

# MEXICO CITY AIRPORT TRUST

## LETTER OF TRANSMITTAL

This letter of transmittal (as it may be amended or supplemented from time to time, this “**Letter of Transmittal**”) relates to the tender offers by Mexico City Airport Trust (“**MEXCAT**,” “**we**,” “**us**” or “**our**”), an irrevocable administration and payment trust created pursuant to the Irrevocable Administration and Payment Trust Agreement No. 80460 (*Contrato de Fideicomiso Irrevocable de Administración y Pago Número 80460 Reexpresado*) with Nacional Financiera, S.N.C., Institución de Banca de Desarrollo, Dirección Fiduciaria, acting as trustee, to purchase for cash, upon the terms and subject to the conditions set forth in the offer to purchase dated November 6, 2023 (as it may be amended or supplemented from time to time, the “**Offer to Purchase**”), its notes of the series set forth below (all such notes, the “**Notes**” and each such series, a “**series**” of Notes) pursuant to the terms and subject to the conditions set forth in the Offer to Purchase (the “**Tender Offers**” and, each tender offer, a “**Tender Offer**”).

The Tender Offers will expire at 5:00 p.m., New York City time, on December 5, 2023, unless extended (such date and time with respect to a Tender Offer, as the same may be extended with respect to such Tender Offer, the “**Expiration Time**”).

In order to be eligible to receive the applicable Early Tender Consideration, Holders must validly tender (and not validly withdraw) their Notes on or prior to 5:00 p.m. New York City time on November 17, 2023, unless extended (such date and time with respect to a Tender Offer, as the same may be extended with respect to such Tender Offer, the “**Early Tender Deadline**”). Notes of any series tendered may be withdrawn at any time at or prior to 5:00 p.m., New York City time, on November 17, 2023, unless extended (such date and time with respect to a Tender Offer, as the same may be extended with respect to such Tender Offer, the “**Withdrawal Deadline**”).

The following table sets forth the title and CUSIP/ISIN numbers for the Notes:

Title of Security	CUSIP and ISIN Numbers
4.250% Senior Secured Notes due 2026	59284MAA2; P6629MAA0 / US59284MAA27; USP6629MAA01
3.875% Senior Secured Notes due 2028	59284MAC8; P6629MAC6 / US59284MAC82; USP6629MAC66
5.500% Senior Secured Notes due 2046	59284MAB0; P6629MAB8 / US59284MAB00; USP6629MAB83
5.500% Senior Secured Notes due 2047	59284MAD6; P6629MAD4 / US59284MAD65; USP6629MAD40

**Delivery of this Letter of Transmittal to an address other than as set forth below, or transmission of instructions via a fax number other than as listed below, will not constitute a valid delivery.**

This Letter of Transmittal is to be completed by a Holder desiring to participate in the Tender Offers, unless such Holder is executing the tender through DTC’s Automated Tender Offer Program (“**ATOP**”). **If Notes are tendered via ATOP, there is no need to deliver this Letter of Transmittal.**

**For a description of certain procedures to be followed in order to tender Notes (through ATOP or otherwise), see “Procedures for Tendering Notes” in the Offer to Purchase and the instructions to this Letter of Transmittal.**

**THE TENDER OFFERS MAY NOT BE MADE PUBLICLY IN MEXICO. THE TENDER OFFERS MAY ONLY BE MADE IN MEXICO ON THE BASIS OF A PRIVATE PLACEMENT TO INVESTORS THAT QUALIFY AS INSTITUTIONAL INVESTORS (*INVERSIONISTAS INSTITUCIONALES*) OR ACCREDITED INVESTORS (*INVERSIONISTAS CALIFICADOS*) SOLELY PURSUANT TO ONE OF THE PRIVATE OFFERING EXEMPTIONS SET FORTH IN ARTICLE 8 OF THE MEXICAN SECURITIES MARKET LAW (*LEY DEL MERCADO DE VALORES*). THIS LETTER OF TRANSMITTAL IS SOLELY OUR RESPONSIBILITY AND HAS NOT BEEN REVIEWED OR AUTHORIZED BY MEXICAN NATIONAL BANKING AND SECURITIES COMMISSION (*COMISIÓN NACIONAL BANCARIA Y DE VALORES*). THE PARTICIPATION IN THE TENDER OFFERS OF AN INVESTOR WHO IS A RESIDENT OF MEXICO WILL BE REQUIRED TO BE MADE UNDER ITS OWN RESPONSIBILITY.**

*The Depository and Information Agent for the Tender Offers is:*

**Global Bondholder Services Corporation**

*By facsimile:*

(For Eligible Institutions only):

(212) 430-3775/3779

Attention: Corporate Actions

Confirmation by Telephone: (212) 430-3774

*By Mail, Hand or Overnight Delivery:*

Global Bondholder Services Corporation

65 Broadway – Suite 404

New York, New York 10006

Attention: Corporate Actions

**TENDER OF NOTES**

CHECK HERE IF CERTIFICATES REPRESENTING TENDERED OR DEPOSITED NOTES ARE ENCLOSED HEREWITH.

