
5 de mayo de 2021

Señora

Elianne Vílchez

Vicepresidente Ejecutivo/Gerente General
BOLSA DE VALORES DE LA REPÚBLICA DOMINICANA
Calle José A. Brea No. 14
District Tower, Piso 2
Sector Evaristo Morales
Santo Domingo de Guzmán, Distrito Nacional
República Dominicana

Atención: Dirección de Oferta Pública

Ref.: Hecho Relevante – Emisión de nueva deuda y cancelación de deuda existente

Distinguida Señora,

En cumplimiento con las disposiciones contenidas en: **a)** los Artículos 27, 28 y 113, Párrafo II del Reglamento de Aplicación de la Ley que Regula el Mercado de Valores No. 19-00, contenido en el Decreto No. 664-12, y (b) el Art. 12, numeral 1), literal d) de la “*Norma que establece disposiciones sobre información privilegiada, hechos relevantes y manipulación de mercado*” aprobada mediante la Segunda Resolución del Consejo Nacional de Valores de fecha 20 de noviembre de 2015, R-CNV-2015-33-MV; Dominican Power Partners (“DPP”) tiene a bien informarle, por su naturaleza de Hecho Relevante, lo siguiente:

Dominican Power Partners junto a AES Andres B.V. emitieron una notificación de recompra anticipada de los bonos internacionales, emitidos con fecha 11 de mayo de 2016, por un valor total de USD \$270,100,000.00, con la intención de repagar el día 4 de mayo de 2021 a cualquier inversionista que aceptara la recompra de dicho bono mediante una oferta pública (los resultados de esta oferta pública se encuentran en el Anexo A de esta Notificación de Hechos Relevantes). Los bonos internacionales de 2016 fueron repagados parcialmente, el 4 de mayo de 2021, con una nueva emisión de bonos internacionales, por un valor total de USD \$300,000,000.00, colocados por AES Andres B.V. y garantizados por Dominican Power Partners. La recompra de los bonos 2016 fue una recompra parcial, por un valor de USD \$218,954,380.00. Dominican Power Partners y Andres BV han emitido una notificación de repago anticipado para terminar de repagar el saldo pendiente de USD \$51,145,620.00 de la emisión de bonos de 2016 el próximo 19 de mayo de 2021. La notificación del repago anticipado, a efectuarse el 19 de mayo, viene adjunta a esta Notificación de Hecho Relevante en el Anexo B.

Sin otro particular por el momento, aprovechamos la oportunidad para saludarle.

Atentamente,



Giselle Leger

Firmante Autorizada
DOMINICAN POWER PARTNERS

cc. Depósito Centralizado de Valores, S.A. (CEVALDOM)
Representante de la Masa de Obligacionistas de la Emisión SALAS PIANTINI & ASOCIADOS, SRL

ANEXO A



AES ANDRES B.V.

DOMINICAN POWER PARTNERS

May 4, 2021

Citibank, N.A., as Trustee
388 Greenwich Street
New York, New York 10013

Cancellation Order and Officer's Certificate

Ladies and Gentlemen:

Reference is made to the Indenture (the "Indenture"), dated as of May 11, 2016, among AES Andres B.V. ("Andres BV") and Dominican Power Partners ("DPP"), as co-issuers ("Co-Issuers"), AES Andres DR, S.A., as guarantor, Citibank, N.A., as trustee (the "Trustee") and as principal paying agent, transfer agent, unit agent and registrar, and Banque Internationale à Luxembourg SA, as Luxembourg special paying agent.

Reference is further made to the Offer to Purchase dated April 19, 2021, (the "Offer") to purchase, any and all of its outstanding 7.950% senior notes due 2026 (CUSIP Nos. 00809YAA6/ N01008AA4) (the "2026 Notes") issued by the Company.

We hereby notify you that the Co-Issuers have today accepted for purchase \$218,954,380 in aggregate principal amount of the 2026 Notes validly tendered pursuant to the Offer and not validly withdrawn as of 5:00 p.m., New York City time on April 30, 2021. Pursuant to Section 2.13 of the Indenture, we hereby instruct you, in your capacity as Trustee, to cancel on the date hereof and in the manner provided in the Indenture, such aggregate principal amount of the 2026 Notes, thereby reducing the aggregate principal amount of such 2026 Notes outstanding (the "Cancellations"). In connection there with, the Trustee may rely conclusively (and shall be fully protected in relying conclusively) upon this instruction.

