

Castellum AB announces Tender Offer for its €400,000,000 0.750 per cent. Notes due 4 September 2026

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30 August 2024. Castellum AB (the **Company**) announces today its invitation to holders of the outstanding €400,000,000 0.750 per cent. Notes due 4 September 2026 (ISIN: XS2049767598) (the **Notes**), issued by the Company, to tender their Notes for purchase by the Company for cash subject to satisfaction (or waiver) of the New Financing Condition (as defined below) and the other conditions described in the Tender Offer Memorandum (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 30 August 2024 (the **Tender Offer Memorandum**) prepared by the Company and is subject to the offer and distribution restrictions set out below and as more fully described in the Tender Offer Memorandum.

Copies of the Tender Offer Memorandum are (subject to the offer and distribution restrictions) available from the Tender Agent as set out below. Capitalised terms used in this announcement but not defined 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 appear below:

Description of the Notes	ISIN/ Common Code	Outstanding Nominal Amount	Maturity Date	Reference Rate	Purchase Spread	Amount subject to the Offer
€400,000,000 0.750 per cent. Notes due 4 September 2026	XS204976 7598 / 204976759	€400,000,000	4 September 2026	Interpolated Mid-Swap Rate	+30 bps	Subject as set out herein, up to €200,000,000 in aggregate nominal amount of the Notes (the Maximum Acceptance Amount), although the Company reserves the right, in its sole and absolute discretion, to accept significantly more or significantly less than (or none of) the Maximum Acceptance Amount for purchase pursuant to the Offer

Rationale for the Offer

The Offer is being made as part of the Company's proactive balance sheet management strategy in optimising its debt maturity profile. Furthermore, the transaction provides liquidity or reinvestment optionality to those Noteholders whose Notes are accepted in the Offer. It is intended that any Notes purchased by the Company pursuant to the Offer will be cancelled and not subsequently reissued or resold.

Purchase Price and Accrued Interest

The Company will, on the Settlement Date, pay for Notes validly tendered and accepted by it for purchase pursuant to the Offer (subject to satisfaction or waiver of the New Financing Condition on or prior to the Settlement Date), a cash purchase price (expressed as a percentage, the **Purchase Price**) to be determined at or around 12.00 noon (CEST) on 6 September 2024 (the **Pricing Time**) (subject to the right of the Company to amend such time and date in its sole and absolute discretion and without prior notice to Noteholders) in the manner described in the Tender Offer Memorandum by reference to the "Purchase Yield", which shall equal the sum of (i) the Purchase Spread specified in the table on page 1; and (ii) the Interpolated Mid-Swap Rate (as defined in the Tender Offer Memorandum).

The Purchase Price will be determined in accordance with market convention and expressed as a percentage of each €1,000 in nominal amount of Notes accepted for purchase pursuant to the Offer (rounded to the nearest 0.001 per cent., with 0.0005 per cent. rounded upwards) and is intended to reflect a yield to the Maturity Date on the Settlement Date based on the Purchase Yield.

Specifically, the Purchase Price will equal (a) the value of all remaining payments of principal and interest on the Notes up to and including the Maturity Date, discounted to the Settlement Date at a discount rate equal to the Purchase Yield, minus (b) any Accrued Interest for the Notes.

The Company will also pay an Accrued Interest Payment in respect of Notes validly tendered and accepted for purchase pursuant to the Offer.

The regular interest payment dates under the terms and conditions of the Notes fall on 4 September in each year. Accordingly, on 4 September 2024 the Company will pay the regular coupon payment, for interest accrued in respect of the period from (and including) 4 September 2023 to (but excluding) 4 September 2024, to all Noteholders in accordance with the terms and conditions of the Notes. Accrued Interest payable by the Company in respect of Notes accepted for purchase pursuant to the Offer will relate to the period from (and including) 4 September 2024 to (but excluding) the Settlement Date.

