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PRESS RELEASE



APCOA ANNOUNCES LAUNCH OF TENDER OFFER

STUTTGART (September 23, 2024) – APCOA Group GmbH, a limited liability company (*Gesellschaft mit beschränkter Haftung*) organized under the laws of Germany (the “Issuer”), today announces the commencement of a tender offer (the “Tender Offer”) for its outstanding 4.625% Senior Secured Notes due 2027 (the “Existing Fixed Rate Notes”) issued pursuant to Regulation S and held or beneficially owned by noteholders outside of the United States (ISIN: XS2366276595; Common Code: 236627659) (the “Notes”). The Tender Offer is being made on the terms and subject to the conditions set out in a tender offer memorandum dated September 23, 2024 (the “Tender Offer Memorandum”) prepared by the Issuer.

Capitalized terms used herein and not otherwise defined shall have the meanings given to them in the Tender Offer Memorandum. Noteholders are advised to carefully read the Tender Offer Memorandum for full details of, and information on the procedures for participating in, the Tender Offer.

Summary of the Tender Offer

Description of the Notes	ISIN / Common Code	Maturity Date	Aggregate Principal Amount Outstanding	Purchase Price	Amount subject to the Tender Offer
4.625% Senior Secured Notes due 2027	XS2366276595 / 236627659	January 15, 2027	€305,810,000 ⁽¹⁾	100.0%	Any and all

(1) The Aggregate Principal Amount Outstanding comprises the Notes only, which are Existing Fixed Rate Notes held pursuant to Regulation S (“Regulation S”) under the Securities Act (ISIN: XS2366276595 / Common Code: 236627659) as of September 18, 2024, and does not include Existing Notes held pursuant to Rule 144A under the Securities Act (ISIN: XS2366276835 / Common Code: 236627683).

THE TENDER OFFER COMMENCED ON SEPTEMBER 23, 2024 AND WILL EXPIRE AT 17:00 CEST ON SEPTEMBER 30, 2024 (THE “EXPIRATION DEADLINE”), UNLESS EXTENDED, RE-OPENED, WITHDRAWN OR TERMINATED AT THE SOLE DISCRETION OF THE ISSUER. DETAILS OF ANY SUCH EXTENSION, RE-OPENING, WITHDRAWAL OR TERMINATION WILL BE NOTIFIED TO NOTEHOLDERS AS SOON AS REASONABLY PRACTICABLE AFTER SUCH DECISION. TENDER INSTRUCTIONS, ONCE SUBMITTED, MAY NOT BE WITHDRAWN EXCEPT IN THE LIMITED CIRCUMSTANCES OUTLINED IN THE TENDER OFFER MEMORANDUM UNDER THE HEADING “*AMENDMENT AND TERMINATION*.”

The Issuer is not making any offer to and will not accept tenders with respect to the Rule 144A Existing Notes.

Purpose of the Tender Offer

The purpose of the Tender Offer and the concurrently launched New Notes Offering is, amongst other things, to proactively manage the Issuer’s expected maturity profile. The Tender Offer also provides Noteholders with the opportunity to sell their current holdings in the Notes, as more fully described in the Tender Offer Memorandum.

Satisfaction and Discharge of Untendered Existing Notes

Notes repurchased by the Issuer pursuant to the Tender Offer will be cancelled and will not be re-issued or re-sold. Existing Notes which have not been validly tendered and accepted for purchase pursuant to the Tender Offer will remain outstanding after the settlement date of the Tender Offer (the “Settlement Date”) and are expected to be satisfied and discharged (the “Satisfaction and Discharge”) on or about the Settlement Date and subsequently redeemed in full at par from July 15, 2025, in accordance with the terms of the Indenture and the relevant Noteholders will be notified of such redemption in accordance with the terms of the Indenture.

