,243)	(386,030)	(3,590,319)
Expenses	(1,679,361)	(194,757)	72,967	(1,801,151)
Business unit contribution (BUC)	4,729,554	462,819	1,783,334	6,975,707
Unallocated expenses				(3,201,030)
Adjusted EBITDA				<u>3,774,677</u>
Reversal of impairment of non-current assets				(20,515)
Depreciation and amortization				<u>(2,131,659)</u>
Operating income				1,663,533
Financial result, net				(404,164)
Profit before taxes				<u><u>\$ (1,259,369)</u></u>



