

IMPORTANT NOTICE

NOT FOR DISTRIBUTION TO ANY PERSON LOCATED OR RESIDENT IN ANY JURISDICTION IN WHICH SUCH DISTRIBUTION IS UNLAWFUL



January 26, 2026

EG GLOBAL FINANCE PLC ANNOUNCES OFFER TO PURCHASE NOTES FOR CASH

EG Global Finance plc (the “**Issuer**”) has today launched an offer to purchase for cash to holders of its (i) €468,000,000 11.000% Senior Secured Notes due 2028 (Reg S ISIN: XS2719998952 / Common Code: 271999895; 144A ISIN: XS271999844 / Common Code: 271999984) (the “**Euro Notes**”) and (ii) \$1,100,000,000 12.000 Senior Secured Notes due 2028 (Reg S ISIN: USG4003HAG95 / CUSIP: G4003HAG9; 144A: US28228PAC59 /) (the “**Dollar Notes**”) (each a “**Series**” and, together, the “**Notes**”) (each such invitation, an “**Offer**” and, together, the “**Offers**”) subject to satisfaction or waiver by the Issuer of the General Conditions and the other terms and conditions described in the Offer to Purchase dated January 26, 2026 (the “**Offer to Purchase**”). Subject to applicable law, the Issuer reserves the right, in its sole and absolute discretion, to waive any and all conditions to the Offers.

The Offers are made pursuant to the requirements set forth in Sections 4.07(b)(3) and 4.07(e) of the indenture dated as of November 20, 2023 among, *inter alios*, the Issuer, EG Group Limited (the “**Company**”), the guarantors party thereto and the trustee party thereto, as supplemented and amended pursuant to a first supplemental indenture dated as of November 15, 2024 among, *inter alios*, the Issuer, the guarantors party thereto and the trustee party thereto, relating to the Notes (the “**Indenture**”). For more information, see “*Introduction— The Asset Sales*” in the Offer to Purchase.

The Issuer currently expects to accept any and all Notes for purchase with an aggregate Purchase Consideration (as defined below) not to exceed €426,300,000 (the “**Maximum Acceptance Amount**”), which corresponds to the Asset Sale Proceeds (as defined in the Offer to Purchase), on the terms and conditions contained in this Offer to Purchase.

Subject to the Maximum Acceptance Amount, the Issuer will, in its sole discretion, determine the aggregate principal amount of Notes of each Series that will be accepted for purchase (each, a “**Series Acceptance Amount**”) (subject to pro-rata scaling, if applicable). If the aggregate principal amount of validly tendered Notes (following conversion of the aggregate principal amount of Dollar Notes validly tendered (and not withdrawn) prior to the Expiration Deadline into Euro to determine their Euro-Equivalent Principal Amount (as defined below) by reference to the Euro Equivalent Spot Rate (as defined below)), is greater than the Maximum Acceptance Amount, then validly tendered Notes shall be accepted on a *pro rata* basis and, for the purposes of such acceptance, each such instruction will be scaled by a factor (each, a “**Pro-Ration Factor**”) equal to (i) the Maximum Acceptance Amount divided by (ii) the aggregate principal amount of validly tendered Notes (following conversion of the aggregate principal amount of Dollar Notes validly tendered (and not withdrawn) prior to the Expiration Deadline into Euro to determine their Euro-Equivalent Principal Amount by reference to the Euro Equivalent Spot Rate).

Each such tender will be rounded down to the nearest €1,000, with respect to the Euro Notes, or \$1,000, with respect to the Dollar Notes, in principal amounts, after application of the relevant Pro-Ration Factor, subject to the treatment of minimum denominations as set out herein. See “Acceptance of Tender Instructions and Pro-Ration”. If application of a Pro-Ration Factor and rounding down would result in (i) the relevant Holder transferring Notes to the Issuer in a principal amount of less than

€100,000 or \$200,000, as the case may be, or (ii) Notes in a principal amount of less than €100,000 or \$200,000, as the case may be, being returned to a Holder, then the Issuer will, in its sole and absolute discretion, either reject all or purchase all of such Holder's validly tendered Notes. Notes not accepted for purchase as a result of pro-ration will be returned to the relevant Holder. In no event shall the principal amount returned to any Holder after the application of the pro-ration be less than the applicable minimum denomination, which is the minimum denomination for the relevant Series of Notes.

