

COMISIÓN FEDERAL DE ELECTRICIDAD

4.05% Notes due 2050

Pricing Term Sheet

March 4, 2020

Issuer: Comisión Federal de Electricidad

Subsidiary Guarantors: CFE Distribución, CFE Suministrador de Servicios Básicos, CFE Transmisión, CFE Generación I, CFE Generación II, CFE Generación III, CFE Generación IV, CFE Generación V and CFE Generación VI

Issue Amount: U.S.\$ 900,000,000

Issue Type: Regulation S

Ranking: Senior Unsecured

Maturity Date: March 20, 2050

Weighted Average Life: 15.5 years

Principal Amortization: The principal of the Notes will be repaid in annual installments on March 20 of each year, commencing on March 20, 2021, according to the schedule set forth below:

<u>Year</u>	<u>Amortization Date</u>	<u>Amortization Amount</u>	<u>Outstanding Aggregate Principal Amount</u>
1	March 20, 2021	U.S.\$ 30,000,000.00	U.S.\$ 870,000,000.00
2	March 20, 2022	U.S.\$ 30,000,000.00	U.S.\$ 840,000,000.00
3	March 20, 2023	U.S.\$ 30,000,000.00	U.S.\$ 810,000,000.00
4	March 20, 2024	U.S.\$ 30,000,000.00	U.S.\$ 780,000,000.00
5	March 20, 2025	U.S.\$ 30,000,000.00	U.S.\$ 750,000,000.00
6	March 20, 2026	U.S.\$ 30,000,000.00	U.S.\$ 720,000,000.00
7	March 20, 2027	U.S.\$ 30,000,000.00	U.S.\$ 690,000,000.00
8	March 20, 2028	U.S.\$ 30,000,000.00	U.S.\$ 660,000,000.00
9	March 20, 2029	U.S.\$ 30,000,000.00	U.S.\$ 630,000,000.00
10	March 20, 2030	U.S.\$ 30,000,000.00	U.S.\$ 600,000,000.00
11	March 20, 2031	U.S.\$ 30,000,000.00	U.S.\$ 570,000,000.00
12	March 20, 2032	U.S.\$ 30,000,000.00	U.S.\$ 540,000,000.00
13	March 20, 2033	U.S.\$ 30,000,000.00	U.S.\$ 510,000,000.00
14	March 20, 2034	U.S.\$ 30,000,000.00	U.S.\$ 480,000,000.00
15	March 20, 2035	U.S.\$ 30,000,000.00	U.S.\$ 450,000,000.00
16	March 20, 2036	U.S.\$ 30,000,000.00	U.S.\$ 420,000,000.00
17	March 20, 2037	U.S.\$ 30,000,000.00	U.S.\$ 390,000,000.00
18	March 20, 2038	U.S.\$ 30,000,000.00	U.S.\$ 360,000,000.00
19	March 20, 2039	U.S.\$ 30,000,000.00	U.S.\$ 330,000,000.00
20	March 20, 2040	U.S.\$ 30,000,000.00	U.S.\$ 300,000,000.00
21	March 20, 2041	U.S.\$ 30,000,000.00	U.S.\$ 270,000,000.00
22	March 20, 2042	U.S.\$ 30,000,000.00	U.S.\$ 240,000,000.00
23	March 20, 2043	U.S.\$ 30,000,000.00	U.S.\$ 210,000,000.00
24	March 20, 2044	U.S.\$ 30,000,000.00	U.S.\$ 180,000,000.00
25	March 20, 2045	U.S.\$ 30,000,000.00	U.S.\$ 150,000,000.00

	<u>Year</u>	<u>Amortization Date</u>	<u>Amortization Amount</u>	<u>Outstanding Aggregate Principal Amount</u>
	26	March 20, 2046	U.S.\$ 30,000,000.00	U.S.\$ 120,000,000.00
	27	March 20, 2047	U.S.\$ 30,000,000.00	U.S.\$ 90,000,000.00
	28	March 20, 2048	U.S.\$ 30,000,000.00	U.S.\$ 60,000,000.00
	29	March 20, 2049	U.S.\$ 30,000,000.00	U.S.\$ 30,000,000.00
	30	March 20, 2050	U.S.\$ 30,000,000.00	
Coupon:	4.05%			
Interest Payment Dates:	March 20 and September 20 of each year, commencing on September 20, 2020			
Yield to Maturity:	4.05%			
Price to Investors:	100.00%			
Optional Tax Redemption:	In whole but not in part, at 100.00% of principal amount of the Notes plus accrued and unpaid interest upon certain changes in Mexican withholding taxes			
Purchase at the Option of Holders:	The Issuer will be required to offer to purchase the Notes at a price equal to 100.00% of their principal amount plus accrued and unpaid interest upon the occurrence of certain fundamental changes in its ownership or business			
Pricing Date:	March 4, 2020			
Settlement Date***:	March 20, 2020 (T+12)			
Denominations / Multiples:	U.S.\$200,000 / U.S.\$1,000			
Governing Law:	State of New York			
Clearing:	Euroclear / Clearstream			
ISIN / Common Code:	XS2133064480 / 213306448			
Issuer Ratings*:	Baa1 (negative) (Moody's) / BBB+ (negative) (S&P) / BBB (stable) (Fitch)			
Issue Ratings*:	Baa1 (Moody's) / BBB+ (S&P) / BBB (Fitch)			
Expected Listings**:	Application will be made to the Taipei Exchange (the "TPEX") and to the Luxembourg Stock Exchange. No assurance can be given that such application will be approved, or, if approved, that the TPEX or the Luxembourg listing, as applicable, will be maintained.			
Lead Manager:	HSBC Bank (Taiwan) Limited			
Managers:	HSBC Bank (Taiwan) Limited BNP Paribas SA, Taipei Branch Deutsche Bank AG, Taipei Branch			

ROC Selling Restrictions: The Notes have not been, and shall not be, offered, sold or re-sold, directly or indirectly, to investors other than “professional institutional investors” as defined under Paragraph 2, Article 4 of the Financial Consumer Protection Act of the Republic of China. Purchasers of the Notes are not permitted to sell or otherwise dispose of the Notes except by transfer to such professional institutional investors.

* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

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*** Under Rule 15c6-1 of the U.S. Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in two business days, unless the parties to a trade expressly agree otherwise. Accordingly, purchasers who wish to trade Notes prior to the settlement date will be required, by virtue of the fact that the Notes will initially settle in T+12, to specify alternative settlement arrangements to prevent a failed settlement. “Business days” in this pricing term sheet refer to days other than Saturdays, Sundays or legal holidays or a day on which banking institutions in Taipei, Taiwan, are authorized or required by law, regulation or executive order to close.

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The Notes have not been registered under the U.S. Securities Act of 1933, as amended, and may only be sold outside the United States in compliance with Regulation S or pursuant to another applicable exemption from registration.

MiFID II professionals/ECPs-only / No PRIIPs KID – Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail in EEA or the United Kingdom.

The information in this pricing term sheet supplements the Issuer’s preliminary offering memorandum dated March 2, 2020 (the “Preliminary Offering Memorandum”) and supersedes the information in the Preliminary Offering Memorandum to the extent inconsistent with the information in the Preliminary Offering Memorandum. This pricing term sheet is qualified in its entirety by reference to the Preliminary Offering Memorandum. Terms used herein but not defined herein shall have the respective meanings given to them in the Preliminary Offering Memorandum.

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