

Ferreycorp S.A.A. Announces the Commencement of a Tender Offer

May 25, 2016 — Lima, Peru

FERREYCORP S.A.A.

(a *sociedad anónima abierta* incorporated under the laws of the Republic of Peru)

Offers to Purchase for Cash Up to U.S.\$100,000,000 Aggregate Principal Amount of its Outstanding 4.875% Senior Guaranteed Notes due 2020

Ferreycorp S.A.A., a company organized as a *sociedad anónima abierta* under the laws of the Republic of Peru (“*Ferreycorp*”), hereby announces the commencement of its offer to purchase (the “*Tender Offer*”) for cash up to U.S.\$100,000,000 aggregate principal amount (subject to increase by Ferreycorp, the “*Maximum Tender Amount*”) of its outstanding 4.875% Senior Guaranteed Notes due 2020 (the “*Notes*”), upon the terms and subject to the conditions described in the Offer to Purchase dated May 25, 2016 (as it may be amended or supplemented from time to time, the “*Offer to Purchase*”) and the accompanying Letter of Transmittal dated May 25, 2016 (as it may be amended or supplemented from time to time, the “*Letter of Transmittal*” and, together with the Offer to Purchase, the “*Offer Documents*”).

The following table sets forth certain terms of the Tender Offer:

Title of Notes	CUSIP and ISIN Numbers	Aggregate Principal Amount Outstanding	Aggregate Maximum Tender Amount	Per U.S.\$1,000 Principal Amount of Notes		
				Tender Offer Consideration	Early Tender Premium	Total Consideration
4.875% Senior Guaranteed Notes due 2020	CUSIP: 31529UAA8 US31529UAA88 ISIN: P39238AA1 USP39238AA11	U.S.\$282,333,000	U.S.\$100,000,000	U.S.\$992.50	U.S.\$30.00	U.S.\$1,022.50

Subject to the Maximum Tender Amount, the amount of Notes that is purchased in the Tender Offer on the Settlement Date (as such term is defined in the Offer to Purchase) may be subject to the proration arrangements applicable to the Tender Offer.

Ferreycorp will only accept for purchase Notes in an aggregate principal amount up to the Maximum Tender Amount. Ferreycorp reserves the right, but is under no obligation, to increase the Maximum Tender Amount at any time, subject to compliance with applicable law, which could result in Ferreycorp purchasing a greater aggregate principal amount of Notes in the Tender Offer. There can be no assurance that Ferreycorp will increase the Maximum Tender Amount. If Ferreycorp increases the Maximum Tender Amount, Ferreycorp does not expect to extend the Withdrawal Deadline, subject to applicable law.

The Tender Offer will expire at 11:59 p.m., New York City time, on June 22, 2016 (such date and time, as it may be extended, the “Expiration Date”), unless earlier terminated. You must validly tender your Notes, and not validly withdraw, at or prior to 5:00 p.m., New York City time, on June 8, 2016 (such date and time, as it may be extended, the “Early Tender Date”) to be eligible to receive the Total Consideration (as defined below) for such Notes. You must validly tender your Notes at or prior to the Expiration Date to be eligible to receive the Tender Offer Consideration (as defined below) for such Notes. You must validly tender your Notes at or prior to 5:00 p.m., New York City time, on June 8, 2016 (such date and time, as it may be extended, the “Early Tender Date”) to be eligible to receive the Total Consideration (as defined below) for such Notes. Holders who validly tender their Notes will be eligible to receive, as applicable, the Total Consideration and the Tender Offer Consideration, plus Accrued Interest (as defined below), which will be payable in cash. Tendered Notes may be validly withdrawn from the Tender Offer at or prior to, but not after, 5:00 p.m., New York City time, on June 8, 2016 (such date and time, as it may be extended, the “Withdrawal Deadline”).

Subject to the terms and conditions of the Tender Offer, the consideration for each U.S.\$1,000 principal amount of Notes validly tendered (and not validly withdrawn) and accepted for purchase pursuant to the Tender Offer will be U.S.\$992.50 (the “Tender Offer Consideration”). Holders of Notes that are validly tendered (and not validly withdrawn) at or prior to the Early Tender Date and accepted for purchase pursuant to the Tender Offer will receive the Tender Offer Consideration plus the early tender premium for each U.S.\$1,000 of U.S.\$30.00 (the “Early Tender Premium” and, together with the Tender Offer Consideration, the “Total Consideration”). Holders of Notes tendered after the Early Tender Date, but on or prior to the Expiration Date, and accepted for purchase pursuant to the Tender Offer will receive the Tender Offer Consideration, which will not include any Early Tender Premium. No tenders will be valid if submitted after the Expiration Date. All Notes validly tendered and accepted for purchase pursuant to the Tender Offer will also redeem accrued and unpaid interest on those Notes from the last interest payment date with respect to those Notes to, but not including, the Settlement Date (“Accrued Interest”).

The Tender Offer is not conditioned upon the tender of any minimum principal amount of Notes. **The Tender Offer is subject to the satisfaction of the General Conditions (as defined in the Offer to Purchase).**

The Tender Offer is open to all registered holders (individually, a “*Holder*,” and collectively, the “*Holders*”) of the Notes. The Tender Offer commences on the date of the Offer to Purchase and will expire on the Expiration Date, unless extended or earlier terminated by Ferreycorp. No tenders will be valid if submitted after the Expiration Date. If a nominee holds your Notes, such nominee may have an earlier deadline for accepting the offer. You should promptly contact the nominee that holds your Notes to determine its deadline. The Tender Offer is open to all registered Holders of the Notes.