Although it is the Issuer’s current intention to proceed with the Satisfaction and Discharge on the Settlement Date and subsequent redemption from July 15, 2025, the Issuer is not obligated to undertake the Satisfaction and Discharge on the Settlement Date and redemption from July 15, 2025, and there can be no assurance that it will consummate the Satisfaction and Discharge and redemption on that date as described herein, or at all. Any Satisfaction and Discharge and redemption will only be made in accordance with the provisions of the Indenture.

Amount subject to the Tender Offer

The Issuer may accept for purchase any and all of the Notes tendered, subject to the New Financing Condition (as defined below). The acceptance for purchase by the Issuer of Notes tendered pursuant to the Tender Offer is at the sole discretion of the Issuer and tenders may be rejected by the Issuer for any reason. Notes accepted for purchase will in no circumstances be subject to pro-rata.

New Financing Condition

Concurrently with the launch of the Tender Offer, the Issuer announced on the date hereof that it is offering euro-denominated fixed rate senior secured notes due 2031 and floating rate senior secured notes due 2031 (collectively, the “New Notes” and the offering thereof, the “New Notes Offering”) in the aggregate principal amount of €685,000,000, which may be increased or decreased in the Issuer’s sole and absolute discretion.

Proceeds from the issuance of the New Notes will be partly used for purchasing the Notes in the Tender Offer. Whether the Issuer will accept for purchase any Notes validly tendered in the Tender Offer is subject, without limitation, to raising net proceeds in the New Notes Offering sufficient to (i) pay the Purchase Price and Accrued Interest for any Notes validly submitted for tender, (ii) undertake the Satisfaction and Discharge, (iii) redeem the Issuer’s outstanding €365,000,000 in aggregate principal amount of senior secured floating rate notes due 2027 (the “Existing Floating Rate Notes” and, together with the Existing Fixed Rate Notes, the “Existing Notes”), including paying any accrued and unpaid interest to the date of redemption, and (iv) pay all fees and expenses related to the Tender Offer and the New Notes Offering (the “New Financing Condition”). Notes accepted for purchase will, in no circumstances, be subject to pro-rata.

Notes purchased by the Issuer pursuant to the Tender Offer will be cancelled and will not be re-issued or re-sold. Notes which have not been validly offered and accepted for purchase pursuant to the Tender Offer will remain outstanding after the Settlement Date and are expected to be Satisfied and Discharged on or about the Settlement

Date and subsequently redeemed in full at par from July 15, 2025, in accordance with the terms of the Indenture and the relevant Noteholders will be notified of such redemption in accordance with the terms of the Indenture.

New Notes Priority

A Noteholder that wishes to participate in the New Notes Offering in addition to tendering Notes for purchase pursuant to the Tender Offer may, at the sole and absolute discretion of the Issuer, receive priority (the “New Notes Priority”) in the allocation of such New Notes, subject to such Noteholder making a separate application for participation in such New Notes Offering to any of Goldman Sachs Bank Europe SE, Barclays Bank Ireland PLC or J.P. Morgan SE (in their respective capacity as a Global Coordinator in connection with the New Notes Offering). A key factor in the allocation of the New Notes will be whether Noteholders have informed any of Goldman Sachs Bank Europe SE, Barclays Bank Ireland PLC or J.P. Morgan SE (in their respective capacity as a Global Coordinator in the New Notes Offering) that they have validly tendered, or expressed a firm intention to tender, their Notes prior to the allocation of the New Notes. Neither the Issuer nor the initial purchasers of the New Notes Offering will be obliged to allocate New Notes to a Noteholder who has validly tendered the Notes pursuant to the Tender Offer, and any amount of New Notes allocated may be more or less than the aggregate principal amount of Notes validly tendered by such Noteholder or may not be proportional thereto. Any allocation of the New Notes Offering, while being considered by the Issuer or its affiliates as set out above, will be made in accordance with customary allocation processes and procedures.

