

FEMSA ANNOUNCES EARLY TENDER RESULTS AND ACCEPTANCE OF NOTES FOR ITS PREVIOUSLY ANNOUNCED TENDER OFFERS

NEWS PROVIDED BY

FOMENTO ECONOMICO MEXICANO, S.A.B. DE C.V. →

Mar 03, 2023, 08:33 ET

MONTERREY, Mexico, March 3, 2023 /PRNewswire/ -- **FOMENTO ECONÓMICO MEXICANO, S.A.B. DE C.V.** (NYSE: FMX; BMV: FEMSAUBD, FEMSAUB) ("**FEMSA**") today announced the early tender results and acceptance for its previously announced offers to purchase for cash FEMSA's notes of the series set forth in the table below (all such notes, the "**Notes**" and each such series, a "**series**" of Notes), for an aggregate purchase price, excluding accrued and unpaid interest and additional amounts, if any (the "**Aggregate Purchase Price**"), of up to US\$2.0 billion (the "**Tender Cap**"), from registered holders of the Notes (each a "**Holder**" and, collectively, the "**Holders**"). We refer to our offer to purchase each series of Notes as an "**Offer**" and collectively as the "**Offers**." The Offers are being made pursuant to the terms and subject to the conditions set forth in the amended and restated offer to purchase dated February 17, 2023 (as amended or supplemented from time to time, the "**Offer to Purchase**").

The following table summarizes the early tender results for the Offers as of 2:00 a.m., New York City time today, March 3, 2023 (the "**Early Tender Time**"):

Notes	CUSIP/ISIN	Principal Amount	Acceptance	Total	Principal Amount	
		Outstanding	Priority Level	Consideration ⁽¹⁾	Tendered	Accepted for Purchase
3.500% Senior Notes due 2050	344419AC0 / US344419AC03	US\$2,500,000,000	1	US\$752.78	US\$942,854,000	US\$942,854,000
4.375% Senior Notes due 2043	344419AB2 / US344419AB20	US\$700,000,000	2	US\$869.57	US\$146,750,000	US\$146,750,000
0.500% Senior Notes due 2028	-/ XS2337285519	€700,000,000	3	€848.76	€387,971,000	€387,971,000
1.000% Senior Notes due 2033	-/ XS2337285865	€500,000,000	4	€751.49	€255,138,000	€255,138,000

Per US\$1,000 or €1,000, as applicable, principal amount of each series of Notes validly tendered (and not validly withdrawn) on or prior to the Early Tender Time and accepted for purchase pursuant to the Offers. The Total Consideration (as defined below) for each series of Notes includes an early tender premium in the amount of US\$30 per US\$1,000 or €30 per €1,000, as applicable, principal amount of Notes validly tendered on or prior to the Early Tender Time (and not validly withdrawn) and accepted for purchase pursuant to the Offers (the "**Early Tender Premium**").



FEMSA has accepted for purchase all Notes validly tendered (and not validly withdrawn) in the Offers on or prior to the Early Tender Time. Holders who validly tendered (and not validly withdrew) their Notes on or prior to the Early Tender Time and whose Notes have been accepted for purchase are entitled to receive the applicable total consideration set forth in the table above (the "Total Consideration"), which includes the Early Tender Premium, *plus* accrued and unpaid interest on the accepted Notes from and including the last interest payment date to, but not including, the Initial Settlement Date (as defined below) and additional amounts thereon, if any.

FEMSA has decided to amend the terms of the Offers as follows: Holders who validly tender (and not validly withdraw) their Notes after the Early Tender Time but on or prior to the Expiration Time (as defined below) and whose Notes are accepted for purchase (the date of such purchase, the "Final Settlement Date") will, subject to the terms and conditions of the Offers as provided in the Offer to Purchase, be entitled to receive the applicable Total Consideration, which includes the applicable Early Tender Premium, *plus* accrued and unpaid interest on the accepted Notes from and including the last interest payment date to, but not including, the Final Settlement Date, and additional amounts thereon, if any.

Notes tendered on or prior to the Early Tender Time, which have been accepted for purchase on the Initial Settlement Date will have priority over Notes tendered after the Early Tender Time. If the Offers are oversubscribed at the Expiration Time, then only a portion of Notes tendered after the Early Tender Time may be accepted for purchase pursuant to the proration procedures described in the Offer to Purchase.

