



Alfa, S.A.B. de C.V. ANNOUNCES SUCCESSFUL RECEIPT OF REQUISITE CONSENTS WITH RESPECT TO ITS CONSENT SOLICITATION AND CUSIP EXCHANGE OFFER FOR ITS 6.875% SENIOR NOTES DUE 2044

San Pedro Garza García – September 23, 2024 - Alfa, S.A.B. de C.V. (the “Company”) announced today that it has received the requisite consents (the “Requisite Consents”) from the holders of US\$449,264,000 in aggregate principal amount representing approximately 89.85% of its outstanding 6.875% Senior Notes due 2044 (the “Notes”) as of 5:00 p.m., New York City time, on September 23, 2024 (the “Early Consent Deadline”), pursuant to the Company’s previously announced solicitation (the “Solicitation”) of consents (the “Consents”) and related CUSIP exchange offer (the CUSIP exchange offer and the Solicitation being herein referred to collectively, as the context may require, as the Solicitation) upon the terms and subject to the conditions set forth in the Consent Solicitation and CUSIP Exchange Offer Statement, dated as of September 10, 2024 (as it may be amended or supplemented from time to time, the “Statement”) to the proposed amendments (the “Proposed Amendments”) to the indenture, dated as of March 25, 2014 among the Company, The Bank of New York Mellon, as trustee (the “Trustee”), paying agent, registrar and transfer agent, and The Bank of New York Mellon (Luxembourg) S.A., as Luxembourg paying agent and Luxembourg transfer agent (as amended, supplemented and modified, the “Indenture”), governing the Notes.

As a result of receiving the Requisite Consents, the Company has executed a supplemental indenture to the Indenture (the “First Supplemental Indenture”). In the event that each of the other conditions to the Solicitation described in the Statement is satisfied or waived by the Company, including, but not limited to, the receipt by the Company of the requisite approval by the Company’s shareholders (the “Spin-Off Approval Condition”) of the spin-off (*escisión*), sale or other transfer of the Company’s entire ownership stake in its subsidiary Alpek, S.A.B. de C.V., the Company will (i) pay to each Eligible Holder (as defined below), who has delivered a valid Consent in respect of such Notes prior to the Early Consent Deadline (and has not properly revoked such Consent prior to the Early Consent Deadline), US\$10.00 in cash for each US\$1,000.00 principal amount of such Notes in respect of which a valid Consent was so delivered (and was not properly revoked) (the “Early Consent Fee”) and (ii) cause Sigma Alimentos, S.A. de C.V. and certain of its subsidiaries (the “Note Guarantors”) to deliver a full and irrevocable guarantee of the Notes (the “Note Guarantees”). As a result of the strong support received from holders of 89.85% principal amount of Notes outstanding who validly delivered their Consents to the Proposed Amendments and the Company’s desire to maximize liquidity of the Notes into a single fungible series, the Company decided to grant the Note Guarantees to all outstanding Notes. As a result, all Notes will benefit from the Note Guarantees, unless the Solicitation is withdrawn or terminated by the Company, and will continue to trade under the existing CUSIP numbers.

The Company will pay the Early Consent Fee promptly, which is expected to be two business days following the Expiration Time (as defined below) as described in the Statement. Eligible Holders of Notes for which no Consent was delivered prior to the Early Consent Deadline (or Notes for which a valid Consent was delivered, but such Consent was validly revoked prior to the Early Consent Deadline) or Notes for which Consent was delivered after the Early Consent Deadline, will not receive an Early Consent Fee, even though the First Supplemental Indenture and the Proposed Amendments, once operative, will bind all holders of the Notes (the “Holders”) and their transferees.

The Proposed Amendments will not become operative unless and until the Spin-Off Approval Condition is satisfied and the Company has (a) consummated the Solicitation and (b) paid the Early Consent Fee and caused the Note

Guarantees to be issued. All Holders will be bound by the Proposed Amendments once operative, even if they did not deliver Consents to the Proposed Amendments.

