Petróleos Mexicanos

U.S. $27,280,000 4.875% Notes due 2015 (ISIN US71654QAV41)
U.S. $999,590,000 3.500% Notes due 2018 (ISIN US71654QBJ04)
U.S. $498,570,000 Floating Rate Notes due 2018 (ISIN US71654QBK76)
U.S. $4,562,000 6.000% Notes due 2020 (ISIN US71654QAW24)
U.S. $6,073,000 4.875% Notes due 2022 (ISIN US71654QBB77)
U.S. $2,099,730,000 3.500% Notes due 2023 (ISIN US71654QBG64)
U.S. $999,900,000 4.875% Notes due 2024 (ISIN US71654QBH48)
U.S. $1,205,000 6.625% Guaranteed Bonds due 2035 (ISIN US706451BG56)
U.S. $501,150,000 6.500% Bonds due 2041 (ISIN US71654QAZ54)
U.S. $996,645,000 5.50% Bonds due 2044 (ISIN US71654QBE17)

unconditionally guaranteed by

Pemex-Exploration and Production
Pemex-Refining
Pemex-Gas and Basic Petrochemicals

The payment of principal of and interest on the U.S. $27,280,000 4.875% Notes due 2015 (the "2015 new securities"), U.S. $999,590,000 3.500% Notes due 2018 (the "2018 fixed rate new securities"), the U.S. $498,570,000 Floating Rate Notes due 2018 (the "2018 floating rate new securities"), the U.S. $4,562,000 6.000% Notes due 2020 (the "2020 new securities"), the U.S. $6,073,000 4.875% Notes due 2022 (the "2022 new securities"), the U.S. $2,089,805,000 3.500% Notes due 2023 (the "2023 new securities"), the U.S. $999,900,000 4.875% Notes due 2024 (the "2024 new securities"), the U.S. $1,205,000 6.625% Guaranteed Bonds due 2035 (the "2035 new securities"), the U.S. $501,150,000 6.500% Bonds due 2041 (the "2041 new securities") and the U.S. $996,645,000 5.50% Bonds due 2044 (the "2044 new securities," and, together with the 2015 new securities, the 2018 fixed rate new securities, the 2018 floating rate new securities, the 2020 new securities, the 2022 new securities, the 2023 new securities, the 2024 new securities and the 2041 new securities, the "securities") will be unconditionally and irrevocably guaranteed jointly and severally by Pemex-Exploración y Producción, Pemex-Refinación and Pemex-Gas y Petroquímica Básica (each a "guarantor" and, collectively, the "guarantors"), each of which is a decentralized public entity of the Federal Government (the "Mexican Government") of the United Mexican States ("Mexico"). The securities are not obligations of, or guaranteed by, the Mexican Government. The securities are subject to redemption prior to maturity, as described under "Description of the Securities—Tax Redemption" and "—Redemption of the Securities at the Option of the Issuer."

U.S. $1,150,000 principal amount of the 2041 new securities (the "2013 3(a)(9) 2041 new securities") and U.S. $1,645,000 principal amount of the 2044 new securities (the "2013 3(a)(9) 2044 new securities") were issued by the Petróleos Mexicanos (the "issuer" and, together with the guarantors and their consolidated subsidiaries, "PEMEX"), a decentralized public entity of the Mexican Government, on August 26, 2013 pursuant to exchange offers commenced by the issuer on July 25, 2013 that expired on August 22, 2013. U.S. $991,630,000 principal amount of the 2018 fixed rate new securities (the "SEC-Registered 2018 fixed rate new securities"), the 2018 floating rate new securities, U.S. $2,089,805,000 principal amount of the 2023 new securities (the "SEC-Registered 2023 new securities"), U.S. $999,860,000 principal amount of the 2024 new securities (the "SEC-Registered 2024 new securities"), U.S. $494,979,000 of the 2041 new securities (the "SEC-Registered 2041 new securities") and U.S. $996,295,000 principal amount of the 2044 new securities (the "SEC-Registered 2044 new securities") were issued by the issuer on August 30, 2013 pursuant to exchange offers commenced by the issuer on July 25, 2013 that expired on August 29, 2013. The 2015 new securities, U.S. $7,960,000 principal amount of the 2018 fixed rate new securities (the "2014 3(a)(9) 2018 fixed rate new securities"), the 2020 new securities, the 2022 new securities, U.S. $9,925,000 principal amount of the 2023 new securities (the "2014 3(a)(9) 2023 new securities"), U.S. $40,000 principal amount of the 2024 new securities (the "2014 3(a)(9) 2024 new securities"), the 2035 new securities, U.S. $6,171,000 principal amount of the 2041 new securities (the "2014 3(a)(9) 2041 new securities") and

U.S. $350,000 principal amount of the 2044 new securities (the "2014 3(a)(9) 2044 new securities") were issued by the issuer on March 13, 2014 pursuant to exchange offers commenced by the issuer on February 10, 2014 that expired on March 11, 2014.

The issuer will pay interest on the 2015 new securities on March 15 and September 15 of each year. The first interest payment on the 2015 new securities on March 15, 2014 included interest accrued from September 15, 2013. The 2015 new securities will mature on March 15, 2015.

The issuer will pay interest on the 2018 fixed rate new securities on January 18 and July 18 of each year. The first interest payment on the SEC-Registered 2018 fixed rate new securities on January 18, 2014 included interest accrued from July 18, 2013. The first interest payment on the 2014 3(a)(9) 2018 fixed rate new securities on July 18, 2014 included interest accrued from January 18, 2013. The 2018 fixed rate new securities will mature on July 18, 2018.

The issuer will pay interest on the 2018 floating rate new securities on January 18, April 18, July 18 and October 18 of each year. The 2018 floating rate new securities will accrue interest at a floating rate equal to the three-month U.S. dollar LIBOR plus 2.02%. The interest rate payable on the 2018 floating rate new securities will be reset quarterly The first interest payment on the 2018 floating rate new securities included interest accrued from July 18, 2013. The 2018 floating rate new securities will mature on July 18, 2018.

The issuer will pay interest on the 2020 new securities on March 5 and September 5 of each year. The first interest payment on the 2020 new securities on March 5, 2014 included interest accrued from September 5, 2013. The 2020 new securities will mature on March 5, 2020.

The issuer will pay interest on the 2022 new securities on January 24 and July 24 of each year. The first interest payment on the 2022 new securities on July 24, 2014 included interest accrued from January 24, 2013. The 2022 new securities will mature on January 24, 2022.

The issuer will pay interest on the 2023 new securities on January 30 and July 30 of each year. The first interest payment on the SEC-Registered 2023 new securities on January 30, 2014 included interest accrued from July 30, 2013. The first interest payment on the 2014 3(a)(9) 2023 new securities on July 30, 2014 included interest accrued from July 30, 2013. The 2023 new securities will mature on January 30, 2023.

The issuer will pay interest on the 2024 new securities on January 18 and July 18 of each year. The first interest payment on the SEC-Registered 2024 new securities on January 18, 2014 included interest accrued from July 18, 2013. The first interest payment on the 2014 3(a)(9) 2024 new securities on July 18, 2014 included interest accrued from January 18, 2013. The 2024 new securities will mature on January 18, 2024.

The issuer will pay interest on the 2035 new securities on June 15 and December 15 of each year. The first interest payment on the 2035 new securities on June 15, 2014 included interest accrued from December 15, 2013. The 2035 new securities will mature on June 15, 2035.

The issuer will pay interest on the 2041 new securities on June 2 and December 2 of each year. The first interest payment on the 2013 3(a)(9) 2041 new securities and the SEC-Registered 2041 new securities on December 2, 2013 included interest accrued from June 2, 2013. The first interest payment on the 2014 3(a)(9) 2041 new securities on June 2, 2014 included interest accrued from December 2, 2013. The 2041 new securities will mature on June 2, 2041.

The issuer will pay interest on the 2044 new securities on June 27 and December 27 of each year. The first interest payment on the 2013 3(a)(9) 2044 new securities and the SEC-Registered 2044 new securities on December 27, 2013 included interest accrued from June 27, 2013. The first interest payment on the 2014 3(a)(9) 2044 new securities on June 27, 2014 included interest accrued from December 27, 2013. The 2044 new securities will mature on June 27, 2044.

The securities will contain provisions regarding acceleration and future modifications to their terms that differ from those applicable to certain of Petróleos Mexicanos, which we refer to as the issuer, and the guarantors' other outstanding public external indebtedness issued prior to October 2004. Under these provisions, in certain circumstances, the issuer may amend the payment and certain other provisions of the securities with the consent of the holders of 75% of the aggregate principal amount of the securities.

Investing in the securities involves certain risks. See "Risk Factors" beginning on page 11.

Application has been made to list the securities on the Luxembourg Stock Exchange and for admission of the securities for trading on the Euro MTF Market. This Listing Memorandum constitutes a "prospectus" for the purposes of Part IV of the Luxembourg Act dated 10 July 2005 on prospectuses for securities, as amended, and may be used only for the purposes for which it has been published.

Neither the U.S. Securities and Exchange Commission (the SEC) nor any state securities commission in the United States of America (the United States) has approved or disapproved the securities to be distributed in the exchange offers, nor have they determined that this prospectus is truthful and complete. Any representation to the contrary is a criminal offense.

September 1, 2014

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Terms such as "we," "us" and "our" generally refer to Petróleos Mexicanos and its consolidated subsidiaries, unless the context otherwise requires.

The information contained in this Listing Memorandum is the exclusive responsibility of the issuer and the guarantors and has not been reviewed or authorized by the *Comisión Nacional Bancaria y de Valores* (National Banking and Securities Commission, or the CNBV) of the United Mexican States, which we refer to as Mexico. Petróleos Mexicanos filed notices in respect of the offerings of the securities with the CNBV at the time the old securities of each series were issued. Such notices are a requirement under the *Ley de Mercado de Valores* (the Securities Market Law) in connection with an offering of both the old securities (as defined herein) and the securities outside of Mexico by a Mexican issuer. Such notice is solely for information purposes and does not imply any certification as to the investment quality of the securities, the solvency of the issuer or the guarantors or the accuracy or completeness of the information contained in this Listing Memorandum. The securities have not been and will not be registered in the *Registro Nacional de Valores* (National Securities Registry), maintained by the CNBV, and may not be offered or sold publicly in Mexico. Furthermore, the securities may not be offered or sold in Mexico, except through a private placement made to institutional or qualified investors conducted in accordance with article 8 of the Securities Market Law.

This Listing Memorandum constitutes a "prospectus" for the purposes of Part IV of the Luxembourg Act dated 10 July 2005 on prospectuses for securities, as amended, and may be used only for the purposes for which it has been published.

You should rely only on the information provided in this Listing Memorandum. We have authorized no one to provide you with different information. You should not assume that the information in this Listing Memorandum is accurate as of any date other than the date on the front of the document.

AVAILABLE INFORMATION

We have filed registration statements with the SEC on Form F-4 covering the new securities. This Listing Memorandum does not contain all of the information included in the registration statements. Any statement made in this Listing Memorandum concerning the contents of any contract, agreement or other document is not necessarily complete. If we have filed any of those contracts, agreements or other documents as an exhibit to the registration statements, you should read the exhibit for a more complete understanding of the document or matter involved. Each statement regarding a contract, agreement or other document is qualified in its entirety by reference to the actual document.

The SEC allows Petróleos Mexicanos to "incorporate by reference" information it files with the SEC, which means that Petróleos Mexicanos can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this Listing Memorandum, and later information filed with the SEC will update and supersede this information. The following documents filed by the issuer with the SEC are incorporated by reference into this Listing Memorandum and are available for viewing at the website of the Luxembourg Stock Exchange at http://www.bourse.lu:

- Petróleos Mexicanos' annual report on Form 20-F for the year ended December 31, 2013, filed with the SEC on Form 20-F on May 15, 2014 (the "Form 20-F");

- Petróleos Mexicanos' report relating to certain recent developments and our unaudited condensed consolidated results as of and for the six month period ended June 30, 2014, which was furnished to the SEC on Form 6-K on August 29, 2014 (the "August 6-K");

- an indenture, dated as of December 30, 2004, among the Master Trust, the issuer and the trustee, as supplemented by (i) the first supplemental indenture, dated as of September 30, 2009, among the Master Trust, the issuer and the trustee, and (ii) the second supplemental indenture, dated as of June 24, 2014, among the issuer and the trustee (as supplemented, the "2004 indenture");

- an indenture, dated as of January 27, 2009, between Petróleos Mexicanos and Deutsche Bank Trust Company Americas, as trustee (the "trustee"), as supplemented by (i) the First Supplemental Indenture, dated as of June 2, 2009, among the issuer, the trustee and Deutsche Bank AG, London Branch as International Paying Agent, (ii) the Second Supplemental Indenture, dated as of October 13, 2009, among the issuer, the trustee, Credit Suisse, as Principal Swiss Paying Agent and Authenticating Agent, and BNP Paribas (Suisse) S.A., as Swiss Paying Agent, (iii) the Third Supplemental Indenture, dated as of April 10, 2012, among the issuer, the trustee and Credit Suisse AG, as Swiss Paying Agent and Authenticating Agent, and (iv) the Fourth Supplemental Indenture, dated as of June 24, 2014, among the issuer and the trustee (as supplemented, the "2009 indenture" and, together with the 2004 indenture, the "indentures");

- the forms of the securities of each series; and

- all reports on Form 6-K that are designated in such reports as being incorporated into this Listing Memorandum, filed with the SEC pursuant to Section 13(a), 13(c) or 15(d) of the U.S. Securities Exchange Act of 1934, as amended, and made available for viewing at the website of the Luxembourg Stock Exchange at http://www.bourse.lu after the date of this Listing Memorandum.

The information incorporated by reference is considered to be part of this Listing Memorandum. You may read and copy the documents incorporated by reference at the SEC's public reference room in Washington, D.C. You can request copies of these documents, upon payment of a duplicating fee, by writing to the SEC's Public Reference Section at Judiciary Plaza, 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference rooms. In addition, these documents are available to the public over the Internet at the SEC's website at http://www.sec.gov under the name "Mexican Petroleum."

You may request a copy of any document that is incorporated by reference in this Listing Memorandum, at no cost, by writing or telephoning Petróleos Mexicanos at: Gerencia Jurídica de Finanzas, Avenida Marina Nacional No. 329, Colonia Petróleos Mexicanos, México D.F. 11311, telephone (52-55) 1944-9325.

You may also obtain copies of these documents free of charge at the offices of the Luxembourg listing agent, KBL European Private Bankers S.A. and at the office of Deutsche Bank Luxembourg S.A. (in such capacity the "Paying Agent" and the "Transfer Agent") in Luxembourg.

CURRENCY OF PRESENTATION

References in this Listing Memorandum to "U.S. dollars," "U.S. $," "dollars" or "$" are to the lawful currency of the United States. References in this Listing Memorandum to "pesos" or "Ps." are to the lawful currency of Mexico. We use the term "billion" in this Listing Memorandum to mean one thousand million.

This Listing Memorandum contains translations of certain peso amounts into U.S. dollars at specified rates solely for your convenience. You should not construe these translations as representations that the peso amounts actually represent the actual U.S. dollar amounts or could be converted into U.S. dollars at the rate indicated. Unless we indicate otherwise, the U.S. dollar amounts included herein have been translated from pesos at an exchange rate of Ps. 13.0323 to U.S. $1.00, which is the exchange rate that the *Secretaría de Hacienda y Crédito Público* (the Ministry of Finance and Public Credit, or the SHCP) instructed us to use on June 30, 2014.

On August 22, 2014, the noon buying rate for cable transfers in New York reported by the Federal Reserve Bank was Ps. 13.1375 = U.S. $1.00.

PRESENTATION OF FINANCIAL INFORMATION

The audited consolidated financial statements of Petróleos Mexicanos, subsidiary entities and subsidiary companies as of December 31, 2013, and 2012 and for the years ended December 31, 2013, 2012 and 2011 are included in Item 18 of the Form 20-F incorporated by reference in this Listing Memorandum. We refer to these financial statements as the 2013 financial statements. These consolidated financial statements were prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IASB). We refer in this document to "International Financial Reporting Standards as issued by the IASB" as IFRS. These financial statements were audited in accordance with the International Standards on Auditing, as required by the CNBV, and in accordance with the standards of the Public Company Accounting Oversight Board (PCAOB) (United States) for purposes of filing with the SEC.

We have incorporated by reference in this Listing Memorandum the condensed consolidated interim financial statements of Petróleos Mexicanos, subsidiary entities and subsidiary companies as of June 30, 2014 and for the six month periods ended June 30, 2014 and 2013 (which we refer to as the June 2014 interim financial statements), which were not audited and were prepared in accordance with International Accounting Standard (IAS) 34 "Interim Financial Reporting" of IFRS.

SUMMARY

The following summary highlights selected information from this Listing Memorandum and may not contain all of the information that is important to you. We encourage you to read this Listing Memorandum in its entirety.

The Issuer

Petróleos Mexicanos is a decentralized public entity of the Mexican Government. The Federal Congress of Mexico (the "Mexican Congress") established Petróleos Mexicanos on June 7, 1938 in conjunction with the nationalization of the foreign oil companies then operating in Mexico. Its operations are carried out through four principal subsidiary entities, which are *Pemex-Exploración y Producción* (Pemex-Exploration and Production), *Pemex-Refinación* (Pemex-Refining), *Pemex-Gas y Petroquímica Básica* (Pemex-Gas and Basic Petrochemicals) and *Pemex-Petroquímica* (Pemex-Petrochemicals). Petróleos Mexicanos and each of the subsidiary entities are decentralized public entities of Mexico and legal entities empowered to own property and carry on business in their own names. In addition, a number of subsidiary companies are incorporated into the consolidated financial statements. We refer to Petróleos Mexicanos, the subsidiary entities and these subsidiary companies as "PEMEX," and together they comprise Mexico's state oil and gas company.

Description of the Securities

Issuer

Petróleos Mexicanos.

Guarantors

Pemex-Exploration and Production, Pemex-Refining and Pemex-Gas and Basic Petrochemicals will jointly and severally unconditionally guarantee the payment of principal and interest on the securities.

Securities Listed

- U.S. $27,280,000 aggregate principal amount of 4.875% Notes due 2015.
- U.S. $999,590,000 aggregate principal amount of 3.500% Notes due 2018.
- U.S. $498,570,000 aggregate principal amount of Floating Rate Notes due 2018.
- U.S. $ 4,562,000 aggregate principal amount of 6.00% Notes due 2020.
- U.S. $6,073,000 aggregate principal amount of 4.875% Notes due 2022.
- U.S. $2,099,730,000 aggregate principal amount of 3.500% Notes due 2023.
- U.S. $999,900,000 aggregate principal amount of 4.875% Notes due 2024.
- U.S. $1,205,000 aggregate principal amount of 6.625% Bonds due 2035
- U.S. $501,150,000 aggregate principal amount of 6.500% Bonds due 2041.
- U.S. $996,645,000 aggregate principal amount of 5.50% Bonds due 2044.

