



May 16, 2024

To: Holders of the following Unifin Financiera, S.A.B. de C.V. Notes (the “**Notes**”):

- (a) the 7.250% Senior Notes Due 2023 (CUSIP Nos. 90470T AA6 and P94461 AB9) issued pursuant to that certain Indenture, dated as of September 27, 2016 (as amended by that certain First Supplemental Indenture, dated as of June 3, 2019);
- (b) the 7.000% Senior Notes Due 2024 (CUSIP Nos. P9485M AB5, 90471M AB8 and 90471M AC6) issued pursuant to that certain Indenture, dated as of August 12, 2019;
- (c) the 7.000% Senior Notes Due 2025 (CUSIP Nos. 90470T AB4 and P94461 AC7) issued pursuant to that certain Indenture, dated as of May 15, 2017 (as amended by that certain First Supplemental Indenture, dated as of June 3, 2019);
- (d) the 7.375% Senior Notes Due 2026 (CUSIP Nos. 90470T AD0 and P94461 AE3) issued pursuant to that certain Indenture, dated as of February 12, 2018 (as amended by that certain First Supplemental Indenture, dated as of June 3, 2019);
- (e) the 8.375% Senior Notes Due 2028 (CUSIP Nos. 90471M AA0 and P9485M AA7) issued pursuant to that certain Indenture, dated as of July 18, 2019; and
- (f) the 9.875% Senior Notes Due 2029 (CUSIP Nos. 90471M AD4, P9485M AC3 and P9485M AE9) issued pursuant to certain Indenture, dated as of January 28, 2021<sup>1</sup>.

As you are aware, on November 3, 2022, Unifin Financiera, S.A.B. de C.V., (“**Unifin**” or the “**Debtor**”) commenced a voluntary *concurso* proceeding (the “**Case**”) under the Concurso Proceedings Law (*Ley de Concursos Mercantiles*), in the First District Court for Concurso Proceedings in Mexico City (the “**Court**”).

You are being sent this Instruction Letter and the Distribution Form attached hereto as **Exhibit A** (the “**Distribution Form**”) because Unifin has identified you as a beneficial holder of the Debtor’s Notes (a “**Beneficial Holder**”) that is entitled to receive one or several distributions of Cash and a distribution of New Common Stock (together, the “**Distribution**”) <sup>2</sup> as a result of, and arising under, the Case. Please refer to the *Debtor’s Concurso Agreement* (as may be amended, altered,

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<sup>1</sup> Please take note that the 8.875% Subordinated Perpetual Notes (CUSIP Nos. 90470TAC2 and P94461AD5) issued pursuant to that certain Indenture, dated as of January 29, 2018, as subordinated claims of the Debtor, recognized with such character in the Judgment of Recognition and Ranking of Claims within the Debtor’s Concurso Agreement (as such term is further described below), were extinguished in their entirety under the Concurso Agreement.

<sup>2</sup> For additional information regarding the Distribution of New Common Stock under the Concurso Agreement, please see the Notice of Mexican Brokerage Requirement attached hereto as **Exhibit B**.

modified, or supplemented from time to time, the “**Concurso Agreement**”<sup>3</sup> for more information about how your rights may be affected.

**A. Entitlements to Be Distributed.** Pursuant to the Concurso Agreement, Beneficial Holders of the Notes are entitled to receive cash (from time to time) and New Common Stock.

**Cash.** The Debtors (as defined in the Instruction Letter) will distribute cash in the amount required by the Concurso Agreement to the Beneficial Holders, from time to time, directly through the Depositary Trust Company (“**DTC**”) via a placeholder notation (a “**Cash Escrow CUSIP**”), which can be used by the Debtor/Mexican Liquidating Trust to make cash payments (from time to time) to the Beneficial Holders. The date or amount of the initial distribution of cash is not yet determined. No action is required to receive the cash, because such cash, including initial or future distributions, will be mandatorily exchanged for the underlying Notes. Holders of a Cash Escrow CUSIP will, in turn, be able to transfer through DTC, by referring to the Cash Escrow CUSIP, any of their holdings and rights, partially or in full, and new holders of the Cash Escrow CUSIP will receive, from time to time, cash distributions through DTC based upon their ownership recognized through the Cash Escrow CUSIP. The Cash Escrow CUSIPs will remain in effect and may be referenced for transfers, until the final cash distribution has been made by the Debtor/Mexican Liquidating Trust, at which point, all Cash Escrow CUSIPs will be canceled.

