



**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 30, 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.

The Company received a license from the U.S. Department of the Treasury’s Office of Foreign Assets Control on January 29, 2025 authorizing all U.S. persons whose participation may be required to engage in all transactions ordinarily incident and necessary to the restructuring of the Existing Notes on terms described in the Explanatory Statement (as defined below).

Accordingly, the Company confirms that the Scheme proposed by Mega Newco Limited will proceed as set out in its previous announcement dated January 24, 2025:

- the Scheme Meeting will be held at the offices of Cleary Gottlieb Steen & Hamilton LLP at 2 London Wall Place, London, EC2Y 5AU, UK on **February 3, 2025 at 2.00 p.m. (London time)**;
- the Sanction Hearing will take place at the High Court of Justice of England and Wales, 7 Rolls Buildings, Fetter Lane, London EC4A 1NL on **February 5, 2025**; and
- the Election Deadline is at **5.00 p.m. (New York time) on February 6, 2025**.

Full details of the Scheme process 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**”).

By way of further update, the Company is also:

- in discussions with Scheme Creditors and lenders under its international facilities regarding the Longstop Date (currently February 28, 2025) and expects to shortly announce an agreement to extend it to provide the Company additional time to implement the Restructuring; and
- continuing to progress all conditions precedent to implementation of the Restructuring so that it can proceed to completion swiftly following the Sanction Hearing in accordance with the terms of the Implementation Deed in relation to the Scheme.

As set out in our previous announcements on December 24, 2024 and January 13, 2025, 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 i.e., December 2, 2024.

The Lock-Up Agreement remains open for accession by any holder of the Existing Notes who is not a Sanctioned Noteholder (as defined in the Lock-Up Agreement) up until the time of the Scheme Meeting. A copy of the Lock-Up Agreement (together with a form of accession deed) can be found on the Scheme Website (<https://deals.is.kroll.com/grupomega>).

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

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,
C.P. 01210, Ciudad de México
Attention:
Ricardo Maldonado, rmaldonado@macf.com.mx
Everardo Espino, eespino@macf.com.mx

-and-

Houlihan Lokey Capital, Inc.
10250 Constellation Boulevard, 5th Floor
Los Angeles, California 90067
Attention:
Jorge Villen, jvillen@hl.com

-and-

Blink Capital Solutions
Carr. México-Toluca 5420, Piso 9 Of. 903
La Rosita, El Yaqui, Cuajimalpa de Morelos
05320,
Attention:
Javier Nájera, javier@blinkcs.mx

Advisors to the Ad Hoc Group

Latham & Watkins LLP
99 Bishopsgate
London EC2M 3XF
United Kingdom

1271 Avenue of the Americas
New York, New York 10020
United States

Attention:
Pedro Rufino, pedro.rufinocarvalho@lw.com
Roderick Branch, roderick.branch@lw.com
Bruce Bell, bruce.bell@lw.com

-and-

Sainz Abogados
Torre del Bosque
Blvd. Manuel Ávila Camacho 24 - Piso 21 Lomas de
Chapultepec 11000 CDMX
Attention:
Alejandro Sainz, asainz@sainzmx.com

* * *

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.