



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 Termination of its Exchange Offer for Any
and All of its 8.250% Senior Notes due 2025 and Related Consent Solicitation

JALISCO, Mexico, November 13, 2023. Operadora de Servicios Mega, S.A. de C.V., SOFOM, E.R, a regulated multiple purpose financial company (“Mega” or the “Company”), is announcing today the termination of its previously announced (i) offer to exchange (the “Exchange Offer”) any and all of its outstanding 8.250% Senior Notes due 2025 (the “Existing Notes”) for its newly issued 12.000% Senior Notes due 2028 (the “New Notes”) and (ii) solicitation of consents (the “Consent Solicitation”) from Eligible Holders (as defined below) of the Existing Notes to amend certain terms (the “Proposed Amendments”) of the indenture governing the Existing Notes (the “Existing Indenture”), in each case pursuant to the terms and conditions set forth in an Exchange Offer Memorandum and Consent Solicitation Statement, dated October 13, 2023 (the “Exchange Offer Memorandum”). Any capitalized terms used in this press release without definition have the respective meanings assigned to such terms in the Exchange Offer Memorandum.

The Exchange Offer and Consent Solicitation were subject to the conditions set forth in the Exchange Offer Memorandum, which included, among others, the Minimum Participation Condition. The Exchange Offer and Consent Solicitation are being terminated because the Minimum Participation Condition was not satisfied on or prior to the expiration date of the Exchange Offer and Consent Solicitation. As a result of the termination of the Exchange Offer, none of the Existing Notes that have been tendered in the Exchange Offer will be accepted for exchange for New Notes, and no New Notes will be issued to holders of Existing Notes who have validly tendered their Existing Notes in the Exchange Offer. In addition, as a result of the termination of the Consent Solicitation, the Proposed Amendments to the Existing Indenture will not be adopted, and the Existing Notes will remain outstanding and subject to the terms of the Existing Indenture. All Existing Notes validly tendered and not validly withdrawn will be promptly returned or credited back to their respective holders.

The Exchange Offer and Consent Solicitation were made, and the New Notes were offered, only (a) in the United States to holders of Existing Notes who are “qualified institutional buyers” (as defined in Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”)) in reliance upon the exemption from the registration requirements of the Securities Act, and (b) outside the United States to holders of the Existing Notes who are persons other than “U.S. persons” as defined in Regulation S (“Regulation S”) under the Securities Act who are not acquiring New Notes for the account or benefit of a U.S. person and who are “non-U.S. qualified offerees” (as defined under “Transfer Restrictions” in the Exchange Offer Memorandum), in offshore transactions in compliance with Regulation S under the Securities Act. The holders of Existing Notes who have certified to the Company that they are eligible to participate in the Exchange Offer and Consent Solicitation pursuant to the foregoing conditions are referred to as “Eligible Holders.” Only Eligible Holders were authorized to receive or review the Exchange Offer Memorandum and to participate in the Exchange Offer and Consent Solicitation.

D.F. King & Co., Inc. acted as the Information and Exchange Agent for the Exchange Offer and Consent Solicitation. Questions or requests for assistance related to the Exchange Offer and Consent Solicitation may be directed to D.F. King & Co., Inc. at (877) 732-3619 (U.S. toll free), +1(212) 269-5550 (collect), mega@dfking.com (email) or www.dfking.com/mega (website). Mega retained Goldman Sachs & Co. LLC and BCP Securities, Inc. to act as Dealer Managers in connection with the Exchange Offer and as Solicitation Agent in connection with the Consent Solicitation.

This announcement is for informational purposes only. This announcement 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 any state or other jurisdiction in which such an offer, solicitation or sale would be unlawful.

NOTICE REGARDING FORWARD-LOOKING STATEMENTS

This release contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are intended to be covered by the safe harbor created by such sections and other applicable laws. Where the Company expresses or implies an expectation or belief as to future events or results, such expectation or belief is expressed in good faith and believed to have a reasonable basis. However, such statements are subject to risks, uncertainties and other factors, which could cause actual results to differ

materially from future results expressed, projected or implied by the “forward-looking statements.” The Company undertakes no obligation to release publicly revisions to any “forward-looking statement,” including, without limitation, outlook, to reflect events or circumstances after the date of this news release, or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws. Investors should not assume that any lack of update to a previously issued “forward-looking statement” constitutes a reaffirmation of that statement. Continued reliance on “forward-looking statements” is at investors’ own risk.