

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”).

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Euroclear Investments - Announcement of Results of Consent Solicitations

<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, 1 April 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 and adjourned Meetings

2026 Notes and 2030 Notes

Separate Meetings were convened in respect of the 2026 Notes and the 2030 Notes on 18 March 2022 and were adjourned due to want of quorum. The adjourned Meetings were held on 1 April 2022 at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY, United Kingdom (each in respect of a Series being an “**Adjourned Meeting**”) in connection with the relevant Proposal, and the Issuer hereby announces that at each such Adjourned Meeting:

- (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 5 April 2022.

2048 Notes only

The Meeting in respect of the 2048 Notes was held on 18 March 2022 and, as announced by the Issuer on the date thereof (such announcement being the “**Initial Results Announcement**”), the relevant Extraordinary Resolution was passed and the relevant Eligibility Condition was satisfied.

Indicative Timetable

In accordance with the indicative timetable set out in the Consent Solicitation Memorandum and the Initial Results Announcement, and in light of the passing of each of the Extraordinary Resolutions at the Adjourned Meetings, the Restated Agency Agreement, Deed of Amendment and Clearing Agreement in respect of each Series will be entered into as soon as reasonably practicable after this announcement to effect the Proposals contemplated in each of the relevant Extraordinary Resolutions. It is currently expected that:

- (A) the Restated Agency Agreement and the Deed of Amendment in respect of each Series will be entered into on 4 April 2022 and will take effect on the relevant Implementation Date; and
- (B) one Clearing Agreement, which shall apply to each of the three Series, will be entered into no later than the Implementation Date with respect to the 2030 Notes and the 2048 Notes and will take immediate effect upon entry.

The Implementation Date will be:

- (A) with respect to the 2030 Notes and the 2048 Notes, 11 April 2022; and

(B) with respect to the 2026 Notes, 7 December 2022.

For further information, please contact:

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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.