



Total Play Announces the Execution of the First Supplemental Indenture, dated as of February 10, 2025

Mexico City, Mexico – February 10, 2025 – Total Play Telecomunicaciones, S.A.P.I. de C.V. (the “Company”) refers to that certain Indenture, dated as of September 20, 2021 (the “Indenture”), by and among the Company, as issuer, each of the Guarantors party thereto, and The Bank of New York Mellon, as trustee (the “Trustee”), paying agent, transfer agent and registrar, pursuant to which the Company issued U.S.\$600,000,000 in aggregate principal amount of its 6.375% Senior Notes due 2028 (the “Notes”), and the exchange offer (the “Exchange Offer”) pursuant to which the Company offered to exchange any and all of its outstanding Notes and a cash payment by holders of the Notes of U.S.\$450 for each U.S.\$1,000 of Notes tendered (the “New Money Deposit”) for the Company’s newly issued 11.125% Senior Secured Notes due 2032 (the “New Notes”), subject to the terms and conditions of the Company’s exchange offer and consent solicitation memorandum, dated January 7, 2025 (the “Exchange Offer and Consent Solicitation Memorandum”) and the related Eligibility Letter (together with the Exchange Offer and Consent Solicitation Memorandum, the “Offer Documents”). Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Offer Documents.

Pursuant to and subject to the terms and conditions described in the Exchange Offer and Consent Solicitation Memorandum, (1) the Holders of approximately 94.3% of the aggregate principal amount of the then outstanding Notes have consented to certain amendments to the Indenture and the execution of a supplemental indenture to the Indenture (the “First Supplemental Indenture”) to reflect such amendments in accordance with the terms of the Indenture, (2) the Company (a) has accepted for exchange the Notes tendered by the consenting Holders and New Money Deposit deposited by the consenting Holders and (b) paid and/or delivered on the settlement date to each of the Holders entitled thereto all applicable consideration for all Notes properly tendered and New Money Deposit properly deposited; (3) the Company has delivered to the Trustee in connection with the execution and delivery of the First Supplemental Indenture to the Indenture, an Officer’s Certificate and an Opinion of Counsel relating to the First Supplemental Indenture as contemplated by Section 9.04 of the Indenture; and (4) all conditions precedent provided for in the Indenture relating to the execution of the First Supplemental Indenture have been complied with and satisfied as of the date hereof.

The Company announces the execution of the First Supplemental Indenture, dated as of February 10, 2025, by and among the Company, as issuer, each of the Guarantors party thereto, and as the Trustee, as trustee, paying agent, transfer agent and registrar. The First Supplemental Indenture eliminated in their entirety substantially all of the restrictive covenants and references thereto contained in the Indenture, as well as certain events of default, modified the covenant regarding mergers and consolidations and modified certain other provisions thereof.

The Company engaged Barclays Capital Inc. and Jefferies LLC as dealer managers and solicitation agents (the “Dealer Managers and Solicitation Agents”) for the Exchange Offer and the related consent solicitation. The Company engaged Ipreo LLC as exchange and information agent (the “Exchange Agent”) for the Exchange Offer and the related consent solicitation.

Important Notice

This announcement is not an offer of securities for sale in any jurisdiction where it is unlawful to do so and the New Notes have not been registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or with any securities regulatory authority of any state or other jurisdiction of the United States. The Company offered the New Notes (1) in the United States, only to “qualified institutional buyers” (as defined in Rule 144A under the Securities Act) in private transactions in reliance upon the exemption from the registration requirements of the Securities Act provided by Section 4(a)(2) thereof and (2) outside the United States in reliance on Regulation S under the Securities Act to persons who are (i) non-U.S. persons

(as defined in Rule 902 under the Securities Act), (ii) not acting for the account or benefit of a U.S. person and (iii) “Non-U.S. Qualified Offerees”.

The distribution of materials relating to the Exchange Offer and the Consent Solicitation may be restricted by law in certain jurisdictions. The Exchange Offer and the Consent Solicitation are void in all jurisdictions where they are prohibited. If materials relating to the Exchange Offer and the Consent Solicitation come into your possession, you are required to inform yourself of and to observe all of these restrictions. The materials relating to the Exchange Offer and the Consent Solicitation, including this announcement, do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the Exchange Offer be made by a licensed broker or dealer and the Dealer Managers and Solicitation Agents or any of its affiliates is a licensed broker or dealer in that jurisdiction, the Exchange Offer and the Consent Solicitation shall be deemed to be made by the Dealer Managers and Solicitation Agents or such affiliate on behalf of Total Play in that jurisdiction.

All statements in this announcement, other than statements of historical fact, are forward-looking statements. Specifically, the Company cannot assure you that the proposed transactions described above will be consummated on the terms currently contemplated, if at all. These statements are based on expectations and assumptions on the date of this announcement and are subject to numerous risks and uncertainties which could cause actual results to differ materially from those described in the forward-looking statements. Risks and uncertainties include, but are not limited to, market conditions, and factors over which the Company has no control. The Company assumes no obligation to update these forward-looking statements, and does not intend to do so, unless otherwise required by law.

