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Nemak, S.A.B. de C.V. Announces a Tender Offer and Consent Solicitation for Any and All of Its Outstanding 2.250% Senior Notes Due 2028

MONTERREY, NUEVO LEÓN, MEXICO, September 15, 2026 – NEMAK, S.A.B. de C.V. (the "Company") announced today that it has commenced an offer to purchase (the "Tender Offer") any and all of its outstanding 2.250% Senior Notes due 2028 (Regulation S Notes: ISIN XS2362994068 / Common Code 236299406; Rule 144A Notes: ISIN XS2362996519 / Common Code 236299651) (the "Notes") and a solicitation of consents (the "Consents") to amend the indenture relating to the Notes (the "Consent Solicitation" and, together with the Tender Offer, the "Offer"), upon the terms and subject to the conditions set forth in the Offer Document (as defined below).

The Tender Offer

The Tender Offer will expire at 11:00 a.m., New York time (5:00 p.m., Central European Time), on September 22, 2026 (such time and date, as the same may be extended, the "Expiration Date"). Noteholders who validly tender their Notes and deliver their corresponding Consents at or prior to the Expiration Date and do not validly withdraw their Notes and revoke their corresponding Consents prior to the Withdrawal Deadline (as defined below), and whose tender of Notes and delivery of Consents are accepted by the Company, will receive an amount equal to €1,000 for each €1,000 principal amount of Notes tendered (the "Total Consideration"), in addition to accrued and unpaid interest up to (but excluding) the Settlement Date, as defined below ("Accrued Interest") and additional amounts thereon.

The terms and conditions of the Offer are set forth in an offer to purchase and consent solicitation statement dated the date hereof (as it may be amended or supplemented from time to time, the "Offer Document"). Subject to applicable law, the Company, in its sole discretion, may amend, extend, terminate or withdraw the Offer.

The purpose of the Tender Offer is to acquire all of the outstanding Notes. Notes validly tendered (and not validly withdrawn) and accepted for purchase by the Company in the Tender Offer will be retired and cancelled. On or after the Settlement Date, the Company intends but is not obliged to issue a notice of redemption with respect to all Notes that may remain outstanding following the Settlement Date, in accordance with the terms of the indenture governing the Notes (the "Indenture").

Conditions to the Offer

The Company's obligation to accept for purchase and to pay for Notes validly tendered and not withdrawn pursuant to the Tender Offer is subject to the satisfaction or waiver of certain conditions, which are more fully described in the Offer Document, including, among others, the valid receipt of the Required Consents (as defined below).

The Consent Solicitation

The Consent Solicitation is being made concurrently with the Tender Offer. Under the Consent Solicitation, the Company is soliciting Consents to certain proposed amendments to the Indenture, to eliminate substantially all of the restrictive covenants, certain events of default and certain additional covenants and rights contained in the Notes and the Indenture and to shorten (i) the minimum notice period to noteholders required for a redemption from 30 days to three (3) Business Days prior to the redemption date; and (ii) the minimum period to provide an officers' certificate to the Trustee in connection with the redemption from 45 days to three (3) Business Days prior to the redemption date (the "Proposed Amendments").

Noteholders who desire to tender their Notes must deliver Consents to the Proposed Amendments. Noteholders may not deliver Consents without tendering the related Notes and may not tender their Notes without delivering their Consents.

Adoption of the Proposed Amendments is conditioned, among other things, on the valid delivery to the Tender Agent appointed by the Company (named below) of the Consents of noteholders representing at least a majority of the aggregate principal amount of the outstanding Notes (the "Required Consents"). The Proposed Amendments will be implemented through the execution of a supplemental indenture to the Indenture (the "Supplemental Indenture"), which will be executed by the Company and the Trustee on or promptly following the Expiration Date, if the Required Consents are received. The Supplemental Indenture will be effective from the date on which the Supplemental Indenture is executed, provided that such Proposed Amendments shall only become operative on the Settlement Date, once the Required Consents are received, upon deposit of the Total Consideration, in immediately available funds, with Euroclear Bank SA/NV or Clearstream Banking, société anonyme, as applicable, in respect of such tendered Notes.