Copies of the Offer to Purchase are (subject to offer restrictions) available from the Tender Agent as set out below. Capitalized terms used and not otherwise defined in this announcement have the meanings given in the Offer to Purchase.

Summary of the Offers

DESCRIPTION OF THE NOTES	ISIN/CUSIP	Outstanding Principal Amount	Purchase Price ⁽¹⁾	Maximum Acceptance Amount
€468,000,000 aggregate principal amount of 11.000% Senior Secured Notes due 2028 (the "Euro Notes")	Reg S ISIN/Common Code: XS2719998952/ 271999895	€468,000,000	€1,000 per €1,000 in principal amount of Notes	
	144A ISIN/Common Code: XS2719999844/271999984			€426,300,000
\$1,100,000,000 aggregate principal amount of 12.000% Senior Secured Notes due 2028 (the "Dollar Notes")	Reg S ISIN/CUSIP: USG4003HAG95/ G4003HAG9	\$1,100,000,000	\$1,000 per \$1,000 in principal amount of Notes	
	144A ISIN/CUSIP: US28228PAC59/28228PA C5			

⁽¹⁾ Holders whose Notes (as defined herein) are purchased will also receive accrued and unpaid interest on the relevant series of Notes from (and including) the interest payment date for such series of Notes immediately preceding the Settlement Date (as defined herein) to (but excluding) the Settlement Date.

THE OFFERS COMMENCED ON JANUARY 26 , 2026 AND WILL EXPIRE AT 5:00 P.M. (NEW YORK CITY TIME) ON FEBRUARY 24, 2026 (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 THIS OFFER TO PURCHASE UNDER THE HEADING "AMENDMENT AND TERMINATION".

Custodians, Direct Participants and Clearing Systems will have deadlines for receiving instructions prior to the Expiration Deadline and holders should contact the intermediary through which they hold their Notes as soon as possible to ensure proper and timely delivery of instructions.

Introduction

The Group (as defined in the Offer to Purchase) has completed an "Asset Disposition" (as defined in the Indenture) comprising the sale of (i) the entire issued share capital of EG Italia S.p.A. (the "Italian Asset Sale") and (ii) certain property and real estate rights located at the former fuel storage depot at 5 rue Tortue, 94400 Vitry-sur-Seine, France (the "Vitry Asset Sale" and, together with the Italian Asset Sale, the "Asset Sales"). The Vitry Asset Sale completed on December 22, 2025 and generated €16,300,000 of Net Available Cash (as defined in the Indenture). The Italian Asset Sale completed on 15 December 2025, generating €410,000,000 of Net Available Cash, which amount includes an estimated €5,000,000 of expected post-closing purchase price adjustments. Combined Net

Available Cash from the Asset Sales is €426,300,000, 100% of which will be used to purchase the Notes (including the estimated post-closing purchase price adjustments) (the “**Asset Sale Proceeds**”).

Pursuant to Section 4.07(b) of the Indenture, within 60 days from the receipt of any net available cash from any such asset disposition, the Parent and its Restricted Subsidiaries (each as defined in the Indenture) are required to apply an amount equal to 100% of such net available cash (if, after giving *pro forma* effect to such asset disposition and the receipt of net available cash therefrom, the consolidated net leverage ratio for the Parent and its Restricted Subsidiaries is greater than 4.25 to 1.00) to repay, or make an offer to repay, certain types of indebtedness as specified under Sections 4.07(b)(1)-(4) of the Indenture. The Indenture provides that within 60 days after the receipt of any net available cash from an asset disposition, the Parent and its Restricted Subsidiaries may make an offer to holders of the Notes to purchase the maximum principal amount of Notes that may be purchased with such net available cash in accordance with the provisions contemplated for an Asset Disposition Offer (as defined in the Indenture).

