



ALEATICA INFORMS ABOUT THE OFFER LETTER OF ALEATICA, S.A.U.

Mexico City, as of February 21, 2023. Aleatica S.A.B. de C.V. (“Aleatica” or the “Company”) informs that:

Following the relevant event published on October 5, 2022 by the Company related to the media release made by IFM Investors Pty Ltd, whereby it announced the intention of IFM Global Infrastructure Fund (“IFM GIF”) to undertake a voluntary tender offer through an indirect subsidiary to acquire up to 14.03% of the outstanding shares of the Company that are not already indirectly owned by IFM GIF (the “Potential Tender Offer”); on this date, the Board of Directors, the Corporate Practices Committee and the Chief Executive Officer of the Company received an offer letter from Aleatica S.A.U., an indirect wholly-owned subsidiary of IFM GIF (the “Offeror”), confirming that such Offeror intends to pursue the Potential Tender Offer at a proposed offer price of MXN\$37 per share of the Company. The launch of the Potential Tender Offer is subject to the authorization of the Mexican National Banking and Securities Commission (Comisión Nacional Bancaria y de Valores) and its consummation is subject to the satisfaction or waiver by the Offeror of certain conditions described in the referenced offer letter.

A copy of the offer letter is attached hereto as Exhibit “A”.

In connection with the foregoing, the Board of Directors and the Corporate Practices Committee of the Company will carry-out the analysis process for the preparation and issuance, in terms of the Mexican Securities Market Law (Ley del Mercado de Valores), of the opinion on the price of the Potential Tender Offer and the conflicts that the Board of Directors’ members may have in connection with the Potential Tender Offer.

The mentioned opinion: (i) will be disclosed to public investors on the tenth business day following the launch of the Potential Tender Offer at the latest; (ii) consider and include the relevant opinion of the Company’s Corporate Practices Committee; and (iii) if applicable, may consider, include, and be based on the opinion of an independent expert which will be disclosed on the date in which the Board of Directors issues its opinion.

About Aleatica, S.A.B. de C.V.

Aleatica, S.A.B. de C.V. is positioned as a relevant transport infrastructure operator in the industry within the metropolitan area of Mexico City, both for the number of concessions awarded and the miles of highways under management. Currently, Aleatica, S.A.B. de C.V. builds, manages, operates, and maintains 7 toll roads and one airport. The highway and related infrastructure concessions are located in urban areas with high vehicular traffic in Mexico City, the State of Mexico and the State of Puebla. In the airport sector, Aleatica participates in the integral management of the second largest airport serving the Mexico City metropolitan area. For more information visit our web page www.aleatica.com.

21 de febrero de 2023

Consejo de Administración
Comité de Prácticas Societarias
Director General
Aleatica, S.A.B. de C.V.

Toreo Parque Central, Torre A, piso 12,
Boulevard Manuel Ávila Camacho #5, Colonia
Lomas de Sotelo, Código Postal 53390,
Naucalpan de Juárez, Estado de México.

Estimados todos,

Se hace referencia a:

- (i) El comunicado de prensa (el "**Comunicado de Prensa**") de fecha 4 de octubre de 2022, emitido por IFM Investors Pty Ltd ("**IFM Investors**"), en el cual se anunció la intención de IFM Global Infrastructure Fund ("**IFM GIF**") de llevar a cabo una oferta pública de adquisición voluntaria a través de una subsidiaria indirecta para adquirir hasta el 14.03% de las acciones de Aleatica, S.A.B. de C.V. ("**Aleatica México**") de las que no es titular indirecto IFM GIF (la "**Potencial Oferta**"). Una copia del Comunicado de Prensa se adjunta a la presente como Anexo "A".
- (ii) El evento relevante publicado por Aleatica México el 5 de octubre de 2022, en el cual, entre otros asuntos, se informó al mercado el Comunicado de Prensa. Una copia del evento relevante se adjunta a la presente como Anexo "B".
- (iii) El expediente público con número de STIV 10212 y número de recibo A2211227310212 presentado ante la Comisión Nacional Bancaria y de Valores (la "**CNBV**") por Aleatica, S.A.U. (el "**Oferente**") el 22 de noviembre de 2022 para solicitar la autorización de la Potencial Oferta y cualquier trámite posterior relacionado

February 21, 2023

Board of Directors
Corporate Practices Committee
Chief Executive Officer
Aleatica, S.A.B. de C.V.

