

VGP NV announces cash tender offer for its outstanding

EUR 500,000,000 1.625 per cent. fixed rate green bonds due 17 January 2027 (ISIN: BE6332786449) and EUR 600,000,000 1.50 per cent. fixed rate green bonds due 8 April 2029 (ISIN: BE6327721237)

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THIS ANNOUNCEMENT RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIED OR MAY HAVE QUALIFIED AS INSIDE INFORMATION WITHIN THE MEANING OF ARTICLE 7(1) OF THE MARKET ABUSE REGULATION (EU) 596/2014, AS AMENDED.

25 March 2025. VGP NV (the “Offeror”) announces today an invitation to holders of its outstanding EUR 500,000,000 1.625 per cent. fixed rate green bonds due 17 January 2027 (ISIN: BE6332786449 / Common Code: 243311268) (the “2027 Bonds”) and EUR 600,000,000 1.50 per cent. fixed rate green bonds due 8 April 2029 (ISIN: BE6327721237 / Common Code: 232974028) (the “2029 Bonds” and together with the 2027 Bonds, the “Bonds”) to tender their Bonds for purchase by the Offeror for cash up to the Maximum Acceptance Amounts (as defined below) (such invitation, the “Offer”).

The Offer is being made on the terms and subject to the conditions contained in the tender offer memorandum dated 25 March 2025 (the “Tender Offer Memorandum”) prepared by the Offeror in connection with the Offer, in particular the satisfaction (or waiver, at the sole and absolute discretion of the Offeror) of the New Issue Condition (as defined below), and is subject to the offer restrictions set out below, as more fully described in the Tender Offer Memorandum. For detailed terms of the Offer, please refer to the Tender Offer Memorandum, copies of which are (subject to distribution restrictions) available from the Tender Agent as set out below. Capitalised terms used but not otherwise defined in this announcement shall have the meanings given to them in the Tender Offer Memorandum.

Summary of the Offer

A summary of certain of the terms of the Offer appears below:

Description of the Bonds	ISIN / Common Code	Outstanding Principal Amount	Maturity Date	Benchmark	Purchase Spread	Maximum Acceptance Amounts
EUR 500,000,000 1.625 per cent. fixed rate green bonds due 17 January 2027	BE6332786449 / 243311268	EUR 500,000,000	17 January 2027	2027 Bonds Interpolated Mid-Swap Rate	60 basis points	Subject as set out in the Tender Offer Memorandum, up to EUR 250,000,000 in aggregate principal amount of the Bonds and up to EUR 50,000,000 in aggregate principal amount of the 2029 Bonds
EUR 600,000,000 1.50 per cent. fixed rate green bonds due 8 April 2029	BE6327721237 / 232974028	EUR 600,000,000	8 April 2029	2029 Bonds Interpolated Mid-Swap Rate	150 basis points	

Rationale for the Offer

The purpose of the Offer and planned issuance of the New Bonds (as defined below) is to proactively manage the Offeror’s capital structure and debt profile. The Offer also provides Bondholders with the opportunity to sell their current holdings in the Bonds and apply for priority in the allocation of the New Bonds.

As mentioned below in “New Issue Condition”, it is the intention of the Offeror to issue concurrently with the Offer new euro-denominated fixed rate green bonds (the “New Bonds”).

Whether the Offeror will accept for purchase any Bonds validly tendered in the Offer and complete the Offer is subject to the satisfaction (or waiver, at the sole and absolute discretion of the Offeror) of the New Issue Condition. There can be no assurance that the Offeror will be able to satisfy the New Issue Condition.

Bonds purchased by the Offeror pursuant to the Offer are expected to be cancelled and will not be re-issued or re-sold.

