



Navios Maritime Holdings Inc.

Navios Maritime Holdings Inc. Launches Tender Offer to Purchase for \$5.75 in Cash for Early Tenders or \$4.75 in Cash Thereafter for Any and All Outstanding Series G and Series H American Depositary Shares

May 10, 2024

GRAND CAYMAN, Cayman Islands, May 10, 2024 (GLOBE NEWSWIRE) -- Navios Maritime Holdings Inc. ("Navios Holdings" or the "Company"), announced today that it commenced a tender offer to purchase any and all outstanding Series G and Series H American Depositary Shares (the "Series G ADSs and the "Series H ADSs", together the "ADSs") for cash pursuant to the terms described below (the "Offer").

The Offer

The Company is offering to purchase the ADSs as follows:

If the Series G ADSs and Series H ADSs are tendered on or before 5:00 p.m. (New York City time) on May 21, 2024 ("Early Tender Date"):

- \$5.75 in cash per share, less any applicable withholdings taxes

If the Series G ADSs and Series H ADSs are tendered before midnight (end of day, New York City time) on June 7, 2024 ("Expiration Date"):

- \$4.75 in cash per share, less any applicable withholdings taxes

The Series H and Series G Tender Consideration is equal to:

- **Early Tender Consideration**

A premium of \$2.00 (54%), for the Series H and \$1.79 (45%) for the Series G over the volume weighted average price for the 90-day period ending May 9, 2024, of \$3.75 and \$3.96, respectively, and

A premium of \$1.25 (28%) for the Series H and \$1.50 (35%) for the Series G over the last trading price on May 6, 2024 and May 8, 2024 of \$4.50 and \$4.25, respectively, on the OTC Pink Market.

- **Offer Consideration After the Early Tender Date -**

A premium of \$1.00 (27%) for the Series H and \$0.79 (20%) for the Series G over the volume weighted average price for the 90-day period ending May 9, 2024, of \$3.75 and \$3.96, respectively, and

A premium of \$0.25 (6%) for the Series H and \$0.50 (12%) for the Series G over the last trading price on May 6, 2024 and May 8, 2024 of \$4.50 and \$4.25, respectively, on the OTC Pink Market.

Under the terms of the Offer being made exclusively to existing holders of Series G ADSs and Series H ADSs, the Company is offering to acquire any and all of the outstanding Series G ADSs, each representing 1/100th of a Share of 8.75% Series G Cumulative Redeemable Perpetual Preferred Stock, and any and all of the outstanding Series H ADSs, each representing 1/100th of a Share of 8.625% Series H Cumulative Redeemable Perpetual Preferred Stock, less any applicable withholdings taxes, pursuant to the terms and conditions set forth in the Offer to Purchase, dated May 10, 2024 (the "Offer to Purchase"). The exact details of the consideration paid and tender acceptance are described in the Offer to Purchase, dated May 10, 2024.

Conditions to the Offer

The Offer is not conditioned upon the receipt of any minimum number of Series G ADSs or Series H ADSs being tendered or any additional financing. However, the completion of the Offer is subject to certain other conditions as set forth in the Offer to Purchase.

Expiration

The Offer with respect to the Early Tender Date will expire at 5:00 p.m., New York City time, on May 21, 2024.

Following the Early Tender Date, the Offer is scheduled to expire at midnight (the end of the day), New York City Time, on June 7, 2024, the Expiration Date.

The Depository Trust Company and its direct and indirect participants will establish their own cutoff dates and times to receive instructions to tender in this Offer to Purchase, which will be earlier than the Expiration Date. You should contact your broker or other securities intermediary to determine the cutoff date and time applicable to you, in order to timely tender your ADSs and participate in this Offer.

Complete Terms and Conditions

Georgeson LLC is acting as the Information Agent for the Offer. Citibank, N.A. is acting as the Tender Agent for the Offer. The complete terms and conditions of the Offer are set forth in the Offer to Purchase.

Copies of the Offer to Purchase may also be obtained from the Information Agent:
Georgeson LLC
Call Toll-Free (866) 920-3054

Important Notices and Additional Information

This press release is for informational purposes only. This press release is not a recommendation to buy or sell any of the Series G ADSs, Series H ADSs, the underlying preferred shares or any other securities, and it is neither an offer to purchase nor a solicitation of an offer to sell any of the Series G ADSs, Series H ADSs, the underlying preferred shares or any other securities. This press release shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful. In connection with the Offer, the Company has distributed to the holders of Series G ADSs and Series H ADSs an Offer to Purchase and related documents, which fully describe the terms and conditions of the Offer. The Company is making the Offer only by, and pursuant to the terms of, the Offer to Purchase. The Offer is not being made 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. None of the Company, the Information Agent or the Tender Agent makes any recommendation in connection with the Offer. The Company urges holders of Series G ADSs and Series H ADSs to read the Offer to Purchase and related disclosures (including all amendments and supplements) and to consult with their tax, financial, etc. advisors before making any decision with respect to the Offer. A free copy of the Offer to Purchase and related documents, is available from the Information Agent for the Offer.

About Navios Maritime Holdings Inc.

Navios Maritime Holdings Inc. owns a controlling equity stake in Navios South American Logistics Inc., one of the largest infrastructure and logistics companies in the Hidrovia region of South America. For more information about Navios Holdings, please visit our website: www.navios.com.

Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements (as defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended) concerning future events and expectations including with respect to the completion of the Offer. Although Navios Holdings believes that the expectations reflected in such forward-looking statements are reasonable at the time made, no assurance can be given that such expectations will prove to have been correct. These statements involve known and unknown risks and are based upon a number of assumptions and estimates which are inherently subject to significant uncertainties and contingencies, many of which are beyond the control of Navios Holdings. Actual results may differ materially from those expressed or implied by such forward-looking statements.

Navios Holdings expressly disclaims any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in Navios Holdings' expectations with respect thereto or any change in events, conditions or circumstances on which any statement is based.

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