

THIS ENGLISH-LANGUAGE TRANSLATION OF THIS NOTICE 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) AND/OR THE MEXICAN STOCK EXCHANGE (BOLSA MEXICANA DE VALORES, S.A.B. DE C.V.).

THE ONLY AUTHORIZED NOTICE FOR INFORMATIONAL PURPOSES RELATING TO THE OFFER IS THE SPANISH-LANGUAGE VERSION AVAILABLE ON THE WEBSITES OF THE NATIONAL BANKING AND SECURITIES COMMISSION (COMISIÓN NACIONAL BANCARIA Y DE VALORES) (WWW.GOB.MX/CNBV), THE MEXICAN STOCK EXCHANGE (BOLSA MEXICANA DE VALORES, S.A.B. DE C.V.) (WWW.BMV.COM.MX) AND THE OFFEROR (WWW.ALEATICA.COM).

NEITHER THE OFFEROR NOR ANY OF ITS AFFILIATED ENTITIES SHALL BE LIABLE FOR ANY INCONSISTENCIES BETWEEN THIS INFORMATIONAL TRANSLATION AND THE AUTHORIZED SPANISH-LANGUAGE NOTICE FOR INFORMATIONAL PURPOSES, WHICH IS AVAILABLE AS DESCRIBED ABOVE

IN THE EVENT OF ANY INCONSISTENCIES BETWEEN THIS INFORMATIONAL TRANSLATION AND THE AUTHORIZED SPANISH-LANGUAGE NOTICE FOR INFORMATIONAL PURPOSES, THE AUTHORIZED SPANISH-LANGUAGE NOTICE FOR INFORMATIONAL PURPOSES SHALL CONTROL IN ALL RESPECTS.

NOTICE FOR INFORMATIONAL PURPOSES IN CONNECTION WITH THE CONCLUSION OF THE TENDER OFFER (THE “OFFER”) FOR THE CANCELLATION OF REGISTRATION IN THE NATIONAL SECURITIES REGISTRY (“RNV” OR “REGISTRY”), IN TERMS AND FOR THE PURPOSES OF ARTICLE 108, PARAGRAPH II, OF THE SECURITIES MARKET LAW (LEY DEL MERCADO DE VALORES; “LMV”) CARRIED OUT BY ALEATICA, S.A.U. (THE “OFFEROR”) FOR UP TO 1,064,741 ORDINARY, NOMINATIVE, SOLE SERIES, OUTSTANDING SHARES, WITHOUT PAR VALUE, REPRESENTING (I) APPROXIMATELY (A) 0.062% OF THE CAPITAL STOCK OF ALEATICA, S.A.B. DE C.V. (THE “ISSUER” OR “ALEATICA”, AND THE SHARES REPRESENTING ITS CAPITAL STOCK, THE “ALEATICA SHARES”), WITHOUT CONSIDERING THE SHARES IN ALEATICA’S REPURCHASE FUND; AND (B) 0.061% OF THE CAPITAL STOCK OF ALEATICA, CONSIDERING THE SHARES IN ALEATICA’S REPURCHASE FUND; AND (II) 100.00% OF THE ALEATICA SHARES THAT HAVE BEEN PLACED AMONGST THE GENERAL INVESTING PUBLIC (THE “PUBLIC SHARES OF ALEATICA”).

THE OFFEROR

ALEATICA, S.A.U.

THE ISSUER



ALEATICA, S.A.B. DE C.V.

TOTAL AMOUNT OF THE OFFER

UP TO MXN\$102,888,424.97 (ONE HUNDRED TWO MILLION EIGHT HUNDRED EIGHTY EIGHT THOUSAND FOUR HUNDRED TWENTY FOUR PESOS 97/100 M.N.)

ACQUISITION PRICE PER SHARE: MXN\$96.63235

The Offeror offered to acquire up to 1,064,741 Aleatica Shares, representing (i) approximately (a) 0.062% of the capital stock of Aleatica, without considering the shares in Aleatica’s repurchase fund; and (b) 0.061% of the capital stock of Aleatica, considering the shares in Aleatica’s repurchase fund, and (ii) 100.00% of the Public Shares of Aleatica, pursuant to the terms and conditions of the offering memorandum of the Offer (the “Offering Memorandum”) and the tender offer notice, both dated October 30, 2024, and as updated on November 6, 2024 (the “Tender Offer Notice”).

