

ESENTIA Announces the Execution of an Agreement to Acquire the Guadalajara-Manzanillo Natural Gas Pipeline System, Connecting Existing System to the Port of Manzanillo

Mexico City, September 21 2026 – ESENTIA Energy Development, S.A.B. de C.V. (BMV: ESENTIA) (“ESENTIA” or the “Company”) today announced that it has entered into an agreement to acquire 100% of the equity interests of Energía Occidente de México, S. de R.L. de C.V. (“EOM”) for a gross purchase price of US\$400 million (the “Acquisition” or the “Transaction”).

EOM owns and operates the approximately 313-km Guadalajara-Manzanillo natural gas pipeline system (the “Guadalajara-Manzanillo System”). The system runs from the Guadalajara area in Jalisco to Manzanillo, Colima, and is directly interconnected with ESENTIA’s existing pipeline Villa de Reyes-Aguascalientes-Guadalajara system operated by Esentia Pipeline de Occidente, S. de R.L. de C.V. (“VAG”), an indirect subsidiary of the Company.

Upon completion of the Transaction, the Guadalajara-Manzanillo System would extend ESENTIA’s integrated pipeline network to the Port of Manzanillo on Mexico’s Pacific coast. As a result, ESENTIA would become the only private company with an integrated natural gas pipeline system connecting the Permian Basin in Texas to the Mexican Pacific coast.

The Acquisition is consistent with ESENTIA’s strategy to strengthen its position as one of Mexico’s leading natural gas transportation infrastructure platforms. ESENTIA believes that the combination of the Guadalajara–Manzanillo System with its existing infrastructure will result in highly valuable operational synergies and cost savings over time and provide additional commercial flexibility across the combined corridor.

The Acquisition would expand ESENTIA’s ability to serve existing and prospective customers within the combined system’s area of influence, including demand from power generation, industrial customers, and potential LNG-related projects.

The Acquisition will be consummated pursuant to an equity purchase agreement entered today with respect to 100% of the equity interests of EOM, among certain subsidiaries of ESENTIA as purchasers, and TC Energía Mexicana, S. de R.L. de C.V. and TCPL CentrOriente Ltd., as sellers.

Relevant Event



The Company expects to fund the purchase price of the Acquisition through a combination of available liquidity and/or available borrowings under existing credit facilities, and the Transaction is not expected to increase the Company's gross indebtedness. The consummation of the Acquisition is subject to customary closing conditions, regulatory approvals and consents.

Citigroup is acting as financial advisor to ESENTIA in connection with the Transaction.

The Acquisition constitutes a corporate restructuring pursuant to the "General Provisions Applicable to Securities Issuers and Other Securities Market Participants" (Disposiciones de carácter general aplicables a las emisoras de valores y a otros participantes del mercado de valores), published in the Official Gazette of the Federation (Diario Oficial de la Federación) on March 19, 2003 (as amended from time to time, the "Issuers' Circular"). The Transaction was approved by ESENTIA's Board of Directors on September 4, 2026. At such time, the potential Acquisition and the related negotiation process were confidential, as agreed with the sellers and EOM.

Pursuant to Article 35, Section I, of the Issuers' Circular, the Company does not have the accounting information necessary to prepare the required information memorandum as of the date hereof. Accordingly, the Company will defer the publication of the information memorandum to no later than the business day immediately following the date on which the necessary information becomes available, which the Company expects will occur within no more than 80 (eighty) calendar days from the date hereof.

About ESENTIA Energy Development:

ESENTIA Energy Development is a leading company in Mexico's energy sector, specializing in the transportation and commercialization of natural gas. With more than 20 years of experience, we develop infrastructure projects that drive growth and expand access to energy, contributing to Mexico's well-being and sustainable development. We operate Mexico's largest interconnected natural gas system, supplying reliable, low-cost natural gas from Waha, Texas, through the center of the country to major industrial regions. At ESENTIA Energy Development, we operate under the highest safety standards and maintain a firm commitment to sustainability and respect for the communities where we operate. For more information, visit www.esentiaenergy.com

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