



Stock Information  
Mexican Stock Exchange  
Ticker: Orbia\*

## Orbia Announces Cash Tender Offer for Its Outstanding Notes Due 2022

**MEXICO CITY, Mexico; May 17, 2021** – Orbia Advance Corporation, S.A.B. de C.V. (“Orbia”) (BMV: ORBIA) announces that it has commenced an offer to purchase its outstanding US\$750,000,000 principal amount of 4.875% Senior Notes due 2022 (CUSIP/ISIN: 59284BAB4; P57908ADO / US59284BAB45; USP57908AD01) (the “Securities”) pursuant to an offer (the “Tender Offer”) to purchase for cash any and all of the Securities on the terms and subject to the conditions set forth in the offer to purchase, dated May 17, 2021 (the “Offer to Purchase”) and the related notice of guaranteed delivery (the “Notice of Guaranteed Delivery” and, together with the Offer to Purchase, the “Offer Documents”).

The Tender Offer will expire at 5:00 p.m. (New York City time) on May 21, 2021, unless extended (such date and time, as the same may be extended, the “Expiration Date”). Securities validly tendered may be withdrawn at any time at or prior to 5:00 p.m. (New York City time) on May 21, 2021, unless extended, but not thereafter. The settlement date of the Tender Offer will be promptly following the Expiration Date, expected to be no later than three business days following the Expiration Date, or May 26, 2021, unless extended (such date, as the same may be extended, the “Settlement Date”).

Holders of Securities who (i) validly tender their Securities on or prior to the Expiration Date or (ii) deliver a properly completed and duly executed Notice of Guaranteed Delivery at or prior to the Expiration Date and tender their Securities at or prior to 5:00 p.m. (New York City time) on the second business day after the Expiration Date, which is expected to be May 25, 2021, will be eligible to receive US\$1,055.75 for each US\$1,000 principal amount of Securities (the “Tender Consideration”). In addition to the Tender Consideration, holders whose Securities are accepted for purchase will be paid the accrued and unpaid interest on such Securities to, but not including, the Settlement Date (the “Accrued Coupon Payment”), together with any additional interest. The Tender Consideration and the Accrued Coupon Payment will be payable in cash. Interest will cease to accrue on the Settlement Date for all Securities purchased in the Tender Offer.

Orbia’s obligation to accept and pay for the Securities validly tendered and not validly withdrawn pursuant to the Tender Offer is subject to the satisfaction of certain customary conditions described in the Offer to Purchase, including that Orbia will not be obligated to consummate the Tender Offer upon the occurrence of an event or events or the likely occurrence of an event or events that would or might reasonably be expected to prohibit, restrict or delay the consummation of the Tender Offer or materially impair the contemplated benefits to Orbia of the Tender Offer. These conditions may be waived by Orbia, in whole or in part, at any time and from time to time, in its sole discretion, subject to applicable law. The Tender Offer is not contingent upon the tender of any minimum principal amount of Securities.

Subject to applicable law, the Tender Offer may be amended, extended or, upon failure of a condition to be satisfied or waived prior to the Expiration Date, terminated. If Orbia terminates the Tender Offer, it will give prompt notice to the tender agent for the Tender Offer and all Securities tendered will be returned promptly to the tendering holders thereof. With effect from such termination, any Securities blocked in DTC will be released. Subject to the results of the Tender Offer, we currently intend to send a notice of redemption with respect to any outstanding Securities pursuant to their terms as promptly as

practicable following the Settlement Date. This statement of intent shall not constitute a notice of redemption under the indenture.

Holders are advised to check with any bank, securities broker or other intermediary through which they hold Securities as to when such intermediary would need to receive instructions from such holder in order for that holder to be able to participate in, or withdraw their instruction to participate in, a Tender Offer, before the deadlines specified herein and in the Offer Documents. The deadlines set by any such intermediary and DTC for the submission and withdrawal of tender instructions will also be earlier than the relevant deadlines specified herein and in the Offer Documents.

Orbia has retained BBVA Securities Inc. and Morgan Stanley & Co. LLC to act as dealer managers in connection with the Tender Offer (the "Dealer Managers"). D.F. King & Co., Inc. will act as the tender agent and information agent for the Tender Offer.

Any questions or requests for assistance regarding the Tender Offer may be directed to BBVA Securities Inc. at +1 (800) 422 8692 (toll-free) and +1 (212) 728 2446 (collect) and Morgan Stanley & Co. LLC at +1 (800) 624-1808 (toll-free) and +1 (212) 761-1057 (collect). Requests for additional copies of the Offer Documents may be directed to D.F. King & Co., Inc. at + (800) 848-2998 (toll-free) or +(212) 269-5550 (collect). The Offer Documents can be accessed at the following link: [www.dfking.com/orbia](http://www.dfking.com/orbia).

