

CONTROLADORA MABE, S.A. DE C.V. Announces Any and All Cash Tender Offer for its 5.600% Senior Guaranteed Notes due 2028 and Consent Solicitation.

MEXICO CITY, MEXICO (June 15, 2022) — Controladora Mabe, S.A. de C.V. (the “Company” or “we”) announced today that it commenced a tender offer to purchase for cash any and all 5.600% Senior Guaranteed Notes due 2028 (CUSIP Nos. 21240B AD3/P3100S AC8; ISINs: US21240BAD38/USP3100SAC81) (the “Notes”) issued by the Company (the “Offer”), upon the terms and subject to the conditions set forth in the offer to purchase and consent solicitation statement dated June 15, 2022 (the “Statement”).

The Offer and the Consent Solicitation (as defined below) have an early deadline for tenders of Notes and delivery of the Consents (as defined below) of 5:00 p.m., New York City time, on June 29, 2022 (unless extended) (the “Consent Payment and Withdrawal Deadline”) and Notes validly tendered (and not validly withdrawn) and accepted for tender by that deadline are expected, subject to the terms and conditions set forth in the Statement, to be purchased by the Company on July 5, 2022 (the “Initial Settlement Date”). Notes may also be tendered after the Consent Payment and Withdrawal Deadline and up until 11:59 p.m., New York City time, on July 14, 2022 (unless extended) (the “Offer Expiration Time”) and any Notes so tendered are expected, subject to the terms and conditions set forth in the Statement, to be purchased by the Company on July 19, 2022. Tendered Notes and delivery of the related Consents may not be withdrawn subsequent to the Consent Payment and Withdrawal Deadline.

The total consideration (“Total Consideration”) will be determined in accordance with the procedures described in the Statement on the 11:00 a.m., New York City Time, on June 29, 2022 (“Price Determination Date”). The Total Consideration includes a consent payment (the “Consent Payment”) of \$50.00 per \$1,000 principal amount of Notes payable in respect of Notes validly tendered (and not validly withdrawn) and accepted for purchase pursuant to the terms of the Offer and as to which Consents to the Proposed Amendments (as defined below) to the Indenture are validly delivered (and not revoked) on or prior to Consent Payment and Withdrawal Deadline. Holders must validly tender their Notes on or prior to the Consent Payment and Withdrawal Deadline and not validly withdraw their Notes in order to be eligible to receive the Total Consideration for Notes purchased in the Offer. Holders who validly tender their Notes after the Consent Payment and Withdrawal Deadline and on or prior to the Offer Expiration Time will be eligible to receive an amount, paid in cash, equal to the Total Consideration *minus* the Consent Payment (such amount referred to as the “Purchase Price”). Holders who validly tender their Notes will be eligible to receive in addition to the Total Consideration or Purchase Price, as applicable, accrued and unpaid interest from, and including, the last interest payment date up to, but not including, the applicable settlement date, and Additional Amounts, if any.

The following table summarizes the material terms of the Offer:

Notes	CUSIP Nos./ISINs	Principal Amount Outstanding	Reference Security	Relevant Bloomberg Page	Consent Payment	Fixed Spread ⁽¹⁾
5.600% Senior Guaranteed Notes due 2028	Rule 144A CUSIP No.: 21240B AD3 Reg S CUSIP No.: P3100S AC8 Rule 144A ISIN: US21240BAD38 Reg S ISIN: USP3100SAC81	\$370,000,000	2.625% U.S. Treasury Note due May 31, 2027	FIT1	\$50.00	145 bps

(1) Inclusive of Consent Payment.

In conjunction with the Offer, the Company is soliciting with respect to the Notes (such solicitation, the “Consent Solicitation”), consents (the “Consents”) of holders of the Notes to the Proposed Amendments to the Indenture (as defined below) and the Notes. The indenture dated October 23, 2018 (the “Indenture”), among the Company, Mabe, S.A. de C.V. and The Bank of New York Mellon, as trustee (the “Trustee”), registrar, paying agent and transfer agent, sets forth the relevant terms applicable to the Notes. The Proposed Amendments would amend the Indenture and the Notes to reduce the minimum notice periods required for an optional redemption of the Notes and eliminate substantially all of the restrictive covenants and certain Events of Default (as defined in the Indenture) applicable to the Notes (the “Proposed Amendments”). In order for the Proposed Amendments to be effective, such Proposed Amendments must be consented to by the holders of a majority of the aggregate principal amount outstanding of the Notes (the “Requisite Consents”). The Offer is not conditioned upon the receipt of the Requisite Consents. Therefore, the Company may close on the Offer even if the Requisite Consents are not obtained. The Consent Payment will still be payable on Notes validly tendered prior to the Consent Payment and Withdrawal Deadline even if the Requisite Consents are not obtained. Holders who tender Notes pursuant to the Offer shall be deemed to deliver their Consents

