



ALEATICA

Smart & Sustainable Infrastructure

ALEATICA, S.A.U. ANNOUNCES LAUNCH OF A VOLUNTARY TENDER OFFER TO ACQUIRE UP TO 100% OF ALEATICA'S PUBLIC SHARES

Mexico City, as of August 30, 2023. Aleatica, S.A.B. de C.V. ("Aleatica"), hereby informs to the general investing public that, today:

Aleatica, S.A.U. (the "Offeror"), as provided in Article 97 and other applicable provisions of the Securities Market Law (*Ley del Mercado de Valores*, "LMV"), has launched a voluntary tender offer (the "Offer") through the Mexican Stock Exchange (*Bolsa Mexicana de Valores, S.A.B. de C.V.*, "BMV"), to acquire up to 239,823,164 ordinary, nominative, sole series shares, without par value, representative of (i) approximately (a) 14.03% of the capital stock of Aleatica, without considering the shares in Aleatica's repurchase fund; and (b) 13.85% of the capital stock of Aleatica, considering the shares in Aleatica's repurchase fund; and (ii) 100% of the Aleatica shares that have been placed amongst the general investing public.

As provided in Article 101 of the LMV, the Board of Directors of Aleatica (the "Board") shall, no later than the tenth business day following the launch of the Offer, after considering the opinion of the committee of the Board in charge of corporate practices, disclose to the investing public, through the BMV, its opinion regarding the acquisition price of the Offer, and the conflicts of interest that, as the case may be, the members of the Board may have and whether such members own any public shares of Aleatica and will participate in the Offer. It is expected that the aforementioned opinion will be issued by the independent members of the Board, as the other members of such Board have been appointed by the Offeror and/or its affiliates and may have a conflict of interest with respect to the Offer, which conflicts, if any, shall be disclosed as per the applicable law.

Furthermore, and as provided in the aforementioned Article 101 of the LMV, it is expected that the Board will request the opinion of an independent expert in connection with the acquisition price of the Offer. The opinion of the independent expert will be disclosed on the date on which the opinion of the Board is disclosed in accordance with Article 101 of the LMV.

Likewise, it is hereby informed to the general investing public that, with respect to shareholders of Aleatica who reside in the United States of America and in order to comply with the applicable legal provisions of such country, on this date, Aleatica has made available to the general investing public, an unofficial English language translation of the offering memorandum (*folleto informativo*) of the Offer (the "Offering Memorandum"). Such translation is available on the Offeror's website: www.aleatica.com.



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The English-language translation of the definitive Offering Memorandum has been prepared exclusively for informational purposes and has not been reviewed or authorized by any securities authority in any jurisdiction, including the National Banking and Securities Commission (*Comisión Nacional Bancaria y de Valores*) (the “CNBV”) and/or BMV. The only authorized definitive Offering Memorandum relating to the Offer is the Spanish-language definitive Offering Memorandum available on the websites of the CNBV (www.gob.mx/cnbv), the BMV (www.bmv.com.mx) and the Offeror (www.aleatica.com).

In the event of any inconsistencies between the informational translation and the authorized Spanish-language definitive Offering Memorandum, the authorized Spanish-language definitive Offering Memorandum shall control in all respects.

Pursuant to, and as set forth in, the Offering Memorandum: (i) the Offer is subject to Mexican disclosure and procedural requirements under applicable Mexican law, which may be different from those of the United States of America (“US”); and (ii) to the extent US persons that are holders of Aleatica’s shares participate in the Offer, the Offer will comply with Section 14(e) of, and Regulation 14E under, the US Securities Exchange Act of 1934, as amended (the “Exchange Act”), subject to the exemptions provided by Rule 14d-1(c) or (d), if available, under the Exchange Act, which permit a bidder to comply with certain home country requirements in lieu of certain of the corresponding US tender offer rules, and otherwise in accordance with the disclosure and certain other offer requirements under applicable Mexican law.

In addition, the unofficial English language translation of the Offering Memorandum, is also available on Aleatica’s website: <https://inversionistasmx.aleatica.com/>

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.