



Nautilus Inkia Holdings SCS, Nautilus Distribution Holdings LLC and Nautilus Isthmus Holdings LLC Announce the Commencement of a Tender Offer for their 5.875% Senior Notes due 2027 and Consent Solicitation for Proposed Amendments to the Related Indenture

LIMA, PERÚ, November 14, 2022 — 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 up to an amount of their outstanding 5.875% Senior Notes due 2027 (the “**Notes**”) that would not result in the Aggregate Purchase Price (as defined below) exceeding \$150,000,000 (the “**Maximum Tender Amount**”). In connection with the Tender Offer, the Issuers are also soliciting consents of the holders of the Notes (the “**Consent Solicitation**”) for the adoption of certain amendments (the “**Proposed Amendments**”) to the indenture governing the Notes (the “**Indenture**”). The Proposed Amendments require the consents (the “**Requisite Consents**”) of holders of a majority in principal amount of the then outstanding Notes. If the Requisite Consents are not obtained in connection with the Consent Solicitation, the Consent Solicitation may be terminated, and in such case, the Proposed Amendments to the Indenture will not become effective, the Third Supplemental Indenture (as defined in the Statement) will not be executed and the Tender Offer will be terminated. Holders who tender their Notes pursuant to the Tender Offer at or before the Early Tender Date (as defined below) will be deemed to have delivered consents in respect of such tendered Notes to the Proposed Amendments and to the execution and delivery of the Third Supplemental Indenture (as defined in the Statement), and will receive the Consent Payment (as defined below) as a component of the Early Tender Payment (as defined below) included in the Total Consideration (as defined below), even if a smaller principal amount is accepted for purchase pursuant to the Tender Offer due to proration. Holders may not deliver consents to the Proposed Amendments without also tendering their Notes.

The Tender Offer and the Consent Solicitation are subject to certain conditions, as set forth in the offer to purchase and consent solicitation statement, dated November 14, 2022 (as it may be amended or supplemented from time to time, the “**Statement**”), including the Financing Condition (as defined in the Statement), the Third Supplemental Indenture Condition (as defined in the Statement) and the General Conditions (as defined in the Statement). Subject to applicable law, the Issuers may amend, modify or terminate the Tender Offer and/or the Consent Solicitation at any time in their sole discretion.

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

<u>Notes</u>	<u>CUSIP / ISIN Nos.</u>	<u>Outstanding Principal Amount of Notes⁽¹⁾</u>	<u>Tender Offer Consideration⁽²⁾</u>	<u>Early Tender Payment (including Consent Payment)⁽²⁾⁽³⁾⁽⁴⁾</u>	<u>Total Consideration⁽²⁾⁽⁵⁾</u>
5.875% Senior Notes due 2027	Rule 144A: 45721RAC7 / US45721RAC79; Reg S: G4808VAC4 / USG4808VAC49	\$372,728,000	\$910.00	\$50.00	\$960.00

- (1) As of the date of the Statement.
- (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). Accrued Interest will be paid in addition to the Tender Offer Consideration or the Total Consideration, as applicable, on the applicable Settlement Date.
- (3) The Consent Payment of \$1.00 is the amount to be paid for each \$1,000 principal amount of Notes for which consents are validly delivered (and not validly withdrawn).
- (4) Holders that validly tender (and do not validly withdraw) their Notes and thereby validly deliver (and do not validly revoke) their consents at or prior to the Early Tender Date will be eligible to receive the Consent Payment in respect of such Notes as a component of the Early Tender Payment included in the Total Consideration, even if a smaller principal amount is accepted for purchase pursuant to the Tender Offer due to proration.
- (5) The Total Consideration consists of the Tender Offer Consideration plus the Early Tender Payment (which includes the Consent Payment).

We refer to (1) the aggregate amount that all holders are entitled to receive for (x) their Notes that are validly tendered (and not validly withdrawn) and accepted for purchase by the Issuers, and (y) their consents that are validly delivered (and not validly revoked), in each case, at or prior to the Early Tender Date (as defined below); (2) the aggregate amount that all holders are entitled to receive for their Notes that are validly tendered (and not validly withdrawn) after the Early Tender Date but on or prior to the Expiration Date (as defined below) and accepted for purchase by the Issuers; (3) Accrued Interest; and (4) fees and expenses in connection with the Tender Offer and the Consent Solicitation as the “**Aggregate Purchase Price**”. The “**Total Consideration**” per \$1,000 principal amount of Notes payable to holders who validly tender (and do not validly withdraw) their Notes and thereby deliver (and do not validly revoke) their consents to the Proposed Amendments on or prior to the Early Tender Date (as defined below) is \$960.00. The Total Consideration payable under the Tender Offer and the Consent Solicitation includes an “**Early Tender Payment**” of \$50.00 for each \$1,000 principal amount of Notes, which in turn includes a “**Consent Payment**” of \$1.00 for each \$1,000 principal amount of Notes. Holders will only be eligible to receive the Early Tender Payment (which includes the Consent Payment) for Notes that such holders have validly tendered (and not validly withdrawn) and consents they have validly delivered (and not validly revoked) at or prior to 5:00 p.m., New York City time, on November 28, 2022, unless extended by the Issuers (the “**Early Tender Date**”). Holders who validly tender (and do not validly withdraw) their Notes after the Early Tender Date but on or prior to the Expiration Date (as defined below), and whose Notes are accepted for purchase, will be eligible to receive the “**Tender Offer Consideration**,” which is equal to the Total Consideration less the Early Tender Payment (which includes the Consent Payment). The Tender Offer is scheduled to expire at 11:59 p.m., New York City time, on December 12, 2022, 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**”). Subject to the satisfaction or waiver by the Issuers of all conditions to the consummation of the Tender Offer and the Consent Solicitation, payment for (i) the Notes validly tendered (and not validly