Holders may tender some or all of their Notes; however, Euro Notes tendered must be in minimum denominations of €100,000 and integral multiples of €1,000 in excess thereof and Dollar Notes tendered must be in minimum denominations of \$200,000 and integral multiples of \$1,000 in excess thereof. No alternative, conditional or contingent tenders will be accepted. Holders of the Euro Notes who tender less than all of their Euro Notes must continue to hold Euro Notes in at least the minimum authorized denomination of €100,000 principal amount and holders of the Dollar Notes who tender less than all of their Dollar Notes must continue to hold Dollar Notes in at least the minimum authorized denomination of \$200,000 principal amount, in each case in order for the remaining Notes to be eligible for trading in the applicable Clearing Systems.

Section 4.07(f) of the Indenture provides that to the extent that the aggregate principal amount of notes tendered pursuant to an Asset Disposition Offer exceeds the net available cash from an asset disposition, the Issuer shall allocate the net available cash among the notes to be purchased on a *pro rata* basis on the basis of the aggregate principal amount of tendered notes. For purposes of the Offers, the aggregate principal amount of Notes validly tendered will be assessed in euro and will include the Euro-Equivalent Principal Amount of the Dollar Notes validly tendered (and not withdrawn) prior to the Expiration Deadline, determined by reference to the Euro Equivalent Spot Rate as of the Expiration Deadline. As such, to the extent the aggregate principal amount of Notes validly tendered (and not withdrawn) at the Expiration Deadline exceeds the Maximum Acceptance Amount, the Notes will be purchased *pro rata* based on the aggregate principal amount of Notes that have been validly tendered (and not withdrawn) pursuant to the Offers (with appropriate adjustment to avoid purchases of Notes in a principal amount other than an integral multiple of €1,000 or \$1,000, as the case may be).

Conditions to the Offers

Completion of each of the Offers is conditional upon the satisfaction or waiver by the Issuer of the General Conditions.

Purchase Price

Subject to the applicable Minimum Denomination, (a) in respect of the Euro Notes, the price payable per €1,000, in principal amount of the Euro Notes validly submitted for tender and accepted for purchase by the Issuer will be 100 per cent of the principal amount of the Euro Notes and (b) in respect of the Dollar Notes, the price payable per \$1,000, in principal amount of the Dollar Notes validly submitted for tender and accepted for purchase by the Issuer will be 100 per cent of the principal amount of the Dollar Notes.

Accrued Interest Payment

In respect of any Notes accepted for purchase, the Issuer will also pay an amount equal to any accrued and unpaid interest on the relevant Notes from, and including, the most recent interest payment

date for such Notes immediately preceding the Settlement Date up to (but excluding) the Settlement Date, which is expected to be February 26, 2026.

Maximum Acceptance Amount and Series Acceptance Amount

The Issuer currently expects to accept any and all of Notes for purchase with an aggregate Purchase Consideration not to exceed €426,300,000 (the “**Maximum Acceptance Amount**”), which corresponds to the Asset Sale Proceeds, on the terms and conditions contained in this Offer to Purchase. Tenders of Notes may be pro-rated as set out in this Offer to Purchase.

Subject to the Maximum Acceptance Amount, the Issuer will, in its sole discretion, determine the aggregate principal amount of Notes of each Series that will be accepted for purchase (each, a “**Series Acceptance Amount**”) (subject to pro-rata scaling, if applicable).

Acceptance of Tender Instructions and Pro-Ration

Notes validly submitted for tender may be accepted subject to pro-ration (if applicable).

