



**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, January 13, 2025 - 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.

Adjourned Scheme Meeting and updated Scheme timetable

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.

The Company has been in active dialogue with the OFAC regarding the OFAC Licence and would like to progress the Scheme in the meantime. In view of that and pending the receipt of the OFAC Licence (or written confirmation from OFAC that no licence is required) the Scheme Company would like to propose the time for the new Scheme Meeting.

The adjourned Scheme Meeting will be held at 2.00 p.m. (London time) on January 22, 2025 in person at the offices of Cleary Gottlieb Steen & Hamilton LLP, 2 London Wall, London, England EC2Y 5AU and via Zoom conference hosted by the Information Agent.

In light of the adjourned Scheme Meeting date, the following dates in the Scheme timetable have been updated:

Event	Updated time/date
Custody Instructions Deadline	5.00pm (New York time) on January 15, 2025
Voting Instruction Deadline	5.00pm (New York time) on January 17, 2025
<i>Scheme Meeting</i>	<i>2.00pm (London time) on January 22, 2025</i>
Election Deadline	5.00pm (New York time) on January 27, 2025

Full details of what is required by each of the deadlines mentioned above are contained in the Explanatory Statement in relation to the Scheme dated November 21, 2024 (as supplemented by the first supplemental explanatory statement dated November 29, 2024 and the second supplemental explanatory statement dated December 9, 2024, the “**Explanatory Statement**”).

To the extent that the OFAC Licence (or written confirmation from OFAC that no licence is required) is not received by the time of the adjourned Scheme Meeting, the Scheme Meeting will be further adjourned.

Account Holder Letters and blocking

As set out in our previous announcement on December 24, 2024, Scheme Creditors that have already validly submitted Account Holder Letters do not need to take any further action in relation to their (i) vote in relation to the Scheme and (ii) elections in relation to Scheme Consideration and participating in the New Notes. All valid votes and elections submitted to date remain valid. For this reason the Record Date will remain the same as December 2, 2024.

Scheme Creditors that have not yet submitted an Account Holder Letter are strongly encouraged to do so ahead of the updated Voting Instruction Deadline at 5.00pm (New York time) on January 17, 2025.

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, 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.

Sanction Hearing

The Sanction Hearing is scheduled to take place on January 24, 2025. For the avoidance of doubt, if the Scheme Meeting does not occur on January 22, 2025, the Sanction Hearing will be postponed.

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

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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,
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-and-

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Blink Capital Solutions
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05320,
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Blvd. Manuel Ávila Camacho 24 - Piso 21 Lomas de
Chapultepec 11000 CDMX

Attention:
Alejandro Sainz, asainz@sainzmx.com

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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.