



Total Play announces the issue price of its new 10.500% Senior Secured Notes due 2028 pursuant to U.S. Treasury Regulations Section 1.1273-2(f)(9)

Mexico City, Mexico – August 22, 2024 – Total Play Telecomunicaciones, S.A.P.I. de C.V. (the "Company") refers to (i) certain Indenture Notes, dated November 12, 2020 (the "Indenture"), by and between the Company, as issuer, each of the Guarantors party thereto, and The Bank of New York Mellon, as trustee, paying agent, transfer agent and registrar, pursuant to which the Company issued U.S.\$575,000,000 in aggregate principal amount of its 7.500% Senior Notes due 2025 (the "Existing Notes"), and (ii) the exchange offer (the "Exchange Offer") pursuant to which the Company offered to exchange any and all of its outstanding Existing Notes for the new 10.500% Senior Secured Notes due 2028 (the "New Notes") of the Company subject to the terms and conditions of the Company's Exchange Offer and Consent Solicitation Memorandum dated March 22, 2024, as amended and supplemented by the Supplement thereto dated April 2, 2024 (collectively, the "Placement Prospectus and Consent Solicitation") and the related Eligibility Letter (together with the Placement Prospectus and Consent Solicitation, the "Offering Documents"). Capitalized terms used, but not otherwise defined herein, shall have the meanings set forth in the Offering Documents.

Pursuant to U.S. Treasury Regulations Section 1.1273-2(f)(9), the Company has made the following determinations with respect to the New Notes:

- The New Notes are "traded on an established market"; and
- The fair market value of the New Notes on the Settlement Date was U.S. \$60.33, which shall be the issue price of the New Notes for U.S. federal income tax purposes.

These determinations are binding on a holder of the New Notes unless such holder explicitly discloses, that its determination is different from the Company's determination on the holder's timely filed federal income tax return for the taxable year that includes the Settlement Date, in accordance with the requirements of the regulations. There can be no assurance that the U.S. Internal Revenue Service will not take a different position from that of the Company or that any such position of the Company would be sustained. The Company advises each holder of the New Notes to consult its own tax adviser regarding the implications of this issue price notice on the determination of the holder's tax liabilities.

Important Notice

This announcement is not an offer of securities for sale in any jurisdiction where it is unlawful to do so, and the New Notes have not been registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or with any securities regulatory authority of any state or other jurisdiction of the United States. The Company is offering the New Notes (1) in the United States only to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) in private transactions in reliance upon the exemption from the registration requirements of the Securities Act provided by Section 4(a)(2) and (2) outside the United States in reliance on Regulation S under the Securities Act to (i) non-U.S. persons (as defined in Rule 144A under the Securities Act) and (ii) non-U.S. persons (as defined in Rule 902 under the Securities Act), (ii) who are not acting on behalf of or for the benefit of a U.S. person, and (iii) who are "Non-U.S. qualified offerees" (as defined in the Eligibility Letter).

Only holders of Existing Notes who returned a duly completed Eligibility Letter certifying that they are within one of the categories described in the immediately preceding sentence were authorized to receive and review the Placement Prospectus and Consent Solicitation related to the Exchange Offer and Consent Solicitation, and to participate in the Exchange Offer and Consent Solicitation ("Eligible Holders").

The distribution of materials relating to the Exchange Offer and Consent Solicitation may be restricted by law in certain jurisdictions. The Exchange Offer and Consent Solicitation are void in all jurisdictions in which they are prohibited. If materials relating to the Exchange Offer and the Consent Solicitation come into your possession, you are obligated to inform yourself of and to observe all of these restrictions. The materials relating to the Exchange Offer and the Consent Solicitation, including this announcement, do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law.

All statements contained in this announcement, other than statements of historical fact, are forward-looking statements. Specifically, the Company cannot assure you that the proposed transactions described above will be carried out under the terms currently contemplated, if they are consummated at all. These statements are based on expectations and assumptions as of the date of this announcement and are subject to numerous risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. Risks and uncertainties include, but are not limited to, market conditions and factors over which the Company has no control. The Company assumes no obligation to update these forward-looking statements, and does not intend to do so, unless otherwise required by law.

None the U.S. Securities and Exchange Commission or any other regulatory body has registered, recommended or approved the issuance of the New Notes or passed upon the accuracy or adequacy of the Placement Prospectus and Consent Solicitation. Any statement to the contrary is criminal offense.

