



Publication of a notice pursuant to Article 17 (1) of the Market Abuse Regulation (Regulation (EU) No. 596/2014)

AGGREGATE HOLDINGS S.A.

(a société anonyme, governed by the laws of the Grand Duchy of Luxembourg)

(“Aggregate” and together with its subsidiaries, the “Group”)

Aggregate Holdings S.A. has entered into a binding agreement with a group of institutional investors in relation to 100% sale of VIC Properties S.A.

For the purposes of MAR, this announcement is made by the directors of Aggregate Holdings S.A.

Luxembourg, 17 March 2023: Aggregate Holdings S.A. (“**Aggregate**”) announces that today it has entered into a binding agreement (the “**Agreement**”) with a group of institutional investors for the sale (the “**Sale**”) of 100% of the share capital of its indirect subsidiary, VIC Properties S.A. (“**VIC Properties**”, “**VIC**”, “**Company**”), and, amongst other matters, to release the Aggregate guarantee under the terms of the €250 million 3.00 per cent. Secured Pre-IPO Convertible Bonds due 2025 (ISIN XS1964739715) issued by VIC and guaranteed by Aggregate (the “**VIC Convertible Bonds**”) (the “**Transaction**”). The sale is to a consortium led by the institutional investors AlbaCore Capital Group, Mudrick Capital Management L.P. and Owl Creek Asset Management L.P., and the existing VIC management team.

The total enterprise value of the Transaction is more than €670 million, which will also result in a reduction in Aggregate consolidated net debt by more than €670 million upon the closing of the Transaction. VIC had net assets of €1,150 million and total assets of €1,882 million, including goodwill of €1,135 million as at 30 June 2022. The sale of VIC will be at a premium to net tangible assets and a discount to net assets. Under the terms of the Transaction, Aggregate will receive an equity participation entitling it to receive 5% of all net distributions to the new investors in excess of €1 billion.

The Agreement provides for the solicitation of consents from the holders of the VIC Convertible Bonds (the “**Bondholders**”) to approve certain amendments, including (but not limited to) the release of Aggregate from its existing guarantee and any future obligations of Aggregate related to the VIC Convertible Bonds upon completion of the Transaction, and permitting additional debt funding. Bondholders representing more than 70% of the outstanding principal amount of the VIC Convertible Bonds have committed to implement the proposed Transaction.

The Transaction is expected to close in the second quarter of 2023 and is subject to closing conditions, including the amendment of existing financing arrangements of VIC’s subsidiaries. There can be no guarantee that the Transaction as contemplated will be implemented on the terms set out above.

Notifying Person

Benjamin Lee, Chief Financial Officer, Aggregate Holdings S.A.

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Important Notice

This announcement contains statements about Aggregate that are or may be forward looking statements. All statements other than statements of historical facts included in this announcement may be forward looking statements. Without limitation, any statements preceded or followed by or that

include the words "targets", "goals", "should", "would", "could", "continue", "plans", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "estimates", "hopes", "projects" or words or terms of similar substance or the negative thereof, are forward looking statements.

Such forward looking statements involve risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward looking statements. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward looking statements, which speak only as of the date hereof. Aggregate disclaims any obligation to update any forward looking or other statements contained herein, except as required by applicable law or regulation.

Nothing in this announcement 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 securities referred to in this announcement have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the United States and in compliance with any applicable securities laws of any state or other jurisdiction of the United States.