Withdrawal Rights

Notes tendered may only be withdrawn and revoked prior to 11:00 a.m., New York time (5:00 p.m. Central European Time) on September 22, 2026, unless extended by us (the "Withdrawal Deadline"). No Noteholder may withdraw its tender of Notes without revoking the corresponding Consents or revoke its Consents without withdrawing the corresponding tender of Notes. If the Offer is extended, the Withdrawal Deadline will be extended to the earlier of (i) the Expiration Date (as extended) and (ii) the tenth (10th) Business Day after the commencement date of the Offer. The Notes may also be validly withdrawn in the event that the Offer has not been consummated within sixty (60) Business Days after the commencement date of the Offer.

Settlement

Subject to the terms and conditions of the Offer being satisfied or waived and to the Company's right to amend, extend, terminate or withdraw the Offer, the Company expects that payment for all Notes validly tendered at or prior to the Expiration Date and accepted by the Company will be made on the date the Company selects promptly following the Expiration Date (the "Settlement Date").

The Company expects the Settlement Date (subject to any extension of the Expiration Date) to be September 24, 2026.

Scotia Capital (USA) Inc. is the dealer manager and solicitation agent (the "Dealer Manager") for the Offer. D.F. King Ltd has been appointed as the tender, tabulation and information agent (the "Tender Agent") for the Offer.

Any questions or requests for assistance in connection with the Offer, may be directed to the Dealer Manager:

Scotia Capital (USA) Inc.
250 Vesey Street
New York, New York 10281
United States of America
Attention: Liability Management Group
Collect: +1 (212) 225-5559
Toll-free: +1 (800) 372-3930
Email: LM@scotiabank.com

The delivery of electronic instructions or requests for additional copies of the Offer Document or related documents, which may be obtained free of charge, may be directed to the Tender Agent:

D.F. King Ltd.
51 Lime Street, London
EC3M 7DQ, United Kingdom
Banks and brokers call:
+44 20 7920 9700
Offer Website: https://clients.dfkingltd.com/nemak/
Email: nemak@dfkingltd.com

Noteholders may also contact their broker, dealer, bank, custodian, trust company or other nominee or intermediary through which they hold Notes for assistance concerning the Offer.

The Offer Document will be distributed to noteholders promptly. Copies of the Offer Document are available for noteholders at the following Offer website: https://clients.dfkingltd.com/nemak/.

This press release is not an offer to sell or a solicitation of an offer to buy any security. The Offer is being made solely pursuant to the Offer Document.

The Offer does not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not permitted by law or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

In any jurisdiction in which the Offer is required to be made by a licensed broker or dealer and in which the Dealer Manager, or any affiliates thereof, are so licensed, the Offer will be deemed to have been made by the Dealer Manager or such affiliates, on behalf of the Company.

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”, “believe”, “expect”, “estimate”, “plan” and similar expressions are generally intended to identify forward-looking statements. The Company 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 Offer Document.

About the Company

Nemak, S.A.B. de C.V. is a publicly traded variable capital stock corporation (sociedad anónima bursátil de capital variable) incorporated on December 6, 1993, in San Pedro Garza García, Nuevo León, Mexico. Since its incorporation, it has operated under the corporate names Acciones Corporativas de México, S.A. de C.V., Tenedora Nemak, S.A. de C.V., and Nemak, S.A. de C.V., adopting its current corporate name, Nemak, S.A.B. de C.V., in 2015 in connection with its listing on the Mexican Stock Exchange (Bolsa Mexicana de Valores). Although Nemak, S.A.B. de C.V. was incorporated in 1993, its operations date back to 1981 and, through its subsidiary Nemak México, S.A., incorporated on March 12, 1979, it has evolved into a leading provider of innovative lightweighting solutions for the global automotive industry, specializing in the development and manufacturing of multi-material components for e-mobility, structure & chassis, and ICE powertrain applications.