

Fresnillo Announces Expiration And Expiration Date Results Of Its Cash Tender Offer

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MEXICO CITY, Sept. 30, 2020 - [Fresnillo Plc](#) ("Fresnillo") (LSE: FRES; BMV: FRES) announces the expiration and expiration date results of the previously announced offer (the "Tender Offer") to purchase for cash any and all of its outstanding US\$800,000,000 principal amount of 5.500% Notes due 2023 (CUSIP/ISIN: 358070AA8; G371E2AA6 / US358070AA88; USG371E2AA61) (the "Tender Securities").

The Tender Offer was made pursuant to the terms and conditions set forth in the offer to purchase dated September 22, 2020 (the "Offer to Purchase") and the related notice of guaranteed delivery (together with the Offer to Purchase, the "Offer Documents").

The Tender Offer expired at 5:00 p.m., New York City time, on September 29, 2020 (the "Expiration Date"). The settlement date with respect to the Tender Offer is expected to occur on October 2, 2020 (the "Settlement Date").

All conditions described in the Offer to Purchase that were to be satisfied or waived on or prior to the Expiration Date, including the Pricing Condition (as such term is defined in the Offer to Purchase), were satisfied on or prior to the Expiration Date.

The table below sets forth the aggregate principal amount of Tender Securities validly tendered in the Tender Offer and not validly withdrawn, and the aggregate principal amount of Tender Securities reflected in notices of guaranteed delivery delivered, at or prior to the Expiration Date and the consideration payable for Tender Securities accepted for purchase in the Tender Offer:

| Title of Security | CUSIP/ISIN | Principal Amount Outstanding | Consideration ⁽¹⁾ | Principal Amount |
|-----------------------|---|------------------------------|------------------------------|------------------|
| 5.500% Notes Due 2023 | 358070AA8; G371E2AA6 / US358070AA88; USG371E2AA61 | US\$800,000,000 | US\$1,120.00 | US\$481,720.00 |

(1) Per US\$1,000 principal amount of Tender Securities. Holders whose Tender Securities are accepted for purchase will also receive the accrued and unpaid interest on such Tender Securities from, and including, the last interest payment date for the Tender Securities to, but not including, the Settlement Date.

(2) Principal amount tendered and accepted for purchase does not include US\$400,000 principal amount of Tender Securities reflected in notices of guaranteed delivery delivered prior to the Expiration Date that may be delivered pursuant to the guaranteed delivery procedures described in the Offer to Purchase.

In order to be eligible to participate in the Tender Offer, holders of Tender Securities reflected in notices of guaranteed delivery received by Fresnillo prior to the Expiration Date must deliver such Tender Securities to Fresnillo by 5:00 p.m., New York City time, on October 1, 2020.

A press release announcing the final results of the Tender Offer is expected to be issued on or promptly after the Settlement Date.

The total cash payment to purchase on the Settlement Date the Tender Securities validly tendered and accepted for repurchase, including accrued and unpaid interest, will be approximately US\$550 million.

Fresnillo engaged Citigroup Global Markets Inc., J.P. Morgan Securities LLC and Santander Investment Securities Inc. to act as dealer managers in connection with the Tender Offer (the "Dealer Managers"). Global Bondholder Services Corporation acted as the tender agent and information agent for the Tender Offer.

Any questions or requests for assistance regarding the Tender Offer may be directed to Citigroup Global Markets Inc. at +1 (800) 558-3745 (toll-free) and (212) 723-6106 (collect), J.P. Morgan Securities LLC at +1 (866) 846-2874 (toll-free) and (212) 834-7279 (collect) or Santander Investment Securities Inc. at +1 (855) 404-3636 (toll-free) and (212) 940-1442 (collect). Requests for additional copies of the Offer Documents may be directed to Global Bondholder Services Corporation at +1 (866) 470-4500 (toll-free) or +1 (212) 430-3774 (collect). The Offer Documents can be accessed at the following link: <https://www.gbhc-usa.com/fres/>.

This press release is for informational purposes only. This press release shall not constitute an offer to purchase or sell or the solicitation of an offer to sell or purchase any securities, nor shall there be any offer, solicitation or sale of any securities in any state or other jurisdiction in which such an offer, solicitation or sale would be unlawful.

The Tender Offer was made solely pursuant to the Offer Documents. The Offer Documents have not been filed with, and have not been approved or reviewed by any federal or state securities commission or regulatory authority of any country. No authority has passed upon the accuracy or adequacy of the Offer Documents or any other documents related to the Tender Offer, and it is unlawful and may be a criminal offense to make any representation to the contrary.

THE INFORMATION CONTAINED HEREIN AND IN THE OFFER TO PURCHASE IS EXCLUSIVELY FRESNILLO'S RESPONSIBILITY AND HAS NOT BEEN REVIEWED OR AUTHORIZED BY THE MEXICAN NATIONAL BANKING AND SECURITIES COMMISSION (COMISIÓN NACIONAL BANCARIA Y DE VALORES OR "CNBV"). FRESNILLO HAS NOT FILED WITH THE CNBV A REQUEST FOR AUTHORIZATION OF THE TENDER OFFER. THE TENDER OFFER DOES NOT CONSTITUTE A PUBLIC OFFERING IN MEXICO AND IT MAY NOT BE PUBLICLY DISTRIBUTED IN MEXICO. THE TENDER OFFER MAY ONLY BE MADE AVAILABLE IN MEXICO TO INVESTORS THAT QUALIFY AS INSTITUTIONAL OR ACCREDITED INVESTORS (INVERSIONISTAS INSTITUCIONALES OR INVERSIONISTAS CALIFICADOS), SOLELY PURSUANT TO THE PRIVATE OFFERING EXEMPTION SET FORTH IN ARTICLE 8 OF THE MEXICAN SECURITIES MARKET LAW (LEY DEL MERCADO DE VALORES) AND REGULATIONS THEREUNDER. IN MAKING A DECISION AS TO WHETHER TO TENDER ANY OF THEIR TENDER SECURITIES, ALL HOLDERS MUST RELY ON THEIR OWN REVIEW AND EXAMINATION OF THE TERMS OF THE TENDER OFFER.

The information contained within this announcement is deemed by [Fresnillo Plc](#) to constitute inside information as stipulated under the Market Abuse Regulation (EU) No. 596/2014. Upon the publication of this announcement, this inside information is now considered to be in the public domain. The person making the notification is Carlos Ortiz Mena, Head of Legal, [Fresnillo Plc](#)

The communication of this press release and any other documents or materials relating to the transactions described herein is not being made and such documents and/or materials have not been approved by an authorized person for the purposes of Section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being directed at and made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in this document) and is for distribution only to persons who (i) 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 (the "Order"), (ii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc.") of the Order, (iii) are members or creditors of certain bodies corporate as defined by or within Article 43(2) of the Order, (iv) are outside the United Kingdom, or (v) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with securities may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). The Tender Offer is only available to, and the Tender Offer is engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on any document relating to the Tender Offer or any of its contents.

Forward-Looking Statements

This press release contains forward-looking statements. Forward-looking statements are information of a non-historical nature or which relate to future events and are subject to risks and uncertainties. No assurance can be given that the transactions described herein will be consummated or as to the ultimate terms of any such transactions. Fresnillo undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information or future events or for any other reason.

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