



Press release  
Regulated information  
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*Not for release, publication or distribution in or into, or to any person located or resident in or at any address in, the United States of America or to any person located or resident in any other jurisdiction where it is unlawful to distribute this press release, the Launch Announcement or the Tender Offer Memorandum (each as defined below) or to any persons to whom it is otherwise unlawful to send the Tender Offer Memorandum.*

*This press release 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.*

## Ontex Group NV announces the launch of a cash tender offer for up to €400,000,000 aggregate principal amount of its outstanding €580,000,000 3.500% senior notes due 2026

Aalst, Belgium, March 24, 2025 – Ontex Group NV (Euronext Brussels: ONTEX) ("**Ontex**" or the "**Offeror**") announces today an invitation to holders of its outstanding €580,000,000 3.500% senior notes due 2026 (ISIN: BE6329443962/Common Code: 236126102) (the "**Notes**") to tender up to €400,000,000 aggregate principal amount of such Notes for purchase by Ontex for cash (such invitation, the "**Offer**"). Holders of the Notes can find more information in the launch announcement which is available on the website of the Luxembourg Stock Exchange through the following link <https://www.luxse.com/security/BE6329443962/339516> (the "**Launch Announcement**").

The Offer is being made on the terms and subject to satisfaction (or waiver) of the conditions (including, but not limited to, the New Financing Condition and the General Conditions (each as defined in the Launch Announcement)) described in the tender offer memorandum dated March 24, 2025 (the "**Tender Offer Memorandum**") prepared by the Offeror in connection with the Offer, 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.

Concurrently with the Offer, Ontex also intends to issue a series of new senior notes (the "**New Notes**"), subject to market conditions.

### **Important information**

*Capitalised terms used but not otherwise defined in this press release shall have the meanings given to them in the Launch Announcement referred to above. This press release must be read in conjunction with the Launch Announcement and the Tender Offer Memorandum. This press release 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 holder of Notes (each, a "**Noteholder**") is in any doubt as to the contents of this press release and/or the Tender Offer Memorandum or the action it should take, it is recommended to immediately seek its own financial advice, including tax advice relating to the consequences resulting from the Offer, from its broker, bank manager, solicitor, accountant or other independent financial or legal advisor. 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 Dealer Manager is acting exclusively for the Offeror and no one else in connection with the arrangements described in this press release and the Tender Offer Memorandum and will not be responsible to any Noteholder for providing the protections which would be afforded to customers of the Dealer Manager or for advising any other person in connection with the Offer. None of the Offeror, the Dealer Manager 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 Noteholders either as a class or as individuals, and none of them makes any recommendation*

as to whether Noteholders should tender Notes pursuant to the Offer. None of the Offeror, the Dealer Manager or the Tender Agent (or any of their respective directors, officers, employees, agents or affiliates) is providing Noteholders with any legal, business, tax or other advice in this press release and/or the Tender Offer Memorandum. 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.

### ***Offer and Distribution Restrictions***

This press release, the Launch Announcement and the Tender Offer Memorandum do not constitute an invitation to participate in the Offer in any jurisdiction in 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 press release, the Launch Announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this press release, the Launch Announcement or the Tender Offer Memorandum comes are required by each of the Offeror, the Dealer Manager and the Tender Agent to inform themselves about and to observe any such restrictions.

None of this press release, the Launch Announcement, the Tender Offer Memorandum or the electronic transmission thereof constitutes an offer to buy or a solicitation of an offer to sell Notes (and tenders of Notes for purchase pursuant to 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 the Offer to be made by a licensed broker or dealer and the 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 the Dealer Manager or such affiliate, as the case may be, on behalf of the Offeror in such jurisdiction.

**European Economic Area (EEA):** In any European Economic Area (EEA) Member State (the "**Relevant State**"), the Offer is only addressed to and is only directed at qualified investors in that Relevant State within the meaning of the Prospectus Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the "**Prospectus Regulation**").

Each person in a Relevant State who receives any communication in respect of the Offer contemplated in the Tender Offer Memorandum will be deemed to have represented, warranted and agreed to with the Dealer Manager and the Offeror that it is a qualified investor within the meaning of Article 2(e) of the Prospectus Regulation.

**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. Accordingly, copies of 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 a U.S. Person and the Notes cannot be tendered in the Offer by any such use, means, instrumentality or facility or from or within or by 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 a person located in the United States, or by 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.

The Tender Offer Memorandum is not an offer of securities for sale in the United States. 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.

Each holder of Notes participating in the Offer will represent that it is not a person 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 paragraph, "**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 press release, the Launch 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 press release, the Launch Announcement, the Tender Offer Memorandum and any other documents and/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, and may only be acted upon by, 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**") 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. Any person in the United Kingdom who is not a relevant person should not act or rely on this press release, the Launch Announcement or the Tender Offer Memorandum.

**Italy:** None of the Offer, this press release, the Launch 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**").

The Offer is being carried out in the Republic of 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.

Noteholders, or beneficial owners of the Notes, can tender some or all of their Notes 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 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 or the Offer.

**France:** The Offer is not being made, directly or indirectly, to the public in the Republic of France ("**France**") other than to qualified investors (investisseurs qualifiés) as defined in Article L.411-2 1° of the French Code monétaire et financier. This press release, the Launch 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 (investisseurs qualifiés) and only qualified investors (investisseurs qualifiés) are eligible to participate in the Offer. None of this press release, the Launch Announcement, the Tender Offer Memorandum and any other document or material relating to the Offer have been and will be submitted for clearance to, nor approved by, the Autorité des Marchés Financiers.

**Belgium:** The Offer is 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 of the Belgian Code of Economic Law dated 28 February 2013, as amended (a "Belgian Consumer") and this press release, the Launch Announcement, Tender Offer Memorandum or any other documents or materials relating to the Offer have not been and shall not be distributed, directly or indirectly, in Belgium to Belgian Consumers.

**Luxembourg:** The Offer is only addressed to and is only directed at existing Noteholders qualifying as qualified investors within the meaning of the Prospectus Regulation.

Neither the Tender Offer Memorandum nor any other documents or materials relating to the Offer have been or shall be distributed in the Grand Duchy of Luxembourg other than to qualified investors (investisseurs qualifiés) and only qualified investors (investisseurs qualifiés) within the meaning of the Prospectus Regulation are eligible to participate in the Offer. The Tender Offer Memorandum and any other document or material relating to the Offer have not been and will not be submitted for clearance to, nor approved by, the Luxembourg Financial Services Authority (Commission de Surveillance du Secteur Financier) for purposes of public offering in the Grand Duchy of Luxembourg..

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## About Ontex

Ontex is a leading international developer and producer of baby, feminine and adult care products, both for retailers and the healthcare sector. Ontex's innovative products are distributed in around 100 countries through retailers and healthcare providers. Employing some 7,000 people, Ontex has a presence in 14 countries, with its headquarters in Aalst, Belgium. [Ontex](#) is listed on [Euronext Brussel](#) and is a constituent of the [Bel Mid®](#) index. To keep up with the latest news, visit [ontex.com](https://www.ontex.com) or follow Ontex on [LinkedIn](#).