



**Operadora de Servicios Mega, S.A. de C.V., SOFOM, E.R.
Operadora de Servicios Mega, S.A. de C.V., SOFOM, E.R. Announces Updates on 8.250% Senior Notes
due 2025 (the “Existing Notes”)**

Announcement

JALISCO, Mexico, December 24, 2024 - Operadora de Servicios Mega, S.A. de C.V., SOFOM, E.R, a regulated multiple purpose financial company (the “Company”), provides a further update in respect of its Existing Notes.

As announced on December 11, 2024, the Scheme Meeting for the Scheme proposed by Mega Newco Limited (the “Scheme Company”) originally scheduled for 2.00 p.m. (London time) December 11, 2024 was adjourned.

A further announcement will be issued confirming the date and time for the adjourned Scheme Meeting and Sanction Hearing in due course.

In the meantime, the Company confirms that the Voting Instruction Deadline and Election Deadline for the Scheme have been extended to reflect the updated Scheme timetable. Until the Company makes a further announcement specifying the new Voting Instruction Deadline and Election Deadline, Scheme Creditors may submit Account Holder Letters to provide their (i) vote in relation to the Scheme and (ii) elections in relation to Scheme Consideration and participating in the New Notes.

Accordingly, Scheme Creditors that have not yet submitted an Account Holder Letter are strongly encouraged to do so.

Scheme Creditors that have already validly submitted Account Holder Letters do not need to take any further action. All valid votes and elections submitted to date remain valid. For this reason the Record Date will remain the same as December 2, 2024.

Any Existing Notes that have been blocked in the Clearing Systems will remain blocked under this updated timetable and any undertakings by the Scheme Creditors not to sell or transfer their Existing Notes from the Record Date will remain in place. As set out in the Explanatory Statement, blocks and undertakings not to sell or transfer will remain in place until:

- (i) if the Scheme is approved at the Scheme Meeting and sanctioned at the Sanction Hearing and the Restructuring Effective Date occurs, on the Restructuring Effective Date (with the Existing Notes being assigned and subsequently cancelled in accordance with the Scheme);
- (ii) if the Scheme is not approved at the Scheme Meeting, promptly following the conclusion of the Scheme Meeting;
- (iii) if the Scheme is approved at the Scheme Meeting but not sanctioned at the Sanction Hearing, promptly following the conclusion of the Sanction Hearing;
- (iv) if the Scheme is approved at the Scheme Meeting and sanctioned at the Sanction Hearing, but the Restructuring Effective Date does not occur before the Longstop Date, promptly following the Longstop Date; or
- (v) the Scheme otherwise terminates in accordance with Clause 9.2 (*Termination*) thereof.

Capitalized terms used but not defined in this announcement have the meaning given to them in the Explanatory Statement.

* * *

Further details may be obtained in respect of the Scheme from:

Information Agent

Kroll Issuer Services Limited
The Shard, 32 London Bridge Street, London SE1 9SG, UK
Attention: Alessandro Zorza
Email: grupomega@is.kroll.com
Scheme Website: <https://deals.is.kroll.com/grupomega>

Or the advisors appointed in respect of the Restructuring, as below:

Advisors to the Company

Cleary Gottlieb Steen & Hamilton LLP
2 London Wall
London, England EC2Y 5AU
Attention:
Polina Lyadnova, plyadnova@cgsh.com
David H. Botter, dbotter@cgsh.com

-and-

Mijares, Angoitia, Cortés y Fuentes, S.C.
Javier Barros Sierra 540, 4to Piso, Park Plaza I,
Colonia Santa Fe, Alcaldía Álvaro Obregón,
C.P. 01210, Ciudad de México
Attention:
Ricardo Maldonado, rmaldonado@macf.com.mx
Everardo Espino, eespino@macf.com.mx

-and-

Houlihan Lokey Capital, Inc.
10250 Constellation Boulevard, 5th Floor
Los Angeles, California 90067
Attention:
Jorge Villen, jvillen@hl.com

-and-

Blink Capital Solutions
Carr. México-Toluca 5420, Piso 9 Of. 903
La Rosita, El Yaqui, Cuajimalpa de Morelos
05320,
Attention:
Javier Nájera, javier@blinkcs.mx

Advisors to the Ad Hoc Group

Latham & Watkins LLP
99 Bishopsgate
London EC2M 3XF
United Kingdom

1271 Avenue of the Americas
New York, New York 10020
United States

Attention:
Pedro Rufino, pedro.rufinocarvalho@lw.com
Roderick Branch, roderick.branch@lw.com
Bruce Bell, bruce.bell@lw.com

-and-

Sainz Abogados
Torre del Bosque
Blvd. Manuel Ávila Camacho 24 - Piso 21 Lomas de
Chapultepec 11000 CDMX
Attention:
Alejandro Sainz, asainz@sainzmx.com

* * *

ABOUT THE COMPANY

The Company is a Mexican leasing company based in Guadalajara, Jalisco, with more than 19 years of operating experience specializing in three main business lines: leasing, lending and auto loans. In addition to the Company's headquarters located in Guadalajara, it has five branches throughout Mexico, located in Mexico City, Puebla, Cancun, Queretaro and Leon, and one additional office located in San Diego, California. Through the Company's leasing business line, it offers leases for a variety of machinery and equipment (including computer numerical control (CNC) machines and bending machines), transportation vehicles (including cargo and passenger vehicles) and other capital assets used in a variety of industries in Mexico. Through its lending business line, the Company provides financing to small and medium businesses for the acquisition of durable goods and equipment (such as greenhouses and macro-tunnels), as well as liquidity and financing solutions for their working capital needs. The

Company's auto loans business line, based in San Diego, California, specializes in loans for the purchase of pre-owned personal vehicles.

NOTICE REGARDING FORWARD-LOOKING STATEMENTS

This release may contain forward-looking statements. These statements relate to our future prospects, developments and business strategies and are identified by our use of terms and phrases such as “believe,” “could,” “would,” “will,” “estimate,” “expect,” “intend,” “may,” “plan,” “predict,” “strategy” and similar terms and phrases, and may include references to assumptions. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. We caution you that forward-looking statements are not guarantees of future performance and are based on numerous assumptions and that our actual results of operations, including our financial condition and liquidity and the development of the Mexican leasing and financing market, may differ materially from (and be more negative than) those made in, or suggested by, any forward-looking statements contained in this release. In addition, even if our results of operations, including our financial condition and liquidity and the development of the industry in which we operate, are consistent with the forward-looking statements contained in this release, those results or developments may not be indicative of results or developments in subsequent periods. These forward-looking statements speak only as of the date of this release and we undertake no obligation to update or revise any forward-looking statement, whether as a result of new information or future events or developments.

This announcement is for informational purposes only, and shall not constitute an offer to sell or buy or the solicitation of an offer to buy or sell any securities, nor shall there be any offer, solicitation or sale of any securities in the United States or in any state or other jurisdiction in which such an offer, solicitation or sale would be unlawful. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act of 1933, as amended (the “Securities Act”). Any securities mentioned herein have not been and will not be registered under the Securities Act.