



SUMMARY OF THE RESOLUTIONS ADOPTED BY THE SHAREHOLDERS AT THE ANNUAL ORDINARY GENERAL SHAREHOLDERS' MEETING AND AT THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF VISTA ENERGY, S.A.B. DE C.V., HELD ON APRIL 24TH, 2023.

In Mexico City, United Mexican States, at 10:00 a.m. on April 24th, 2023, the shareholders of Vista Energy, S.A.B. de C.V. (the "Company"), gathered at the meeting room located at Torre Virreyes, Pedregal No. 24, Floor 24, Colonia Molino del Rey, Zip Code 11040, Miguel Hidalgo, in order to hold the annual ordinary general shareholders' meeting (the "Annual Ordinary General Meeting") and an extraordinary general shareholders' meeting (the "Extraordinary General Meeting"), to which they were duly and previously called by means of the notice published on March 13th, 2023, through the Electronic System of Publications of Commercial Companies (*Sistema Electrónico de Publicaciones de Sociedades Mercantiles*) of the Ministry of Economy (*Secretaría de Economía*).

The teller (*escrutador*), after reviewing the deposit certificates (*constancias de depósito*) and other documents exhibited by the attendees to evidence their legal capacity, certified that (i) with respect to the Annual Ordinary General Meeting, 52,968,302 shares of the 92,883,544 outstanding shares (*i.e.*, 57.03%) of the capital stock of the Company were represented, a percentage sufficient to hold the Annual Ordinary General Meeting, in accordance with Article Twenty-Third of the Company's bylaws in force, and (ii) with respect to the Extraordinary General Meeting, 90,935,730 shares of the 92,883,544 outstanding shares (*i.e.*, 97.90%) of the Company's capital stock were represented, which is sufficient percentage to hold the Extraordinary General Meeting, in accordance with Article Twenty-Third of the Company's bylaws in force. Therefore, the Annual Ordinary General Meeting and subsequently, the Extraordinary General Meeting were declared as legally convened.

With respect to each of the items of the Agenda addressed and discussed in the Annual Ordinary General Meeting and in the Extraordinary General Meeting, below are (i) the resolutions adopted in this respect by the shareholders represented at both the Annual Ordinary General Meeting and the Extraordinary General Meeting, as well as (ii) the vote tally of the shares represented at such Annual Ordinary General Meeting and in the Extraordinary General Meeting.



ANNUAL ORDINARY GENERAL MEETING

FIRST ITEM OF THE AGENDA

Presentation, discussion and, if applicable, approval of the Company's Chief Executive Officer report prepared in accordance with Article 172 of the LGSM and Articles 28, section IV and 44, section XI of the Securities Market Law (Ley del Mercado de Valores; "LMV"), which includes the presentation of the individual and consolidated financial statements of the Company, together with the external auditor's report, in connection with the results and operations of the Company for the fiscal year ended on December 31, 2022, as well as the Board of Director's opinion regarding the content of such report issued by the Chief Executive Officer of the Company.

Below is an excerpt of the resolution adopted at the Annual Ordinary General Meeting in connection with the **first item** of the Agenda:

"For all legal purposes, the report issued by the Chief Executive Officer of the Company with respect to the results and operations of the Company for the period between January 1 to December 31, 2022, rendered in accordance with Article 172 of the General Law of Commercial Companies (Ley General de Sociedades Mercantiles), Articles 28, section IV and 44, section XI of the Securities Market Law (Ley del Mercado de Valores), in order to comply with the provisions of Article 28, section IV, subsection b) of the aforementioned Securities Market Law (Ley del Mercado de Valores) and Article Forty Second of the Company's By-Laws is hereby deemed as submitted and approved, in the terms in which such report was made available to the shareholders of the Company.

Likewise, for all legal purposes, the opinion rendered by the Board of Directors of the Company regarding the content of the report submitted by the Company's Chief Executive Officer and approved by the shareholders of the Company, as provided above, in compliance with Article 28, section IV, subsection c) of the Securities Market Law (Ley del Mercado de Valores) is hereby deemed as submitted and approved, in the terms in which such opinion was made available to the shareholders of the Company.

Lastly, for all legal purposes, the report issued by Mancera, S.C., Member of Ernst Young Global Limited as external auditor of the Company with respect to the consolidated financial statements of the Company and subsidiaries which comprise the statement of financial consolidated position as of December 31, 2022, and the related income statement, and other consolidated comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the period ended on such date, as well as the explanatory notes to the financial statements, including a summary of the significant accounting policies, stating that the consolidated financial statements present fairly, in all material aspects, the consolidated financial position of the Company and subsidiaries as of December 31, 2022, as well as its



financial performance and cash flows for the period ended as of such date, in accordance with the International Financial Reporting Standards, in each case, in the terms in which such report was made available to the shareholders of the Company.”