THE INFORMATION CONTAINED IN THIS ANNOUNCEMENT IS THE SOLE RESPONSIBILITY OF THE COMPANY AND HAS NOT BEEN REVIEWED OR AUTHORIZED BY THE NATIONAL BANKING AND SECURITIES COMMISSION OF MEXICO (THE "CNBV"). THE NEW NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED IN THE NATIONAL SECURITIES REGISTRY (THE "RNV") MAINTAINED BY THE CNBV AND, THEREFORE, MAY NOT BE OFFERED OR SOLD PUBLICLY OR BE THE SUBJECT OF STOCK BROKERAGE ACTIVITIES IN MEXICO, EXCEPT THAT THE NEW NOTES MAY BE OFFERED IN MEXICO, ON A PRIVATE PLACEMENT BASIS, TO PERSONS WHO ARE INSTITUTIONAL INVESTORS OR QUALIFIED INVESTORS, IN ACCORDANCE WITH THE EXEMPTION FROM PRIVATE OFFERINGS PROVIDED FOR IN ARTICLE 8, SECTION I OF THE SECURITIES MARKET LAW. AS ESTABLISHED IN THE SECURITIES MARKET LAW, THE COMPANY WILL NOTIFY THE CNBV OF THE OFFERING AND ISSUANCE OF THE NEW NOTES OUTSIDE OF MEXICO, AS WELL AS THE MAIN TERMS OF THE NEW NOTES. SUCH NOTICE WILL BE SUBMITTED TO THE CNBV TO COMPLY WITH THE PROVISIONS OF ARTICLE 7 OF THE MEXICAN SECURITIES MARKET LAW, FOR INFORMATIONAL PURPOSES ONLY AND DOES NOT IMPLY ANY CERTIFICATION OF THE INVESTMENT QUALITY OF THE NEW NOTES, OUR SOLVENCY, LIQUIDITY OR CREDIT QUALITY OR THE ACCURACY OR COMPLETENESS OF THE INFORMATION CONTAINED HEREIN. THE ACQUISITION OF THE NEW NOTES BY ANY INVESTOR, INCLUDING ANY INVESTOR WHO IS A RESIDENT OF MEXICO, WILL BE MADE AT THE RESPONSIBILITY OF SUCH INVESTOR.

Note to Eligible Holders in the European Economic Area (the "EEA") - Prohibition of sales to Minority Investors in the EEA

The New Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any minority investor in the EEA. For these purposes, (i) "minority investor" means a person who updates one (or more) of the following: (a) a minority client, as defined in point (11) of paragraph 1 of Article 4 of Directive 2014/65EU "Directive 2014/65/EU" (as amended "MiFID II"); (b) a customer within the meaning of Directive (EU) 2016/97 "Directive 2016/97/EU" (as amended, the Insurance Distribution Directive), where that customer does not meet the requirements to be considered a professional customer, as defined in point (10) of paragraph 1 of Article 4 of MiFID II; or (c) one who is not considered to be a qualified investor, as defined in Directive (EU) 2017/1129 "Directive 2017/1129/EU" (as amended, the Prospectus Regulation); and (ii) "offer" includes the communication, in any form and by any means, of sufficient information about the terms of the Exchange Offer and the New Notes to be offered, so as to enable an investor to elect to acquire the New Notes in the Exchange Offer. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") has been prepared to offer or sell the New Notes or otherwise make them available to minority investors in the EEA and therefore offering or selling the New Notes or otherwise making them available to any minority investor in the EEA may be unlawful under of the PRIIPs Regulation. The

Prospectus for Placement and Consent Solicitation has been prepared on the basis that any offer of New Notes in any member state of the EEA will be made pursuant to an exemption under the Prospectus Regulations in respect of the obligation to publish a prospectus for offers of notes. The Placement Prospectus and Consent Solicitation is not a prospectus pursuant to the Prospectus Regulations.

Note to Eligible Holders in the United Kingdom (the "United Kingdom") - Prohibition on Sale to United Kingdom Minority Investors

The New Notes are not intended to be offered, sold or otherwise made available and should not be offered, sold or otherwise made available to any minority investor in the United Kingdom. For these purposes, (i) "minority investor" means a person who upgrades one (or more) of the following: (a) a minority client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565, as it forms part of local law under the European Union (Withdrawal) Act of 2018 (the "EUWA"); (b) a customer within the meaning of the provisions of the Financial Services and Markets Act of 2000 (the "FSMA") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where such customer does not meet the requirements to be considered a professional customer as defined in point (8) of Article 2, (1) of Regulation (EU) No 600/2014 as part of local law under EUWA; or (c) one who is not considered a qualified investor, as defined in the United Kingdom Prospectus Regulation; and (ii) "offer" includes the communication, in any form and by any means, of sufficient information about the terms of the Exchange Offer and the New Notes to be offered, so as to permit an investor to elect to acquire the New Notes in the Exchange Offer. Consequently, no key information document required by the PRIIPs Regulation, as part of local law under EUWA (the "United Kingdom PRIIPs Regulation") has been developed for the offer or sale of the New Notes or their making available to minority investors in the United Kingdom and, therefore, the offering or sale of the New Notes or their making available to any minority investor in the United Kingdom may be unlawful under the United Kingdom PRIIPs Regulation. The Placement Prospectus and Consent Solicitation has been prepared on the basis that any offering of New Notes in any member state of the United Kingdom will be made pursuant to an exemption under the FSMA and the United Kingdom Prospectus Regulations from the obligation to publish a prospectus for offers of notes. The Placement Prospectus and Consent Solicitation does not constitute a prospectus for the purposes of the United Kingdom Prospectus Regulations.

The Information Agent and Exchange Agent for the Exchange Offer and Consent Solicitation is:

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