

THIS ANNOUNCEMENT RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIED OR MAY HAVE QUALIFIED AS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) 596/2014 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (the EUWA).

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SAMPO PLC ANNOUNCES TENDER OFFERS FOR ITS SUBORDINATED NOTES DUE 2052 AND 2049

15 September 2025. Sampo plc (the **Offeror**) announces today separate invitations to holders of its outstanding (i) EUR 1,000,000,000 Fixed/Floating Subordinated Rate Dated Notes due September 2052 (ISIN: XS2226645278) (the **2052 Notes**) and (ii) EUR 500,000,000 Fixed/Floating Rate Dated Subordinated Notes due 2049 (ISIN: XS1995716211) (the **2049 Notes** and, together with the 2052 Notes, the **Notes** and each a **Series**) to tender such Notes for purchase by the Offeror for cash, in each case subject to the satisfaction (or waiver) of the New Financing Condition and the other conditions described in the Tender Offer Memorandum (each such invitation an **Offer**, and together, the **Offers**).

The Offers are being made on the terms and subject to the conditions contained in the tender offer memorandum dated 15 September 2025 (the **Tender Offer Memorandum**) prepared by the Offeror in connection with the Offers, and is subject to the offer restrictions set out below, as more fully described in the Tender Offer Memorandum. For detailed terms of the Offers, 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 Offers

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

Priority of Acceptance	Notes	ISIN / Common Code	Outstanding Nominal Amount	First Reset Date	Rate of Interest ⁽¹⁾	Maturity Date	Interpolated Mid-Swap Rate	Purchase Spread	Amount subject to Offer
1	2052 Notes	XS2226645278 / 222664527	EUR 1,000,000,000	3 September 2032	2.50 per cent. fixed rate	3 September 2052	2052 Notes Interpolated Mid-Swap Rate	110 bps	Subject as set out in the Tender Offer Memorandum, an aggregate nominal amount of Notes such that the maximum amount payable for such Notes (including all Accrued Interest Payments in respect of such Notes) is expected to approximately equal the net proceeds of the New Notes (as defined herein), and which is to be announced as soon as reasonably practicable after the pricing of the New Notes
2	2049 Notes	XS1995716211 / 199571621	EUR 500,000,000	23 May 2029	3.375 per cent. fixed rate	23 May 2049	2049 Notes Interpolated Mid-Swap Rate	105 bps	

(1) The applicable Rate of Interest up to (and including) the relevant First Reset Date.

Rationale for the Offers

The purpose of the Offers and the planned issuance of the New Notes is, amongst other things, to proactively manage the Offeror's expected redemption profile. The Offers also provide Noteholders with the opportunity to sell their current holdings in the Notes and to apply for preference in allocation of the New Notes, as more fully described in the Tender Offer Memorandum.

The Offeror intends to cancel any Notes purchased pursuant to the Offers.

Purchase Prices and Accrued Interest

Subject to the satisfaction (or waiver) of the New Financing Condition on or prior to the Settlement Date, in respect of each Series, for any Notes of the relevant Series validly tendered and accepted for purchase by the Offeror pursuant to the relevant Offer, the Offeror will pay a purchase price for such Notes (each a **Purchase Price**) to be determined at or around 1.00 p.m. (CEST) on 23 September 2025 (subject to the right of the Offeror to amend such time and date and extend, re-open, amend and/or terminate either Offer, the **Pricing Time**) in the manner described in the Tender Offer Memorandum by reference to the sum (each such sum, a **Purchase Yield**) of (i) the relevant Interpolated Mid-Swap Rate; and (ii) the relevant Purchase Spread specified in the table above.

Each Purchase Price will be determined in accordance with market convention and expressed as a percentage of the nominal amount of the relevant Notes accepted for purchase pursuant to the relevant 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 First Reset Date for such Series on the Settlement Date based on the relevant Purchase Yield. Specifically, each Purchase Price will equal (a) the value of all remaining payments of principal and interest on the relevant Notes up to and including the First Reset Date for such Series, discounted to the Settlement Date at a discount rate equal to the relevant Purchase Yield, minus (b) Accrued Interest for such Series.

The Offeror will also pay an Accrued Interest Payment in respect of any Notes accepted for purchase pursuant to the relevant Offer(s) on the Settlement Date.

