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VIVION INVESTMENTS S.À R.L.

(a private limited liability company (société à responsabilité limitée) organised under the laws of the Grand Duchy of Luxembourg)

ANNOUNCEMENT OF RESULTS OF MEETINGS AND EXCHANGE OFFER

€700,000,000 3.00% Senior Notes due 2024

*(ISIN: XS2031925840;
Common Code: 203192584)
(the “2024 Notes”)*

€640,000,000 3.50% Senior Notes due 2025

*(ISIN: XS2070311431;
Common Code: 207031143)
(the “2025 Notes”)*

€200,000,000 2.25% Convertible Bonds due 2025

*(ISIN: XS2217646509;
Common Code: 221764650)
(the “Convertible Bonds”)*

23 August 2023

Further to its announcements dated 31 July 2023, 14 August 2023 and 16 August 2023, Vivion Investments S.à r.l. (the “**Issuer**”) hereby announces the final results of the Meetings and the Exchange Offer (each as defined and described in the exchange offer and consent solicitation memorandum dated 31 July 2023 (the “**Memorandum**”). The Exchange Offer is made on the terms and subject to the conditions set out in the Memorandum. Capitalised terms used in this announcement but not defined have the meanings given to them in the Memorandum.

The Issuer hereby announces that the results of the Meetings and the Exchange Offer are as follows:

Series of Existing Notes⁽¹⁾	Results of Meeting	Participation in Exchange Offer⁽³⁾	New Secured Notes⁽⁴⁾	Cash Consideration⁽⁵⁾
2024 Notes ⁽⁶⁾	Extraordinary Resolution passed	€450,200,000 (71.11%)	€608,555,940 ⁽⁷⁾ 2028 New Secured Notes	€90,040,000
Convertible Bonds	N/A	€200,000,000 (100%)		N/A
2025 Notes	Extraordinary Resolution passed ⁽²⁾	€578,200,000 (96.09%)	€543,880,000 ⁽⁸⁾ 2029 New Secured Notes	€57,820,000
(1) For the purpose of the Exchange Offer and Consent Solicitation, the aggregate principal amount of 2024 Notes deemed to be outstanding was €633,100,000, the aggregate principal amount of 2025 Notes deemed to be outstanding was €601,700,000, and the aggregate original principal amount of Convertible Bonds deemed to be outstanding was €200,000,000, in each case, as at the Expiration Deadline.				
(2) The Eligibility Condition applicable to the 2025 Notes Meeting was also satisfied.				
(3) Aggregate principal amount of the relevant Series of Existing Notes validly tendered for exchange prior to the Expiration Deadline and accepted for exchange by the Issuer (and the percentage of outstanding Existing Notes of the relevant Series represented thereby).				
(4) Aggregate principal amount of 2028 New Secured Notes and 2029 New Secured Notes (as applicable) issued to holders of the relevant Series of Existing Notes upon implementation of the Exchange Offer on the Settlement Date.				
(5) Aggregate amount of Cash Consideration (excluding Accrued Interest Amount) to be paid to the holders of the 2024 Notes and the 2025 Notes that were validly tendered for exchange pursuant to the Exchange Offer prior to the Expiration Deadline and accepted for exchange by the Issuer.				
(6) Immediately following completion of the Exchange Offer on the Settlement Date, €182,900,000 in aggregate principal amount of Amended 2024 Notes will remain outstanding.				
(7) Comprises (i) €360,160,000 in principal amount of 2028 New Secured Notes issued to holders of the 2024 Notes pursuant to the Exchange Offer; and (ii) €248,395,940 in principal amount of 2028 New Secured Notes issued to holders of the Convertible Bonds pursuant to the Exchange Offer.				
(8) Comprises (i) €520,380,000 in principal amount of 2029 New Secured Notes issued to holders of the 2025 Notes pursuant to the Exchange Offer and (ii) €23,500,000 in principal amount of 2029 New Secured Notes issued to holders of the 2025 Notes pursuant to the 2025 Notes Mandatory Exchange.				

The Issuer also hereby announces the satisfaction of: (i) the Eligibility Condition; (ii) the Successful Consent Condition; and (iii) the Minimum Participation Condition with respect to the 2025 Notes and the Convertible Bonds. In accordance with the terms and conditions of the Exchange Offer set out in the Memorandum, given the level of Exchange Instructions and Voting Instructions received from 2024 Noteholders as at the Expiration Deadline and the proximity to the requisite threshold for satisfaction of the Minimum Participation Condition, the Issuer hereby announces the waiver of the Minimum Participation Condition with respect to the 2024 Notes. For the avoidance of doubt and as stated in the Memorandum, such waiver does not entitle Noteholders to any revocation rights.

Noteholders are reminded that the settlement of the Exchange Offer is conditional on the satisfaction of the remaining Settlement Conditions described in the Memorandum, namely: (i) the Programme Update Condition; and (ii) the Cancellation Condition. Confirmation of satisfaction of the remaining Settlement Conditions shall be announced on the Confirmation Date in accordance with the Memorandum.

Expected Timetable of Events

Set out below is an indicative timetable containing the of the events to occur following the date of this announcement. The actual timetable may differ from the timetable below.

Events	Expected Dates and Times
Programme Update:	24 August 2023
Confirmation Date:	25 August 2023
Settlement Date:	31 August 2023

Any questions regarding the terms of the Exchange Offer or the Consent Solicitation may be directed to:

LEAD DEALER MANAGER

BofA Securities Europe SA

51 rue La Boétie
75008 Paris
France

Telephone: +33(0) 1 877 01057
Email: DG.LM-EMEA@bofa.com
Attention: Liability Management Group

DEALER MANAGER

Citigroup Global Markets Europe AG

Reuterweg 16
60323 Frankfurt am Main
Germany

Telephone: +44 20 7986 8969
Email: liabilitymanagement.europe@citi.com
Attention: Liability Management Group

Any requests for information in relation to the procedures for participating in, and for any documents or materials relating to, the Exchange Offer or Consent Solicitation may be directed to:

THE EXCHANGE AND TABULATION AGENT

Kroll Issuer Services Limited

The Shard
32 London Bridge Street
London SE1 9SG
United Kingdom

Tel: +44 207 704 0880
Attention: Arlind Bytyqi / Jacek Kusion
Email: vivion@is.kroll.com
Offer Website: <https://deals.is.kroll.com/vivion>

DISCLAIMER: This announcement must be read in conjunction with the Memorandum. This announcement and the Memorandum contain important information which should be read carefully before any decision is made to participate in the Exchange Offer. If any Noteholder is in any doubt as to the contents of this announcement or the Memorandum or the action it should take, it is recommended to seek its own legal, regulatory, tax, business and investment advice immediately from its stockbroker, bank manager, accountant or other independent financial adviser. None of the Dealer Managers, the Issuer, the Trustee, the Principal Paying and Transfer Agent or the Exchange and Tabulation Agent (or their respective directors or managers (as applicable), officers, employees or affiliates) makes any representation or recommendation whatsoever regarding this announcement, the Memorandum, the Exchange Offer, the Consent Solicitation, or any recommendation as to whether Noteholders should participate in the Exchange Offer or the Consent Solicitation. The Exchange and Tabulation Agent and the Dealer Managers are agents of the Issuer and owe no duty to Noteholders.