

Proposal for the bylaws' partial reform of Qualitas Controladora S.A.B. de C.V.

Qualitas Controladora, S.A.B. de C.V. ("Qualitas", "the company" or "the group") (BMV: Q*), informs its shareholders and investment community the proposal that will be presented through the Extraordinary General Shareholders' Meeting related to the partial reform of bylaws in accordance with the latest reforms of the Mexican Securities Market Law (Ley del Mercado de Valores).

ARTICLE SEVEN.-

I. Certain Defined Terms

For this article, the following terms shall have the meanings set forth below:

- "Shares" means the shares representing the capital stock of the Company, regardless of their class or series, or any security, value, or instrument issued based on such shares, or that grants any rights over such shares or is convertible into such shares, specifically including ordinary participation certificates representing the Company's shares.
- "Affiliate" means any company that exercises Control over, is Controlled by, or is under common Control with any Person.
- "Competitor" means: any individual or legal entity, national or foreign, engaged in the same business as the Company.
- "Consortium" means a group of legal entities linked to each other through one or more natural persons who, as part of a group, have control over the former.
- "Control," "Controlled," or "Controlling" means:
 - a) the ownership of more than half of the shares or securities representing the capital stock of a legal entity; or
 - b) the ability of a person or group of persons to carry out any of the following acts: (i) impose, directly or indirectly, decisions at the general shareholders' meetings, board of directors sessions, or equivalent bodies; (ii) appoint or remove the majority of the directors, managers, or their equivalents of a legal entity; (iii) maintain the ownership of rights that allow, directly or indirectly, the exercise of voting rights over more than 50% (fifty percent) of the capital stock of a legal entity; and/or (iv) direct, directly or indirectly, the management, strategy, or key policies of a legal entity, whether through the ownership of securities, by contract, or in any other manner.
- "Restricted Agreements" means any agreement, contract, or any other legal acts of any nature, whether oral or written, under which mechanisms or voting pacts are formed or adopted for one or more shareholder meetings of the Company, provided that the number of votes grouped results in a number equal to or greater than 5% (five percent) of the total Shares into which the capital stock is divided. Restricted Agreements do not include agreements made by shareholders for the appointment of minority directors.

- "Group of Persons" means persons who have agreements, of any nature, to make decisions in the same direction. It is presumed, unless proven otherwise, that the following constitute a group of persons:
 - a. Persons related by blood, affinity, or civil ties up to the fourth degree, spouses, concubines, and common-law partners.
 - b. Companies that are part of the same consortium or business group and the person or group of persons who have control over those companies
- "Business Group" means a group of legal entities organized under schemes of direct or indirect participation in the capital stock, in which one legal entity maintains control over the other legal entities.
- "Significant Influence" means the ownership or holding of rights, directly or indirectly, that allows the exercise of voting rights of at least 20% (twenty percent) or more of the Shares, when such participation does not grant control over the Company.
- "20% Participation" means the ownership or holding, individually or jointly, directly or indirectly through any legal entity, trust, or its equivalent, vehicle, entity, company, or other form of economic or business association, of 20% (twenty percent) or more of the voting ordinary Shares.
- "40% Participation" means the ownership or holding, individually or jointly, directly or indirectly through any legal entity, trust, or its equivalent, vehicle, entity, company, or other form of economic or business association, of 40% (forty percent) or more of the voting ordinary Shares.
- "Person" means, indistinctly, either a natural person or a legal entity.
- "Natural Person" means any person or group of natural persons who have agreements, of any nature, to make decisions in the same direction.
- "Legal Entity" means any legal entity, corporation, credit or financial institution acting as a trustee under a trust agreement, or any analogous entity, or any other vehicle, entity, company, or form of economic or legal association, or any of its subsidiaries or affiliates, or any group of legal entities acting jointly, in concert, or coordinated.
- "Related Person" means those who fall within any of the following categories: a) Persons who control or have significant influence over a legal entity that is part of the business group or consortium to which the Company belongs, as well as the directors, managers, and key executives of the members of such group or consortium. b) Persons who have command power over a legal entity that is part of a business group or consortium to which the Company belongs. c) The spouse, concubine, or common-law partner, and persons related by blood or civil ties up to the fourth degree, or by affinity up to the third degree, to natural persons who fall within the categories referred to in subsections a) and b) above, as well as the partners and co-owners of the natural persons mentioned in those subsections with whom they maintain business relationships. d) Legal entities that are part of the business group or consortium to which the Company belongs. e) Legal entities over which any of the persons referred to in subsections a) to c) above exercise control or significant influence.

