

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

### **Initiation of a consent solicitation process with holders of the outstanding notes of Aggregate Holding S.A. to effect certain modifications of the terms and conditions of the notes**

Luxembourg, 27 April 2023 - The board of directors of Aggregate Holdings S.A. (the “**Company**”) today resolved to launch a consent solicitation process to the noteholders of its EUR 600,000,000 6.875% notes due 2025 (ISIN DE000A28ZT71) (“**2025 Notes**”) and its EUR 250,000,000 5.50% notes due 2024 (ISIN DE000A3KPTS1) (“**2024 Notes**” and together with the 2025 Notes, the “**Notes**”) with the aim to effect certain modifications to the terms and conditions of the Notes and consequential or related amendments to the associated transaction and ancillary documents (“**Consent Solicitation**”).

The proposals in the Consent Solicitation include, but are not limited to:

- (i) Removal of the LTV ratio test in § 8 (a) of the terms and conditions of the Notes;
- (ii) Annual payment of interest rate of 6.875% with respect to the 2025 Notes shall be replaced by a coupon of 9.625%, payable at maturity of the 2025 Notes;
- (iii) Annual payment of interest rate of 5.50% with respect to the 2024 Notes shall be replaced by a coupon of 8.25%, payable at maturity of the 2024 Notes;
- (iv) Removal of the interest coverage obligation in § 8 (d) of the terms and conditions of the Notes;
- (v) Definition of Material Subsidiaries in the terms and conditions shall be changed from any subsidiary whose total assets exceed 10% of the consolidated total assets of the issuer to any subsidiary whose total assets exceed 20% of the consolidated total assets of the issuer;
- (vi) Extension of maturity date of the 2024 Notes to November 2025.

The Company has proposed the removal of the LTV ratio test as it is expected that the LTV ratio will exceed 65%.

The Company will shortly launch the consent solicitation process and related announcements will be provided to the noteholders in due course. The Company intends that the changes to the terms and conditions of the Notes take effect during the second quarter of 2023, subject to noteholder consent.

The Company has already received commitments to vote in favour for 54.7% of the 2025 Notes eligible for voting.

This announcement does not contain the full terms and conditions of the proposal, which will be contained in the Consent Solicitation prepared by the Company. The Consent Solicitation and the associated amended documentation will be provided to the noteholders by Kroll Issuer Services Limited as tabulation agent (the “**Tabulation Agent**”). Any questions relating to this consent solicitation process should be addressed to the Tabulation Agent as follows:

#### **Kroll Issuer Services Limited**

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**Notifying Person**

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