Purchase Price and Accrued Interest Payments

Subject to the satisfaction (or waiver, at the sole and absolute discretion of the Offeror) of the New Issue Condition, the Offeror will, on the Settlement Date, pay for any 2027 Bonds validly tendered and accepted for purchase by it pursuant to the Offer a cash purchase price for such 2027 Bonds (the “**2027 Bonds Purchase Price**”) determined by the Offeror in consultation with the Dealer Managers at or about the Pricing Time on the Pricing Date in the manner described in the Tender Offer Memorandum by reference to a yield calculated as the sum of (i) the 2027 Bonds Purchase Spread and (ii) the 2027 Bonds Interpolated Mid-Swap Rate (rounded to 3 decimal places, with 0.0005 rounded upwards) (such sum, the “**2027 Bonds Purchase Yield**”). The Offeror will also pay an Accrued Interest Payment in respect of any 2027 Bonds accepted for purchase pursuant to the Offer.

Subject to the satisfaction (or waiver, at the sole and absolute discretion of the Offeror) of the New Issue Condition, the Offeror will, on the Settlement Date, pay for any 2029 Bonds validly tendered and accepted for purchase by it pursuant to the Offer a cash purchase price for such Bonds (the “**2029 Bonds Purchase Price**” and together with the 2027 Bonds Purchase Price, each a “**Purchase Price**”) determined by the Offeror in consultation with the Dealer Managers at or about the Pricing Time on the Pricing Date in the manner described in the Tender Offer Memorandum by reference to a yield calculated as the sum of (i) the 2029 Bonds Purchase Spread and (ii) the 2029 Bonds Interpolated Mid-Swap Rate (rounded to 3 decimal places, with 0.0005 rounded upwards) (such sum, the “**2029 Bonds Purchase Yield**” and together with the 2027 Bonds Purchase Yield, each a “**Purchase Yield**”). The Offeror will also pay an Accrued Interest Payment in respect of any 2029 Bonds accepted for purchase pursuant to the Offer.

Each Purchase Price will be determined in accordance with market convention and expressed as a percentage of the principal amount of the Bonds of the relevant Series (and rounded to the nearest 0.001 per cent. with 0.0005 per cent. being rounded upwards) and is intended to reflect a yield to maturity of the relevant Series on the Settlement Date based on the relevant Purchase Yield.

Final Acceptance Amount and Scaling

The Offeror proposes to accept for purchase pursuant to the Offer up to EUR 250,000,000 in aggregate principal amount of the Bonds across both Series and up to EUR 50,000,000 in aggregate principal amount of the 2029 Bonds (such amounts, the “**Maximum Acceptance Amounts**”), although the Offeror reserves the right, in its sole and absolute discretion, to accept significantly more or significantly less than (or none of) the Maximum Acceptance Amounts for purchase pursuant to the Offer (the final aggregate principal amount of Bonds accepted for purchase pursuant to the Offer, being the “**Final Acceptance Amount**”).

The Offeror will determine the amount accepted for purchase pursuant to the Offer among each Series (the “**Series Acceptance Amounts**”) in its sole and absolute discretion and reserves the right to accept significantly more or less (or none) of the Bonds of one Series (subject to proration, if applicable), as compared to the other Series.

In the circumstances in which Bonds of a Series validly tendered pursuant to an Offer are to be accepted on a pro rata basis (which may result from the application of the Series Acceptance Amounts and the Final Acceptance Amount), each such Tender Instruction will be scaled by a factor equal to (i) the relevant Series Acceptance Amount divided by (ii) the aggregate original principal amount of the Bonds of such Series that has been validly tendered (the relevant Series “**Scaling Factor**”). However, such proration will be subject to adjustment, following the rounding of Tender Instructions (as indicated in the paragraph below), such that the aggregate principal amount of the relevant Series of Bonds which the Offeror would purchase after applying pro-rata would be equal to the relevant Series Acceptance Amount.

Each tender of Bonds that is scaled in this manner will be rounded down to the nearest specified denomination for the Bonds of the relevant Series (being EUR 100,000), provided that the Offeror will not accept a Tender Instruction where, following proration, the principal amount of Bonds of the relevant Series subject to the Tender Instruction would be less than the specified denomination.

