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**NewDay Bondco Plc Announces Final Results of Offer to Exchange  
7<sup>3</sup>/<sub>8</sub>% Senior Secured Notes due 2024**

**London, November 25, 2022.** NewDay Bondco Plc (the "**Offeror**") announced today the final results of its offer to Eligible Holders to exchange its issued and outstanding 7<sup>3</sup>/<sub>8</sub>% Senior Secured Notes due 2024 as set forth in the table below (the "**Existing Notes**") for new 13<sup>1</sup>/<sub>4</sub>% Senior Secured Notes due 2026 (the "**Exchange Notes**"), plus the applicable Cash Consideration (as defined below) (the "**Exchange Offer**"), on the terms and subject to the conditions set forth in the exchange offer memorandum dated November 18, 2022, as amended by the supplement to the exchange offer memorandum dated November 24, 2022 (the "**Exchange Offer Memorandum**"). Unless otherwise indicated, terms used but not defined herein have the respective meanings assigned to such terms in the Exchange Offer Memorandum.

The Exchange Offer expired at 5:00 p.m., London time, on November 24, 2022 (the "**Expiration Time**"). As of the Expiration Time, £265,394,000 in outstanding principal amount of the Existing Notes had been validly tendered for exchange pursuant to the Exchange Offer. The final terms of the Exchange Notes as well as the final principal amount of Existing Notes validly tendered and accepted for exchange pursuant to the Exchange Offer are as set forth in the table below.

<p><b>Existing Notes Exchanged: 7<sup>3</sup>/<sub>8</sub>% Senior Secured Notes due 2024</b>  <b>Principal Amount of Existing Notes Outstanding Immediately Following the Exchange Offer: £60,906,000</b>  <b>Regulation S ISIN / Common Code<sup>(1)</sup>: XS1554448271 / 155444827</b></p>							
<b>New Notes Description</b>	<b>New Notes Coupon</b>	<b>Exchange Participation<sup>(2)</sup></b>	<b>Cash Consideration<sup>(3)</sup></b>	<b>Exchange Ratio</b>	<b>Exchange Consideration<sup>(4)</sup></b>	<b>Total Consideration</b>	<b>Principal Amount Accepted</b>
Senior Secured Notes due 2026	13 <sup>1</sup> / <sub>4</sub> %	90%	£131.50	1.0	£900	The Cash Consideration and the Exchange Consideration	£264,094,000

- (1) The Offeror has only accepted offers of Existing Notes for exchange with respect to book-entry interests held by Eligible Holders in the Regulation S global notes bearing the ISIN/Common Code in the above table (the "**Regulation S Existing Notes**"). The Exchange Notes will bear the ISIN: XS2558411224 and Common Code: 255841122.
- (2) The "**Exchange Participation**" refers to that portion of the Existing Notes for which an Exchange Instruction has been given that is not being settled in the form of Cash Consideration and that will be settled in the form of Exchange Notes (subject to the Exchange Ratio).
- (3) The Cash Consideration is expressed per £1,000 principal amount of Existing Notes validly offered for exchange and accepted for exchange in the Exchange Offer (exclusive of any accrued and unpaid interest, which will be paid in addition to the Exchange Consideration to, but not including, the Exchange Date).
- (4) The Exchange Consideration is expressed per £1,000 principal amount of Existing Notes validly offered for exchange and accepted for exchange in the Exchange Offer.

**Total Consideration**

In exchange for each £1,000 principal amount of Existing Notes that was validly tendered on or prior to the Expiration Time and accepted for exchange (and subject to the minimum denomination), Eligible Holders will receive the total consideration set out in the table above (the "**Total Consideration**"), which consists of (i) a principal amount of Exchange Notes in an amount equal to £900 (the "**Exchange Consideration**") and (ii) a cash

payment in an amount equal to £131.50 (the "**Cash Consideration**"). On the Settlement Date, accrued and unpaid interest up to, but not including, the Settlement Date on the Existing Notes accepted by the Offeror in the Exchange Offer will be paid in cash.

The aggregate principal amount of 13<sup>1</sup>/<sub>4</sub>% Senior Secured Notes due 2026 outstanding immediately following the Transactions will be £237,687,000.