CHECK HERE IF TENDERED OR DEPOSITED NOTES ARE BEING DELIVERED BY BOOK-ENTRY TRANSFER MADE TO THE ACCOUNT MAINTAINED BY THE DEPOSITARY WITH DTC AND COMPLETE THE FOLLOWING:

Name of Tendering Institution: \_\_\_\_\_

Account Number: \_\_\_\_\_

Transaction Code Number: \_\_\_\_\_

List below Notes to which this Letter of Transmittal relates. If the space provided is inadequate, list the certificate numbers and principal amounts on a separately executed schedule and affix the schedule to this Letter of Transmittal. No alternative, conditional or contingent tenders will be accepted.

DESCRIPTION OF NOTES TENDERED			
Name(s) and Address(es) of Holder(s) or Name of DTC Participant and Participant's DTC Account Number in which Notes are Held (Please fill in, if blank)	Security Description	Aggregate Principal Amount Represented <sup>(1)</sup>	Principal Amount Tendered <sup>(2)(3)</sup>

- (1) Unless otherwise indicated in the column labeled "Principal Amount Tendered" and subject to the terms and conditions of the Offer to Purchase, a Holder will be deemed to have tendered the entire aggregate principal amount represented by the Notes indicated in the column labeled "Aggregate Principal Amount Represented."
- (2) Unless otherwise specified, it will be assumed that the entire aggregate principal amount represented by Notes described above is being tendered.
- (3) Notes of a series may be tendered only in principal amounts equal to minimum denominations of US\$200,000 and integral multiples of US\$1,000 in excess thereof. Holders who do not tender all of their Notes must ensure that they retain a principal amount of Notes amounting to at least the minimum denomination equal to US\$200,000 and integral multiples of US\$1,000 in excess thereof.

If not already printed above, the name(s) and address(es) of the registered Holder(s) should be printed exactly as they appear on the certificate(s) representing Notes tendered hereby or, if tendered by a participant in DTC, exactly as such participants name appears on a security position listing as the owner of Notes.

**NOTE: SIGNATURES MUST BE PROVIDED BELOW.  
PLEASE READ THE ACCOMPANYING INSTRUCTIONS CAREFULLY.**

Ladies and Gentlemen:

Upon the terms and subject to the conditions set forth in the Offer to Purchase, receipt of which is hereby acknowledged, and in accordance with this Letter of Transmittal, the undersigned hereby tenders to MEXCAT the principal amount of Notes indicated in the table above entitled "Description of Notes Tendered" under the column heading "Principal Amount Tendered" (or, if nothing is indicated therein, with respect to the entire aggregate principal amount represented by Notes described in such table). The undersigned acknowledges and agrees that the tender of Notes made hereby may not be withdrawn except in accordance with the procedures set forth in the Offer to Purchase.

Subject to, and effective upon, the acceptance for purchase of, and payment for, the principal amount of Notes tendered herewith in accordance with the terms and subject to the conditions of the Tender Offers, the undersigned hereby (i) sells, assigns and transfers to, or upon the order of, MEXCAT, all right, title and interest in and to all Notes tendered hereby, and (ii) waives any and all other rights with respect to such Notes and releases and discharges MEXCAT and the Indenture Trustee from any and all claims, if any, such Holder may have now, or may have in the future, arising out of, or relating to, the Notes or the applicable Indenture. The undersigned hereby irrevocably constitutes and appoints the Depository the true and lawful agent and attorney-in-fact of the undersigned (with full knowledge that the Depository also acts as the agent of MEXCAT) with respect to such Notes, with full powers of substitution and revocation (such power of attorney being deemed to be an irrevocable power coupled with an interest), to (a) present such Notes and all evidences of transfer and authenticity to, or transfer ownership of such Notes on the account books maintained by DTC, to, or upon the order of, MEXCAT, (b) present such Notes for transfer of ownership on the books of MEXCAT, and (c) receive all benefits and otherwise exercise all rights of beneficial ownership of such Notes, all in accordance with the terms and conditions of the Tender Offers as described in the Offer to Purchase.