In addition, in the event of any such scaling, (A) the Offeror intends to apply pro rata scaling to each valid tender of Bonds in such a manner as will result in both (a) the relevant Bondholders transferring Bonds to the Offeror in an aggregate principal amount of at least EUR 100,000 (unless the relevant Tender Instruction is rejected in its entirety, as described in (B) below), and (b) the relevant Bondholder’s residual amount of Bonds (being the principal amount of the Bonds the subject of the relevant Tender Instruction that are not accepted for purchase by virtue of such scaling) amounting to either (i) at least EUR 100,000 or (ii) zero, and (subject as provided in (B) below) the Offeror therefore reserves the right (but shall not be obliged) to adjust the relevant Scaling Factor applicable to any relevant Tender Instruction accordingly; and (B) if, following the application of pro rata scaling

(prior to any adjustment as referred to in paragraph (A) above), the aggregate principal amount of Bonds otherwise due to be accepted for purchase from a Bondholder pursuant to a Tender Instruction would be less than EUR 100,000, the Offeror may in its sole discretion choose to (i) accept at least EUR 100,000, being the minimum denomination of the Bonds or (ii) reject the relevant Tender Instruction in its entirety.

New Issue Condition

The Offeror also announced today its intention to issue the New Bonds, subject to market conditions.

Whether the Offeror will purchase any Bonds validly tendered in the Offer is subject, without limitation, to the successful completion (in the sole determination of the Offeror) of the issue of the New Bonds (the “**New Issue Condition**”), or the waiver (at the sole and absolute discretion of the Offeror) of such condition.

Even if the New Issue Condition is satisfied (or waived), the Offeror is under no obligation to accept for purchase any Bonds tendered pursuant to the Offer. The acceptance for purchase by the Offeror of Bonds validly tendered pursuant to the Offer is at the sole and absolute discretion of the Offeror, and tenders may be rejected by the Offeror for any reason.

*Neither this announcement nor the Tender Offer Memorandum constitutes an offer to buy or sell, or a solicitation of an offer to sell or buy, any New Bonds (and tenders of Bonds for purchase pursuant to the Offer will not be accepted from Bondholders) in any circumstances in which such offer or solicitation is unlawful. Any investment decision to purchase any New Bonds should be made solely on the basis of the information contained in the information memorandum to be prepared by the Offeror in connection with the issue and listing of the New Bonds (including any amendment or supplement thereto, the “**Information Memorandum**”), and no reliance is to be placed on any representations other than those contained in the Information Memorandum. Subject to compliance with applicable securities laws and regulations, a preliminary information memorandum (the “**Preliminary Information Memorandum**”) dated on or about 25 March 2025 relating to the New Bonds is available from each of the Dealer Managers (in their capacity as joint bookrunner of the issue of the New Bonds) on request. Bondholders who may wish to subscribe for New Bonds should carefully consider all of the information in the Preliminary Information Memorandum and (once published) the Information Memorandum, including (but not limited to) the risk factors therein.*

For the avoidance of doubt, the ability to purchase New Bonds is subject to all applicable securities laws and regulations in force in any relevant jurisdiction (including the jurisdiction of the relevant Bondholder and the selling restrictions set out in the Information Memorandum). It is the sole responsibility of each Bondholder to satisfy itself that it is eligible to purchase the New Bonds.

The New Bonds are not being, and will not be, offered or sold in the United States. Nothing in this announcement nor in the Tender Offer Memorandum constitutes an offer to sell or the solicitation of an offer to buy the New Bonds in the United States or any other jurisdiction. The New Bonds may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of, the United States Securities Act of 1933, as amended (the “Securities Act”). The New Bonds have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act).

Compliance information for the New Bonds:

EU MiFID II professionals/ECPs-only/No EU PRIIPs or UK PRIIPs KID – eligible counterparties and professional clients only (all distribution channels). No sales to EEA or UK retail investors; no key information document has been or will be prepared. No sales to consumers within the meaning of the Belgian Code of Economic Law dated 28 February 2013, as amended.