### **Expected Timetable of Events**

The Settlement Date is expected to be December 8, 2022, provided that all conditions to the occurrence of the Settlement Date have been satisfied or waived.

Consummation of the Exchange Offer and delivery of the Total Consideration for the Existing Notes accepted for exchange are subject to the satisfaction or waiver of certain conditions described in the Exchange Offer Memorandum. Existing Notes that are exchanged for Exchange Notes will be retired and cancelled.

**The Exchange Offer is directed, and the Exchange Notes will be issued, only to those holders of the Existing Notes (the "Noteholders") who are not "U.S. persons" (as that term is defined in Rule 902 under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act")) and are outside the United States transacting in an offshore transaction in accordance with Regulation S under the U.S. Securities Act (and if they are resident in any member state of the European Economic Area ("EEA") or the United Kingdom, who are not "retail investors" in the EEA or the United Kingdom) (each such Noteholder, an "Eligible Holder"). The Exchange and Information Agent will require that Noteholders certify that they are Eligible Holders in order for them to access the Exchange Offer Memorandum and participate in the Exchange Offer. Only Noteholders who have certified that they are Eligible Holders are authorized to receive and review the Exchange Offer Memorandum and to participate in the Exchange Offer.**

The Exchange Notes will not be registered under the U.S. Securities Act, any U.S. state securities laws or the securities laws of any other jurisdiction. Accordingly, the Exchange Notes will be subject to restrictions on transferability and resale and may not be transferred or resold except as set forth in the Exchange Offer Memorandum.

This announcement is a summary of the Exchange Offer Memorandum only. It highlights selected information contained in the Exchange Offer Memorandum and does not contain all of the information that Eligible Holders should consider before making a determination with respect to the Exchange Offer. The Exchange Offer Memorandum sets forth full details of the transactions summarised in this announcement and Eligible Holders are urged to read the Exchange Offer Memorandum in its entirety.

### **Additional Information**

The Exchange Offer Memorandum will continue to be made available to all Eligible Holders through the Exchange and Information Agent:

Kroll Issuer Services Limited  
Address: The Shard, 32 London Bridge Street, SE1 9SG, London  
Telephone: +44 207 704 0880  
Attention: Owen Morris  
Email: [newday@is.kroll.com](mailto:newday@is.kroll.com)  
Webpage: <https://deals.is.kroll.com/newday>

For other information, please contact the Lead Dealer Manager

Credit Suisse International  
Address: One Cabot Square, London, E14 4QJ, United Kingdom  
Telephone: +44 207 883 8763  
Email: [liability.management@credit-suisse.com](mailto:liability.management@credit-suisse.com)

### **Dealer Managers**

Credit Suisse International acts as Lead Dealer Manager and BofA Securities, Citigroup, HSBC and NatWest Markets act as Joint Dealer Managers.

## Important notice

This document is not for release, publication or distribution in whole or in part to any U.S. person (as that term is defined in Rule 902 under the U.S. Securities Act) or in or into the United States, 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 or the District of Columbia or any other jurisdiction where it is unlawful to release, publish or distribute this document.

This document is not an offer of securities to U.S. persons or in the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States.

This document, the Exchange Offer Memorandum and any other documents or materials relating to the Exchange Offer are 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, as amended (the "**FSMA**"). 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 is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may only be communicated to (1) persons who have professional experience in matters relating to investments, being "investment professionals" as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); (2) persons who fall within Article 43(2) of the Order; (3) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order; or (4) any other persons to whom these documents and/or materials may lawfully be communicated. Any investment or investment activity to which the Exchange Offer Memorandum relates is available only to such persons or will be engaged in only with such persons and other persons should not rely on it.

In addition, if and to the extent that this announcement is communicated in, or the offer of securities to which it relates is made in any EEA member state, this announcement and the offering of any securities described herein are only addressed to and directed at persons in that member state of the EEA who are "qualified investors" within the meaning of Regulation (EU) 2017/1129 (the "**EU Prospectus Regulation**") (or who are other persons to whom the offer may lawfully be addressed) and must not be acted on or relied on by other persons in that member state of the EEA. The offer and delivery of the Exchange Notes will be made pursuant to an exception under the EU Prospectus Regulation from the requirement to produce a prospectus for offers of securities. This announcement does not constitute a prospectus within the meaning of the EU Prospectus Regulation or an offer to the public.