In addition, the undersigned acknowledges and agrees that acceptance of tendered Notes of each series may be subject to proration as described in the Offer to Purchase. The undersigned further acknowledges and agrees that Holders who validly tender their Notes after the applicable Early Tender Deadline and at or prior to the applicable Expiration Time and accepted for purchase by MEXCAT will be eligible to receive only the applicable Late Tender Consideration which excludes the applicable Early Tender Premium.

The undersigned acknowledges and agrees that a tender of Notes pursuant to any of the procedures described in the Offer to Purchase and in the instructions hereto and an acceptance of such Notes by MEXCAT will constitute a binding agreement between the undersigned and MEXCAT upon the terms and subject to the conditions of the Tender Offers in effect on the date Notes are accepted for payment.

The undersigned hereby represents and warrants that the undersigned has full power and authority to tender, sell, assign and transfer Notes tendered hereby, and that when such tendered Notes are accepted for payment and paid for by MEXCAT pursuant to the Tender Offers, MEXCAT will acquire good title thereto, free and clear of all liens, restrictions, charges and encumbrances and not subject to any adverse claim or right. The undersigned will, upon request, execute and deliver any additional documents deemed by the Depository, MEXCAT or the Indenture Trustee to be necessary or desirable to complete the sale, assignment and transfer of Notes tendered hereby.

No authority conferred or agreed to be conferred by this Letter of Transmittal shall be affected by, and all such authority shall survive, the death or incapacity of the undersigned, and any obligation of the undersigned hereunder shall be binding upon the heirs, executors, administrators, trustees in bankruptcy, personal and legal representatives, successors and assigns of the undersigned.

By submitting this Letter of Transmittal, the undersigned represents, warrants, undertakes and agrees to MEXCAT, the Depository, the Dealer Managers and the Indenture Trustee that:

1. the undersigned has received and reviewed the Offer to Purchase and this Letter of Transmittal, understands and agrees to be bound by all the terms of the Tender Offers and has full power and authority to tender Notes;

2. the Notes are, at the time of acceptance, and will continue to be, until the payment on the first Payment Date or the termination or withdrawal of the Tender Offers, or, in the case of Notes in respect of which the tender has been withdrawn, the date on which such tender is validly withdrawn, held by it;
3. all authority conferred or agreed to be conferred pursuant to these representations, warranties and undertakings and every obligation of the undersigned shall be binding upon the successors, assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of the undersigned and shall not be affected by, and shall survive, the death or incapacity of the undersigned;
4. if Notes are accepted by MEXCAT for payment, the value date for delivery and receipt will be the applicable Payment Date;
5. to the extent the undersigned tenders its Notes after the applicable Early Tender Deadline or withdraws its Notes, the undersigned will not receive the payment of the applicable Early Tender Consideration, which includes an Early Tender Premium, that would otherwise be payable with respect to Notes delivered to the Depository at or prior to the applicable Early Tender Deadline;
6. the Notes, the subject of the electronic acceptance instruction will, on the applicable Payment Date, be transferred by the undersigned with full title guarantee free from all liens, charges and encumbrances and together with all rights attached thereto;
7. with respect to any Notes that are tendered and accepted for purchase, the undersigned releases and discharges MEXCAT, the Dealer Managers, the Indenture Trustee, the Administrative Agent and the Collateral Agents from any and all claims the undersigned may have now, or may have in the future, arising out of, or related to, such Notes, including, without limitation, any claims that the undersigned is entitled to receive additional principal or interest payments with respect to such Notes or to participate in any redemption or defeasance of such Notes;
8. the undersigned is not a person to whom it is unlawful to make an invitation pursuant to the Tender Offers under applicable securities laws;
9. if the undersigned is a resident of Mexico, it is either an institutional or an accredited investor, pursuant to the Mexican Securities Market Law (*Ley del Mercado de Valores*) and regulations thereunder;
10. the undersigned is outside the Republic of France or, if the undersigned is located in the Republic of France, the undersigned is a qualified investor or acting directly for the account of a qualified investor (as defined in article L.411-2 of the French *Code monétaire et financier* and Decree No. 98-880 dated 1 October 1998);
11. the undersigned is not a resident of or located in the Republic of Italy or, if the undersigned is located or resident in the Republic of Italy, the undersigned is a qualified investor (*investitore qualificato*) (as defined pursuant to Article 100, first paragraph, letter a) of the Financial Services Act and Article 34-ter, first paragraph, letter b) of the Issuers' Regulation);
12. the undersigned is outside the United Kingdom or, if the undersigned is not outside of the United Kingdom:
  - (a) the undersigned (i) has 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) is a person falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Order, (iii) is a member or creditor of certain bodies corporate as defined by or within Article 43(2) of the Order, or (iv) is a person 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; and
  - (b) the undersigned is not a retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 and any rules or regulations made thereunder to implement Directive 2016/97/EU, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA or (iii) not a qualified investor as

defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA;

