

February 4, 2025



Cometa Energía, S.A. de C.V. and Tierra Mojada Luxembourg II S.à r.l. Announce Increase of Series Maximum Tender Amount of their Tender Offers and Acceptance for Purchase Thereof

Includes offers for securities issued by Cometa Energía, S.A. de C.V. and by Tierra Mojada Luxembourg II S.à r.l.

Mexico City—(PR Newswire)—Cometa Energía, S.A. de C.V., a variable capital corporation (*sociedad anónima de capital variable*) organized and existing under the laws of the United Mexican States (“Cometa”) and Tierra Mojada Luxembourg II S.à r.l. (f/k/a FEL Energy VI S.à r.l.), a private limited liability company (*société à responsabilité limitée*) organized and existing under the laws of the Grand Duchy of Luxembourg (“Tierra Mojada” and, together with Cometa, the “Offerors” and each of Cometa and Tierra Mojada individually, an “Offeror”), previously announced today the early results as of 5:00 p.m., New York City time, on January 31, 2025 (the “Early Tender Date”), of their previously announced tender offers to purchase (each, a “Tender Offer” and collectively, the “Tender Offers”) for cash, subject to certain terms and conditions, up to a total of \$100,000,000 aggregate original principal amount of the 6.375% Senior Secured Notes due 2035 (CUSIP No. 144A - 20039F AA7; Reg S - P29853 AA9) issued by Cometa (the “Cometa Notes”) and up to a total of \$115,000,000 aggregate original principal amount of the 5.750% Senior Secured Notes due 2040 (144A - 30260L AA3; Reg S - L3500L AA7) issued by Tierra Mojada (the “Tierra Mojada Notes” and, together with the Cometa Notes, the “Securities”), in each case subject to the applicable Series Maximum Tender Amount (as defined below) and proration. Cometa is the Offeror for the Cometa Notes and Tierra Mojada is the Offeror for the Tierra Mojada Notes. Each Offeror is an indirect subsidiary of Saavi Energia S.à r.l. (“Saavi Energia”).

On January 17, 2025, the Offerors commenced the Tender Offers to purchase the Securities in accordance with the terms and conditions in the Offer to Purchase dated January 17, 2025 (as it may be amended or supplemented from time to time, including pursuant to this press release, the “Offer to Purchase”), which sets forth a more detailed description of the Tender Offers.

In connection with the Offerors’ prior announcement of the early tender results, the Offerors hereby announce the increase of the Series Maximum Tender Amounts (i), in the case of the Cometa Notes, from \$100,000,000 in aggregate original principal amount to \$130,400,000 in aggregate original principal amount and (ii) in the case of the Tierra Mojada Notes, from \$115,000,000 in aggregate original principal amount to \$132,600,000 in aggregate original principal amount (the “Amended Series Maximum Tender Amounts”).

The obligation of each Offeror to accept for purchase and to pay either the applicable Total Consideration or Tender Offer Consideration and the accrued and unpaid interest on the Securities pursuant to the Tender Offers is not subject to any minimum tender condition but is conditioned on the consummation of an offering of new senior unsecured notes by Saavi Energia, in each case providing sufficient funds to meet both Offerors’ obligations under the Offer to Purchase and certain general conditions. For more information, see “Conditions to the

Tender Offers” in the Offer to Purchase.

The following table presents the aggregate principal amount of Securities of each series validly tendered and not validly withdrawn as of the Early Tender Date, as reported by Global Bondholder Services Corporation, the Information Agent and the Tender Agent for the Tender Offers, and the amount of each series accepted for purchase:

Title of Security	Issuer	CUSIP No.	ISIN No.	Original Principal Amount Outstanding	Current Principal Amount Outstanding	Aggregate Original Principal Amount Tendered	Aggregate Original Principal Amount Accepted as of the Date hereof	Factor ⁽³⁾	Amended Series Maximum Tender Amount ⁽⁴⁾	Dollars per \$1,000 Original Principal Amount of Securities		
										Tender Offer Consideration ⁽¹⁾	Early Tender Premium	Total Consideration ⁽¹⁾⁽²⁾
6.375% Senior Secured Notes due 2035	Cometa Energia, S.A. de C.V.	144A - 20039F AA7; Reg S - P29853 AA9	144A - US20039FAA75; Reg S - USP29853AA99	\$860,000,000	\$660,325,153.76	\$433,173,000.00	\$130,400,000.00	0.76781995	\$130,400,000	\$952.50	\$50	\$1,002.50
5.750% Senior Secured Notes due 2040	Tierra Mojada Luxembourg II S.a r.l.	144A - 30260L AA3; Reg S - L3500L AA7	144A - US30260LAA35; Reg S - USL3500LAA72	\$953,000,000	\$826,508,653.60	\$330,849,000.00	\$132,600,000.00	0.86727036	\$132,600,000	\$882.50	\$50	\$932.50

- (1) Excludes accrued and unpaid interest up to, but not including, the applicable Settlement Date, which will be paid in addition to the Tender Offer Consideration or Total Consideration, as applicable.
- (2) Includes the Early Tender Premium.
- (3) The factor for each series of Securities is a number that represents a fraction (expressed as a decimal rounded to 8 decimal digits), the numerator of which represents the unpaid principal amount of such series of Securities and the denominator of which represents the original principal amount of such series of Securities, and may be adjusted following each interest payment date (as adjusted from time to time, the “Factor”).
- (4) Series Maximum Tender Amount for the Cometa Notes increased from \$100,000,000 to \$130,400,000.00. Series Maximum Tender Amount for the Tierra Mojada Notes increased from \$115,000,000 to \$132,600,000.00.

