

## FINAL NOTICE FOR INFORMATION PURPOSES

# telesites

Operadora de Sitios Mexicanos, S.A.B. de C.V.

This notice for information purposes is published in light of the registration in the National Registry of Securities (the "RNV") assigned to the National Banking and Securities Commission (the "CNBV"), eligible for listing in the Bolsa Mexicana de Valores, S.A.B. de C.V. (Mexican Stock Exchange or "BMV"), without a public offering, with respect to a total number of 3,300,000,000 (three billion three hundred million) common shares series "A-1", registered, without par value, representing the fixed capital and 100% of the capital stock of Operadora de Sitios Mexicanos, S.A.B. de C.V. ("OPSIMEX" or the "Company"), as well as of the merger between OPSIMEX, as surviving company, and Telesites, S.A.B. de C.V., ("Telesites"), as merged company that shall be extinguished (hereinafter, the "Merger Operation").

### CHARACTERISTICS OF THE SHARES REPRESENTING OPSIMEX'S CAPITAL STOCK

<b>Ticker Code:</b>	"SITES1.
<b>Total Shares:</b>	3,300,000,000 (Three billion three hundred million) common, registered shares, without par value, series "A-1", representing the fixed portion of the capital stock and the total subscribed and paid-in capital stock of the Issuer (the " <u>Shares</u> ").
<b>Par Value:</b>	The shares representing the capital stock of OPSIMEX are shares without par value.

### CHARACTERISTICS OF THE OPERATION

<b>Date of Commencement and Registration in the Stock Exchange</b>	March 15, 2022
<b>Total amount of subscribed and paid-in capital of the Issuer immediately before and after registering the Shares in the RNV:</b>	Immediately before registering the Shares in the RNV and prior to the Merger, the capital stock of the Issuer was \$10,050,000.00 (Ten million fifty thousand pesos 00/100 M.N.). This amount is related to the fixed and variable portion of the capital stock of the Issuer. As a result of the Merger and immediately after the registration of the Shares in the RNV become effective, the capital stock of the Issuer totaled \$24,191,084.64 (Twenty four million one hundred ninety-one thousand eighty-four pesos 64/100 M.N.).
<b>Percentage of Capital Stock before and after registration:</b>	100% (One hundred percent).
<b>Capital stock structure immediately before and after registration:</b>	<p>Prior to the OPSIMEX Shareholders' Meeting, the capital stock of the Issuer consisted of 35,174,997 shares, divided into 50,000 Series "A" shares, which are common, registered, without par value, representing the fixed portion of the capital stock, and 35,124,997 Series "B" shares, which are common, registered, without par value, representing the variable portion of the capital stock. At that date, the capital stock totaled \$10,050,000.00 MXP.</p> <p>As a result of the resolutions adopted by the shareholders at the OPSIMEX Shareholders' Meeting, the following changes were made to the capital stock of the Issuer:</p>

1. First, the conversion of the shares representing the variable capital stock of the Company into shares of the fixed capital stock was approved, in other words, the shares representing the variable capital stock, represented by 35,124,997 Series "B" shares that are common, registered and without par value were converted into shares representing the fixed capital stock, represented by Series "A" shares that are common, registered and without par value. Therefore, the capital stock of the Company was comprised of a total of 35,174,997 Series "A" shares, representative of the fixed capital stock of the Company. These shares are common, registered and without par value (equivalent to 35,124,997 Series "B" shares converted into Series "A" shares and 50,000 Series "A" shares previously existing and outstanding). At that time, the capital stock totaled \$10,050,000.00 M.N., which is the capital of the Issuer immediately prior to the registration of the Shares in the RNV.

2. Second, in addition to the preceding resolution and upon becoming effective, the aforementioned OPSIMEX Shareholders' Meeting approved an increase in the number of shares representing the capital stock of the Company without changing the amount of its capital stock (the "Split"). The exchange factor for the Split was 93.81663913148310 per share, i.e., each shareholder of the Company received the amount of 93.81663913148310 shares for each outstanding share of the Company they owned. Consequently, the capital stock of the Company was comprised of a total of 3,300,000,000 Series "A" shares, representing the fixed capital stock of the Company that are common, registered and without par value. The capital stock at that time amounted to \$10,050,000.00 M.N., which is the capital of the Issuer immediately before the registration of the Shares in the RNV.

