

Lima, 11 de abril de 2024

Señores

SUPERINTENDENCIA DEL MERCADO DE VALORES

Presente. -

Atención: Registro Público del Mercado de Valores

Referencia: HECHO DE IMPORTANCIA

De nuestra consideración:

Por medio de la presente, conforme a lo establecido en el artículo 30° del Texto Único Ordenado de la Ley del Mercado de Valores, aprobado por el Decreto Supremo No. 020-2023-EF (la "Ley") y en cumplimiento del Reglamento de Hechos de Importancia e Información Reservada, aprobado por Resolución SMV No. 005-2014-SMV/01 (el "Reglamento"), cumplimos con informar, en calidad de "Hecho de Importancia", lo siguiente:

Que, el Directorio de nuestra institución, en su sesión de fecha 26 de julio de 2023, aprobó (a) la emisión y colocación de bonos en el mercado internacional y/o nacional bajo la *Rule 144A* (la "Regla 144A") y/o la *Regulation S* (la "Regulación S") del *U.S. Securities Act of 1933* y sus modificatorias, hasta por un monto de US\$300'000,000.00 (trescientos millones y 00/100 Dólares de los Estados Unidos de América), pudiendo ser efectuada a través de una o más emisiones en Dólares de los Estados Unidos de América (los "Nuevos Bonos"), y (b) (i) la formulación de una oferta de recompra (*tender offer*) dirigida a los titulares de los bonos denominados "*5.250% Fixed-to-Floating Rate Subordinated Notes due 2029*" previamente emitidos por Corporación Financiera de Desarrollo S.A. - COFIDE, bajo la Regla 144A y la Regulación S del *U.S. Securities Act of 1933* y sus modificatorias (los "Bonos 2029"), en virtud de la cual COFIDE podrá ofrecer recomprar una parte o la totalidad de los Bonos 2029 al amparo de los documentos de emisión correspondientes a dichos Bonos 2029 (la "Oferta de Recompra"), y/o (ii) ejercer el derecho de redención anticipada de todo o parte de los Bonos 2029, de conformidad con los términos y condiciones establecidos en los documentos de emisión correspondientes a los Bonos Vigentes que correspondan (la "Opción de Rescate").

Al respecto y de conformidad con el acuerdo de directorio referido en el párrafo anterior, cumplimos con informar que, el día de hoy, 11 de abril de 2024, se ha anunciado (i) la contratación de J.P. Morgan Securities LLC y Santander US Capital Markets LLC como *Joint Bookrunners* (bancos colocadores) y *Sustainability Coordinators* (coordinadores de bonos sostenibles) para la programación de una serie de reuniones y conferencias telefónicas con inversionistas institucionales en los Estados Unidos de América, Perú y otras jurisdicciones, las mismas que comenzarán a partir del día 11 de abril de 2024, y la posibilidad de efectuar una emisión internacional de bonos corporativos no garantizados en dólares de los Estados Unidos de América, dirigida a inversionistas institucionales al amparo de la Regla 144A y la Regulación S de la *U.S. Securities Act of 1933* y sus modificatorias por un monto por determinar, la misma que está sujeta a condiciones de mercado, y (ii) el inicio de una Oferta de Recompra en efectivo y en el mercado internacional hasta por la totalidad de los bonos corporativos denominados "*5.250% Fixed-to-Floating Rate Subordinated Notes due 2029*" vigentes y en circulación, emitidos por COFIDE bajo la Regla 144A y la Regulación S del *U.S. Securities Act of 1933* y sus modificatorias. Dicha Oferta de Recompra contempla una fecha final de expiración (*Final Expiration Date*) para el 9 de mayo de 2024 a las 5:00 p.m., hora de Nueva York (en adelante, la "Fecha de Expiración"), salvo que sea extendida o terminada anticipadamente por COFIDE, de acuerdo con los términos de la Oferta de Recompra. Adjunto a la presente se acompaña una copia del referido anuncio (*press release*).

