



## FEMSA announces the pricing of the offering of shares of Heineken N.V. and Heineken Holding N.V.

May 31, 2023

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MONTERREY, Mexico, May 31, 2023 (GLOBE NEWSWIRE) -- Fomento Económico Mexicano, S.A.B. de C.V. ("**FEMSA**" or the "**Company**") (NYSE: FMX; BMV: FEMSAUBD, FEMSAUB) announces today the pricing of the sale by the Company and its wholly-owned subsidiaries Compañía Internacional de Bebidas, S.A. de C.V. and Grupo Industrial Emplex, S. de R.L. de C.V. of its entire holding of existing issued ordinary shares of both Heineken N.V. and Heineken Holding N.V. (together, the "**Heineken Group**") by way of an accelerated book build of shares in the total amount of EUR 3.3 billion (approximately 6.0% of the combined interest in the Heineken Group) (the "**Equity Offering**") as well as a bilateral sale of additional shares to Heineken N.V., except for any shares retained underlying FEMSA's outstanding EUR 500 million 2.625% senior unsecured Exchangeable Bonds due 2026 (the "**Bonds**"), exchangeable into ordinary shares of Heineken Holding N.V. Given the strength of demand seen for the Equity Offering, the Company has decided not to proceed with the concurrent tap issuance of its outstanding Bonds announced on May 30, 2023.

The Equity Offering and the bilateral sale to Heineken N.V. have been approved by FEMSA's board of directors and is conducted and announced in accordance with applicable law.

The Equity Offering was executed via an accelerated bookbuild to qualified investors.

The Equity Offering consisted of:

- 26.3 million shares in Heineken N.V. representing 4.6% of the issued share capital at a price of EUR92.75 per share, raising gross proceeds of approximately 2.4 billion Euros; and
- 11.5 million shares in Heineken Holding N.V. representing 4.0% of the issued share capital at a price of EUR 77.25 per share, raising gross proceeds of approximately 0.9 billion Euros.

In addition to the Equity Offering, Heineken N.V. has committed to purchase 2.5 million shares in Heineken N.V. and 1.3 million shares in Heineken Holding N.V. or EUR 234.8 million and EUR 97.8 million respectively at the final offer prices, in aggregate equivalent to an additional c.10% of the Equity Offering.

Following the completion of the Equity Offering and the bilateral sale, FEMSA will not retain any residual holding in Heineken N.V. or in Heineken Holding N.V. except for any shares retained underlying FEMSA's outstanding Bonds, exchangeable into ordinary shares of Heineken Holding N.V.

As previously indicated, L'Arche Green N.V., the entity through which the Heineken Family exercises control of Heineken Holding N.V., participated in the Equity Offering for an amount of c. EUR 50 million in shares in Heineken Holding N.V.

No prospectus or similar document will be published in connection with the Equity Offering.

Any offer or sale of existing shares in the Heineken Group in the Equity Offering was made (A) (i) outside the United States in offshore transactions in reliance on Rule 903 of Regulation S under the U.S. Securities Act or (ii) within the United States to qualified institutional buyers (as defined in Rule 144A under the U.S. Securities Act) pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act, and (B) with respect to sales in the EEA or the UK, to qualified investors as defined in the Prospectus Regulation (as defined below).

The Company and its two subsidiaries are subject to lock-up undertakings ending 60 days after the settlement of the Equity Offering, subject to customary exceptions, as well as waiver by certain of the Joint Bookrunners.

### **Use of Proceeds**

The Company will use the proceeds of the transaction for general corporate purposes.

### **Syndicate and Bookbuilding Process**

Barclays Bank PLC acted as sole financial adviser to FEMSA in respect of the transaction (the "**Sole Financial Adviser**").

BofA Securities, Goldman Sachs International, J.P. Morgan, Morgan Stanley and Citigroup are acting as joint bookrunners (the "**Joint Bookrunners**") in respect of the Equity Offering.

Settlement of the Equity Offering is expected to take place on June 2, 2023.

This press release relates to the disclosure of information that qualified, or may have qualified, as inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation.

### **About FEMSA**

FEMSA is a company that creates economic and social value through companies and institutions and strives to be the best employer and neighbor to the communities in which it operates. It participates in the retail industry through a Proximity Division operating OXXO, a small-format store chain, OXXO Gas, a chain of retail service stations, and Valora, an operator of convenience and foodvenience formats present in 5 countries in Europe. In

the retail industry it also participates through a Health Division, which includes drugstores and related activities and Digital@FEMSA, which includes Spin by OXXO and OXXO Premia, among other loyalty and digital financial services initiatives. In the beverage industry, it participates through Coca-Cola FEMSA, the largest franchise bottler of Coca-Cola products in the world by volume; and in the beer industry, as the second largest shareholder of Heineken, one of the world's leading brewers with operations in over 70 countries. FEMSA also participates in the logistics and distribution industry through its Strategic Business Unit, which additionally provides point-of-sale refrigeration and plastic solutions to its business units and third-party clients. Across its business units, FEMSA has more than 320,000 employees in 18 countries. FEMSA is a member of the Dow Jones Sustainability MILA Pacific Alliance, the FTSE4Good Emerging Index and the Mexican Stock Exchange Sustainability Index: S&P/BMV Total México ESG, among other indexes that evaluate its sustainability performance.