Final Acceptance Amount and Scaling

The Company proposes that (subject to satisfaction or waiver of the New Financing Condition on or prior to the Settlement Date) the aggregate nominal amount of Notes (if any) which it will accept for purchase pursuant to the Offer will be an amount of up to €200,000,000 (the **Maximum Acceptance Amount**), although the Company reserves the right, in its sole and absolute discretion, to accept significantly more or significantly less than (or none of) the Maximum Acceptance Amount for purchase pursuant to the Offer (the final nominal amount accepted for purchase pursuant to the Offer being the Final Acceptance Amount).

If the Company decides to accept for purchase any Notes validly tendered pursuant to the Offer and the aggregate nominal amount of Notes validly tendered pursuant to the Offer is greater than the Final Acceptance Amount, the Company intends to accept such validly tendered Notes for purchase (subject to satisfaction or waiver of the New Financing Condition on or prior to the Settlement Date) on a pro rata basis such that the aggregate nominal amount of Notes accepted by the Company for purchase pursuant to the Offer is no greater than the Final Acceptance Amount.

New Financing Condition

The Company announced on 30 August 2024 its intention to issue a new series of euro-denominated fixed rate notes (the **New Notes**), subject to market conditions, pursuant to its €3,000,000,000 Euro Medium Term Note Programme (the **Programme**), the proceeds of which will be used, in whole or in part, to finance the Offer. Whether the Company will accept for purchase Notes validly tendered in the Offer and complete the Offer is subject (unless such condition is waived by the Company in its sole and absolute discretion), without limitation, to the successful completion (in the sole determination of the Company) of the issue of the New Notes (the **New Financing Condition**).

Even if the New Financing Condition is satisfied (or waived), the Company is not under any obligation to accept for purchase any Notes validly tendered pursuant to the Offer. The acceptance for purchase by the Company of Notes validly tendered pursuant to the Offer is at the sole and absolute discretion of the Company and tenders may be rejected by the Company for any reason.

Any investment decision to purchase any New Notes should be made solely on the basis of the information contained in (i) the base prospectus dated 10 June 2024, as supplemented by the supplement dated 20 August 2024 (the **Base Prospectus**) prepared in connection with the Programme; and (ii) the final terms relating to, and to be prepared in connection with, the New Notes, and no reliance is to be placed on any representations other than those contained in the Base Prospectus.

For the avoidance of doubt, the ability to purchase New Notes is subject to all applicable securities laws and regulations in force in any relevant jurisdiction (including the jurisdiction of the relevant Noteholder and the selling restrictions set out in the Base Prospectus). It is the sole responsibility of each Noteholder to satisfy itself that it is eligible to purchase the New Notes. The New Notes have only been and shall only be offered in conformity with the provisions of the Base Prospectus and the selling restrictions contained therein.

Advertisement. The Base Prospectus is, and the relevant final terms will be, available at <https://live.euronext.com/>.

*The New Notes are not being, and will not be, offered or sold in the United States. Nothing in this announcement constitutes an offer to sell or the solicitation of an offer to buy the New Notes in the United States or any other jurisdiction. Securities 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 Notes 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 of the Securities Act).*

***MiFID II product governance** – The target market for the New Notes for the purposes of Directive 2014/65/EU (as amended, **MiFID II**) is eligible counterparties and professional clients only, each as defined in MiFID II, and all channels for distribution of the New Notes to eligible counterparties and professional clients are appropriate.*

***PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The New Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**). For these purposes, a "**retail investor**" means a person who is one (or more) of: (i) a retail client as defined in point (11) of MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the New Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the New Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.*

***PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The New Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a "**retail investor**" means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the **FSMA**) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law of the United Kingdom by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the New Notes or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the New Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.*

No action has been or will be taken in any jurisdiction in relation to the New Notes to permit a public offering of securities.