- "Subsidiary" means any company in which a Person owns the majority of the shares representing its capital stock or in which a Person has the right to appoint the majority of its board members or its administrator.
- "Market Value" means the average closing price of the Shares on the Mexican Stock Exchange, Sociedad Anónima Bursátil de Capital Variable, during the 90 (ninety) business days preceding the date on which the acquisition was denied by the Board of Directors.

In the absence of an express definition, terms will have the meaning established by current provisions, particularly as outlined in Article 2 of the Securities Market Law.

The share certificates or provisional certificates (which may represent one or more shares) shall be drafted following Article 125 (one hundred and twenty-five) of the General Law of Commercial Companies, and the fifth article of these bylaws shall be transcribed, bearing the signatures of two Board Members.

In the case of shares deposited in a securities deposit institution, the Company may deliver to such institution multiple certificates for a single certificate that covers part or all of the shares subject to issuance and deposit, which will be issued in favor of the institution for securities deposit, without requiring the name, address, or nationality of the holders to be specified in the document, and may or may not contain attached coupons as provided by Article 282 (two hundred eighty-two) of the Securities Market Law.

The definitive certificates may contain numbered coupons for the collection of dividends and must be issued within a period not exceeding 90 (ninety) calendar days, counted from the date on which their issuance or exchange is agreed upon.

The Company will maintain a Share Register in which the definitive certificates or provisional certificates issued by the Company will be recorded, including the name, corporate name, nationality, and address of their respective holders.

The Board of Directors may agree that the Share Register of the Company will be maintained by (i) the Secretary of the Board of Directors or of the Company, as applicable, with their absence covered by the Alternate Secretary; (ii) a securities deposit institution; (iii) a credit institution; or (iv) the person designated by the Board of Directors to act on behalf and in the name of the Company as the registrar agent. In the absence of an express designation by the Board, the Share Register will be maintained by the Senior Secretary, and in their absence, by the Alternate Secretary.

At the request of any interested party, upon verification as required, transfers of shares and the establishment of real rights, liens, and other encumbrances on them will be registered in the aforementioned register.

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Shareholders of the Company will have the right to obtain certifications or certificates of the registrations and annotations in the Register: (i) regarding shares registered in their name; and (ii) those who prove a legal interest, regarding shares owned by third parties. Any certification or certificate will be authorized by the signature of the person responsible for the Register.

The Share Register will remain closed from the second business day after the same, during which no registrations will be made, and no certifications or certificates will be issued.

The Company will only recognize as shareholders those holders whose definitive certificates or provisional certificates are registered in the Share Register of the Company in accordance with Article 129 (one hundred twenty-nine) of the General Law of Commercial Companies and, as applicable, to those who submit the documentation referred to in Article 290 (two hundred ninety) of the Securities Market Law.

In accordance with Article 290 (two hundred ninety) of the Securities Market Law, the securities deposit institutions will issue non-negotiable certificates to depositors for the securities deposited, which will serve to prove ownership of the respective securities, certify the right to attend the Shareholders' Meetings, and the registration in the Shareholder Register of the Company. Regarding what is ordered by Articles 128 (one hundred twenty-eight) and 129 (one hundred twenty-nine) of the General Law of Commercial Companies, to legitimize the exercise of rights granted by the securities, the certificates referred to in this paragraph must expressly refer to the type and quantity of securities they represent.

In case of loss, theft, destruction, or robbery of any share certificate, whether provisional or definitive, the procedure established in Article 44 (forty-four) of the General Law of Titles and Credit Operations must be followed. Following the aforementioned procedure, the Company, upon request registered by the interested shareholder, will proceed with the replacement of the share certificate, and the holder of such share must bear the cost of this replacement. The new share certificates to be issued will be made out in the name of the person appearing as the holder in the Shareholder Register.