If and to the extent that this announcement is communicated in, or the offer of securities to which it relates is made in the United Kingdom, this announcement and the offering of any securities described herein are only addressed to and directed at persons in the United Kingdom who are "qualified investors" within the meaning of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**") (or who are other persons to whom the offer may lawfully be addressed) and must not be acted on or relied on by other persons in the United Kingdom. The offer and delivery of the Exchange Notes will be made pursuant to an exception under the UK Prospectus Regulation from the requirement to produce a prospectus for offers of securities. This announcement does not constitute a prospectus within the meaning of the UK Prospectus Regulation or an offer to the public.

The distribution of the Exchange Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession the Exchange Offer Memorandum comes are required by the Offeror, the Old Notes Trustee and the New Notes Trustee to inform themselves about, and to observe, any such restrictions.

## Forward-looking statements

This announcement may include projections and other "forward-looking" statements within the meaning of applicable securities laws. Forward-looking statements are based on current expectations and involve a number of known and unknown risks, uncertainties and other factors that could cause the Offeror's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. You should not place undue reliance on forward-looking statements and the Offeror does not undertake publicly to update or revise any

forward-looking statement that may be made herein, whether as a result of new information, future events or otherwise.

## Notice to Certain Investors

### United States

None of the U.S. Securities and Exchange Commission, any state securities commission or any other regulatory authority has approved or disapproved of the Exchange Notes, and none of the foregoing authorities have passed upon or endorsed the merits of the Exchange Offer or the accuracy or adequacy of the Exchange Offer Memorandum. Any representation to the contrary could be a criminal offense in certain jurisdictions.

The Offeror will not accept offers of Existing Notes for exchange with respect to book-entry interests held in the Rule 144A Existing Notes. Each holder of the Exchange Notes will be deemed to have made the representations, warranties and acknowledgements that are described in the Exchange Offer Memorandum under "*Notice to Investors*." The Exchange Notes have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and are subject to certain restrictions on transfer.

### EEA

The Exchange 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 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 Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded, the "**Insurance Distribution Directive**"), where that customer would not qualify as a "professional client" as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering, selling or distributing the Exchange Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Exchange Notes or otherwise making them available to any retail investor in the EEA or the United Kingdom may be unlawful under the PRIIPs Regulation.

The Exchange Offer Memorandum has been prepared on the basis that any offer of Exchange Notes in any Member State of the EEA that is subject to the Prospectus Regulation (as defined below) (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of the Exchange Notes. "**Prospectus Regulation**" means Regulation (EU) 2017/1129 on the prospectus to be published when the securities are offered to the public or admitted to trading on a regulated market.

### United Kingdom

The Exchange Notes described in the Exchange Offer Memorandum 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 the purposes of this paragraph, 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 UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**"); (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 the Insurance Distribution Directive, 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 UK domestic law by virtue of the EUWA ("**UK MiFIR**"); or (iii) not a "qualified investor" as defined in Article 2 of the UK Prospectus Regulation, and the expression an offer includes the communication in any form and by any means of sufficient information on the terms of the offer and the Exchange Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Exchange Notes. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (as amended, the "**UK PRIIPs Regulation**") for offering, selling or distributing the Exchange Notes described in the Exchange Offer Memorandum or otherwise making them available to retail investors in the United Kingdom has been prepared and, therefore, offering, selling or distributing the Exchange Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

The Exchange Offer Memorandum is for distribution only to persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "**Financial Promotion Order**"), (ii) are persons falling within

Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc.") of the Financial Promotion Order, (iii) are outside the United Kingdom or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any Exchange Notes may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "**Relevant Persons**"). The Exchange Offer Memorandum is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which the Exchange Offer Memorandum relates is permitted only by Relevant Persons and will be engaged in only with Relevant Persons.

### **Jersey**

There shall be no invitation to the public in Jersey to apply for any Exchange Notes and there shall be no circulation in Jersey of any offer for subscription, sale or exchange of the Exchange Notes.