



Mexichem, S.A.B. de C.V.

US\$750,000,000 4.875% Senior Notes due 2022

US\$400,000,000 6.750% Senior Notes due 2042

We are offering US\$750,000,000 aggregate principal amount of Senior Notes due 2022, or the 2022 Notes, and US\$400,000,000 aggregate principal amount of Senior Notes due 2042, or the 2042 Notes and, together with the 2022 Notes, the Notes. The 2022 Notes will bear interest at a rate of 4.875% per year. The 2042 Notes will bear interest at a rate of 6.750% per year. We will pay interest on the Notes semiannually in arrears on March 19 and September 19 of each year, beginning March 19, 2013.

The Notes will be unconditionally guaranteed by certain of our subsidiaries. The Notes and the subsidiary guarantees will be our and our subsidiary guarantors' senior unsecured obligations (subject to certain obligations that are preferred by statute). The Notes and the subsidiary guarantees will rank equally with each other and with all of our and our subsidiary guarantors' respective existing and future senior unsecured indebtedness.

We may redeem some or all of the Notes at any time at the greater of 100% of their principal amount outstanding and a make-whole amount described in this offering memorandum, in each case plus any Additional Amounts and accrued interest through the date of redemption. See "Description of notes—Redemption." If a change of control triggering event as described in this offering memorandum under the heading "Description of notes—Redemption upon change of control" occurs, we may be required to offer to purchase the Notes from the holders. In addition, we may redeem the Notes, in whole, but not in part, at a price equal to 100% of their outstanding principal amount, plus any Additional Amounts then payable, and accrued and unpaid interest, in the event of certain changes in Mexican tax laws applicable to the Notes.

Application will be made to list the Notes on the Official List of the Luxembourg Stock Exchange and for trading on the Euro MTF Market. This offering memorandum constitutes a prospectus for the purpose of the Luxembourg law dated July 19, 2005 on prospectuses for securities. The Notes will be issued only in registered form in minimum denominations of US\$200,000 and integral multiples of US\$1,000 in excess thereof.

An investment in the Notes involves risks. See "Risk factors" beginning on page 18 for a discussion of certain risks you should consider in connection with an investment in the Notes.

2022 Notes Offering Price: 99.026% plus accrued interest, if any, from September 19, 2012

2042 Notes Offering Price: 100.00% plus accrued interest, if any, from September 19, 2012

THE INFORMATION CONTAINED IN THIS OFFERING MEMORANDUM IS EXCLUSIVELY OUR RESPONSIBILITY AND HAS NOT BEEN REVIEWED OR AUTHORIZED BY THE MEXICAN NATIONAL BANKING AND SECURITIES COMMISSION (*COMISIÓN NACIONAL BANCARIA Y DE VALORES* OR THE "CNBV"). THE NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED WITH THE MEXICAN NATIONAL SECURITIES REGISTRY (*REGISTRO NACIONAL DE VALORES*) MAINTAINED BY THE CNBV AND, THEREFORE, THE NOTES MAY NOT BE PUBLICLY OFFERED OR SOLD NOR BE THE SUBJECT OF BROKERAGE ACTIVITIES IN MEXICO, EXCEPT THAT THE NOTES MAY BE OFFERED IN MEXICO TO INSTITUTIONAL AND QUALIFIED INVESTORS, PURSUANT TO THE PRIVATE PLACEMENT EXEMPTION SET FORTH IN ARTICLE 8 OF THE MEXICAN SECURITIES MARKET LAW (*LEY DEL MERCADO DE VALORES*). AS REQUIRED UNDER THE MEXICAN SECURITIES MARKET LAW, WE WILL NOTIFY THE CNBV OF THE OFFERING OF THE NOTES OUTSIDE OF MEXICO. SUCH NOTICE WILL BE DELIVERED TO THE CNBV TO COMPLY WITH A LEGAL REQUIREMENT AND FOR INFORMATION PURPOSES ONLY, AND THE DELIVERY OF SUCH NOTICE TO, AND THE RECEIPT OF SUCH NOTICE BY, THE CNBV, DOES NOT IMPLY ANY CERTIFICATION AS TO THE INVESTMENT QUALITY OF THE NOTES, OUR SOLVENCY, LIQUIDITY OR CREDIT QUALITY OR THE ACCURACY OR COMPLETENESS OF THE INFORMATION SET FORTH HEREIN. THIS OFFERING MEMORANDUM MAY NOT BE PUBLICLY DISTRIBUTED IN MEXICO.

The Notes have not been registered under the U.S. Securities Act of 1933, as amended, or the Securities Act, or the securities laws of any other jurisdiction. We are offering the Notes only to qualified institutional buyers (as defined in Rule 144A under the Securities Act) and outside the United States to non-U.S. persons pursuant to Regulation S under the Securities Act. Prospective purchasers that are qualified institutional buyers are hereby notified that the seller of the Notes may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A. For a description of certain restrictions on the transfer of the Notes, see "Transfer restrictions."

We expect that delivery of each series of the Notes will be made to investors in book-entry form through the facilities of The Depository Trust Company, or DTC, and its participants, including Euroclear Bank S.A./N.V., or Euroclear, or Clearstream Banking Société Anonyme, Luxembourg, or Clearstream Luxembourg on or about September 19, 2012.

Joint Bookrunners

Citigroup

HSBC

J.P. Morgan

Morgan Stanley

Co-managers

Barclays

Rabo Securities

The date of this offering memorandum is September 12, 2012.