II. Authorization for Change of Control.

Prior written authorization from the Board of Directors shall be required, following the provisions of this Chapter, to carry out any of the following actions:

- A. Any Person, individually or together with a Group of Persons, or with one or more Related Persons, who intends to acquire Shares or rights over Shares, by any means or title, directly or indirectly, in a single act or a series of acts without a time limit between them, whose consequence is that their shareholding, individually and/or together with the Related Person(s), represents participation equal to or greater than 10% (ten percent) of the total Shares.
- B. Any Person, individually or together with a Group of Persons, or with one or more Related Persons, who, maintaining participation of 10% (ten percent) or more of the total Shares, intends to acquire Shares or rights over Shares, by any means or title,

directly or indirectly, in a single act or in a series of acts without time limit between them, whose consequence is that their shareholding, individually and/or together with the Related Person(s), represents a participation equal to or greater than 20% (twenty percent) of the total Shares.

- C. Any Person, individually or together with a Group of Persons, or with one or more Related Persons, who, maintaining participation of 20% (twenty percent) or more of the total Shares, intends to acquire Shares or rights over Shares, by any means or title, directly or indirectly, in a single act or a series of acts without time limit between them, whose consequence is that their shareholding, individually and/or together with the Related Person(s), represents a participation equal to or greater than 30% (thirty percent) of the total Shares.
- D. Any Person, individually or together with a Group of Persons, or with one or more Related Persons, who, maintaining participation of 30% (thirty percent) or more of the total Shares, intends to acquire Shares or rights over Shares, by any means or title, directly or indirectly, in a single act or a series of acts without time limit between them, whose consequence is that their shareholding, individually and/or together with the Related Person(s), represents a participation equal to or greater than 40% (forty percent) of the total Shares.
- E. Any Person, individually or together with a Group of Persons, or with one or more Related Persons, who, maintaining participation of 40% (forty percent) or more of the total Shares, intends to acquire Shares or rights over Shares, by any means or title, directly or indirectly, in a single act or a series of acts without time limit between them, whose consequence is that their shareholding, individually and/or together with the Related Person(s), represents a participation equal to or greater than 50% (fifty percent) of the total Shares.
- F. Any Person who is a Competitor of the Company or any Subsidiary of the Company, who, individually or together with one or more Related Persons, intends to acquire Shares or rights over Shares, by any means or title, directly or indirectly, in a single act or a series of acts without time limit between them, whose consequence is that their shareholding, individually and/or together with the Related Person(s), represents a percentage equal to or greater than 5% (five percent) of the total Shares, or its multiples.
- G. Any contract, agreement, or legal act that intends to limit or results in the transfer of any rights and powers corresponding to shareholders or holders of Shares in the Company, including derivative financial instruments or transactions, as well as acts that imply the loss or limitation of voting rights granted by the shares representing the Company's capital stock in a proportion equal to or greater than 5% (five percent) of the total Shares into which the capital stock of the Company is divided; and
- H. The execution of Restricted Agreements.

III. Request for Authorization.

To request the authorization referred to in the previous Section II, the Person or Group of Persons intending to carry out the acquisition or enter into Restricted Agreements must submit a written request to the Board of Directors, which must be addressed and delivered

in a verifiable manner to the Chairman of the Board of Directors, the Company's Principal Secretary, and the Substitute Secretary, with a copy to the CEO, at the Company's office address. The request must be completed before other requirements specified in these bylaws, establishing and detailing the following:

- i. The number and class of Shares that the Person in question or any Related Person to it (a) owns or co-owns, either directly or indirectly, or through any intermediary; or (b) over which it has Control, shares, or enjoys any right, whether by contract or any other cause;
- ii. The number and class of Shares that the Person in question or any Related Person intends to acquire, either directly or through any Person in which it has any interest or participation, whether in the capital stock or the direction, management, or operation, or through the spouse, partner, or common-law partner, and persons related by blood or civil relation up to the fourth degree or by affinity up to the third degree, or through any other intermediary;
- iii. The number and class of Shares that the Person in question or any Related Person intends to acquire or concentrate by the execution of Restricted Agreements over the next 12 (twelve) months from the date of the request, either directly or through any Related Person;
- iv. The number and class of Shares over which it intends to obtain or share Control or any right, whether by contract, agreement, or any other cause;
- v. The percentage that the Shares referred to in items (i), (ii), (iii), and (iv) above represent the total Shares issued by the Company and the percentage those Shares represent of the total Shares of the Class to which they belong;
- vi. The identity and nationality of the Person or group of Persons intending to acquire the Shares or concentrate them through the execution of the Restricted Agreements, provided that if any of these Persons is a legal entity, it must specify: (a) the identity and nationality of its partners or shareholders, as well as the identity and nationality of the Person or Persons controlling, directly or indirectly, the legal entity in question, until the identification of the Physical Person or Persons holding any right, interest, or participation of any nature in such legal entity;
- vii. The reasons and objectives for which the Shares subject to the requested authorization are intended to be acquired, specifically mentioning whether the purpose is to acquire directly or indirectly (i) additional Shares to those referred to in the request for authorization, (ii) a 10% (ten percent) Participation, (iii) a 20% (twenty percent) Participation, (iv) a 30% (thirty percent) Participation, (v) a 40% (forty percent) Participation, (vi) Control of the Company;
- viii. The reasons and objectives for which concentration is intended through the execution of the Restricted Agreements subject to the requested authorization, specifically mentioning whether the purpose is to acquire or become the direct or indirect holder of Significant Influence or acquire the Control of the Company by any means, and, if applicable, how much Control will be acquired;
- ix. Whether directly or indirectly, the Person is a Competitor of the Company or any Subsidiary or Affiliate of the Company and whether they have the authority to acquire or concentrate, through the execution of Restricted Agreements, the Shares

by these Bylaws and applicable law; also, it must be specified if the Person intending to acquire or enter into Restricted Agreements concerning the Shares in question has relatives by blood, affinity up to the fourth degree, civil relatives, or spouse, partner, or common-law partner, who could be considered a Competitor of the Company or any Subsidiary or Affiliate, or if they have any economic relation with a Competitor or any interest or participation, either in the capital stock or in the direction, management, or operation of a Competitor, directly or through any Person or relative by blood, affinity, or civil relation up to the fourth degree of their spouse, concubine, or common-law partner

- x. The origin of the financial resources the applicant or their representative intends to use to pay for the price of the Shares subject to the request; if the resources come from financing, the identity and nationality of the Person providing such resources to the applicant or their representative must be specified, and the Board of Directors may request documentation signed by that Person to verify and explain the terms of such financing;
- xi. Whether the applicant is part of an economic group, formed by one or more Related Persons, a Consortium, or a group of Persons that, as such, intends to acquire Shares or rights over them, or enter into a Restricted Agreement, or, if applicable, whether that economic group owns Shares or rights over them or is part of a Restricted Agreement;
- xii. Whether the applicant has received financial resources as a loan or in any other capacity from a Related Person of the applicant or their representative, or a Competitor, or whether the applicant has provided financial resources as a loan or in any other capacity to a Related Person or Competitor, to pay for the price of the Shares;
- xiii. The identity and nationality of the financial institution acting as the intermediary underwriter, if the acquisition is carried out through a public offering;
- xiv. An address in Mexico City, and an email address for receiving notifications and notices related to the submitted request; and
- xv. The request must be accompanied by an autographed signature, with original and photocopied official documents proving the applicant's and/or their representative's identity, as well as the powers of representation, if applicable.

IV. Authorization Procedure.

1. Within 10 (ten) business days following the date on which the Board of Directors has received the authorization request referred to in Section III, accompanied by all documentation verifying the accuracy of the information referred to therein, the Chairman of the Board of Directors or the Company Secretary or their Substitute shall convene the Board of Directors to discuss and resolve the authorization request in question.
2. The Board of Directors will resolve the authorization request no later than 90 (ninety) business days after the date the request was submitted to the Board of Directors, understanding that: (i) the Board of Directors may, in any case, and without incurring liability, submit the authorization request to the Extraordinary General Shareholders' Meeting, which must resolve with the favorable vote of seventy-five percent of the

capital stock; and (ii) the Extraordinary General Shareholders' Meeting must necessarily resolve the authorization request with the favorable vote of seventy-five percent of the capital stock when, after the Board of Directors has been convened as provided in these Bylaws, the Board of Directors cannot be established for any reason or a resolution has not been adopted regarding the request.

