

Aeropuertos Dominicanos Siglo XXI, S.A. Announces Initial Settlement of Tender Offer and Notice of Redemption of Its 9.250% Senior Secured Notes due 2019

January 23, 2017 – Aeropuertos Dominicanos Siglo XXI, S.A. (the “Company”) announced that US\$421,463,000 aggregate principal amount of its outstanding 9.250% Senior Secured Notes due 2019 (CUSIP Nos. 007866 AA4 and P0100V AA1; ISIN Nos. US007866AA48 and USP0100VAA19; Common Codes: 083563940 and 083563478) (the “Notes”) were validly tendered (and not validly withdrawn) at or prior to 5:00 p.m., New York City time, on January 18, 2017 (the “Early Tender/Consent Deadline”), pursuant to the Company’s previously announced cash tender offer (the “Tender Offer”) for any and all of the outstanding Notes. The Company has accepted for purchase all US\$421,463,000 aggregate principal amount of Notes tendered at or prior to the Early Tender/Consent Deadline and made payment for these Notes on January 20, 2017 (the “Initial Settlement Date”). The Tender Offer is being made upon the terms and subject to the conditions set forth in the Company’s Offer to Purchase and Consent Solicitation Statement dated January 4, 2017 (the “Offer to Purchase”), and the related Consent and Letter of Transmittal. The Offer to Purchase and the Consent and Letter of Transmittal are collectively referred to herein as the “Offer Documents.”

In addition, the Company gave notice on January 20, 2017, to holders of Notes that remain outstanding after the consummation of the Tender Offer of redemption in full in accordance with paragraph 5(a) of the Notes and Section 3.07(b) of the Indenture (as defined below) governing the Notes. As described below, the redemption date for the Notes will be February 2, 2017 (the “Redemption Date”). The Company further gave notice that it has satisfied and discharged its obligations under the Indenture by depositing, as of January 20, 2017, with The Bank of New York Mellon (the “Trustee”) all sums payable under the Indenture, after giving effect to the cancellation of the Notes accepted for purchase in the Tender Offer and paid for on the Initial Settlement Date, and delivering irrevocable instructions to the Trustee to apply such deposited money toward the payment of the Notes on the Redemption Date. The Company funded the amounts necessary to satisfy and discharge the Indenture as to the Notes with proceeds from the Financing Transaction (as defined below).

I. Initial Settlement of Tender Offer

The following table summarizes the early tender results as of the Early Tender/Consent Deadline and the aggregate principal amount of Notes that the Company has accepted for purchase on the Initial Settlement Date:

Title of Security	CUSIP / ISIN Numbers / Common Codes	Outstanding Principal Amount⁽¹⁾	Total Consideration⁽²⁾⁽³⁾	Principal Amount Tendered	Principal Amount Accepted for Purchase
9.250% Senior Secured Notes due 2019	144A: 007866AA4 / US007866AA48 / 083563940 Reg S: P0100VAA1 / USP0100VAA19 / 083563478	US\$484,000,000	US\$1,050.31	US\$421,463,000	US\$421,463,000

(1) As of the date of the Offer to Purchase.

(2) Per US\$1,000 principal amount of Notes accepted for purchase.

(3) Excludes accrued and unpaid interest to the Initial Settlement Date, which will be paid in addition to the total consideration.

In accordance with the terms of the Offer to Purchase, the Company made a cash payment to all holders who validly tendered their Notes in the Tender Offer at or prior to the Early Tender/Consent Deadline of US\$1,050.31 per US\$1,000 principal amount of Notes tendered, which includes an early tender payment in an amount in cash equal to US\$4.06 per US\$1,000 principal amount of Notes tendered, plus accrued

and unpaid interest from the last interest payment date to the Initial Settlement Date, for a total cash payment of approximately US\$450 million. Notes that have been validly tendered cannot be withdrawn, except as may be required by applicable law.

The Tender Offer will expire at 5:00 p.m., New York City time, on February 1, 2017, unless extended or earlier terminated by the Company (the “Expiration Time”).

Holders who tender their Notes after the Early Tender/Consent Deadline and at or prior to the Expiration Time will be entitled to receive the total consideration less the early tender payment, or US\$1,046.25 for each US\$1,000 principal amount of Notes, plus accrued and unpaid interest from the last interest payment date to the final settlement date. Subject to limited conditions, all Notes tendered after the Early Tender/Consent Deadline will be accepted and paid for promptly following the Expiration Time. Any Notes not tendered or that the Company does not accept for purchase pursuant to the Tender Offer will be redeemed on the Redemption Date pursuant to the following redemption notice.

The Company’s obligation to consummate the Tender Offer and pay for the tendered Notes is conditioned upon the satisfaction of certain conditions, the full details of which are set forth in the Offer Documents. Holders of the Notes are urged to read the Offer Documents carefully.

The Company funded the payment for the tendered and accepted Notes on the Initial Settlement Date with proceeds from an institutional private placement of US\$317 million aggregate principal amount of 6.750% Senior Secured Notes due 2029 and borrowings under a new senior secured term loan credit facility, which is scheduled to mature on March 31, 2024, in an aggregate principal amount of US\$216 million (collectively, the “Financing Transaction”).

