



BNY MELLON

**Notice to the Holders of  
TV AZTECA, S.A.B. DE C.V.  
8.250% Senior Notes due 2024 (the “Notes”)  
ISIN No. XS1662406468\***

**NOTE: THIS NOTICE CONTAINS IMPORTANT INFORMATION FOR REGISTERED AND BENEFICIAL OWNERS OF THE NOTES. ALL DEPOSITORIES, CUSTODIANS, AND OTHER INTERMEDIARIES SHOULD PROMPTLY TRANSMIT THIS NOTICE TO BENEFICIAL OWNERS OF THE NOTES.**

**Background**

The Bank of New York Mellon serves as trustee (“Trustee”) under an Indenture (“Indenture”), dated as of August 9, 2017, by and among TV Azteca, S.A.B. de C.V. (the “Company”), the guarantors thereto (“Guarantors”) and the Trustee. Capitalized terms not defined herein shall have the meanings ascribed to them in the Indenture.

The Trustee has previously advised holders of the Notes (“Holders”) of litigation pending before Judge Paul G. Gardephe in the United States District Court for the Southern District of New York (Case No. 1:22-cv-08164) (the “District Court”) between the Trustee, the Company and Guarantors regarding amounts outstanding in respect of the Notes (the “District Court Litigation”). The Trustee has also previously advised that it has received a written direction from Holders that hold a majority in principal amount outstanding of the Notes (“Direction”) to take certain actions in the pursuit of recovery on the Notes including to retain the law firm of Akin Gump Strauss Hauer & Feld LLP as special counsel (“Special Counsel”) and to take direction from the directing Holders including as advised through Special Counsel.

The Trustee has also previously advised that, on March 26, 2023, involuntary bankruptcy proceedings were filed against the Company and the Guarantors in the United States Bankruptcy Court for the Southern District of New York (“Bankruptcy Court”), captioned In re TV Azteca, S.A.B. de C.V., et al., Case No. 23-10385 (LGB) (the “Bankruptcy Cases”). The commencement of the Bankruptcy Cases stayed the District Court Litigation. As previously advised, (i) the Company filed a Motion to Dismiss the Involuntary Petitions [Docket No. 26] (“Motion to Dismiss”), (ii) the Bankruptcy Court held evidentiary hearings in August 2023 on the Motion to Dismiss, and (iii) at the conclusion of the hearings the Court reserved its decision and entered an order on September 7, 2023, [Docket No. 72] (the “Mediation Order”) providing for the commencement of mediation (“Mediation”).

**Conclusion of Mediation and Dismissal of the Bankruptcy Cases**

Pursuant to the Mediation Order, certain Holders, the Company, and the Trustee participated in Mediation. On November 14, 2023, counsel to the Company notified the Bankruptcy Court [Docket No. 79] that the Mediation had concluded without a resolution.

On November 20, 2023, the Bankruptcy Court issued a decision granting the Company's Motion to Dismiss [Docket No. 81], and on November 27, 2023, the Bankruptcy Court entered an order dismissing the Bankruptcy Cases [Docket No. 82].

### **Resumption of District Court Litigation**

On November 28, 2023, counsel for each of the Company and the Trustee notified the District Court [District Court Doc. No. 31] that the Bankruptcy Cases had been dismissed and, as a result, the District Court Litigation would resume.

Pursuant to the Direction regarding the pursuit of remedies and the advice of Special Counsel, on January 9, 2024, the Trustee, through Special Counsel, submitted a letter to the District Court [District Court Doc. No. 32] advising that the Trustee amended its position to remove a claim for redemption premium on the Notes. In response, the Company filed a letter opposing the proposed amendment [District Court Doc. No. 33]. The District Court has not yet advised as to further proceedings regarding the proposed amendment.

Holders should discuss with their professional advisers the impact of these events on the Notes.

### **Litigation in Mexico**

The Trustee previously advised that the Company had commenced litigation against the Trustee and certain Holders in Mexico, and that, upon the advice of Special Counsel and consistent with a direction received from a majority of Holders, the Trustee retained the law firm of Del Castillo y Castro Abogados as special litigation counsel in Mexico, which counsel has been responding to the litigation.