With respect to the **first item** of the Agenda, the shareholders’ representatives announced the proxy vote with respect to the 52,968,302 shares present and represented at the Annual Ordinary General Meeting, and the vote tally resulted as follows: (i) affirmative vote of 32,910,550 shares, (ii) dissenting vote of 8,422,827 shares, and (iii) abstention of 11,634,925 shares.

SECOND ITEM OF THE AGENDA

Presentation, discussion and, if applicable, approval of the Company’s Board of Directors report pursuant to Article 172, section b) of the LGSM, on the main accounting and reporting policies and criteria used by the Company in the preparation of its financial information.

Below is an excerpt of the resolution adopted at the Annual Ordinary General Meeting in connection with the **second item** of the Agenda:

“For all legal purposes, the report prepared by the Board of Directors of the Company pursuant to Article 172, section b), of the General Law of Commercial Companies (Ley General de Sociedades Mercantiles) regarding the main accounting and reporting policies and criteria followed by the Company in the preparation of the financial information, is hereby deemed as submitted and approved in the terms in which such report was made available to the shareholders of the Company”.

With respect to the **second item** of the Agenda, the shareholders’ representatives announced the proxy vote with respect to the 52,968,302 shares present and represented at the Annual Ordinary General Meeting, and the vote tally resulted as follows: (i) affirmative vote of 34,646,632 shares, (ii) dissenting vote of 8,421,796 shares and (iii) abstention of 9,899,874 shares.

THIRD ITEM OF THE AGENDA

Presentation, discussion and, if applicable, approval of the Company’s Board of Directors report on the operations and activities in which such Board of Directors intervened pursuant to Article 28, section IV, subsection e) of the LMV.

Below is an excerpt of the resolution adopted at the Annual Ordinary General Meeting in connection with the **third item** of the Agenda:



“For all legal purposes, the report issued by the Board of Directors of the Company pursuant to Article 28, section IV, subsection e) of the Securities Market Law (Ley del Mercado de Valores) regarding to the operations and activities in which such Board of Directors intervened during the fiscal year ended on December 31, 2022, as provided in the Securities Market Law (Ley del Mercado de Valores), is hereby deemed as submitted and approved, and each and every one of the actions carried out by the Board of Directors of the Company in exercise of its authorities, as provided in such report, are hereby ratified, in the terms in which such report was made available to the shareholders of the Company”.

With respect to the **third item** of the Agenda, the shareholders’ representatives announced the proxy vote with respect to the 52,968,302 shares present and represented at the Annual Ordinary General Meeting, and the vote tally resulted as follows: (i) affirmative vote of 34,645,061 shares, (ii) dissenting vote of 8,423,829 shares, and (iii) abstention of 9,899,412 shares.

FOURTH ITEM OF THE AGENDA

Presentation, discussion and, if applicable, approval of the annual reports of the chairmen of the Audit Committee and Corporate Practices Committee regarding the activities carried out by such committees pursuant to Article 43, subsections I and II of the LMV.

Below is an excerpt of the resolution adopted at the Annual Ordinary General Meeting in connection with the **fourth item** of the Agenda:

“For all legal purposes, the report of the Audit Committee of the Company, rendered in terms of Article 43, subsections II of the Securities Market Law (Ley del Mercado de Valores) and Article Thirty Eighth of the Company’s By-Laws, with respect to the activities carried out by such Audit Committee during the period between January 1 to December 31, 2022, is hereby deemed as submitted and approved, and each and every action carried out by the Audit Committee of the Company in exercise of its authorities, as provided in such report, are hereby ratified, in the terms in which such report was made available to the shareholders of the Company.

Likewise, for all legal purposes, the report of the Corporate Practices Committee of the Company, rendered in terms of Article 43, subsection I of the Securities Market Law (Ley del Mercado de Valores) and Article Thirty Eighth of the Company’s By-Laws, with respect to the activities carried out by such Corporate Practices Committee during the period between January 1 to December 31, 2022, is hereby deemed as submitted and approved, and each and every action carried out by the Corporate Practices Committee of the Company in exercise of its authorities, as provided in such report, are hereby ratified, in the terms in which such report was made available to the shareholders of the Company”.



With respect to the **fourth item** of the Agenda, the shareholders' representatives announced the proxy vote with respect to the 52,968,302 shares present and represented at the Annual Ordinary General Meeting, and the vote tally resulted as follows: (i) affirmative vote of 34,643,864 shares, (ii) dissenting vote of 8,423,984 shares, and (iii) abstention of 9,900,454 shares.

