

IMPORTANT NOTICE

THE ATTACHED AMENDED AND RESTATED INVITATION MEMORANDUM (THE “INVITATION MEMORANDUM”) DOES NOT CONSTITUTE A PROSPECTUS WITHIN THE MEANING OF EU REGULATION 2017/1129, AS AMENDED (THE “PROSPECTUS REGULATION”), AND NO SUCH PROSPECTUS HAS BEEN OR WILL BE PREPARED IN CONNECTION WITH THE INVITATION. THE ATTACHED INVITATION MEMORANDUM HAS NOT BEEN REVIEWED OR APPROVED BY ANY COMPETENT AUTHORITY OF ANY MEMBER STATE OF THE EUROPEAN ECONOMIC AREA.

THE DISTRIBUTION OF THE ATTACHED INVITATION MEMORANDUM IN CERTAIN JURISDICTIONS MAY BE RESTRICTED BY LAW. SEE THE ISSUE AND RESALE RESTRICTIONS. PERSONS INTO WHOSE POSSESSION THE ATTACHED INVITATION MEMORANDUM COMES ARE REQUIRED BY THE PROVINCE OF MENDOZA TO INFORM THEMSELVES ABOUT, AND TO OBSERVE, ANY SUCH RESTRICTIONS.

IMPORTANT: You must read the following disclaimer before continuing. The following disclaimer applies to the attached invitation memorandum, and you are therefore required to read this disclaimer carefully before accessing, reading or making any other use of the attached invitation memorandum. By accessing the attached invitation memorandum, you shall be deemed to agree (in addition to giving the representations below) to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from the Province of Mendoza or D.F. King, as information, tabulation and exchange agent, as a result of such access. Terms used in this notice and defined in the attached invitation memorandum are used herein as so defined.

THIS ELECTRONIC TRANSMISSION DOES NOT CONTAIN OR CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO EXCHANGE, BUY OR SUBSCRIBE FOR SECURITIES TO OR FROM ANY PERSON IN ANY JURISDICTION TO WHOM OR IN WHICH SUCH OFFER OR SOLICITATION IS UNLAWFUL. THE EXCHANGE OFFER DESCRIBED IN THE ATTACHED INVITATION MEMORANDUM IS DIRECTED TO, AND EXISTING NOTES MAY BE EXCHANGED FOR NEW SECURITIES AS DESCRIBED THEREIN ONLY BY, A HOLDER OF EXISTING NOTES (AS DEFINED BELOW) THAT IS: (A) A “QUALIFIED INSTITUTIONAL BUYER” AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT OR (B) (X) OUTSIDE THE UNITED STATES AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT, (Y) IF LOCATED WITHIN A MEMBER STATE OF THE EUROPEAN ECONOMIC AREA (THE “EEA”) OR IN THE UNITED KINGDOM (THE “UK”), A “QUALIFIED INVESTOR” AS DEFINED IN REGULATION (EU) 1129/2017 AND (Z) IF LOCATED OUTSIDE THE EEA OR THE UK, IS ELIGIBLE TO RECEIVE THIS OFFER UNDER THE LAWS OF ITS JURISDICTION (EACH AN “ELIGIBLE HOLDER”).

THIS INVITATION MEMORANDUM HAS BEEN PREPARED ON THE BASIS THAT ALL OFFERS OF THE NEW NOTES IN ANY EEA MEMBER STATE OR THE UK WILL BE MADE PURSUANT TO AN EXEMPTION UNDER THE PROSPECTUS REGULATION, FROM THE REQUIREMENT TO PRODUCE A PROSPECTUS FOR OFFERS OF THE NEW NOTES. ACCORDINGLY ANY PERSON MAKING OR INTENDING TO MAKE ANY OFFER WITHIN THE EEA OR THE UK OF THE NEW NOTES WHICH ARE THE SUBJECT OF THE PLACEMENT CONTEMPLATED IN THIS INVITATION MEMORANDUM MAY ONLY DO SO WITH RESPECT TO QUALIFIED INVESTORS WITHIN THE MEANING OF THE PROSPECTUS REGULATION AND SHOULD ONLY DO SO IN CIRCUMSTANCES IN WHICH NO OBLIGATION ARISES FOR THE PROVINCE OF MENDOZA OR ANY OF THE DEALER MANAGERS TO PRODUCE A PROSPECTUS FOR SUCH OFFER. NEITHER THE PROVINCE OF MENDOZA NOR THE DEALER MANAGERS HAVE AUTHORIZED, NOR DO THEY AUTHORIZE, THE MAKING OF ANY OFFER OF THE NEW NOTES THROUGH ANY FINANCIAL INTERMEDIARY OR IN CIRCUMSTANCES IN WHICH AN OBLIGATION ARISES FOR THE PROVINCE OF MENDOZA OR THE DEALER MANAGERS TO PUBLISH A PROSPECTUS FOR THE OFFER.

PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS —THE NEW NOTES ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO ANY RETAIL INVESTOR IN THE EEA OR IN THE UK. FOR THESE PURPOSES, A RETAIL INVESTOR MEANS A PERSON WHO IS ONE (OR MORE) OF: (I) A RETAIL CLIENT AS DEFINED IN POINT (11) OF ARTICLE 4(1) OF DIRECTIVE 2014/65/EU, AS AMENDED (“MIFID II”); OR (II) A CUSTOMER WITHIN THE MEANING OF DIRECTIVE (EU) 2016/97 (THE “INSURANCE DISTRIBUTION DIRECTIVE”), WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT AS DEFINED IN POINT (10) OF ARTICLE 4(1) OF MIFID II; OR (III) NOT A QUALIFIED INVESTOR AS DEFINED IN PROSPECTUS REGULATION. CONSEQUENTLY NO KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014, AS AMENDED (THE “PRIIPS REGULATION”), FOR OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO RETAIL INVESTORS IN THE EEA

OR IN THE UK HAS BEEN PREPARED AND THEREFORE OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO ANY RETAIL INVESTOR IN THE EEA OR IN THE UK MAY BE UNLAWFUL UNDER THE PRIIPS REGULATION.

THIS COMMUNICATION AND ANY OTHER DOCUMENT OR MATERIALS RELATING TO THE ISSUE OF THE NEW NOTES OFFERED HEREBY 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 UK'S FINANCIAL SERVICES AND MARKETS ACT 2000, AS AMENDED (THE "FSMA"). ACCORDINGLY, SUCH DOCUMENTS AND/OR MATERIALS ARE NOT BEING DISTRIBUTED TO, AND MUST NOT BE PASSED ON TO, THE GENERAL PUBLIC IN THE UK. THE COMMUNICATION OF SUCH DOCUMENTS AND/OR MATERIALS AS A FINANCIAL PROMOTION IS ONLY BEING MADE TO THOSE PERSONS IN THE UNITED KINGDOM WHO ARE "QUALIFIED INVESTORS" (AS DEFINED IN THE PROSPECTUS REGULATION) WHO (I) HAVE PROFESSIONAL EXPERIENCE IN MATTERS RELATING TO INVESTMENTS AND WHO FALL WITHIN THE DEFINITION OF INVESTMENT PROFESSIONALS (AS DEFINED IN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005, AS AMENDED (THE "ORDER")), OR (II) FALL WITHIN ARTICLE 49(2)(A) TO (D) OF THE ORDER, OR (III) WHO ARE ANY OTHER PERSONS TO WHOM IT MAY OTHERWISE BE LAWFULLY BE MADE UNDER THE ORDER (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS "RELEVANT PERSONS"). IN THE UK, THE NEW NOTES OFFERED HEREBY ARE ONLY AVAILABLE TO, AND ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS INVITATION MEMORANDUM RELATES WILL BE ENGAGED IN ONLY WITH, RELEVANT PERSONS. ANY PERSON IN THE UK THAT IS NOT A RELEVANT PERSON SHOULD NOT ACT OR RELY ON THIS INVITATION MEMORANDUM OR ANY OF ITS CONTENTS.