See the Preliminary Information Memorandum and (once published) the Information Memorandum for further information.

No action has been or will be taken in any jurisdiction in relation to the New Bonds that would permit a public offering of securities whereby such public offering would lead to a requirement to publish a prospectus or a similar requirement, and the minimum denomination of the New Bonds will be EUR 100,000.

Allocation of the New Bonds

When considering allocation of the New Bonds, the Offeror may give preference to those Bondholders that, prior to such allocation, have validly tendered or have given a firm intention to a Dealer Manager that they intend to tender their Bonds for purchase pursuant to the Offer. Therefore, a Bondholder that wishes to subscribe for New Bonds in addition to tendering its existing Bonds for purchase pursuant to the Offer may be eligible to receive, at

the sole and absolute discretion of the Offeror, priority in the allocation of the New Bonds, subject to the issue of the New Bonds, the selling restrictions that will be contained in the Information Memorandum relating to the New Bonds and such Bondholder making a separate application for the purchase of such New Bonds to a Dealer Manager (in its capacity as joint bookrunner of the issue of the New Bonds) in accordance with the standard new issue procedures of such joint bookrunner. Any such preference will, subject to the sole and absolute discretion of the Offeror, be applicable up to the aggregate principal amount of Bonds tendered by such Bondholder (or in respect of which such Bondholder has indicated a firm intention to tender as described above) pursuant to the Offer. However, the Offeror is not obliged to allocate any New Bonds to a Bondholder that has validly tendered or indicated a firm intention to tender its Bonds for purchase pursuant to the Offer and, if any such New Bonds are allocated, the principal amount thereof may be less or more than the principal amount of Bonds tendered by such Bondholder and accepted for purchase by the Offeror pursuant to the Offer. Any such allocation will also, among other factors, take into account the minimum denomination of the New Bonds (being EUR 100,000).

All allocations of the New Bonds, while being considered by the Offeror as set out above, will be made in accordance with customary new issue allocation processes and procedures in the sole and absolute discretion of the Offeror. In the event that a Bondholder validly tenders Bonds pursuant to the Offer, such Bonds will remain subject to such tender and the conditions of the Offer as set out in the Tender Offer Memorandum irrespective of whether that Bondholder receives all, part or none of any allocation of New Bonds for which it has applied.

Bondholders should note that the pricing and allocation of the New Bonds are expected to take place prior to the Expiration Deadline for the Offer and any Bondholder that wishes to subscribe for New Bonds in addition to tendering existing Bonds for purchase pursuant to the Offer should therefore provide, as soon as practicable, to a Dealer Manager any indications of a firm intention to tender Bonds for purchase pursuant to the Offer and the quantum of Bonds that it intends to tender.

Tender Instructions

In order to participate in, and be eligible to receive the relevant Purchase Price and Accrued Interest Payment pursuant to, the Offer, Bondholders must validly tender their Bonds for purchase by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Tender Agent by 5.00 p.m. (CEST) on 1 April 2025 unless extended, re-opened, amended and/or terminated as provided in the Tender Offer Memorandum (the “**Expiration Deadline**”).

Bondholders are advised to check with any bank, securities broker or other intermediary through which they hold Bonds when such intermediary would need to receive instructions from a Bondholder in order for that Bondholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offer by the deadlines specified in the Tender Offer Memorandum. The deadlines set by any such intermediary and each Clearing System for the submission and revocation of Tender Instructions will be earlier than the relevant deadlines specified in the Tender Offer Memorandum.

Holders holding Bonds directly in the NBB-SSS or through a participant or sub-participant of the NBB-SSS (other than a Clearing System) must, in order to be eligible to participate in the Offer in the manner specified in the Tender Offer Memorandum, (i) arrange for the Bonds which they wish to tender to be transferred to an account in either of the Clearing Systems and (ii) maintain or, where relevant, procure access to an account in either of the Clearing Systems through which such Bonds can be traded, and to which both the relevant Purchase Price and the applicable Accrued Interest Payment may be credited by the Offeror.