Noteholders should note that the pricing and allocation of the New Notes are expected to take place prior to the Expiration Deadline for the Tender Offer, and any Noteholder who wishes to subscribe for New Notes in addition to tendering its Notes for purchase pursuant to the Tender Offer should therefore provide, as soon as practicable, to the Issuer or any of Goldman Sachs Bank Europe SE, Barclays Bank Ireland PLC or J.P. Morgan SE, an indication of its firm intention to tender its Notes for purchase and the nominal amount of the Notes that it intends to tender pursuant to the Tender Offer.

The Tender Offer Memorandum does not constitute an offer to purchase, or the solicitation of an offer to tender or sell, or to exercise any voting rights with respect to any, Notes to or from, or by, any person located or resident in any jurisdiction where it is unlawful to make such offer or solicitation under applicable securities or “blue sky” or other laws.

Purchase Price and Accrued Interest

Subject to the Minimum Denomination in respect of the Notes, the price payable per €1,000 in principal amount of the Notes validly submitted for tender and accepted for purchase by the Issuer (the “Purchase Price”) will be 100 per cent. of the aggregate principal amount of the Notes.

In respect of any Notes accepted for purchase, the Issuer will also pay an amount equal to any accrued and unpaid interest from, and including, July 15, 2024, the most recent interest payment date for the Notes immediately preceding the Settlement Date up to, but excluding, the Settlement Date, which is expected to be October 4, 2024 (“Accrued Interest”).

Extension, Termination and Amendment

Subject to applicable law, the Issuer reserves the right to extend, re-open, withdraw or terminate the Tender Offer and to amend or waive any of the terms and conditions of the Tender Offer, at any time after the announcement of the Tender Offer as described in the Tender Offer Memorandum, including with respect to any tender instructions already submitted as of the time of any such extension, re-opening, withdrawal, termination, amendment or waiver.

If the Issuer withdraws or terminates the Tender Offer, no Notes offered for sale will be purchased.

The Issuer, its parent entities and their respective subsidiaries also reserve the right at any time or from time to time during, or following completion or cancellation of, the Tender Offer to engage in open market purchases, privately negotiated transactions, tender offers, exchange offers, redemptions or otherwise (including, without limitation, those offered pursuant to the Tender Offer but not accepted for purchase), in each case on terms that may be more or less favorable than those contemplated by the Tender Offer.

The making of any such new offers and the issuance of any new invitation will depend on various factors, including interest rates prevailing at such time and the aggregate principal amount of Notes purchased pursuant to the Tender Offer.

Summary of Action to be Taken

To tender Notes in the Tender Offer, a holder of Notes should deliver, or arrange to have delivered on its behalf, via the relevant Clearing System and in accordance with the requirements of such Clearing System, a valid Tender Instruction that is received, in each case, by the Tender Agent by the Expiration Deadline.

Tender Instructions must be submitted in respect of a principal amount of Notes of no less than the Minimum Denomination, being €100,000, and may thereafter be submitted in integral multiples of €1,000.

Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would require receipt of 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 Tender 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 in the Tender Offer Memorandum. Tender Instructions will be irrevocable except in the limited circumstances described in the Tender Offer Memorandum.

Indicative Timetable

This is an indicative timetable showing one possible outcome for the timing of the Tender Offer based on the dates in the Tender Offer Memorandum. This timetable is subject to change and dates and times may be extended or amended by the Issuer in accordance with the terms of the Tender Offer as described in the Tender Offer Memorandum. Accordingly, the actual timetable may differ significantly from the timetable below.

Commencement of the Tender Offer: September 23, 2024

Expiration Deadline: 5pm CEST, September 30, 2024

Announcement of Result of Offer: October 1, 2024

Settlement Date: expected to be on, October 4, 2024

Unless stated otherwise, announcements in connection with the Tender Offer will be made by the delivery of notices to the Clearing Systems for communication to Direct Participants. Such announcements may also be made 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 from the Tender Agent, the contact details for whom are on the last page of this announcement. 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 relating to the Tender Offer.

