Operadora De Servicios Mega, S.A. de C.V., SOFOM, E.R. Announces a Tender Offer for up to U.S. $100,000,000 Aggregate Principal Amount of its Outstanding 8.250% Senior Notes Due 2025

JALISCO, MÉXICO, December 1, 2022 – OPERADORA DE SERVICIOS MEGA, S.A. DE C.V., SOFOM, E.R. (the "Company") announced today that it has commenced an offer to purchase (the "Tender Offer") up to U.S. $100,000,000 aggregate principal amount (the "Tender Cap") of its outstanding 8.250% Senior Notes due 2025 (CUSIP Nos. 68373N AA3/P73699 BH5; ISIN Nos. US68373NAA37/USP73699BH55) (the "Notes"), upon the terms and subject to the conditions set forth in the Offer to Purchase (as defined below).

The Tender Offer

The Tender Offer will expire at 11:59 P.M., New York City time, on December 29, 2022 (such time and date, as the same may be extended, the "Expiration Time"). Holders who validly tender Notes at or prior to 5:00 P.M., New York City Time, on December 14, 2022 (such time and date, as the same may be extended, the "Early Tender Deadline"), unless the Tender Offer is earlier terminated or withdrawn by the Company, will be eligible to receive the Total Consideration (as described below). Holders who validly tender Notes after the Early Tender Deadline, but at or prior to the Expiration Time, unless the Tender Offer is earlier terminated or withdrawn by the Company, will be eligible to receive the Tender Offer Consideration (as described below). Notes tendered may be withdrawn at any time at or prior to 5:00 P.M., New York City Time, on December 14, 2022 (such time and date, as the same may be extended, the "Withdrawal Deadline") but not thereafter.

Holders of Notes who validly tender Notes in the Tender Offer, and whose tenders are accepted by the Company, will receive, in addition to accrued and unpaid interest, for each U.S. $1,000 principal amount of Notes tendered, an amount in cash in U.S. dollars equal to:

- in the case of Notes tendered at or prior to the Early Tender Deadline, an amount equal to US $500 (the "Total Consideration"), consisting of (i) an amount equal to US $450 (the "Tender Offer Consideration"), plus (ii) an amount equal to US $50 (the "Early Tender Payment") and

- in the case of Notes tendered after the Early Tender Deadline, but at or prior to the Expiration Time, the Tender Offer Consideration.

If the purchase of all validly tendered Notes would cause the Company to purchase a principal amount greater than the Tender Cap, then the Tender Offer will be oversubscribed and, if the Company accepts Notes in the Tender Offer, it will accept for purchase tendered Notes on a prorated basis. No consideration will be payable with respect to any Notes returned due to proration.

So long as the terms and conditions described in the Offer to Purchase are satisfied, the Company intends to accept for payment all Notes validly tendered and not validly withdrawn at or prior to the Early Tender Deadline, and will only prorate such Notes if the aggregate amount of Notes validly tendered and not withdrawn exceeds the Tender Cap. If the Tender Offer is not fully subscribed as of the Early Tender Deadline, holders who validly tender Notes after the Early Tender Deadline and at or before the Expiration Time may be subject to proration, whereas holders who validly tendered Notes at or prior to the Early Tender Deadline will not be subject to proration. Furthermore, if the Tender Offer is fully subscribed as of the Early Tender Deadline, holders who validly tender Notes after the Early Tender Deadline may not have any of their Notes accepted for payment, unless the Company decides to (i) extend the Tender Offer or (ii) increase the Tender Cap, subject to applicable law, in its sole discretion. In any scenario, Notes validly tendered at or prior to the Early Tender Deadline and not validly withdrawn will have priority in payment over Notes validly tendered after the Early Tender Deadline and at or before the Expiration Time. The Company will announce the results of proration, if any, by press release promptly after the Early Acceptance Date or the Final Acceptance Date (each as defined below), as the case may be.

The terms and conditions of the Tender Offer are set forth in an Offer to Purchase dated the date hereof (as it may be amended or supplemented from time to time, the "Offer to Purchase"). Subject to applicable law, the Company may amend, extend, terminate or withdraw the Tender Offer.