Unless otherwise defined herein, capitalized terms used shall have the meaning attributed to such terms in the Offering Memorandum.

CHARACTERISTICS OF THE OFFER

Offeror:	Aleatica, S.A.U.
Issuer:	Aleatica, S.A.B. de C.V.
Ticker Symbol:	“ALEATIC”

Total number of outstanding shares of the Issuer's capital stock, <u>without considering</u> the shares in Aleatica's repurchase fund:	1,709,838,407
Total number of outstanding shares of the Issuer's capital stock, <u>considering</u> the shares in Aleatica's repurchase fund:	1,732,185,269
Number of representative shares of the Issuer's capital stock subject to the Offer:	Up to 1,064,741 Aleatica Shares which, as of this date, represent 100.00% of the Public Shares of Aleatica.
Number of representative shares of the Issuer's capital stock after the Offer with respect to which positions were submitted as part of the Offer:	913,610 Aleatica Shares
Percentage of the Issuer's capital stock that the securities subject of the Offer represent:	Approximately (a) 0.062% of the capital stock of Aleatica, without considering the shares in Aleatica's repurchase fund; and (b) 0.061 % of the capital stock of Aleatica, considering the shares in Aleatica's repurchase fund.
Percentage of the Issuer's capital stock that the securities subject of the Offer represent, with respect to which positions were submitted as part of the Offer.	0.0534% of the capital stock of Aleatica, without considering the shares in Aleatica's repurchase fund; and 0.0527% of the capital stock of Aleatica, considering the shares in Aleatica's repurchase fund.
Acquisition Price:	MXN\$96.63235, cash per each Public Share of Aleatica. The price results from the higher of the trading value per share (i.e. MXN\$48.07) of the Aleatica Shares during the last 30 (thirty) days in which such shares were traded prior to the launch of the Offer for a period no longer than 6 months, and the book value per share (MXN\$96.63235) of the Aleatica Shares (calculated without considering the shares in Aleatica's repurchase fund), in both cases, as calculated in accordance with article 108, paragraph I, sub-paragraph b) of the LMV, with respect to which, the Board of Directors of Aleatica resolved that it was properly determined and complies with the provisions set forth in article 108 section I, paragraph b) of the LMV, taking into consideration the opinion dated November 7, 2024, issued by Consultora 414, S.A. de C.V., as independent expert and the opinion of the Corporate Practices Committee of Aleatica dated November 12, 2024. .
Total amount of the Offer:	Up to MXN\$102,888,424.97.
Total amount to be paid for the shares representing the Issuer's capital stock, for which bids were submitted as part of the Offer:	MXN\$88,284,281.32
Term of the Offer:	From October 30, 2024 to December 5, 2024.
Maturity Date:	December 5, 2024.
Date on which the result of the Offer will be published:	December 6, 2024.
Registration Date before the BMV:	December 6, 2024.
Settlement Date:	December 11, 2024.

Settlement Procedure of the Offer:

No later than 8:30 hours (Mexico City Time) on the Settlement Date, which shall occur on the date that is 3 (three) Business Days following the Registration Date, the Offeror will transfer to Santander, in MXN, the total price payable for Public Shares of Aleatica that were accepted in accordance with the procedure described in Section 5.7. of the Offering Memorandum – “*Characteristics of the Offer*” – “*Offer Participation Procedure*”, and Santander will transfer to each Custodian participating in the Offer, including Custodians of shareholders of Aleatica that physically hold their shares, as provided in the corresponding Acceptance Letter (which must be duly

authorized to receive MXN in terms of applicable law) the Acquisition Price corresponding to the Public Shares of Aleatica received or transferred by each of such Custodians. Neither the Offeror, nor the Intermediaries, nor any of their Subsidiaries or Affiliates, nor any Related Person thereto, shall be responsible for the payment or delivery (or lack thereof) by the Custodians, of the aforementioned price, in favor of the corresponding shareholders of the Public Shares of Aleatica.

