



Nautilus Inkia Holdings SCS, Nautilus Distribution Holdings LLC and Nautilus Isthmus Holdings LLC Announce the Commencement of a Tender Offer for any and all of their 5.875% Senior Notes due 2027

LIMA, PERÚ, June 10, 2024 — Nautilus Inkia Holdings SCS (f/k/a Nautilus Inkia Holdings LLC), Nautilus Distribution Holdings LLC and Nautilus Isthmus Holdings LLC (collectively, the “**Issuers**”) today announced that they have commenced a cash tender offer (the “**Tender Offer**”) for any and all of their outstanding 5.875% Senior Notes due 2027 (the “**Notes**”).

The Tender Offer is subject to certain conditions, as set forth in the offer to purchase, dated June 10, 2024 (as it may be amended or supplemented from time to time, the “**Offer to Purchase**”), but is not contingent upon any minimum principal amount of Notes being tendered. Subject to applicable law, the Issuers may amend, modify or terminate the Tender Offer at any time in their sole discretion.

Information related to the Notes and the Tender Offer is listed in the table below.

Notes	CUSIP / ISIN Nos.	Outstanding Principal Amount of Notes ⁽¹⁾	Tender Offer Consideration ⁽²⁾	Early Tender Payment ⁽²⁾	Total Consideration ⁽²⁾⁽³⁾
5.875% Senior Notes due 2027	Rule 144A: 45721RAC7 / US45721RAC79; Reg S: G4808VAC4 / USG4808VAC49	\$218,346,000	\$950.00	\$50.00	\$1,000.00

(1) As of the date of the Offer to Purchase.

(2) The amount to be paid for each \$1,000 principal amount of Notes validly tendered (and not validly withdrawn) and accepted for purchase (excluding Accrued Interest (as defined below)). Accrued Interest will be paid in addition to the Tender Offer Consideration or the Total Consideration, as applicable, on the Settlement Date (as defined below).

(3) The Total Consideration consists of the Tender Offer Consideration plus the Early Tender Payment.

The Tender Offer is scheduled to expire at 5:00 p.m., New York City time, on July 10, 2024, unless extended or earlier terminated by the Issuers in their sole discretion, subject to applicable law (such time and date, as the same may be extended or earlier terminated, the “**Expiration Date**”). In order to be eligible to receive the Total Consideration, holders must validly tender (and not validly withdraw) their Notes on or prior to 5:00 p.m., New York City time on June 24, 2024, unless extended by the Issuers in their sole discretion (such time and date, as the same may be extended, the “**Early Tender Date**”). Subject to the satisfaction or waiver by the Issuers of all conditions to the consummation of the Tender Offer, payment for the Notes validly tendered (and not validly

withdrawn) at or prior to the Early Tender Date or the Expiration Date and that are accepted for purchase is expected to be made on the “**Settlement Date**”, which is expected to be July 12, 2024. The Total Consideration and the Tender Offer Consideration will be payable in cash.

Holders will receive accrued and unpaid interest on all Notes tendered and accepted for payment in the Tender Offer from the last interest payment date up to, but not including, the Settlement Date (such unpaid interest, together with additional amounts thereon, the “**Accrued Interest**”). If holders tender their Notes on or prior to the Early Tender Date, they will be eligible to receive the Total Consideration, plus any applicable Accrued Interest. If holders tender their Notes after the Early Tender Date, but on or prior to the Expiration Date, they will only be eligible to receive the Tender Offer Consideration plus any applicable Accrued Interest.

Notes may be withdrawn any time prior to 5:00 p.m., New York City time, on July 10, 2024, unless extended by the Issuers (the “**Withdrawal Date**”).