The table below summarizes certain payment terms of the Offer:

Description of Notes	**CUSIP/ISIN No.**	**Outstanding Principal Amount of Notes**	**Tender Cap**	**Tender Offer Consideration[(1)]**	**Early Tender Payment[(1)]**	**Total Consideration [(1)(2)]**
8.250% Senior Notes due 2025	144A: 68373N AA3 / US68373NAA37 Reg S: P73699 BH5 / USP73699BH55	U.S. $365,041,000	U.S. $100,000,000	U.S. $450	U.S. $50	U.S. $500

(1) Per U.S. $1,000 principal amount of Notes that are validly tendered and accepted for purchase.
(2) Includes the Early Tender Payment.

Settlement

Subject to the terms and conditions of the Tender Offer being satisfied or waived, the Company reserves the right, at any time following the Early Tender Deadline but prior to the Expiration Time (the "Early Acceptance Date"), to accept for purchase the Notes validly tendered on or before the Early Tender Deadline and not validly withdrawn before the Withdrawal Deadline, subject to any required proration. If the Company elects to exercise this option, it will pay the Total Consideration for the Notes accepted for purchase at the Early Acceptance Date on a date (the "Early Payment Date") promptly following the Early Acceptance Date. Such Early Payment Date is expected to be December 16, 2022, but is subject to change without notice. Also, on the Early Payment Date, if any, the Company will pay accrued and unpaid interest to, but not including, the Early Payment Date, on Notes accepted for purchase at the Early Acceptance

Date. The Company reserves the right, in its sole discretion, subject to applicable law, to increase or decrease the Tender Cap; however, there can be no assurance that the Company will do so.

Subject to the terms and conditions of the Tender Offer being satisfied or waived, and to the Company's right to extend, amend, terminate or withdraw the Tender Offer, it will, after the Expiration Time (the "Final Acceptance Date"), accept for purchase all Notes validly tendered before the Expiration Time and not validly withdrawn before the Withdrawal Deadline (or if the Company has exercised its early purchase option described above, all Notes validly tendered after the Early Tender Deadline and before the Expiration Time). The Company will pay the Total Consideration or Tender Offer Consideration, as the case may be, for Notes accepted for purchase at the Final Acceptance Date on a date (the "Final Payment Date") promptly following the Final Acceptance Date. Also, on the Final Payment Date, the Company will pay accrued and unpaid interest to, but not including, the Final Payment Date, on Notes accepted for purchase at the Final Acceptance Date.

The Company's obligation to accept for purchase and to pay for Notes validly tendered and not withdrawn pursuant to the Tender Offer, or to make any Early Tender Payment, is subject to the satisfaction or waiver of certain conditions, which are more fully described in the Offer to Purchase.

Goldman Sachs & Co. LLC and HSBC Securities (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 Goldman Sachs & Co. LLC at (212) 357-1452 (collect) or (800) 828-3182 (toll-free) and/or HSBC Securities (USA) Inc. at (212) 525-5552 (collect) or (888) HSBC-4LM (toll-free).

The Offer to Purchase will be distributed to holders of Notes promptly. 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) 331-7024. (Banks and brokers may call collect at (212) 269-5550 or email mega@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 Mexican leasing and financing 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

The Company is a Mexican leasing company based in Guadalajara, Jalisco, with more than 19 years of operating experience specializing in three main business lines: leasing, lending and auto loans. In addition to the Company's headquarters located in Guadalajara, it has five branches throughout Mexico, located in Mexico City, Puebla, Cancun, Queretaro and Leon, and one additional office located in San Diego, California. Through the Company's leasing business line, it offers leases for a variety of machinery and equipment (including computer numerical control (CNC) machines and bending machines), transportation vehicles (including cargo and passenger vehicles) and other capital assets used in a variety of industries in Mexico. Through its lending business line, the Company provides financing to small and medium businesses for the acquisition of durable goods and equipment (such as greenhouses and macro-tunnels), as well as liquidity and financing solutions for their working capital needs. The Company's auto loans business line, based in San Diego, California, specializes in loans for the purchase of pre-owned personal vehicles.

Source: Operadora De Servicios Mega, S.A. de C.V., SOFOM, E.R.
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