Toreo Parque Central, Torre A, 12th floor,
Boulevard Manuel Ávila Camacho #5, Colonia
Lomas de Sotelo, Zip Code 53390, Naucalpan
de Juárez, Estado de México.

Dear all,

Reference is made to:

- (i) The media release (the "**Media Release**") dated October 4, 2022, issued by IFM Investors Pty Ltd ("**IFM Investors**"); whereby it announced the intention of IFM Global Infrastructure Fund ("**IFM GIF**") to undertake a voluntary tender offer through an indirect subsidiary to acquire up to 14.03% of the outstanding shares of Aleatica, S.A.B. de C.V. ("**Aleatica México**") that are not already indirectly owned by IFM GIF (the "**Potential Tender Offer**"). A copy of the Media Release is attached hereto as Exhibit "A".
- (ii) The relevant event issued by Aleatica Mexico on October 5, 2022, whereby, among others, it informed the market of the Media Release. A copy of the relevant event is attached hereto as Exhibit "B".
- (iii) The public filing with STIV number 10212 and receipt number A2211227310212 made before the *Comisión Nacional Bancaria y de Valores* (the "**CNBV**") by Aleatica, S.A.U. (the "**Offeror**") on November 22, 2022 to seek authorization of the Potential Tender Offer and any subsequent filings related to the

con el expediente anterior hasta la autorización de la Potencial Oferta.

foregoing filing up to the authorization of the Potential Tender Offer.

Los términos definidos utilizados pero no expresamente definidos en la presente, tendrán el significado que se les atribuye a dichos términos en la versión de publicación del folleto informativo para la Potencial Oferta, el cual se adjunta a la presente como Anexo "C" (según sea modificado de tiempo en tiempo hasta su versión definitiva, el "**Folleto Informativo**").

Defined terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the filing version of the offering memorandum for the Potential Tender Offer, a copy of which is attached hereto as Exhibit "C" (as modified from time to time until its definitive version, the "**Offering Memorandum**").

En relación con lo anterior, en este acto hacemos de su conocimiento que es la intención del Oferente llevar a cabo la Potencial Oferta a un precio de oferta propuesto de MXN\$37 por acción en efectivo (el "**Precio de Oferta**"). El Precio de Oferta representa:

In connection with the foregoing, we are advising you of the Offeror's intention to pursue the Potential Tender Offer at a proposed offer price of MXN\$37 per share in cash (the "**Offer Price**"). The Offer Price represents:

- una prima de 117.6% sobre el precio de cierre no alterado de las Acciones Públicas de Aleatica el 4 de octubre de 2022 (MXN\$17.00) siendo esta la fecha de cotización inmediatamente anterior al Comunicado de Prensa;
 - una prima de 122.8% respecto del precio promedio ponderado por volumen de las Acciones Públicas de Aleatica durante los 30 días de cotización en el mercado previos al cierre de operaciones el 4 de octubre de 2022 (~MXN\$16.60);
 - una prima de 122.9% respecto del precio promedio ponderado por volumen de las Acciones Públicas de Aleatica durante los 60 días de cotización en el mercado previos al cierre de operaciones el 4 de octubre de 2022 (~MXN\$16.60); y
 - una prima de 122.4% respecto del precio promedio ponderado por volumen de las Acciones Públicas de Aleatica durante los 90 días de cotización en el mercado previos al
- a 117.6% premium to the undisturbed closing price of the Public Shares of Aleatica México on October 4, 2022 (MXN\$17.00), being the final trading day prior to the Media Release;
 - a 122.8% premium to the volume weighted average price of the Public Shares of Aleatica México during the 30 trading days prior to the close of trade on October 4, 2022 (~MXN\$16.60);
 - a 122.9% premium to the volume weighted average price of the Public Shares of Aleatica México during the 60 trading days prior to the close of trade on October 4, 2022 (~MXN\$16.60); and
 - a 122.4% premium to the volume weighted average price of the Public Shares of Aleatica México during the 90 trading days prior to the close of trade on October 4, 2022 (~MXN\$16.63)

cierre de operaciones el 4 de octubre de 2022 (~MXN\$16.63).