Bondholders who do not have access to an account, as described above, in either of the Clearing Systems (either directly or through a Direct Participant or other intermediary), or who do not transfer the Bonds which they wish to tender to a Direct Participant in either Clearing System, will not be able to submit a Tender Instruction to the Tender Agent and will not be eligible to participate in the Offer in the manner specified in the Tender Offer Memorandum.

Any Bondholder who (i) holds its Bonds directly, or through a participant or sub-participant of the NBB-SSS, in an “N account” within the NBB-SSS, (ii) is not eligible, in accordance with Article 4 of the Belgian Royal Decree of 26 May 1994, as amended, to hold its Bonds (directly or indirectly) in an “X account” within the NBB-SSS and who is therefore unable to transfer the relevant Bonds to an account in either Clearing System and (iii) who is eligible to view the Tender Offer Memorandum and make an investment decision with respect to the Offer may contact the Tender Agent for further information, using the contact details set out below.

Tender Instructions will be irrevocable except in the limited circumstances described in the Tender Offer Memorandum.

Tender Instructions must be submitted in respect of a minimum principal amount of Bonds of no less than EUR 100,000 (being the minimum denomination of the Bonds), and may be submitted in any integral multiple of EUR 100,000 thereafter.

A separate Tender Instruction must be completed on behalf of each beneficial owner of the Bonds and in respect of each Series of the Bonds.

Indicative timetable for the Offer

The anticipated transaction timetable is summarised below:

Events	Times and Dates
<i>Commencement of the Offer</i>	
Announcement of the Offer and of the intention of the Offeror to issue the New Bonds, subject to market conditions.	25 March 2025
Tender Offer Memorandum available from the Tender Agent (subject to the restrictions set out in “Offer and Distribution Restrictions” below), the contact details of which are set out below.	
<i>Pricing of the New Bonds</i>	To be determined by the Offeror in its sole and absolute discretion, and expected to be prior to the Expiration Deadline
<i>Expiration Deadline</i>	
Final deadline for receipt of valid Tender Instructions by the Tender Agent in order for Bondholders to be able to participate in the Offer.	5.00 p.m. CEST on 1 April 2025
<i>Announcement of Indicative Results of the Offer</i>	
Indicative results announcement indicating where the Offeror expects to set the Final Acceptance Amount and each Series Acceptance Amount, and indicative details of any pro rata scaling that is expected to be applied to valid tenders of any Series, in the event that the Offeror decides to accept valid tenders of Bonds pursuant to the Offer (subject to the satisfaction or waiver, at the sole and absolute discretion of the Offeror, of the New Issue Condition on or prior to the Settlement Date).	As soon as reasonably practicable after the Expiration Deadline
<i>Pricing Date and Pricing Time</i>	Expected to be at or around 1.00 p.m. CEST on 2 April 2025
<i>Announcement of Results</i>	
Announcement by the Offeror of whether it will accept (subject to the satisfaction or waiver, at the sole and absolute discretion of the Offeror, of the New Issue Condition on or prior to the Settlement Date) valid tenders of Bonds for purchase pursuant to the Offer and, if so accepted, (i) the Final Acceptance Amount, each Series Acceptance Amount, each Interpolated Mid-Swap Rate, each Purchase Yield, each Purchase Price and details of any pro rata scaling, (ii) the Settlement Date and (iii) the aggregate principal amount of Bonds that will remain outstanding after the Settlement Date (if any).	As soon as reasonably practicable following the Pricing Time on the Pricing Date
<i>Settlement Date</i>	
Subject to the satisfaction, or waiver, of the New Issue Condition, expected Settlement Date for the Offer.	4 April 2025 or, if later, the Business Day following the settlement of the issue of the New Bonds

The Offeror may, in its sole discretion, extend, re-open, amend, waive any condition of and/or terminate the Offer at any time (subject to applicable law and as provided in the Tender Offer Memorandum) and the above times and dates are subject to the right of the Offeror to so extend, re-open, amend and/or terminate the Offer.