THE RECIPIENT MAY NOT FORWARD OR DISTRIBUTE THE ATTACHED INVITATION MEMORANDUM IN WHOLE OR IN PART TO ANY OTHER PERSON OR REPRODUCE THE ATTACHED INVITATION MEMORANDUM IN ANY MANNER WHATSOEVER AND ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THE ATTACHED INVITATION MEMORANDUM IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS INSTRUCTION MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

Confirmation of your representation: In order to be eligible to view the attached invitation memorandum or make an investment decision with respect to the invitation by the Province of Mendoza pursuant to the attached invitation memorandum, you must be an Eligible Holder and otherwise be able to participate lawfully in the Invitation (as defined in the invitation memorandum) on the terms and subject to the conditions set out in the attached invitation memorandum, including the jurisdictional restrictions beginning on page 134 (the "Jurisdictional Restrictions"). The attached invitation memorandum was provided to you at your request, and by accessing the attached invitation memorandum, you shall be deemed to have represented to the Province of Mendoza that:

- (i) you are a holder or a beneficial owner of Existing Notes;
- (ii) you are (A) a "qualified institutional buyer" as defined in Rule 144A under the Securities Act or (B) (x) outside the United States in reliance on Regulation S under the Securities Act, (y) if located within a member state of the European Economic Area or in the United Kingdom, a "qualified investor" as defined in Regulation (EU) 1129/2017, and (z) if located outside the EEA or the UK, is eligible to receive this offer under the laws of its jurisdiction; and
- (iii) you consent to delivery of the attached invitation memorandum by electronic transmission.

The attached invitation memorandum has been provided to you in electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission, and consequently none of the Province of Mendoza, the sender of the invitation memorandum, nor any person who is an official or a director, officer, employee, agent or affiliate of any such person, accepts any liability or responsibility whatsoever in respect of any difference between the actual invitation memorandum and the version you have.

You are also reminded that the attached invitation memorandum has been provided to you on the basis that you are a person into whose possession the attached invitation memorandum may be lawfully delivered in accordance with (i) the laws of the jurisdiction in which you are located or resident and (ii) the Jurisdictional Restrictions, and you may not, nor are you authorized to, deliver the attached invitation memorandum to any other person.

Any materials relating to the Invitation do not constitute, and may not be used in connection with, any form of offer or solicitation in any place where such offers or solicitations are not permitted by law.

The attached invitation memorandum contains important information which should be read carefully before any decision is made with respect to the Invitation. If any holder of Existing Notes is in any doubt as to the action it should take, such holder of Existing Notes should seek its own financial advice, including as to any tax consequences, from its stockbroker, bank manager, legal adviser, accountant or other independent financial adviser. Any investor whose Existing Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to participate in the Invitation with respect to its Existing Notes.



Supplement No. 1 to the Amended and Restated Invitation Memorandum

THE PROVINCE OF MENDOZA
(A Province of the Republic of Argentina)

Invites Eligible Holders (as defined below) of its 8.375% Notes due 2024 (the “Existing Notes”) to exchange Existing Notes for new notes (the “New Notes”) to be issued under the Indenture on the terms and subject to the conditions described in the Amended and Restated Invitation Memorandum (as supplemented hereby, the “Invitation”)

Existing Notes	ISIN/CUSIP	Outstanding amount⁽¹⁾	Exchange Offer Consideration
8.375% Notes Due 2024	Reg S USP6480JAG24 / P6480J AG2 144 A US586805AH63 / 586805 AH6	U.S.\$590,000,000	For each U.S.\$1,000 outstanding principal amount of Existing Notes, U.S.\$1,000 principal amount of New Notes

(1) Includes a principal amount of U.S.\$60,040,000 held by the Province, which are not deemed to be Outstanding for purposes of consenting to the Proposed Modifications.

In addition, we are offering to pay holders who tender their Existing Notes by September 29, 2020 at 9:00 a.m. (New York Time (“NYT”)) (the “**Consent Payment Eligibility Deadline**”) a fee in an amount equal to U.S.\$41.88 for each U.S.\$1,000 principal amount of Existing Notes (as applicable, the “**Consent Payment**”). Holders whose Existing Notes are validly tendered at any time prior to the Consent Payment Eligibility Deadline, not validly revoked by the Revocation Deadline and accepted by us in the Exchange Offer pursuant to the Invitation, will be eligible to receive the Consent Payment. Holders who have previously validly tendered (and do not revoke) their Existing Notes pursuant to the original Invitation will, and do not need to re-tender their Existing Notes to, be eligible to receive the Consent Payment.