3. Third, as a result of the Merger and the registration of the Shares in the RNV, the capital stock of OPSIMEX was comprised in the same manner as Telesites, in other words, for the total amount of \$24,191,084.64 M.N. (Twenty-four million one hundred ninety-one thousand eighty-four pesos 64/100 Mexican pesos), represented by a total of 3,300,000,000 (Three billion three hundred million) of shares, but now Series "A-1", common, registered, without par value, fully subscribed and paid-in representing the minimum fixed capital without right of withdrawal.

#### **Operation of Merger and Exchange of Shares:**

The Merger shall be effective between: (i) Telesites, as the merged company that will be extinguished and OPSIMEX as the surviving company and their respective shareholders, for accounting and tax purposes, from the date in which OPSIMEX becomes a stock company with variable capital and that the shares representing its capital stock, once registered in the RNV and listed on the BMV without a public offering according to the resolutions contained in the Minutes of OPSIMEX Shareholders' Meeting and as described in the prospectus, be exchanged for Series "B-1" Shares that are common, registered, without par value, representing the minimum fixed capital of Telesites, on a one for one basis,

that is, one Series "A-1" Share of the Issuer, for one Series "B-1" Share of Telesites (such factor, the "Exchange Factor" and the date on which all of the foregoing events occur, the "Effective Date"); and (ii) with respect to third parties, after three months from the date of registration of the Merger Agreement in the Public Registry of Commerce pursuant to Articles 222, 223 and 224 of the General Law of Business Corporations. For more information, see section "3. THE ISSUER - B) DESCRIPTION OF THE BUSINESS - (xiv) Transaction with Telesites" of the prospectus.

**Initial Listed Price and Method for its determination:** The initial listed price of the OPSIMEX Series "A-1" Shares will be the same as the listed price of the Series "B-1" Shares of Telesites at the close of market on March 14, 2022 (last price made); that is, the price at the close of market on the day prior to Issuer's share registration date in the BMV. This applies, as indicated in the prospectus, as a result of the Merger, an exchange of shares will be carried out in favor of Telesites shareholders according to the Exchange Factor on the Effective Date, which will also be the Issuer's share registration date in the BMV.

Shares are registered in the RVN assigned to the CNBV, under official notice 153/2666/2022. Shares will be listed in the BMV from their listing date. Share certificates will be deposited at S.D. Indeval Institución para el Depósito de Valores, S.A. of C.V.

## SUMMARY OF THE MAIN CHARACTERISTICS OF CORPORATE AGREEMENTS

### Minutes of OPSIMEX Shareholders' Meeting

On January 20, 2022, in Mexico City, shareholders of OPSIMEX held general extraordinary and ordinary shareholders' meetings to address the following issues, among others:

- 1) The conversion of the shares representing the variable capital stock of the Company into shares of the fixed capital stock was approved, i.e., the shares representing the variable capital stock, represented by Series "B" shares that are common, registered and without par value, were converted into shares representing the fixed capital stock, represented by Series "A" shares that are common, registered and without par value.

By virtue of the foregoing, the capital stock of the Company was comprised of a total of 35,174,997 Series "A" shares, representing the fixed capital stock of the Company. These shares are common, registered and without par value.

- 2) The Split was approved. The Exchange Factor for the Split was 93.81663913148310 per share, that is, each shareholder of the Company received the amount of 93.81663913148310 for each outstanding share of the Company owned by them; in the understanding that at the moment of applying this factor, if the result showed a fraction of a share, the treatment would be given with the following rules:
  - a. More than 0.5 of fraction of share as a result of the exchange calculation was rounded up to the next whole number.
  - b. Less than 0.5 of fraction of share as a result of the exchange calculation was rounded up to the previous whole number.

