

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

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION (A) IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN 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 AND THE DISTRICT OF COLUMBIA) (THE “UNITED STATES” OR THE “U.S.”) OR TO ANY “U.S. PERSON” AS DEFINED IN REGULATION S UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), OR (B) IN OR INTO ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS DOCUMENT.

THIS ANNOUNCEMENT IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF NOTEHOLDERS. IF ANY NOTEHOLDER IS IN ANY DOUBT AS TO THE ACTION IT SHOULD TAKE, IT IS RECOMMENDED TO SEEK ITS OWN FINANCIAL ADVICE, INCLUDING AS TO ANY TAX CONSEQUENCES, FROM ITS BROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, INDEPENDENT FINANCIAL OR TAX ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (IF IN THE UNITED KINGDOM) OR OTHER APPROPRIATELY AUTHORISED FINANCIAL 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 PARTICIPATE IN THE CONSENT SOLICITATION.

Euroclear Investments - Announcement of Results of Consent Solicitations
and Adjournment of certain Meetings

<u>ISIN / Common code</u>	<u>Description</u>	<u>Outstanding principal amount</u>
XS1529559525 152955952	/ €600,000,000 1.125 per cent. Notes due in 2026 issued by Euroclear Investments (the “ 2026 Notes ”)	€600,000,000
XS1797663702 179766370	/ €300,000,000 1.5 per cent. Senior Notes due in 2030 issued by Euroclear Investments (the “ 2030 Notes ”)	€300,000,000
XS1797663967 179766396	/ €400,000,000 Subordinated Resettable Fixed Rate Notes due in 2048 issued by Euroclear Investments (the “ 2048 Notes ”)	€400,000,000

(the 2026 Notes, the 2030 Notes and the 2048 Notes together, the “**Notes**” and each a “**Series**”).

Luxembourg, 18 March 2022 – On 24 February 2022, Euroclear Investments (the “**Issuer**”) announced invitations to Eligible Noteholders (as defined below) of each Series of Notes to approve by extraordinary resolution (in respect of a Series of Notes, an “**Extraordinary Resolution**”) the replacement of the terms and conditions of each Series of Notes (the

“**Conditions**”) such that the new terms and conditions of each Series of Notes (the “**New Conditions**”) allow for the Notes to be transferred into, and settled through, the securities settlement system operated by the National Bank of Belgium (the “**NBB**”) or any successor thereto (the “**NBB-SSS**”) in advance of the possible future relocation of the Issuer’s corporate seat and fiscal residence from Luxembourg to Belgium (the “**Re-domiciliation**”) and to amend the governing law of certain provisions of the Conditions to reflect the impact of any such Re-domiciliation (each such invitation in respect of each Series of Notes, a “**Consent Solicitation**”).

This announcement does not contain the full terms and conditions of the Proposals (as defined herein), which are contained in the Consent Solicitation Memorandum dated 24 February 2022 (the “**Consent Solicitation Memorandum**”) prepared by the Issuer, which is available to Eligible Noteholders from the Tabulation Agent via: <https://deals.lucid-is.com/euroclear>.

This announcement must be read in conjunction with the Consent Solicitation Memorandum. Capitalised terms used in this announcement have the meanings given in the Consent Solicitation Memorandum.

Results of the Meetings

2048 Notes only

The Meeting in respect of the 2048 Notes was held on 18 March 2022 at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY, United Kingdom in connection with the relevant Proposal, and the Issuer hereby announces that:

- (A) the necessary quorum was achieved;
- (B) the relevant Extraordinary Resolution was passed; and
- (C) the relevant Eligibility Condition was satisfied.

The relevant Consent Fee shall be paid to the relevant Eligible Noteholders and the relevant Ineligible Noteholder Payment shall be paid to the relevant Ineligible Noteholders, with such payments expected to be made on 22 March 2022.

2026 Notes and 2030 Notes

The Meetings in respect of the 2026 Notes and the 2030 Notes were convened on 18 March 2022 at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY, United Kingdom in connection with the relevant Proposals, and the Issuer hereby announces that the necessary quorum was not achieved and, as a result, such Meetings shall be adjourned until:

- (A) in respect of the 2026 Notes, 10.00 a.m. (London time) on 1 April 2022; and
- (B) in respect of the 2030 Notes, 10.15 a.m. (London time) on 1 April 2022,

and, in each case, will be held at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY (each in respect of a Series being an “**Adjourned Meeting**”).

In the event that an Extraordinary Resolution passes at the Adjourned Meeting, the relevant Consent Fee shall be paid to the relevant Eligible Noteholders and the relevant Ineligible Noteholder Payment shall be paid to the relevant Ineligible Noteholders, with such payments expected to be made on 5 April 2022.