The issuer issued U.S. $1,150,000 principal amount of the 2041 new securities and U.S. $1,645,000 principal amount of the 2044

new securities on August 26, 2013, upon the consummation of its offers to exchange (the "2013 3(a)(9) Exchange Offers") up to U.S. $1,150,000 of its 6.500% Bonds due 2041 (ISIN No. US71656MAK53 (Regulation S)) and up to U.S. $1,645,000 of its 5.50% Bonds due 2044 (ISIN No. US71656MAM10 (Regulation S)). The issuer issued an additional U.S. $493,829,000 principal amount of 2041 new securities, an additional U.S. $994,650,000 principal amount of 2044 new securities, U.S. $991,630,000 principal amount of the 2018 fixed rate new securities, U.S. $2,089,805,000 principal amount of the 2023 new securities, U.S. $999,860,000 principal amount of the 2024 new securities and all of the 2018 floating rate new securities, on August 30, 2013, upon the consummation of its offers to exchange (the "SEC-registered Exchange Offers") up to U.S. $1,000,000,000 of its 3.500% Notes due 2018 (ISIN Nos. US71656LAS07 (Rule 144A) and US71656MAS89 (Regulation S)), up to U.S. $500,000,000 of its Floating Rate Notes due 2018 (ISIN Nos. US71656LAT89 (Rule 144A) and US71656MAT62 (Regulation S)), up to U.S. $2,100,000,000 of its 3.500% Notes due 2023 (ISIN Nos. US71656LAP67 (Rule 144A) and US71656MAP41 (Regulation S)), up to U.S. $1,000,000,000 of its 4.875% Notes due 2024 (ISIN Nos. US71656LAQ41 (Rule 144A) and US71656MAQ24 (Regulation S)), up to U.S. $500,000,000 of its 6.500% Bonds due 2041 (ISIN Nos. US71656LAV36 (Rule 144A) and US71656MAU36 (Regulation S)) and up to U.S. $1,000,000,000 of its 5.50% Bonds due 2044 (ISIN Nos. US71656LAN10 (Rule 144A) and US71656MAN92 (Regulation S)). The issuer issued an additional U.S. $7,960,000 principal amount of 2018 fixed rate new securities, an additional U.S. $9,925,000 principal amount of 2023 new securities, an additional U.S. $40,000 principal amount of 2024 new securities, an additional U.S. $6,171,000 principal amount of 2041 new securities, an additional U.S. $350,000 principal amount of 2044 new securities and all of the 2015 new securities, the 2020 new securities, the 2022 new securities and the 2035 new securities upon the consummation of its offers to exchange (the "2014 3(a)(9) Exchange Offers and, together with the 2013 3(a)(9) Exchange Offers, and the SEC-registered Exchange Offers, the "Exchange Offers") up to U.S. $37,562,000 of its 4.875% Notes due 2015 (ISIN Nos. US71656LAB71 (Rule 144A) and US71656MAB54 (Regulation S)), up to U.S. $8,370,000 of its 3.500% Notes due 2018 (ISIN Nos. US71656LAS07 (Rule 144A) and US71656MAS89 (Regulation S)), up to U.S. $9,198,000 of its 6.00% Notes due 2020 (ISIN Nos. US71656LAC54 (Rule 144A) and US71656MAC38 (Regulation S)), up to U.S. $9,018,000 of its 4.875% Notes due 2022 (ISIN Nos. US71656LAL53 (Rule 144A) and US71656MAL37 (Regulation S)), up to U.S. $10,195,000 of its 3.500% Notes due 2023 (ISIN No. US71656MAP41 (Regulation S)), up to U.S. $140,000 of its 4.875% Notes due 2024 (ISIN No. US71656MAQ24 (Regulation S)), up to U.S. $1,205,000 of its 6.625% Guaranteed Bonds due 2035 (ISIN Nos. US70645JBE10 (Rule 144A) and US70645KAQ22 (Regulation S)), up to U.S. $6,171,000 of its 6.500% Bonds due 2041 (ISIN No. US71656LAV36 (Rule 144A)) and up to U.S. $5,350,000 of its 5.50% Bonds due 2044 (ISIN Nos. US71656LAN10 (Rule 144A) and US71656MAN92 (Regulation S)). We refer to the outstanding 4.875% Notes due 2015, 3.500% Notes due 2018, Floating Rate Notes due 2018, 6.00% Notes due 2020, 4.875% Notes due 2022, 3.500% Notes due 2023, 4.875% Notes due 2024, 6.500% Bonds due 2041 and 5.50% Bonds due 2044 that we offered to exchange in the Exchange Offers as the "2015 old securities", the "2018 fixed rate old securities," the "2018 floating rate old securities," the "2020 old securities", the "2022 old securities", the "2023 old securities," the "2024 old securities," the "2035 old securities", the "2041 old securities" and the "2044 old securities," respectively, and together as the "old securities." The form and terms of each series of securities are the same as the form and terms of the corresponding series of old securities already listed on the Euro MTF Market, except that:

- the securities described in this Listing Memorandum will not bear legends restricting their transfer;

- holders of the securities described in this Listing Memorandum will not be entitled to some of the benefits of the exchange and registration rights agreements that we entered into when we issued the old securities; and

- we did not issue the securities under our medium-term note program.

The securities described in this Listing Memorandum evidence the same debt as the old securities.

Maturity Dates

The securities will be redeemed at par on their respective maturity dates.

- 2015 new securities mature on March 15, 2015.

- 2018 fixed rate new securities mature on July 18, 2018.

- 2018 floating rate new securities mature on July 18, 2018.

- 2020 new securities mature on March 5, 2020.

- 2022 new securities mature on January 24, 2022.

- 2023 new securities mature on January 30, 2023.

- 2024 new securities mature on January 18, 2024.

- 2035 new securities mature on June 15, 2035.

- 2041 new securities mature on June 2, 2041.

- 2044 new securities mature on June 27, 2044.

Interest Payment Dates

- For the 2015 new securities, March 15 and September 15 of each year.

- For the 2018 fixed rate new securities, January 18 and July 18 of each year.

- For the 2018 floating rate new securities, January 18, April 18, July 18 and October 18 of each year.

- For the 2020 new securities, March 5 and September 5 of each year.

- For the 2022 new securities, January 24 and July 24 of each year.

- For the 2023 new securities, January 30 and July 30 of each year.

- For the 2024 new securities, January 18 and July 18 of each year.

- For the 2035 new securities, June 15 and December 15 of each year.

- For the 2041 new securities, June 2 and December 2 of each year.

- For the 2044 new securities, June 27 and December 27 of each year.

Consolidation with Other Securities

The U.S. $27,280,000 principal amount of 2015 new securities that we issued on March 13, 2014 upon the consummation of our 2014 3(a)(9) Exchange Offers have been consolidated to form a single series with, and are fully fungible with, the U.S. $1,462,438,000 principal

amount of our outstanding 4.875% Notes due 2015 that we issued in October 2010 pursuant to the exchange offers that we commenced in August 2010.

The U.S. $4,562,000 principal amount of 2020 new securities that we issued on March 13, 2014 upon the consummation of our 2014 3(a)(9) Exchange Offers have been consolidated to form a single series with, and are fully fungible with, the U.S. $990,802,000 principal amount of our outstanding 6.000% Notes due 2020 that we issued pursuant to the exchange offers that we completed in October 2010.

The U.S. $6,073,000 principal amount of 2022 new securities that we issued on March 13, 2014 upon the consummation of our 2014 3(a)(9) Exchange Offers have been consolidated to form a single series with, and are fully fungible with, the U.S. $2,090,982,000 principal amount of our outstanding 4.875% Notes due 2022 that we issued pursuant to the exchange offers that we completed in September 2012.

The U.S. $1,205,000 principal amount of 2035 new securities that we issued on March 13, 2014 upon the consummation of our 2014 3(a)(9) Exchange Offers have been consolidated to form a single series with, and are fully fungible with, the U.S. $1,748,795,000 principal amount of our outstanding 6.625% Guaranteed Bonds due 2035 that the Pemex Project Funding Master Trust issued pursuant to the exchange offers that were completed in February 2006, December 2006 and January 2009 and the U.S. $998,500,000 principal amount of our outstanding 6.625% Guaranteed Bonds due 2035 that we issued pursuant to the exchange offers that we completed in October 2010.

The U.S. $1,150,000 principal amount of 2041 new securities that we issued on August 26, 2013 upon the consummation of our 2013 3(a)(9) Exchange Offers, the U.S. $493,829,000 principal amount of 2041 new securities that we issued on August 30, 2013 upon the consummation of our SEC-registered Exchange Offers and the U.S. $6,171,000 principal amount of 2041 new securities that we issued on March 13, 2014 upon the consummation of our 2014 3(a)(9) Exchange Offers have been consolidated to form a single series with, and are fully fungible with, the U.S. $2,498,850,000 principal amount of our 6.500% Bonds due 2041 that we issued pursuant to the exchange offers that we completed in October 2011 and September 2012.

The U.S. $1,645,000 principal amount of 2044 new securities that we issued on August 26, 2013 upon the consummation of our 2013 3(a)(9) Exchange Offers, the U.S. $994,650,000 of 2044 new securities that we issued on August 30, 2013 upon the consummation of our SEC-registered Exchange Offers and the U.S. $350,000 principal amount of 2044 new securities that we issued on March 13, 2014 upon the consummation of our 2014 3(a)(9) Exchange Offers have been consolidated to form a single series with, and are fully fungible with, the U.S. $1,748,355,000 principal amount of our 5.50% Bonds due 2044 that we issued pursuant to the exchange offers that we completed in September 2012.

Further Issues

We may, without your consent, increase the size of the issue of any series of securities or create and issue additional securities with either the same terms and conditions or the same except for the issue price, the issue date and the amount of the first payment of interest; *provided* that such additional securities do not have, for the purpose of U.S. federal income taxation, a greater amount of original issue discount than the affected securities have as of the date of the issue of the additional securities. These additional securities may be consolidated to form a single series with the corresponding securities.

Withholding Tax; Additional Amounts

We will make all principal and interest payments on the securities without any withholding or deduction for Mexican withholding taxes, unless we are required by law to do so. In some cases where we are obliged to withhold or deduct a portion of the payment, we will pay additional amounts so that you will receive the amount that you would have received

had no tax been withheld or deducted. For a description of when you would be entitled to receive additional amounts, see "Description of the Securities—Additional Amounts."

You should consult your tax advisor about the tax consequences of an investment in the securities as they apply to your individual circumstances.

Tax Redemption

If, as a result of certain changes in Mexican law, the issuer or any guarantor is obligated to pay additional amounts on interest payments on the securities at a rate in excess of 10% per year, then we may choose to redeem those securities. If we redeem any securities, we will pay 100% of their outstanding principal amount, plus accrued and unpaid interest and any additional amounts payable up to the date of our redemption.

Redemption of the Securities at the Option of the Issuer

The issuer may at its option redeem any series of the securities, other than the 2018 floating rate new securities, in whole or in part, at any time or from time to time prior to their maturity, at a redemption price equal to the principal amount thereof, plus the Make-Whole Amount (as defined under "Description of the Securities—Redemption of the Securities at the Option of the Issuer"), plus accrued interest on the principal amount of the applicable series of the securities to the date of redemption.

Ranking of the Securities and the Guaranties

The securities:

- are our direct, unsecured and unsubordinated public external indebtedness, and
- will rank equally in right of payment with each other and with all our existing and future unsecured and unsubordinated public external indebtedness.

The guaranties of the securities by each of the guarantors constitute direct, unsecured and unsubordinated public external indebtedness of each guarantor, and rank *pari passu* with each other and with all other present and future unsecured and unsubordinated public external indebtedness of each of the guarantors. As of December 31, 2013, the guarantors had certain oustanding financial leases which will, with respect to the assets securing those financial leases, rank prior to the securities and the guaranties.

Negative Pledge

None of the issuer or the guarantors or their respective subsidiaries will create security interests in our crude oil and crude oil receivables to secure any public external indebtedness. However, we may enter into up to U.S. $4 billion of receivables financings and similar transactions in any year and up to U.S. $12 billion of receivables financings and similar transactions in the aggregate.

We may pledge or grant security interests in any of our other assets or the assets of the issuer or the guarantors to secure our debts. In addition, we may pledge oil or oil receivables to secure debts payable in pesos or debts that are different than the securities, such as commercial bank loans.

Indentures

The securities were issued pursuant to the 2009 indenture.

The 2035 new securities were issued pursuant to the 2004 indenture.

Trustee

Deutsche Bank Trust Company Americas.

Events of Default

The securities and the indenture under which the securities were issued contain certain events of default. If an event of default occurs

and is continuing with respect to a series of securities, 20% of the holders of the outstanding securities of that series can require us to pay immediately the principal of and interest on all those securities. For a description of the events of default and their grace periods, you should read "Description of the Securities—Events of Default; Waiver and Notice."

Collective Action Clauses

The securities contain provisions regarding acceleration and future modifications to their terms that differ from those applicable to certain of the issuer's and the guarantors' other outstanding public external indebtedness issued prior to October 2004. Under these provisions, in certain circumstances, the issuer and the guarantors may amend the payment and certain other provisions of any series of the securities with the consent of the holders of 75% of the aggregate principal amount of such securities.

Resale of Securities

We believe that you may offer the securities for resale, resell them or otherwise transfer them without compliance with the registration and prospectus delivery provisions of the U.S. Securities Act of 1933, as amended (the "Securities Act"), as long as:

- you are acquiring the securities in the ordinary course of your business;
- you are not participating, do not intend to participate, and have no arrangement or understanding with any person to participate, in the distribution of the securities; and
- you are not an "affiliate" of ours, as defined under Rule 405 of the Securities Act.

If any statement above is not true and you transfer any security without delivering a prospectus meeting the requirements of the Securities Act or without an exemption from the registration requirements of the Securities Act, you may incur liability under the Securities Act. We do not assume responsibility for or indemnify you against this liability.

If you are a broker-dealer and received securities for your own account in the Exchange Offers, you must deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of those securities.

Governing Law

The securities and the indentures are governed by New York law, except that the laws of Mexico will govern the authorization and execution of these documents by Petróleos Mexicanos.

Use of Proceeds

We did not receive any cash proceeds from the issuance of the securities.

Principal Executive Offices

Our headquarters are located at:

Avenida Marina Nacional No. 329
Colonia Petróleos Mexicanos
México, D.F. 11311
Phone: (52-55) 1944-2500.

Risk Factors

We cannot promise that a market for the securities will be liquid or will continue to exist. Prevailing interest rates and general market conditions could affect the price of the securities. This could cause the securities to trade at prices that may be lower than their principal amount or their initial offering price.

In addition to these risks, there are additional risk factors related to the operations of PEMEX, the Mexican Government's ownership and control of PEMEX and Mexico generally. These risks are described beginning on page 11.

SELECTED FINANCIAL DATA

This selected financial data set forth below is derived in part from, and should be read in conjunction with, our 2013 financial statements and our June 2014 interim financial statements, which are each incorporated by reference in this Listing Memorandum.

	As of and for the Year Ended December 31,[1][2]			As of and for the Period Ended June 30,[1][3]	
	2011	2012	2013	2013	2014
			(in millions of pesos, except ratios)		
Statement of Comprehensive Income Data					
Net sales	1,558,454	1,646,912	1,608,205	789,405	816,004
Operating income	861,311	905,339	727,622	398,859	352,260
Financing income	30,584	23,215	24,527	5,693	9,444
Financing cost	(63,236)	(72,951)	(54,067)	(29,279)	(27,171)
Exchange (loss) gain—net	(60,143)	44,846	(3,951)	3,938	3,419
Net income (loss) for the period	(106,942)	2,600	(170,058)	(53,385)	(88,249)
Statement of Financial Position Data (end of period)					
Cash and cash equivalents	n.a.	119,235	80,746	n.a.	88,414
Total assets	n.a.	2,024,183	2,047,390	n.a.	2,049,065
Long-term debt	n.a.	672,618	750,563	n.a.	795,140
Total long-term liabilities	n.a.	2,059,445	1,973,446	n.a.	2,051,680
Total (deficit) equity	n.a.	(271,066)	(185,247)	n.a.	(271,053)
Statement of Cash Flows					
Depreciation and amortization	127,380	140,538	148,492	73,524	73,174
Acquisition of wells, pipelines, properties, plant and equipment[4]	167,014	197,509	245,628	87,235	92,594
Other Financial Data					
Ratio of earnings to fixed charges[5]	—	1.14	—	—	—

Note: n.a. = Not applicable.

(1) Includes Petróleos Mexicanos, the subsidiary entities and the subsidiary companies listed in Note 3(a) to our 2013 financial statements and in Note 3(a) to our June 2014 interim financial statements.

(2) Information derived from our 2013 financial statements.

(3) Information derived from our June 2014 interim financial statements, which were furnished to the SEC as part of the August 6-K.

(4) Includes capitalized financing cost. See Note 10 to our 2013 financial statements, "Item 5—Operating and Financial Review and Prospects—Liquidity and Capital Resources" in the Form 20-F and Note 3(h) to our June 2014 interim financial statements.

(5) Earnings, for the purpose of this calculation, consist of pre-tax income (loss) from continuing operations before income from equity investees, plus fixed charges, minus interest capitalized during the period, plus the amortization of capitalized interest during the period and plus dividends received on equity investments. Pre-tax income (loss) is calculated after the deduction of hydrocarbon duties, but before the deduction of the hydrocarbon income tax and other income taxes. Fixed charges are calculated as the sum of interest expense plus interest capitalized during the period. Fixed charges do not take into account exchange gain or loss attributable to our indebtedness. Earnings for the years ended December 31, 2011 and 2013 and for the six months ended June 30, 2013 and 2014 were insufficient to cover fixed charges. The amount by which fixed charges exceeded earnings was Ps. 108,098 million, Ps. 163,803 million, Ps. 47,061 million and Ps. 81,797 million, respectively, during the relevant periods.

Source: 2013 financial statements and June 2014 interim financial statements.

RISK FACTORS

Considerations Related to Mexico

The effects of the implementation of the new legal framework applicable to the energy sector in Mexico are uncertain but likely to be material.

The *Decreto por el que se reforman y adicionan diversas disposiciones de la Constitución Política de los Estados Unidos Mexicanos, en Materia de Energía* (Decree that amends and supplements various provisions of the Political Constitution of the United Mexican States relating to energy matters, or the Energy Reform Decree), which was enacted in December 2013, included transitional articles that set forth the framework for the implementation of secondary legislation and provided for certain transitional steps, including the Round Zero process defined and described below. On August 6, 2014, the Mexican Congress completed the process of approving bills implementing the new legal framework contemplated by the Energy Reform Decree, which we refer to as the Secondary Legislation. The Secondary Legislation was signed into law by President Enrique Peña Nieto and published in the Official Gazette of the Federation on August 11, 2014. Certain provisions of the Secondary Legislation, including the new *Ley de Petróleos Mexicanos* (Petróleos Mexicanos Law, which we refer to as the New Petróleos Mexicanos Law), are not yet effective as of the date of this Listing Memorandum. We expect that the effects of these developments on our business and operations will be material.

Among the features of the Energy Reform Decree and the Secondary Legislation that could have an effect on our operations are the following:

- the Mexican Government will carry out the exploration and extraction of hydrocarbons in Mexico through assignments to us, as a productive state-owned company, as well as through agreements with us and with third parties;
- the *Secretaría de Energía* (Ministry of Energy) will have the authority to grant permits to us and third parties to engage in natural gas processing and oil refining;
- the *Comisión Reguladora de Energía* (Energy Regulatory Commission) will have the authority to grant permits to us and third parties to engage in the transportation, storage, distribution and selling of hydrocarbons and petrochemicals in Mexico;
- the transfer of certain of our assets related to the national gas pipeline system and the storage of national gas to the *Centro Nacional de Control del Gas Natural* (National Center of Natural Gas Control, or CENAGAS), a decentralized public entity of the Mexican Government; and
- the grant of additional technical and administrative authority to the Ministry of Energy, the *Comisión Nacional de Hidrocarburos* (National Hydrocarbons Commission) and the *Comisión Reguladora de Energía* (Energy Regulatory Commission).

Although, as of the date of this Listing Memorandum, we remain the only entity that conducts exploration and extraction activities in Mexico on behalf of the Mexican Government, the Energy Reform Decree and the Secondary Legislation will allow other oil and gas companies to enter into agreements with the Mexican Government to conduct these activities.

The Secondary Legislation sets forth, among other things, the contractual and fiscal regime that will be applicable to us and changes to our corporate structure as part of Petróleos Mexicanos' conversion from a decentralized public entity to a "productive state-owned company." As of the date of this Listing Memorandum, we are assessing the impact that the Energy Reform Decree and the Secondary Legislation will have on us, which will depend in part on how they are implemented by further regulations. It would therefore be premature to predict the long-term effects of the implementation of this new legal framework,

but these effects could be adverse to our interests in certain respects. In addition, as a result of longstanding restrictions included in certain of our financing agreements that were based on the legal framework in effect before the Energy Reform Decree and the Secondary Legislation were enacted, these effects may cause us to default on these agreements in the event that we are unable to amend them or obtain waivers from our lenders or bondholders. For more information, see "Item 4—Information on the Company—History and Development—Energy Reform" in the Form 20-F and "Amendments to Certain Financing Agreements" in the August 6-K.

Economic conditions and government policies in Mexico and elsewhere may have a material impact on our operations.

A deterioration in Mexico's economic condition, social instability, political unrest or other adverse social developments in Mexico could adversely affect our business and financial condition. Those events could also lead to increased volatility in the foreign exchange and financial markets, thereby affecting our ability to obtain new financing and service our debt. Additionally, the Mexican Government may cut spending in the future. These cuts could adversely affect the Mexican economy and, consequently, our business, financial condition and prospects. In the past, Mexico has experienced several periods of slow or negative economic growth, high inflation, high interest rates, currency devaluation and other economic problems. These problems may worsen or reemerge, as applicable, in the future, and could adversely affect our business and our ability to service our debt. A worsening of international financial or economic conditions, including a slowdown in growth or recessionary conditions in Mexico's trading partners, including the United States, or the emergence of a new financial crisis, could have adverse effects on the Mexican economy, our financial condition and our ability to service our debt.

Changes in exchange rates or in Mexico's exchange control laws may hamper our ability to service our foreign currency debt.

The Mexican Government does not currently restrict the ability of Mexican companies or individuals to convert pesos into U.S. dollars or other currencies, and Mexico has not had a fixed exchange rate control policy since 1982. However, in the future, the Mexican Government could impose a restrictive exchange control policy, as it has done in the past. We cannot provide assurances that the Mexican Government will maintain its current policies with regard to the peso or that the peso's value will not fluctuate significantly in the future. The peso has been subject to significant devaluations against the U.S. dollar in the past and may be subject to significant fluctuations in the future. Mexican Government policies affecting the value of the peso or preventing us from exchanging pesos into U.S. dollars could prevent us from paying our foreign currency obligations.

Most of our debt is denominated in U.S. dollars. In the future, we may incur additional indebtedness denominated in U.S. dollars or other currencies. Declines in the value of the peso relative to the U.S. dollar or other currencies may increase our interest costs in pesos and result in foreign exchange losses to the extent that we have not hedged our exposure with derivative financial instruments, which we refer to as DFIs.

For information on historical peso/U.S. dollar exchange rates, see "Item 3—Key Information—Exchange Rates" in the Form 20-F.

Political conditions in Mexico could materially and adversely affect Mexican economic policy and, in turn, our operations.

Political events in Mexico may significantly affect Mexican economic policy and, consequently, our operations. On December 1, 2012, Enrique Peña Nieto, a member of the Partido Revolucionario Institucional (Institutional Revolutionary Party, or PRI), formally assumed office for a six-year term as

the President of Mexico. As of the date of this Listing Memorandum, no political party holds a simple majority in either house of the Mexican Congress.