If the aggregate principal amount of validly tendered Notes (following conversion of the aggregate principal amount of Dollar Notes validly tendered (and not withdrawn) prior to the Expiration Deadline into Euro to determine their Euro-Equivalent Principal Amount by reference to the Euro Equivalent Spot Rate), is greater than the Maximum Acceptance Amount, then validly tendered Notes shall be accepted on a pro rata basis and, for the purposes of such acceptance, each such instruction will be scaled by a factor (each, a “**Pro-Ration Factor**”) equal to (i) the Maximum Acceptance Amount divided by (ii) the aggregate principal amount of validly tendered Notes (following conversion of the aggregate principal amount of Dollar Notes validly tendered (and not withdrawn) prior to the Expiration Deadline into Euro to determine their Euro-Equivalent Principal Amount by reference to the Euro Equivalent Spot Rate).

Each such tender will be rounded down to the nearest €1,000, with respect to the Euro Notes, or \$1,000, with respect to the Dollar Notes, in principal amounts, after application of the relevant Pro-Ration Factor, subject to the treatment of minimum denominations as set out herein. If application of a Pro-Ration Factor and rounding down would result in (i) the relevant Holder transferring Notes to the Issuer in a principal amount of less than €100,000 or \$200,000, as the case may be, or (ii) Notes in a principal amount of less than €100,000 or \$200,000, as the case may be, being returned to a Holder, then the Issuer will, in its sole and absolute discretion, either reject all or purchase all of such Holder’s validly tendered Notes. Notes not accepted for purchase as a result of pro-ration will be returned to the relevant Holder. In no event shall the principal amount returned to any Holder after the application of the pro-ration be less than the applicable minimum denomination, which is the minimum denomination for the relevant Series of Notes.

Extension, Termination and Amendment

Subject to applicable law, the Issuer reserves the right to extend, re-open, withdraw or terminate any of the Offers and to amend or waive any of the terms and conditions of the Offers (including, without limitation, any increase in a Series Acceptance Amount), at any time after the announcement of the Offers as described in the Offer to Purchase under “*Amendment and Termination*”, including with respect to any Tender Instructions already submitted as of the time of any such extension, re-opening, withdrawal, termination, amendment or waiver. In the case of an extension of the Expiration Deadline in respect of any Offer, the Issuer will make an announcement, no later than 9:00 a.m. (New York City time), on the next Business Day after the previously scheduled Expiration Deadline, as applicable.

If the Issuer withdraws or terminates any of the Offers, no Notes of the relevant Series offered for sale will be purchased and all Notes previously tendered will be returned to their holders.

Subject to applicable law, the Issuer, the Company and their respective affiliates also reserve the right at any time or from time to time during, or following completion or cancellation of, the Offers to

engage in open market purchases, privately negotiated transactions, tender offers, exchange offers, redemptions or otherwise (including, without limitation, those offered pursuant to these Offers but not accepted for purchase), in each case on terms that may be more or less favourable than those contemplated by the Offers. 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 Offers.

Summary of Action to be Taken

To tender Notes in an 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 relevant Minimum Denomination, and integral multiples of the authorized denominations of the relevant Notes thereafter.

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 Offers before the deadlines specified in the Offer to Purchase. **The deadlines set by any such intermediary and each Clearing System for the submission of Tender Instructions may be earlier than the relevant deadlines specified in the Offer to Purchase.**

Further Information

Any questions or requests for assistance in connection with (i) the Offers, may be directed to J.P. Morgan Securities LLC (with respect to the Dollar Notes) and J.P. Morgan Securities plc (with respect to the Euro Notes), and (ii) the delivery of Tender Instructions or requests for additional copies of the Offer to Purchase 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 in this announcement.

Before making a decision with respect to any of the Offers, Noteholders should carefully consider all of the information in the Offer to Purchase and, in particular, the risk factors described in the section entitled "*Risk Factors and Other Considerations*".