FIFTH ITEM OF THE AGENDA

Discussion and confirmation of independence of Mr. Gérard Martellozo as an independent member of the Board of Directors of the Company.

Below is an excerpt of the resolution adopted at the Annual Ordinary General Meeting in connection with the **fifth item** of the Agenda:

"In this act, it is qualified the independence of Gérard Martellozo with respect to the Company to be considered as an independent member of the Board of Directors of the Company, in terms of Article 26 of the LMV and Article Eighteenth of the Company's bylaws in force."

With respect to the **fifth item** of the Agenda, the shareholders' representative announced the proxy vote with respect to the 52,968,302 shares present and represented at the Annual Ordinary General Meeting, and the vote tally resulted as follows: (i) affirmative vote of 44,390,706 shares, (ii) dissenting vote of 8,476,642 shares, and (iii) abstention of 100,954 shares.

SIXTH ITEM OF THE AGENDA

Proposal, discussion and, if applicable, approval, of the compensation scheme for the members of the Board of Directors of the Company.

Below is an excerpt of the resolution adopted at the Annual Ordinary General Meeting in connection with the **sixth item** of the Agenda:

"In this act, it is considered as rendered and approved, for all legal purposes, the emoluments corresponding to all the members of the Board of Directors of the Company -excluding its Chairman and Chief Executive Officer of the Company- for the 2023 fiscal year, consisting of: (i) a fee payment in the amount of US\$80,000.00, payable in four quarterly installments, and (ii) the right to receive 25,000 Series "A" shares, representing the variable portion of the Company's capital stock or American Depositary Shares ("ADS") representing such number of shares, within the framework of the Company's Long-Term Incentive Plan, the foregoing provided that the right of such members of the Board of Directors to receive such emoluments shall be subject to their attendance to at least four meetings of the Board of Directors of the Company during the 2023 fiscal year".



With respect to the **sixth item** of the Agenda, the shareholders' representative announced the proxy vote with respect to the 52,968,302 shares present and represented at the Annual Ordinary General Meeting, and the vote tally resulted as follows: (i) affirmative vote of 37,060,483 shares, (ii) dissenting vote of 15,795,662 shares, and (iii) abstention of 112,157 shares.

SEVENTH ITEM OF THE AGENDA

Proposal, discussion and, if applicable, approval, of the amendment of the maximum amount of funds that may be used for the purchase of the Company's own shares (or securities representing such shares) for the fiscal year 2023, to increase from US\$20,140,886 approved as of this date, to US\$50,000,000, the remainder of which, if applicable, may be used for the same purposes for the fiscal year 2024.

Below is an excerpt of the resolution adopted at the Annual Ordinary General Meeting in connection with the **seventh item** of the Agenda:

"It is hereby approved to set aside from the Company's net profits as of December 31, 2022, and for the 12-month period ended as of such date, the amount of US\$6,978,278, equivalent to 5% of such profits, to form part of the Company's reserve fund in accordance with Article 20 of the Mexican General Law of Commercial Companies. Since the Company's general ordinary shareholders' meeting held as of December 7, 2022, had already ordered to set aside for such purpose US\$1,348,721 from the net profits of such fiscal year, it is hereby ordered to set aside US\$5,629,557 as the remaining amount.

Whereas the Company's net profits as of December 31, 2022 and for the 12-month period ended as of such date total up to US\$139,565,561, and having set aside 5% of such amount to form the Company's legal reserve pursuant to the previous resolution, it is hereby approved to increase the maximum amount of resources that may be used to purchase the Company's own shares (or securities representing such shares) for the fiscal year 2023, in terms of the provisions of Article 56 Section IV of the Mexican Securities Market Law, to increase from US\$20,140,886 approved as of this date, to the total amount of US\$50,000,000 ("2023 Maximum Repurchase Amount"), as such amount may be increased or amended by any subsequent shareholders' meeting; provided, that any portion of the 2023 Maximum Repurchase Amount that is not used within the year 2023 may be used to purchase the Company's own shares (or securities representing such shares) during the fiscal year 2024; provided, however, that the maximum amount allocated to the repurchase fund during 2024 may be increased or amended by any subsequent shareholders' meeting."

With respect to the **seventh item** of the Agenda, the shareholders' representative announced the proxy vote with respect to the 52,968,302 shares present and represented



at the Annual Ordinary General Meeting, and the vote tally resulted as follows: (i) affirmative vote of 44,571,147 shares, (ii) dissenting vote of 8,296,684 shares, and (iii) abstention of 100,471 shares.

EIGHTH ITEM OF THE AGENDA

Appointment of delegates to comply with and, as appropriate, formalize the resolutions adopted at the Annual Ordinary General Shareholders' Meeting; associated resolutions.