Se deja constancia de que la presente comunicación no es una oferta de venta de los valores arriba descritos en los Estados Unidos de América o en ninguna jurisdicción donde ese ofrecimiento esté prohibido, y que ninguno de dichos valores podrá ser ofrecidos o vendidos en los Estados Unidos de América sin registro o una exención de registro bajo el *U.S. Securities Act* de 1933 de los Estados Unidos de América y sus modificatorias. COFIDE no tiene intenciones de registrar ninguno de los valores en los Estados Unidos de América o llevar cabo una oferta pública de los valores en ninguna jurisdicción.

Sin otro particular, quedamos de ustedes.

Atentamente,

JORGE PINEDA HENOSTROZA
CORPORACIÓN FINANCIERA DE DESARROLLO S.A. - COFIDE
Representante Bursátil

Corporación Financiera de Desarrollo S.A. (COFIDE) Announces Commencement of Cash Tender Offer for Any and All of its Outstanding 5.250% Fixed-to-Floating Rate Subordinated Notes due 2029

LIMA, PERU, April 11, 2024 – Corporación Financiera de Desarrollo S.A. (“COFIDE”) today announced that it has commenced a cash tender offer (the “Offer”) for any and all of its outstanding US\$255,000,000 aggregate principal amount of 5.250% Fixed-to-Floating Rate Subordinated Notes due 2029 (the “Securities”) on the terms and subject to the conditions set forth in COFIDE’s Offer to Purchase dated the date hereof (the “Offer to Purchase”). The Offer to Purchase more fully sets forth the terms of the Offer.

Description of Securities	CUSIP/ ISIN Nos.	Principal Amount Outstanding ⁽¹⁾	Total Consideration ⁽²⁾	Tender Consideration ⁽²⁾
5.250% Fixed-to-Floating Rate Subordinated Notes due 2029	CUSIP: 21987DAB0 / P3R94GAA7 ISIN: US21987DAB01 / USP3R94GAA71	U.S.\$255,000,000	U.S.\$1,000	U.S.\$950

⁽¹⁾ Aggregate principal amount outstanding.

⁽²⁾ Per U.S.\$1,000 principal amount of Securities.

The Offer is scheduled to expire at 5:00 p.m., New York City time, on Thursday, May 9, 2024 unless extended or earlier terminated (such date and time, as it may be extended with respect to the Offer, the “Expiration Date”). To be eligible to receive the Total Consideration indicated in the table above, plus interest accrued on the Securities until the applicable Settlement Date (as defined below) (“Accrued Interest”), you must validly tender your Securities at or prior to 5:00 p.m., New York City time, on Wednesday, April 24, 2024 (such date and time, as it may be extended with respect to the Offer, the “Early Tender Date”). If you validly tender your Securities after the Early Tender Date, but at or prior to the Expiration Date, you will only be eligible to receive the Tender Consideration indicated in the table above (which is less than the Total Consideration), plus Accrued Interest.

Following the Early Tender Date and prior to the Expiration Date, COFIDE may, but is not required to, accept the Securities validly tendered at or prior to the Early Tender Date (the “Early Settlement Right”); provided that all conditions set forth in the Offer to Purchase have been satisfied or waived by COFIDE, including the consummation of the New Notes Offering (as defined below) (the date of such acceptance, the “Early Acceptance Date”).

Payment for the Securities that are validly tendered and accepted for purchase pursuant to the Offer will be made on the applicable Settlement Date (as defined below). Securities accepted for purchase on the Early Acceptance Date, if any, will be settled promptly thereafter (the “Early Settlement Date”). It is expected that the Early Settlement Date for the Securities will be on or around Friday, April 26, 2024, the second business day after the Early Tender Date, but which may change without notice. The “Final Settlement Date” is the date on which we settle all Securities not previously settled on the Early Settlement Date, if any, which will be promptly following the Expiration Date. It is expected that the Final Settlement Date for the Securities will be on or around Monday, May 10, 2024, the first business day after the Expiration Date, but which may change without notice. Each of the Early Settlement Date and the Final Settlement Date is referred to herein as a “Settlement Date.”

Securities validly tendered pursuant to the Offer may be withdrawn prior to or at 5:00 p.m., New York City time, on Wednesday, April 24, 2024, but not after, unless such deadline is extended by COFIDE.

