



Lima, 23 de agosto de 2024

RB-073-2024

Señores

Superintendencia del Mercado de Valores SMV
Av. Santa Cruz N° 315
Miraflores
Presente.-

Estimados señores,

Hacemos referencia a la oferta privada de intercambio de los instrumentos emitidos por Volcan Compañía Minera S.A.A. (la "Sociedad") denominados "*4.375% Senior Notes due 2026*" (las "Notas Existentes") dirigida a los titulares de las Notas Existentes, por nuevas notas denominadas "*8.750% Senior Secured Notes due 2030*" (las "Nuevas Notas") informada como Hecho de Importancia RB-067-2024 de fecha 05 de agosto de 2024 (la "Oferta de Intercambio").

Les informamos en calidad de "Hecho de Importancia", que según información recibida del D.F. King & Co., Inc., el Agente de Intercambio y el Agente de Información de Oferta de Intercambio a las 5:00 pm., hora de la ciudad de Nueva York, del 22 de agosto de 2024 (la Fecha Límite de Participación Anticipada "*Early Participation Deadline*"), Volcan ha recibido ofertas válidas y consentimientos de los tenedores registrados de las Notas Existentes de US\$ 294,701,000, representando aproximadamente el 80,74% de su monto principal pendiente.

Asimismo, la sociedad ha decidido extender la Prima de Participación Anticipada "*Early Participation Premium*" hasta el 06 de setiembre de 2024; de conformidad con los términos y sujeto a las condiciones establecidas en el memorando confidencial de oferta de intercambio y la declaración de solicitud de consentimiento; detallada en el documento denominado "*Exchange Offer Memorandum and Consent Solicitation Statement*" de fecha 5 de agosto de 2024 complementado por el documento denominado "*Supplement No. 1*" de fecha 15 de agosto de 2024.

Adjuntamos la nota de prensa que incluye mayores detalles (Anexo 1).

Atentamente,

VOLCAN COMPAÑÍA MINERA S.A.A.

Luis Fernando Herrera
Gerente General

Anexo 1

Volcan Compañía Minera S.A.A. Announces Early Tender Results of its Exchange Offer of Existing Notes for New Notes and Solicitation of Consents to Proposed Amendments to the Existing Indenture and Extension of the Early Participation Premium to the Expiration Deadline

NEWS PROVIDED BY

Volcan Compañía Minera S.A.A. →

Aug 23, 2024, 08:27 ET

LIMA, Peru, Aug. 23, 2024 /PRNewswire/ -- Volcan Compañía Minera S.A.A., a publicly held corporation (*sociedad anónima abierta*) organized under the laws of the Republic of Peru ("Volcan" or the "Company"), hereby announces (i) the early tender results of its offer to Eligible Holders (as defined below) to exchange (the "Exchange Offer") any and all of its outstanding 4.375% Senior Notes due 2026 (the "Existing Notes") for newly issued 8.750% Senior Secured Notes due 2030 (the "New Notes"), and concurrent solicitation (the "Solicitation"), pursuant to the terms and subject to the conditions set forth in the confidential exchange offer memorandum and consent solicitation statement, dated August 5, 2024 in respect of the Exchange Offer and Solicitation, as supplemented by Supplement No. 1 dated as of August 15, 2024 (the "Exchange Offer Memorandum"); and (ii) the extension of the Early Participation Premium to the Expiration Deadline (each as defined below).

Any capitalized terms used in this press release without definition have the respective meanings assigned to such terms in the Exchange Offer Memorandum.

According to information received from D.F. King & Co., Inc., the Exchange Agent and the Information Agent (the "Exchange and Information Agent"), as of 5:00p.m., New York City time, on August 22, 2024 (that date and time, the "Early Participation Deadline"), Volcan had received valid tenders and Consents from registered

holders of the Existing Notes (individually, a "Holder" and collectively, the "Holders") of U.S.\$294,701,000 in aggregate principal amount of the Existing Notes, representing approximately 80.74% of its principal amount outstanding.

The deadline for Holders to validly withdraw tenders of Existing Notes has passed. Accordingly, Existing Notes that were tendered before the Early Participation Deadline and any additional Existing Notes that are tendered at or prior to 5:00 p.m., New York City time, on September 6, 2024, unless extended or terminated earlier (the "Expiration Deadline") may not be withdrawn, except in the limited circumstances described in the Exchange Offer Memorandum.

The obligation of the Company to accept Existing Notes tendered and Consents delivered pursuant to the Exchange Offer and the Solicitation, respectively, is subject to certain conditions described in the Exchange Offer Memorandum, which include the tender of Existing Notes and the receipt of Consents from Eligible Holders representing not less than 90% of the aggregate principal amount of the Existing Notes outstanding (the "Required Holders") prior to the Expiration Deadline (the "Minimum Exchange Condition"), the payment of the Ad Hoc Group Expenses prior to or on the Settlement Date (as defined below) (the "Expenses Payment Condition"), and certain other customary conditions. The Company reserves the right, subject to applicable law, to waive any and all conditions to the Exchange Offer, *provided* that the majority of the Supporting Noteholders under the Transaction Support Agreement shall approve in writing a waiver of (i) the Expenses Payment Condition and (ii) the Minimum Exchange Condition to reduce it below a certain percentage of the Required Holders which must tender their Existing Notes and deliver their Consents pursuant to the Exchange Offer and the Solicitation; and *provided* further that, pursuant to the terms of the Credit Agreement, approval of lenders representing a majority of the loan obligations thereunder will be required for the waiver of the Minimum Exchange Condition. The Exchange Offer and Solicitation may be amended, extended, terminated, or withdrawn, *provided* that the Exchange Offer is subject to the satisfaction of the Minimum Exchange Condition and the Expenses Payment Condition, unless waived pursuant to the terms therein.