Mexico has experienced a period of increasing criminal violence and such activities could affect our operations.

Recently, Mexico has experienced a period of increasing criminal violence, primarily due to the activities of drug cartels and related criminal organizations. In response, the Mexican Government has implemented various security measures and has strengthened its military and police forces. Despite these efforts, drug-related crime continues to exist in Mexico. These activities, their possible escalation and the violence associated with them, in an extreme case, may have a negative impact on our financial condition and results of operations.

Recent U.S. federal court decisions addressing the meaning of ranking provisions could potentially reduce or hinder the ability of issuers such as us to restructure their debt.

As of the date of this Listing Memorandum, we are a decentralized public entity of the Mexican Government that cannot be subject to a bankruptcy proceeding under the Ley de Concursos Mercantiles (Commercial Bankruptcy Law of Mexico) because it is inapplicable to us. Accordingly, any future debt restructuring, to the extent it is not regulated otherwise as a result of specific legislative action in Mexico (including legislative action approving its dissolution and liquidation), will require the consent of our creditors based on the consent provisions of our financing instruments.

In *NML Capital, Ltd. v. Republic of Argentina*, the U.S. Court of Appeals for the Second Circuit ruled that the ranking clause in certain defaulted bonds issued by Argentina prevents Argentina from making payments on certain of its performing debt unless it makes pro rata payments on defaulted debt that ranks *pari passu* with the performing debt. The ruling in *NML Capital, Ltd. v. Republic of Argentina* requiring ratable payments could potentially hinder or impede a future debt restructuring or distressed debt management in which the debtor is not subject to a bankruptcy regime, unless the debtor can obtain the requisite creditor consents, including pursuant to any applicable collective action clauses contained in our debt securities. See "Description of the New Securities—Modification and Waiver." We cannot predict how this decision may impact any future debt restructuring.

Risk Factors Related to our Relationship with the Mexican Government

The Mexican Government controls us and it could limit our ability to satisfy our external debt obligations or could reorganize or transfer us or our assets.

Each of Petróleos Mexicanos and our subsidiary entities is, as of the date of this Listing Memorandum, a decentralized public entity of the Mexican Government, and therefore the Mexican Government controls us, as well as our annual budget, which is approved by the *Cámara de Diputados* (Chamber of Deputies). The New Petróleos Mexicanos Law provides that Petróleos Mexicanos will be converted from a decentralized public entity to a productive state-owned company once its new board of directors is appointed by the Mexican Government and the New Petróleos Mexicanos Law becomes effective. Once we are converted into a productive state-owned company, we will have additional technical, managerial and budgetary autonomy, which is designed to increase our production and allow us to compete effectively with other oil and gas companies that enter the Mexican energy sector. See "Item 4—Information on the Company—History and Development—Energy Reform" in the Form 20-F and "Energy Reform" in the August 6-K. Notwithstanding this increased autonomy, Petróleos Mexicanos will continue to remain under the Mexican Government's control, which could adversely affect our ability to make payments under any securities issued by us. Although Petróleos Mexicanos is (and following its conversion to a productive state-owned company will remain) under the Mexican Government's control, its financing obligations do not constitute obligations of and are not guaranteed by the Mexican Government.

The Mexican Government's agreements with international creditors may affect our external debt obligations. In certain past debt restructurings of the Mexican Government, Petróleos Mexicanos' external indebtedness was treated on the same terms as the debt of the Mexican Government and other public sector entities. In addition, Mexico has entered into agreements with official bilateral creditors to reschedule public sector external debt. Mexico has not requested restructuring of bonds or debt owed to multilateral agencies.

The *Ley de Hidrocarburos* (Hydrocarbons Law) that was adopted as part of the Secondary Legislation contemplates the transfer of certain of our assets to CENAGAS in the future. The Mexican Government has the power, if the Political Constitution of the United Mexican States and federal law were further amended, to reorganize us, including a transfer of all or a portion of Petróleos Mexicanos and our subsidiary entities or their assets to an entity not controlled by the Mexican Government. The reorganization and transfer of assets contemplated by the Energy Reform Decree and the Secondary Legislation, or any other reorganization or transfer that the Mexican Government may effect, could adversely affect our production, cause a disruption in our workforce and our operations and cause us to default on certain obligations. See "—Considerations Related to Mexico" above.

We pay special taxes and duties to the Mexican Government, which may limit our capacity to expand our investment program.

We pay a substantial amount of taxes and duties to the Mexican Government, particularly on the revenues of Pemex-Exploration and Production, which may limit our ability to make capital investments. In 2013, approximately 53.8% of our sales revenues was used to pay taxes and duties to the Mexican Government. These special taxes and duties constitute a substantial portion of the Mexican Government's revenues. For further information, see "Item 4—Information on the Company—Taxes and Duties" and "Item 5—Operating and Financial Review and Prospects—IEPS Tax, Hydrocarbon Duties and Other Taxes" in the Form 20-F. The Secondary Legislation includes changes to the fiscal regime applicable to us, particularly with respect to certain exploration and extraction activities. As of the date of this Listing Memorandum, we are assessing the impact that these changes may have on us. See "—Considerations Related to Mexico—The effects of the implementation of the new legal framework applicable to the energy sector are uncertain but likely to be material" above.

The Mexican Government has imposed price controls in the domestic market on our products.

The Mexican Government has from time to time imposed price controls on the sales of natural gas, liquefied petroleum gas (LPG), gasoline, diesel, gas oil intended for domestic use, fuel oil and other products. As a result of these price controls, we have not been able to pass on all of the increases in the prices of our product purchases to our customers in the domestic market. We do not control the Mexican Government's domestic policies and the Mexican Government could impose additional price controls on the domestic market in the future. The imposition of such price controls would adversely affect our results of operations. For more information, see "Item 4—Information on the Company—Business Overview—Refining—Pricing Decrees" and "Item 4—Information on the Company—Business Overview—Gas and Basic Petrochemicals—Pricing Decrees" in the Form 20-F.

The Mexican nation, not us, owns the hydrocarbon reserves located in the subsoil of Mexico, and our right to continue to extract these reserves is subject to the approval of the Ministry of Energy.

The Political Constitution of the United Mexican States provides that the Mexican nation, not us, owns all petroleum and other hydrocarbon reserves located in Mexico.

Following the adoption of the Energy Reform Decree, Article 27 of the Political Constitution of the United Mexican States provides that the Mexican Government will carry out exploration and extraction activities through agreements with third parties and through assignments to and agreements with us. The Secondary Legislation allows us and other oil and gas companies to explore and extract the

petroleum and other hydrocarbon reserves located in the subsoil of Mexico, subject to assignment of rights by the Ministry of Energy and entry into agreements pursuant to a competitive bidding process.

Access to crude oil and natural gas reserves is essential to an oil and gas company's sustained production and generation of income, and our ability to generate income could be materially and adversely affected if the Mexican Government were to restrict or prevent us from exploring or extracting any of the crude oil and natural gas reserves that it assigns to us. For more information, see "—Risk Factors Related to our Relationship with the Mexican Government—We must make significant capital expenditures to maintain our current production levels, and to maintain, as well as increase, the proved hydrocarbon reserves assigned to us by the Mexican Government. Reductions in our income and inability to obtain financing may limit our ability to make capital investments" below.

Information on Mexico's hydrocarbon reserves in the Form 20-F is based on estimates, which are uncertain and subject to revisions.

The information on oil, gas and other reserves set forth in the Form 20-F is based on estimates. Reserves valuation is a subjective process of estimating underground accumulations of crude oil and natural gas that cannot be measured in an exact manner; the accuracy of any reserves estimate depends on the quality and reliability of available data, engineering and geological interpretation and subjective judgment. Additionally, estimates may be revised based on subsequent results of drilling, testing and production. These estimates are also subject to certain adjustments based on changes in variables, including crude oil prices. Therefore, proved reserves estimates may differ materially from the ultimately recoverable quantities of crude oil and natural gas. See "Risk Factors—Risk Factors Related to Our Operations—Crude oil and natural gas prices are volatile and low crude oil and natural gas prices adversely affect our income and cash flows and the amount of Mexico's hydrocarbon reserves." Pemex-Exploration and Production revises annually its estimates of Mexico's hydrocarbon reserves that it is entitled to extract and sell, which may result in material revisions to these estimates. Our ability to maintain our long-term growth objectives for oil production depends on our ability to successfully develop our reserves, and failure to do so could prevent us from achieving our long-term goals for growth in production.

We must make significant capital expenditures to maintain our current production levels, and to maintain, as well as increase, the proved hydrocarbon reserves assigned to us by the Mexican Government. Reductions in our income and inability to obtain financing may limit our ability to make capital investments.

Our ability to maintain, as well as increase, our oil production levels is highly dependent upon our ability to successfully develop existing hydrocarbon reserves and, in the long term, upon our ability to obtain the right to develop additional reserves.

We continually invest capital to enhance our hydrocarbon recovery ratio and improve the reliability and productivity of our infrastructure. Despite these investments, the replacement rate for proved hydrocarbon reserves decreased to 67.8% in 2013, representing a significant decline in proved hydrocarbon reserves. Pemex-Exploration and Production's crude oil production decreased by 1.0% from 2010 to 2011, by 0.2% from 2011 to 2012 and by 1.0% from 2012 to 2013, primarily as a result of the decline of production in the Cantarell and Delta del Grijalva projects.

The transitional articles of the Energy Reform Decree outlined a process, commonly referred to as Round Zero, for the determination of our initial allocation of rights to continue to carry out exploration and extraction activities in Mexico. On August 13, 2014, the Ministry of Energy granted us the right to continue to explore and develop areas that together contain 95% of Mexico's estimated proved reserves of crude oil and natural gas as of December 31, 2013. The development of the reserves that were assigned to us pursuant to Round Zero, particularly the reserves in the deep waters of the Gulf of Mexico and in shale oil and gas fields in the Burgos basin, will demand significant capital investments and will pose

significant operational challenges. Pursuant to the terms of the transitional articles of the Energy Reform Decree, our right to develop the reserves assigned to us through Round Zero is conditioned on our ability to develop such reserves in accordance with our development plans, which were based on our technical, financial and operational capabilities at the time. We cannot guarantee that we will have or will be able to obtain, in the time frame that we expect, sufficient resources necessary to explore and extract the reserves that the Mexican Government assigned to us as part of Round Zero, or that it may grant to us in the future. We may also lose the right to continue to extract these reserves if we fail to develop them in accordance with our development plans. In addition, increased competition in the oil and gas sector in Mexico may increase the costs of obtaining additional acreage in bidding rounds for the rights to new reserves.

Our ability to make capital expenditures is limited by the substantial taxes and duties that we pay to the Mexican Government and cyclical decreases in our revenues primarily related to lower oil prices. The availability of financing may limit our ability to make capital investments that are necessary to maintain current production levels and increase the proved hydrocarbon reserves we are entitled to extract. For more information, see "Item 4—Information on the Company—History and Development—Capital Expenditures and Investments" and "—Energy Reform" in the Form 20-F.

Increased competition in the Mexican energy sector may have a negative impact on our results of operations and financial conditions.

The Hydrocarbons Law that was adopted as part of the Secondary Legislation allows other oil and gas companies, in addition to us, to carry out certain activities related to the energy sector in Mexico, including exploration and extraction activities. The Mexican Government will carry out exploration and extraction activities through assignments to or agreements with us and through agreements with other oil and gas companies. The oil and gas fields that we did not request or were not assigned to us pursuant to Round Zero will be subject to a competitive bidding process open to participation by other oil and gas companies in which we will not have a preferential right. We will also likely face competition for the right to develop new oil and gas fields in Mexico, as well as in connection with certain refining, transportation and processing activities. In addition, increased competition could make it more difficult for us to hire and retain skilled personnel. For more information, see "Item 4—Information on the Company—History and Development—Energy Reform" in the Form 20-F and "Energy Reform" in the August 6-K. If we are unable to compete successfully with other oil and gas companies in the energy sector in Mexico, our results of operations and financial condition may be adversely affected.

We may claim some immunities under the Foreign Sovereign Immunities Act and Mexican law, and your ability to sue or recover may be limited.

Petróleos Mexicanos and the subsidiary entities are public entities of the Mexican Government. Accordingly, you may not be able to obtain a judgment in a U.S. court against us unless the U.S. court determines that we are not entitled to sovereign immunity with respect to that action. Under certain circumstances, Mexican law may limit your ability to enforce judgments against us in the courts of Mexico. See "Description of the Securities—Governing Law, Jurisdiction and Waiver of Immunity." We also do not know whether Mexican courts would enforce judgments of U.S. courts based on the civil liability provisions of the U.S. federal securities laws. Therefore, even if you were able to obtain a U.S. judgment against us, you might not be able to obtain a judgment in Mexico that is based on that U.S. judgment. Moreover, you may not be able to enforce a judgment against our property in the United States except under the limited circumstances specified in the Foreign Sovereign Immunities Act of 1976, as amended (the Immunities Act). Finally, if you were to bring an action in Mexico seeking to enforce our obligations under any of our securities, satisfaction of those obligations may be made in pesos, pursuant to the laws of Mexico.

Our directors and officers, as well as some of the experts named in this document or the Form 20-F, reside outside the United States. Substantially all of our assets and those of most of our directors,

officers and experts are located outside the United States. As a result, you may not be able to effect service of process on our directors or officers or those experts within the United States.

Risk Factors Related to Our Operations

Crude oil and natural gas prices are volatile and low crude oil and natural gas prices adversely affect our income and cash flows and the amount of Mexico's hydrocarbon reserves.

International crude oil and natural gas prices are subject to global supply and demand and fluctuate due to many factors beyond our control. These factors include competition within the oil and natural gas industry, the prices and availability of alternative sources of energy, international economic trends, exchange rate fluctuations, expectations of inflation, domestic and foreign government regulations or international laws, political and other events in major oil and natural gas producing and consuming nations and actions taken by Organization of the Petroleum Exporting Countries (OPEC) members and other oil exporting countries, trading activity in oil and natural gas and transactions in DFIs related to oil and gas.

When international crude oil and natural gas prices are low, we earn less export sales revenue and, therefore, generate lower cash flows and earn less income, because our costs remain roughly constant. Conversely, when crude oil and natural gas prices are high, we earn more export sales revenue and our income before taxes and duties increases. As a result, future fluctuations in international crude oil and natural gas prices will have a direct effect on our results of operations and financial condition, and may affect Mexico's hydrocarbon reserves estimates. See "—Risk Factors Related to our Relationship with the Mexican Government—Information on Mexico's hydrocarbon reserves in the Form 20-F is based on estimates, which are uncertain and subject to revisions" above and "Item 11—Quantitative and Qualitative Disclosures about Market Risk—Hydrocarbon Price Risk" in the Form 20-F.

We are an integrated oil and gas company and are exposed to production, equipment and transportation risks, criminal acts and deliberate acts of terror.

We are subject to several risks that are common among oil and gas companies. These risks include production risks (fluctuations in production due to operational hazards, natural disasters or weather, accidents, etc.), equipment risks (relating to the adequacy and condition of our facilities and equipment) and transportation risks (relating to the condition and vulnerability of pipelines and other modes of transportation). More specifically, our business is subject to the risks of explosions in pipelines, refineries, plants, drilling wells and other facilities, hurricanes in the Gulf of Mexico and other natural or geological disasters and accidents, fires and mechanical failures. Criminal attempts to divert our crude oil, natural gas or refined products from our pipeline network and facilities for illegal sale have resulted in explosions, property and environmental damage, injuries and loss of life.

Our facilities are also subject to the risk of sabotage, terrorism and cyber attacks. In July 2007, two of our pipelines were attacked. In September 2007, six different sites were attacked and 12 of our pipelines were affected. The occurrence of any of these events or of accidents connected with production, processing and transporting oil and oil products could result in personal injuries, loss of life, environmental damage with resulting containment, clean-up and repair expenses, equipment damage and damage to our facilities. A shutdown of the affected facilities could disrupt our production and increase our production costs. As of the date of this Listing Memorandum, there have been no similar occurrences since 2007. Although we have established cybersecurity systems and procedures to protect our information technology and have not yet suffered a cyber attack, if the integrity of our information technology were ever compromised due to a cyber attack, our business operations could be disrupted and our proprietary information could be lost or stolen.

We purchase comprehensive insurance policies covering most of these risks; however, these policies may not cover all liabilities, and insurance may not be available for some of the consequential

risks. There can be no assurance that accidents or acts of terror will not occur in the future, that insurance will adequately cover the entire scope or extent of our losses or that we may not be found directly liable in connection with claims arising from these or other events. See "Item 4—Information on the Company—Business Overview—PEMEX Corporate Matters—Insurance" in the Form 20-F.

We have a substantial amount of liabilities that could adversely affect our financial condition and results of operations.

We have a substantial amount of debt. As of December 31, 2013, our total indebtedness, excluding accrued interest, was approximately U.S. $63.6 billion, in nominal terms, which is a 6.4% increase as compared to our total indebtedness, excluding accrued interest, of approximately U.S. $59.8 billion at December 31, 2012. Our level of debt may increase further in the near or medium term and may have an adverse effect on our financial condition and results of operations.

To service our debt, we have relied and may continue to rely on a combination of cash flows provided by operations, drawdowns under our available credit facilities and the incurrence of additional indebtedness. Certain rating agencies have expressed concerns regarding the total amount of our debt, our increase in indebtedness over the last several years and our substantial unfunded reserve for retirement pensions and seniority premiums, which as of December 31, 2013 was equal to approximately U.S. $85.6 billion. Due to our heavy tax burden, we have resorted to financings to fund our capital investment projects. Any lowering of our credit ratings may have adverse consequences on our ability to access the financial markets and/or our cost of financing. If we were unable to obtain financing on favorable terms, this could hamper our ability to obtain further financing as well as hamper investment in projects financed through debt. As a result, we may not be able to make the capital expenditures needed to maintain our current production levels and to maintain, as well as increase, Mexico's proved hydrocarbon reserves, which may adversely affect our financial condition and results of operations. See "—Risk Factors Related to our Relationship with the Mexican Government—We must make significant capital expenditures to maintain our current production levels, and to maintain, as well as increase, the proved hydrocarbon reserves assigned to us by the Mexican Government. Reductions in our income and inability to obtain financing may limit our ability to make capital investments" above.

Our compliance with environmental regulations in Mexico could result in material adverse effects on our results of operations.

A wide range of general and industry-specific Mexican federal and state environmental laws and regulations apply to our operations; these laws and regulations are often difficult and costly to comply with and carry substantial penalties for non-compliance. This regulatory burden increases our costs because it requires us to make significant capital expenditures and limits our ability to extract hydrocarbons, resulting in lower revenues. For an estimate of our accrued environmental liabilities, see "Item 4—Information on the Company—Environmental Regulation—Environmental Liabilities" in the Form 20-F. In addition, we have agreed with third parties to make investments to reduce our carbon dioxide emissions. See "Item 4—Information on the Company—Environmental Regulation—Global Climate Change and Carbon Dioxide Emissions Reduction" in the Form 20-F.

Risks Related to the Securities

The market for the securities may not be liquid, and market conditions could affect the price at which the securities trade.

We cannot promise that a market for any series of the securities will be liquid or will continue to exist.

Prevailing interest rates and general market conditions could affect the price of the securities. This could cause the securities to trade at prices that may be lower than their principal amount or their initial offering price.

The securities will contain provisions that permit PEMEX to amend the payment terms of the securities without the consent of all holders.

The securities contain provisions regarding acceleration and voting on amendments, modifications and waivers which are commonly referred to as "collective action clauses." Under these provisions, certain key terms of a series of the securities may be amended, including the maturity date, interest rate and other payment terms, without the consent of a all of the holders. See "Description of the Securities—Modification and Waiver."

FORWARD-LOOKING STATEMENTS

This Listing Memorandum contains words, such as "believe," "expect," "anticipate" and similar expressions that identify forward-looking statements, which reflect our views about future events and financial performance. We have made forward-looking statements that address, among other things, our:

- exploration and production activities, including drilling;
- activities relating to import, export, refining, petrochemicals and transportation of petroleum, natural gas and oil products;
- projected and targeted capital expenditures and other costs, commitments and revenues; and
- liquidity and sources of funding.

Actual results could differ materially from those projected in such forward-looking statements as a result of various factors that may be beyond our control. These factors include, but are not limited to:

- changes in international crude oil and natural gas prices;
- effects on us from competition, including on our ability to hire and retain skilled personnel;
- limitations on our access to sources of financing on competitive terms;
- our ability to find, acquire or gain access to additional reserves and to develop the reserves that we obtain successfully;
- uncertainties inherent in making estimates of oil and gas reserves, including recently discovered oil and gas reserves;
- technical difficulties;
- significant developments in the global economy;
- significant economic or political developments in Mexico, including developments relating to the implementation of the Secondary Legislation;
- developments affecting the energy sector; and
- changes in our legal regime or regulatory environment, including tax and environmental regulations.

Accordingly, you should not place undue reliance on these forward-looking statements. In any event, these statements speak only as of their dates, and we undertake no obligation to update or revise any of them, whether as a result of new information, future events or otherwise.

For a discussion of important factors that could cause actual results to differ materially from those contained in any forward-looking statement, you should read "Risk Factors" above.