Allocation of the New Notes

The Company will, in connection with the allocation of the proposed issue of New Notes by or on behalf of the Company, consider among other factors whether or not the relevant Noteholder seeking an allocation of the New Notes has validly tendered, or indicated a firm intention to the Company or the Joint Dealer Managers to tender, their Notes pursuant to the Offer, and, if so, the aggregate nominal amount of the Notes validly tendered or intended to be tendered by such Noteholder (subject to such Noteholder making a separate application for the subscription of the New Notes to the Joint Dealer Managers (each in its capacity as a joint lead manager of the issue of the New Notes) in accordance with the standard new issue procedures of such Joint Dealer Manager (in such capacity). When considering allocation of the New Notes, the Company may give preference to those Noteholders who, prior to such allocation, have validly tendered or indicated their firm intention to the Company or to the Joint Dealer Managers to tender their Notes pursuant to the Offer and subscribe for New Notes. Any such preference in the allocation of the New Notes will be applicable up to the aggregate nominal amount of Notes tendered or firmly indicated to be tendered by such Noteholder pursuant to the Offer. However, the Company is not obliged to allocate the New Notes to a Noteholder who has validly tendered or indicated a firm intention to tender its Notes for purchase pursuant to the Offer. Any allocation of the New Notes, while being considered by the Company as set out above, will be made in accordance with customary new issue allocation processes and procedures and, if New Notes are allocated, the nominal amount thereof may be less or more than the nominal amount of Notes tendered by such Noteholder and accepted by the Company pursuant to the Offer. In the event that a Noteholder validly tenders Notes for purchase pursuant to the Offer, such Notes will remain subject to such tender and the conditions of the Offer as set out in the Tender Offer Memorandum irrespective of whether that Noteholder receives all, part or none of any allocation of New Notes for which it has applied.

A Noteholder wishing for its Tender Instruction or its intention to tender Notes to be taken into account in the allocation process for the New Notes should contact the Joint Dealer Managers (each in its capacity as a joint lead manager of the issue of the New Notes) in accordance with the standard new issue procedure of such Joint Dealer Manager, or by contacting the Joint Dealer Managers using the contact details set out below. The pricing of the New Notes is expected to take place prior to the Expiration Deadline and, as such, Noteholders who wish to subscribe for New Notes in addition to tendering existing Notes for purchase pursuant to the Offer should therefore provide, as soon as practicable, to the Joint Dealer Managers any indications of a firm intention to tender Notes for purchase pursuant to the Offer and the quantum of Notes that it intends to tender.

Tender Instructions

In order to participate in, and be eligible to receive the Purchase Consideration and the Accrued Interest Payment pursuant to, the Offer, Noteholders must validly tender their Notes 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 5 September 2024 (the **Expiration Deadline**). **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 aggregate nominal amount of Notes of no less than €100,000 (the **Minimum Denomination**) and may be submitted in integral multiples of €1,000 above the Minimum Denomination.

Indicative Timetable for the Offer

The times and dates below are indicative only. Accordingly, the actual timetable may differ from the timetable below.

Events

Times and Dates

(All times are CEST)

Commencement of the Offer

Offer announced.

Friday, 30 August 2024

Tender Offer Memorandum available from the Tender Agent (subject to the offer and distribution restrictions).

Pricing of the New Notes

Expected pricing of the New Notes.

Prior to the Expiration
Deadline

Expiration Deadline

Final deadline for receipt of valid Tender Instructions by the Tender Agent in order for Noteholders to be able to participate in the Offer.

5.00 p.m. on
Thursday, 5 September
2024

Announcement of Indicative Results of the Offer

Announcement by the Company of the aggregate nominal amount of Notes validly tendered pursuant to the Offer, together with a non-binding indication of the level at which it expects to set the Final Acceptance Amount and indicative details of any Scaling Factor applicable to valid tenders of Notes that will be applied in the event that the Company decides to accept (subject to satisfaction or waiver of the New Financing Condition on or prior to the Settlement Date) for purchase valid tenders of Notes pursuant to the Offer.

Prior to the Pricing Time
on Friday, 6 September
2024

Pricing Time

Determination of the Interpolated Mid-Swap Rate, Purchase Yield and Purchase Price.

At or around 12.00 noon
on Friday, 6 September
2024

Announcement of Acceptance, Final Results of the Offer and Pricing

Announcement of whether the Company will accept (subject to satisfaction or waiver of the New Financing Condition on or prior to the Settlement Date) for purchase valid tenders of Notes pursuant to the Offer and, if so accepted for purchase: (i) the Final Acceptance Amount; (ii) the Purchase Yield; (iii) the Interpolated Mid-Swap Rate; (iv) the Purchase Price; (v) details of any pro rata scaling including the Scaling Factor (if applicable); (vi) the Accrued Interest (expressed as a percentage of the nominal amount of the Notes); and (vii) the aggregate nominal amount of Notes that will remain outstanding following settlement of the Offer.