The total cash payment to purchase the accepted Notes on the Initial Settlement Date will be approximately US\$1,389.4 million, excluding accrued and unpaid interest to but not including the Initial Settlement Date and additional amounts thereon (based on the U.S. dollar exchange rate described herein).

Notes that have been validly tendered (and not validly withdrawn) on or prior to the Early Tender Time, or that are validly tendered on or prior to the Expiration Time, cannot be withdrawn, except as may be required by applicable law.

The initial settlement date on which FEMSA will make payment for Notes tendered (and not validly withdrawn) on or prior to the Early Tender Time and accepted in the Offers is expected to be March 7, 2023 (the "Initial Settlement Date").

The Offers will expire at 11:59 p.m., New York City time, on March 16, 2023, unless extended or earlier terminated with respect to an Offer (such time and date, as the same may be extended or earlier terminated with respect to an Offer, the "Expiration Time").

All conditions described in the Offer to Purchase that were to be satisfied or waived on or prior to the Early Tender Time have been satisfied or waived.

Except as described in this press release, all other terms of the Offers as described in the Offer to Purchase remain unchanged.

The Euro/U.S. dollar exchange rate used herein is US\$1.06 per €1.00, calculated as of 11:00 a.m., New York City time on March 2, 2023, as reported on Bloomberg screen page "FXIP" under the heading "FX Rate vs. USD."

FEMSA has engaged BofA Securities, Inc. as dealer manager in connection with the Offers (the "Dealer Manager"). Global Bondholder Services Corporation is acting as the tender and information agent for the Offers.

This press release is neither an offer to purchase nor a solicitation of an offer to sell the Notes. The Offers are not being made to Holders in any jurisdiction in which FEMSA is aware that the making of the Offers would not be in compliance with the laws of such jurisdiction. In any jurisdiction in which the securities laws or blue sky laws require the Offers to be made by a licensed broker or dealer, the Offers will be deemed to be made on FEMSA's behalf by the Dealer Manager or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction. Any questions or requests for assistance regarding the Offers may be directed to BofA Securities, Inc. at (888) 292-0070 (toll-free) or (646) 855-8988 (collect) or (+44) (207) 996 5420. Requests for additional copies of the Offer to Purchase and related documents may be directed to Global Bondholder Services Corporation at (212) 430-3774 or (855) 654-2014 (toll-free).

Neither the Offer to Purchase nor any documents related to the Offers have been filed with, nor have they 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 Offers, and it is unlawful and may be a criminal offense to make any representation to the contrary.

FEMSA Forward Announcement

The offers described above form an integral part of the series of strategic initiatives announced by FEMSA on February 15, 2023, as a result of a thorough strategic review of its business platform, including the bottom-up definition of long-range plans for each business unit, as well as the top-down analysis of FEMSA's corporate and capital structure. That announcement is available at: <https://www.globenewswire.com/news-release/2023/02/15/2609255/0/en/FEMSA-Forward-Announcing-results-of-strategic-review.html>. That announcement does not form part of this communication.

About FEMSA

FEMSA is a company that creates economic and social value through companies and institutions and strives to be the best employer and neighbor to the communities in which it operates. It participates in the retail industry through a Proximity Division operating OXXO, a small-format store chain, OXXO Gas, a chain of retail service stations, and Valora, an operator of convenience and foodvenience formats present in 5 countries in Europe. In the retail industry it also participates through a Health Division, which includes drugstores and related activities and Digital@FEMSA, which includes Spin by OXXO and OXXO Premia, among other loyalty and digital financial services initiatives. In the beverage industry, it participates through Coca-Cola FEMSA, the largest franchise bottler of Coca-Cola products in the world by volume. FEMSA also participates in the logistics and distribution industry through its Strategic Business Unit, which additionally provides point-of-sale refrigeration and plastic solutions to its business units and third-party clients. Across its business units, FEMSA has more than 320,000 employees in 18 countries. FEMSA is a member of the Dow Jones Sustainability MILA Pacific Alliance, the FTSE4Good Emerging Index and the Mexican Stock Exchange Sustainability Index: S&P/BMV Total México ESG, among other indexes that evaluate its sustainability performance.

Forward-Looking Statements

This press release contains forward-looking statements. Forward-looking statements are information of a non-historical nature or which relate to future events and are subject to risks and uncertainties. No assurance can be given that the transactions described herein will be consummated or as to the ultimate terms of any such transactions. FEMSA undertakes 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.

SOURCE FOMENTO ECONOMICO MEXICANO, S.A.B. DE C.V.