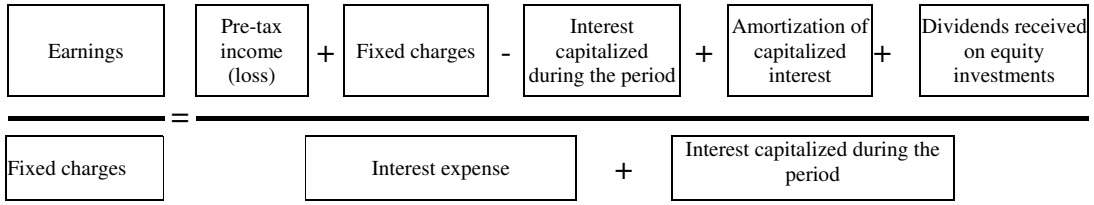
USE OF PROCEEDS

We did not receive any cash proceeds from the issuance of the securities under the Exchange Offers. In consideration for issuing the securities as described in this Listing Memorandum, we received

in exchange an equal principal amount of old securities, which were cancelled. Accordingly, the Exchange Offers did not result in any increase in our indebtedness or the guarantors' indebtedness. The net proceeds we received from issuing the old securities were and are being used to finance our investment program.

RATIO OF EARNINGS TO FIXED CHARGES

PEMEX's ratio of earnings to fixed charges is calculated as follows:



Earnings, for this purpose, consist of pre-tax income (loss) from continuing operations before income from equity investees, plus fixed charges, minus interest capitalized during the period, plus the amortization of capitalized interest during the period and plus dividends received on equity investments. Pre-tax income (loss) is calculated after the deduction of hydrocarbon duties, but before the deduction of the hydrocarbon income tax and other income taxes. Fixed charges for this purpose consist of the sum of interest expense plus interest capitalized during the period. Fixed charges do not take into account exchange gain or loss attributable to PEMEX's indebtedness.

The following table sets forth PEMEX's consolidated ratio of earnings to fixed charges for December 31, 2011, 2012 and 2013, and for the six month periods ended June 30, 2013 and 2014 in accordance with IFRS.

	For the period ended				
	December 31,			June 30,	
	2011	**2012**	**2013**	**2013**	**2014**
Ratio of earnings to fixed charges[(1)]:..	—	1.14	—	—	—

(1) Earnings for the years ended December 31, 2011 and 2013 and for the six months ended June 30, 2013 and 2014 were insufficient to cover fixed charges. The amount by which fixed charges exceeded earnings was Ps. 108,098 million, Ps. 163,803 million, Ps. 47,061 million and Ps. 81,797 million, respectively, during the relevant periods.

CAPITALIZATION OF PEMEX

The following table sets forth the capitalization of PEMEX at June 30, 2014, as calculated in accordance with IFRS.

	At June 30, 2014[1][2]			
	(millions of pesos or U.S. dollars)			
Long-term external debt	Ps.	646,015	U.S.$	49,570
Long-term domestic debt		149,125		11,443
Total long-term debt[3]		795,140		61,013
Certificates of Contribution "A"[4]		114,605		8,794
Mexican Government contributions to Petróleos Mexicanos		117,123		8,987
Legal reserve		1,002		77
Accumulated other comprehensive result		(128,431)		(9,855)
(Deficit) from prior years		(287,606)		(22,069)
Net (loss) for the period		(88,109)		(6,761)
Total controlling interest		(271,416)		(20,826)
Total capitalization	Ps.	523,724	U.S.$	40,187

Note: Numbers may not total due to rounding.

(1) Unaudited. Convenience translations into U.S. dollars of amounts in pesos have been made at the established exchange rate of Ps. 13.0323 = U.S. $1.00 at June 30, 2014. Such translations should not be construed as a representation that the peso amounts have been or could be converted into U.S. dollar amounts at the foregoing or any other rate.

(2) As of the date of this Listing Memorandum, there has been no material change in our capitalization since June 30, 2014, except for our undertaking of the new financings disclosed under "Liquidity and Capital Resources—Recent Financing Activities"' in the August 6-K and in "Item 5—Operating and Financial Review and Prospects—Liquidity and Capital Resources—Financing Activities" in the Form 20-F.

(3) Total long-term debt does not include short-term indebtedness of Ps. 129,958 million (U.S. $9,972 million) at June 30, 2014.

(4) Equity instruments held by the Mexican Government.

Source: June 2014 interim financial statements

GUARANTORS

The guarantors—Pemex-Exploration and Production, Pemex-Refining and Pemex-Gas and Basic Petrochemicals—are decentralized public entities of Mexico, which were created by the Mexican Congress on July 17, 1992 out of operations that had previously been directly managed by Petróleos Mexicanos. Each of the guarantors is a legal entity empowered to own property and carry on business in its own name. The executive offices of each of the guarantors are located at Avenida Marina Nacional No. 329, Colonia Petróleos Mexicanos, México, D.F. 11311, México. Our telephone number, which is also the telephone number for the guarantors, is (52-55) 1944-2500.

As of the date of this Listing Memorandum, the activities of the issuer and the guarantors are regulated primarily by:

- the *Ley de Hidrocarburos* (Hydrocarbons Law); and
- the *Ley de Petróleos Mexicanos* (Petróleos Mexicanos Law) that took effect on November 29, 2008.

The operating activities of the issuer are allocated among the guarantors and the other subsidiary entity, Pemex-Petrochemicals, each of which has the characteristics of a subsidiary of the issuer. The principal business lines of the guarantors are as follows:

- Pemex-Exploration and Production explores for and exploits crude oil and natural gas and transports, stores and markets these hydrocarbons;
- Pemex-Refining refines petroleum products and derivatives that may be used as basic industrial raw materials and stores, transports, distributes and markets these products and derivatives; and
- Pemex-Gas and Basic Petrochemicals processes natural gas, natural gas liquids and derivatives that may be used as basic industrial raw materials and stores, transports, distributes and markets these products and produces, stores, transports, distributes and markets basic petrochemicals.

For further information about the legal framework governing the guarantors, including the modifications implemented and to be implemented pursuant to the Secondary Legislation, see "Item 4—Information on the Company—History and Development" in the Form 20-F and "Energy Reform" in the August 6-K. Copies of the Petróleos Mexicanos Law that took effect on November 29, 2008 will be available at the specified offices of Deutsche Bank Trust Company Americas and the paying agent and transfer agent in Luxembourg.

The guarantors have been consolidated with PEMEX in the 2013 financial statements included in the Form 20-F and the June 2014 interim financial statements included in the August 6-K incorporated by reference in this Listing Memorandum. See Notes 4 and 25 to the 2013 financial statements and Note 4 to the June 2014 interim financial statements for the selected consolidated statement of financial position, statement of operations and statement of cash flow data for the guarantors that are utilized to produce the consolidated financial statements of PEMEX. None of the guarantors publish their own financial statements.

The following is a brief description of each guarantor.

Pemex-Exploration and Production

Pemex-Exploration and Production explores for and produces crude oil and natural gas, primarily in the northeastern and southeastern regions of Mexico and offshore in the Gulf of Mexico. In nominal peso terms, Pemex-Exploration and Production's capital investment in exploration and production activities increased by 9.7% in 2013. As a result of Pemex-Exploration and Production's investments in previous years, its total hydrocarbon production reached a level of approximately 3,671 thousand barrels of oil equivalent per day in 2013. Pemex-Exploration and Production's crude oil production decreased by 1.0% from 2012 to 2013, averaging 2,522 thousand barrels per day in 2013, primarily as a result of the decline of the Cantarell, Delta del Grijalva, Jujo-Tecominoacán, Ixtal-Manik and Crudo Ligero Marino projects, which was partially offset by increased crude oil production in the following projects: Ku-Maloob-Zaap, Tsimin-Xux, Chuc, Ek-Balam, El Golpe-Puerto Ceiba, Burgos and Veracruz. Pemex-Exploration and Production's natural gas production (excluding natural gas liquids) decreased by 0.2% from 2012 to 2013, averaging 6,370.3 million cubic feet per day in 2013. This decrease in natural gas production was a result of lower volumes from the Veracruz, Delta del Grijalva, Crudo Ligero Marino, Ixtal-Manik and Costero Terrestre projects. Exploration drilling activity increased by 2.7% from 2012 to 2013, from 37 exploratory wells completed in 2012 to 38 exploratory wells completed in 2013. Development drilling activity decreased by 34.6% from 2012 to 2013, from 1,201 development wells completed in 2012 to 785 development wells completed in 2013. In 2013, Pemex-Exploration and Production completed the drilling of 823 wells in total. Pemex-Exploration and Production's drilling activity in 2013 was focused on increasing the production of non-associated gas in the Aceite Terciario del Golfo and Ogarrio-Magallanes projects and of heavy crude oil in the Cantarell and Ku-Maloob-Zaap projects.

In 2013, the reserves replacement rate (referred to as the RRR) was 67.8%, which was 36.5 percentage points lower than the RRR in 2012, which was 104.3%.

Pemex-Exploration and Production's well-drilling activities during 2013 led to significant onshore discoveries. The main discoveries included light crude oil reserves located in the Southeastern and Veracruz basins, specifically in the Northern and Southern regions. In addition, exploration activities in the Northern region led to the discovery of additional non-associated gas reserves in the Burgos basin. Pemex-Exploration and Production's current challenge with respect to these discoveries is their immediate development in order to increase current production levels.

Pemex-Exploration and Production's production goals for 2014 include increasing its crude oil production to approximately 2.55 million barrels per day and maintaining natural gas production above 6.7 billion cubic feet per day, in order to better satisfy domestic demand for natural gas, and thus lower the rate of increase of imports of natural gas and natural gas derivatives. Pemex-Exploration and Production aims to meet these production goals by managing the decline in field production through the application of primary, secondary and enhanced oil recovery processes, developing extra-heavy crude oil fields and accelerating production at new fields.

For further information about Pemex-Exploration and Production, see "Item 4—Information on the Company—Business Overview—Exploration and Production" in the Form 20-F and "Business Overview" in the August 6-K.

Pemex-Refining

Pemex-Refining converts crude oil into gasoline, jet fuel, diesel, fuel oil, asphalts and lubricants. It also distributes and markets most of these products throughout Mexico, where it experiences significant demand for its refined products. At the end of 2013, Pemex-Refining's atmospheric distillation refining capacity reached 1,690 thousand barrels per day. In 2013, Pemex-Refining produced 1,276 thousand barrels per day of refined products as compared to 1,226 thousand barrels per day of refined products in

2012. The 4.1% increase in refined products production was mainly due to the startup of new plants following the reconfiguration of the Minatitlán refinery and to the improved performance of the national refining system.

For further information about Pemex-Refining, see "Item 4—Information on the Company—Business Overview—Refining" in the Form 20-F and "Business Overview" in the August 6-K.

Pemex-Gas and Basic Petrochemicals

Pemex-Gas and Basic Petrochemicals processes wet natural gas in order to obtain dry natural gas, LPG and other natural gas liquids. Additionally, it transports, distributes and sells natural gas and LPG throughout Mexico and produces and sells several basic petrochemical feedstocks used by Pemex-Refining and Pemex-Petrochemicals. In 2013, Pemex-Gas and Basic Petrochemicals' total sour natural gas processing capacity remained constant at 4,503 million cubic feet per day. Pemex-Gas and Basic Petrochemicals processed 4,404 million cubic feet per day of wet natural gas in 2013, a 0.5% increase from the 4,382 million cubic feet per day of wet natural gas processed in 2012. It produced 362 thousand barrels per day of natural gas liquids in 2013, a 0.8% decrease from the 365 thousand barrels per day of natural gas liquids production in 2012. It also produced 3,693 million cubic feet of dry gas (which is natural gas with a methane content of more than 90.5%) per day in 2013, 1.8% more than the 3,628 million cubic feet of dry gas per day produced in 2012.

For further information about Pemex-Gas and Basic Petrochemicals, see "Item 4—Information on the Company—Business Overview—Gas and Basic Petrochemicals" in the Form 20-F and "Business Overview" in the August 6-K.

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DESCRIPTION OF THE SECURITIES

General

This is a description of the material terms of the securities and the indentures, which are incorporated by reference into this Listing Memorandum. Because this is a summary, it does not contain the complete terms of the securities and the indentures, and may not contain all the information that you should consider before investing in the securities. We urge you to closely examine and review the indentures and the securities. See "Available Information" for information on how to obtain a copy. You may also inspect copies of the indentures and the securities at the corporate trust office of the trustee, which is currently located at:

Deutsche Bank Trust Company Americas
Trust and Agency Services
60 Wall Street, 16th Floor
Mail Stop: 1630
New York, NY 10005
USA
Attn: Corporates Team, Petróleos Mexicanos
Facsimile: (732) 578-4635

With a copy to:

Deutsche Bank National Trust Company
for Deutsche Bank Trust Company Americas
Trust and Agency Services
100 Plaza One – 6th Floor
MSJCY03-0699
Jersey City, NJ 07311-3901
USA
Attn: Corporates Team, Petróleos Mexicanos
Facsimile: (732) 578-4635

and at the office of the Luxembourg paying and transfer agent, which is located at:

Deutsche Bank Luxembourg S.A.
2 Boulevard Konrad Adenauer
L-1115 Luxembourg
Ref: Coupon Paying Dept.
Fax: (352) 473136

The 2035 old securities were issued on October 22, 2007, pursuant to an indenture between the Master Trust, the issuer and Deutsche Bank Trust Company Americas, as Trustee. This agreement provided for the issuance by the Master Trust from time to time of unsecured debt securities. All issuances of debt securities under the 2004 indenture were unconditionally guaranteed by the issuer. Pursuant to a guaranty agreement, dated as of July 29, 1996, the issuer's obligations are jointly and severally guaranteed by Pemex-Exploration and Production, Pemex-Refining and Pemex-Gas and Basic Petrochemicals. Under the 2004 indenture, the issuer was permitted, without the consent of the holders of the outstanding debt securities, to assume as primary obligor all of the Master Trust's obligations under such debt securities in substitution of the Master Trust and, upon such assumption, the Master Trust would be released from its obligations under such debt securities. Effective September 30, 2009, the

issuer assumed all of the Master Trust's obligations under the 2004 indenture and the debt securities issued under the 2004 indenture, and all of the Master Trust's obligations under an indenture dated as of July 31, 2000, among the Master Trust, the issuer and Deutsche Bank, as well as the debt securities issued under the 2000 indenture.

Prior to June 24, 2014, issuer had entered into three supplements to the 2009 indenture—the first dated as of June 2, 2009, the second dated as of October 13, 2009 and the third dated as of April 10, 2012—relating to the appointment of agents, the terms of which are not material to the holders of the securities, and one supplement with respect to the 2004 indenture, dated as of September 30, 2009.

On June 24, 2014, after obtaining the written consent of holders of a majority in aggregate principal amount outstanding of each series of securities issued pursuant to the indenture, including each series of the old securities, the issuer entered into a second supplement to the 2004 indenture and a fourth supplement to the 2009 indenture that amended an event of default provision relating to its characterization as a legal entity under Mexican law and to its exclusive authority to participate on behalf of the Mexican Government in the oil and gas sector in Mexico. See "—Events of Default; Waiver and Notice—11. Control, dissolution, etc." below for a description of the amended event of default.

Each series of the securities was issued under either the 2004 indenture or the 2009 indenture, as applicable. The form and terms of the securities of each series are identical in all material respects to the form and terms of the corresponding series of old securities already listed on the Euro MTF Market, except that:

- the securities will not bear legends restricting their transfer;
- holders of the securities will not receive some of the benefits of the exchange and registration rights agreements that we entered into when we issued the old securities; and
- we did not issue the securities under our medium-term note program.

We will issue the securities only in fully registered form, without coupons and in denominations of U.S. $10,000 and integral multiples of U.S. $1,000 in excess thereof.

The securities will mature, and be redeemed at par, on:

- March 15, 2015, in the case of the 2015 new securities.
- July 18, 2018, in the case of the 2018 fixed rate new securities.
- July 18, 2018, in the case of the 2018 floating rate new securities.
- March 5, 2020, in the case of the 2020 new securities.
- January 24, 2022, in the case of the 2022 new securities.
- January 30, 2023, in the case of the 2023 new securities.
- January 18, 2024, in the case of the 2024 new securities.
- June 15, 2035, in the case of the 2035 new securities.

- June 2, 2041, in the case of the 2041 new securities.

- June 27, 2044, in the case of the 2044 new securities.

The 2015 new securities will accrue interest at 4.875% per year. We will pay interest on the 2015 new securities on March 15 and September 15 of each year.

The 2018 fixed rate new securities will accrue interest at 3.500% per year. We will pay interest on the 2018 fixed rate new securities on January 18 and July 18 of each year.

The 2018 floating rate new securities will accrue interest at a floating rate equal to the three-month U.S. dollar LIBOR plus 2.02%, accruing from July 18, 2013. The interest rate payable on the 2018 floating rate new securities will be reset quarterly, and we will pay interest on the 2018 floating rate new securities on January 18, April 18, July 18 and October 18 of each year.

The 2020 new securities will accrue interest at 6.000% per year. We will pay interest on the 2022 new securities on March 5 and September 5 of each year.

The 2022 new securities will accrue interest at 4.875% per year. We will pay interest on the 2022 new securities on January 24 and July 24 of each year.

The 2023 new securities will accrue interest at 3.500% per year. We will pay interest on the 2023 new securities on January 30 and July 30 of each year.

The 2024 new securities will accrue interest at 4.875% per year. We will pay interest on the 2024 new securities on January 18 and July 18 of each year.

The 2035 new securities will accrue interest at 6.625% per year. We will pay interest on the 2035 new securities on June 15 and December 15 of each year.

The 2041 new securities will accrue interest at 6.500% per year. We will pay interest on the 2041 new securities on June 2 and December 2 of each year.

The 2044 new securities will accrue interest at 5.50% per year. We will pay interest on the 2044 new securities on June 27 and December 27 of each year.

We will compute the amount of each interest payment on the basis of a 360-day year consisting of twelve 30-day months.

Consolidation

The U.S. $27,280,000 principal amount of 2015 new securities that we issued on March 13, 2014 upon the consummation of our 2014 3(a)(9) Exchange Offers have been consolidated to form a single series with, and are fully fungible with, the U.S. $1,462,438,000 principal amount of our outstanding 4.875% Notes due 2015 that we issued in October 2010 pursuant to the exchange offers that we commenced in August 2010, bringing the aggregate amount of that series outstanding to U.S. $1,489,718,000.

The U.S. $4,562,000 principal amount of 2020 new securities that we issued on March 13, 2014 upon the consummation of our 2014 3(a)(9) Exchange Offers have been consolidated to form a single series with, and are fully fungible with, the U.S. $990,802,000 principal amount of our outstanding

6.000% Notes due 2020 that we issued pursuant to the exchange offers that we completed in October 2010, bringing the aggregate amount of that series outstanding to U.S. $995,364,000.

The U.S. $6,073,000 principal amount of 2022 new securities that we issued on March 13, 2014 upon the consummation of our 2014 3(a)(9) Exchange Offers have been consolidated to form a single series with, and are fully fungible with, the U.S. $2,090,982,000 principal amount of our outstanding 4.875% Notes due 2022 that we issued pursuant to the exchange offers that we completed in September 2012, bringing the aggregate amount of that series outstanding to U.S. $2,097,055,000.

The U.S. $1,205,000 principal amount of 2035 new securities that we issued on March 13, 2014 upon the consummation of our 2014 3(a)(9) Exchange Offers have been consolidated to form a single series with, and are fully fungible with, the U.S. $1,748,795,000 principal amount of our outstanding 6.625% Guaranteed Bonds due 2035 that the Pemex Project Funding Master Trust issued pursuant to the exchange offers that were completed in February 2006, December 2006 and January 2009 and the U.S. $998,500,000 principal amount of our outstanding 6.625% Guaranteed Bonds due 2035 that we issued pursuant to the exchange offers that we completed in October 2010, bringing the aggregate amount of that series outstanding to U.S. $2,748,500,000.

The U.S. $1,150,000 principal amount of 2041 new securities that we issued on August 26, 2013 upon the consummation of our 2013 3(a)(9) Exchange Offers, the U.S. $493,829,000 principal amount of 2041 new securities that we issued on August 30, 2013 upon the consummation of our SEC-registered Exchange Offers and the U.S. $6,171,000 principal amount of 2041 new securities that we issued on March 13, 2014 upon the consummation of our 2014 3(a)(9) Exchange Offers have been consolidated to form a single series with, and are fully fungible with, the U.S. $2,498,850,000 principal amount of our 6.500% Bonds due 2041 that we issued pursuant to the exchange offers that we completed in October 2011 and September 2012, bringing the aggregate amount of that series outstanding to U.S. $3,000,000,000.

The U.S. $1,645,000 principal amount of 2044 new securities that we issued on August 26, 2013 upon the consummation of our 2013 3(a)(9) Exchange Offers, the U.S. $994,650,000 of 2044 new securities that we issued on August 30, 2013 upon the consummation of our SEC-registered Exchange Offers and the U.S. $350,000 principal amount of 2044 new securities that we issued on March 13, 2014 upon the consummation of our 2014 3(a)(9) Exchange Offers have been consolidated to form a single series with, and are fully fungible with, the U.S. $1,748,355,000 principal amount of our 5.50% Bonds due 2044 that we issued pursuant to the exchange offers that we completed in September 2012, bringing the aggregate amount of that series outstanding to U.S. $2,745,000,000.

Principal and Interest Payments

We will make payments of principal of and interest on the securities represented by a global security by wire transfer of U.S. dollars to DTC or to its nominee as the registered owner of the securities, which will receive the funds for distribution to the holders. We expect that the holders will be paid in accordance with the procedures of DTC and its participants. Neither we nor the trustee or any paying agent shall have any responsibility or liability for any of the records of, or payments made by, DTC or its nominee.