The Invitation will expire at 9:00 a.m. (NYT) on September 29, 2020. The Revocation Deadline has expired and, consequently, Tender Orders may no longer be revoked. Subject to the terms and conditions of the Amended and Restated Invitation Memorandum, on the Settlement Date, we expect to (i) issue the New Notes in exchange for all Existing Notes accepted by the Province, (ii) pay the Consent Payment, and (iii) if the applicable Requisite Consents have been obtained, modify or modify and exchange the Existing Notes, as the case may be, to give effect to the relevant Proposed Modifications.

This Supplement No. 1 to the Amended and Restated Invitation Memorandum is qualified in its entirety by reference to the Amended and Restated Invitation Memorandum. The information in this Supplement No. 1 supplements the Amended and Restated Invitation Memorandum and supersedes the information in the Amended and Restated Invitation Memorandum to the extent it is inconsistent with the information in the Amended and Restated Invitation Memorandum. This Supplement No. 1 is not a complete summary of, should be read in conjunction with and is qualified in its entirety by, the Amended and Restated Invitation Memorandum. Terms used in this Supplement No. 1 but not defined have the meanings given them in the Amended and Restated Invitation Memorandum.

THIS INVITATION IS ONLY BEING DIRECTED TO ELIGIBLE HOLDERS.

The New Notes have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or the securities laws of any other jurisdiction. Unless they are registered under the Securities Act, the New Notes may be offered only in transactions that are exempt from registration under the Securities Act. Accordingly, the Invitation is being directed only to holders of Existing Notes that are: (i) “qualified institutional buyers” as defined in Rule 144A under the Securities Act or (ii) (x) outside the United States as defined in Regulation S under the Securities Act, (y) if located within a member state of the European Economic Area (the “EEA”) or the United Kingdom (the “UK”), a “qualified investor” as defined in Regulation (EU) 1129/2017 (as amended, the “Prospectus Regulation”) and (z) if outside the EEA or the UK, is eligible to receive this offer under the laws of its jurisdiction (each, an “Eligible Holder”). Any Holder who does not certify its status as an Eligible Holder will not be entitled to submit Tender Orders. All holders other than Eligible Holders are referred to as “Ineligible Holders.” For further details about the resale restrictions for the New Notes, see “Jurisdictional Restrictions” and “Transfer Restrictions.”

Special Notice to Investors in the European Economic Area and the United Kingdom.

The Invitation is not being made to any retail investors in any Member State of the EEA or the UK (each, a “**Relevant State**”) and EEA and UK retail investors will not be given the opportunity to state their views on the Proposed Modifications. As a result, no “offer” of new securities is being made to retail investors in the EEA or the UK. Any holder who does not deliver a Tender Order is effectively not consenting to the Proposed Modifications. Therefore, it will be necessary for other (not such retail) investors representing a greater nominal principal amount Outstanding to consent to the Proposed Modifications for the Proposed Modifications to become effective. If the Proposed Modifications become effective with respect to the Existing Notes, then, in accordance with the terms of such Existing Notes, the Existing Notes will be exchanged for New Notes, and such exchange will affect all Holders, including Ineligible Holders of the Existing Notes, regardless of whether they consented or if they were entitled to participate in the Invitation.

This Invitation is only being made to beneficial owners of Existing Notes who are within a Relevant State if they are “qualified investors” as defined in Regulation (EU) 2017/1129 (as amended or superseded, the “**Prospectus Regulation**”). For the purposes of the Invitation, “**Eligible Holders**” do not include any beneficial owner located within a Relevant State who is not a “qualified investor” (as defined in the Prospectus Regulation) or any other beneficial owner located in a jurisdiction where the Invitation is not permitted by law. No offer of any kind is being made to Ineligible Holders. For further details about eligible offerees and resale restrictions, see “Jurisdictional Restrictions” and “Transfer Restrictions.”

The New Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in a Relevant State. For these purposes, a “**retail investor**” means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the “**IDD**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the New Notes or otherwise making them available to retail investors in a Relevant State has been prepared and therefore offering or selling the New Notes or otherwise making them available to any retail investor in a Relevant State may be unlawful under the PRIIPs Regulation. References to Regulations or Directives include, in relation to the UK, those Regulations or Directives as they form part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 or have been implemented in UK domestic law, as appropriate.

This Invitation is being made on the terms and subject to the conditions set out in the Amended and Restated Invitation Memorandum (as supplemented on the date hereof).