**New Common Stock.** The Beneficial Holders are also entitled to receive New Common Stock. The New Common Stock will not be issued nor distributed through DTC; rather, the New Common Stock has been issued and will be distributed by Unifin, through a special purpose vehicle in the form of a Mexican trust established by Unifin, as approved by its General Shareholders Meeting held on January 29, 2024. The New Common Stock will be distributed by the crediting of accounts maintained at S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V., the Mexican clearing house (“**Indeval**”), by Mexican bank or broker-dealer custodians, designated by, and acting for, Beneficial Holders or their Designees. To receive the New Common Stock, Beneficial Holders must (i) complete the form attached as **Exhibit B** (relating to their designation of a custodian at Indeval), (ii) provide all the registration information required on the Distribution Form to Kroll Restructuring Administration LLC (“**Kroll**”) and (iii) tender their Notes into DTC’s Automated Tender Offer Program (“**ATOP**”) as described herein to prove their ownership of the Notes and obtain a unique reference number to include on the Distribution Form.

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<sup>3</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Concurso Agreement.

**Please be advised that no action will be needed to receive cash distributions. Cash distributions are to be credited to accounts which contain Cash Escrow CUSIPs where Beneficial Holders (including assignees of Beneficial Holders) hold their Unifin investment.**

**If Beneficial Holders wish to receive only distributions of cash and do not desire to receive New Common Stock, no further action needs to be taken by such Beneficial Holders.**

## **B. Information to Be Provided in Order to Receive New Common Stock**

Unifin needs to collect registration information from each Beneficial Holder of the Notes for the purpose of delivering the New Common Stock under the Concurso Agreement. The Debtor is also enabling each Beneficial Holder of the Notes to identify up to three designees (each, a “**Designee**”) for the receipt of its New Common Stock. Any such Designee can either be (i) an affiliate or (ii) the counterparty to a binding assignment agreement.

**DTC’s ATOP.** In connection with issuing New Common Stock to the Beneficial Holders, the Debtor will use DTC’s ATOP system to obtain confirmation of the positions held by each Beneficial Holder and certain certifications relating thereto. You may hold your Notes (represented by your share-related escrow CUSIP) directly at the DTC or you may hold your Notes “in street name” through a bank, broker or other financial institution that is a participating nominee at DTC (your “**Nominee**”). To the extent applicable, each Beneficial Holder must take the affirmative steps necessary to cause the Beneficial Holder’s Nominee to tender the Beneficial Holder’s share-related escrow CUSIP into ATOP to certify their position. Upon your Nominee’s successful tendering of the share-related escrow CUSIP through ATOP, your Nominee (or you as Beneficial Holder, should you hold your Notes directly) will receive a unique ATOP Confirmation Number, also known as a “voluntary offering instruction” or “VOI”. Please provide such VOI number below in Section 1 of the Distribution Form. You may need to coordinate with your Nominee to obtain your VOI number or have your Nominee complete this section for you. If you hold separate blocks of existing Notes at separate Nominees, please complete a separate Distribution Form for each such block. Bulk elections through ATOP are not permitted. **You may tender your Notes in the minimum amount of \$1.00 and in increments of \$1.00 thereafter.** Additionally, withdrawals through ATOP are not permitted.

For purposes of facilitating the ATOP event through DTC, DTC issued Escrow CUSIPs to holders of the aforementioned Notes as of the settlement date of May 23, 2024. The DTC ATOP events will be setup using the Escrow CUSIPs described in the table below.