If the securities are represented by definitive securities, we will make interest and principal payments to you, as a holder, by wire transfer if:

- you own at least U.S. $10,000,000 aggregate principal amount of securities; and

- not less than 15 days before the payment date, you notify the trustee of your election to receive payment by wire transfer and provide it with your bank account information and wire transfer instructions;

or if:

- we are making the payments at maturity; and

- you surrender the securities at the corporate trust office of the trustee or at the offices of the other paying agents that we appoint pursuant to the indentures.

If we do not pay interest by wire transfer for any reason, we will, subject to applicable laws and regulations, mail a check to you on or before the due date for the payment at your address as it appears on the register maintained by the trustee on the applicable record date.

We will pay interest payable on the securities, other than at maturity, to the registered holders at the close of business on the 15th day (whether or not a business day) (a regular record date) before the due date for the payment. Should we not make punctual interest payments, such payments will no longer be payable to the holders of the securities on the regular record date. Under such circumstances, we may either:

- pay interest to the persons in whose name the securities are registered at the close of business on a special record date for the payment of defaulted interest. The trustee will fix the special record date and will provide notice of that date to the holders of the securities not less than ten days before the special record date; or

- pay interest in any other lawful manner not inconsistent with the requirements of any securities exchange on which the securities are then listed.

Interest payable at maturity will be payable to the person to whom principal of the securities is payable.

If any money that the issuer or a guarantor pays to the trustee for principal or interest is not claimed at the end of two years after the payment was due and payable, the trustee will repay that amount to the issuer upon its written request. After that repayment, the trustee will not have any further liability with respect to the payment. However, the issuer's obligation to pay the principal of and interest on the securities, and the obligations of the guarantors on their respective guaranties with respect to that payment, will not be affected by that repayment. Unless otherwise provided by applicable law, your right to receive payment of principal of any security (whether at maturity or otherwise) or interest will become void at the end of five years after the due date for that payment.

If the due date for the payment of principal, interest or additional amounts with respect to any security falls on a Saturday or Sunday or another day on which the banks in New York are authorized to be closed, then holders will have to wait until the next business day to receive payment. You will not be entitled to any extra interest or payment as a result of that delay.

Paying and Transfer Agents

We will pay principal of the securities, and holders of the securities may present them for registration of transfer or exchange, at:

- the corporate trust office of the trustee;

- the office of the Luxembourg paying and transfer agent; or

- the office of any other paying agent or transfer agent that we appoint.

With certain limitations that are detailed in each indenture, we may, at any time, change or end the appointment of any paying agent or transfer agent with or without cause. We may also appoint another, or additional, paying agent or transfer agent, as well as approve any change in the specified offices through which those agents act. In any event, however:

- at all times we must maintain a paying agent, transfer agent and registrar in New York, New York, and

- if and for as long as the securities are traded on the Euro MTF Market of the Luxembourg Stock Exchange, and if the rules of that stock exchange require, we must have a paying agent and a transfer agent in Luxembourg.

We have initially appointed the trustee at its corporate trust office as principal paying agent, transfer agent, authenticating agent and registrar for all of the securities. The trustee will keep a register in which we will provide for the registration of transfers of the securities.

We will give you notice of any of these terminations or appointments or changes in the offices of the agents in accordance with "—Notices" below.

Guaranties

Guaranties. In a guaranty agreement dated July 29, 1996, which we refer to as the guaranty agreement, among the issuer and the guarantors, each of the guarantors will be jointly and severally liable with the issuer for all payment obligations incurred by the issuer under any international financing agreement entered into by the issuer. This liability extends only to those payment obligations that the issuer designates as being entitled to the benefit of the guaranty agreement in a certificate of designation.

The issuer has designated both of the indentures and the securities as benefiting from the guaranty agreement in certificates of designation dated October 22, 2007, September 18, 2009, February 5, 2010, January 24, 2012, October 19, 2012, January 30, 2013 and July 18, 2013. Accordingly, each of the guarantors will be unconditionally liable for the payment of the principal of and interest on the securities as and when they become due and payable, whether at maturity, by declaration of acceleration or otherwise. Under the terms of the guaranty agreement, each guarantor will be jointly and severally liable for the full amount of each payment under the securities. Although the guaranty agreement may be terminated in the future, the guaranties will remain in effect with respect to all agreements designated prior to such termination until all amounts payable under such agreements have been paid in full, including, with respect to the securities, the entire principal thereof and interest thereon. Any amendment to the guaranty agreement which would affect the rights of any party to or beneficiary of any designated international financing agreement (including the securities and the indentures) will be valid only with the consent of each such party or beneficiary (or percentage of parties or beneficiaries) as would be required to amend such agreement.

Ranking of the Securities and Guaranties

The securities will be direct, unsecured and unsubordinated public external indebtedness of the issuer. All of the securities will be equal in the right of payment with each other.

The payment obligations of the issuer under the securities will rank equally with all of its other present and future unsecured and unsubordinated public external indebtedness for borrowed money. The guaranty of the securities by each guarantor will be direct, unsecured and unsubordinated public external indebtedness of such guarantor and will rank equal in the right of payment with each other and with all other present and future unsecured and unsubordinated public external indebtedness for borrowed money of such guarantor.

The securities are not obligations of, or guaranteed by, the Mexican Government.

Additional Amounts

When the issuer or one of the guarantors makes a payment on the securities or its respective guaranty, we may be required to deduct or withhold present or future taxes, assessments or other governmental charges imposed by Mexico or a political subdivision or taxing authority of or in Mexico (which we refer to as Mexican withholding taxes). If this happens, the issuer, or in the case of a payment by a guarantor, the applicable guarantor, will pay the holders of the securities of the relevant series such additional amounts as may be necessary to insure that every net payment made by the issuer or a guarantor in respect of the securities of each series, after deduction or withholding for Mexican withholding taxes, will not be less than the amount actually due and payable on such securities. However, this obligation to pay additional amounts will not apply to:

1. any Mexican withholding taxes that would not have been imposed or levied on a holder of securities were there not some past or present connection between the holder and Mexico or any of its political subdivisions, territories, possessions or areas subject to its jurisdiction, including, but not limited to, that holder:

    - being or having been a citizen or resident of Mexico;

    - maintaining or having maintained an office, permanent establishment or branch in Mexico; or

    - being or having been present or engaged in trade or business in Mexico, except for a connection arising solely from the mere ownership of, or the receipt of payment under, the securities;

2. any estate, inheritance, gift, sales, transfer, personal property or similar tax, assessment or other governmental charge;

3. any Mexican withholding taxes that are imposed or levied because the holder failed to comply with any certification, identification, information, documentation, declaration or other reporting requirement that is imposed or required by a statute, treaty, regulation, general rule or administrative practice as a precondition to exemption from, or reduction in the rate of, the imposition, withholding or deduction of any Mexican withholding taxes, but only if we have given written notice to the trustee with respect to these reporting requirements at least 60 days before:

- the first payment date to which this paragraph (3) applies; and

- in the event the requirements change, the first payment date after a change in the reporting requirements to which this paragraph (3) applies;

4. any Mexican withholding taxes imposed at a rate greater than 4.9%, if a holder has failed to provide, on a timely basis at our reasonable request, any information or documentation (not included in paragraph (3) above) concerning the holder's eligibility, if any, for benefits under an income tax treaty to which Mexico is a party that is necessary to determine the appropriate deduction or withholding rate of Mexican withholding taxes under that treaty;

5. any Mexican withholding taxes that would not have been imposed if the holder had presented its security for payment within 15 days after the date when the payment became due and payable or the date payment was provided for, whichever is later;

6. any payment to a holder who is a fiduciary, partnership or someone other than the sole beneficial owner of the payment, to the extent that the beneficiary or settlor with respect to the fiduciary, a member of the partnership or the beneficial owner of the payment would not have been entitled to the payment of the additional amounts had the beneficiary, settlor, member or beneficial owner actually been the holder of the security;

7. any withholding tax or deduction imposed on a payment to an individual and is required to be made pursuant to European Council Directive 2003/48/EC or any other European Union directive implementing the conclusions of the ECOFIN Council meeting of November 26-27, 2000 on the taxation of savings income, or any law implementing or complying with, or introduced in order to conform to, such a directive; or

8. a security presented for payment by or on behalf of a holder who would have been able to avoid such withholding or deduction by presenting the relevant security to another paying and transfer agent in a member state of the European Union.

All references in this Listing Memorandum to principal of and interest on securities, unless the context otherwise requires, mean and include all additional amounts, if any, payable on the securities.

The limitations contained in paragraphs (3) and (4) above will not apply if the reporting requirements described in those paragraphs would be materially more onerous, in form, procedure or the substance of the information disclosed, to the holder or beneficial owner of the securities, than comparable information or other applicable reporting requirements under U.S. federal income tax law (including the United States-Mexico income tax treaty, as defined under "Taxation" below), enacted or proposed regulations and administrative practice. When looking at the comparable burdens, we will take into account the relevant differences between U.S. and Mexican law, regulations and administrative practice.

In addition, paragraphs (3) and (4) above will not apply if Article 195, Section II, paragraph a) of the Mexican Income Tax Law, or a substantially similar future rule, is in effect, unless:

- the reporting requirements in paragraphs (3) and (4) above are expressly required by statute, regulation, general rules or administrative practice in order to apply Article 195, Section II, paragraph a) or a substantially similar future rule, and we cannot get the necessary information or satisfy any other reporting requirements on our own through

reasonable diligence and we would otherwise meet the requirements to apply Article 195, Section II, paragraph a) or a substantially similar future rule; or

- in the case of a holder or beneficial owner of a security that is a pension fund or other tax-exempt organization, if that entity would be subject to a lesser Mexican withholding tax than provided in Article 195, Section II, paragraph a) if the information required in paragraph (4) above were furnished.

We will not interpret paragraph (3) or (4) above to require a non-Mexican pension or retirement fund, a non-Mexican tax-exempt organization or a non-Mexican financial institution or any other holder or beneficial owner of the securities to register with the Ministry of Finance and Public Credit for the purpose of establishing eligibility for an exemption from or reduction of Mexican withholding taxes.

Upon written request, we will provide the trustee, the holders and the paying agent with a certified or authenticated copy of an original receipt of the payment of Mexican withholding taxes which the issuer or a guarantor has withheld or deducted from any payments made under or with respect to the securities or the guaranties, as the case may be.

If we pay additional amounts with respect to the securities that are based on rates of deduction or withholding of Mexican withholding taxes that are higher than the applicable rate, and the holder is entitled to make a claim for a refund or credit of this excess, then by accepting the security, the holder shall be deemed to have assigned and transferred all right, title and interest to any claim for a refund or credit of this excess to the issuer or the applicable guarantor, as the case may be. However, by making this assignment, you do not promise that we will be entitled to that refund or credit and you will not incur any other obligation with respect to that claim.

Tax Redemption

The issuer has the option to redeem any or all series of securities, other than the 2018 floating rate new securities, in whole, but not in part, at par at any time, together with interest accrued to, but excluding, the date fixed for redemption, if:

1. the issuer certifies to the trustee immediately prior to giving the notice that the issuer or a guarantor has or will become obligated to pay greater additional amounts than the issuer or such guarantor would have been obligated to pay if payments (including payments of interest) on the securities or payments under the guaranties with respect to the securities were subject to withholding tax at a rate of 10%, because of a change in, or amendment to, or lapse of, the laws, regulations or rulings of Mexico or any of its political subdivisions or taxing authorities affecting taxation, or any change in, or amendment to, an official interpretation or application of such laws, regulations or rulings, that becomes effective on or after the date of original issuance of the series of old securities corresponding to the series of the securities to be redeemed; and

2. before publishing any notice of redemption, the issuer delivers to the trustee a certificate signed by the issuer stating that the issuer or the applicable guarantor cannot avoid the obligation referred to in paragraph (1) above, despite taking reasonable measures available to it. The trustee is entitled to accept this certificate as sufficient evidence of the satisfaction of the requirements of paragraph (1) above.

We can exercise our redemption option by giving the holders of the securities irrevocable notice not less than 30 but not more than 60 days before the date of redemption. Once accepted, a notice of

redemption will be conclusive and binding on the holders of the securities of the relevant series. We may not give a notice of redemption earlier than 90 days before the earliest date on which the issuer or a guarantor would have been obligated to pay additional amounts as described in paragraph (1) above, and at the time we give that notice, our obligation to pay additional amounts must still be in effect.

Redemption of the Securities at the Option of the Issuer

The issuer will have the right at its option to redeem any or all series of the securities, other than the 2018 floating rate new securities, in whole or in part, at any time or from time to time prior to their maturity, at a redemption price equal to the principal amount thereof, plus the Make-Whole Amount (as defined below), plus accrued interest on the principal amount of the securities to be redeemed to the date of redemption. "Make-Whole Amount" means the excess of (i) the sum of the present values of each remaining scheduled payment of principal and interest on the securities to be redeemed (exclusive of interest accrued to the date of redemption), discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 40 basis points (for the 2015 new securities), 35 basis points (for the 2018 fixed rate new securities, the 2024 new securities and the 2041 new securities), 25 basis points (for the 2023 new securities) or 50 basis points (for the 2020 new securities, the 2022 new securities, the 2035 new securities and the 2044 new securities) over (ii) the principal amount of the securities to be redeemed.

For this purpose:

"*Treasury Rate*" means, with respect to any redemption date and series of securities, the rate per annum equal to the semiannual equivalent yield to maturity or interpolated maturity of the applicable Comparable Treasury Issue, assuming a price for that Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price of the Comparable Treasury Issue for such redemption date.

"*Comparable Treasury Issue*" means, with respect to a series of securities to be redeemed, the United States Treasury security or securities selected by an Independent Investment Banker (as defined below) as having an actual or interpolated maturity comparable to the remaining term of those securities that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of a comparable maturity to the remaining term of those securities.

"*Independent Investment Banker*" means one of the Reference Treasury Dealers (as defined below) appointed by the issuer.

"*Comparable Treasury Price*" means, with respect to any redemption date and series of securities, the average of the applicable Reference Treasury Dealer Quotations (as defined below) for such redemption date.

"*Reference Treasury Dealer*" means (1) in the case of the 2015 new securities each of Goldman, Sachs & Co., HSBC Securities (USA) Inc., Santander Investment Securities Inc. and Credit Suisse Securities (USA) LLC, or their affiliates which are primary United States government securities dealers, and their respective successors; (2) in the case of the 2018 fixed rate new securities and the 2024 new securities, each of Barclays Capital Inc., Morgan Stanley & Co. LLC or their affiliates which are primary United States government securities dealers, and their respective successors; (3) in the case of the 2020 new securities, any of Barclays Capital Inc., Citigroup Global Markets Inc. and Credit Suisse Securities (USA) LLC, or their affiliates which are primary United States government securities dealers, and their respective successors; (4) in the case of the 2022 new securities, any of Citigroup Global Markets Inc., HSBC Securities (USA) Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, or their affiliates which are

primary U.S. government securities dealers, and their respective successors; (5) in the case of the 2023 new securities, each of Banco Bilbao Vizcaya Argentina, S.A., Citigroup Global Markets Inc., and J.P. Morgan Securities LLC or their affiliates which are primary U.S. government securities dealers, and their respective successors; (6) in the case of the 2035 new securities, each of Credit Suisse Securities (USA) LLC, Barclays Capital Inc., J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC or their affiliates which are primary United States government securities dealers, and their respective successors; (7) in the case of the 2041 new securities, each of Goldman, Sachs & Co., J.P. Morgan Securities LLC, RBS Securities Inc. or their affiliates which are primary United States government securities dealers, and their respective successors and (8) in the case of the 2044 new securities, each of Barclays Capital Inc., J.P. Morgan Securities LLC, Santander Investment Securities Inc. and Banco Bilbao Vizcaya Argentina, S.A. or their affiliates which are primary U.S. government securities dealers, and their respective successors; *provided* that if any of the foregoing shall cease to be a primary U.S. government securities dealer in The City of New York (a "Primary Treasury Dealer"), the issuer will substitute for it another Primary Treasury Dealer.

"*Reference Treasury Dealer Quotation*" means, with respect to each applicable Reference Treasury Dealer and any redemption date, the average, as determined by the trustee, of the bid and asked prices for the applicable Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the trustee by such Reference Treasury Dealer at 3:30 p.m. New York City time on the third business day preceding that redemption date.

Negative Pledge

The issuer will not create or permit to exist, and will not allow its subsidiaries or the guarantors or any of their respective subsidiaries to create or permit to exist, any security interest in their crude oil or receivables in respect of crude oil to secure:

- any of its or their public external indebtedness;
- any of its or their guarantees in respect of public external indebtedness; or
- the public external indebtedness or guarantees in respect of public external indebtedness of any other person;

without at the same time or prior thereto securing the securities of each series equally and ratably by the same security interest or providing another security interest for the securities as shall be approved by the holders of at least 66 2/3% in aggregate principal amount of the outstanding (as defined in each indenture) securities of each affected series.

However, the issuer and its subsidiaries, and the guarantors and their respective subsidiaries, may create or permit to subsist a security interest upon its or their crude oil or receivables in respect of crude oil if:

1. on the date the security interest is created, the total of:
    - the amount of principal and interest payments secured by oil receivables due during that calendar year under receivable financings entered into on or before that date; plus

- the total revenues in that calendar year from the sale of crude oil or natural gas transferred, sold, assigned or disposed of in forward sales that are not government forward sales entered into on or before that date; plus

- the total amount of payments of the purchase price of crude oil, natural gas or petroleum products foregone in that calendar year as a result of all advance payment arrangements entered into on or before that date;

is not greater than U.S. $4,000,000,000 (or its equivalent in other currencies) minus the amount of government forward sales in that calendar year;

2. the total outstanding amount in all currencies at any one time of all receivables financings, forward sales (other than government forward sales) and advance payment arrangements is not greater than U.S. $12,000,000,000 (or its equivalent in other currencies); and

3. the issuer furnishes a certificate to the trustee certifying that, on the date of the creation of the security interest, there is no default under any of the financing documents that are identified in each indenture resulting from a failure to pay principal or interest.

For a more detailed description of paragraph (3) above, you may look to each indenture.

The negative pledge does not restrict the creation of security interests over any assets of the issuer or its subsidiaries or of the guarantors or any of their respective subsidiaries other than crude oil and receivables in respect of crude oil. Under Mexican law, all domestic reserves of crude oil belong to Mexico and not to PEMEX, but the issuer (together with the guarantors) has been established with the exclusive purpose of exploiting the Mexican petroleum and gas reserves, including the production of oil and gas, oil products and basic petrochemicals.

In addition, the negative pledge does not restrict the creation of security interests to secure obligations of the issuer, the guarantors or their subsidiaries payable in pesos. Further, the negative pledge does not restrict the creation of security interests to secure any type of obligation (e.g., commercial bank borrowings) regardless of the currency in which it is denominated, other than obligations similar to the securities (e.g., issuances of debt securities).

