

# CFE ANNOUNCES EARLY TENDER CONSIDERATION, ACCEPTANCE OF NOTES AND EARLY SETTLEMENT DATE FOR ITS PREVIOUSLY ANNOUNCED CASH TENDER OFFER

NEWS PROVIDED BY

**Comisión Federal de Electricidad** →

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MEXICO CITY, Sept. 12, 2023 /PRNewswire/ -- Comisión Federal de Electricidad ("CFE" or the "Company"), a productive state enterprise of the Federal Government of the United Mexican States ("Mexico"), announced today the early tender consideration (the "Early Tender Consideration") payable in connection with its previously announced tender offer to purchase for cash the outstanding notes of the series set forth in the table below (all such notes, collectively, the "Notes" and each a "series" of Notes), for an aggregate purchase price, excluding accrued and unpaid interest, of up to US\$1,000,000,000 (the "Maximum Consideration"), upon the terms and subject to the conditions set forth in the offer to purchase dated August 28, 2023 (as it may be amended or supplemented from time to time, the "Offer to Purchase") and subject to (1) the acceptance priority level of each series of Notes, and (2) possible proration, each as described herein and in the Offer to Purchase (the "Offer").

The following table sets forth certain information about the Offer, including the principal amount of each series of Notes validly tendered on or prior to 5:00 p.m. (New York City time) on September 11, 2023 (the "Early Tender Date") and accepted in the Offer and the offer yield and Early Tender Consideration for each series of Notes validly tendered on or prior to the Early Tender Date:

Title of Security	CUSIPs	ISINs	Principal Amount				Principal Amount Tendered on or prior to the Early Tender Date and Accepted in the Offer
			Principal Amount Outstanding	Acceptance Priority Level	Offer Yield	Early Tender Consideration <sup>(1)</sup>	
4.875% Notes due 2024	200447 AD2; P30179 AM0	US200447AD28; USP30179AM09	US\$869,688,000	1	5.532 %	US\$997.69	US\$479,703,000
4.750% Notes due 2027	200447 AF7; P29595 AB4	US200447AF75; USP29595AB42	US\$814,968,000	2	5.657 %	US\$971.96	US\$324,914,000
6.125% Notes due 2045	200447 AE0; P30179 AR9	US200447AE01; USP30179AR95	US\$618,308,000	3	7.370 %	US\$865.92	US\$15,971,000
5.750% Notes due 2042	200447 AC4; P30179 AK4	US200447AC45; USP30179AK43	US\$563,710,000	4	7.220 %	US\$851.47	US\$53,179,000

(1) Per each US\$1,000 principal amount of Notes. The Early Tender Consideration includes an early tender premium equal to US\$50.00 per US\$1,000 principal amount for each series of Notes accepted for purchase. Holders whose Notes have been accepted for purchase will also receive accrued and unpaid interest ("Accrued Interest") up to, but excluding, the Early Settlement Date (as defined herein). CFE has agreed, subject to specified exceptions and limitations, to pay additional interest to participants in the Offer to cover Mexican withholding taxes on interest payments.

CFE has accepted for purchase all of the Notes validly tendered in the Offer on or prior to the Early Tender Date. The early settlement date on which CFE will pay for Notes accepted in the Offer is expected to be September 14, 2023 (the "**Early Settlement Date**").

Holders who validly tendered their Notes on or prior to the Early Tender Date and whose Notes have been accepted for purchase are eligible to receive the applicable Early Tender Consideration set forth in the table above, which includes an early tender premium as set forth therein, and to receive Accrued Interest on their accepted Notes up to, but excluding, the Early Settlement Date.

The aggregate purchase price, excluding Accrued Interest, payable on the Early Settlement Date for Notes validly tendered on or prior to the Early Tender Date and accepted in the Offer will be U.S.\$853,508,228.96.

Notes that have been validly tendered on or prior to the Early Tender Date cannot be withdrawn, except as may be required by applicable law.

The Offer will expire at 5:00 p.m. (New York City time) on September 26, 2023 (the "**Expiration Date**"), unless extended by CFE in its sole discretion. Holders who validly tender their Notes after the Early Tender Date but on or prior to 5:00 p.m. (New York City time) on the Expiration Date will be eligible to receive a tender consideration equal to the Early Tender Consideration minus the applicable early tender premium for each series of Notes (the "**Late Tender Consideration**"). Accrued Interest will be payable, in cash, in addition to the Late Tender Consideration.

CFE has retained BNP Paribas Securities Corp., Citigroup Global Markets Inc., Morgan Stanley & Co. LLC and SMBC Nikko Securities America, Inc. to act as dealer managers in connection with the Offer (the "**Dealer Managers**"). Any questions or requests for assistance regarding the Offer may be directed to the Dealer Managers at their contact information set forth below.