The Tender Offer constitutes an Asset Sale Offer made in compliance with Section 3.09 and 4.10 of the indenture governing the Notes (the “**Indenture**”) as a result of (i) the sale in June 2022 of Agua Clara, S.A.S, IE DR Projects I S.R.L., IE DR Projects II S.R.L. and IE DR Projects III S.R.L., (ii) the sale in April 2023 of Inkia Nicaragua Holding Ltd and Inkia Nicaragua S.A., and (iii) the sale in September 2023 of our Distribution business and related companies. These divestiture transactions constitute Asset Sales (as defined in the Indenture) under the Indenture. The Indenture generally requires the Issuers to apply amounts equal to Net Cash Proceeds (as defined in the Indenture) from certain Asset Sales for certain specified purposes within 30 months of any such Asset Sales. Any remaining Net Cash Proceeds equal to or in excess of \$50.0 million that have not been applied within that time period, subject to certain exceptions set forth in the Indenture, shall be applied by the Issuers to make an Asset Sale Offer (as defined in the Indenture), at a purchase price equal to 100% of the principal amount of the Notes to be purchased, plus accrued and unpaid interest to, but excluding, the date of purchase.

The terms and conditions of the Tender Offer are described in the Offer to Purchase. Holders are encouraged to carefully read the Offer to Purchase.

The Issuers have retained Santander US Capital Markets LLC to act as Dealer Manager for the Tender Offer. D.F. King & Co., Inc. is the Information Agent and Tender Agent for the Tender Offer. Questions regarding the Tender Offer should be directed to Santander US Capital Markets LLC at (855) 404-3636 (toll-free) or (212) 350-0660 (collect). Requests for documentation should be directed to D.F. King & Co., Inc. at (800) 515-4479 (toll-free) or (212) 269-5550 (for banks and brokers) or at inkia@dfking.com. This press release is for informational purposes only.

Neither the Offer to Purchase nor any related documents have been filed with or reviewed by any federal or state securities commission or regulatory authority of any country, and the Offer to Purchase or any related documents have not been reviewed or approved by the Cayman Islands Monetary Authority, the Cayman Islands Stock Exchange, the Luxembourg Supervisory Commission for the Financial Sector (*Commission De Surveillance Du Secteur Financier*), the Luxembourg Stock Exchange (*Bourse De Luxembourg*), the Peruvian Superintendency of the Securities Market (*Superintendencia del Mercado de Valores*), the Lima Stock Exchange (*Bolsa*

de Valores de Lima) or the Singapore Exchange. No authority has passed upon the accuracy or adequacy of the Offer to Purchase or any related documents, and it is unlawful and may be a criminal offense to make any representation to the contrary. The Tender Offer is being made solely on the terms and conditions set forth in the Offer to Purchase.

This press release is not an offer to purchase or a solicitation of an offer to purchase with respect to any Notes or any other securities. The Tender Offer is being made solely pursuant to the terms of the Offer to Purchase. The Tender Offer is not being made to holders of Notes 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. None of the Issuers, the Dealer Manager or the Information Agent makes any recommendation as to whether holders should tender or refrain from tendering their Notes. Holders should carefully read the Offer to Purchase and the related materials, because they contain important information, including the various terms and conditions of the Tender Offer. Holders must make their own decision as to whether to tender Notes and, if so, the principal amount of the Notes to tender.

Forward-Looking Statements

This document may contain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934 that are not based on historical facts and are not assurances of future results. These forward-looking statements are identified by terms and phrases such as “anticipate,” “believe,” “intend,” “estimate,” “expect,” “continue,” “should,” “could,” “may,” “plan,” “project,” “predict,” “will” and similar expressions and include references to assumptions and relate to the future prospects, developments and business strategies of the Issuers and their subsidiaries. These statements include but are not limited to forward-looking statements about the planned Tender Offer, including whether the Tender Offer is consummated in whole or in part. These estimates and forward-looking statements are based upon the Issuers’ current expectations and estimates on projections about future events and trends, which affect or may affect the Issuers’ businesses and results of operations. Although the Issuers believe that these estimates and forward-looking statements are based upon reasonable assumptions, they are subject to several risks and uncertainties and are made in light of information currently available to the Issuers. Estimates and forward-looking statements involve risks and uncertainties and are not guarantees of future performance. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations and the Issuers’ future results may differ materially from those expressed in these estimates and forward-looking statements.

All forward-looking statements are expressly qualified in their entirety by this cautionary statement, and you should not place reliance on any forward-looking statement contained in this document. The Issuers undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information or future events or for any other reason.