3. The Board of Directors may request the Person intending to acquire the Shares or enter into the Restricted Agreements concerning the Shares in question, through the Chairman of the Board of Directors or the authorized delegate for these purposes, any clarifications it deems necessary to resolve the authorization request submitted, including additional documentation verifying the accuracy of the information that must be presented under these Bylaws, within 20 (twenty) business days following the date the request was received. If the Board of Directors requests clarifications or additional documentation, the requesting Person must provide the corresponding information within 20 (twenty) business days from the date the request was made by the Board of Directors.
4. If the time limit set in item 2 above for the convening of the Extraordinary General Shareholders' Meeting to resolve the authorization request passes without such a meeting being held, including in the case that it was timely convened, it will be understood that the respective resolution is to deny the request in question.
5. The Extraordinary General Shareholders' Meeting convened to address an authorization request must be called with at least 15 (fifteen) calendar days' notice before the date of the meeting, by publishing the respective notice as stipulated in these Bylaws, with the understanding that the Agenda must explicitly mention that the Meeting will address an authorization request under this Chapter, and the Meeting must meet the installation and voting requirements specified in these Bylaws.

V. Evaluation Criteria

In evaluating the authorization requests referred to in this Chapter, the Board of Directors and/or the Extraordinary General Shareholders' Meeting, as applicable, shall consider, among other factors, the following: (i) the expected benefit for the development of the Company; (ii) the potential increase in the value of the shareholders' investment; (iii) the proper protection of minority shareholders; (iv) whether the applicant is a Competitor of the Company, its Subsidiaries, and/or Affiliates; (v) whether the applicant has met the requirements established in these Bylaws; (vi) the price for the acquisition of shares or rights; and (vii) other elements that the Board of Directors or the Extraordinary General Shareholders' Meeting deems appropriate, related to financial, economic, market, or business factors, the continuity or change in the Company's strategic vision, and the characteristics of the Person submitting the authorization request, such as their moral and financial solvency, reputation, and prior conduct.

VI. Public Purchase Offer

- A. If the Board of Directors authorizes the acquisition of Shares and such acquisition involves the acquisition of a 20% (twenty percent) to 40% (forty percent) shareholding, notwithstanding such authorization, the Person intending to acquire the Shares in question must make a public purchase offer, at a cash price determined by section B)

below, for an additional 10% (ten percent) of the Shares they intend to acquire, provided that such acquisition, including the additional shares, does not exceed half of the outstanding voting shares or result in a change of control in the Company.

- B. If the Board of Directors or the Extraordinary General Shareholders' Meeting authorizes the request and it concerns the direct or indirect control of the Company, the Person intending to acquire the Shares in question must make a public purchase offer, at a cash price determined for 100% (one hundred percent) of the Shares representing the Company's share capital, minus one of the outstanding Share

The public purchase offers referred to in sections A and B above must be made simultaneously in Mexico and in any other jurisdiction where the Company's Shares are registered or listed to be traded on a stock exchange, within 60 (sixty) business days from the date on which the acquisition of the Shares in question was authorized by the Board of Directors or by the Extraordinary General Shareholders' Meeting, unless the Board or Meeting authorizes a longer period. If there are securities or instruments representing two or more Shares of the Company's capital stock and Shares that are issued and circulating independently, the price for the latter shall be determined by dividing the price of the mentioned securities or instruments by the number of underlying Shares they represent.

The public purchase offers referred to in sections A and B above must be made at a cash price no less than the higher of the following prices:

- i. the book value of the Share according to the last quarterly balance sheet approved by the Board of Directors;
- ii. the highest closing price of the Shares on the stock exchange for any of the 365 (three hundred sixty-five) days preceding the date of the authorization granted by the Extraordinary General Shareholders' Meeting or the Board of Directors, as applicable; or
- iii. the highest price paid for Shares by the Person or Related Person acquiring the Shares subject to the authorization by the Extraordinary General Shareholders' Meeting or the Board of Directors, as applicable.