*Bondholders are advised to check with any bank, securities broker or other intermediary through which they hold Bonds when such intermediary would need to receive instructions from a Bondholder in order for that Bondholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offer before the deadlines specified in the Tender Offer Memorandum. **The deadlines set by any such intermediary and each Clearing System for the submission of Tender Instructions will be earlier than the relevant deadlines specified above.***

Unless stated otherwise, announcements in connection with the Offer will be made by or on behalf of the Offeror by (i) publication on the website of the Luxembourg Stock Exchange (www.luxse.com), (ii) publication through the electronic communication system of Bloomberg and (iii) the delivery of notices to the Clearing Systems for communication to Direct Participants and through the NBB-SSS for communication to participants and sub-participants in the NBB-SSS. Such announcements may also be made by publication on the website of the Offeror and on the relevant Informa IGM Screen Insider service. Copies of all such announcements, press releases and notices can also be obtained upon request from the Tender Agent, the contact details for which are below. Significant delays may be experienced where notices are delivered to the Clearing Systems and Bondholders are urged to contact the Tender Agent for the relevant announcements during the course of the Offer. In addition, Bondholders may contact each of the Dealer Managers for information using the contact details below.

Bondholders are advised to read carefully the Tender Offer Memorandum for full details of and information on the procedures for participating in the Offer.

Belfius Bank SA/NV, BNP PARIBAS, J.P. Morgan SE and KBC Bank NV are acting as Dealer Managers and Kroll Issuer Services Limited is acting as Tender Agent.

Questions and requests for assistance in connection with the Offer may be directed to the Dealer Managers:

Belfius Bank SA/NV (Attention: Debt Capital Markets (DCM); Email: dcmorigination@belfius.be).

BNP PARIBAS (Attention: Liability Management Group; Email: liability.management@bnpparibas.com).

J.P. Morgan SE (Attention: EMEA Liability Management Group; Email: liability_management_EMEA@jpmorgan.com).

KBC Bank NV (Attention: Loan and Debt Markets (LDM); Email: dcm@kbcsecurities.be).

Questions and requests for assistance in connection with the procedures for participating in the Offer, including the delivery of Tender Instructions, may be directed to the Tender Agent:

Kroll Issuer Services Limited (Telephone: +44 20 7704 0880; Attention: Jacek Kusion; Email: vgp@is.kroll.com; Tender Offer Website: <https://deals.is.kroll.com/vgp>).

This announcement is released by the Offeror and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (“**MAR**”), encompassing information relating to the Offer described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Piet Van Geet, CFO at the Offeror.

DISCLAIMER

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If any Bondholder is in any doubt as to the contents of this announcement and/or the Tender Offer Memorandum or the action it should take, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Bonds are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender such Bonds pursuant to the Offer. The Dealer Managers are acting exclusively for the Offeror and no one else in connection with the arrangements described in this announcement and the Tender Offer Memorandum and will not be responsible to any Bondholder for providing the protections which would be afforded to customers of the Dealer Managers or for advising any other person in connection with the Offer. None of the Offeror, the Dealer Managers or the Tender Agent or any director, officer, employee, agent or affiliate of any such person has made or will make any assessment of the merits and risks of the Offer or of the

impact of the Offer on the interests of the Bondholders either as a class or as individuals, and none of them makes any recommendation as to whether Bondholders should tender Bonds pursuant to the Offer. None of the Offeror, the Dealer Managers or the Tender Agent (or any of their respective directors, officers, employees, agents or affiliates) is providing Bondholders with any legal, business, tax or other advice in this announcement and/or the Tender Offer Memorandum. Bondholders should consult with their own advisers as needed to assist them in making an investment decision and to advise them whether they are legally permitted to tender Bonds for cash.

