



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 Extension of Early Exchange Consideration in respect of its Exchange Offer for Any and All of its 8.250% Senior Notes due 2025 and Related Consent Solicitation

JALISCO, Mexico, October 26, 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 extension of the offer to pay the Early Exchange Consideration (as defined below) through the Expiration Date (as defined below) in connection with 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 (the “Proposed Amendments”) the indenture governing the Existing Notes by eliminating substantially all of the restrictive covenants and various events of default and related provisions contained in such indenture.

The Exchange Offer and the Consent Solicitation are being made pursuant to an Exchange Offer Memorandum and Consent Solicitation Statement, dated October 13, 2023 (the “Exchange Offer Memorandum”), which sets forth a more comprehensive description of the terms of the Exchange Offer and related Consent Solicitation. The Exchange Offer and the related Consent Solicitation are scheduled to expire at 11:59 p.m., New York City time, on November 9, 2023, unless extended or terminated earlier (the “Expiration Date”). Withdrawal rights for the Exchange Offer expired at 5:00 p.m., New York City time, on October 26, 2023.

In order to provide Eligible Holders who have not yet participated with additional time to consider and participate in the Exchange Offer and Consent Solicitation, the Company has agreed to extend the cash exchange premium of U.S.\$50 per each U.S.\$1,000 principal amount of Existing Notes tendered (the “Early Exchange Payment”) through the Expiration Date. As a result, Eligible Holders who validly tender Existing Notes and deliver consents and do not validly withdraw Existing Notes or revoke consents on or prior to the Expiration Date, will be eligible to receive an exchange consideration equal to U.S.\$1,000 per each U.S.\$1,000 principal amount of Existing Notes (the “Early Exchange Consideration”), a portion of which will be payable in cash and the remainder of which will be payable in principal amount of New Notes on the Settlement Date as described below.

The Early Exchange Consideration will be paid on the date on which the New Notes will be issued to Eligible Holders in exchange for Existing Notes accepted in the Exchange Offer, which is expected to occur on the second business day following the Expiration Date, or as promptly as practicable thereafter, subject to all conditions to the Exchange Offer and Consent Solicitation having been satisfied or waived by the Company (the “Settlement Date”).

The entire Early Exchange Payment and a portion of the Exchange Consideration will be payable in cash on the Settlement Date, in an aggregate amount of U.S.\$70 million, with the remainder of the Exchange Consideration payable in principal amount of New Notes. On the Expiration Date, the proportion of the Exchange Consideration payable (i) in cash and (ii) in principal amount of New Notes, per U.S.\$1,000 principal amount of Existing Notes validly tendered (and not validly withdrawn), will be determined based on the aggregate principal amount of Existing Notes validly tendered (and not validly withdrawn) on or prior to the Expiration Date and accepted by us for exchange, such that the aggregate amount of the Exchange Consideration payable in cash plus the aggregate Early Exchange Payment is equal to U.S.\$70 million. The greater the amount of Existing Notes validly tendered (and not validly withdrawn), the lower proportion of the Exchange Consideration payable in cash relative to the proportion of such consideration payable in New Notes will be.

Eligible Holders whose Existing Notes are accepted for exchange will be paid accrued and unpaid interest on such Existing Notes from, and including, the most recent date on which interest was paid on such Eligible Holder’s Existing Notes to, but not including, the Settlement Date, payable in cash on the Settlement Date. Interest will cease to accrue on the Settlement Date for all Existing Notes accepted for exchange in the Exchange Offer.

Except as described in this press release, all other terms and conditions of the Exchange Offer and Consent Solicitation described in the Exchange Offer Memorandum remain unchanged.

The Exchange Offer and Consent Solicitation is being made, and the New Notes are being offered and will be issued, 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 are authorized to receive or review the Exchange Offer Memorandum and to participate in the Exchange Offer and Consent Solicitation. Eligible Holders are required to represent and warrant as to their status as Eligible Holders prior to receiving the Exchange Offer Memorandum and, upon tendering any Existing Notes, will be deemed to represent and warrant as to their status as Eligible Holders.

None of the Exchange Offer, the Consent Solicitation nor the New Notes has been approved or recommended by any regulatory authority. Furthermore, no regulatory authority has been requested to confirm the accuracy or adequacy of the Exchange Offer Memorandum. Any representation to the contrary is a criminal offense. The New Notes have not been registered under the Securities Act, or any state securities laws. Accordingly, the New Notes will be subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Securities Act and other applicable securities laws, pursuant to registration or exemption therefrom.

D.F. King & Co., Inc. is acting as the Information and Exchange Agent for the Exchange Offer and Consent Solicitation. Questions or requests for assistance related to the Exchange Offer or for additional copies of the Exchange Offer Memorandum 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 has 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.