INDICATIVE TIMETABLE

This is an indicative timetable showing one possible outcome for the timing of the Offers based on the dates in the Offer to Purchase. 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 Offers as described in the Offer to Purchase. Accordingly, the actual timetable may differ significantly from the timetable below.

Date	Action
January 26, 2026	<i>Commencement of the Offers</i> Offers announced by way of announcements through the Clearing Systems. Such announcements may also be made on the relevant Notifying News Service(s). Offer to Purchase available from the Tender Agent.
5:00 p.m. (New York City time) on February 24, 2026	<i>Expiration Deadline</i> Deadline for receipt by the Tender Agent of all Tender Instructions in order for Noteholders to be able to participate in the Offers. The Offers expire unless extended, re-opened, withdrawn or terminated. The Issuer may, in its sole and absolute discretion, extend or terminate any of the Offers.
Business Day following the Expiration Deadline, which is expected to be February 25, 2026	<i>Announcement of Results of the Offers</i> Announcement of the Issuer's decision whether to accept valid tenders of Notes for purchase pursuant to any one or more of the Offers, subject only to the satisfaction or waiver by the Issuer of the General Conditions, and for each such Series accepted for purchase (i) the final aggregate principal amount of the Notes of each Series tendered pursuant to the Offers, (ii) the Euro-Equivalent Principal Amount of the Dollar Notes validly tendered (and not withdrawn) pursuant to the relevant Offer (with respect to the Dollar Notes only), (iii) the Series Acceptance Amount and the Pro-Ration Factor, if applicable, and (iv) and the aggregate principal amount of Notes that will remain outstanding following completion of the Offers, if applicable, distributed by way of announcements through the Clearing Systems. Such announcements may also be made on the relevant Notifying News Service(s).
Promptly following the Announcement of Results of the Offers, which is expected to be February 26, 2026	<i>Settlement</i> Subject to each Series Acceptance Amount, pro-ratio as described in " <i>Terms and Conditions of the Offers - Acceptance of Tender Instructions and Pro-Ration</i> " and satisfaction or waiver by the Issuer of the General Conditions, expected Settlement Date for the Offers. Payment of the Purchase Consideration and Accrued Interest Payment in respect of the Offers.

Unless stated otherwise, announcements in connection with the Offers 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 Offers.

Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would require 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, any of the Offers before the deadlines specified above. The deadlines set by any such intermediary and each Clearing System for the submission of Tender Instructions may be earlier than the relevant deadlines specified above.

THE ISSUER
EG Global Finance plc
Waterside Head Office,
Haslingden Road,
Guide Blackburn,
Lancashire BB1 2FA,
United Kingdom

Requests for information in relation to the Offers should be directed to:

THE DEALER MANAGERS

J.P. Morgan Securities LLC
(for the Dollar Notes)
270 Park Avenue
New York, New York 10017
United States of America

Attention: Liability Management
U.S. Toll Free: +1 (866) 834-4666
Collect: +1 (212) 834-3554

J.P. Morgan Securities plc
(for the Euro Notes)
25 Bank Street
Canary Wharf
London E14 5JP
United Kingdom

Email: liability_management_EMEA@jpmorgan.com
Telephone: +44 20 7134 2468

Requests for information in relation to the procedures for tendering Notes and participating in the Offers and the submission of a Tender Instruction should be directed to the Tender Agent:

THE TENDER AGENT

Kroll Issuer Services Limited

The News Building
3 London Bridge Street
London SE1 9SG
United Kingdom

Attention: Owen Morris
Telephone: +44 20 7704 0880
Email: eggroupp@is.kroll.com
Offer Website: <https://deals.is.kroll.com/eggroupp>

None of the Issuer, the Company, the Dealer Managers, the Tender Agent or their respective affiliates has expressed any opinion as to whether the terms of any of the Offers are fair. None of the Issuer, the Company, the Dealer Managers, the Tender Agent or their respective affiliates makes any recommendation that Noteholders submit Tender Instructions and tender their Notes or refrain from doing so pursuant to any of the Offers, and no one has been authorized by any of them to make any such recommendation. Noteholders must make their own decision as to whether to submit Tender Instructions and tender Notes or refrain from doing so and, if they do wish to submit Tender Instructions, the principal amount of Notes to tender.