None of the Company, the Dealer Managers and Solicitation Agents, the trustee for the Existing Notes, the trustee for the New Notes, the Exchange Agent or any other person makes any recommendation as to whether or not Eligible Holders of Existing Notes should exchange their Existing Notes or deposit the corresponding New Money Deposits in the Exchange Offer and the Consent Solicitation.

None of the U.S. Securities and Exchange Commission or any other regulatory body has registered recommended or approved the issuance of the New Notes or passed upon the accuracy or adequacy of the Exchange Offer and Consent Solicitation Memorandum. Any representation to the contrary is a criminal offense.

THE INFORMATION CONTAINED IN THIS ANNOUNCEMENT IS THE COMPANY’S EXCLUSIVE RESPONSIBILITY AND IT HAS NOT BEEN REVIEWED OR AUTHORIZED BY THE MEXICAN NATIONAL BANKING AND SECURITIES COMMISSION (COMISIÓN NACIONAL BANCARIA Y DE VALORES, OR THE “CNBV”). THE NEW NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED WITH THE MEXICAN NATIONAL SECURITIES REGISTRY (REGISTRO NACIONAL DE VALORES, OR THE “RNV”) MAINTAINED BY THE CNBV, AND, THEREFORE, MAY NOT BE PUBLICLY OFFERED OR SOLD OR OTHERWISE BE THE SUBJECT OF BROKERAGE ACTIVITIES IN MEXICO, EXCEPT THAT THE NEW NOTES MAY BE OFFERED IN MEXICO, ON A PRIVATE PLACEMENT BASIS, TO PERSONS THAT ARE INSTITUTIONAL INVESTORS (INVERSIONISTAS INSTITUCIONALES) OR ACCREDITED INVESTORS (INVERSIONIONISTAS CALIFICADOS), PURSUANT TO THE PRIVATE PLACEMENT EXEMPTION OF ARTICLE 8, SECTION 1 OF THE MEXICAN SECURITIES MARKET LAW (LEY DEL MERCADO DE VALORES, OR THE “MEXICAN SECURITIES MARKET LAW”) AND THE REGULATIONS THEREUNDER. AS REQUIRED UNDER THE MEXICAN SECURITIES MARKET LAW, TOTAL PLAY WILL NOTIFY THE CNBV OF THE OFFERING AND ISSUANCE OF THE NEW NOTES OUTSIDE OF MEXICO, AND THE MAIN TERMS OF THE NEW NOTES. SUCH NOTICE WILL BE SUBMITTED TO THE CNBV TO COMPLY WITH ARTICLE 7 OF THE MEXICAN SECURITIES MARKET LAW, FOR INFORMATIONAL PURPOSES

ONLY AND DOES NOT IMPLY ANY CERTIFICATION AS TO THE INVESTMENT QUALITY OF THE NEW NOTES, OUR SOLVENCY, LIQUIDITY OR CREDIT QUALITY OR THE ACCURACY OR COMPLETENESS OF THE INFORMATION SET FORTH HEREIN. THE EXCHANGE OFFER AND CONSENT SOLICITATION MEMORANDUM MAY NOT BE PUBLICLY DISTRIBUTED IN MEXICO. THE ACQUISITION OF THE NEW NOTES BY ANY INVESTORS, INCLUDING ANY INVESTOR WHO IS A RESIDENT OF MEXICO, WILL BE MADE ON SUCH INVESTOR'S RESPONSIBILITY.

Note to Eligible Holders in the European Economic Area (the "EEA") - Prohibition of sales to EEA Retail Investors

The New Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, (i) a "retail investor" means a person who is one (or more) of the following: (a) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); (b) a customer within the meaning of the Directive (EU) 2016/97 (as amended, the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (c) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the "Prospectus Regulation"); and (ii) "offer" includes the communication in any form and by any means of sufficient information on the terms of the Exchange Offer and the New Notes to be offered so as to enable an investor to decide to acquire the New Notes in the Exchange Offer. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the New Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the New Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation. The Exchange Offer and Consent Solicitation Memorandum has been prepared on the basis that any offer of New Notes in any member state of the EEA will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of notes. The Exchange Offer and Consent Solicitation Memorandum is not a prospectus for the purposes of the Prospectus Regulation.

Note to Eligible Holders in the United Kingdom (the "UK") - Prohibition of sales to UK Retail Investors

The New Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For the purposes of this provision, (i) a "retail investor" means a person who is one (or more) of the following: (a) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "EUWA"); (b) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "FSMA") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (c) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the "UK Prospectus Regulation"); and (ii) "offer" includes the communication in any form and by any means of sufficient information on the terms of the Exchange Offer and the New Notes to be offered so as to enable an investor to decide to acquire the New Notes in the Exchange Offer. Consequently, no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the New Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the New Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation. The Exchange Offer and Consent Solicitation Memorandum has been prepared on the basis that any offer of New Notes in the UK will be made pursuant to an exemption under the FSMA and the UK Prospectus Regulation from the requirement to publish a prospectus for offers of notes. The Exchange Offer and Consent Solicitation Memorandum is not a prospectus for the purposes of the UK Prospectus Regulation.

About Total Play

Total Play is a leading telecommunications company in Mexico, which offers internet access, pay television and telephony services, through one of the largest 100% fiber optic networks in the country.

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