As soon as reasonably
practicable after the
Pricing Time on Friday, 6
September 2024

Settlement Date

Events

Times and Dates

(All times are CEST)

Subject to the satisfaction or waiver of the New Financing Condition on or prior to the Settlement Date, expected Settlement Date for the Offer. Payment of Purchase Consideration and Accrued Interest Payment in respect of the Offer. Wednesday, 11 September 2024

The above times and dates are subject to the right of the Company to extend, re-open, amend, and/or terminate the Offer (subject to applicable law and as provided in the Tender Offer Memorandum).

Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would need to receive instructions from a Noteholder in order for that Noteholder 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 set out above. ***The deadlines set by any such intermediary and each Clearing System for the submission or (where permitted) revocation of Tender Instructions will be earlier than the relevant deadlines set out above and in the Tender Offer Memorandum.***

Unless stated otherwise, announcements in connection with the Offer will be made (i) by publication via the RIS publication section of the website of Euronext Dublin (<https://direct.euronext.com/#/rispublication>) and (ii) by the delivery of notices to the Clearing Systems for communication to Direct Participants. Such announcements may also be made on the relevant Informa IGM Insider Screen and/or by the issue of a press release to a Notifying News 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 Noteholders are urged to contact the Tender Agent for the relevant announcements during the course of the Offer. In addition, Noteholders may contact the Joint Dealer Managers for information using the contact details below.

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

J.P. Morgan SE and Nordea Bank Abp are acting as Joint Dealer Managers for the Offer 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 Joint Dealer Managers.

The Joint Dealer Managers

J.P. Morgan SE

Taunustor 1 (TaunusTurm)
60310 Frankfurt am Main
Germany

Telephone: +44 20 7134 2468

Email: liability_management_EMEA@jpmorgan.com

Attention: EMEA Liability Management Group

Nordea Bank Abp

c/o Nordea Danmark, filial af Nordea Bank Abp
Grønjordsvej 10
DK-2300 Copenhagen S
Denmark

Telephone: +45 6161 2996

Email: nordealiabilitymanagement@nordea.com

Attention: Nordea Liability Management

Questions and requests for assistance in connection with the delivery of Tender Instructions may be directed to the Tender Agent.

The Tender Agent

Kroll Issuer Services Limited

The Shard
32 London Bridge Street
London SE1 9SG
United Kingdom

Telephone: +44 20 7704 0880

Email: castellum@is.kroll.com

Attention: Arlind Bytyqi

Website: <https://deals.is.kroll.com/castellum>

This announcement is released by the Company and contains information that 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 Jens Andersson, Chief Financial Officer at the Company on 30 August 2024 at 10.00 a.m. (CEST).

LEI Number: 549300GU5OHTR1T5IY68

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 Noteholder is in any doubt as to the contents of this announcement and/or the Tender Offer Memorandum, or is unsure of the impact of the Offer or the action it should take, it is recommended to seek its own financial, legal and other advice, including in respect of any tax, legal, financial, accounting and regulatory consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Noteholders 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 Notes for cash. Any individual or company whose Notes 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 Notes pursuant to the Offer.

The Joint Dealer Managers are acting exclusively for the Company 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 Noteholder for providing any protections which would be afforded to clients of the Joint Dealer Managers or for providing advice in relation to the Offer. None of the Company, the Joint Dealer Managers or the Tender Agent (or any director, officer, employee, agent, adviser 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 Noteholders, either as a class or as individuals, and none of them makes any representation or recommendation whatsoever regarding the Offer, or any recommendation as to whether Noteholders should tender Notes in the Offer. None of the Company, the Joint Dealer Managers or the Tender Agent (or any of their respective directors, officers, employees agents or affiliates) is providing Noteholders with any legal, business, tax, investment or other advice in this announcement and/or the Tender Offer Memorandum, and none of the Company, the Joint Dealer Managers or the Tender Agent (or any of their respective directors, officers, employees, agents, advisers or affiliates) will have any liability or responsibility in respect thereof