The Early Settlement Date for Securities validly tendered at or prior to the Early Tender Date and accepted for purchase is expected to occur on February 12, 2025. Holders that tendered Securities at or prior to the Early Tender Date and whose Securities are accepted for payment and subject to the satisfaction or waiver of all conditions to the Tender Offers and to the applicable Amended Series Maximum Tender Amount and proration procedures described herein and in further detail in the Offer to Purchase, will be entitled to receive the Total Consideration, which includes the Early Tender Premium, plus accrued and unpaid interest up to, but not including, the Early Settlement Date, as set forth in the table above. Validly tendered Securities may no longer be validly withdrawn.

The Amended Series Maximum Tender Amounts have been reached. Because the aggregate principal amount of Securities validly tendered at or prior to the Early Tender Date exceeded the Amended Series Maximum Tender Amounts, there will be no Final Settlement Date, and no Securities tendered after the Early Tender Date will be accepted for purchase. Accordingly, Securities validly tendered and not validly withdrawn at or prior to the Early Tender Date have been accepted for purchase. All Securities which are not accepted for purchase pursuant to the Tender Offers will be promptly returned to the Holder of such series of Securities. Subject to the conditions in the Offer to Purchase, the Cometa Notes validly tendered and not validly withdrawn at or prior to the Early Tender Date have been accepted for purchase using a proration factor of approximately 28.898% and the Tierra Mojada Notes validly tendered and not validly

withdrawn at or prior to the Early Tender Date have all been accepted for purchase with a proration factor of 37.401%.

The Offerors have retained J.P. Morgan Securities LLC, Mizuho Securities USA LLC, Scotia Capital (USA) Inc. and SMBC Nikko Securities America, Inc. to serve as Dealer Managers for the Tender Offers. Global Bondholder Services Corporation has been retained to serve as the Information Agent and Tender Agent for the Tender Offers. Questions regarding the Tender Offers may be directed to J.P. Morgan Securities LLC at (866) 846-2874 (toll free) or (212) 834-7279 (collect), Mizuho Securities USA LLC at (866) 271-7403 (toll-free) or (212) 205-7741 (collect), Scotia Capital (USA) Inc. at (800) 372-3930 (toll free) or (212) 225-5559 (collect) and SMBC Nikko Securities America, Inc. at (888) 284-9760 (toll-free) or (212) 224-5328 (collect). Requests for the Offer to Purchase may be directed to Global Bondholder Services Corporation at 65 Broadway – Suite 404 New York, New York 10006, Attn: Corporate Actions, (212) 430-3774 (for banks and brokers) or (855) 654-2015 (for all others) or email at contact@gbsc-usa.com.

None of Saavi Energia, the Offerors, their respective subsidiaries or affiliates, their respective boards of directors, the Dealer Managers, the Tender Agent, the Information Agent or the trustees with respect to the Securities is making any recommendation as to whether Holders should tender any Securities in response to the Tender Offers. Holders must make their own decision as to whether to tender any of their Securities, and, if so, the principal amount of Securities to tender.

The Tender Offers are not being made to holders of Securities in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the securities laws or blue sky laws require the Tender Offers to be made by a licensed broker or dealer, the Tender Offers will be deemed to be made on behalf of the Offerors by the Dealer Managers, or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

This press release does not constitute an offer to purchase securities or a solicitation of an offer to sell any securities or an offer to sell or the solicitation of an offer to purchase any new securities, nor does it constitute an offer or solicitation in any jurisdiction in which such offer or solicitation is unlawful. Capitalized terms used in this press release but not otherwise defined herein have the meanings assigned to them in the Offer to Purchase.

Cautionary Statement

All statements included in this press release, other than historical information or statements of historical fact, are forward-looking statements. Words such as, but not limited to, “anticipate,” “believe,” “intend,” “estimate,” “expect,” “continue,” “should,” “could,” “may,” “plan,” “project,” “predict,” “will” and similar expressions are intended to identify forward-looking statements. All forward-looking statements rely on a number of assumptions, estimates and data concerning future results and events and are subject to a number of uncertainties and other factors, many of which are outside of each Offeror’s control that could cause actual results to differ materially from those reflected in such statements. Accordingly, the Offerors caution that the forward-looking statements contained herein are qualified by these and other important

factors and uncertainties that could cause results to differ materially from those reflected by such statements.

Saavi Energia is the largest private power generator in Mexico in terms of installed capacity, after the Federal Electricity Commission (*Comisión Federal de Electricidad*) of Mexico, or, a state owned entity, and *Fideicomiso de Inversión en Energía México*, a Mexican special purpose trust (*fideicomiso*) sponsored by the National Infrastructure Trust Fund (*Fideicomiso Fondo Nacional de Infraestructura*) and managed by Mexico Infrastructure Partners FF, S.A.P.I. de C.V., with a significant investment from the Mexican Government. Saavi Energia has more than 25 years of experience in Mexico. Saavi Energia, directly and through a majority-owned partnership in EAVIII, owns and operates a geographically diversified portfolio of U.S. dollar-based, long-term contracted, operationally efficient and highly competitive assets with 3,748 MW in total permitted generation capacity (3,384 MW net generation capacity adjusted for equity share held by Saavi Energia in its joint venture) as of January 17, 2025.

For more information, please reach out to investor.relations@saavienergia.com.