As a result of the foregoing, the capital stock of the Company was comprised of a total of 3,300,000,000 Series "A" shares, representing the fixed capital stock of the Company, common, registered and without par value.

- 3) The merger was approved whereby OPSIMEX survived as the merging company and Telesites, as the merged company, was extinguished according to the Merger Agreement. Additionally, the following was approved:
  - a. For OPSIMEX to acquire the status of a stock company with variable capital and that the shares representing the capital stock of OPSIMEX, after registration in the RNV and listing in the BMV without a public offering, be exchanged for Series "B-1" Shares of Telesites, on a one-for-one basis (i.e., one Series "A-1" Share of OPSIMEX for one Series "B-1" Share of Telesites).
  - b. As a consequence of the Merger and by virtue thereof, from its effective date, all the shares issued by Telesites will be cancelled; and, therefore, their corresponding certificates will be cancelled.

With respect to the foregoing, the Federal Telecommunications Institute ("IFT"), thru resolution number P/IFT/080921/444 notified on September 15<sup>th</sup>, 2021, authorized the Merger that was notified as concentration and filed under file number UCE/CNC-008-2021. Moreover, the CNBV, thru official notice 153/10027212/2021 dated December 17<sup>th</sup>, 2021, authorized the Company the exception in its favor to carry out a mandatory public tender with respect to the shares of Telesites.

Likewise, the Merger was approved based on the pro forma balance sheets of Telesites and OPSIMEX as of September 30<sup>th</sup>, 2021.

As a consequence of the Merger, OPSIMEX acquired from Telesites all of its assets, liabilities, capital, rights and obligations. Said transfers shall be made by operation of law at the time the Merger becomes effective. Accordingly and by virtue of the Merger, Telesites will be extinguished and OPSIMEX will be the universal successor in title of the rights and obligations, assets, liabilities and capital of Telesites, being subrogated in the rights and obligations of the latter derived from any and all acts, contracts and operations in which Telesites is a party, responding before each one of the creditors and debtors of said companies and of their respective beneficiaries and/or successors in title in the terms agreed in each one of the acts, contracts and operations.

For purposes of the foregoing, the Merger shall be effective between: (i) Telesites as the merged company that is being extinguished and OPSIMEX as the surviving company and their respective shareholders, for the appropriate accounting and tax purposes, from the date on which OPSIMEX becomes a public stock

corporation with variable capital (*sociedad anónima bursátil de capital variable*) and that the shares representative of its capital stock, after registration in the RNV and listed in the BMV without a public offering according to the provisions of the Minutes of OPSIMEX Shareholders' Meeting and the prospectus, (i) to be exchanged for Series "B-1" Shares of Telesites, on a one-for-one basis (i.e., one Series "A-1" Share of the Issuer, for one Series "B-1" Share of Telesites and (ii) with respect to third parties, after three months from the registration date of the Merger Agreement in the Public Registry of Commerce pursuant to Articles 222, 223 and 224 of the General Law of Business Corporations ("LGSM").

Once the Merger becomes effective, the capital stock of OPSIMEX will total the amount of \$24,191,084.64 (twenty-four million one hundred ninety-one thousand eighty-four Mexican pesos 64/100 M.N.) represented by 3,300,000,000 Series "A-1" common, registered shares without par value.

- 4) Article Six of the Company's bylaws was amended to read as follows:

**ARTICLE SIX.** - *The capital of the Company is variable. The minimum fixed capital without right of withdrawal is \$24,191,084.64 (Twenty-four million one hundred ninety-one thousand eighty-four pesos 64/100 Mexican pesos), represented by a total of 3,300,000,000 (Three billion three hundred million) of shares comprising Series A-1 that are common, registered, without par value and fully paid. The amount of the variable portion of the capital stock will be represented by Series A-2 shares that are common, registered and without par value, as determined by the General Shareholders' Meeting that approves its issuance.*

- 5) The by-laws of the Issuer were completely amended in order to be restated in the terms described in the Minutes of OPSIMEX Shareholders' Meeting. For further reference, please refer to section "5. ADMINISTRATION - D) BY-LAWS AND OTHER AGREEMENTS" of the prospectus.