El lanzamiento de la Potencial Oferta está sujeto a la autorización de la CNBV. Asimismo, el Consejo de Administración de Aleatica México determinará si el Precio de la Oferta es justo y razonable desde un punto de vista financiero, previa opinión de su Comité de Prácticas Societarias y, en caso de que dichos órganos lo consideren aplicable, tomarán en consideración la opinión emitida por un experto independiente para dichos efectos.

Por lo anterior, y con la intención de que se comience con la preparación de la información relevante para todas las partes involucradas, entre ellas, los accionistas actuales de Aleatica México, se solicita al Consejo de Administración de Aleatica México lo siguiente:

- (i) en su caso, iniciar y finalizar la opinión del experto independiente, y
- (ii) emitir dicha opinión de razonabilidad de conformidad con la legislación aplicable.

La Potencial Oferta estará sujeta al cumplimiento o a la renuncia por parte del Oferente de la siguiente condición en el periodo comprendido desde la Fecha de Inicio de la Oferta hasta e incluyendo la Fecha de Vencimiento.

- Efecto Material Adverso: Que no haya ocurrido un Efecto Material Adverso.

Si, en o antes de la Fecha de Vencimiento, el Oferente, a su sola discreción, determina que la condición anterior no ha sido cumplida, el Oferente podrá retirar y terminar la Potencial Oferta. La decisión discrecional del Oferente sobre el cumplimiento o no de la condición anterior será unilateral, vinculante y definitiva. Asimismo, el Oferente podrá modificar los términos y condiciones de la Potencial Oferta

The launch of the Potential Tender Offer is subject to the CNBV's authorization. Likewise, the Board of Directors of Aleatica México shall determine if the Offer Price is fair and reasonable from a financial perspective, with the prior opinion of its Corporate Practices Committee, and, if deemed applicable by such bodies, it will take into consideration the opinion issued by an independent expert for such purpose.

As such, and with the intention of commencing the preparation of the information relevant to all the parties involved, among them, the current shareholders of Aleatica Mexico, we are requesting the Board of Directors of Aleatica México to:

- (i) as applicable, commence and finalize the independent expert's opinion, and
- (ii) have such fairness opinion issued in compliance with applicable law.

The Potential Tender Offer will be conditioned upon the satisfaction or waiver by the Offeror of the following condition within the period between the Commencement Date of the Offer through and, including, the Maturity Date.

- Material Adverse Effect: That no Material Adverse Effect has occurred

If, on or before the Maturity Date, the Offeror, at its sole discretion, determines that the foregoing condition has not been met, the Offeror may withdraw and terminate the Potential Tender Offer. The discretionary decision of the Offeror on whether the foregoing condition was met or not will be unilateral, binding and final. Also, the Offeror may modify the terms and conditions of the

de conformidad con los términos del Folleto Informativo.

Potential Tender Offer pursuant to the terms of the Offering Memorandum.

Los términos y condiciones de la Oferta serán, en cualquier caso, los autorizados por la CNBV.

The terms and conditions of the Offer shall, in any case, be the ones approved by the CNBV.

Se les solicita amablemente considerar esta información como estrictamente confidencial hasta en tanto no se emita un evento relevante de conformidad con la legislación mexicana.

Please consider this information to be strictly confidential until any relevant event has been issued in accordance with Mexican law.

La presente comunicación se emite en el idioma español e inglés. En caso de cualquier discrepancia, la versión en español prevalecerá.

This communication is issued in Spanish and English languages. In the event of any discrepancy, the Spanish version shall prevail.

Nos comprometemos a trabajar juntos para lanzar y completar con éxito la Potencial Oferta.

We are committed to working together towards the successful launch and completion of the Potential Tender Offer.

Mis más cordiales saludos,

With best personal regards,

[Sigue hoja de firmas]

[Signature block follows]

ALEATICA, S.A.U.

Por: / By:



Nombre: / Name:

Kenneth F Daley

Cargo: / Title:

Chairman, Aleatica SAU

[Hoja de firma de la Carta Oferta suscrita por Aleatica, S.A.U. dirigida al Consejo de Administración, al Comité de Prácticas Societarias, y al Director General de Aleatica, S.A.B. de C.V.]

[Signature page of the Offer Letter, issued by Aleatica, S.A.U. addressed to the Board of Directors, the Corporate Practices Committee, and the Chief Executive Officer of Aleatica, S.A.B. de C.V.]