Consideration Amounts, Priority of Acceptance and Scaling

If the Offeror decides to accept any Notes for purchase pursuant to the Offers, and subject to the satisfaction (or waiver) of the New Financing Condition on or prior to the Settlement Date, the Offeror proposes to accept for purchase an aggregate nominal amount of Notes pursuant to the Offers such that the maximum amount payable by the Offeror for all such Notes accepted for purchase pursuant to the Offers (including all Accrued Interest Payments in respect of such Notes) is expected to approximately equal the net proceeds of the New Notes to be issued (the **Maximum Consideration Amount**), and which the Offeror will announce as soon as is reasonably practicable following pricing of the New Notes, although the Offeror reserves the right, in its sole discretion, to accept significantly less than such amount, or to accept none of such Notes, for purchase pursuant to the Offers (the final amount so allocated for the purchase of Notes pursuant to the Offers being the **Aggregate Consideration Amount**).

The Offeror currently intends to accept any 2052 Notes validly tendered for purchase pursuant to the relevant Offer in priority to any 2049 Notes validly tendered for purchase pursuant to the relevant Offer, and accordingly does not currently intend to accept any 2049 Notes for purchase pursuant to the relevant Offer unless it has accepted all valid tenders of 2052 Notes for purchase pursuant to the relevant Offer in full, with no *pro rata* scaling.

2052 Notes

If the total amount payable by the Offeror for all 2052 Notes validly tendered for purchase pursuant to the relevant Offer (including Accrued Interest Payments in respect of such 2052 Notes) would:

- (a) be less than or equal to the Aggregate Consideration Amount, the Offeror intends to accept all such validly tendered 2052 Notes for purchase in full, with no *pro rata* scaling; or
- (b) be greater than the Aggregate Consideration Amount, the Offeror intends to accept an aggregate nominal amount of such 2052 Notes for purchase on a *pro rata* basis such that the total amount payable by the Offeror for all 2052 Notes validly tendered for purchase pursuant to the relevant Offer (including Accrued Interest Payments in respect of such 2052 Notes) is no greater than the Aggregate Consideration Amount, and the Offeror does not intend to accept any 2049 Notes.

2049 Notes

If the total amount payable by the Offeror for the 2052 Notes accepted for purchase pursuant to the relevant Offer (including Accrued Interest Payments in respect of such 2052 Notes) (such amount, the **Final 2052 Notes Consideration Amount**) is less than the Aggregate Consideration Amount (the difference between the Aggregate Consideration Amount and the Final 2052 Notes Consideration Amount being the **Final 2049 Notes Consideration Amount**), the Offeror intends to accept for purchase pursuant to the relevant Offer an aggregate nominal amount of such 2049 Notes such that the total amount payable by the Offeror for all such 2049 Notes accepted for purchase pursuant to the relevant Offer (including all Accrued Interest Payments in respect of such 2049 Notes) is no greater than the Final 2049 Notes Consideration Amount.

Scaling

If the Offeror decides to accept any validly tendered Notes of a Series for purchase pursuant to the relevant Offer and the aggregate nominal amount of the Notes of such Series validly tendered for purchase is greater than the relevant Series Acceptance Amount (as defined in the Tender Offer Memorandum), the Offeror intends to accept (subject to satisfaction (or waiver) of the New Financing Condition on or prior to the Settlement Date) such Notes for purchase on a *pro rata* basis such that the aggregate nominal amount of Notes of such Series accepted for purchase pursuant to the relevant Offer is no greater than such Series Acceptance Amount. See the Tender Offer Memorandum for further information.

New Financing Condition

On 15 September 2025, the Offeror announced that it intends to issue a new series of euro-denominated fixed rate reset perpetual restricted tier 1 notes (the **New Notes**), subject to market conditions.

Whether the Offeror will purchase any Notes validly tendered in the relevant Offer(s) is conditional, without limitation, on the successful completion (in the sole determination of the Offeror) of the offering of the New Notes (the **New Financing Condition**).

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

Any investment decision to purchase any New Notes should be made solely on the basis of the information contained in the preliminary prospectus dated on or around the date hereof and prepared by the Offeror in connection with the issue and listing of the New Notes (including any amendment or supplement thereto, the **Preliminary Prospectus**), and no reliance is to be placed on any representations other than those contained in the Preliminary Prospectus. Nothing in this announcement or the Tender Offer Memorandum constitutes an offer to sell or the solicitation of an offer to buy the New Notes in the United States or any other jurisdiction.

For the avoidance of doubt, the ability to purchase any 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 Preliminary Prospectus). It is the sole responsibility of each Noteholder to satisfy itself that it is eligible to purchase the New Notes.

*The New Notes are not being, and will not be, offered or sold in the United States. Nothing in this announcement or the Tender Offer Memorandum 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 under the Securities Act).*

Compliance information for the New Notes:

MiFID II and UK MiFIR professionals/ECPs-only/No PRIIPs or UK PRIIPs KID – Manufacturer target market (MIFID II and UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs or UK PRIIPs key information document (KID) has been prepared as not available to retail in EEA or UK.