#### **Merger Agreement**

The Merger Agreement establishes the terms to carry out the merger of Telesites, as the merged company, and OPSIMEX, as the merging company. As a result of such merger, it is intended for Telesites to be extinguished and OPSIMEX to subsist and become a publicly traded stock corporation with variable capital.

#### **Balance Sheets**

The Merger Agreement provides that the Merger will be carried out on the basis of the pro forma balance sheets of the companies as of September 30<sup>th</sup>, 2021, which are attached to the Merger Agreement as Exhibit "A". However, these figures do not reflect the movements in the stockholders' equity of OPSIMEX and Telesites subsequent to the date of their preparation and will be updated and adjusted to the amounts actually obtained on the effective date of the Merger. This will not have any effect on the number of OPSIMEX shares that Telesites shareholders will receive, once the Merger becomes effective.

#### **Universal Successor**

As a consequence of the Merger, OPSIMEX will acquire from Telesites and Telesites will transfer to OPSIMEX all of its assets, liabilities, capital, rights and obligations, which transfer will be made by operation of law at the time the Merger becomes effective. Therefore, Telesites will be extinguished and OPSIMEX will be the universal successor in the rights and obligations, assets, liabilities and capital of Telesites, subrogating itself in the rights and obligations of the latter derived from all the acts, contracts and operations in which Telesites is a party, responding before each one of the creditors and debtors of said company and its respective beneficiaries and/or successors in title pursuant to the terms agreed in each one of the acts, contracts and operations.

#### **Effective Date of the Merger**

The Merger shall be effective between: (i) Telesites as the merged company being extinguished and OPSIMEX as the surviving company and their respective shareholders, for the appropriate accounting and tax purposes, from the date on which OPSIMEX becomes a public stock corporation with variable capital and that the shares representing its capital stock, after registration in the RNV and listed in the BMV without a public offering according to the provisions of the Minutes of OPSIMEX Shareholders' Meeting and the prospectus, (i) to be exchanged for Series "B-1" Shares of Telesites, on a one-for-one basis (i.e., one Series "A-1" Share of the Issuer, for one Series "B-1" Share of Telesites and (ii) with respect to third parties, after three months from the registration date of the Merger Agreement in the Public Registry of Commerce pursuant to Articles 222, 223 and 224 of the LGSM.

### ***Administrative and Supervisory Bodies***

As a result of the Merger Operation, no changes will be made in the integration of the administrative and supervisory bodies of OPSIMEX. The members of such administrative and supervisory bodies were appointed and/or ratified by the OPSIMEX Shareholders' Meeting. Once the Merger becomes effective, the administrative and supervisory bodies of OPSIMEX will be integrated as provided by Article 24 of the Stock Market Law ("LMV").

### ***Powers of Attorney***

The Merger Agreement provides that all powers of attorney that OPSIMEX has granted prior to the effective date of the Merger and that are in effect shall remain in full force and effect until such time as they are modified, limited or revoked by OPSIMEX.

### ***Applicable Law and Jurisdiction***

For all matters not expressly provided for in the Merger Agreement, the provisions of the LGSM will govern and, supplementarily, the provisions of the Code of Commerce and the Civil Code for Mexico City. Moreover, for all matters related to the interpretation, compliance and execution of the merger agreements, the parties expressly submit to the jurisdiction of the competent courts of Mexico City, expressly waiving any other jurisdiction that may correspond to them by reason of their present or future address or for any other reason.

## **SUMMARY OF BYLAWS**

OPSIMEX, a stock company with variable capital, was duly organized and validly existing pursuant to instrument number 53,674 dated January 5th, 2015, certified by Patricio Garza Bandala, notary public number 18 of the Federal District (today Mexico City), acting as associate of attorney Ana Patricia Bandala Tolentino, then notary public number 195 of the same City, whose first official transcript was registered in the Public Registry of Property and Commerce of this City under mercantile folio number 528402-1 on January 16<sup>th</sup>, 2015.