### FEMSA Forward Announcement

The foregoing transactions are consistent with the strategic initiatives announced by FEMSA on February 15, 2023, as a result of a thorough strategic review of its business platform, including the bottom-up definition of long-range plans for each business unit, as well as the top-down analysis of FEMSA's corporate and capital structure. That announcement is available at: <https://www.globenewswire.com/news-release/2023/02/15/2609255/0/en/FEMSA-Forward-Announcing-results-of-strategic-review.html>. That announcement does not form part of this communication.

Because the Equity Offering, when combined with sales of Heineken shares as announced by the Company on February 17, 2023, represents more than 10% of the Company's total consolidated assets as of December 31, 2022 and 10% of the total consolidated sales for the fiscal year ended 2022, Mexican law requires FEMSA to prepare and distribute an information memorandum, which it will distribute as soon as practicable once the required financial information becomes available.

### Disclaimer

The Offering does not require the approval of FEMSA's shareholders.

No action has been taken by the Company, the Joint Bookrunners or any of their respective affiliates that would permit an offering of the shares in the Equity Offering in Heineken N.V. and Heineken Holding N.V. (together the "**Securities**") or possession or distribution of this announcement or any offering or publicity material relating to the Securities in any jurisdiction where action for that purpose is required. The distribution of this announcement and the offer and sale of the Securities in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or other information referred to herein comes are required by the Company and the Joint Bookrunners to inform themselves about, and to observe, any such restrictions.

This announcement is not for distribution, directly or indirectly in or into the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act). This announcement is not an offer to sell securities or the solicitation of any offer to buy securities, nor shall there be any offer of securities in any jurisdiction in which such offer or sale would be unlawful.

The Securities are not being offered to the public in any jurisdiction and may not be offered to the public in any jurisdiction in circumstances which would require the preparation or registration of any prospectus or offering document relating to the Securities in such jurisdiction. This announcement is not an offer of securities or investments for sale nor a solicitation of an offer to buy securities or investments in any jurisdiction where such offer or solicitation would be unlawful. This announcement does not contain or constitute an offer for sale or the solicitation of an offer to purchase securities in the United States, Australia, Canada, Japan, Mexico or South Africa or in any jurisdiction in which such offer or solicitation is unlawful. The Securities have not been and will not be registered under the U.S. Securities Act and may not be offered or sold in the United States or to U.S. persons, absent registration under the U.S. Securities Act or pursuant to an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. There will be no public offer of the Securities in the United States, Australia, Canada, Japan, Mexico or South Africa. No action has been taken by FEMSA, the Joint Bookrunners or any of their respective affiliates to permit a public offering of the Securities or possession or distribution of this announcement in any jurisdiction where action for that purpose is required. Neither this announcement nor anything contained herein shall form the basis of, or be relied upon in connection with, any offer or purchase whatsoever in any jurisdiction and shall not constitute or form part of an offer to sell or the solicitation of an offer to buy any securities in the United States or in any other jurisdiction.

This announcement does not comprise a prospectus for the purposes of the Prospectus Regulation (as defined below) and/or Part VI of the Financial Services and Markets Act 2000 of the United Kingdom or otherwise and has not been approved by the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*) or any other European securities supervisory authority. It is for information purposes only and is not to be relied upon in substitution for the exercise of independent judgement. It is not intended as investment advice and under no circumstances is it to be used or considered as an offer to sell to, or a solicitation of an offer to buy any security nor is it a recommendation to buy or sell any security.

This announcement and the offering when made are only addressed to, and directed in, member states of the European Economic Area (the "**EEA**") (each, a "**Member State**") and the United Kingdom, at persons who are "qualified investors" within the meaning of the Prospectus Regulation ("**Qualified Investors**") or to and at other persons to whom the offering can otherwise be made pursuant to available exemptions under the Prospectus Regulation. For these purposes, the expression "Prospectus Regulation" means Regulation (EU) 2017/1129, as amended and Regulation (EU) 2017/1129 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**").

In addition, in the United Kingdom, this announcement is being distributed only to, and is directed only at, Qualified Investors who are persons who 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, as amended (the "**Order**") or who are high-net-worth entities and other persons to whom it may otherwise lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "**Relevant Persons**"). This announcement is directed only at Relevant Persons and must not be acted on or relied on (i) in the United Kingdom, by persons who are not Relevant Persons, and (ii) in a Member State of the EEA, by persons who are not Qualified Investors. Any investment or investment activity to which this announcement relates is available only to (a) Relevant Persons in the United Kingdom and will be engaged in only with Relevant Persons in the United Kingdom and (b) Qualified Investors in Member States of the EEA. Any person in the United Kingdom who is not a Relevant Person should not act or rely on this announcement or any of its contents.