Conditions: The Offer was subject to the conditions described in section 8 of the Offering Memorandum - "*Conditions of the Offer*", which, as of the date of this notice, have been satisfied. Pursuant to said section, on December 6, 2024 the Offeror, through the Intermediaries, will announce, through the publication of a relevant event published through the "SEDI / EMISNET" system of the BMV and in the "STIV-2" of the CNBV, such circumstance, and such announcement will constitute the acknowledgement by the Offeror that the Offer has been perfected, in accordance with the terms described in the Offering Memorandum..

Opinion of the Board of Directors of Aleatica As disclosed by the Issuer on November 12, 2024, on that same date, the Board of Directors of Aleatica, taking into consideration: (i) the opinion dated November 7, 2024, issued by the independent expert, Consultora 414, S.A. de C.V.; and (ii) the opinion of the Corporate Practices Committee of Aleatica dated November 12, 2024, it determined that the Acquisition Price of the Offer is properly determined and complies with the provisions set forth in article 108 section I, paragraph b) of the LMV. Furthermore, and as provided in the aforementioned opinion of the Board of Directors of Aleatica: (i) the proprietary members of the Board of Directors of Aleatica abstained from being present and participating in the deliberation and voting, for which reason only the proprietary independent members of the Board of Directors of Aleatica participated; and (ii) the proprietary independent members of the Board of the Directors of Aleatica stated that they do not have a conflict of interest with respect to the Offer. For more information, please refer to section 16 of the Offering Memorandum - "*Opinion of the Board of Directors of Aleatica and the Independent Expert*".

Authorizations of the Offeror. On December 20, 2023, the Board of Directors of the Offeror unanimously approved, among others: (i) for the Offeror to initiate the process of, to launch and, if applicable, to consummate the Offer; and (ii) for the Offeror to commence and perform all acts and formalities before, among others, the CNBV, the BMV and Indeval, as required in connection with the Offer.

For more information, including for a summary of the aforementioned authorizations, please refer to section 5.13 of the Offering Memorandum - "*Characteristics of the Offer*" - "*Summary of the Corporate Authorizations of the Offeror*".

Cancellation of Registration before the National Securities Registry and Delisting before the Stock Exchange: As informed by the Issuer on September 10, 2024, the Cancellation Shareholders' Meeting, with the participation of shareholders representing approximately 99.95% of the outstanding capital stock of the Issuer (without considering the shares in Aleatica's repurchase fund) as of such date, and with the favorable vote of shareholders representing approximately 99.94% of the outstanding capital stock of the Issuer (without considering the shares in Aleatica's repurchase fund) as of such date resolved, among others: (i) to carry out the Offer, through the Offeror, in terms of Article 108, paragraph II of the LMV; (ii) for the Issuer to request the cancellation of the registration of the Aleatica Shares before the RNV, as well as their delisting from trading before the BMV; and (iii) to create the Delisting Trust (as defined below), to which the required amounts to acquire any Public Shares of Aleatica that did not tender in the Offer at the same price as the Acquisition Price will be contributed. As such, once the Offeror has consummated the Offer, subject to the scenarios provided by the applicable legal provisions being met, Aleatica will request the cancellation of the registration of the Aleatica Shares with the RNV and their delisting from trading on the BMV. For more information, please refer to section 15 of the Offering Memorandum - "*Maintenance or Cancellation of Registration*".

Acquisition of the Public Shares of Aleatica after the Offer: In the event that once the Offer is concluded, there are still Public Shares of Aleatica held by the general investing public (different than the Offeror and/or its Affiliates), the Offeror, directly or indirectly through any of its subsidiaries or Affiliates, including the Issuer, will create an irrevocable management, investment, and payment trust, same which will have a term starting on the date on which the registration of the Aleatica Shares is cancelled with the RNV and ending on the earlier of (i) six months (unless extended at the Offeror's sole discretion pursuant to the terms thereof); or (ii) the date on which all Public Aleatica Shares have been acquired by the Offeror, and the required amounts to acquire such Public Shares of Aleatica that did not tender in the Offer at the same price as the Acquisition Price will be contributed thereto (the "Delisting Trust"), pursuant to article 108, paragraph I, sub-paragraph (c) of the LMV. For more information, please refer to section 17 of this Offering Memorandum - "*Trust for the acquisition of Shares, after their cancellation before the Registry*".