By means of a general extraordinary shareholders' meeting of the Issuer held on January 20<sup>th</sup>, 2022, the amendment to its by-laws was approved to transform the latter into a stock company with variable capital simultaneously with its registration in the RNV and its listing (registration) in the BMV. Any references to the bylaws of the Issuer made herein are to the amended and restated bylaws according to the resolutions adopted by the shareholders, contained in the Minutes of OPSIMEX Shareholders' Meeting.

The capital stock is variable, with a fixed minimum of \$24,191,084.64 (Twenty-four million one hundred ninety-one thousand eighty-four pesos 64/100 Mexican pesos) represented by a total of 3,300,000,000 (Three billion three hundred million), of Series "A-1" shares that are common, registered, without par value and fully paid. The amount of the variable portion of the capital stock will be represented by the number of Series "A-2" shares that are common, registered and without par value, as determined by the General Shareholders' Meeting that approves its issuance.

The General Shareholders' Meetings may be ordinary or extraordinary. Both shall meet at the Company's registered office, except in the event of acts of providence or force majeure.

Ordinary General Meetings shall be held to address any matter that the law or these bylaws do not reserve to Extraordinary General Meetings. Ordinary General Meeting will meet at least once a year, within four months following the closing of the corresponding tax year and will address, in addition to the matters on the agenda, those listed in Article 181 of the LGSM.

The Company is authorized to issue shares representative of its fixed capital and shares representative of its variable capital. Currently all the shares representing the capital stock of the Company correspond to the fixed capital.

The Company's bylaws do not contemplate compensation plans for executives and board members, since it only contemplates the powers provided by the Securities Market Law, which, in its Article 43, section I, paragraph c), with respect to Article 28, section III, paragraph d), establishes that the Board of Directors must address the appointment, election and, if applicable, removal of the chief executive officer of the Company and full compensation, as well as the policies for the appointment and comprehensive compensation of the other senior executives.

For more information on (i) the Merger Operation, see section "3. THE ISSUER - B) DESCRIPTION OF THE BUSINESS - (xv) Summary of the principal terms and conditions of the transaction documents - Merger Agreement" and (ii) on the current by-laws of OPSIMEX, see section "5.

#### **RISK FACTORS**

**IF OPSIMEX'S CUSTOMERS SHARE SITE INFRASTRUCTURE TO A SIGNIFICANT DEGREE OR IF THEY GROUP OR MERGE, OPSIMEX'S GROWTH, REVENUES AND ABILITY TO GENERATE POSITIVE CASH FLOWS COULD BE MATERIALLY AFFECTED.**

**OPSIMEX COULD FACE DIFFICULTIES IN OBTAINING THE NECESSARY RESOURCES TO FINANCE ITS WORKING CAPITAL NEEDS, INVESTMENT SPENDING OR GROWTH STRATEGY.**

**WE ARE EXPOSED TO RISKS RELATED TO THE DEVELOPMENT OF NEW SITES.**

**IF OPSIMEX IS UNABLE TO PROTECT ITS RIGHTS TO THE REAL ESTATE ON WHICH ITS SITE INFRASTRUCTURE IS LOCATED, IT COULD HAVE A MATERIAL ADVERSE EFFECT ON ITS BUSINESS AND RESULTS OF OPERATIONS.**

**BY VIRTUE OF THE REGISTRATION OF THE SHARES WITH THE RNV AND THE LISTING OF THE SHARES ON THE BMV, OPSIMEX WILL BE SUBJECT TO REPORTING AND OTHER REQUIREMENTS.**

**THE MEXICAN GOVERNMENT HAS EXERTED, AND CONTINUES TO EXERT, SIGNIFICANT INFLUENCE OVER THE MEXICAN ECONOMY. CHANGES IN MEXICAN GOVERNMENTAL POLICIES COULD ADVERSELY AFFECT OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION.**

*GENERAL INFORMATION - C. Risk Factors" of the prospectus published by OPSIMEX in light of the registration of the Shares in the RNV. CNBV Publication Authorization No. 153/2666/2022 dated March 14<sup>th</sup>, 2022.*

Mexico City, on March 14<sup>th</sup>, 2022