The Company and its affiliates have previously filed complaints in each of the Ninth and Sixty-Third Superior Civil Courts of the Court of Justice for Mexico City alleging that the acceleration notices served by the Trustee are invalid and that the Company and its affiliates are not obligated to make certain unpaid interest payments under the Indenture. The defendants in those actions are the Trustee and certain Holders. The Company has received *ex parte* injunctions against those same defendants which, among other things, purport to prohibit the defendants from initiating and/or filing any proceeding for the collection and/or payment of the unpaid principal of the Notes and purport to suspend the effects and consequences that could derive from early maturity of the principal and accrued and unpaid interest of all of the Notes.

The first Mexican action was commenced on July 8, 2022, in the Ninth Civil Court of the Court of Justice of Mexico City against certain Holders, and an *ex parte* preliminary injunction against the same defendants was issued on July 12, 2022. The injunction was extended on August 17, 2022, August 23, 2022, and May 17, 2023, and was amended to include the Trustee. No defendants have been served with the complaint or the injunctions in that action.

The second Mexican action was commenced against certain Holders and the Trustee on September 22, 2022, in the Sixty-Third Civil Court of the Court of Justice of Mexico City, and an *ex parte* injunction against the same parties was issued on September 27, 2022. The second Mexican action purports to excuse the Company from any missed interest payments and purports

to prevent any efforts by certain Holders to collect either principal or interest under the Indenture because, among other things, the outbreak of the COVID-19 pandemic and subsequent related orders by the Mexican government represented “Acts of God and Force Majeure events” that rendered the Company’s performance under the Indenture impossible. The Trustee was served with the complaint and injunction on February 21, 2023, and some of the Holders were subsequently served. The Trustee and certain Holders responded to the complaint filed in the Sixty-Third Civil Court and also filed a motion to vacate the September 27, 2022, injunction (“Motion to Vacate”). On January 30, 2024, the Sixty-Third Civil Court denied the Motion to Vacate. On February 7, 2024, counsel to the Trustee filed an appeal of that decision.

A number of related matters have also been brought before the Third Superior Court, which serves as the appeals court for the Sixty-Third Court. Among those matters was a motion filed by the Trustee asserting that the Sixty-Third Court does not have jurisdiction over the litigation filed by the Company. The Company opposed that motion and filed its own motion before the Third Superior Court seeking to stay any decision surrounding whether the Sixty-Third Court had appropriate jurisdiction until the Company had completed service of the litigation papers on all parties to the litigation. The Trustee opposed the Company’s motion. On January 31, 2024, the Third Superior Court ruled in favor of the Company’s motion to stay the litigation pending the Company’s completion of service of litigation papers on all parties to the litigation. Counsel to the Trustee is reviewing potential responses to the decision, including a possible appeal proceeding.

Holders should discuss with their professional advisers the impact of these events on the Notes.

### **Reservation of Rights of Trustee**

The Trustee reserves all rights, powers, claims and remedies under the Indenture and applicable law. Without limitation to other rights, the Trustee has the right to receive payment for its fees and expenses, including attorneys’ fees. The Trustee has incurred and continues to incur fees and expenses in connection with the defaults on the Notes and related litigation.

### **Communication with the Trustee**

Holders may direct communications to the Trustee to BNY Mellon, Attn: Alex T. Chang, Vice President, Default Administration Group, 240 Greenwich Street, New York, NY 10286; (212) 815-2816; alex.chang@bnymellon.com; or to the Trustee’s counsel, Curtis Plaza, Esq., Riker Danzig LLP, Headquarters Plaza, One Speedwell Avenue, P.O. Box 1981, Morristown, NJ 07960; (973) 451-8488; cplaza@riker.com.

Holders should not rely on the Trustee as their sole source of information with respect to the Notes. The Trustee does not provide investment, tax, or legal advice with respect to the Notes, and Holders should consult with their own professional advisors regarding such advice.

Date: February 12, 2024

The Bank of New York Mellon, as Trustee

\*The ISIN number appearing above has been included solely for the convenience of the Holders. The Trustee assumes no responsibility for the selection or use of such number and makes no representation as to the correctness of the ISIN number listed above or printed on the Notes.