

Axtel, S.A.B. de C.V. Announces Early Tender Results, Early Payment Date, Tender Cap Increase, and Extension of Early Tender Period in respect of its Tender Offer

NEWS PROVIDED BY

Axtel, S.A.B. de C.V. →

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SAN NICOLÁS DE LOS GARZA, NUEVO LEÓN, México, Jan. 31, 2023 /PRNewswire/ -- AXTEL, S.A.B. DE C.V., (the "Company") announced today the early tender results as of January 30, 2023 at 5:00 P.M., New York City time (the "Early Tender Deadline") in respect of the previously announced offer to purchase (the "Tender Offer") up to U.S.\$75,000,000 aggregate principal amount (the "Tender Cap") of its outstanding 6.375% Senior Notes due 2024 (CUSIP/ISIN Nos. 05462G AJ3 / US05462GAJ31 and P0606P AC9 / USP0606PAC97) (the "Notes"). The Company further announced that as of the Early Tender Deadline, the Company had received tenders (not validly withdrawn) from the holders of U.S.\$77,737,000 of the total outstanding principal amount of the Notes, and that it has accepted for purchase U.S.\$77,737,000 aggregate principal amount of such Notes pursuant to the Tender Offer. In connection therewith, the Company is also increasing the Tender Cap from the previously announced U.S.\$75,000,000 to U.S.\$120,000,000.

The early settlement date on which the Company will make the payment for the Notes validly tendered and not validly withdrawn in the Tender Offer at or prior to the Early Tender Deadline and that are accepted for purchase is expected to be February 2, 2023 (the "Early Payment Date"). Subject to the conditions set forth in the Offer to Purchase, dated January 17, 2023 (as amended or supplemented from time to time, the "Offer to Purchase"), relating to the Tender Offer, holders of Notes who validly tendered their Notes at or prior to the Early Tender Deadline

and did not validly withdraw their Notes at or prior to such time and whose Notes have been accepted for purchase will receive on the Early Payment Date the total consideration of U.S.\$863.75 (the "Total Consideration") for every U.S.\$1,000 principal amount of such Notes, which includes an early tender payment of U.S.\$50 (the "Early Tender Payment") for each U.S.\$1,000 principal amount of Notes, plus accrued and unpaid interest from the last interest payment date for the Notes to, but not including, the Early Payment Date. Withdrawal rights for the Offer expired at 5:00 P.M., New York City time on January 30, 2023 (the "Withdrawal Deadline"). Notes that have been validly tendered (and not validly withdrawn) on or prior to the Withdrawal Deadline cannot be withdrawn, except as may be required by applicable law.

The Company has decided to extend the Early Tender Deadline to 11:59 P.M. New York City time on February 13, 2023, which is also the expiration time of the Tender Offer (the "Expiration Time"), and provide the Early Tender Payment to any holder that validly tenders its Notes prior to the Expiration Time. Accordingly, subject to the Tender Cap, holders of Notes who validly tender their Notes at or prior to the Expiration Time will receive the Total Consideration for every U.S.\$1,000 principal amount of the Notes validly tendered at or before the Expiration Time and accepted in the Tender Offer, which includes the Early Tender Payment, plus accrued and unpaid interest from the last interest payment date for the Notes to, but not including, the purchase date therefor.

The Company's obligations to accept any Notes validly tendered and not withdrawn and to pay the consideration for them are set forth solely in the Offer to Purchase. The Tender Offer is made only by, and pursuant to the terms of, the Offer to Purchase, and the information in this announcement is qualified by reference to the Offer to Purchase. Subject to applicable law, the Company may amend, further extend, withdraw or, subject to certain conditions, terminate the Tender Offer or otherwise amend the terms of the Tender Offer.

HSBC Securities (USA) Inc. and Scotia Capital (USA) Inc. are the dealer managers for the Tender Offer. D.F. King & Co., Inc. has been appointed as the tender agent and information agent for the Tender Offer.

Persons with questions regarding the Tender Offer should contact HSBC Securities (USA) Inc. at (212) 525-5552 (collect) or (888) HSBC-4LM (toll-free) and/or Scotia Capital (USA) Inc. at (212) 225-5501 (collect) or (800) 372-3930 (toll-free).



Holders who would like additional copies of the Offer to Purchase may call the information agent, D.F. King & Co., Inc., toll-free at (800) 870-0653. (Banks and brokers may call collect at (212) 269-5550 or email axtel@dfking.com).

This announcement is not an offer to purchase, a solicitation of an offer to sell or a solicitation of tenders with respect to any Notes or other securities. The Tender Offer is being made solely pursuant to the Offer to Purchase. Neither the Offer to Purchase nor any documents related to the Tender Offer have been filed with, and have not been approved or reviewed by any federal or state securities commission or regulatory authority of any country. No authority has passed upon the accuracy or adequacy of the Offer to Purchase or any documents related to the Tender Offer, and it is unlawful and may be a criminal offense to make any representation to the contrary. The Tender Offer does not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not permitted by law or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

In any jurisdiction in which the Tender Offer is required to be made by a licensed broker or dealer and in which the dealer managers, or any affiliates thereof, are so licensed, the Tender Offer will be deemed to have been made by such dealer managers, or such affiliates, on behalf of the Company.

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 information and communications technology 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. More detailed information about these and other factors is set forth in the Offer to Purchase.

About the Company

Axtel is a Mexican information and communication technology company that serves the enterprise, government and wholesale segments through Alestra, its services business unit, and Axtel Networks, its infrastructure unit. Axtel adhered to the UN Global Compact in 2011, the world's largest social responsibility initiative. It has received recognition from CEMEFI as a Socially Responsible Company since 2008. Axtel shares, represented by Ordinary Participation Certificates, or CPOs, trade on the Mexican Stock Market under the symbol "AXTELCP0" since 2005. Axtel is currently undergoing a partial spin-off from former parent company Alfa, S.A.B. de C.V., who is in the process of contributing all of its shareholding in the Company to Controladora Axtel, S.A.B. de C.V., a company which will be listed on the Mexican Stock Exchange.

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SOURCE Axtel, S.A.B. de C.V.