Below is an excerpt of the resolution adopted at the Annual Ordinary General Meeting in connection with the **eighth item** of the Agenda:

"It is hereby designated that Francisco José Grajales Pérez Rivero, Carlos Zamarrón Ontiveros, Gizeh Vicente Polo Ballinas, Crisanto Jesús Sánchez Carrillo, Diego Ernesto Aznar Gándara, Valentina Pliego Enciso, Anamaría Melina Clares Pastrana, and Jorge Alejandro Reyes Juárez jointly or separately, by themselves or through the person they designate, if necessary, may appear before the notary public of their choice to request and grant the total or partial notarization of the present deed, as well as to issue the simple or certified copies, either in its entirety or in the pertinent part, of these minutes that may be requested of them, draft and sign the notices, publications, requests and writings that must be given in accordance with the applicable legal provisions and carry out the necessary formalities related to the matters approved at this Annual Ordinary General Meeting."

With respect to the **eighth item** of the Agenda, the shareholders' representative announced the proxy vote with respect to the 52,968,302 shares present and represented at the Annual Ordinary General Meeting, and the vote tally resulted as follows: (i) affirmative vote of 44,580,622 shares, (ii) dissenting vote of 8,283,581 shares, and (iii) abstention of 104,099 shares.

EXTRAORDINARY GENERAL MEETING

FIRST ITEM OF THE AGENDA

Proposal, discussion and, if applicable, approval, of certain amendments to the Company's bylaws for the purpose of eliminating references and provisions relating to the strategic partner.

Below is an excerpt of the resolution adopted at the Extraordinary General Meeting in connection with the **first item** of the Agenda:



*“In this act, it is approved, for all legal purposes, the amendments to Articles Nine and Ten of the Company’s bylaws; the foregoing, to the effect that the necessary adjustments are deemed to have been made in order to eliminate the references to the Strategic Partners of the Company. By virtue of the foregoing, the integral amendment of the Company’s bylaws is hereby approved, and therefore, drafted in accordance with the document attached hereto as **Exhibit 3**.*

As a consequence of what has been resolved herein, the validity of all the powers of attorney in force of the Company as of this date is ratified. Finally, the Secretary of the Company, as well as the other directors, managers, officers and representatives, within the scope of their respective competencies and powers, are hereby instructed to carry out all acts necessary pursuant to this resolution or convenient in connection with the perfecting of the bylaws of the Company, as fully amended herein, including without limitation, the following (if necessary): (i) the issuance of new share certificates representing the capital stock of the Company, which comply with the requirements established in Article 125 of the General Law of Commercial Companies (Ley General de Sociedades Mercantiles) and the applicable provisions contained in the Company’s bylaws, as they have been fully amended herein, (ii) the cancellation of the currently outstanding share certificates and its exchange for new share certificates, (iii) the preparation and recording of all applicable entries in the Company’s corporate books and records, and (iv) the preparation and delivery of all necessary notices to the appropriate governmental and regulatory authorities and public registries, as the case may be.”

With respect to the **first item** of the Agenda, the shareholders’ representatives announced the proxy vote with respect to the 90,935,730 shares present and represented at the Extraordinary General Meeting, and the vote tally resulted as follows: (i) affirmative vote of 82,362,405 shares, (ii) dissenting vote of 8,438,025 shares, and (iii) abstention of 135,300 shares.

SECOND ITEM OF THE AGENDA

Appointment of delegates to comply with and, as appropriate, formalize the resolutions adopted at the Extraordinary General Shareholders’ Meeting; associated resolutions.

Below is an excerpt of the resolution adopted at the Extraordinary General Meeting in connection with the **second item** of the Agenda:

“It is hereby designated that Francisco José Grajales Pérez Rivero, Carlos Zamarrón Ontiveros, Gizeh Vicente Polo Ballinas, Crisanto Jesús Sánchez Carrillo, Diego Ernesto Aznar Gándara, Valentina Pliego Enciso, Anamaría Melina Clares Pastrana, and Jorge Alejandro Reyes Juárez jointly or separately, by themselves or through the person they designate, if necessary, may appear before the notary public of their choice to request and grant the total or partial



notarization of the present deed, as well as to issue the simple or certified copies, either in its entirety or in the pertinent part, of these minutes that may be requested of them, draft and sign the notices, publications, requests and writings that must be given in accordance with the applicable legal provisions and carry out the necessary formalities related to the matters approved at this Extraordinary General Meeting.”

With respect to the **second item** of the Agenda, the shareholders’ representatives announced the proxy vote with respect to the 90,935,730 shares present and represented at the Extraordinary General Meeting, and the vote tally resulted as follows: (i) affirmative vote of 82,514,344 shares, (ii) dissenting vote of 8,287,928 shares, and (iii) abstention of 133,458 shares.

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