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THIS ANNOUNCEMENT IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF HOLDERS. IF HOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD IMMEDIATELY CONSULT THEIR OWN INDEPENDENT PROFESSIONAL ADVISERS AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000, AS AMENDED (IF THEY ARE LOCATED IN THE UNITED KINGDOM), OR FROM OTHER APPROPRIATELY AUTHORISED INDEPENDENT PROFESSIONAL ADVISERS (IF THEY ARE LOCATED OUTSIDE OF THE UNITED KINGDOM).

THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE REGISTERED AND BENEFICIAL OWNERS OF THE BONDS. IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUIRED TO EXPEDITE TRANSMISSION HEREOF TO BENEFICIAL OWNERS OF THE BONDS IN A TIMELY MANNER. IF BENEFICIAL OWNERS OF THE BONDS ARE IN ANY DOUBT AS TO THE MATTERS REFERRED TO IN THIS NOTICE, THEY SHOULD CONSULT THEIR STOCKBROKER, LAWYER, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER WITHOUT DELAY.

VIC PROPERTIES S.A.

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

(the "**Issuer**")

AGGREGATE HOLDINGS S.A.

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

(the "Guarantor")

€250,000,000 3.00 per cent. Secured Pre-IPO Convertible Bonds due 2025 (ISIN XS1964739715)

(the "Bonds")

NOTICE OF THE RESULTS OF THE WRITTEN RESOLUTION

Luxembourg, 3 May 2023.

On 19 April 2023, the Issuer launched a consent solicitation process with the aim of passing a written resolution (the "**Written Resolution**") to effect various amendments and modifications to the terms and conditions of the Bonds and consequential or related amendments or terminations to the transaction and ancillary documents for the Bonds, which include the irrevocable, unconditional, final and full release of the Guarantor from its obligations under the Bonds and its guarantee.

The terms and conditions of the Consent Solicitation are contained in the Consent Solicitation Memorandum dated 19 April 2023 (the "**Memorandum**") prepared by the Issuer, which is available to Bondholders from the Information and Tabulation Agent (including on its website at <u>https://deals.is.kroll.com/vicproperties</u>).

Unless otherwise indicated, capitalised terms used but not otherwise defined in this announcement have the meanings given in the Memorandum.

As at 5 p.m. London time on 2 May 2023, holders representing 92.28 per cent. in aggregate outstanding nominal amount of the Bonds had voted in favour of the amendments and modifications proposed in such

Written Resolution. In accordance with the terms of the Bonds, the Written Resolution has therefore been duly approved by the requisite majority of holders of the Bonds and signed by the Registered Holder. Bondholders are reminded that the implementation of the Written Resolution is conditional upon the Implementation Conditions being satisfied and/or waived by the Issuer with the prior written consent of the Guarantor and the Majority Consenting Bondholders (in each case such consent not to be unreasonably withheld or delayed).

The Issuer expects that the Implementation Conditions will be satisfied and/or waived by, and that therefore the Consensual Transaction Completion Date will occur on, 4 May 2023. In accordance with the terms of the Memorandum, the Issuer will notify Bondholders following the occurrence of the Consensual Transaction Completion Time following the satisfaction and/or waiver of the final Implementation Condition and each Core Consensual Transaction Document having taken effect in accordance with its terms. In the event the Implementation Conditions are not satisfied and/or waived, the Issuer will announce the termination of the Consent Solicitation and the Consensual Transaction (including the M&A Transaction).

If Bondholders have any questions in respect of the New Money Instruments relating to the Memorandum, the Entitlement Election Form, the Written Resolution, or the submission of the Settlement Instructions, they should contact the Information and Tabulation Agent using the following details:

Kroll Issuer Services Limited

The Shard 32 London Bridge Street London SE1 9SG United Kingdom Attention: Paul Kamminga / Arlind Bytyqi Telephone: +44 207 704 0880 Email: <u>vicproperties@is.kroll.com</u>

If Bondholders have any questions in respect of the Depositary Receipts relating to the Memorandum, the Entitlement Election Form or the submission of the Settlement Instructions, they should contact the Holding Period Trustee using the following details:

GLAS Trustees Limited 55 Ludgate Hill

Level 1, West London EC4M 7JW United Kingdom Attention: Debt Capital Markets / Project Pantheon Email: project-pantheon@glas.agency

DISCLAIMER:

This announcement contains important information which should be read carefully. This announcement is for informational purposes only. Each Bondholder is solely responsible for making its own independent appraisal of all matters as such Bondholder deems appropriate.

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 Bonds 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 Bonds 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.

Nothing in this announcement constitutes a solicitation in any circumstances in which such solicitation is unlawful. None of the Issuer, the Guarantor, the Trustee, the Information and Tabulation Agent, the Holding Period Trustee or any of their respective directors, officers, employees, agents, representatives or affiliates of any such person, expresses any opinion about the terms of the Consent Solicitation or the Consensual Transaction. This announcement does not constitute or form part of, and should not be construed as, an offer for the sale or subscription of, or a solicitation of any offer to buy or subscribe for, any securities of the Issuer or any other entity.

The communication of this Notice is not being made, and this Notice has not been approved, by an authorised person for the purposes of Section 21 of the FSMA. Accordingly, this announcement is not being distributed to, and must not be passed on to, persons within the United Kingdom save in circumstances where section 21(1) of the FSMA does not apply to the Issuer or the Guarantor.

The distribution of this announcement may nonetheless be restricted by law in certain jurisdictions. Persons into whose possession this announcement comes are required by the Issuer, the Guarantor and the Trustee, to inform themselves about, and to observe, any such restrictions. None of the Issuer, the Guarantor, the Trustee, the Information and Tabulation Agent, the Holding Period Trustee or any of their respective directors, officers, employees, agents, representatives or affiliates of any such person will incur

any liability for its own failure or the failure of any other person or persons to comply with the provisions of any such restrictions.