Description	Target CUSIP	Escrow CUSIP – New Common Stock
7.250% Senior Notes Due 2023	90470TAA6	904ESCAD2
7.250% Senior Notes Due 2023	P94461AB9	904ESCAD2
7.000% Senior Notes Due 2024	90471MAB8	904ESCAF7
7.000% Senior Notes Due 2025	90470TAB4	904ESCAH3
7.000% Senior Notes Due 2025	P94461AC7	904ESCAH3
7.375% Senior Notes Due 2026	90470TAD0	904ESCAK6
7.375% Senior Notes Due 2026	P94461AE3	904ESCAK6
8.375% Senior Notes Due 2028	90471MAA0	904ESCAM2
8.375% Senior Notes Due 2028	P9485MAA7	904ESCAM2
9.875% Senior Notes Due 2029	90471MAD4	904ESCAP5
9.875% Senior Notes Due 2029	P9485MAC3	904ESCAP5

**Documentation Required.** Holders must submit to Kroll separately through Kroll’s electronic submission portal the information requested in the attached Distribution Form. Holders that fail to timely provide such information to Kroll by June 20, 2024 (the “***Initial Submission Deadline***”) will not receive their New Common Stock on the first settlement date of the transaction which is anticipated to occur on June 27, 2024 (the “***First Settlement Date***”). If Holders provide such information to Kroll after the Initial Submission Deadline but on or before November 15, 2024 at 5:00 PM ET (the “***Second Deadline***”), Holders will receive their New Common Stock as soon as reasonably practicable thereafter. If Holders fail to provide such information to Kroll by the Second Deadline they will be required to contact Unifin directly to coordinate such distribution through a mechanism different from the mechanism described herein. After the Second Deadline, you may contact Unifin as follows:

Avenida Presidente Masaryk 111  
Colonia Polanco V Sección, Miguel Hidalgo, 11550  
Ciudad de México  
[jorge.it@unifin.com.mx](mailto:jorge.it@unifin.com.mx).

**THE ATTACHED DISTRIBUTION FORM MUST BE COMPLETED AND SUBMITTED TO KROLL VIA KROLL’S ELECTRONIC SUBMISSION PORTAL FOUND HERE:**

**<https://deals.is.kroll.com/unifin>.**

Upon navigating to the aforementioned site, please click on the link titled “Submit Registration Form” and the form will be made available for your available for your input.

Please note that the Distribution Form requires (among other things) the following information and documentation:

- i. Full name.
- ii. Full address, including, without limitation, the city, state or province, country name and foreign postal code or U.S. ZIP code.
- iii. Telephone number.
- iv. E-mail address.

You will be permitted to designate a Designee (as defined in the Instruction Letter) to receive your New Common Stock.

**Cancellation of Notes.** Subsequently to the escrow CUSIPs' identifying interests of each Beneficial Holder in the Notes<sup>4</sup>, the existing Notes will be cancelled through DTC. The Cash Escrow CUSIPs, as an identification of interests, will remain in effect and may be referenced for transfers, until the final cash distribution has been made by the Debtor/Mexican Liquidating Trust, at which point, all Cash Escrow CUSIPs will be canceled.

**Please follow the below instructions to register and/or name a Designee to receive your distribution of New Common Stock:**

**Step 1:** Please input the Beneficial Holder's name and address in **Section 1** below and confirm that the information is correct. If the Beneficial Holder fails to include a name and address in **Section 1**, the Distribution Form will be deemed incomplete, and no New Common Stock will be delivered to the Beneficial Holder until this deficiency is cured.

**Step 2:** Please use **Section 2** to confirm that the Beneficial Holder seeks to have its New Common Stock registered in its name or to appoint a Designee<sup>5</sup> to receive its New Common Stock.

**Step 3:** Provide the required registration information in **Section 3** (the "Registration Information") and make the applicable selections in **Section 4**.

**Step 4:** Review and execute the Certification in **Section 5**.

**Step 5:** Return a completed Distribution Form to Unifin via Kroll's electronic submission portal using the steps described above as soon as possible and no later than June 20, 2024 (the "Initial Submission Deadline"). **Please note, electronic submission through Kroll's portal is the only valid method of submission. Neither hard copies nor email will be accepted.**

**PLEASE DO NOT SUBMIT YOUR DISTRIBUTION FORMS TO THE BANK OF NEW YORK MELLON, AS TRUSTEE.**

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<sup>4</sup> Escrow CUSIPs are merely an identification of interest, but not a security or other evidence of rights.

<sup>5</sup> Up to three designees. If so elected, Kroll's portal will allow the designation of up to three Designees and for the Beneficial Holder to complete Section 3 of Exhibit A for each Designee, as needed.