Events of Default; Waiver and Notice

If an event of default occurs and is continuing with respect to any series of securities, then the trustee, if so requested in writing by holders of at least one-fifth in principal amount of the outstanding securities of that series, shall give notice to the issuer that the securities of that series are, and they shall immediately become, due and payable at their principal amount together with accrued interest. Each of the following is an "event of default" with respect to a series of securities:

1. *Non-Payment*: any payment of principal of any of the securities of that series is not made when due and the default continues for seven days after the due date, or any payment of interest on the securities of that series is not made when due and the default continues for fourteen days after the due date;

2. *Breach of Other Obligations*: the issuer fails to perform, observe or comply with any of its other obligations under the securities of that series, which cannot be remedied, or if it

can be remedied, is not remedied within 30 days after the trustee gives written notice of the default to the issuer and the guarantors;

3. *Cross-Default:* the issuer or any of its material subsidiaries (as defined in "—Certain Definitions" below) or any of the guarantors or any of their respective material subsidiaries defaults in the payment of principal of or interest on any of their public external indebtedness or on any public external indebtedness guaranteed by them in an aggregate principal amount exceeding U.S. $40,000,000 or its equivalent in other currencies, and such default continues past any applicable grace period;

4. *Enforcement Proceedings:* any execution or other legal process is enforced or levied on or against any substantial part of the property, assets or revenues of the issuer or any of its material subsidiaries or any of the guarantors or any of their respective material subsidiaries, and that execution or other process is not discharged or stayed within 60 days;

5. *Security Enforced*: an encumbrancer takes possession of, or a receiver, manager or other similar officer is appointed for, all or any substantial part of the property, assets or revenues of the issuer or any of its material subsidiaries or any of the guarantors or any of their respective material subsidiaries;

6. The issuer or any of its material subsidiaries or any of the guarantors or any of their respective material subsidiaries:

   - becomes insolvent;

   - is generally not able to pay its debts as they mature;

   - applies for, or consents to or permits the appointment of, an administrator, liquidator, receiver or similar officer of it or of all or any substantial part of its property, assets or revenues;

   - institutes any proceeding under any law for a readjustment or deferment of all or a part of its obligations for bankruptcy, *concurso mercantil*, reorganization, dissolution or liquidation;

   - makes or enters into a general assignment, arrangement or composition with, or for the benefit of, its creditors; or

   - stops or threatens to cease carrying on its business or any substantial part thereof;

7. *Winding Up*: an order is entered for, or the issuer or any of its material subsidiaries or any of the guarantors or any of their respective material subsidiaries passes an effective resolution for, winding up any such entity;

8. *Moratorium*: a general moratorium is agreed or declared with respect to any of the external indebtedness of the issuer or any of its material subsidiaries or any of the guarantors or any of their respective material subsidiaries;

9. *Authorizations and Consents*: the issuer or any of the guarantors does not take, fulfill or obtain, within 30 days of its being so required, any action, condition or thing (including

obtaining or effecting of any necessary consent, approval, authorization, exemption, filing, license, order, recording or registration) that is required in order to:

- enable the issuer lawfully to enter into, exercise its rights and perform and comply with its obligations under the securities of that series and the relevant indenture;

- enable any of the guarantors lawfully to enter into, perform and comply with its obligations under the guaranty agreement relating to the securities of that series, the related guaranties or the relevant indenture; and

- ensure that the obligations of the issuer and the guarantors under the securities, the relevant indenture and the guaranty agreement are legally binding and enforceable;

10. *Illegality*: it is or becomes unlawful for:

    - the issuer to perform or comply with one or more of its obligations under the securities of that series or the relevant indenture; or

    - any of the guarantors to perform or comply with any of its obligations under the guaranty agreement relating to the securities of that series or the relevant indenture;

11. *Control, dissolution, etc.*: the issuer ceases to be a public-sector entity of the Mexican Government or the Mexican Government otherwise ceases to control the issuer or any guarantor; or the issuer or any of the guarantors is dissolved, disestablished or suspends its operations, and that dissolution, disestablishment or suspension is material in relation to the business of the issuer and the guarantors taken as a whole; or the issuer, the guarantors and entities that they control cease to be, in the aggregate, the primary public-sector entities that conduct on behalf of Mexico the activities of exploration, extraction, refining, transportation, storage, distribution and first-hand sale of crude oil and exploration, extraction, production and first-hand sale of gas; for purposes of this event of default, the term "primary" refers to the production of at least 75% of the barrels of oil equivalent of crude oil and gas produced by public-sector entities in Mexico;

12. *Disposals*:

    (A) the issuer ceases to carry on all or a substantial part of its business, or sells, transfers or otherwise voluntarily or involuntarily disposes of all or substantially all of its assets, either by one transaction or a series of related or unrelated transactions, other than:

        - solely in connection with the implementation of the Petróleos Mexicanos Law that took effect on November 29, 2008; or

        - to a guarantor; or

    (B) any guarantor ceases to carry on all or a substantial part of its business, or sells, transfers or otherwise voluntarily or involuntarily disposes of all or substantially all of its assets, either by one transaction or a series of related or unrelated transactions, and that cessation, sale, transfer or other disposal is material in relation to the business of the issuer and the guarantors taken as a whole;

13. *Analogous Events*: any event occurs which under the laws of Mexico has an analogous effect to any of the events referred to in paragraphs (4) to (7) above; or

14. *Guaranties*: the guaranty agreement is not in full force and effect or any of the guarantors claims that it is not in full force and effect.

If any event of default results in the acceleration of the maturity of the securities of any series, the holders of a majority in aggregate principal amount of the outstanding securities of that series may rescind and annul that acceleration at any time before the trustee obtains a judgment for the payment of the money due based on that acceleration. Prior to the rescission and annulment, however, all events of default, other than nonpayment of the principal of the securities of that series which became due only because of the declaration of acceleration, must have been cured or waived as provided for in the relevant indenture.

Under each indenture, the holders of the securities of the relevant series must agree to indemnify the trustee before the trustee is required to exercise any right or power under the indenture at the request of the holders of the securities of that series. The trustee is entitled to this indemnification; *provided* that its actions are taken with the requisite standard of care during an event of default. The holders of a majority in principal amount of the securities of a series may direct the time, method and place of conducting any proceedings for remedies available to the trustee or exercising any trust or power given to the trustee with respect to the securities of that series. However, the trustee may refuse to follow any direction that conflicts with any law and the trustee may take other actions that are not inconsistent with the holders' direction.

No holder of any security may institute any proceeding with respect to the relevant indenture or any remedy under the relevant indenture, unless:

1. that holder has previously given written notice to the trustee of a continuing event of default;

2. the holders of at least 20% in aggregate principal amount of the outstanding securities of the relevant series have made a written request to the trustee to institute proceedings relating to the event of default;

3. those holders have offered to the trustee reasonable indemnity against any costs, expenses or liabilities it might incur;

4. the trustee has failed to institute the proceeding within 60 days after receiving the written notice; and

5. during the 60-day period in which the trustee has failed to take action, the holders of a majority in principal amount of the outstanding securities of the relevant series have not given any direction to the trustee which is inconsistent with the written request.

These limitations do not apply to a holder who institutes a suit for the enforcement of the payment of principal of or interest on a security on or after the due date for that payment.

The holders of a majority in principal amount of the outstanding securities of a series may, on behalf of the holders of all securities of that series waive any past default and any event of default arising therefrom; *provided* that a default not theretofore cured in the payment of the principal of or premium or interest on the securities of that series or in respect of a covenant or provision in the indenture the

modification of which would constitute a reserved matter (as defined below), may be waived only by a percentage of holders of outstanding securities of that series that would be sufficient to effect a modification, amendment, supplement or waiver of such matter.

The issuer is required to furnish annually to the trustee a statement regarding the performance of its obligations and the guarantors' obligations under the indenture and any default in that performance.

Purchase of Securities

The issuer or any of the guarantors may at any time purchase the securities of any series at any price in the open market, in privately negotiated transactions or otherwise. Securities so purchased by the issuer or any guarantor shall be surrendered to the trustee for cancellation.

Further Issues

We may, without your consent, issue additional securities that have the same terms and conditions as any series of securities or the same except for the issue price, the issue date and the amount of the first payment of interest, which additional securities may be made fungible with the securities of that series; *provided* that such additional securities do not have, for the purpose of U.S. federal income taxation, a greater amount of original issue discount than the securities of the relevant series have as of the date of the issue of the additional securities.

Modification and Waiver

The issuer and the trustee may modify, amend or supplement the terms of the securities of any series or the indenture in any way, and the holders of a majority in aggregate principal amount of the securities of any series may make, take or give any request, demand, authorization, direction, notice, consent, waiver or other action that the indenture or the securities allow a holder to make, take or give, when authorized:

- at a meeting of holders that is properly called and held by the affirmative vote, in person or by proxy (authorized in writing), of the holders of a majority in aggregate principal amount of the outstanding securities of that series that are represented at the meeting; or

- with the written consent of the holders of the majority (or of such other percentage as stated in the text of the securities with respect to the action being taken) in aggregate principal amount of the outstanding securities of that series.

However, without the consent of the holders of not less than 75% in aggregate principal amount of the outstanding securities of each series affected thereby, no action may:

1. change the governing law with respect to the indenture, the guaranty, the subsidiary guaranties or the securities of that series;

2. change the submission to jurisdiction of New York courts, the obligation to appoint and maintain an authorized agent in the Borough of Manhattan, New York City or the waiver of immunity provisions with respect to the securities of that series;

3. amend the events of default in connection with an exchange offer for the securities of that series;

4. change the ranking of the securities of that series; or

5. change the definition of "outstanding" with respect to the securities of that series.

Further, without (A) the consent of each holder of outstanding securities of each series affected thereby or (B) the consent of the holders of not less than 75% in aggregate principal amount of the outstanding securities of each series affected thereby, and (in the case of this clause (B) only) the certification by the issuer to the trustee that the modification, amendment, supplement or waiver is sought in connection with a general restructuring (as defined below) by Mexico, no such modification, amendment or supplement may:

1. change the due date for any payment of principal (if any) of or premium (if any) or interest on securities of that series;

2. reduce the principal amount of the securities of that series, the portion of the principal amount that is payable upon acceleration of the maturity of the securities of that series, the interest rate on the securities of that series or the premium (if any) payable upon redemption of the securities of that series;

3. shorten the period during which the issuer is not permitted to redeem the securities of that series or permit the issuer to redeem the securities of that series prior to maturity, if, prior to such action, the issuer is not permitted to do so except as permitted in each case under "—Tax Redemption" and "—Redemption of the Securities at the Option of the Issuer" above;

4. change U.S. dollars as the currency in which, or change the required places at which, payment with respect to principal of or interest on the securities of that series is payable;

5. modify the guaranty agreement in any manner adverse to the holder of any of the securities of that series;

6. change the obligation of the issuer or any guarantor to pay additional amounts on the securities of that series;

7. reduce the percentage of the principal amount of the securities of that series, the vote or consent of the holders of which is necessary to modify, amend or supplement the indenture or the securities of that series or the related guaranties or take other action as provided therein; or

8. modify the provisions in the indenture relating to waiver of compliance with certain provisions thereof or waiver of certain defaults, or change the quorum requirements for a meeting of holders of the securities of that series, in each case except to increase any related percentage or to provide that certain other provisions of the indenture cannot be modified or waived without the consent of the holder of each outstanding security of that series affected by such action.

Holders of the securities of a series and any old securities of the corresponding series remaining outstanding will vote together as a single class with respect to all matters affecting them both.

A "general restructuring" by Mexico means a request made by Mexico for one or more amendments or one or more exchange offers by Mexico, each of which affects a matter that would (if

made to a term or condition of the securities) constitute any of the matters described in clauses 1 through 8 in the second preceding paragraph or clauses 1 through 5 of the third preceding paragraph (each of which we refer to as a reserved matter), and that applies to either (1) at least 75% of the aggregate principal amount of outstanding external market debt of Mexico that will become due and payable within a period of five years following the date of such request or exchange offer or (2) at least 50% of the aggregate principal amount of external market debt of Mexico outstanding at the date of such request or exchange offer. For the purposes of determining the existence of a general restructuring, the principal amount of external market debt that is the subject of any such request for amendment by Mexico shall be added to the principal amount of external market debt that is the subject of a substantially contemporaneous exchange offer by Mexico. As used here, "external market debt" means indebtedness of the Mexican Government (including debt securities issued by the Mexican Government) which is payable or at the option of its holder may be paid in a currency other than the currency of Mexico, excluding any such indebtedness that is owed to or guaranteed by multilateral creditors, export credit agencies and other international or governmental institutions.

In determining whether the holders of the requisite principal amount of the outstanding securities of a series have consented to any amendment, modification, supplement or waiver, whether a quorum is present at a meeting of holders of the outstanding securities of a series or the number of votes entitled to be cast by each holder of a security regarding the security at any such meeting, securities owned, directly or indirectly, by Mexico or any public sector instrumentality of Mexico (including the issuer or any guarantor) shall be disregarded and deemed not to be outstanding, except that, in determining whether the trustee shall be protected in relying upon any such consent, amendment, modification, supplement or waiver, only securities which a responsible officer of the trustee actually knows to be owned in this manner shall be disregarded. As used in this paragraph, "public sector instrumentality" means Banco de México, any department, ministry or agency of the Mexican Government or any corporation, trust, financial institution or other entity owned or controlled by the Mexican Government or any of the foregoing, and "control" means the power, directly or indirectly, through the ownership of voting securities or other ownership interests or otherwise, to direct the management of or elect or appoint a majority of the board of directors or other persons performing similar functions instead of, or in addition to, the board of directors of a corporation, trust, financial institution or other entity.

The issuer and the trustee may, without the vote or consent of any holder of the securities of a series, modify or amend the indenture or the securities of that series for the purpose of:

1. adding to the covenants of the issuer for the benefit of the holders of the securities of that series;

2. surrendering any right or power conferred upon the issuer;

3. securing the securities of that series as required in the indenture or otherwise;

4. curing any ambiguity or curing, correcting or supplementing any defective provision of the indenture or the securities of that series or the guaranties;

5. amending the indenture or the securities of that series in any manner which the issuer and the trustee may determine and that will not adversely affect the rights of any holder of the securities of that series in any material respect;

6. reflecting the succession of another corporation to the issuer and the successor corporation's assumption of the covenants and obligations of the issuer, as the case may be, under the securities of that series and the indenture; or

7. modifying, eliminating or adding to the provisions of the indenture to the extent necessary to qualify the indenture under the Trust Indenture Act or under any similar U.S. federal statute enacted in the future or adding to the indenture any additional provisions that are expressly permitted by the Trust Indenture Act.

The consent of the holders is not necessary under the indenture to approve the particular form of any proposed amendment, modification, supplement or waiver. It is sufficient if the consent approves the substance of the proposed amendment, modification, supplement or waiver. After an amendment, modification, supplement or waiver under the indenture becomes effective, we will send to the holders of the affected securities or publish a notice briefly describing the amendment, modification, supplement or waiver. However, the failure to give this notice to all the holders of the relevant securities, or any defect in the notice, will not impair or affect the validity of the amendment, modification, supplement or waiver.

No Personal Liability of Directors, Officers, Employees and Stockholders

No director, officer, employee or stockholder of the issuer or any of the guarantors will have any liability for any obligations of the issuer or any of the guarantors under the securities, the indenture or the guaranty agreement or for any claim based on, in respect of, or by reason of, such obligations or their creation. Each holder, by accepting its securities, waives and releases all such liability. The waiver and release are part of the consideration for issuance of the securities. This waiver may not be effective to waive liabilities under the federal securities laws and it is the view of the SEC that such a waiver is against public policy.

Governing Law, Jurisdiction and Waiver of Immunity

The securities and the indenture will be governed by, and construed in accordance with, the laws of the State of New York, except that authorization and execution of the securities and the indenture by the issuer will be governed by the laws of Mexico. The payment obligations of the guarantors under the guaranty agreement will be governed by and construed in accordance with the laws of the State of New York.

The issuer and each of the guarantors have appointed the Consul General of Mexico in New York (the Consul General) as their authorized agent for service of process in any action based on the securities that a holder may institute in any federal court (or, if jurisdiction in federal court is not available, state court) in the Borough of Manhattan, The City of New York by the holder of any security, and the issuer, each guarantor and the trustee have submitted to the jurisdiction of any such courts in respect of any such action and will irrevocably waive any objection which it may now or hereafter have to the laying of venue of any such action in any such court, and the issuer and each of the guarantors will waive any right to which it may be entitled on account of residence or domicile.

The issuer and each of the guarantors reserve the right to plead sovereign immunity under the Immunities Act in actions brought against them under U.S. federal securities laws or any state securities laws, and the issuer and each of the guarantors' appointment of the Consul General as their agent for service of process does not include service of process for these types of actions. Without the issuer and each of the guarantors' waiver of immunity regarding these actions, you will not be able to obtain a judgment in a U.S. court against any of them unless such a court determines that the issuer or a guarantor is not entitled to sovereign immunity under the Immunities Act. However, even if you obtain a U.S. judgment under the Immunities Act, you may not be able to enforce this judgment in Mexico. Moreover, you may not be able to execute on the issuer or any of the guarantors' property in the United States to enforce a judgment except under the limited circumstances specified in the Immunities Act.

Pursuant to Article 3 of the *Código Federal de Procedimientos Civiles* (Federal Code of Civil Procedure) and other applicable laws of Mexico, neither the issuer nor any guarantor is entitled to any immunity, whether on the grounds of sovereign immunity or otherwise, from any legal proceedings (whether through service or notice, attachment prior to judgment, attachment in aid of execution, execution or otherwise) to enforce or collect upon this Listing Memorandum or any other liability or obligation of the issuer and/or each of the guarantors related to or arising from the transactions contemplated hereby or thereby in respect of itself or its property, subject to certain restrictions pursuant to the New Mexican Energy Legal Framework (as defined below). "New Mexican Energy Legal Framework" means (i) the adoption of the New Petróleos Law, the Hydrocarbons Law and any other new law or regulation or (ii) any amendment to, or change in the interpretation or administration of, any existing law or regulation, in each case, pursuant to or in connection with the Energy Reform Decree by any governmental authority in Mexico with oversight or authority over the issuer or its subsidiaries.

Therefore, under certain circumstances, a Mexican court may not enforce a judgment against the issuer or any of the guarantors.

Meetings

The indenture has provisions for calling a meeting of the holders of the securities. Under the indenture, the trustee may call a meeting of the holders of any series of securities at any time. The issuer or holders of at least 10% of the aggregate principal amount of the outstanding securities of a series may also request a meeting of the holders of such securities by sending a written request to the trustee detailing the proposed action to be taken at the meeting.

At any meeting of the holders of a series of securities to act on a matter that is not a reserved matter, a quorum exists if the holders of a majority of the aggregate principal amount of the outstanding securities of that series are present or represented. At any meeting of the holders of a series of securities to act on a matter that is a reserved matter, a quorum exists if the holders of 75% of the aggregate principal amount of the outstanding securities of that series are present or represented. However, if the consent of each such holder is required to act on such reserved matter, then a quorum exists only if the holders of 100% of the aggregate principal amount of the outstanding securities of that series are present or represented.

Any holders' meeting that has properly been called and that has a quorum can be adjourned from time to time by those who are entitled to vote a majority of the aggregate principal amount of the outstanding securities of the relevant series that are represented at the meeting. The adjourned meeting may be held without further notice.

Any resolution passed, or decision made, at a holders' meeting that has been properly held in accordance with the indenture is binding on all holders of the securities of the relevant series.

Notices

All notices will be given to the holders of the securities by mail to their addresses as they are listed in the trustee's register. In addition, for so long as the securities of a series are admitted to trading on the Euro MTF Market of the Luxembourg Stock Exchange, and the rules of the exchange so require, all notices to the holders of the securities of that series will be published in a daily newspaper of general circulation in Luxembourg (expected to be the *Luxemburger Wort*) or, alternatively, on the website of the Luxembourg Stock Exchange at http://www.bourse.lu. If publication is not practicable, notice will be considered to be validly given if made in accordance with the rules of the Luxembourg Stock Exchange.

Certain Definitions

"*Advance payment arrangement*" means any transaction in which the issuer, any guarantor or any of their respective subsidiaries receives a payment of the purchase price of crude oil or gas or petroleum products that is not yet earned by performance.

"*External indebtedness*" means indebtedness which is payable, or at the option of its holder may be paid, (1) in a currency or by reference to a currency other than the currency of Mexico, (2) to a person resident or having its head office or its principal place of business outside Mexico and (3) outside the territory of Mexico.

"*Forward sale*" means any transaction that involves the transfer, sale, assignment or other disposition by the issuer, any guarantor or any of their respective subsidiaries of any right to payment under a contract for the sale of crude oil or gas that is not yet earned by performance, or any interest in such a contract, whether in the form of an account receivable, negotiable instrument or otherwise.

"*Government forward sale*" means a forward sale to:

- Mexico or Banco de México;
- the Bank for International Settlements; or
- any other multilateral monetary authority or central bank or treasury of a sovereign state.

"*Guarantee*" means any obligation of a person to pay the indebtedness of another person, including without limitation:

- an obligation to pay or purchase that indebtedness;
- an obligation to lend money or to purchase or subscribe for shares or other securities or to purchase assets or services in order to provide money to pay the indebtedness; or
- any other agreement to be responsible for the indebtedness.

"*Indebtedness*" means any obligation (whether present or future, actual or contingent) for the payment or repayment of money which has been borrowed or raised (including money raised by acceptances and leasing).

"*Material subsidiaries*" means, at any time, (1) each of the guarantors and (2) any subsidiary of the issuer or any of the guarantors having, as of the end of the most recent fiscal quarter of the guarantors, total assets greater than 12% of the total assets of the issuer, the guarantors and their respective subsidiaries on a consolidated basis. As of the date of this Listing Memorandum, the only material subsidiaries were the guarantors.

"*Oil receivables*" means amounts payable to the issuer, any guarantor or any of their respective subsidiaries for the sale, lease or other provision of crude oil or gas, whether or not they are already earned by performance.

"*Person*" means any individual, company, corporation, firm, partnership, joint venture, association, organization, state or agency of a state or other entity, whether or not having a separate legal personality.

"*Petroleum products*" means the derivatives and by-products of crude oil and gas (including basic petrochemicals).

"*Public external indebtedness*" means any external indebtedness which is in the form of, or represented by, notes, bonds or other securities which are at that time being quoted, listed or traded on any stock exchange.

"*Receivables financing*" means any transaction resulting in the creation of a security interest on oil receivables to secure new external indebtedness incurred by, or the proceeds of which are paid to or for the benefit of, the issuer, any guarantor or any of their respective subsidiaries.

"*Security interest*" means any mortgage, pledge, lien, hypothecation, security interest or other charge or encumbrance, including without limitation any equivalent thereof created or arising under the laws of Mexico.

"*Subsidiary*" means, in relation to any person, any other person which is controlled directly or indirectly by, or which has more than 50% of its issued capital stock (or equivalent) held or beneficially owned by, the first person and/or any one or more of the first person's subsidiaries. In this case, "control" means the power to appoint the majority of the members of the governing body or management of, or otherwise to control the affairs and policies of, that person.

BOOK ENTRY; DELIVERY AND FORM

Form

One or more permanent global notes or global bonds, in fully registered form without coupons, will represent the securities of each series. We refer to the global notes or global bonds as the "global securities." We have deposited each global security with the trustee at its corporate trust office as custodian for DTC. Each global security is registered in the name of Cede & Co., as nominee of DTC, for credit to the respective accounts at DTC, Euroclear and Clearstream, Luxembourg of the holders of the securities.

Except in the limited circumstances described below under "—Certificated Securities," owners of beneficial interests in a global security will not receive physical delivery of securities in registered, certificated form. We will not issue the securities in bearer form.