In accordance with the Indenture, the undersigned Officers of the Co-Issuers hereby certify that:

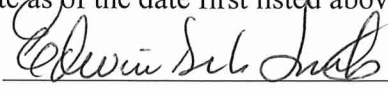
- (1) the undersigned has read the provisions in the Indenture applicable to the cancellation of the 2026 Notes;
- (2) the undersigned has made such examination as is necessary to enable him or her to express an informed opinion as to whether or not the covenants in the Indenture relating to the Cancellations have been complied with; and

(3) in the opinion of the undersigned, the covenants in the Indenture relating to the Cancellations have been complied with.

[signature page follows]

IN WITNESS WHEREOF, I have duly signed this certificate as of the date first listed above.

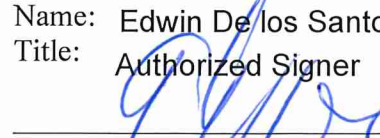
By:



Name: Edwin De los Santos Alcántara

Title: Authorized Signer

By:



Name: Giselle Marie Leger Lora

Title: Authorized Signer

ANEXO B

AES ANDRES B.V.
DOMINICAN POWER PARTNERS

NOTICE OF REDEMPTION

May 4, 2021

Reference is made to the Indenture (the “Indenture”), dated as of May 11, 2016, among AES Andres B.V. (“Andres BV”) and Dominican Power Partners (“DPP”), as co-issuers (the “Co-issuers”), AES Andres DR, S.A., as guarantor, Citibank, N.A., as trustee (the “Trustee”) and as principal paying agent, transfer agent, unit agent and registrar, and Banque Internationale à Luxembourg SA, as Luxembourg special paying agent. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Indenture.

Notice is hereby given in accordance with Section 3.6 of the Indenture that the Co-issuers have elected to redeem all of their outstanding 7.950% senior notes due 2026 (the “Notes”) (CUSIP Nos. 00809YAA6/ N01008AA4) in the aggregate principal amount of approximately U.S.\$51,145,620, in accordance with Article III of the Indenture. You are hereby notified that:

- (a) the redemption date is May 19, 2021 (the “Redemption Date”);
- (b) the redemption price per Note (the “Redemption Price”) will be equal to 103.975% of the outstanding principal amount of the Notes, plus accrued and unpaid interest in the aggregate amount of approximately \$90,357.26;
- (c) the final aggregate Redemption Price and aggregate accrued and unpaid interest amount will be available on May 14, 2021, the expiration date of the Co-issuers’ tender offer for any and all of the outstanding Notes;
- (d) on the Redemption Date the Redemption Price shall become due and payable in respect of each Note and, unless the Co-issuers default in making the redemption payment, that interest on each Note to be redeemed shall cease to accrue on and after the Redemption Date, and the only remaining right of the holders of the Notes will be to receive payment of the Redemption Price;
- (e) the CUSIP and ISIN numbers are included solely for the convenience of the holders of Notes. Neither the Co-issuers nor the Trustee shall be responsible for the selection or use of the CUSIP or ISIN numbers, nor is any representation made as to the correctness or accuracy of the CUSIP and ISIN listed in this notice or printed on the Notes: and
- (f) The Co-issuers will deposit the Redemption Price with the Trustee in accordance with the terms of the Indenture. Payment will be made on the Redemption Date

upon presentation and surrender of the Notes at the office of the Paying Agent at the following address:

If by mail or overnight courier:

480 Washington Boulevard, 30th Floor,
Jersey City, New Jersey, 07310, USA,
Attention: Citibank Agency & Trust, AES Andres B.V.
For Information call +1-212-816-4936

The method of delivery of the Notes is at option and risk of the holders but, if mail is used, registered mail is recommended for your protection.

AES ANDRES B.V.

DOMINICAN POWER PARTNERS

IMPORTANT TAX INFORMATION

U.S. federal tax law requires that the Trustee as paying agent (in such context, the “***Paying Agent***”) withhold 24% of your payment under “backup withholding rules” unless: (a) you qualify for an exemption or (b) you provide the Paying Agent with your Social Security Number or Federal Employer Identification Number and certain other required certifications. A holder that is a U.S. person (as defined in the instructions to IRS Form W-9) may provide the required information and certifications by submitting a properly completed IRS Form W-9, which may be obtained at a bank or other financial institution or from the IRS website at www.irs.gov. A holder that is not a U.S. person may qualify as an exempt person for backup withholding purposes and may also demonstrate an exemption from, or reduction of withholding rate under, certain nonresident withholding rules by submitting a properly completed IRS Form W-8BEN, IRS Form W-8BEN-E or another version of IRS Form W-8. IRS Forms W-8 may be obtained from the Paying Agent or from the IRS website at www.irs.gov. Therefore, please furnish the correctly completed relevant Form to your payer, or exemption certificate or equivalent, prior to the redemption to avoid any such withholding or penalties.