See the Preliminary Prospectus for further information.

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

The final version of the version of the prospectus relating to the New Notes will be available (once published) at www.sampo.com.

Allocation of the New Notes

The Offeror will, in connection with allocations of the New Notes, consider among other factors whether or not the relevant investor seeking an allocation of the New Notes has validly tendered or indicated a firm intention to tender Notes pursuant to the relevant Offer(s), and, if so, the aggregate nominal amount of Notes tendered or intended to be tendered by such investor. When considering allocations of the New Notes, the Offeror intends to give preference to those investors who, prior to such allocation, have tendered, or indicated their intention to tender, Notes. However, the Offeror is not obliged to allocate the New Notes to an investor which has validly tendered or indicated a firm intention to tender the Notes pursuant to the relevant Offer(s). Any allocation of the New Notes, 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 event that a Noteholder validly tenders Notes pursuant to the relevant Offer(s), such Notes will remain subject to such tender and the

conditions of the relevant Offer(s) 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.

Noteholders should note that the pricing and allocation of the New Notes are expected to take place prior to the Expiration Deadline for the Offers and any Noteholder that wishes to subscribe for New Notes in addition to tendering existing Notes for purchase pursuant to the relevant Offer(s) should therefore provide, as soon as practicable and prior to the New Notes allocations, to any Dealer Manager any indications of a firm intention to tender Notes for purchase pursuant to the relevant Offer(s) and the quantum of Notes that it intends to tender in order for this to be taken into account as part of the New Notes allocation process.

Tender Instructions

In order to participate in, and be eligible to receive the relevant Purchase Price and Accrued Interest Payment pursuant to, the relevant 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 22 September 2025, unless extended, re-opened, amended and/or terminated as provided in the Tender Offer Memorandum (the **Expiration Deadline**).

Tender Instructions will be irrevocable except in the limited circumstances described under "*Amendment and Termination*" in the Tender Offer Memorandum.

Tender Instructions must be submitted in respect of a minimum nominal amount of Notes of the relevant Series of no less than EUR 100,000, being the minimum denomination of each Series, and may thereafter be submitted in integral multiples of EUR 1,000.

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

Expected timetable for the Offers

The anticipated timetable is summarised below. The times and dates below are indicative only:

Events

Times and Dates

(All times are CEST)

Commencement of the Offers

Offers announced. Tender Offer Memorandum available from the Tender Agent and the Offer Website. 15 September 2025

Announcement of the Maximum Consideration Amount

Announcement of the Maximum Consideration Amount. As soon as reasonably practicable following the pricing of the New Notes (which is expected to take place on 16 September 2025)

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 Offers. 5.00 p.m. on 22 September 2025

Announcement of Indicative Results

Announcement by the Offeror of a non-binding indication of the approximate level at which it expects to set each Series Acceptance Amount and (if applicable) indicative details of any *pro rata* scaling that will be applied in the event that the Offeror decides to accept (subject to satisfaction (or waiver) of the New Financing Condition on or prior to the Settlement Date) valid tenders of Notes for purchase pursuant to the relevant Offer(s). Prior to the Pricing Time on 23 September 2025

Pricing Time

Determination of each Interpolated Mid-Swap Rate, each Purchase Yield and each Purchase Price. At or around 1.00 p.m. on 23 September 2025

Events

Times and Dates

(All times are CEST)

Announcement of Pricing and Final Results

Announcement by the Offeror of whether it will accept (subject to satisfaction (or waiver) of the New Financing Condition on or prior to the Settlement Date) any valid tenders of Notes pursuant to either or both of the Offers and, if so accepted, the Aggregate Consideration Amount, each Series Acceptance Amount, each Interpolated Mid-Swap Rate, each Purchase Yield, each Purchase Price and (if applicable) details of any *pro rata* scaling that will be applied to either Series.

As soon as reasonably practicable after the Pricing Time

Settlement Date

Subject to the satisfaction (or waiver) of the New Financing Condition, expected Settlement Date for the Offers, 25 September 2025

Payment of the relevant Purchase Price and Accrued Interest Payment in respect of Notes accepted for purchase pursuant to either Offer.

The above times and dates are subject to the right of the Offeror to extend, re-open, amend, waive any condition of and/or terminate either Offer (subject to applicable law and as provided in the Tender Offer Memorandum). Noteholders are advised to check with any bank, securities broker, clearing system 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, an 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.

Noteholders are advised to check with any bank, securities broker, clearing system 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, an 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.