Noteholders are entitled to submit an Electronic Voting Instruction, make any other arrangements to be able to participate in the relevant Consent Solicitation or attend or be represented at the Adjourned Meeting, or submit an Ineligible Noteholder Instruction after the date hereof but prior to the Adjourned Expiration Deadline (as defined below), however such Noteholder will not be eligible to receive any Consent Fee or Ineligible Noteholder Payment.

Notice of Adjourned Meetings

A notice convening separate Adjourned Meetings of the holders of the 2026 Notes and the 2030 Notes (each in respect of a Series being an “**Adjourned Meeting Notice**”), to be held at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY, United Kingdom, has been given to Noteholders in accordance with the relevant Conditions on the date of this announcement, including via release through the Clearing Systems.

Eligible Noteholders

Each Consent Solicitation in respect of the 2026 Notes and the 2030 Notes is only being made, and the Consent Solicitation Memorandum and any other documents or materials relating to such Consent Solicitations are only for distribution or to be made available in respect of each Series of Notes in each case to holders of the Series of Notes who are (a) located and resident outside the United States and is not a U.S. person (as defined in Regulation S under the Securities Act) and (b) otherwise a person to whom the relevant Consent Solicitation can be lawfully made and that may lawfully participate in such Consent Solicitation (in respect of a Series of Notes, the “**Eligible Noteholders**”).

Eligible Noteholders are advised to read carefully the Consent Solicitation Memorandum for full details of, and information on the procedures for participating in, the Consent Solicitations in respect of the 2026 Notes and the 2030 Notes.

Indicative Timetable for the Adjourned Meetings

Set out below is an indicative timetable showing one possible outcome for the timing of the Adjourned Meetings, which will depend, among other things, on timely receipt (and non-revocation) of instructions, the rights of the Issuer (where applicable) to extend, waive any condition of, amend and/or terminate any Consent Solicitation (other than the terms of the Extraordinary Resolutions) as described in the Consent Solicitation Memorandum and the passing of the Extraordinary Resolutions (and satisfaction of the Eligibility Condition) at the Adjourned Meetings. Accordingly, the actual timetable may differ significantly from the timetable below.

Announcement of Adjourned Meetings

Announcement of Adjourned Meetings

18 March 2022

Adjourned Meeting Notice to be delivered to the Clearing Systems for communication to Direct Participants

From this date, Noteholders (who have not previously made the relevant arrangements in connection with the initial Meeting) may arrange for the Notes they hold to be blocked in an account with the Clearing Systems and held to the order of any Paying Agent in order to give valid voting certificates or voting instructions as applicable

Adjourned Expiration Deadline

Deadline for receipt by the Tabulation Agent of (i) Electronic Voting Instructions from Noteholders to be able to participate in the relevant Consent Solicitation or (ii) valid Ineligible Noteholder Instructions from Ineligible Noteholders abstaining from voting in respect of the applicable Extraordinary Resolutions 4.00 p.m. (London Time) on 29 March 2022

Deadline for making any other arrangements to attend or be represented at an Adjourned Meeting

Adjourned Meetings

In respect of the relevant Series of Notes, Meeting to be held at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY

1 April 2022 at:

- with respect to the 2026 Notes, 10.00 a.m. (London Time); and
- with respect to the 2030 Notes, 10.15 a.m. (London Time)

Announcement of results of Adjourned Meetings and satisfaction of Consent Conditions

In respect of the relevant Series of Notes, announcement of the results of the Adjourned Meeting and, if the Extraordinary Resolution passed, whether the Eligibility Condition is satisfied

As soon as reasonably practicable after the Adjourned Meeting

Payment Date

Where payable, payment of the applicable Consent Fee or Ineligible Noteholder Payment

No later than the second Business Day immediately following the Adjourned Meeting at which the applicable Extraordinary Resolution is passed

Execution and delivery of the Amended and Restated Agency Agreements

In respect of each Series of Notes, the date on which the Amended and Restated Agency Agreement, Deed of Amendment and

Subject to the applicable Extraordinary Resolution

Clearing Agreement will be executed if the applicable Proposal is approved by Noteholders and the Consent Conditions being satisfied, as soon as reasonably practicable after the Adjourned Meeting

Implementation Date

In respect of each Series of Notes, the date on which the Amended and Restated Agency Agreement, Deed of Amendment and Clearing Agreement will come into effect and the Conditions will be replaced with the New Conditions as a result Subject to the execution of the relevant agreement, expected to be:

- with respect to the 2030 Notes and the 2048 Notes, 11 April 2022; and
- with respect to the 2026 Notes, 7 December 2022

In respect to a Series of Notes, the quorum required for an Adjourned Meeting of Noteholders to consider the Extraordinary Resolution is two or more Noteholders present and holding or representing in aggregate not less than 25 per cent. in principal amount of the Notes for the time being outstanding. To be passed at an Adjourned Meeting, an Extraordinary Resolution requires a majority in favour consisting of not less than 75 per cent. of votes of holders of Notes cast. If passed, the Extraordinary Resolution shall be binding on all holders of Notes, whether present or not at the Adjourned Meeting and whether or not voting.