**Beneficial Holders who fail to return the Distribution Form, return their Distribution Form after the Initial Submission Deadline, or return an incomplete Distribution Form shall not have the right to receive their Distributions at the First Settlement Date.**

**PLEASE NOTE:** If you have any questions, please contact Enrique Mondragón, Jorge It and Mariana Pérez-Gavilán at the following email addresses: emondragon@unifin.com.mx; jorge.it@unifin.com.mx or mperezgavilan@unifin.com.mx. Notwithstanding this, Unifin cannot provide you with legal, tax or financial advice. If you have any questions about the legal or tax implications of providing this information, you should contact your attorney or tax advisor.

For questions related to the submission of the form through Kroll's electronic submission portal or the process of utilizing DTC's ATOP system to certify underlying holder positions, please contact Kroll at the following e-mail address:

**Unifin@is.kroll.com**

**EXHIBIT A****DISTRIBUTION FORM FOR RECEIPT OF NEW COMMON STOCK<sup>6</sup>**

FAILURE TO RETURN THE REQUESTED INFORMATION BY THE INITIAL SUBMISSION DEADLINE WILL RESULT IN THE NEW COMMON STOCK TO WHICH YOU ARE ENTITLED AS PART OF YOUR DISTRIBUTION NOT BEING DISTRIBUTED AT THE FIRST SETTLEMENT DATE. As a Beneficial Holder, it is your responsibility to accurately complete and/or verify the information set forth on this Distribution Form. Unifin is not and will not be responsible for the accuracy of the information contained on a submitted Distribution Form and is not and shall not be liable in the event such information is incorrect.

**Section 1. Beneficial Holder Information**

Please input your relevant name and address information in the spaces below. You will have an opportunity in **Section 2** to designate an affiliate or, with respect to documented and unsettled trades, a counterparty, to receive your New Common Stock.

Name of Beneficial Holder: \_\_\_\_\_

Beneficial Holder Address 1: \_\_\_\_\_

Beneficial Holder Address 2: \_\_\_\_\_

VOI Number or Euroclear/Clearstream reference numbers: \_\_\_\_\_

Principal Amount of Notes Tendered Into DTC ATOP:

\_\_\_\_\_

Name of DTC-Participating Nominee Holding Notes at DTC: \_\_\_\_\_

DTC Participant Number of DTC-Participating Nominee Holding Position at DTC: \_\_\_\_\_

**Section 2. Designation of Another Entity to Receive Your Distribution of Shares**

Please check the box below if you are directing the Debtor to issue your Distribution of Shares in the name of a Designee

- ☐ **Beneficial Holder hereby confirms that it seeks to have the Distribution registered in its name and according to the details provided in Section 3 of this Distribution Form.**

<sup>6</sup> Each capitalized term used herein but not otherwise defined herein shall have the meaning ascribed to it in the Distribution Letter.

- ☐ **Beneficial Holder hereby elects for a Designee<sup>7</sup> to receive the Distribution to which it is entitled under the Concurso Agreement and provides the registration information for the Designee in Section 3 of this Distribution Form.**

### **Section 3. Registration Information**

Below please insert the name, address information and other identification information for the entity to receive any Distributions to which you are entitled under the Concurso Agreement.

Name 1: \_\_\_\_\_

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

City: \_\_\_\_\_

State or Province: \_\_\_\_\_

Country Name: \_\_\_\_\_

Postal Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

E-Mail Address: \_\_\_\_\_

### **Section 4. Mexico Tax Treaty Inquiry (check box and insert information below *only if applicable*):**

- ☐ **Beneficial Holder hereby confirms that the beneficial owner of the Notes is a resident of \_\_\_\_\_ within the meaning of the income tax treaty between Mexico and that country.**

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<sup>7</sup> Up to three designees. If so elected, Kroll's portal will allow the designation of up to three Designees and for the Beneficial Holder to complete this Section 3 of Exhibit A for each Designee, as needed.

**Section 5. Certification and Signature**

By signing below, I certify that the information provided on this Distribution Form is accurate and should be used for purposes of the New Common Stock Distributions to which the undersigned is entitled on account of its claim pursuant to the Concurso Agreement. To the extent the undersigned is providing this Distribution Form on behalf of a Beneficial Holder, the undersigned certifies that it has the requisite authority to do so and will submit evidence of the same upon request.