When we refer to a security in this Listing Memorandum, we mean any certificated security and any global security. Under the indenture, only persons who are registered on the books of the trustee as the owners of a security are considered the holders of the security. Cede & Co., or its successor, as nominee of DTC, is considered the only holder of a security represented by a global security. The issuer, the guarantors and the trustee and any of our respective agents may treat the registered holder of a security as the absolute owner, for all purposes, of that security whether or not it is overdue.

Global Securities

The statements below include summaries of certain rules and operating procedures of DTC, Euroclear and Clearstream, Luxembourg that affect transfers of interests in the global securities.

Except as set forth below, a global security may be transferred, in whole or part, only to DTC, another nominee of DTC or a successor of DTC or that nominee.

Financial institutions will act on behalf of beneficial owners as direct and indirect participants in DTC. Beneficial interests in a global security will be represented, and transfers of those beneficial interests will be effected, through the accounts of those financial institutions. The interests in the global security may be held and traded in denominations of U.S. $10,000 and integral multiples of U.S. $1,000 in excess thereof. If investors participate in the DTC, Euroclear or Clearstream, Luxembourg systems, they may hold interests directly in DTC, Euroclear or Clearstream, Luxembourg. If they do not participate in any of those systems, they may indirectly hold interests through an organization that does participate.

At their respective depositaries, both Euroclear and Clearstream, Luxembourg have customers' securities accounts in their names through which they hold securities on behalf of their participants. In turn, their respective depositaries have, in their names, customers' securities accounts at DTC through which they hold Euroclear's and Clearstream, Luxembourg's respective securities.

DTC has advised us that it is:

- a limited-purpose trust company organized under New York State laws;
- a member of the Federal Reserve System;

- a "clearing corporation" within the meaning of the New York Uniform Commercial Code; and

- a "clearing agency" registered as required by Section 17A of the Exchange Act.

DTC's participants include:

- securities brokers and dealers;

- banks (including the trustee);

- trust companies;

- clearing corporations; and

- certain other organizations.

Some of DTC's participants or their representatives own DTC. These participants created DTC to hold their securities and to use electronic book-entry changes to facilitate clearing and settling securities transactions in the participants' accounts so as to eliminate the need for the physical movement of certificates.

Access to DTC's book-entry system is also available to others that clear through or maintain a direct or indirect custodial relationship with a participant. Persons who are not participants may beneficially own securities held by DTC only through participants.

Any person owning a beneficial interest in any of the global securities must rely on the procedures of DTC and, to the extent relevant, Euroclear or Clearstream, Luxembourg. If that person is not a participant, that person must rely on the procedures of the participant through which that person owns its interest to exercise any rights of a holder. Owners of beneficial interests in the global securities, however, will not:

- be entitled to have securities that represent those global securities registered in their names, receive or be entitled to receive physical delivery of the securities in certificated form; or

- be considered the holders under the indenture or the securities.

We understand that it is existing industry practice that if an owner of a beneficial interest in a global security wants to take any action that Cede & Co., as the holder of the global security, is entitled to take, Cede & Co. would authorize the participants to take the desired action, and the participants would authorize the beneficial owners to take the desired action or would otherwise act upon the instructions of the beneficial owners who own through them.

DTC may grant proxies or otherwise authorize DTC participants (or persons holding beneficial interests in the securities through DTC participants) to exercise any rights of a holder or to take any other actions which a holder is entitled to take under the indenture or the securities. Under its usual procedures, DTC would mail an omnibus proxy to us assigning Cede & Co.'s consenting or voting rights to the DTC participants to whose accounts the securities are credited.

Euroclear or Clearstream, Luxembourg will take any action a holder may take under the indenture or the securities on behalf of its participants, but only in accordance with their relevant rules and procedures, and subject to their depositaries' ability to effect any actions on their behalf through DTC.

We will allow owners of beneficial interests in the global securities to attend holders' meetings and to exercise their voting rights in respect of the principal amount of securities that they beneficially own, if they:

1. obtain a certificate from DTC, a DTC participant, a Euroclear participant or a Clearstream, Luxembourg participant stating the principal amount of securities beneficially owned by such person; and

2. deposit that certificate with us at least three business days before the date on which the relevant meeting of holders is to be held.

Certificated Securities

If DTC or any successor depositary is at any time unwilling or unable to continue as a depositary for a global security, or if it ceases to be a "clearing agency" registered under the Exchange Act, and we do not appoint a successor depositary within 90 days after we receive notice from the depositary to that effect, then we will issue or cause to be issued, authenticate and deliver certificated securities, in registered form, in exchange for the global securities. In addition, we may determine that any global security will be exchanged for certificated securities. In that case, we will mail the certificated securities to the addresses that are specified by the registered holder of the global securities. If the registered holder so specifies, the certificated securities may be available for pick-up at the office of the trustee or any transfer agent (including the Luxembourg transfer agent), in each case not later than 30 days following the date of surrender of the relevant global security, endorsed by the registered holder, to the trustee or any transfer agent.

A holder of certificated securities may transfer those certificated securities or exchange them for certificated securities of any other authorized denomination by returning them to the office or agency that we maintain for that purpose in the Borough of Manhattan, The City of New York, which initially will be the office of the trustee, or at the office of any transfer agent. No service charge will be imposed for any registration of transfer of securities, but we may require the holder of a security to pay a fee to cover any related tax or other governmental charge.

Neither the registrar nor any transfer agent will be required to register the transfer or exchange of any certificated securities for a period of 15 days before any interest payment date, or to register the transfer or exchange of any certificated securities that have been called for redemption.

If any certificated security is mutilated, defaced, destroyed, lost or stolen, we will execute and we will request that the trustee authenticate and deliver a new certificated security. The new certificated security will be of like tenor (including the same date of issuance) and equal principal amount, registered in the same manner, dated the date of its authentication and bearing interest from the date to which interest has been paid on the original certificated security, in exchange and substitution for the original certificated security (upon its surrender and cancellation) or in lieu of and substitution for the certificated security. If a certificated security is destroyed, lost or stolen, the applicant for a substitute certificated security must furnish us and the trustee with whatever security or indemnity we may require to hold each of us harmless. In every case of destruction, loss or theft of a certificated security, the applicant must also furnish us with satisfactory evidence of the destruction, loss or theft of the certificated security and its

ownership. Whenever we issue a substitute certificated security, we may require the registered holder to pay a sum sufficient to cover related fees and expenses.

TAXATION

The following is a summary of the principal Mexican and U.S. federal income tax considerations that may be relevant to the ownership and disposition of the securities. This summary is based on the U.S. federal and Mexican tax laws in effect on the date of this Listing Memorandum. These laws are subject to change. Any change could apply retroactively and could affect the continued validity of the summary. This summary does not describe any tax consequences arising under the laws of any state, locality or taxing jurisdiction other than Mexico and the United States.

This summary does not describe all of the tax considerations that may be relevant to your situation, particularly if you are subject to special tax rules. Each holder or beneficial owner of old securities considering an exchange of old securities for securities should consult its own tax advisor as to the Mexican, U.S. or other tax consequences of the ownership and disposition of new securities and the exchange of old securities for securities, including the effect of any foreign, state or local tax laws.

The United States and Mexico entered into a Convention for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income, and a Protocol thereto, both signed on September 18, 1992 and amended by additional Protocols signed on September 8, 1994 and November 26, 2002 (which we refer to as the United States-Mexico income tax treaty). This summary describes the provisions of the United States-Mexico income tax treaty that may affect the taxation of certain U.S. holders of new securities. The United States and Mexico have also entered into an agreement that covers the exchange of information with respect to tax matters.

Mexico has also entered into tax treaties with various other countries (most of which are in effect) and is negotiating tax treaties with various other countries. These tax treaties may have effects on holders of new securities. This summary does not discuss the consequences (if any) of such treaties.

Mexican Taxation

This summary of certain Mexican federal tax considerations refers only to potential holders of the securities that are not residents of Mexico for Mexican tax purposes and that will not hold the securities or a beneficial interest therein through a permanent establishment for tax purposes in Mexico. We refer to such non-resident holder as a foreign holder. For purposes of Mexican taxation, an individual is a resident of Mexico if he/she has established his/her domicile in Mexico, unless he/she has a place of residence in another country as well, in which case such individual will be considered a resident of Mexico for tax purposes, if such individual has his/her center of vital interest in Mexico. An individual would be deemed to maintain his/her center of vital interest in Mexico if, among other things, (a) more than 50% of his/her total income for the calendar year results from Mexican sources, or (b) his/her principal center of professional activities is located in Mexico.

A legal entity is a resident of Mexico if it:

- maintains the principal place of its management in Mexico; or
- has established its effective management in Mexico.

A Mexican citizen is presumed to be a resident of Mexico unless such person can demonstrate the contrary. If a legal entity or individual has a permanent establishment for tax purposes in Mexico, such

legal entity or individual shall be required to pay taxes in Mexico on income attributable to such permanent establishment in accordance with Mexican federal tax law.

Taxation of Interest and Principal. Under existing Mexican laws and regulations, a foreign holder will not be subject to any taxes or duties imposed or levied by or on behalf of Mexico in respect of payments of principal of the securities made by the issuer and the guarantors. Pursuant to the Mexican Income Tax Law and to rules issued by the Ministry of Finance and Public Credit applicable to PEMEX, payments of interest (or amounts deemed to be interest) made by the issuer or the guarantors in respect of the securities to a foreign holder will be subject to a Mexican withholding tax imposed at a rate of 4.9% if, as expected:

1. the securities are (or the old securities for which they were exchanged were) placed outside of Mexico by a bank or broker dealer in a country with which Mexico has a valid tax treaty in effect;

2. the CNBV is notified of the issuance of the securities and evidence of such notification is timely filed with the Ministry of Finance and Public Credit;

3. the issuer timely files with the Ministry of Finance and Public Credit (a) certain information related to the securities and this Listing Memorandum and (b) information representing that no party related to the issuer, directly or indirectly, is the effective beneficiary of five percent (5%) or more of the aggregate amount of each such interest payment; and

4. the issuer or the guarantors maintain records that evidence compliance with (3)(b) above.

If these requirements are not satisfied, the applicable withholding tax rate will be higher.

Under the United States-Mexico income tax treaty, the Mexican withholding tax rate is 4.9% for certain holders that are residents of the United States (within the meaning of the United States-Mexico income tax treaty) under certain circumstances contemplated therein.

Payments of interest made by the issuer or a guarantor in respect of the securities to a non-Mexican pension or retirement fund will be exempt from Mexican withholding taxes, provided that any such fund:

1. is duly established pursuant to the laws of its country of origin and is the effective beneficiary of the interest paid;

2. is exempt from income tax in respect of such payments in such country; and

3. is registered with the Ministry of Finance and Public Credit for that purpose.

Additional Amounts. The issuer and the guarantors have agreed, subject to specified exceptions and limitations, to pay additional amounts, which are specified and defined in each indenture, to the holders of the securities to cover Mexican withholding taxes. If any of the issuer or the guarantors pays additional amounts to cover Mexican withholding taxes in excess of the amount required to be paid, you will assign to us your right to receive a refund of such excess additional amounts but you will not be obligated to take any other action. See "Description of the Securities—Additional Amounts."

We may ask you and other holders or beneficial owners of the securities to provide certain information or documentation necessary to enable us to determine the appropriate Mexican withholding tax rate applicable to you and such other holders or beneficial owners. In the event that you do not provide the requested information or documentation on a timely basis, our obligation to pay additional amounts may be limited. See "Description of the Securities—Additional Amounts."

Taxation of Dispositions. Capital gains resulting from the sale or other disposition of the securities (including an exchange of old securities for securities pursuant to the exchange offers) by a foreign holder to another foreign holder will not be subject to Mexican income or other similar taxes.

Transfer and Other Taxes. A foreign holder does not need to pay any Mexican stamp, registration or similar taxes in connection with the purchase, ownership or disposition of the securities. A foreign holder of the securities will not be liable for Mexican estate, gift, inheritance or similar tax with respect to the securities.

United States Federal Income Taxation

The following discussion summarizes certain U.S. federal income tax considerations that may be relevant to investors considering the exchange offers. Except for the discussion under "—Non-United States Persons" and "—Information Reporting and Backup Withholding," the discussion generally applies only to holders of new securities that are U.S. holders. You will be a U.S. holder if you are an individual who is a citizen or resident of the United States, a U.S. domestic corporation or any other person that is subject to U.S. federal income tax on a net income basis in respect of an investment in the securities.

This summary applies to you only if you own your new securities as capital assets. It does not address considerations that may be relevant to you if you are an investor to which special tax rules apply, such as a bank, tax-exempt entity, insurance company, dealer in securities or currencies, trader in securities that elects mark-to-market treatment, a short-term holder of securities, a person that hedges its exposure in the securities or that will hold new securities as a position in a "straddle" or conversion transaction, or as part of a "synthetic security" or other integrated financial transaction or a person whose "functional currency" is not the U.S. dollar. You should be aware that the U.S. federal income tax consequences of holding the securities may be materially different if you are an investor described in the prior sentence.

Exchange of Old Securities and Securities. You will not realize any gain or loss upon the exchange of your old securities for securities. Your tax basis and holding period in the securities will be the same as your tax basis and holding period in the old securities.

Taxation of Interest and Additional Amounts. The gross amount of interest and additional amounts (that is, without reduction for Mexican withholding taxes, determined utilizing the appropriate Mexican withholding tax rate applicable to you) you receive in respect of the securities will be treated as ordinary interest income. Mexican withholding taxes paid at the appropriate rate applicable to you will be treated as foreign income taxes eligible for credit against your U.S. federal income tax liability, subject to generally applicable limitations and conditions, or, at your election, for deduction in computing your taxable income. Interest and additional amounts will constitute income from sources without the United States for U.S. foreign tax credit purposes. Furthermore, interest and additional amounts generally will constitute "passive category income" for U.S. foreign tax credit purposes.

The calculation of foreign tax credits and, in case you elect to deduct foreign taxes, the availability of deductions, involves the application of rules that depend on your particular circumstances.

You should consult your own tax advisor regarding the availability of foreign tax credits and the treatment of additional amounts.

Amortizable Premium. If you purchased an old security for an amount that was greater than the principal amount of the old security, you will be considered to have purchased the security with amortizable bond premium. With some exceptions, you may elect to amortize this premium (as an offset to interest income) over the remaining term of the new security. If you elect to amortize bond premium with respect to a new security, you must reduce your tax basis in the security by the amounts of the premium amortized in any year. If you do not elect to amortize such premium, the amount of any premium will be included in your tax basis in the security when the security is disposed of. An election to amortize bond premium applies to all taxable debt obligations then owned and thereafter acquired by a taxpayer, and such election may be revoked only with the consent of the Internal Revenue Service (the IRS).

Market Discount. If you purchased an old security at a price that is lower than its remaining redemption amount by at least 0.25% of its remaining redemption amount multiplied by the number of remaining whole years to maturity, your new security will be considered to have market discount. In such case, gain realized by you on the disposition of the new security generally will be treated as ordinary income to the extent of the market discount that accrued on both the old and new security, treated as a single instrument, while held by you. In addition, you could be required to defer the deduction of a portion of the interest paid on any indebtedness incurred or maintained to purchase or carry the security. In general terms, market discount on a security will be treated as accruing ratably over the term of such security, or, at your election, under a constant-yield method.

You may elect to include market discount in income on a current basis as it accrues (on either a ratable or constant-yield basis) in lieu of treating a portion of any gain realized on a disposition as ordinary income. If you elect to include market discount on a current basis, the interest deduction deferral rule described above will not apply. Any such election, if made, applies to all market discount bonds acquired by a taxpayer on or after the first day of the taxable year to which such election applies and is revocable only with the consent of the IRS.

Taxation of Dispositions. Upon the sale, exchange or retirement of a new security, you will generally recognize gain or loss equal to the difference between the amount realized (not including any amounts attributable to accrued and unpaid interest) and your tax basis in the new security. As discussed above, your initial tax basis in the securities will equal your tax basis in the old securities, which will generally equal the cost of such securities to you, reduced by any bond premium you previously amortized and increased by any market discount you previously included in income. Gain or loss recognized on the sale, redemption or other disposition of a new security generally will be long-term capital gain or loss if, at the time of the disposition, the new security has been held for more than one year. Long-term capital gains recognized by an individual holder generally are taxed at preferential rates of tax.

Non-United States Persons. The following summary applies to you if you are not a United States person for U.S. federal income tax purposes. You are a United States person, and therefore this summary does not apply to you, if you are:

- a citizen or resident of the United States or its territories, possessions or other areas subject to its jurisdiction;

- a corporation, partnership or other entity organized under the laws of the United States or any political subdivision thereof;

- an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or

- a trust if (1) a U.S. court is able to exercise primary supervision over the trust's administration and (2) one or more United States persons have the authority to control all of the trust's substantial decisions.

If you are not a United States person, the interest income that you derive in respect of the securities generally will be exempt from U.S. federal income taxes, including withholding tax. However, to receive this exemption you may be required to satisfy certification requirements, which are described below under the heading "—Information Reporting and Backup Withholding," to establish that you are not a United States person.

Even if you are not a United States person, U.S. federal income taxation may still apply to any interest income you derive in respect of the securities if:

- you are an insurance company carrying on a U.S. insurance business, within the meaning of the Internal Revenue Code; or

- you have an office or other fixed place of business in the United States that receives the interest and you earn the interest in the course of operating (1) a banking, financing or similar business in the United States or (2) a corporation the principal business of which is trading in stock or securities for its own account, and certain other conditions exist.

If you are not a United States person, any gain you realize on a sale or exchange of new securities generally will be exempt from U.S. federal income tax, including withholding tax, unless:

- such income is effectively connected with your conduct of a trade or business in the United States; or

- in the case of gain, you are an individual holder and are present in the United States for 183 days or more in the taxable year of the sale, and either (1) your gain is attributable to an office or other fixed place of business that you maintain in the United States or (2) you have a tax home in the United States.

U.S. federal estate tax will not apply to a new security held by an individual holder who at the time of death is a non-resident alien.

Information Reporting and Backup Withholding. The paying agent must file information returns with the U.S. Internal Revenue Service in connection with new security payments made to certain United States persons. If you are a United States person, you generally will not be subject to U.S. backup withholding tax on such payments if you provide your taxpayer identification number to the paying agent. You may also be subject to information reporting and backup withholding tax requirements with respect to the proceeds from a sale of the securities. If you are not a United States person, in order to avoid information reporting and backup withholding tax requirements you may have to comply with certification procedures to establish that you are not a United States person.

European Union Savings Directive

Under Council Directive 2003/48/EC on the taxation of savings income (the Directive), each Member State of the European Union is required to provide to the tax authorities of another Member State

details of payments of interest or other similar income paid by a person within its jurisdiction to an individual beneficial owner resident in, or certain limited types of entity established in, that other Member State. However, for a transitional period, Austria and Luxembourg will (unless during such period they elect otherwise) instead operate a withholding system in relation to such payments. Under such a withholding system, the recipient of the interest payment must be allowed to elect that certain provision of information procedures should be applied instead of withholding. The rate of withholding was increased from 20% to 35%, effective July 1, 2011. The transitional period is to terminate at the end of the first full fiscal year following agreement by certain non-European Union countries to exchange of information procedures relating to interest and other similar income.

A number of non-European Union countries and certain dependent or associated territories of certain Member States have adopted or agreed to adopt similar measures (either provision of information or transitional withholding) in relation to payments made by a person within their respective jurisdictions to an individual beneficial owner resident in, or certain limited types of entity established in, a Member State. In addition, the Member States have entered into provision of information or transitional withholding arrangements with certain of those countries and territories in relation to payments made by a person in a Member State to an individual beneficial owner resident in, or certain limited types of entity established in, one of those countries or territories.

A proposal for amendments to the Directive has been published, including a number of suggested changes which, if implemented, would broaden the scope of the rules described above. Investors who are in any doubt as to their position should consult their professional advisors.

PLAN OF DISTRIBUTION

None of the issuer or any of the guarantors received any proceeds from the issuance of the securities.