Further Information

Any questions or requests for assistance in connection with (i) the Tender Offer, may be directed to any of the Global Coordinators and (ii) the delivery of Tender Instructions or requests for additional copies of the Tender Offer Memorandum or related documents, which may be obtained free of charge, may be directed to the Tender Agent, the contact details for each of which are provided below.

Before making a decision with respect to the Tender Offer, Noteholders should carefully consider all of the information in the Tender Offer Memorandum and, in particular, the risk factors described in the section entitled “Risk Factors and Other Considerations”.

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THE TENDER AGENT

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Offer and Distribution Restrictions

The Issuer is making the Tender Offer only in those jurisdictions where it is legal to do so. This document does not constitute a “prospectus” for the purposes of Regulation (EU) 2017/1129 (including as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018).

Noteholders are referred to the offer and distribution restrictions and the agreements, acknowledgements, representations, warranties and undertakings in the Tender Offer Memorandum, which Noteholders will be deemed to make on tendering Notes in the Tender Offer. These representations and warranties include a representation that such Noteholder or any beneficial owner of the Notes or any person on whose behalf such person is acting is not a U.S. Person (as defined under the Securities Act) or a resident and/or located in the United States and will not be resident and/or located in the United States at the time of the submission of its tender(s) pursuant to the Tender Offer. Non-compliance with these could result in, among other things, the unwinding of trades and/or heavy penalties.

Disclaimer

This announcement must be read in conjunction with the Tender Offer Memorandum. No offer or invitation to acquire or sell any securities is being made pursuant to this announcement. The Dealer Managers and the Tender Agent do not take responsibility for the contents of this announcement. 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 come into are required by each of the Issuer, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions.

Any investment decision to purchase any New Notes should be made solely on the basis of the information contained in a preliminary offering memorandum, any pricing or other supplement to the preliminary offering memorandum and any final offering memorandum, in each case prepared in connection with the New Notes Offering (the “New Notes Offering Documents”), and no reliance is to be placed on any representations related to the New Notes other than those contained in the New Notes Offering Documents. Subject to compliance with all applicable securities laws and regulations, the New Notes Offering Documents will be available to participants in the New Notes Offering.

For avoidance of doubt, this announcement does not constitute an offer or a solicitation of an offer to buy the New Notes. Any investment decision to purchase any New Notes should be made solely on the basis of the information contained in the New Notes Offering Documents, and no reliance is to be placed on any representations related to the New Notes other than those contained in the New Notes Offering Documents.

Manufacturer target market under EU MiFID II and UK MiFIR is eligible counterparties and professional clients only (all distribution channels). No key information document under Regulation (EU) No. 1286/2014 or Regulation (EU) No 1286/2014 as it forms part of the domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 has been prepared as the New Notes are not available to retail investors in the European Economic Area or in the UK.

This announcement may include forward-looking statements within the meaning of the securities laws of certain applicable jurisdictions. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “aim,” “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “forecast,” “guidance,” “intend,” “may,” “plan,” “project,” “should,” “will” or “would” or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements include, but are not limited to, all statements other than statements of historical facts contained in the Tender Offer Memorandum and include statements regarding the Group’s or its affiliates’ intentions, beliefs or current expectations concerning, among other things, the Group’s or its affiliates’ results of operations, financial condition, liquidity, prospects, growth, strategies and dividend policy and the industries in which they operate. By their nature, forward-looking statements involve known and unknown risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. You should not place undue reliance on these forward-looking statements. Many factors may cause the Group’s or its affiliates’ actual results of operations, financial condition, liquidity and the development of the industries in which they operate to differ materially from those contained in or suggested by the forward-looking statements contained in this announcement. In addition, even if the Group’s or its affiliates’ results of operations, financial condition and liquidity, and the development of the industries in which they operate are consistent with the forward-looking statements contained in this announcement, those results or developments may not be indicative of results or developments in subsequent periods.