DISCLAIMER

This announcement is neither an offer to purchase nor the solicitation of an offer to sell any of the securities described herein, nor shall there be any offer or sale of such securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The Offers are made solely pursuant to the Offer to Purchase.

This announcement must be read in conjunction with the Offer to Purchase. This announcement and the Offer to Purchase contain important information which should be read carefully before any decision is made with respect to any of the Offers. If any Noteholder is in any doubt as to 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 Offers, 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 must contact such entity if it wishes to tender such Notes pursuant to any of the Offers.

OFFER AND DISTRIBUTION RESTRICTIONS

This announcement and the Offer to Purchase do not constitute an invitation to participate in any of the Offers 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 announcement and the Offer to Purchase in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Offer to Purchase comes are required by each of the Issuer, the Company, the Dealer Managers and the Tender Agent to inform themselves about and to observe any such restrictions.

United Kingdom

The Offer to Purchase is being distributed only to existing Noteholders and is only addressed to such existing Noteholders in the United Kingdom where they would (if they were clients of the Issuer) be *per se* professional clients or *per se* eligible counterparties of the Issuer within the meaning of the rules of the Financial Conduct Authority (“FCA”). The Offer to Purchase is not addressed to or directed at any persons who would be retail clients within the meaning of the FCA rules and any such persons should not act or rely on it. Recipients of the Offer to Purchase should note that the Issuer is acting on its own account in relation to the Offers and will not be responsible to any other person for providing the protections which would be afforded to clients of the Issuer or for providing advice in relation to any of the Offers.

In addition, the communication of the Offer to Purchase and any other documents or materials relating to any of 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, 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.

European Economic Area (EEA)

In any European Economic Area (EEA) Member State (the “**Relevant State**”), the Offers are only addressed to and are 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 any of the Offers contemplated in the Offer to Purchase will be deemed to have represented, warranted and agreed to with the Dealer Managers and the Issuer that it is a qualified investor within the meaning of Article 2(e) of the Prospectus Regulation.

General

None of the Offer to Purchase, this announcement or the electronic transmission thereof constitutes an offer to buy or the solicitation of an offer to sell Notes (and tenders of Notes for purchase pursuant to any of the Offers 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 the Dealer Managers or any of its affiliates is such a licensed broker or dealer in any such jurisdiction, such Offer shall be deemed to be made by the Dealer Managers or such affiliate, as the case may be, on behalf of the Issuer in such jurisdiction.

Each Noteholder participating in an Offer will be deemed to give certain other representations as set out in the Offer to Purchase. Any tender of Notes for purchase pursuant to any of the Offers from a Noteholder that is unable to make these representations will not be accepted.

Each of the Issuer, the 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 an Offer whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Issuer determines (for any reason) that such representation is not correct, such tender or submission may be rejected.

Forward-Looking Information

Certain statements included herein may constitute forward-looking statements within the meaning of the securities laws of certain jurisdictions. Certain such forward-looking statements can be identified by the use of forward-looking terminology such as “believes”, “expects”, “may”, “are expected to”, “intends”, “will”, “will continue”, “should”, “would be”, “seeks”, “anticipates” or similar expressions or the negative thereof or other variations thereof or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this announcement and include statements regarding the intentions, beliefs or current expectations of the Issuer concerning, among other things, the results in relation to operations, financial condition, liquidity, prospects, growth and strategies of the Issuer and the industry in which it operates. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future.

These forward-looking statements speak only as of the date of this announcement. The Issuer does not undertake any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as may be required under Rule 14e-1 under the United States Securities Exchange Act of 1934.