

AUNA S.A. ANNOUNCES EARLY PARTICIPATION DEADLINE RESULTS FOR THE PREVIOUSLY ANNOUNCED EXCHANGE OFFER OF ANY AND ALL OF ITS OUTSTANDING 6.500% SENIOR NOTES DUE 2025 FOR NEW NOTES AND RELATED CONSENT SOLICITATION

NEWS PROVIDED BY

Auna S.A. →

28 Nov, 2023, 23:00 ET

LUXEMBOURG, Nov. 28, 2023 /PRNewswire/ -- Auna S.A. ("Auna," the "Company" or "we"), one of the largest players in the Latin American healthcare industry and with presence in Mexico, Colombia and Peru, announced today the early participation results of its previously announced offer to Eligible Holders (as defined herein) to exchange (the "Exchange Offer") any and all of its outstanding 6.500% Senior Notes due 2025 (the "Existing Notes") for newly issued 10.000% Senior Secured Notes due 2029 (the "New Notes"), pursuant to the terms and subject to the conditions set forth in the Exchange Offer Memorandum (as defined herein).

The following table sets forth certain information relating to the Exchange Offer:

Existing Notes	CUSIP/ISIN Numbers	Percentage of the Principal Amount		
		Outstanding	Tendered	Outstanding
6.500% Senior Notes due 2025	05151V AA5 / P0592V AA6 US05151VAA52 / USP0592VAA6	US\$300,000,000	US\$240,771,000	80.26 %

As of 5:00 p.m., New York City time, on November 28, 2023 (the "Early Participation Deadline"), US\$240,771,000 aggregate principal amount outstanding of the Existing Notes, representing approximately 80.26% of the total principal amount outstanding of the Existing Notes, had been validly tendered for exchange and not validly withdrawn, as confirmed by the Exchange and Information Agent (as defined herein) for the Exchange Offer.

Each of the Exchange Offer and the Solicitation may be individually amended, extended, terminated or withdrawn without amending, extending, terminating or withdrawing the other, provided that the Exchange Offer is subject to the satisfaction of the Financing Condition (as defined below).

The Company received consents from Eligible Holders that, in the aggregate, represent not less than 80% in aggregate principal amount of the Existing Notes outstanding (excluding any Existing Notes held by us or our affiliates) with respect to such issuance for the adoption of certain amendments (the "Proposed Amendments") to the indenture governing the Existing Notes to eliminate substantially all of the covenants as well as certain events of default and related provisions contained therein, and release any collateral, encumbrances, liens, pledges or other security interest granted by the Company and its subsidiaries to secure the Existing Notes, satisfying the Minimum Exchange Condition. Given the Minimum Exchange Condition has been satisfied, the Company, each of the guarantors of the Existing Notes and the Existing Notes Trustee may execute and deliver a fourth supplemental indenture to the Existing Indenture, which will give effect to the Proposed Amendments to the Existing Notes, that will be effective upon execution but will only become operative upon consummation of the Exchange Offer on the Settlement Date.

The Withdrawal Deadline expired at 5:00 p.m., New York City time, on November 28, 2023 and has not been extended. Accordingly, holders may no longer withdraw Existing Notes tendered in the Exchange Offer, except as may be required by applicable law. The Exchange Offer and Solicitation will expire at 5:00 p.m., New York City time, on December

12, 2023, unless extended or earlier terminated by us (such time and date, as it may be extended or earlier terminated with respect to the Exchange Offer and Solicitation, the "Expiration Deadline"). To be eligible to receive the Exchange Consideration, Eligible Holders must validly tender for exchange their Existing Notes at or prior to the Expiration Deadline. The Exchange Consideration is equal to the Total Consideration minus the Early Participation Premium. **Eligible Holders who did not validly tender their Existing Notes for exchange at or prior to the Early Participation Deadline will not be paid the Total Consideration and will only be eligible to receive the Exchange Consideration.**

Eligible Holders whose Existing Notes are accepted for exchange will be paid accrued and unpaid interest on such Existing Notes from, and including, the most recent date on which interest was paid on such Holder's Existing Notes to, but not including, the Settlement Date (the "Accrued Interest"), payable on the Settlement Date. Accrued Interest will be paid in cash on the Settlement Date. Interest will cease to accrue on the Settlement Date for all Existing Notes accepted for exchange in the applicable Exchange Offer. In the event of a termination of the Exchange Offer and Solicitation, none of the Total Consideration, the Exchange Consideration or any Accrued Interest will be paid or become payable to the Holder of such Existing Notes, and the Existing Notes tendered pursuant to the Exchange Offer will be promptly returned to the tendering Eligible Holders.

Our obligation to accept Existing Notes tendered pursuant to the Exchange Offer and related consents delivered pursuant to the Solicitation is subject to the satisfaction of certain conditions described in the Exchange Offer Memorandum, which include, (i) the receipt of consents of Eligible Holders that, in the aggregate, represent not less than 80% in aggregate principal amount of the Existing Notes outstanding, prior to the Expiration Deadline (the "Minimum Exchange Condition"), which has already been satisfied, (ii) the successful closing of the New Term Loan (as defined herein) on terms and conditions acceptable to the Company in its sole discretion (the "Financing Condition") and (iii) certain other customary conditions. We may, in our sole discretion, waive the Financing Condition or any other condition applicable to the Exchange Offer.

Concurrently with the launch of the Exchange Offer, we entered into a new term loan maturing in 2028 (the "New Term Loan") under which we expect to borrow up to an estimated US\$550.0 million on the Settlement Date with the net proceeds to be used to

repay all of our obligations under our senior secured notes due 2028. The collateral securing the New Notes will also secure obligations under the New Term Loan on a *pari passu* basis with the liens securing the New Notes.

