



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

**LIMA, PERÚ, November 28, 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 the expiration of the early tender period, at 5:00 p.m., New York City time, on November 28, 2022 (the “**Early Tender Date**”), of the previously announced cash tender offer (the “**Tender Offer**”) for their outstanding 5.875% Senior Notes due 2027 (CUSIP Nos. 45721RAC7; G4808VAC4 and ISIN Nos. US45721RAC79; USG4808VAC49) (the “**Notes**”).

On November 14, 2022, the Issuers commenced the Tender Offer for up to an amount of their outstanding 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 also solicited 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 required the consents (the “**Requisite Consents**”) of holders of a majority in principal amount of the then outstanding Notes. The terms and conditions of the Tender Offer and the Consent Solicitation, as well as the Proposed Amendments, are described 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**”).

The Tender Offer and the Consent Solicitation are subject to certain conditions, as set forth in 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).

As of the Early Tender Date, \$212,176,000 aggregate principal amount, or approximately 56.9%, of the Notes, had been validly tendered (and not validly withdrawn). As a result, the Issuers have received the Requisite Consents and have executed a supplemental indenture to the Indenture to effect the Proposed Amendments in satisfaction of the Third Supplemental Indenture Condition. The supplemental indenture is effective and provides that the Proposed Amendments will not become operative until the Issuers have paid in full the Consent Payment. The Issuers have accepted for purchase approximately \$154.4 million principal amount of Notes validly tendered and not validly withdrawn at or prior to the Early Tender Date pursuant to the Tender Offer. Because the aggregate principal amount of Notes validly tendered and not validly withdrawn as of the Early Tender Date exceeds the Maximum Tender Amount, such Notes will be accepted on a pro rata basis as set forth in the Statement, subject to a proration factor of approximately 65.3%. Furthermore, since the Tender Offer was fully subscribed as of the Early

Tender Date and the Issuers have elected to have an Early Settlement Date (as defined below), holders who validly tender Notes following the Early Tender Date will not have any of their Notes accepted for purchase.

We refer to (1) the aggregate amount that all holders are entitled to receive for (x) their Notes that were validly tendered (and not validly withdrawn) and accepted for purchase by the Issuers, and (y) their consents that were validly delivered (and not validly revoked), in each case, at or prior to the Early Tender Date; (2) Accrued Interest; and (3) fees and expenses in connection with the Tender Offer and the Consent Solicitation as the “**Aggregate Purchase Price**”. Holders who validly tendered (and did not validly withdraw) their Notes and thereby delivered (and did not validly revoke) their consents at or prior to the Early Tender Date, and whose Notes are purchased pursuant to the Tender Offer, will be entitled to receive the “**Total Consideration**” of \$960.00 per \$1,000 principal amount of Notes, which 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, subject to proration as described in the Statement. In addition to the Total Consideration, 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 Early Settlement Date. Holders who validly tendered (and did not validly withdraw) their Notes and thereby delivered (and did not validly revoke) their consents at or prior to the Early Tender Date, and some or all of which Notes are not accepted for purchase due to proration, will be eligible to receive the Consent Payment in respect of such Notes not accepted for purchase. Payment for (i) the Notes validly tendered (and not validly withdrawn) and that are accepted for purchase and (ii) consents that were validly delivered (and not validly revoked), in each case, at or prior to the Early Tender Date will be made on the “**Early Settlement Date**”, which is expected to be December 5, 2022.

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.

The Issuers 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](mailto: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. 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.

### **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 Tender Offer and the 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.