The New Notes have not been and will not be registered under the Securities Act, and may not be offered or sold in the United States or to or for the account or benefit of U.S. persons except pursuant to an exemption from such registration. The New Notes are being offered for exchange only (1) to Qualified Institutional Buyers (within the meaning of Rule 144A under the Securities Act and (2) outside the United States, to holders of Existing Notes outside of the United States who are persons other than “U.S. persons” as defined in 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 offshore transactions in compliance with Regulation S under the Securities Act. For a description of eligible offerees and certain restrictions on transfer of the New Notes, see “Transfer Restrictions”. The New Notes are being offered pursuant to an exemption from the requirement to publish a prospectus under the Regulation (EU) 2017/1129 (as amended and supplemented from time to time, or the “Prospectus Regulation”) , of the European Union, and the Exchange Offer Memorandum has not been approved by a competent authority within the meaning of the Prospectus Regulation. 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 European Economic Area (“EEA”).

For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); or (ii) a customer within the meaning of 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 (iii) not a qualified investor as defined in the Prospectus Regulation. 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 the New Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

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 United Kingdom (“UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) 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 (“EUWA”); or (ii) 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 (EU), 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 (iii) not a qualified investor as defined in Article 2 of Regulation (EU) No 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 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 United Kingdom has been prepared and therefore offering or selling the New Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

In the UK, this communication and the Exchange Offer Memorandum is for distribution only to persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “Order”), (ii) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc.”) of the Order or (iii) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) in connection with the issue or sale of any New Notes may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “relevant persons”). This communication and the Exchange Offer Memorandum is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons.

THE NEW NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED WITH THE MEXICAN NATIONAL SECURITIES REGISTRY (*REGISTRO NACIONAL DE VALORES*), MAINTAINED BY THE MEXICAN NATIONAL BANKING AND SECURITIES COMMISSION (*COMISIÓN NACIONAL BANCARIA Y DE VALORES*) (THE “CNBV”), AND, THEREFORE, THE NEW NOTES MAY NOT BE OFFERED OR SOLD PUBLICLY IN THE UNITED MEXICAN STATES (“MEXICO”); HOWEVER, THE NEW NOTES MAY BE OFFERED AND SOLD IN MEXICO TO INVESTORS THAT QUALIFY AS INSTITUTIONAL OR ACCREDITED INVESTORS UNDER THE MEXICAN SECURITIES MARKET LAW (*LEY DEL MERCADO DE VALORES*) (THE “LMV”) AND REGULATIONS THEREUNDER. THE INFORMATION CONTAINED IN THE EXCHANGE OFFER MEMORANDUM AND THIS ANNOUNCEMENT IS EXCLUSIVELY THE RESPONSIBILITY OF THE COMPANY AND HAS NOT BEEN REVIEWED OR AUTHORIZED BY THE CNBV. AS REQUIRED UNDER THE LMV AND REGULATIONS THEREUNDER, THE COMPANY WILL NOTIFY THE CNBV OF THE TERMS AND CONDITIONS OF THE OFFERING OF THE NEW NOTES MADE OUTSIDE OF MEXICO, ON THE BUSINESS DAY FOLLOWING THE SETTLEMENT DATE. SUCH NOTICE WILL BE DELIVERED TO THE CNBV TO COMPLY WITH THE LMV AND REGULATIONS THEREUNDER, AND FOR STATISTICAL AND INFORMATIONAL PURPOSES ONLY. PROVIDING SUCH NOTICE DOES NOT AND WILL NOT IMPLY NOR CONSTITUTE 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 INCLUDED IN THE EXCHANGE OFFER MEMORANDUM AND THIS ANNOUNCEMENT. IN MAKING AN INVESTMENT DECISION, ALL INVESTORS, INCLUDING ANY MEXICAN INVESTORS WHO MAY ACQUIRE NEW NOTES FROM TIME TO TIME, MUST RELY ON THEIR OWN REVIEW AND EXAMINATION OF THE COMPANY. THE ACQUISITION OF THE NEW NOTES BY AN INVESTOR WHO IS A RESIDENT OF MEXICO WILL BE MADE UNDER SUCH INVESTOR’S OWN RESPONSIBILITY.

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. The Exchange Offer and Consent Solicitation is being made solely pursuant to the Exchange Offer Memorandum. No recommendation is made as to whether the holders of Existing Notes should tender their Existing Notes for exchange in the Exchange Offer and deliver their consents in the Consent Solicitation. Any person considering making an investment decision relating to the New Notes must inform itself independently based solely on the Exchange Offer Memorandum to be made available to Eligible Holders in connection with the Exchange Offer and Consent Solicitation before taking any such investment decision.

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.