The Company will not receive any cash proceeds from the issuance of the New Notes in the Exchange Offer and the Solicitation. Existing Notes surrendered in connection with the Exchange Offers, and accepted for exchange, will be cancelled.

The terms and conditions of the Exchange Offer and Solicitation, including the Proposed Amendments, are described in the Exchange Offer Memorandum and Consent Solicitation Statement, dated November 10, 2023 in respect of the Exchange Offer and Solicitation, as amended and supplemented by the supplement to the Exchange Offer Memorandum dated November 22, 2023 (as it may be further amended or supplemented, the "Exchange Offer Memorandum"). All capitalized terms used herein but not defined in this announcement have the respective meanings ascribed to them in the Exchange Offer Memorandum. We expect to issue a supplement to the Exchange Offer Memorandum to report our final results for the three-month period ended September 30, 2023 on or about December 1, 2023. Copies of the Exchange Offer Memorandum are available to Eligible Holders from Global Bondholder Services Corporation, the exchange and information agent for the Exchange Offer and Solicitation (the "Exchange and Information Agent"). Requests for copies of the Exchange Offer Memorandum should be directed to the Exchange and Information Agent at +1 (212) 430-3774 (banks and brokers), +1 (855) 654-2014 (toll free); at <https://gbsc-usa.com/eligibility/auna> or at contact@gbsc-usa.com.

We have retained Citigroup Global Markets Inc., HSBC Securities (USA) Inc., Santander US Capital Markets LLC and Banco BTG Pactual S.A. – Cayman Branch to each act as Dealer Managers and Solicitation Agents in connection with the Exchange Offer and Solicitation. Questions regarding the Exchange Offer and Solicitation may be directed to Citigroup Global Markets Inc. at +1 (212) 723-6106 (collect) or +1 (800) 558-3745 (toll free), HSBC Securities (USA) Inc. at +1 (888) HSBC-4LM (toll free) or +1(212) 525-5552 (collect), Santander US Capital Markets LLC at +1 (855) 404-3636 (toll free) or +1 (212) 940-1442 (collect), or Banco BTG Pactual S.A. – Cayman Branch at +1 (212) 293-4600 (collect).

Neither the Exchange Offer Memorandum nor any related documents have 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 Exchange Offer Memorandum or any related documents, and it is unlawful and may be a criminal offense to make any representation to the contrary. The proposed issuance of New Notes is being made in reliance on exemptions from the registration requirements of the United States Securities Act of 1933, as amended (the "Securities Act").

The Exchange Offer is made, and the New Notes are being offered and issued, only (a) in the United States to holders of Existing Notes who are reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act in reliance upon the exemption from the registration requirements of the Securities Act, and (b) outside the United States to holders of Existing Notes who are persons other than "U.S. persons" (as defined in Rule 902 under the Securities Act) in reliance upon Regulation S under the Securities Act and who are non-U.S. qualified offerees and eligible purchasers in other jurisdictions as set forth in the Exchange Offer Memorandum. Holders who have returned a duly completed eligibility letter certifying that they are within one of the categories described in the immediately preceding sentences are authorized to receive and review the Exchange Offer Memorandum and to participate in the Exchange Offer and the Solicitation (such holders, "Eligible Holders").

This press release does not constitute an offer to buy or the solicitation of an offer to sell the Existing Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. This press release does not constitute an offer to sell or the solicitation of an offer to buy the New Notes, nor shall there be any sale of the New Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. The New Notes will not be registered under the Securities Act or the securities laws of any state and may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the Securities Act and applicable state securities laws.

None of the Company, the dealer managers, the trustee, any agent or any affiliate of any of them makes any recommendation as to whether Eligible Holders should tender or refrain from tendering all or any portion of the principal amount of such Eligible Holder's Existing Notes for New Notes in the Exchange Offer or Consent to any of the Proposed

Amendments to the Existing Indenture in the Solicitation. Eligible Holders will need to make their own decision as to whether to tender Existing Notes in the Exchange Offer and participate in the Solicitation and, if so, the principal amount of Existing Notes to tender.

This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

About Auna

Founded in 1989, Auna is one of the largest companies in Latin America's healthcare industry. The Company's network of facilities included 16 hospitals and 15 outpatient, prevention and wellness facilities in Mexico, Peru, and Colombia. Auna is the leading provider of oncology healthcare plans with a fully integrated model that services over 940,000 members in Peru, and as of recently, over 2.6 million members in dental and vision insurance in Mexico. Since 2018, Auna has expanded rapidly, not only through growth in its oncology segment and execution of organic developments, but also through the acquisition of important healthcare players in the high growth markets of Mexico and Colombia. Auna is backed by Enfoca, its controlling shareholder, and one of the leading investment firms in Latin America.

Forward-Looking Statements

Disclosures in this press release contain forward-looking statements. All statements, other than statements of historical facts, included in this press release that address activities, events or developments that management expects, believes or anticipates will or may occur in the future are forward-looking statements. Without limiting the generality of the foregoing, forward-looking statements contained in this press release specifically include statements regarding the consummation of the Exchange Offer and the related Solicitation, including the timing thereof, the Proposed Amendments and the execution of the Supplemental Indenture. These statements are based on certain assumptions made by Auna based on its management's experience and perception of historical trends, current conditions, anticipated future developments and other factors believed to be appropriate. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of Auna, which may cause actual results to differ materially from those implied or expressed by the forward-looking statements. These include risks set forth in the Exchange Offer Memorandum. Any forward-looking statement applies only as

of the date on which such statement is made and Auna does not intend to correct or update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.

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