Notwithstanding the above, the Board of Directors, or the Extraordinary General Shareholders' Meeting as applicable, may exempt the Person intending to acquire the Shares from making any of the public purchase offers referred to in sections A and B above or may authorize, at its sole discretion, the public purchase offer to be made at a price other than that which results by the preceding paragraphs, which may be based on an opinion issued by an independent advisor stating the reasons why the terms of the public purchase offer are justified.

The Person or Related Person making any acquisition of Shares authorized by the Extraordinary General Shareholders' Meeting or the Board of Directors, and who should have made a public purchase offer according to sections A and B above, as applicable, will not be registered in the Company's share registry until the public purchase offer has been completed.

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Consequently, such Person will not be able to exercise the corporate rights corresponding to the Shares whose acquisition was authorized until the public purchase offer has been completed.

In the case of Persons or Related Persons who are already shareholders of the Company and, therefore, are registered in the Company's share registry, the acquisition of Shares authorized by the Extraordinary General Shareholders' Meeting or the Board of Directors will not be registered in the share registry until the public purchase offer, which must be made, has been completed, and therefore, such Persons will not be able to exercise the corporate rights corresponding to the acquired Shares.

If the Board of Directors receives, after granting the relevant authorization but before the acquisition acts have been concluded, an offer from a third party, reflected in a request, to acquire all the Shares on better terms for the shareholders or holders of instruments referred to or representing Shares of the Company, the Board of Directors has the authority to revoke the previously granted authorization and to authorize the new operation by the third party, without any responsibility on the part of the Board of Directors or its members.

If the Board of Directors denies the authorization mentioned, it may designate one or more buyers for the Shares that are intended to be sold, who will have the right to acquire part or all of the Shares in question and must pay the selling party an amount equivalent to the Market Value of those Shares. The operation must be completed within 60 (sixty) days from the designation of the buyer by the Board of Directors. In making the designation, the Board of Directors must consider the factors it deems appropriate in light of the interests of the Company and its shareholders, including financial, market, and business factors, the moral and economic solvency of the buyer, and possible conflicts of interest. If the acquisition of Shares by the buyer designated by the Board of Directors results in the acquisition of a 20% (twenty percent) or 40% (forty percent) shareholding or a change of control in the Company, the rules outlined in sections A and B above, as applicable, and the rules established in this clause shall apply unless the Board of Directors authorizes otherwise.

VII. Additional Powers

- a. The Board of Directors or the Extraordinary General Shareholders' Meeting, as applicable, shall have the power to determine if one or more Persons intending to enter into Restricted Agreements or acquire or have acquired Shares are acting or are presumed to be acting in a joint, coordinated, or concerted manner with others or if they are Related Persons, in which case, the Persons in question shall be considered as a single Person for the provisions in this Chapter.

Without limiting the above, it shall be presumed that two or more Persons are acting jointly or concertedly when they are linked because of family ties, are part of the same Business Group, Consortium, business group, or asset group, or when there is an agreement or arrangement between them regarding their respective ownership of Shares or the rights derived from them, to make or impose decisions in Shareholders' Meetings or regarding the exercise of rights derived from such Shares.

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- b) Likewise, the Board of Directors and the Extraordinary General Shareholders' Meeting, as applicable, may determine the cases in which the acquisition in question implies or could potentially imply the acquisition of Control over the Company or those cases in which the Shares held by different Persons, for the provisions in this Chapter and subsequent Chapters of these Bylaws, shall be considered as Shares of a single Person.

VIII. Characteristics of the Authorizations

- a) The authorizations granted by the Board of Directors or the Extraordinary General Shareholders' Meeting according to this Chapter shall:
 - i. authorize the recipient to acquire the Shares in question up to the maximum amount or percentage specified in the relevant authorization, for which the Board of Directors must take into account the information and considerations submitted by the acquirer when presenting their authorization request, particularly regarding whether they intend to make additional acquisitions of Shares or formalize further Restricted Agreements within 12 (twelve) months from the submission of the request; and
 - ii. may establish that the authorization in question shall be valid for a specified period during which the acquisition of Shares or the execution of the Restricted Agreement must take place.
- b) The authorizations granted by the Board of Directors or the Extraordinary General Shareholders' Meeting shall be non-transferable, unless otherwise specified in the relevant authorization or unless the Board of Directors authorizes its transfer.
- c) The authorizations granted by the Board of Directors or the Extraordinary General Shareholders' Meeting regarding requests made according to this Chapter shall become void if the information and documentation on which such authorizations were granted is, or becomes, untrue