OFFER AND DISTRIBUTION RESTRICTIONS

The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum

comes are required by each of the Company, the Joint Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions. Neither this announcement nor the Tender Offer Memorandum constitutes an offer to buy or a solicitation of an offer to sell the Notes (and tenders of Notes in the Offer will not be accepted from Noteholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require an offer to be made by a licensed broker or dealer and either of the Joint Dealer Managers or any of their respective affiliates is such a licensed broker or dealer in any such jurisdiction, the Offer shall be deemed to be made by such Joint Dealer Manager or such affiliate, as the case may be, on behalf of the Company in such jurisdiction.

Nothing in the Tender Offer Memorandum or the electronic transmission thereof constitutes an offer to sell or the solicitation of an offer to buy the New Notes in the United States or in any other jurisdiction.

In addition to the representations referred to below in respect of the United States, each Noteholder participating in the Offer will also be deemed to give certain representations in respect of the other jurisdictions referred to above and generally as set out in "*Procedures for Participating in the Offer*" in the Tender Offer Memorandum. Any tender of Notes for purchase pursuant to the Offer from a Noteholder that is unable to make these representations will not be accepted. Each of the Company, the Joint Dealer Managers and the Tender Agent reserves the right, in its sole and absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to the Offer, whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Company determines (for any reason) that such representation is not correct, such tender shall not be accepted.

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. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. Notes 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. 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. Any purported tender of Notes in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by, or by any person acting for the account or benefit of, a person located in the United States 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 to buy or sell, or a solicitation of an offer to sell or buy, any Notes or other securities in the United States or to U.S. Persons (as defined in Regulation S of the Securities Act (each a **U.S. Person**)). Securities may not be offered or sold in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act. The New Notes 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, in the United States or to, or for the account or benefit of, U.S. Persons.

Each Noteholder participating in the Offer will represent that it is not located in the United States and 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. For the purposes of this and the above two paragraphs, **United States** means the United States of America, its territories and possessions (including, but not limited to, 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.

Italy. None of the Offer, this announcement, the Tender Offer Memorandum or any other document 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. Accordingly, Noteholders or beneficial owners of the Notes that are resident and/or located in Italy can tender Notes 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 from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with any other applicable laws and regulations and with any requirements imposed by CONSOB and 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 Notes or the Offer.

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 FSMA. Accordingly, this announcement, the Tender Offer Memorandum and such documents and/or materials are not being distributed to, and must not be passed on to, persons in the United Kingdom other than (i) to 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 (the **Financial Promotion Order**)), (ii) to those persons who are within Article 43 of the Financial Promotion Order, or (iii) to any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

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 may be distributed in France only to qualified investors (*investisseurs qualifiés*) as defined in Article 2(e) of Regulation (EU) 2017/1129 and in accordance with Articles L.411-1 and L.411-2 of the French *Code monétaire et financier* and only qualified investors (*investisseurs qualifiés*) are eligible to participate in the Offer. Neither this announcement, the Tender Offer Memorandum, nor any other such offering material has been or will be submitted for clearance to nor approved by the *Autorité des marchés financiers*.

Sweden. Neither this announcement nor the Tender Offer Memorandum are a prospectus approved by the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*) (the **SFSA**) in accordance with Regulation (EU) 2017/1129 of the European Parliament and of the Council, supplemented by the Commission Delegated Regulation (EU) 2019/980 and the Commission Delegated Regulation (EU) 2019/979 or an offer document approved by the SFSA in accordance with the Swedish Act on Takeover Bids (Sw. *Lag (2006:451) om offentliga uppköpserbjudanden på aktiemarknaden*) and the Swedish Financial Instruments Trading Act (Sw. *Lag (1991:980) om handel med finansiella instrument*), nor have they in any other way been approved or reviewed by the SFSA or any other authority, stock exchange or regulatory body.