13. the undersigned is outside the Kingdom of Belgium or, if the undersigned is located in the Kingdom of Belgium, the undersigned is a professional or institutional investor referred to in article 3.2 of the Public Decree, acting on behalf of your own account;
14. the undersigned is not a resident of a Member State of the European Economic Area, or, if the undersigned is a resident of a Member State of the European Economic Area, the undersigned is not a retail investor in the European Economic Area. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended (“**MiFID II**”); (ii) a customer within the meaning of Directive 2016/97/EU, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II or (iii) not a qualified investor as defined in the Regulation (EU) 2017/1129; and
15. the undersigned is not located or resident in Australia or, if the undersigned is located or resident in Australia, the undersigned is a professional investor as defined in Section 9 of the Corporations Act or a wholesale client as defined in Section 761 G of the Corporations Act or otherwise a person to whom an offer may be made under Corporations Regulation 7.9.97 under the Corporations Act.

Unless otherwise indicated herein under “A. Special Issuance/Delivery Instructions,” the undersigned hereby request(s) that any Notes representing principal amounts not tendered or not accepted for purchase be issued in the name(s) of, and be delivered to, the undersigned (and, in the case of Notes tendered by book-entry transfer, by credit to the account of the relevant DTC participant). Unless otherwise indicated herein under “B. Special Issuance/Delivery Instructions,” the undersigned hereby request(s) that any checks for payment to be made in respect of Notes tendered hereby be issued to the order of, and delivered to, the undersigned.

In the event that the “A. Special Issuance/Delivery Instructions” box is completed, the undersigned hereby request(s) that any Notes representing principal amounts not tendered or not accepted for purchase be issued in the name(s) of, and be delivered to, the person(s) at the address(es) therein indicated. The undersigned recognizes that MEXCAT has no obligation pursuant to the “A. Special Issuance/Delivery Instructions” box to transfer any Notes from the names of the registered holder(s) thereof if MEXCAT does not accept for purchase any of the principal amount of such Notes so tendered. In the event that the “B. Special Issuance/Delivery Instructions” box is completed, the undersigned hereby request(s) that checks for payment to be made in respect of Notes tendered hereby be issued to the order of, and be delivered to, the person(s) at the address(es) therein indicated.

<b>A. SPECIAL ISSUANCE/DELIVERY INSTRUCTIONS</b> (See instructions 1 and 2)	<b>B. SPECIAL ISSUANCE/DELIVERY INSTRUCTIONS</b> (See instructions 1 and 2)
<p>To be completed ONLY if Notes in a principal amount not tendered or not accepted for purchase are to be issued in the name of someone other than the person(s) whose signature(s) appear(s) within this Letter of Transmittal or sent to an address different from that shown in the box entitled “Description of Notes Tendered” within this Letter of Transmittal.</p> <p>Name _____ (Please Print)</p> <p>Address _____ _____ (Zip Code)</p> <p>_____ (Tax Identification or Social Security Number)</p> <p>(See Form W-9 or appropriate Form W-8)</p>	<p>To be completed ONLY if checks are to be issued payable to someone other than the person(s) whose signature(s) appear(s) within this Letter of Transmittal or sent to an address different from that shown in the box entitled “Description of Notes Tendered” within this Letter of Transmittal.</p> <p>Name _____ (Please Print)</p> <p>Address _____ _____ (Zip Code)</p> <p>_____ (Tax Identification or Social Security Number)</p> <p>(See Form W-9 or appropriate Form W-8)</p>

**PLEASE COMPLETE AND SIGN BELOW**

(This page is to be completed and signed by all tendering  
Holders except Holders executing the tender through DTC's ATOP)

By completing, executing and delivering this Letter of Transmittal, the undersigned hereby tenders the principal amount of Notes, listed in the table above labeled "Description of Notes Tendered" under the column bearing the heading "Principal Amount Tendered" (or, if nothing is indicated therein, with respect to the entire aggregate principal amount represented by Notes described in such table).