withdrawn) and that are accepted for purchase and (ii) consents that are validly delivered (and not validly revoked), in each case, at or prior to the Early Tender Date is expected to be made on the “**Early Settlement Date**”, which is expected to be December 5, 2022, and payment for the Notes validly tendered (and not validly withdrawn) after the Early Tender Date but at or prior to the Expiration Date and that are accepted for purchase is expected to be made on the “**Final Settlement Date**”, which is expected to be December 14, 2022. The Total Consideration and the Tender Offer Consideration will be payable in cash.

If the aggregate amount of Notes validly tendered (and not validly withdrawn) would result in an Aggregate Purchase Price that exceeds the Maximum Tender Amount, then, subject to the terms and conditions of the Tender Offer, the Issuers will accept for purchase Notes validly tendered (and not validly withdrawn) on a prorated basis. Holders that validly tender their Notes and thereby deliver their consents at or prior to the Early Tender Date (and do not validly withdraw such Notes and therefore do not validly revoke the related consents) will be eligible to receive the Consent Payment in respect of such Notes, even if a smaller principal amount is accepted for purchase pursuant to the Tender Offer due to proration. Furthermore, if the Tender Offer is fully subscribed as of the Early Tender Date and the Issuers elect to have an Early Settlement Date, holders who validly tender Notes following the Early Tender Date will not have any of their Notes accepted for purchase.

Any holder that tenders Notes at or prior to the Early Tender Date pursuant to the Tender Offer must also deliver a consent to the Proposed Amendments. Any holder that tenders Notes after the Early Tender Date, but at or prior to the Expiration Date, shall be deemed not to have delivered its consent, and therefore no Consent Payment shall be made after the Early Tender Date.

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 applicable settlement date for the Tender Offer (such unpaid interest, together with additional amounts thereon, the “**Accrued Interest**”).

Notes may be withdrawn any time prior to 5:00 p.m., New York City time, on November 28, 2022, unless extended by the Issuers (the “**Withdrawal Date**”).

The terms and conditions of the Tender Offer and the Consent Solicitation, as well as the Proposed Amendments, are described in the Statement. Holders are encouraged to read the Statement carefully when it becomes available.

The Issuers have retained Credit Suisse Securities (USA) LLC, Santander Investment Securities Inc. and SMBC Nikko Securities America, Inc. to act as Dealer Managers and Solicitation Agents for the Tender Offer and the Consent Solicitation. D.F. King & Co., Inc. is the Information Agent, Tender Agent and Tabulation Agent for the Tender Offer and the Consent Solicitation. Questions regarding the Tender Offer and the Consent Solicitation should be directed to Credit Suisse Securities (USA) LLC at (800) 820-1653 (toll-free) or (212) 538-2147 (collect), Santander Investment Securities Inc. at (855) 404-3636 (toll-free) or (212) 940-1442 (collect) or SMBC Nikko Securities America, Inc. at (888) 284-9760 (toll-free) or (212) 224-5328 (collect). Requests for documentation should be directed to D.F. King & Co., Inc. at (866) 864-4943 (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 Statement 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 Statement 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 Statement or any related documents, and it is unlawful and may be a criminal offense to make any representation to the contrary. The Tender Offer and the Consent Solicitation are being made solely on the terms and conditions set forth in the Statement.

This press release is not an offer to purchase, a solicitation of an offer to purchase or a solicitation of consents with respect to any Notes or any other securities. The Tender Offer and the Consent Solicitation are being made solely pursuant to the terms of the Statement. The Tender Offer and the Consent Solicitation are 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 Managers and Solicitation Agents or the Information Agent makes any recommendation as to whether holders should tender or refrain from tendering their Notes (and thereby consent or refrain from consenting to the Proposed Amendments). Holders should carefully read the Statement and the related materials, because they contain important information, including the various terms and conditions of the Tender Offer and the Consent Solicitation. Holders must make their own decision as to whether to tender Notes and thereby deliver consents 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 and Consent Solicitation, including whether the Tender Offer and the Consent Solicitation are 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.