The Solicitation is being made to Holders of the Notes who are (a) “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act of 1933, as amended (the “Securities Act”)), in compliance with Rule 144A under the Securities Act and (b) persons other than “U.S. persons” as defined in Regulation S under Securities Act, who are not delivering Consents for the account or benefit of a U.S. person and who are “non-U.S. qualified offerees” (as defined under “*Procedures for Delivering Consents – Eligibility to Participate in the Consent Solicitation*” in the Statement), in offshore transactions in compliance with Regulation S under the Securities Act. Only Holders who have returned a duly completed eligibility letter certifying that they are within one of the categories described in the immediately preceding sentence are authorized to receive and review the Statement and to participate in the Solicitation (such Holders, “Eligible Holders”).

The Solicitation will expire at 11:59 p.m., New York City time, on October 7, 2024, unless extended or earlier terminated (such time on such date, as the same may be extended or earlier terminated, the “Expiration Time”). Subject to applicable law, the Solicitation may be terminated at any time prior to the Expiration Time, in the Company’s sole discretion, in which case any Consents received will be voided, no Early Consent Fee will be paid to any Eligible Holders and the Note Guarantees will not be issued.

The Company has engaged J.P. Morgan Securities LLC, Scotia Capital (USA) Inc. and SMBC Nikko Securities America, Inc., as solicitation agents (the “Solicitation Agents”) and D.F. King & Co., Inc. to act as Information and Tabulation Agent for the Solicitation. Questions regarding the Solicitation may be directed to J.P. Morgan Securities LLC at (866) 846-2874 (toll-free) or (212) 834-4533 (collect), Scotia Capital (USA) Inc. at (833) 498-1660 (toll-free) or (212) 225-5559 (collect) and SMBC Nikko Securities America, Inc. at (888) 284-9760 (toll-free) or (212) 224-5163 (collect). Requests for documents relating to the Solicitation may be directed to D.F. King & Co., Inc. at (866) 340-7108 (toll free), (212) 269-5550 (banks and brokers) or email: [alfa@dfking.com](mailto:alfa@dfking.com).

This press release is for informational purposes only and the Solicitation is only being made pursuant to the terms of the Statement. The Solicitation is not being made to, and Consents are not being solicited from, Holders of Notes in any jurisdiction in which it is unlawful to make such Solicitation or grant such Consent. None of the Company, the Note Guarantors, the Trustee, the Solicitation Agent or the Information and Tabulation Agent makes any recommendation as to whether or not Eligible Holders should deliver Consents. Each Eligible Holder must make its own decision as to whether or not to deliver its Consent.

Neither the Statement nor any documents related to the Solicitation have been filed with, and have not been approved, disapproved, or reviewed the content of the information of this release, or the accuracy, adequacy or truthfulness of the information contained herein, by any federal or state securities commission or regulatory authority of any country, including, but not limited, the Mexican National Banking and Securities Commission (*Comisión Nacional Bancaria y de Valores*). No authority has passed upon the accuracy or adequacy of the Statement or any documents related to the Solicitation, and it is unlawful and may be a criminal offense to make any representation to the contrary. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities.

### **Forward-Looking Statements**

Some of the statements in this press release constitute forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Words such as “believe”, “anticipate”, “plan”, “expect”, “intend”, “target”, “estimate”, “project”, “forecast”, “guideline”, “should” and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying those statements. Specific forward-looking statements include, among others, statements as to the Proposed Amendments, the Note Guarantees and the expected payment of the Early Consent Fee.

You should not place undue reliance on forward-looking statements, which are based on current expectations. Forward-looking statements are not guarantees of performance. No assurance can be given that the transactions described herein will be consummated or as to the ultimate terms of any such transactions. They involve risks, uncertainties and assumptions. Our future results may differ materially from those expressed in forward-looking statements. Many of the factors that will determine these results and values are beyond our ability to control or predict. All forward-looking statements in this press release are made as of the date hereof, based on information available to us as of such date, and we assume no obligation to update any forward-looking statement.