Ferreycorp will purchase Notes that have been validly tendered and not validly withdrawn at or prior to the Expiration Date and that Ferreycorp chooses to accept for purchase, subject to all conditions to the Tender Offer having been either satisfied or waived by Ferreycorp, promptly following the Expiration Date (the “*Settlement Date*”). The Settlement Date is expected to occur on the second business day following the Expiration Date. Notes accepted on the Settlement Date, if any, will be accepted subject to the Maximum Tender Amount and proration, each as described in the Offer to Purchase.

Acceptance for tenders of any Notes may be subject to proration if the aggregate principal amount for the Notes validly tendered and not validly withdrawn would cause the Maximum Tender Amount to be exceeded. Any Notes tendered pursuant to a Tender Offer that are not accepted and purchased by Ferreycorp as a result of the operation of the proration provisions applicable to the Tender Offer shall be promptly returned to the relevant tendering Holders following the Expiration Date.

Notwithstanding any other provision of the Tender Offer, Ferreycorp’s obligation to accept for purchase, and to pay for, any Notes validly tendered pursuant to the Tender Offer, is conditioned upon the satisfaction of the General Conditions (as defined in the Offer to Purchase). The General Conditions to the Tender Offer are for the sole benefit of Ferreycorp and may be asserted by Ferreycorp regardless of the circumstances giving rise to any such condition (including any action or inaction by Ferreycorp). Ferreycorp reserves the right, in its sole discretion, to waive any and all conditions of the Tender Offer, at or prior to the Expiration Date. The Tender Offer is not subject to a minimum principal amount of Notes being tendered.

Withdrawal rights with respect to the Notes will terminate on the Withdrawal Deadline, unless extended pursuant to applicable law. Accordingly, following the Withdrawal Deadline, any Notes validly tendered (whether before, on or after the Withdrawal Deadline) may no longer be validly withdrawn. For the withdrawal of a tendered Note to be valid, such withdrawal must comply with the procedures set forth in the Offer to Purchase.

Subject to applicable law and the terms set forth in the Offer to Purchase, Ferreycorp reserves the right with respect to the Tender Offer to: (i) extend or otherwise amend the Early Tender Date or the Expiration Date; (ii) increase the Maximum Tender Amount without extending the Withdrawal Deadline or otherwise reinstating withdrawal rights of Holders except as required by law; (iii) waive or modify in whole or in part any and all conditions to the Tender Offer; (iv) modify or terminate the Tender Offer; and (v) otherwise amend the Tender Offer in any respect. In the event of the termination of the Tender Offer, the Notes tendered pursuant to the Tender Offer and not previously accepted and purchased will be promptly returned to the tendering Holders.

If you do not tender your Notes or if you tender Notes that are not accepted for purchase, they will remain outstanding. If Ferreycorp consummates the Tender Offer, the trading market for your outstanding Notes may be significantly more limited. For a discussion of this and other risks, see “Certain Significant Considerations—The Tender Offer may adversely affect the market value, and reduce the liquidity of any trading market, of the Notes” in the Offer to Purchase.

THE OFFER DOCUMENTS CONTAIN CERTAIN IMPORTANT INFORMATION THAT SHOULD BE READ BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER, IN PARTICULAR, SEE “CERTAIN SIGNIFICANT CONSIDERATIONS” IN THE OFFER TO PURCHASE FOR A DISCUSSION OF CERTAIN FACTORS YOU SHOULD CONSIDER IN CONNECTION WITH THE TENDER OFFER.

None of Ferreycorp, its board of directors, the Dealer Manager (as defined below), the Tender and Information Agent (as defined below) or the Trustee (as defined in the offer to purchase) with respect to the Notes or any of their respective Affiliates is making any recommendation as to whether Holders should tender any Notes in response to the Tender Offer. Holders must make their own decision as to whether to participate in the Tender Offer, and, if so, the principal amount of Notes to tender.

The Offer to Purchase does not constitute an offer to purchase the Notes in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer under applicable securities or “blue sky” laws.

Neither the delivery of this announcement, the Offer to Purchase nor any purchase pursuant to the Tender Offer shall under any circumstances create any implication that the information contained in this announcement or the Offer to Purchase is correct as of any time subsequent to the date hereof or thereof or that there has been no change in the information set forth herein or therein or in Ferreycorp’s affairs since the date hereof or thereof.

The Offer to Purchase does not constitute an offer to sell any securities or the solicitation of an offer to buy any securities (other than the Notes). Any offering of securities will only be made by an offering document.

D. F. King & Co., Inc. is acting as the tender agent and as the information agent (the “*Tender and Information Agent*”) for the Tender Offer. J.P. Morgan Securities LLC is acting as Dealer Manager (the “*Dealer Manager*”) for the Tender Offer.

For further information about the Tender Offer, please log-into the website www.dfking.com/ferreycorp. Alternatively, please contact the Tender and Information Agent D.F. King & Co., Inc., Attn: Peter Aymar, at 48 Wall Street, 22nd Floor, New York, NY 10005, telephone number: (877) 478-5041 (toll-free), (212) 269-5550 (collect) or email ferreycorp@dfking.com. Requests for documentation should be directed to the Tender and Information Agent.