to the Proposed Amendments. Holders may not deliver Consents in the Consent Solicitation without tendering their Notes in the Offer and may not revoke Consents without withdrawing the previously tendered Notes to which such Consents relate.

Notwithstanding any other provision of the Offer or the Consent Solicitation set forth in the Statement, the Company's obligation to accept for purchase, and to purchase, Notes validly tendered pursuant to the Offer (including the Company's obligation to make Consent Payments as part of the Total Consideration with respect to Consents delivered pursuant to the Consent Solicitation) is conditioned upon the satisfaction or waiver of: (i) the New Debt Condition (as defined in the Statement); and (ii) the General Conditions (as defined in the Statement). See "Conditions to the Offer and the Consent Solicitation" in the Statement.

Global Bondholder Services Corporation has been retained to act as tender agent and information agent for the Offer and Consent Solicitation (the "Tender Agent and Information Agent"). Copies of the Statement are available to holders of Notes from the Tender Agent and Information Agent at +1 (855) 654-2015.

BNP Paribas Securities Corp. and Citigroup Global Markets Inc. are acting as dealer managers for the Offer and solicitation agents for the Consent Solicitation. Questions regarding the Offer may be directed to BNP Paribas Securities Corp. at +1 (888) 210-4358 and Citigroup Global Markets Inc. at +1 (212) 723-6106 or +1 (800) 558-3745 (toll-free).

Disclaimer

This press release must be read in conjunction with the Statement. This press release and the Statement contain important information which must be read carefully before any decision is made with respect to the Offer and the Consent Solicitation. 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 and the Consent Solicitation. None of the Company, the dealer manager, the information and tender agent and any person who controls, or is a director, officer, employee or agent of such persons, or any affiliate of such persons, makes any recommendation as to whether holders of Notes should participate in the Offer and the Consent Solicitation.

Neither the Statement nor any related documents have been filed with the U.S. Securities and Exchange Commission, nor have any such documents 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 Statement or any related documents, and it is unlawful and may be a criminal offense to make any representation to the contrary.

In addition, neither the Statement nor any related documents have been filed with or been reviewed or authorized by the Mexican National Banking and Securities Commission (*Comisión Nacional Bancaria y de Valores*, the "CNBV"). The Company has not filed with the CNBV a request for authorization of the Offer and the Consent Solicitation. The Offer and the Consent Solicitation does not constitute a public offering in Mexico and it may not be publicly distributed in Mexico. The Offer and the Consent Solicitation 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 article 8 of the Mexican Securities Market Law (*Ley del Mercado de Valores*) and regulations thereunder. Neither the Statement nor any related documents may be publicly advertised, marketed, distributed in Mexico. Furthermore, the CNBV has not confirmed the accuracy or determined the adequacy of this Offer.

The Offer and the Consent Solicitation is being made solely on the terms and conditions set forth in the Statement. 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 and the Consent Solicitation is not being made to, nor will the Company accept tenders of Notes from, holders in any jurisdiction in which the Offer and the Consent Solicitation 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,” which are subject to risks and uncertainties. Other than statements of historical fact, information regarding activities, events and developments that we expect or anticipate will or may occur in the future are forward-looking statements based on management’s estimates, assumptions and projections. Many forward-looking statements may be identified by the use of words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “estimate” and similar expressions. Forward-looking statements contained in this press release are predictions only and actual results could differ materially from management’s expectations due to a variety of factors. The forward-looking statements that we make in this press release are based on management’s current views and assumptions regarding future events and speak only as of their dates and are subject to risks such as described in the Statement. We assume no obligation to update developments of these risk factors or to announce publicly any revisions to any of the forward-looking statements that we make, or to make corrections to reflect future events or developments, except as required by the U.S. federal securities laws.