Tax Treatment. The transfer of the Public Shares of Aleatica is subject to the terms of articles 22, 23, 56, 129 and 161 of the current Mexican Income Tax Law (*Ley del Impuesto sobre la Renta*) and other applicable tax provisions. The summary of the tax treatment of the Offer detailed in the Offering Memorandum is not intended as a detailed or exhaustive explanation of the applicable tax provisions in Mexico that may be applicable to shareholders of Aleatica. Additionally, such summary may not be applicable to some shareholders due to their particular characteristics. The Intermediaries were not and will not be responsible for verifying or notifying any shareholder that participated in the Offer of the tax treatment applicable to them or for making any payment on behalf of the shareholders under such applicable tax provisions, including without limitation, in connection with any withholding rate that may apply. As such, each Custodian is solely responsible for determining, and if applicable withholding any amounts that may be due under the tax laws applicable to the corresponding shareholder that participates in the Offer and the Intermediaries are not liable for any such determination and/or withholding made by the respective Custodian. Additionally, each Custodian is solely responsible for informing the corresponding shareholder of Aleatica in the reports it provides thereto, of any amounts withheld in connection with the sale of such shareholders' shares of Aleatica. In view of the foregoing, it was recommended that each of the shareholders of Aleatica independently consults a tax advisor with respect to the tax consequences deriving from their participation in the Offer, including those pertaining to their particular situation.

Additional United States Information. The Offer was made for the Public Shares of Aleatica, a Mexican company with shares listed on the BMV, and was subject to Mexican disclosure and procedural requirements under applicable Mexican law, which may be different from those of the United States of America ("US"). The Offer was carried out in accordance 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.

Neither the US Securities and Exchange Commission nor any securities commission of any State of the US has (a) approved or disapproved the Offer; (b) passed upon the merits or fairness of the Offer; or (c) passed upon the adequacy or accuracy of the disclosure in the Offering Memorandum. Any representation to the contrary is a criminal offense in the US.

It may be difficult for US holders of Public Shares of Aleatica to enforce their rights and any claims they may have arising under the US federal securities laws in connection with the Offer, since Aleatica is located in a country other than the US, and some or all of its officers and directors may be residents of countries other than the US. US holders of Public Shares of Aleatica may not be able to sue Aleatica or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel Aleatica and its Affiliates to subject themselves to the jurisdiction or judgment of a US court.

INTERMEDIARIES OF THE OFFER



Citi México Casa de Bolsa, S.A. de C.V., Grupo Financiero Citi
México (formerly Citibanamex Casa de Bolsa, S.A. de C.V.,
Casa de Bolsa, integrante del Grupo Financiero Citibanamex)



Casa de Bolsa Santander, S.A. de C.V.,
Grupo Financiero Santander México

The Public Shares of Aleatica representative of the capital stock of Aleatica, subject to the tender offer, are registered under number 3314-1.00-2018-007 with the RNV and are listed on the BMV under ticker symbol “ALEATIC”.

The registration with the National Securities Registry in no way implies a certification of the quality of the securities, the solvency of the Issuer or the precision or truthfulness of the information contained in the Offering Memorandum, and does not waive any acts that, as the case may be, may have been carried out against the applicable laws.

The authorization issued by the CNBV to carry out this Offer does not imply a judgement of the suitability or sufficiency of the Acquisition Price of the Public Shares of Aleatica, and is limited to authorizing its launching pursuant to the authorities conferred by the applicable law, and shall not be deemed to be a recommendation or opinion by such authority with respect to the convenience of the Offer referred to in this Tender Offer Notice.

Mexico City, Mexico, on December 5, 2024.

CNBV Authorization number 153/3881/2024, dated October 29, 2024.

The Offering Memorandum is available in the web page of the BMV (www.bmv.com.mx), the web page of the CNBV (<https://www.gob.mx/cnbv>), and the webpage of the Issuer (<https://inversionistasmx.aleatica.com>).