[BNP Paribas Securities Corp.](#)

787 Seventh Avenue  
New York, New York 10019  
United States of America  
Attn: Liability Management Group  
Email: [dl.us.liability.management@us.bnpparibas.com](mailto:dl.us.liability.management@us.bnpparibas.com)  
Toll Free: +1 888-210-4358  
Collect: +1 212-841-3059

[Citigroup Global Markets Inc.](#)

388 Greenwich Street, Trading 4th Floor  
New York, New York 10013  
United States of America  
Attn: Liability Management Group  
Email: [ny.liabilitymanagement@citi.com](mailto:ny.liabilitymanagement@citi.com)  
Toll-Free: +1 800-558-3745  
Collect: +1 212-723-6106

[Morgan Stanley & Co. LLC](#)

1585 Broadway, 6<sup>th</sup> Floor  
New York, New York 10019  
United States of America  
Attn: Global Debt Advisory Group  
Toll-Free: +1 800-624-1808  
Collect: +1 212-761-1057

[SMBC Nikko Securities America, Inc](#)

277 Park Avenue  
New York, New York 10172  
United States of America  
Email: [liabilitymanagement@smbcnikko-si.com](mailto:liabilitymanagement@smbcnikko-si.com)  
Attn: Debt Capital Markets – Liability Management  
Toll-Free: +1 888-284-9760  
Collect: +1 212-224-5163

Copies of the Offer to Purchase may be obtained from Global Bondholder Services Corporation, the tender agent (the "**Tender Agent**") and the information agent (the "**Information Agent**") for the Offer, at +1 (855) 654-2015 (toll-free) or +1 (212) 430-3774 (collect).

## **Disclaimer**

This press release must be read in conjunction with the Offer to Purchase. This announcement and the Offer to Purchase contain important information which must be read carefully before any decision is made with respect to the Offer. If any holder of Notes is in any doubt as to the action it should take, it is recommended to seek its own legal, tax, accounting and financial advice, including as to any tax consequences, immediately from its stockbroker, bank manager, attorney, accountant or other independent financial or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to participate in the Offer. None of the Company, the Dealer Managers, the Tender Agent and the Information Agent and any person who controls, or is a director, officer, employee or agent of any such person, or any affiliate of any such person, makes any recommendation as to whether holders of Notes should participate in the Offer.

The Offer to Purchase has not been filed with the U.S. Securities and Exchange Commission, nor has it been filed with 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, and it is unlawful and may be a criminal offense to make any representation to the contrary.

**THE INFORMATION CONTAINED HEREIN AND IN THE OFFER TO PURCHASE IS EXCLUSIVELY CFE'S RESPONSIBILITY AND HAS NOT BEEN REVIEWED OR AUTHORIZED BY THE MEXICAN NATIONAL BANKING AND SECURITIES COMMISSION (COMISIÓN NACIONAL BANCARIA Y DE VALORES, OR THE "CNBV"). CFE HAS NOT FILED AND WILL NOT FILE WITH THE CNBV A REQUEST FOR AUTHORIZATION OF THE OFFER. THE OFFER DOES NOT CONSTITUTE A PUBLIC OFFERING (OFERTA PÚBLICA) OF ANY KIND (INCLUDING AN OFERTA PÚBLICA DE ADQUISICIÓN) IN MEXICO AND IT MAY NOT BE PUBLICLY DISTRIBUTED IN MEXICO. THE OFFER MAY ONLY BE MADE AVAILABLE IN MEXICO TO INVESTORS THAT QUALIFY AS INSTITUTIONAL OR ACCREDITED INVESTORS (INVERSIONISTAS INSTITUCIONALES OR INVERSIONISTAS CALIFICADOS), SOLELY PURSUANT TO THE PRIVATE OFFERING EXEMPTION SET FORTH IN NUMERAL I. OF ARTICLE 8 OF THE MEXICAN SECURITIES MARKET LAW (LEY DEL MERCADO DE VALORES). IN MAKING A DECISION AS TO WHETHER TO TENDER ANY OF THEIR NOTES, ALL HOLDERS MUST RELY ON THEIR OWN REVIEW AND EXAMINATION OF THE TERMS OF THE OFFER. CFE WILL NOTIFY THE CNBV OF THE RESULTS OF THE OFFER FOR INFORMATIONAL AND STATISTICAL PURPOSES ONLY, AND THE FILING OR RECEIPT OF SUCH NOTICE BY THE CNBV DOES NOT IMPLY ANY CERTIFICATION AS TO THE INVESTMENT QUALITY OF THE NOTES, CFE'S SOLVENCY, LIQUIDITY OR CREDIT QUALITY OR THE ACCURACY OR COMPLETENESS OF THE INFORMATION SET FORTH HEREIN.**

The Offer is being made solely on the terms and conditions set forth in the Offer to Purchase. Under no circumstances shall this press release constitute an offer to buy or the solicitation of an offer to sell the Notes or any other securities of the Company or any of its subsidiaries. The Offer is not being made to, nor will the Company accept tenders of Notes from, holders in any jurisdiction in which the Offer or the acceptance thereof would not be in compliance with the securities or blue sky laws of such jurisdiction.

## **Forward-Looking Statements**

Statements in this press release may be 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. CFE 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.

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