Any decision to purchase any of the Securities should only be made on the basis of an independent review by a prospective investor of the Company's and the Heineken Group's publicly available information. None of the Sole Financial Adviser, the Joint Bookrunners, their respective affiliates or any of their or their respective affiliates' directors, officers, employees, advisers or agents accept any liability arising from the use of, or make any representation or warranty, express or implied, as to the accuracy or completeness of, this announcement arising from the Company's publicly available

information, or any other information relating to FEMSA, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. The information contained in this announcement is subject to change in its entirety without notice up to the final settlement date.

Each prospective investor should proceed on the assumption that it must bear the economic risk of an investment in the Securities. None of the Company, the Sole Financial Adviser or the Joint Bookrunners make any representation as to (i) the suitability of the Securities for any particular investor, (ii) the appropriate accounting treatment and potential tax consequences of investing in the Securities or (iii) the future performance of the Securities either in absolute terms or relative to competing investments.

An investment in the Securities includes a significant degree of risk. In making any decision to purchase any of the Securities, an investor will be deemed (a) to have such business and financial experience as is required to give it the capacity to protect its own interests in connection with the purchase of the Securities, (b) not to have relied on (i) any investigation that the Joint Bookrunners or any of their respective affiliates, or any person acting on behalf of the Joint Bookrunners or any of their respective affiliates, may have conducted with respect to the FEMSA, Heineken Holding N.V. or any of the Securities or (ii) any discussions, negotiations or other communications entered into with, or any other written or oral information made available by any of the Joint Bookrunners or their respective officers, employees or agents, (c) to have made its own investment decision regarding the Equity Offering based on its own knowledge, investigation and assessment of FEMSA, FEMSA's subsidiaries, Heineken Holding N.V., Heineken N.V. and/or the Equity Offering, the terms of the Securities and the terms of the placement of the Securities, and based on such other publicly available information it deems necessary, appropriate and sufficient (and which it confirms it has been able to access, read and understand) and (d) to have consulted its own independent advisers or to otherwise have satisfied itself concerning, without limitation, accounting, regulatory, tax or other consequences in the light of its particular situation under the laws of all relevant jurisdictions.

The Sole Financial Adviser and the Joint Bookrunners are acting on behalf of FEMSA and no one else in connection with the Equity Offering and will not be responsible to any other person for providing the protections offered to clients of the Sole Financial Adviser or the Joint Bookrunners or for providing advice in relation to the Equity Offering.

The Sole Financial Adviser, which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, has been engaged by the Company solely as financial adviser to the Company in respect of the Equity Offering. For the avoidance of doubt, the Sole Financial Adviser will have no role in procuring the placing of shares in the Equity Offering.

In connection with the Equity Offering, the Sole Financial Adviser, the Joint Bookrunners and any of their affiliates may take up a portion of the Securities as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such Securities and other securities of the Company, the Heineken Group or related investments in connection with the Equity Offering or otherwise. Accordingly, references in this announcement to the Securities being sold, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Sole Financial Adviser, any of the Joint Bookrunners and any of their affiliates acting in such capacity. In addition, the Sole Financial Adviser, the Joint Bookrunners and any of their respective affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which the Joint Bookrunners and any of its affiliates may from time to time acquire, hold or dispose of the Securities. Neither the Sole Financial Adviser nor the Joint Bookrunners intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so. In addition, each of the Sole Financial Adviser, the Joint Bookrunners and their respective subsidiaries and affiliates may perform services for, or solicit business from, the Company, the Heineken Group, may make markets in the securities of such persons and/or have a position or effect transactions in such securities.

Each of the Company, the Sole Financial Adviser, the Joint Bookrunners and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any statement contained in this announcement whether as a result of new information, future developments or otherwise.

No assurance can be given that the Equity Offering will be consummated or as to the ultimate terms of the Equity Offering. This announcement contains certain forward-looking statements that reflect the current views and/or expectations of the Company and its management with respect to its performance, business and future events. We use words such as "believe," "anticipate," "plan," "expect," "intend," "target," "estimate," "project," "predict," "forecast," "guideline," "should" and other similar expressions to identify forward-looking statements, but they are not the only way we identify such statements. Such statements are subject to a number of risks, uncertainties and assumptions. We caution you that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in this release. FEMSA is under no obligation and expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Copies of this announcement are not being, and must not be, mailed, or otherwise forwarded, distributed or sent in, into or from the United States or any other jurisdiction in which such mailing would be illegal, or to publications with a general circulation in those jurisdictions, and persons receiving this announcement (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send it in, into or from the United States or any other jurisdiction in which such mailing would be illegal or to publications with a general circulation in those jurisdictions.

Investor Contact (52) 818-328-6000 investor@femsa.com.mx femsa.gcs-web.com Media Contact (52) 555-249-6843 comunicacion@femsa.com.mx femsa.com