The Dealer Managers for the Invitation are:

Credit Suisse

AdCap Securities

September 22, 2020

Amendments to the Invitation

- The tables included in the section entitled “Financial Terms of the New Notes” in the Amended and Restated Invitation Memorandum, shall be modified and restated in their entirety as follows:

Interest Rate		
<i>From and including</i>	<i>To but excluding</i>	<i>Rate</i>
May 19, 2020	September 19, 2021	2.75%
September 19, 2021	March 19, 2023	4.25%
March 19, 2023	March 19, 2029	5.75%

Interest Accrual and Payment Dates
Interest on the New Notes will: <ul style="list-style-type: none"> accrue on any unpaid principal from May 19, 2020, or the most recent interest payment date; be payable semi-annually in arrears on March 19 and September 19 of each year, beginning on September 19, 2021, to persons in whose names the New Notes are registered at the close of business on the calendar day preceding the corresponding payment date (whether or not a business day); and be computed on the basis of a 360-day year comprised of twelve 30-day months.

Maturity Date
March 19, 2029

Principal Repayment
13 semi-annual installments on March 19, 2023, September 19, 2024, March 19, 2024, September 19, 2025, March 19, 2025, September 19, 2026, March 19, 2026, September 19, 2027, March 19, 2027, September 19, 2028, March 19, 2028, September 19, 2029 and March 19, 2029, to be calculated as follows: the aggregate amount of each principal payment on the New Notes shall equal the principal amount outstanding as of the close of business on the day before any principal payment date, divided by the number of remaining principal installments.

- The information under the subheading “Basic Terms” included in the section entitled “Description of the New Notes” in the Amended and Restated Invitation Memorandum, shall be modified and restated as follows:

The New Notes will:

- be direct, general, unconditional and unsubordinated obligations of the Province;
- pay principal in 13 semi-annual installments on March 19, 2023, September 19, 2024, March 19, 2024, September 19, 2025, March 19, 2025, September 19, 2026, March 19, 2026, September 19, 2027, March 19, 2027, September 19, 2028, March 19, 2028, September 19, 2029 and March 19, 2029, to be calculated as follows: the aggregate amount of each principal payment on the New Notes shall equal the principal

amount outstanding as of the close of business on the day before any principal payment date, divided by the number of remaining principal installments;

- pay principal to persons in whose names the New Notes are registered at the close of business on the calendar day preceding the corresponding payment date (whether or not a business day);
- mature on March 19, 2029;
- be totally or partially redeemable at par at our option at any time as described in “—Optional Redemption”, and the Province may at any time purchase New Notes and hold or resell them or surrender them to the trustee for cancellation;
- not be repayable at the option of the holder nor be entitled to the benefit of any sinking fund;
- be represented by Regulation S global securities (as defined below) and Restricted global securities (as defined below) (each sometimes referred to herein as a “global security,” and together referred to herein as the “global securities”) (see “—Registration and Book-Entry System”);
- be issued in denominations of U.S.\$1,000.00 and in integral multiples thereof; and
- represent a claim to the full principal due on each amortizing date (plus any accrued and unpaid interest due at such time) or upon earlier acceleration in accordance with their terms.

Interest on the New Notes will:

- accrue on any unpaid principal at the following annual rates:

<i>From and including</i>	<i>To but excluding</i>	<i>Rate</i>
May 19, 2020	September 19, 2021	2.75%
September 19, 2021	March 19, 2023	4.25%
March 19, 2023	March 19, 2029	5.75%

- accrue from May 19, 2020, or the most recent interest payment date;
- be payable semi-annually in arrears on March 19 and September 19 of each year, beginning on September 19, 2021, to persons in whose names the New Notes are registered at the close of business on the calendar day preceding the corresponding payment date (whether or not a business day); and
- be computed on the basis of a 360-day year comprised of twelve 30-day months.

ISSUER

Province of Mendoza

INFORMATION, TABULATION AND EXCHANGE AGENT

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The Province of Mendoza

(a Province of the Republic of Argentina)

The Information, Tabulation and Exchange Agent for the Invitation is:

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The Dealer Managers for the Invitation are:

Credit Suisse Securities (USA) LLC

AdCap Securities Ltd

September 22, 2020