The Company has retained J.P. Morgan Securities LLC and Scotia Capital (USA) Inc. as the dealer managers and solicitation agents (the “Dealer Managers”) for the Tender Offer. The Company has retained D.F. King & Co., Inc. as information agent and tender agent (the “Information Agent”) for the Tender Offer. Persons with questions regarding the Tender Offer should contact J.P. Morgan Securities LLC at 1 (888) 846-2874 (toll free) or (212) 834-7279 (collect) or Scotia Capital (USA) Inc. at 1 (800) 372-3930 (toll free) or (212) 225-5714 (collect). Requests for documents may be directed to D.F. King & Co., Inc. by phone at (800) 859-8511 (toll free) or (212) 269-5550, or in writing at 48 Wall Street, 22nd Floor, New York, New York 10005.

None of the Company, the Dealer Managers, the Information Agent, the trustee for the Notes or their respective affiliates makes any recommendation as to whether holders of the Notes should tender all or any portion of their Notes pursuant to the Tender Offer, and no one has been authorized by any of them to make such recommendations. Holders must make their own decisions as to whether to tender Notes, and, if so, the principal amount of Notes to tender.

This notice is neither an offer to purchase nor a solicitation of an offer to sell the Notes or any other security or a solicitation of consents with respect to any of the Notes. The Tender Offer is being made solely pursuant to the Offer Documents and is subject to the terms and conditions stated therein. In any jurisdiction where the laws require the Tender Offer to be made by a licensed broker or dealer, it will be deemed made on behalf of the Company by J.P. Morgan Securities LLC, Scotia Capital (USA) Inc. or by one or more registered brokers or dealers under the laws of such jurisdiction. The Tender Offer is not being made directly or indirectly to any resident or person located in any jurisdiction in which the making and acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

II. Notice of Redemption

The Company gave notice on January 20, 2017, to the holders of Notes that remain outstanding after the consummation of the Tender Offer of redemption in full in accordance with paragraph 5(a) of the Notes and Section 3.07(b) of the Indenture, dated as of November 13, 2012 (the “Original Indenture”), among the Company, the guarantors named therein and the Trustee, as amended and supplemented by the First Supplemental Indenture, dated as of March 24, 2016, the Second Supplemental Indenture, dated as of March 29, 2016, the Third Supplemental Indenture, dated as of March 30, 2016, the Fourth Supplemental Indenture, dated as of April 8, 2016 and the Fifth Supplemental Indenture, dated as of January 19, 2017 (such supplemental indentures taken together with the Original Indenture, the “Indenture”). All capitalized terms used herein which are not defined herein shall have the meanings specified in the Indenture. The terms and conditions of the redemption are as follows:

1. The Redemption Date for the Notes will be February 2, 2017.
2. The Notes will be redeemed in full at a redemption price (the “Redemption Price”) of:
 - a. 104.625% of the principal amount thereof, plus
 - b. accrued but unpaid interest thereon to the Redemption Date.
3. The paying agent for the redemption is the Trustee:

The Bank of New York Mellon
101 Barclay Street, 7E
New York, New York 10286
4. The Notes must be surrendered to the paying agent to collect the Redemption Price.
5. Unless the Company defaults in paying the Redemption Price, interest on the Notes called for redemption shall cease to accrue on and after the Redemption Date.
6. The Notes are being redeemed pursuant to paragraph 5(a) of the Notes and Section 3.07(b) of the Indenture.
7. No representation is made as to the correctness or accuracy of the CUSIP numbers either as printed on the Notes or as contained herein.
8. The notice of redemption was given on January 20, 2017.

###

This notice contains certain “forward-looking” statements within the meaning of Section 27A of the U.S. Securities Act of 1933, as amended, and Section 21E of the U.S. Securities Exchange Act of 1934, as amended, concerning, among other things, the terms and timing of the Tender Offer, the redemption of the Notes and the satisfaction and discharge of the Indenture as to the Notes. Such forward-looking statements are based on current expectations and involve inherent risks and uncertainties, including factors that could delay, divert or change any of them, and could cause actual outcomes to differ materially from current expectations. These statements are likely to relate to, among other things, the Company’s current beliefs, expectations and projections about future events and financial trends affecting the Company’s business. Any of such forward-looking statements are not guarantees of future performance and may involve risks and uncertainties, and that actual results may differ from those set

forth in the forward-looking statements as a result of various factors (including, without limitation, the actions of competitors, future global economic conditions, market conditions, foreign exchange rates and other operating and financial risks), many of which are beyond the control of the Company. The occurrence of any such factors not currently expected by the Company would significantly alter the results set forth in these statements.

This notice constitutes a public disclosure of inside information by Pierre Tardiveau, Chief Financial Officer, on behalf of Aeropuertos Dominicanos Siglo XXI, S.A. under Regulation (EU) 596/2014 (16 April 2014).