If any Adjourned Meeting is not quorate on the date stated above or if quorum is achieved and the Extraordinary Resolution is passed but the Eligibility Condition is not satisfied in respect of the relevant Series, the Proposal in respect of such Series will not be implemented.

Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold their Notes when such intermediary would need to receive instructions from a Noteholder in order for such Noteholder to participate in, or (in the limited circumstances in which revocation is permitted) to validly revoke their instruction to participate in, the Consent Solicitation with respect to the relevant Series of Notes and/or the relevant Adjourned Meeting by the deadlines specified above. The deadlines set by any such intermediary and each Clearing System for the submission and (where permitted) revocation of Electronic Voting Instructions will be earlier than the relevant deadlines above.

Implementation of the Proposals

The Consent Solicitation in respect of a Series does not constitute an undertaking of the Issuer, the agent(s) of such Series or the Solicitation Agent to take any action to implement the Proposal, even if the Extraordinary Resolution passes.

Until the Extraordinary Resolution is passed in respect of the relevant Series, the Eligibility Condition is satisfied in respect of such Series and the relevant Amended and Restated Agency Agreement and related documents have been executed, no assurance can be given that the Proposal in respect of such Series will take effect. Further, an Extraordinary Resolution in respect of one Series may be passed by the Noteholders of such Series, whereas others may not be passed.

None of the Extraordinary Resolutions in respect of any Series are conditional upon any other Extraordinary Resolution in respect of another Series being validly approved and implemented. Each Proposal is a separate consent solicitation affecting solely the Series to which it relates. However, it is currently expected that the relevant Amended and Restated Agency Agreement and related documents in respect of the 2048 Notes will not be executed unless each Extraordinary Resolution at the Adjourned Meetings passes.

For further information, please contact:

THE SOLICITATION AGENT

Citigroup Global Markets Limited
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
United Kingdom

Telephone: +44 20 7986 8969

Attention: Liability Management Group

Email: liabilitymanagement.europe@citi.com

THE TABULATION AGENT

Lucid Issuer Services Limited
The Shard
32 London Bridge Street
London SE1 9SG
United Kingdom

Telephone: +44 20 7704 0880

Attention: Thomas Choquet

Email: euroclear@lucid-is.com

Website: <https://deals.lucid-is.com/euroclear>

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 EU MAR and UK MAR. For the purposes of Article 2 of Commission Implementing Regulation (EU) 2016/1055, this

announcement is made by Harold Finders (Chairman) and Charles Meeus (General Manager) of Euroclear Investments.

Disclaimer

None of the Solicitation Agent, the Tabulation Agent or any of their directors, officers, employees, agents or affiliates express any opinion on the merits of, or makes any representation or recommendation whatsoever regarding, the Consent Solicitations, the Extraordinary Resolutions or the Consent Solicitation Memorandum or makes any recommendation as to whether Noteholders should participate in any Consent Solicitation or otherwise participate at the Adjourned Meetings. None of the Solicitation Agent, the Tabulation Agent or any of their directors, officers, employees, agents or affiliates have verified, or assume any responsibility for the accuracy or completeness of, any of the information concerning the Consent Solicitations, the Extraordinary Resolutions, the Notes or the factual statements contained in, or the effect or effectiveness of, the Consent Solicitation Memorandum or any other documents referred to in the Consent Solicitation Memorandum or assume any responsibility for any failure by the Issuer to disclose events that may have occurred and may affect the significance or accuracy of such information or the terms of any amendment (if any) to any Consent Solicitation.

Solicitation and Distribution Restrictions

The distribution of this announcement and the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law, and persons into whose possession this announcement and/or the Consent Solicitation Memorandum comes are required to inform themselves about, and to observe, any such restrictions.

Nothing in this announcement, the Consent Solicitation Memorandum or the electronic transmission thereof constitutes or contemplates an offer of, an offer to purchase or the solicitation of an offer to sell securities in the United States or any other jurisdiction. The 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 the Notes 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), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state or local securities laws.

Each Noteholder participating in the Consent Solicitation will be required to represent that it is an Eligible Noteholder. Any Electronic Voting Instructions from a Noteholder that is unable to make these representations (and is not an Ineligible Noteholder submitted an Ineligible Noteholder Instruction) will not be accepted. Each of the Issuer, the Solicitation Agent and the Tabulation Agent reserves the right, in its absolute discretion, to investigate, in relation to any submission of Electronic Voting Instructions, 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 Electronic Voting Instruction may be rejected.