Name of Beneficial Holder: \_\_\_\_\_

Signature: \_\_\_\_\_

Name of Signatory: \_\_\_\_\_

Title of Signatory: \_\_\_\_\_

Public Deed Number (for Mexican entities only): \_\_\_\_\_

Telephone No. of Signatory: \_\_\_\_\_

E-Mail Address of Signatory: \_\_\_\_\_

Date Completed: \_\_\_\_\_

**ANY BENEFICIAL HOLDER THAT FAILS TO TIMELY RETURN A PROPERLY COMPLETED DISTRIBUTION FORM IN ACCORDANCE WITH THE PROCESS OUTLINED IN THE DISTRIBUTION LETTER BY THE INITIAL SUBMISSION DEADLINE, WILL NOT HAVE THE RIGHT TO RECEIVE ANY DISTRIBUTION AT THE FIRST SETTLEMENT DATE.**

Please return a completed Distribution Form to Unifin via Kroll's electronic submission portal using the steps described above as soon as possible and no later the Initial Submission Deadline of June 20, 2024 . **Please note, electronic submission through Kroll's portal is the only valid method of submission. Hard copy and email submission will be NOT be accepted.**

**EXHIBIT B**

**Mexican Brokerage Requirement**

**Date:** \_\_\_\_\_

**Unifin Financiera, S.A.B. de C.V.**  
Avenida Presidente Masaryk 111, 3rd floor  
Col. Chapultepec Polanco  
Alc. Miguel Hidalgo  
11560, Ciudad de México, México

**Subject:** Share Transfer Instruction

Ladies and Gentlemen:

Reference is made to (1) the Restructuring Plan (*Convenio Concursal*) entered into by Unifin Financiera, S.A.B. de C.V. (“**Unifin Financiera**”) and the majority of its Recognized Creditors, as provided in Article 157 of the Mexican Concurso Law (*Ley de Concursos Mercantiles*) within the concurso proceeding carried out before the First District Court in Concurso Proceedings sitting in Mexico City but with federal jurisdiction in the Mexican Republic, under docket file 65/2022, which provides, among other matters, the debt-into-equity conversion of part of the recognized claims in favor of those Recognized Creditors under the unsecured class, as well as the authorization to execute and carry out any and all of the legal acts and execute all the agreements and, in general, any other document and corporate act that may be necessary to formalize, provide effectiveness and implement the agreements contained in the Restructuring Plan; (2) Unifin Financiera’s General Ordinary Annual Shareholders Meeting held on January 29, 2024; and (3) the Administration Trust CIB/4195, entered into between Unifin Financiera, as settlor, and CIBanco, S.A., Institución de Banca Múltiple, as trustee (“**Trust**”), for purposes of making distributions of Unifin Financiera’s common stock to such Recognized Creditors. Capitalized terms that are not expressly defined in this document shall have the meaning attributed to such terms in the Trust.

By means of this letter, as creditor of Unifin Financiera, we hereby request, instruct and authorize Unifin Financiera to instruct CIBanco, as trustee under the Trust, to transfer, as soon as reasonably possible, all of the shares of which the undersigned is entitled to receive under the Restructuring Plan to the brokerage account and data identified on **Exhibit “1”** attached hereto.

We appreciate your attention to this instruction.

Sincerely,

[ Insert Name of Beneficial Holder]

\_\_\_\_\_  
[Signature]

Name:

Exhibit “1” of the Notice Mexican Brokerage Requirement

[To be completed by the Beneficial Holder]

Depository of the Shares:	CIBanco, S.A., Institución de Banca Múltiple, as trustee of the Administration Trust CIB/4195
Custodian of the Shares:	Banco S3 Caceis México, S.A., Institución de Banca Múltiple
Bank Identifier Code of the Custodian of the Shares:	Indeval account 6786
Origin Account:	Account: 1039962  CLABE Account: 160180002710399623
Issuer:	Unifin Financiera, S.A.B. de C.V.
Issuer identifier before the Mexican Stock Exchange:	Unifin A*
ISIN:	MX00UN000002  Value type: 1 Code: Unifin A Series: A
Beneficial Holder’s Mexican Broker Name (acting as custodian):	
Beneficial Holder’s Mexican Broker’s Brokerage Account Number or Bank’s Account Number:	
Indeval’s account of Mexican Broker acting for Beneficial Holder:	
Name of the Beneficial Holder:	
Email address of the Beneficial Holder or of the legal representative of the Beneficial Holder:	