This press release is for informational purposes only. This press release shall not constitute an offer to purchase or sell or the solicitation of an offer to sell or purchase any securities.

The Tender Offer is being made solely pursuant to the Offer Documents. The Offer Documents have not been filed with, and have not been approved or reviewed by any federal or state securities commission or regulatory authority of any country. No authority has passed upon the accuracy or adequacy of the Offer Documents or any other documents related to the Tender Offer, and it is unlawful and may be a criminal offense to make any representation to the contrary. The Tender Offer is not being made to holders of Securities in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the securities laws or blue sky laws require the Tender Offer to be made by a licensed broker or dealer, the Tender Offer will be deemed to be made on behalf of Orbia by the Dealer Managers or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

THE INFORMATION CONTAINED HEREIN AND IN THE OFFER TO PURCHASE IS EXCLUSIVELY ORBIA'S RESPONSIBILITY AND HAS NOT BEEN REVIEWED OR AUTHORIZED BY THE MEXICAN NATIONAL BANKING AND SECURITIES COMMISSION (COMISIÓN NACIONAL BANCARIA Y DE VALORES, THE "CNBV"). ORBIA HAS NOT FILED WITH THE CNBV A REQUEST FOR AUTHORIZATION OF THE TENDER OFFER. THE TENDER OFFER DOES NOT CONSTITUTE A PUBLIC OFFERING IN MEXICO AND IT MAY NOT BE PUBLICLY DISTRIBUTED IN MEXICO. THE TENDER OFFER MAY ONLY BE MADE AVAILABLE IN MEXICO TO INVESTORS THAT QUALIFY AS INSTITUTIONAL OR ACCREDITED INVESTORS (INVERSIONISTAS INSTITUCIONALES OR INVERSIONISTAS CALIFICADOS), SOLELY PURSUANT TO THE PRIVATE OFFERING EXEMPTION SET FORTH IN ARTICLE 8 OF THE MEXICAN SECURITIES MARKET LAW (LEY DEL MERCADO DE VALORES) AND REGULATIONS THEREUNDER. NEITHER THE OFFER TO PURCHASE, THE NOTICE OF GUARANTEED DELIVERY OR ANY OTHER OFFERING MATERIALS MAY BE PUBLICLY ADVERTISED, MARKETED, DISTRIBUTED IN MEXICO. FURTHERMORE, THE CNBV HAS NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS OFFER TO PURCHASE. IN MAKING A DECISION AS TO WHETHER TO TENDER ANY OF THEIR SECURITIES, ALL HOLDERS MUST RELY ON THEIR OWN REVIEW AND EXAMINATION OF THE TERMS OF THE TENDER OFFER.

The communication of this press release and any other documents or materials relating to the Tender Offer is not being made and such documents and/or materials have not been approved by an authorized person for the purposes of Section 21 of the Financial Services and Markets Act 2000. This press release and any other documents or materials relating to the Tender Offer are for distribution only to persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”), (ii) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc.”) of the Order, (iii) are members or creditors of certain bodies corporate as defined by or within Article 43(2) of the Order, (iv) are outside the United Kingdom, or (v) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the offer to purchase any securities may otherwise lawfully be communicated (all such persons together being referred to as “relevant persons”). This press release and any other documents or materials relating to the Tender Offer are directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this press release and any other documents or materials relating to the Tender Offer are available only to and will be engaged in only with relevant persons.

## **About Orbia**

Orbia is a community of companies united by a shared purpose: to advance life around the world. The Orbia companies have a collective focus on ensuring food security, reducing water scarcity, reinventing the future of cities and homes, connecting communities to data infrastructure and expanding access to health and wellness with advanced materials. Orbia operates in the Precision Agriculture, Building and Infrastructure, Fluorinated Solutions, Polymer Solutions and Data Communications sectors. The company has commercial activities in more than 100 countries and operations in over 50, with global headquarters in Mexico City, Boston, Amsterdam and Tel Aviv. To learn more, please visit [orbia.com](http://orbia.com).

## **Forward-Looking Statements**

This press release contains forward-looking statements. Forward-looking statements are information of a non-historical nature or which relate to future events and are subject to risks and uncertainties. No assurance can be given that the transactions described herein will be consummated or as to the ultimate terms of any such transactions. Orbia undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information or future events or for any other reason.

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