The 2018 fixed rate new securities, the 2018 floating rate new securities, the 2023 new securities and the 2024 new securities are new issues of securities with no established trading market. The U.S. $27,280,000 principal amount of 2015 new securities that we issued on March 13, 2014 upon the consummation of our 2014 3(a)(9) Exchange Offers have been consolidated to form a single series with, and are fully fungible with, the U.S. $1,462,438,000 principal amount of our outstanding 4.875% Notes due 2015 that we issued in October 2010 pursuant to the exchange offers that we commenced in August 2010, bringing the aggregate amount of that series outstanding to U.S. $1,489,718,000. The U.S. $4,562,000 principal amount of 2020 new securities that we issued on March 13, 2014 upon the consummation of our 2014 3(a)(9) Exchange Offers have been consolidated to form a single series with, and are fully fungible with, the U.S. $990,802,000 principal amount of our outstanding 6.000% Notes due 2020 that we issued pursuant to the exchange offers that we completed in October 2010, bringing the aggregate amount of that series outstanding to U.S. $995,364,000. The U.S. $6,073,000 principal amount of 2022 new securities that we issued on March 13, 2014 upon the consummation of our 2014 3(a)(9) Exchange Offers have been consolidated to form a single series with, and are fully fungible with, the U.S. $2,090,982,000 principal amount of our outstanding 4.875% Notes due 2022 that we issued pursuant to the exchange offers that we completed in September 2012, bringing the aggregate amount of that series outstanding to U.S. $2,097,055,000. The U.S. $1,205,000 principal amount of 2035 new securities that we issued on March 13, 2014 upon the consummation of our 2014 3(a)(9) Exchange Offers have been consolidated to form a single series with, and are fully fungible with, the U.S. $1,748,795,000 principal amount of our outstanding 6.625% Guaranteed Bonds due 2035 that the Pemex Project Funding Master Trust issued pursuant to the exchange offers that were completed in February 2006, December 2006 and January 2009 and the U.S. $998,500,000 principal amount of our outstanding 6.625% Guaranteed Bonds due 2035 that we issued pursuant to the exchange offers that we completed in October 2010, bringing the aggregate amount of that series outstanding to U.S. $2,748,500,000. The U.S. $1,150,000 principal amount of 2041 new securities that we issued on August 26, 2013 pursuant to our 2013 3(a)(9) Exchange Offers, the U.S. $493,829,000 principal amount of 2041 new securities that we issued on August 30, 2013 pursuant to our SEC-registered Exchange Offers and the U.S. $6,171,000 principal amount of 2041 new securities that we issued on March 13, 2014 upon the consummation of our 2014 3(a)(9) Exchange Offers have been consolidated to form a single series with, and are fully fungible with, the U.S. $2,498,850,000 principal amount of our 6.500% Bonds due 2041 that we issued pursuant to the exchange offers that we completed in October 2011 and September 2012, bringing the aggregate amount of that series outstanding to U.S. $3,000,000,000. The U.S. $1,645,000 principal amount of 2044 new securities that we issued on August 26, 2013 pursuant to our 2013 3(a)(9) Exchange Offers, the U.S. $994,650,000 of 2044 new securities that we issued on August 30, 2013 pursuant to our SEC-registered Exchange Offers and the U.S. $350,000 principal amount of 2044 new securities that we issued on March 13, 2014 upon the consummation of our 2014 3(a)(9) Exchange Offers have been consolidated to form a single series with, and are fully fungible with, the U.S. $1,748,355,000 principal amount of our 5.50% Bonds due 2044 that we issued pursuant to the exchange offers that we completed in September 2012, bringing the aggregate amount of that series outstanding to U.S. $2,745,000,000.

The information contained in this Listing Memorandum is the exclusive responsibility of the issuer and the guarantors and has not been reviewed or authorized by the CNBV of Mexico. We have filed notices in respect of the offering of the securities with the CNBV of Mexico, which is a requirement under the Securities Market Law, in connection with an offering of securities outside of Mexico by a Mexican issuer. Such notice is solely for information purposes and does not imply any certification as to the investment quality of the securities, the solvency of the issuer or the guarantors or the accuracy or

completeness of the information contained in this Listing Memorandum. The securities have not been registered in the Registry maintained by the CNBV and may not be offered or sold publicly in Mexico. Furthermore, the securities may not be offered or sold in Mexico, except through a private placement made to institutional or qualified investors conducted in accordance with article 8 of the Securities Market Law.

Results of the Exchange Offers

Petróleos Mexicanos issued U.S. $1,150,000 aggregate principal amount of 2041 new securities on August 26, 2013 in exchange for an equal principal amount of its outstanding 6.500% Bonds due 2041 (ISIN No. US71656MAK53 (Regulation S)) and U.S. $1,645,000 aggregate principal amount of 2044 new securities on August 26, 2013 in exchange for an equal principal amount of its outstanding 5.50% Bonds due 2044 (ISIN No. US71656MAM10 (Regulation S)) upon the consummation of the 2013 3(a)(9) Exchange Offers.

Petróleos Mexicanos issued an additional U.S. $493,829,000 aggregate principal amount of 2041 new securities, an additional U.S. $994,650,000 aggregate principal amount of 2044 new securities, U.S. $991,630,000 aggregate principal amount of 2018 fixed rate new securities, U.S. $498,570,000 aggregate principal amount of 2018 floating rate new securities, U.S. $2,089,805,000 aggregate principal amount of 2023 new securities and U.S. $999,860,000 aggregate principal amount of 2024 new securities on August 30, 2013 in exchange for U.S. $493,829,000 aggregate principal amount of its outstanding 6.500% Bonds due 2041 (ISIN Nos. US71656LAV36 (Rule 144A) and US71656MAU36 (Regulation S)), U.S. $994,650,000 aggregate principal amount of its outstanding 5.50% Bonds due 2044 (ISIN Nos. US71656LAN10 (Rule 144A) and US71656MAN92 (Regulation S)), U.S. $991,630,000 aggregate principal amount of its outstanding 3.500% Notes due 2018 (ISIN Nos. US71656LAS07 (Rule 144A) and US71656MAS89 (Regulation S)), U.S. $498,570,000 aggregate principal amount of its outstanding Floating Rate Notes due 2018 (ISIN Nos. US71656LAT89 (Rule 144A) and US71656MAT62 (Regulation S)), U.S. $2,089,805,000 aggregate principal amount of its outstanding 3.500% Notes due 2023 (ISIN Nos. US71656LAP67 (Rule 144A) and US71656MAP41 (Regulation S)) and U.S. $999,860,000 aggregate principal amount of its outstanding 4.875% Notes due 2024 (ISIN Nos. US71656LAQ41 (Rule 144A) and US71656MAQ24 (Regulation S)), upon the consummation of the SEC-registered Exchange Offers.

Petróleos Mexicanos issued an additional U.S. $7,960,000 aggregate principal amount of 2018 fixed rate new securities, an additional U.S. $9,925,000 aggregate principal amount of 2023 new securities, an additional U.S. $40,000 aggregate principal amount of 2024 new securities, an additional U.S. $6,171,000 aggregate principal amount of 2041 new securities, an additional U.S. $350,000 aggregate principal amount of 2044 new securities, U.S. $37,562,000 aggregate principal amount of 2015 new securities, U.S. $4,562,000 aggregate principal amount of 2020 new securities, U.S. $6,073,000 aggregate principal amount of 2022 new securities and U.S. $1,205,000 aggregate principal amount of 2035 new securities on March 13, 2014 in exchange for U.S. $7,960,000 aggregate principal amount of its outstanding 3.500% Notes due 2018 (ISIN Nos. US71656LAS07 (Rule 144A) and US71656MAS89 (Regulation S)), U.S. $9,925,000 aggregate principal amount of its outstanding 3.500% Notes due 2023 (ISIN No. US71656MAP41 (Regulation S)), U.S. $40,000 aggregate principal amount of its outstanding 4.875% Notes due 2024 (ISIN No. US71656MAQ24 (Regulation S)), U.S. $6,171,000 aggregate principal amount of its outstanding 6.500% Bonds due 2041 (ISIN No. US71656LAV36 (Rule 144A)), U.S. $350,000 aggregate principal amount of its outstanding 5.50% Bonds due 2044 (ISIN Nos. US71656LAN10 (Rule 144A) and US71656MAN92 (Regulation S)), U.S. $37,562,000 aggregate principal amount of its outstanding 4.875% Notes due 2015 (ISIN Nos. US71656LAB71 (Rule 144A) and US71656MAB54 (Regulation S)), U.S. $4,562,000 aggregate principal amount of its outstanding 6.00% Notes due 2020 (ISIN Nos. US71656LAC54 (Rule 144A) and US71656MAC38 (Regulation S)),

U.S. $6,073,000 aggregate principal amount of its outstanding 4.875% Notes due 2022 (ISIN Nos. US71656LAL53 (Rule 144A) and US71656MAL37 (Regulation S)) and U.S. $1,205,000 aggregate principal amount of its outstanding 6.625% Guaranteed Bonds due 2035 (ISIN Nos. US70645JBE10 (Rule 144A) and US70645KAQ22 (Regulation S)), upon the consummation of the 2014 3(a)(9) Exchange Offers.

A more detailed discussion of the Exchange Offers may be found in the issuer's prospectus dated July 25, 2013 with respect to the SEC-registered Exchange Offers, which has been filed with the SEC, the issuer's exchange offer memorandum dated July 25, 2013 with respect to the 2013 3(a)(9) Exchange Offers and the issuer's exchange offer memorandum dated February 10, 2014 with respect to the 2014 3(a)(9) Exchange Offers.

In accordance with the terms and conditions of the old securities, Petróleos Mexicanos, through the transfer agent, has canceled the old securities it received and accepted pursuant to the Exchange Offers following the settlement dates for the Exchange Offers, which occurred on August 26, 2013 in the case of the 2013 3(a)(9) Exchange Offers, on August 30, 2013 in the case of the SEC-registered Exchange Offers and on March 13, 2014 in the case of the 2014 3(a)(9) Exchange Offers.

After the exchange of old securities pursuant to the Exchange Offers and following the cancellation of the old securities, U.S. $25,073,000 aggregate principal amount of old securities, comprised of U.S. $10,282,000 principal amount of 2015 old securities (ISIN No. US71656MAB54 (Regulation S)), U.S. $410,000 principal amount of 2018 fixed rate old securities (ISIN No. US71656MAS89 (Regulation S)), U.S. $1,430,000 principal amount of 2018 floating rate old securities (ISIN No. US71656MAT62 (Regulation S)), U.S. $4,636,000 principal amount of 2020 old securities (ISIN Nos. US71656LAC54 (Rule 144A) and US71656MAC38 (Regulation S)), U.S. $2,945,000 principal amount of 2022 old securities (ISIN Nos. US71656LAL53 (Rule 144A) and US71656MAL37 (Regulation S)), U.S. $270,000 principal amount of 2023 old securities (ISIN No. US71656MAP41 (Regulation S)), U.S. $100,000 principal amount of 2024 old securities (ISIN No. US71656MAQ24 (Regulation S)) (which are fully fungible with the portion of the U.S. $500,000,000 aggregate principal amount of 4.875% Notes due 2024 offered and sold outside the United States in accordance with Regulation S pursuant to a transaction that closed in January 2014), and U.S. $5,000,000 principal amount of 2044 old securities (ISIN No. US71656MAN92 (Regulation S)) remain outstanding. There are no 2015 old securities with ISIN No. US71656LAB71 (Rule 144A), no 2018 fixed rate old securities with ISIN No. US71656LAS07 (Rule 144A), no 2018 floating rate old securities with ISIN No. US71656LAT89 (Rule 144A), no 2023 old securities with ISIN No. US71656LAP67 (Rule 144A), no 2024 old securities with ISIN No. US71656LAQ41 (Rule 144A), no 2035 old securities (ISIN Nos. US70645JBE10 (Rule 144A) and US70645KAQ22 (Regulation S)), no 2041 old securities (ISIN Nos. US71656MAK53 (Regulation S), US71656LAV36 (Rule 144A) and US71656MAU36 (Regulation S)) and no 2044 old securities with ISIN No. US71656LAN10 (Rule 144A) outstanding.

We have applied to list the 2015 new securities, the 2018 fixed rate new securities, the 2018 floating rate new securities, the 2020 new securities, the 2022 new securities, the 2023 new securities, the 2024 new securities, the 2035 new securities, the 2041 new securities and the 2044 new securities issued pursuant to the Exchange Offers on the Luxembourg Stock Exchange and to have them admitted for trading on the Euro MTF Market. We also intend to continue the listing on the Luxembourg Stock Exchange and admission to trading on the Euro MTF Market of the old securities of each series that remain outstanding.

PUBLIC OFFICIAL DOCUMENTS AND STATEMENTS

The information that appears under "Item 4—Information on the Company—United Mexican States" in the Form 20-F has been extracted or derived from publications of, or sourced from, Mexico or one of its agencies or instrumentalities. We have included other information that we have extracted, derived or sourced from official publications of Petroleós Mexicanos or the subsidiary entities, each of which is a Mexican governmental agency. We have included this information on the authority of such publication or source as a public official document of Mexico. We have included all other information herein as a public official statement made on the authority of the Director General of Petróleos Mexicanos, Emilio Ricardo Lozoya Austin.

RESPONSIBLE PERSONS

We are furnishing this Listing Memorandum solely for use by prospective investors in connection with their consideration of investment in the securities and for Luxembourg listing purposes. The issuer, together with the guarantors, confirm that, having taken all reasonable care to ensure that such is the case:

- the information contained in this Listing Memorandum is true, to the best of their knowledge, and correct in all material respects and is not misleading;
- they, to the best of their knowledge, have not omitted other material facts, the omission of which would make this Listing Memorandum as a whole misleading; and
- they accept responsibility for the information they have provided in this Listing Memorandum.

GENERAL INFORMATION

1. The securities have been accepted for clearing through Euroclear and Clearstream, Luxembourg. The securities codes for the securities are:

Series	CUSIP	ISIN	Common Code
2015 new securities	71654QAV4	US71654QAV41	053195652
2018 fixed rate new securities	71654QBJ0	US71654QBJ04	095621511
2018 floating rate new securities	71654QBK7	US71654QBK76	095621546
2020 new securities	71654QAW2	US71654QAW24	053195849
2022 new securities	71654QBB7	US71654QBB77	080434073
2023 new securities	71654QBG6	US71654QBG64	095173420
2024 new securities	71654QBH4	US71654QBH48	095621465
2035 new securities	706451BG5	US706451BG56	22824082
2041 new securities	71654QAZ5	US71654QAZ54	067355229
2044 new securities	71654QBE1	US71654QBE17	080445245

2. The Form 20-F incorporated by reference into this Listing Memorandum, is available in English on the website of the SEC at the address below. In addition, all future filings of year end and quarterly financial information will be available in English to the public over the Internet at the SEC's website at http://www.sec.gov under the name "Mexican Petroleum."

3. We have the authorization of the Ministry of Finance and Public Credit and all necessary consents, approvals and authorizations in Mexico in connection with the performance of our rights and obligations under the securities, including the registration of the indentures, the guaranty agreement and the securities. The board of directors of Petróleos Mexicanos approved resolutions on August 29. 2007, January 13, 2009, December 18, 2009, December 14, 2010 and January 16, 2013 authorizing the issuance of the securities. On October 22, 2007, September 18, 2009, February 5, 2010, January 24, 2012, October 19, 2012, January 30, 2013, and July 18, 2013 the issuer issued certificates of authorization authorizing the issuance of the securities. On June 19, 1996, June 25, 1996 and July 29, 1996, the board of directors of each of Pemex-Refining, Pemex-Gas and Basic Petrochemicals and Pemex-Exploration and Production authorized the signing of the guaranty agreement.

4. Except as disclosed in this document, there has been no material adverse change in the financial position of the issuer or the guarantors since the date of the latest financial statements incorporated by reference in this Listing Memorandum.

5. Except as disclosed under "Item 8—Financial Information—Legal Proceedings" in the Form 20-F, Note 23 to the 2013 financial statements and Note 16 to the June 2014 interim financial statements included in the August 6-K, none of the issuer or any of the guarantors is involved in any litigation or arbitration proceedings relating to claims or amounts which are material in the context of the issue of the new securities. None of the issuer or any of the guarantors is aware of any such pending or threatened litigation or arbitration.

6. For a discussion of significant trends in our net sales, costs, and net losses for the most recent fiscal year, see "Item 5—Operating and Financial Review and Prospects—Overview" (pages 125-127) and "Item 5—Operating and Financial Review and Prospects—Results of Operations of Petróleos Mexicanos, the Subsidiary Entities and the Subsidiary Companies—For the Year Ended December 31, 2013 Compared to the Year Ended December 31, 2012" (pages 134-136) in the Form 20-F, and for a discussion of significant trends in our reserves and production for the most recent fiscal year, see "Item 4—Information on the Company—Business Overview—Overview by Business Segment" (pages 26-28) and "Item 4—Information on the Company—Business Overview—Exploration and Production—Reserves" (pages 30-37) of the Form 20-F.

7. For a discussion of our recent trends since the end of the most recent fiscal year see "Recent Developments—Operating and Financial Review and Prospects" (pages 9-13) and "Recent Developments—Business Overview" (pages 16-17) in the August 6-K.

8. We and the guarantors were created as decentralized public entities of the Mexican Government, rather than as Mexican corporations. Therefore, we do not have the power to issue shares of equity securities evidencing ownership interests and are not required, unlike Mexican corporations, to have multiple shareholders. For more information see "Item 5—Operating and Financial Review and Prospects—Relation to the Mexican Government" (page 133) in the Form 20-F. In December 1990, the Mexican Government and Pemex agreed to capitalize the indebtedness incurred in March 1990 into Petróleos Mexicanos' equity as Certificates of Contribution "A", which are owned by the Mexican Government. Our total equity as of December 31, 2013 was negative Ps. 185.2 billion and our total capitalization (long-term debt plus equity) amounted to Ps. 565.3 billion. Neither we nor the guarantors have any convertible debt securities, exchangeable debt securities or debt securities with warrants

attached outstanding. For more information regarding our issued capital stock and the number and classes of securities of which it is composed with details of their principal characteristics see "Item 5—Operating and Financial Review and Prospects—Liquidity and Capital Resources—Equity Structure and Certificates of Contribution 'A'" (page 139) in the Form 20-F.

9. For more information about our corporate structure see "Consolidated Structure of PEMEX" (page 4) in the Form 20-F.

10. You may obtain the following documents during usual business hours on any day (except Saturday and Sunday and legal holidays) at the specified offices of Deutsche Bank Trust Company Americas and the paying agent and transfer agent in Luxembourg for so long as any of the securities are outstanding and admitted to trading on the Euro MTF Market of the Luxembourg Stock Exchange:

- copies of the latest annual report and consolidated accounts of PEMEX;
- copies of the indenture, the forms of the securities and the guaranty agreement;
- copies of the Petróleos Mexicanos Law, under which the issuer and the guarantors are established; and
- copies of the Regulations to the Petróleos Mexicanos Law, which are the equivalent of the by-laws of the issuer and the guarantors.

The guarantors do not publish their own financial statements and will not publish interim or annual financial statements. The issuer publishes condensed consolidated interim financial statements in Spanish on a quarterly basis, and summaries of these condensed consolidated interim financial statements in English are available, free of charge, at the office of the paying and transfer agent in Luxembourg.

11. The principal offices of KPMG Cárdenas Dosal, S.C., independent registered public accounting firm and auditors of PEMEX for each of the two fiscal years ended December 31, 2012 are located at Blvd. Manuel A. Camacho 176, First Floor, Col. Reforma Social, México D.F. 11650, telephone: (52-55) 5246-8300.

12. The principal offices of Castillo Miranda y Compañía, S.C. ("BDO Mexico"), independent registered public accounting firm and auditors of PEMEX for the fiscal year ended December 31, 2013 are located at Paseo de Reforma 505-31, Colonia Cuauhtémoc, México, D.F. 06500, telephone: (52-55) 8503-4200.

13. The Mexican Government is not legally liable for, and is not a guarantor of, the securities.

14. Under Mexican law, all hydrocarbon reserves located in the subsoil of Mexico are permanently and inalienably vested in Mexico. Following the adoption of the Energy Reform Decree, Article 27 of the Political Constitution of the United Mexican States provides that the Mexican Government will carry out exploration and extraction activities through agreements with private sector companies and through assignments to and agreements with Petróleos Mexicanos.

15. Pursuant to Article 3 of the Federal Code of Civil Procedure and other applicable laws of Mexico, neither the issuer nor any guarantor is entitled to any immunity, whether on the grounds of sovereign immunity or otherwise, from any legal proceedings (whether through service or notice, attachment prior to judgment, attachment in aid of execution, execution or otherwise) to enforce or collect upon this Listing Memorandum or any other liability or obligation of the issuer and/or each of the

guarantors related to or arising from the transactions contemplated hereby or thereby in respect of itself or its property, subject to certain restrictions pursuant to the New Mexican Energy Legal Framework.

Therefore, under certain circumstances, a Mexican court may not enforce a judgment against the issuer or any of the guarantors by ordering the attachment of its assets in aid of execution and, as a result, may restrict the ability to enforce judgments against them.

16. In the event that you bring proceedings in Mexico seeking performance of the issuer or the guarantors' obligations in Mexico, pursuant to the Mexican Monetary Law, the issuer or any of the guarantors may discharge its obligations by paying any sum due in currency other than Mexican pesos, in Mexican pesos at the rate of exchange prevailing in Mexico on the date when payment is made. Banco de México currently determines such rate every business day in Mexico and publishes it in the Official Gazette of the Federation on the following business day.

HEAD OFFICE OF THE ISSUER AND EACH OF THE GUARANTORS

Avenida Marina Nacional No. 329
Colonia Petróleos Mexicanos
México, D.F. 11311

AUDITORS OF THE ISSUER

Castillo Miranda y Compañía, S.C. (BDO Mexico)
Independent Registered Public Accounting Firm
Paseo de Reforma 505-31
Colonia Cuauhtémoc
México, D.F. 06500

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Trust and Agency Services
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Mail Stop: 1630
New York, NY 10005
USA

PAYING AND TRANSFER AGENT

Deutsche Bank Luxembourg S.A.
2 Boulevard Konrad Adenauer
L-1115 Luxembourg
Ref: Coupon Paying Dept.

LUXEMBOURG LISTING AGENT

KBL European Private Bankers S.A.
43 Boulevard Royal
L-2955 Luxembourg

LEGAL ADVISORS

To the issuer and the guarantors as to U.S. law:
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One Liberty Plaza
New York, NY 10006

To the issuer and the guarantors as to Mexican law:
General Counsel
Petróleos Mexicanos
Avenida Marina Nacional No. 329
Colonia Petróleos Mexicanos
México, D.F. 11311


PEMEX