Unless stated otherwise, announcements in connection with the Offers will be made (i) by publication through RNS 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 Screen Insider service and 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 on the last page of the Tender Offer Memorandum. 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 Offers. In addition, Noteholders may contact the 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 Offers.

Dealer Managers and Tender Agent

BNP PARIBAS, Citigroup Global Markets Europe AG, Morgan Stanley & Co. International plc and Nordea Bank Abp are acting as Dealer Managers for the Offers and Kroll Issuer Services Limited is acting as Tender Agent.

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

BNP PARIBAS (Telephone: +33 1 55 77 78 94; Attention: Liability Management Group; Email: liability.management@bnpparibas.com); **Citigroup Global Markets Europe AG** (Telephone: +44 20 7986 8969; Attention: Liability Management Group; Email: liabilitymanagement.europe@citi.com); **Morgan Stanley & Co. International plc** (Telephone: +44 20 7677 5040; Attention: Liability Management Team, Global Capital Markets; Email: liabilitymanagement.europe@morganstanley.com); and **Nordea Bank Abp** (Telephone: +45 6161 2996; Attention: Nordea Liability Management; Email: nordealiabilitymanagement@nordea.com).

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

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

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 Offers. If any Noteholder is in any doubt as to the contents of this announcement or the Tender Offer Memorandum or the action it should take, it is recommended to seek its own financial and legal advice, including as to any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Notes pursuant to the relevant Offer(s). None of the Offeror, the Dealer Managers or the Tender Agent nor any of their respective directors, officers, employees or affiliates makes any recommendation as to whether Noteholders should tender Notes pursuant to the relevant Offer(s). None of the Offeror, the Dealer Managers or the Tender Agent (or any of their respective directors, officers, employees or affiliates) is providing Noteholders with any legal, business, tax or other advice in this announcement. 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.

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 (as it forms part of UK domestic law by virtue of the EUWA (**UK MAR**)), encompassing information relating to the Offers described above. For the purposes of UK MAR and Article 2 of the binding technical standards published by the Financial Conduct Authority in relation to MAR as regards Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Sami Taipalus, Head of Investor Relations at the Offeror.

OFFER AND DISTRIBUTION RESTRICTIONS

Neither this announcement nor the Tender Offer Memorandum constitutes an offer or an invitation to participate in the Offers in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such offer or invitation or for there to be such participation under applicable securities laws. The distribution of this announcement and/or the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum come(s) are required by each of the Offeror, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions. Nothing in this announcement nor the Tender Offer Memorandum constitutes (i) an offer to buy or a solicitation of an offer to sell the Notes (and tenders of Notes in the relevant Offer(s) will not be accepted from any Noteholders) in any circumstances in which such offer or solicitation is unlawful or (ii) an offer to sell or a solicitation of an offer to buy the New Notes. In any jurisdiction where the securities, blue sky or other laws require either Offer to be made by a licensed broker or dealer and any of the Dealer Managers or any of the Dealer Managers' respective affiliates is such a licensed broker or dealer in such jurisdiction, such Offer shall be deemed to be made by such Dealer Manager or such 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 Notes that would permit a public offering of securities and the minimum denomination of the New Notes will be €100,000.

United States

The Offers are 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. The Notes may not be tendered in the Offers 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 Offers 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 Offers resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by 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 of securities for sale 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 an Offer will represent that it is not located in the United States and is not participating in such 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 such 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 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 Offers, this announcement, the Tender Offer Memorandum or any other document or materials relating to the Offers 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. Each 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 located in Italy can tender Notes for purchase in the Offers 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 applicable laws and regulations or with requirements imposed by CONSOB 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 Notes and/or the Offers.

United Kingdom

The communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offers 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, such documents and/or materials 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 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**)) or persons who are within Article 43 of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

France

The Offers are 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 Offers have only been, and shall only be, distributed in France to qualified investors (*investisseurs qualifiés*) as referred to in Article L.411-2 1° of the French Code *monétaire et financier* and defined in Article 2(e) of Regulation (EU) 2017/1129. Neither this announcement nor the Tender Offer Memorandum has been nor will be submitted for clearance to nor approved by the *Autorité des Marchés Financiers*.

Belgium

The Offers are not being made, and will not be made or advertised, directly or indirectly, to any individual in Belgium qualifying as a consumer within the meaning of Article I.1, 2° of the Belgian Code of Economic Law, as amended from time to time (a **Belgian Consumer**) and this announcement, the Tender Offer Memorandum or any other documents or materials relating to the Offers have not been and shall not be distributed, directly or indirectly, in Belgium to Belgian Consumers.