The Offer is conditioned upon, among other things, the pricing on terms satisfactory to COFIDE of a concurrent offering of senior notes by COFIDE (the “New Notes”) to be sold in an offering (the “New Notes Offering”) exempt from the registration requirements of the U.S. Securities Act of 1933, as amended (the “Securities Act”). No assurance can be given that the New Notes Offering will be priced

or completed on the terms currently envisioned or at all. The New Notes Offering is not conditioned upon the completion of the Offer. The Offer is not conditioned on any minimum participation by the holders. Additional conditions to the Offer is described under “The Terms of the Tender Offer” in the Offer to Purchase. The New Notes sold in the New Notes Offering will be offered only to qualified institutional buyers in the United States in reliance on Rule 144A under the Securities Act and to non-U.S. persons outside the United States in reliance on Regulation S under the Securities Act. The New Notes Offering has not been and will not be registered with the Peruvian Capital Markets Superintendence (*Superintendencia del Mercado de Valores*) or the Lima Stock Exchange (*Bolsa de Valores de Lima*) and therefore will not be subject to a public offering in the Republic of Peru. This press release and the Offer to Purchase do not constitute an offer to sell or a solicitation of an offer to buy the New Notes. COFIDE intends to fund the Offer with the net proceeds from the New Notes Offering of the New Notes and cash on hand.

COFIDE reserves the absolute right to amend, terminate or withdraw the Offer in its sole discretion, subject to disclosure and as otherwise required by applicable law. In the event of termination or withdrawal of the Offer, Securities tendered and not accepted for purchase pursuant to the Offer will be promptly returned to the tendering holders.

The Tender and Information Agent for the Offer is D.F. King & Co., Inc. To contact the Tender and Information Agent, banks and brokers may call (212) 269-5550, and others may call U.S. toll-free: (800) 488-8095. Additional contact information is set forth below.

By Mail, Hand or Overnight Courier:

48 Wall Street
22nd Floor
New York, New York 10005
USA

Attention: Michael Horthman
E-mail: cofide@dfking.com

By Facsimile Transmission:

(for eligible institutions only)
(212) 708-3328
Attention: Michael Horthman

Confirmation by Telephone
(212) 269-5552

COFIDE has engaged J.P. Morgan Securities LLC and Santander US Capital Markets LLC to act as the dealer managers (the “Dealer Managers”) in connection with the Offer. Questions regarding the terms of the Offer may be directed to J.P. Morgan Securities LLC by telephone at +1 (866) 846-2874 (U.S. toll free) or + (212) 834-7279 (collect) and Santander US Capital Markets LLC by telephone at +1 (855) 404 3636 (U.S. toll free) or +1 (212) 940 1442 (collect).

None of COFIDE, the Dealer Managers, the Tender Agent and Information Agent or the trustee for the Securities, or any of their respective affiliates, is making any recommendation as to whether holders should or should not tender any Securities in response to the Offer or expressing any opinion as to whether the terms of the Offer are fair to any holder. Holders must make their own decision as to whether to tender any of their Securities and, if so, the principal amount of Securities to tender. Please refer to the Offer to Purchase for a description of the offer terms, conditions, disclaimers and other information applicable to the Offer.

This press release is for informational purposes only and does not constitute an offer to purchase or the solicitation of an offer to sell the Securities. The Offer is being made solely by means of the Offer to Purchase. The Offer is not being made to holders of Securities in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In those jurisdictions where the securities, blue sky or other laws require any tender offer to be made by a licensed broker or dealer, the Offer will be deemed to be made on behalf of COFIDE by the Dealer Managers or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

Forward-Looking Statements

This notice includes and references “forward-looking statements” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. These statements may relate to, among other things, COFIDE’s business strategy, goals and expectations concerning its market position, future operations, margins and profitability.

Although COFIDE believes the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate and the forward-looking statements based on these assumptions could be incorrect.

The matters discussed in these forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results and trends to differ materially from those made, projected or implied in or by the forward-looking statements depending on a variety of uncertainties or other factors.

COFIDE undertakes no obligation to update any of its forward-looking statements.

SOURCE:

Corporación Financiera de Desarrollo S.A. - COFIDE

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