Signature(s) \_\_\_\_\_

(Must be signed by the registered Holder(s) exactly as the name(s) appear(s) on certificate(s) representing the tendered Notes or, if Notes are tendered by a participant in DTC, exactly as such participant's name appears on a security position listing as the owner of such Notes. If signature is by trustees, executors, administrators, guardians, attorneys-in-fact, officers of corporations or others acting in a fiduciary or representative capacity, please set forth the full title and see Instruction 1.)

Dated \_\_\_\_\_

Name(s) \_\_\_\_\_

\_\_\_\_\_  
(Please Print)

Capacity \_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_  
(Including Zip Code)

Area Code and Telephone Number \_\_\_\_\_

Tax Identification or Social Security Number \_\_\_\_\_

**(REMEMBER TO COMPLETE AND ATTACH FORM W-9 OR APPROPRIATE FORM W-8)**

\_\_\_\_\_  
**Medallion Signature Guarantee  
(Only If Required-See Instructions 1 and 2)**

Authorized Signature of Guarantor \_\_\_\_\_

Name of Firm \_\_\_\_\_

[Place Seal Here]

## INSTRUCTIONS

### Forming Part of the Terms and Conditions of the Tender Offers

1. *Signatures on Letter of Transmittal, Instruments of Transfer and Endorsements.* If this Letter of Transmittal is signed by the registered Holder(s) of Notes tendered hereby, the signatures must correspond with the name(s) as written on the face of the certificate(s) without a alteration, enlargement or any change whatsoever. If this Letter of Transmittal is signed by a participant in DTC whose name is shown on a security position listing as the owner of Notes tendered hereby, the signature must correspond with the name shown on the security position listing as the owner of such Notes.

If any of the Notes tendered hereby are registered in the name of two or more Holders, all such Holders must sign this Letter of Transmittal. If any of the Notes tendered hereby are registered in different names on several certificates, it will be necessary to complete, sign and submit as many separate Letters of Transmittal as there are different registrations of certificates.

If this Letter of Transmittal or any Notes or instrument of transfer is signed by a trustee, executor, administrator, guardian, attorney-in-fact, agent, officer of a corporation or other person acting in a fiduciary or representative capacity, such person should so indicate when signing, and proper evidence satisfactory to MEXCAT of such person's authority to so act must be submitted.

When this Letter of Transmittal is signed by the registered Holders of Notes tendered hereby, no endorsements of Notes or separate instruments of transfer are required unless payment is to be made, or Notes not tendered or purchased are to be issued, to a person other than the registered Holders, in which case signatures on such Notes or instruments of transfer must be guaranteed by a recognized participant in the Securities Transfer Agents Medallion Program, the New York Stock Exchange Medallion Signature Program or the Stock Exchange Medallion Program (each a "**Medallion Signature Guarantor**").

**Unless this Letter of Transmittal is signed by the registered Holder(s) of Notes tendered hereby (or by a participant in DTC whose name appears on a security position listing as the owner of such Notes), such Notes must be endorsed or accompanied by appropriate instruments of transfer, and each such endorsement or instrument of transfer must be signed exactly as the name or names of the registered Holder(s) appear on Notes (or as the name of such participant appears on a security position listing as the owner of such Notes); signatures on each such endorsement or instrument of transfer must be guaranteed by a Medallion Signature Guarantor, unless the signature is that of an Eligible Institution.**

2. *Signature Guarantees.* Signatures on this Letter of Transmittal must be guaranteed by a Medallion Signature Guarantor, unless Notes tendered are tendered and delivered (i) by a registered Holder of Notes (or by a participant in DTC whose name appears on a security position listing as the owner of such Notes) who has not completed any of the boxes entitled "A. Special Issuance/Delivery Instructions" or "B. Special Issuance/Delivery Instructions" on this Letter of Transmittal or (ii) for the account of a member firm of a registered national securities exchange, a member of the Financial Industry Regulatory Authority or a commercial bank or trust company having an office or correspondent in the United States (each of the foregoing being referred to as an "**Eligible Institution**"). If Notes are registered in the name of a person other than the signer of this Letter of Transmittal or if Notes not accepted for purchase or not tendered are to be returned to a person other than the registered Holder, then the signature on this Letter of Transmittal accompanying the tendered Notes must be guaranteed by a Medallion Signature Guarantor as described above. See Instruction 1.