Offer and Distribution Restrictions

Neither this announcement nor the Tender Offer Memorandum constitutes an invitation to participate in the Offer in or from any jurisdiction in or from which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this announcement, the Tender Offer Memorandum or any other materials relating to the Offer in certain jurisdictions may be restricted by law. Persons into whose possession this announcement, the Tender Offer Memorandum or any other materials relating to the Offer comes are required by each of the Offeror, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions. If any recipient of this announcement or the Tender Offer Memorandum is in any doubt as to the contents hereof or the action it should take, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser.

Neither this announcement, the Tender Offer Memorandum nor the electronic transmission thereof constitutes an offer to buy or a solicitation of an offer to sell Bonds (and tenders of Bonds in the Offer will not be accepted from Bondholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer and a Dealer Manager or any of its affiliates is such a licensed broker or dealer in any such jurisdiction, the Offer shall be deemed to be made by such Dealer Manager or affiliate, as the case may be, on behalf of the Offeror in such jurisdiction.

No action has been or will be taken in any jurisdiction in relation to the New Bonds that would permit a public offering of securities whereby such public offering would lead to a requirement to publish a prospectus or a similar requirement, and the minimum denomination of the New Bonds will be EUR 100,000.

United States:

The Offer is not being made, and will not be made, directly or indirectly in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States or to any U.S. person (as defined in Regulation S of the United States Securities Act of 1933, as amended (each a “**U.S. Person**”)). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Bonds may not be tendered in the Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States or by any U.S. Person. Accordingly, copies of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any persons located or resident in the United States or to any U.S. Person, and the Bonds cannot be tendered in the Offer by any such use, means, instrumentality or facility from or within or by persons located or resident in the United States or by any U.S. Person. Any purported tender of Bonds in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Bonds made by a person located in the United States, a U.S. Person, by any person acting for the account or benefit of a U.S. Person, or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

Neither this announcement nor the Tender Offer Memorandum is an offer of securities for sale in the United States or to U.S. Persons. Bonds may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act. The New Bonds have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. Persons.

Each Bondholder participating in the Offer will represent that it is not a U.S. Person and it is not located in the United States and it is not participating in the Offer from the United States, or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Offer from the United States and who is not a U.S. Person. For the purposes of this and the above two paragraphs, “**United States**” means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin

Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

United Kingdom:

The communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to (1) persons outside the United Kingdom, (2) those persons in the United Kingdom falling 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 “**Financial Promotion Order**”)), (3) persons who are within Article 43 of the Financial Promotion Order or (4) any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (together being referred to as “**relevant persons**”). Any person in the United Kingdom who is not a relevant person should not act or rely on this announcement or the Tender Offer Memorandum.

Italy:

None of the Offer, this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer have been or will be submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa* (“**CONSOB**”) pursuant to Italian laws and regulations.

The Offer is being carried out in the Republic of Italy (“**Italy**”) as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the “**Financial Services Act**”) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended.

Any Bondholder or beneficial owner of the Bonds that is resident and/or located in Italy may tender some or all of its Bonds for purchase pursuant to the Offer through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB, the Bank of Italy or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Bonds, the Offer and the Tender Offer Memorandum.

France:

The Offer is not being made, directly or indirectly, to the public in the Republic of France (“France”). This announcement, the Tender Offer Memorandum and any other document or material relating to the Offer have only been and shall only be distributed in France to qualified investors as defined in Article 2(e) of Regulation (EU) 2017/1129, as amended. None of this announcement, the Tender Offer Memorandum or any other such document or material has been or will be submitted for clearance to, or approved by, the *Autorité des Marchés Financiers*.

Consumers:

The Offer is not being made, and will not be made or advertised, directly or indirectly, to any individual qualifying as a consumer within the meaning of Article I.1 of the Belgian Code of Economic Law dated 28 February 2013, as amended (a “**Consumer**”) and this announcement, the Tender Offer Memorandum or any other documents or materials relating to the Offer have not been and shall not be distributed, directly or indirectly, to Consumers.