IX. Exceptions

The authorization and/or public purchase offer referred to in this Chapter shall not be required in the following cases

- i. acquisitions or transfers of Shares that occur by way of succession, whether by inheritance, legacy, or other dispositions or instruments operating mortis causa;
 - ii. the increase in the shareholding percentage of any shareholder of the Company that results from a reduction in the number of outstanding Shares due to a share buyback by the Company or an early redemption of such Shares;
 - iii. the increase in the shareholding percentage of any shareholder of the Company that results from the subscription of Shares derived from capital increases made by such shareholder in proportion to the number of Shares they held before the capital increase, according to Article 132 of the General Law of Commercial Companies or in a public offering according to Article 53 of the Securities Market Law, provided that it is authorized by the Shareholders' Meeting or the Board of Directors;
 - iv. the acquisitions of Shares by the company or its subsidiaries, or by trusts established by the Company or its Subsidiaries, or by any other Person Controlled by the Company or its Subsidiaries;
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- v. the acquisition of Shares by: (a) the Person or Group of Persons who hold effective control of the Company; (b) any legal entity under the Control of the Person referred to in subparagraph (a) above; (c) the succession of the Person referred to in subparagraph (a) above; (d) the ascendants or descendants in a direct line of the Person referred to in subparagraph (a) above; (e) the Person or Group of Persons referred to in subparagraph (a) above when they are reacquiring Shares of any legal entity referred to in subparagraph (b) above or the ascendants or descendants referred to in subparagraphs (c) and (d) above.
- vi. Acquisitions made by the members of the Board of Directors who are shareholders of the Company, and who are not independent directors, to avoid creating a conflict of interest.
- vii. Acquisitions at a market price resulting from a redistribution of ordinary shares among members of the same Group of Persons, whether or not the latter prevail, provided that the acquirers have been shareholders of the Company for more than five years and the Group of Persons maintaining Control as a result of the acquisition has held a relevant percentage of the share capital during that period.

X. Compliance with Provisions

The Person or Group of Persons who intend to acquire or directly or indirectly reach ownership of 30% (thirty percent) or more of the ordinary shares of the Company, within or outside any stock exchange, through one or more operations of any nature, whether simultaneous or successive, shall be obligated to carry out the acquisition through a public offer in compliance with the provisions outlined in Article 97 and subsequent articles of the Securities Market Law.

Any person who holds or acquires one or more shares of the Company agrees, by such act alone, to observe and comply with the provisions of the Company's Bylaws. The Company will not recognize any corporate rights derived from the respective Shares and will refrain from registering them in the register referred to in Articles 128 and 129 of the General Law of Commercial Companies and Article 280, Section VII of the Securities Market Law, for Persons acquiring Shares in violation of the provisions of these Bylaws or who do not have the respective authorizations, applying in all cases the provisions outlined in these Bylaws. Additionally, the Person who acquires Shares in violation of the provisions of this Clause of the corporate bylaws must divest the Shares acquired to a third party approved by the Board of Directors or the Extraordinary General Shareholders' Meeting of the Company. To do so, the process outlined in this Clause must be followed and complied with, including the submission of the relevant information to the Board of Directors of the Company through its President and Secretary or their substitutes.

This Clause shall be registered in the Public Registry of Commerce of the Company's domicile, so that it is enforceable against any third party.

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About Qualitas

Qualitas Controladora (Q) is the largest auto insurance company in Mexico in terms of market share, with operations in El Salvador, Costa Rica, USA, Peru and Colombia. A unique business model and more than 30 years of experience in the auto insurance segment has allowed the Company to provide top quality service under the largest network in Mexico. Qualitas is listed on the Mexican Stock Exchange (BMV) under the ticker "Q" (Bloomberg: Q*:MM)

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