To further incentivize the tender of Existing Notes and the fulfillment of the Minimum Exchange Condition, Volcan hereby amends the Exchange Offer Memorandum so that Holders of Existing Notes that are validly tendered prior to the Expiration Deadline and accepted for purchase pursuant to the Exchange Offer and concurrent Solicitation will receive the Total Consideration, which includes the early participation premium of U.S.\$50.00 as set forth in the Exchange Offer Memorandum (the "Early Participation Premium").

Upon the terms and subject to the conditions of the Exchange Offer, the settlement date will occur promptly after the Expiration Deadline (the "Settlement Date"). The Settlement Date is expected to be September 10, 2024, which is the second business day following the Expiration Deadline, unless extended by the Company (at its sole option).

In addition to the Total Consideration, Eligible Holders whose Existing Notes are accepted for exchange by the Company will be paid in cash the accrued and unpaid interest, if any, from the last payment date for the Existing Notes up to, but not including, the Settlement Date for such Existing Notes that are validly tendered

and accepted for exchange by the Company on the Settlement Date.

At any time before the Expiration Deadline, if the Minimum Exchange Condition has been satisfied and the Company has received valid Consents sufficient to effect the Proposed Amendments, the Company and the Trustee may execute and deliver a supplemental indenture to the Existing Indenture that will be effective at that time but only operative upon consummation of the Exchange Offer with respect to the Existing Notes.

The Company will not receive any cash proceeds from the Exchange Offer or the issuance of the New Notes to be issued in the Exchange Offer. The Existing Notes acquired by the Company pursuant to the Exchange Offer will be cancelled and will not be reissued.

The New Notes are being offered for exchange only (a) in the United States to holders of Existing Notes who are reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act of 1933, as amended (the "Securities Act")) in reliance upon the exemption from the registration requirements of the Securities Act, and (b) outside the United States to holders of Existing Notes who are persons other than "U.S. persons" (as defined in Rule 902 under the Securities Act) in reliance upon Regulation S under the Securities Act.

Only holders of Existing Notes who have properly completed and submitted the eligibility certification in electronic form (the "Eligible Holders") are authorized to receive and review the Exchange Offer Memorandum. Only Eligible Holders that also comply with the other requirements set forth in the Exchange Offer Memorandum are eligible to participate in the Exchange Offer and the Solicitation. Holders who desire to obtain and complete an eligibility certification should either visit the website for this purpose at <https://www.dfking.com/volcan> or contact the Exchange Agent and the Information Agent in connection with the Exchange Offer and the Solicitation. Requests for documentation and questions regarding the Exchange Offer and the Solicitation can be directed to D.F. King & Co., Inc. at +1 (212) 269-5550 (banks and brokers), or +1 (800) 821-8781 (toll free) or by email to volcan@dfking.com.

The Company agreed with the Supporting Noteholders to publicly disclose certain information and such information is being furnished on the Company's website at https://www.volcan.com.pe/centro-de-descargas/?cat_id=37. This website address is included as an inactive textual reference only and the information contained or accessible from such website is not incorporated by reference into this press release or the Exchange Offer Memorandum, and no such information should be considered in deciding whether to participate in the Exchange Offer and Solicitation.

This press release does not constitute an offer to buy or the solicitation of an offer to sell the Existing Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. This press release does not constitute an offer to sell or the solicitation of an offer to buy the New Notes, nor shall there be any sale of the New Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration

or qualification under the securities laws of any such jurisdiction. The New Notes will not be registered under the Securities Act or the securities laws of any state and may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the Securities Act and applicable state securities laws. The Exchange Offer and Solicitation are being made only pursuant to the Exchange Offer Memorandum and only to such persons and in such jurisdictions as is permitted under applicable law. The Exchange Offer Memorandum has not been filed with or reviewed by the federal or any state securities commission or regulatory authority of any country, nor has any such commission or authority passed upon the accuracy or adequacy of the Exchange Offer Memorandum. Any representation to the contrary is unlawful and may be a criminal offense.

None of the Company, the Guarantors, any of their respective directors or officers, the Dealer Managers or the Exchange and Information Agent, or in each case, any of their respective affiliates, makes any recommendation as to whether Eligible Holders should tender or refrain from tendering all or any portion of the Existing Notes in response to the Exchange Offer, or deliver Consents in response to the Solicitation. Eligible Holders will need to make their own decision as to whether to tender Existing Notes in the Exchange Offer and participate in the Solicitation and, if so, the principal amount of Existing Notes to tender.

Cautionary Statement Regarding Forward-Looking Statements

This release may contain certain "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations and are subject to risks, uncertainty and changes in circumstances, which may cause actual results, performance or achievements to differ materially from anticipated results, performance or achievements. All statements contained herein that are not clearly historical in nature are forward-looking and the words "anticipate," "estimate," "forecasts," "approximate," "expect," "project," "intend," "plan," "believe," "will," "may" and similar expressions are generally intended to identify forward-looking statements. Volcan is under no obligation (and expressly disclaims any such obligation) to update or alter its forward-looking statements whether as a result of new information, future events or otherwise. More detailed information about these and other factors is set forth in the Exchange Offer Memorandum.

About Volcan

Volcan is a polymetallic mining company incorporated under the laws of Peru and is a significant producer of zinc, lead and silver. Volcan's operations and assets are located in the central mountains of the Peruvian Andes and include the operating units, Yauli, Chungar, Alpamarca and Cerro de Pasco.

SOURCE Volcan Compañía Minera S.A.A.