3. *Transfer Taxes.* Except as set forth in this Instruction 3, MEXCAT will pay or cause to be paid any transfer taxes with respect to the transfer and sale of Notes to it, or to its order, pursuant to the Tender Offers. If payment is to be made to, or if Notes not tendered or purchased are registered in the name of, any persons other than the registered owners, or if tendered Notes are registered in the name of any persons other than the persons signing this Letter of Transmittal, the amount of any transfer taxes (whether imposed on the registered Holder or such other person) payable on account of the transfer to such other person will be deducted from the payment unless satisfactory evidence of the payment of such taxes or exemption therefrom is submitted.

4. *Requests for Assistance or Additional Copies.* Any questions or requests for assistance or additional copies of the Offer to Purchase or this Letter of Transmittal may be directed to the Information Agent at one of its

telephone numbers set forth on the last page of this Letter of Transmittal. A Holder may also contact any of the Dealer Managers at the telephone numbers set forth on the last page of this Letter of Transmittal or such Holder's broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Tender Offers.

5. *Information Reporting and Backup Withholding.* Payments made to Holders may be subject to information reporting and backup withholding of U.S. federal income tax, currently at a rate of 24%. Certain Holders are not subject to these information reporting and backup withholding requirements. To avoid backup withholding, U.S. Holders that do not otherwise establish an exemption must complete and return an Internal Revenue Service ("IRS") Form W-9, certifying that the U.S. Holder is a U.S. person, that the taxpayer identification number provided is correct, and that the U.S. Holder is not subject to backup withholding. Failure to provide the correct information on the IRS Form W-9 may subject the tendering U.S. Holder to a \$50 penalty imposed by the IRS. Holders that are non-U.S. persons may be required to provide an IRS Form W-8BEN or IRS Form W-8BEN-E or other applicable IRS W-8 Form, signed under penalties of perjury, attesting to the Holder's foreign status. IRS forms are available at the IRS website, [www.irs.gov](http://www.irs.gov).

Backup withholding is not an additional tax. Rather, the amount of any backup withholding will be allowed as a credit against any federal income tax liability of the Holder. If withholding results in an overpayment of taxes, a refund may be obtained, provided that the required information is timely furnished to the IRS.

**This information is not intended or written to be used, and cannot be used by any taxpayer, for the purpose of avoiding penalties that may be imposed on the taxpayer and was written to support the promotion or marketing of the Tender Offers. Holders should consult with their tax and financial advisors with respect to the tax consequences of surrendering Notes for repurchase.**

In order to tender Notes, a Holder should send or deliver a properly completed and signed Letter of Transmittal, certificates for Notes and any other required documents to the Depositary at its address set forth below.

**If Notes are tendered via ATOP, there is no need to deliver this Letter of Transmittal.**

*The Information Agent for the Tender Offers is:*

**Global Bondholder Services Corporation**

65 Broadway – Suite 404  
New York, New York 10006  
Attn: Corporate Actions

Banks and Brokers call: (212) 430-3774  
Toll free (855) 654-2015  
Email: [contact@gbsc-usa.com](mailto:contact@gbsc-usa.com)

*The Depositary for the Tender Offers is:*

**Global Bondholder Services Corporation**

By facsimile:  
(For Eligible Institutions only):  
(212) 430-3775/3779

Confirmation:

(212) 430-3774

**By Mail:**  
65 Broadway – Suite 404  
New York, NY 10006

**By Overnight Courier:**  
65 Broadway – Suite 404  
New York, NY 10006

**By Hand:**  
65 Broadway – Suite 404  
New York, NY 10006

Any questions regarding procedures for tendering Notes or requests for additional copies of the Offer to Purchase or the Letter of Transmittal should be directed to the Information Agent at the address and telephone numbers set forth above.

Any questions regarding the terms of the Tender Offers should be directed to any of the Dealer Managers at the addresses and telephone numbers set forth below:

*The Dealer Managers for the Tender Offers are:*

**Barclays**  
745 Seventh Avenue, 5th Floor  
New York, New York 10019  
United States of America  
Attn: Liability Management Group  
Collect: +1 (212) 528-7581  
Toll-Free: +1 (800) 438-3242  
Email: [us.lm@barclays.com](mailto:us.lm@barclays.com)

**Santander**  
437 Madison Avenue, 10th Floor  
New York, New York 10022  
United States of America  
Attn: Liability Management Group  
Collect: +1 (212) 940 1442  
Toll-Free: +1 (855) 404 3636  
Email: [AmericasLM@santander.us](mailto:AmericasLM@santander.us)