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Euroclear Investments - Announcement of Results of Consent Solicitation

ISIN	Description	Outstanding principal amount
BE6334365713	€600,000,000 1.125 per cent. Notes due in 2026 issued by Euroclear Investments SA/NV (the "Notes")	€600,000,000

Belgium, 10 June 2024 - On 17 May 2024, Euroclear Investments SA/NV (the "Issuer") announced invitations to Eligible Noteholders (as defined in the Consent Solicitation Memorandum) to approve by Extraordinary Resolution (i) the substitution of Euroclear Holding SA/NV in place of the Issuer as issuer and principal debtor under the Notes in the event that the Merger becomes effective (the "Substitution"), and (ii) certain changes to the terms and conditions of the Notes as a result of the Substitution (together the "Proposal") (such announcement, the "Initial Announcement").

This announcement does not contain the full terms and conditions of the Proposal, which are contained in the Consent Solicitation Memorandum dated 17 May 2024 (the "Consent Solicitation Memorandum") prepared by the Issuer, which is available to Eligible Noteholders from the Tabulation Agent via: <https://deals.is.kroll.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 Meeting

The Meeting in respect of the Notes was held on 10 June 2024 at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY, United Kingdom in connection with the Proposal, and the Issuer hereby announces that:

- (A) the necessary quorum was achieved;
- (B) the Extraordinary Resolution was passed; and
- (C) the Eligibility Condition was satisfied.

The Consent Fee shall be paid to the relevant Eligible Noteholders and the Ineligible Noteholder Payment shall be paid to relevant Ineligible Noteholders, with such payments expected to be made on 12 June 2024.

Timing of the Substitution

In accordance with the indicative timetable set out in the Consent Solicitation Memorandum and the Initial Announcement, it is currently expected that:

- (A) as soon as reasonably practicable after today's date, the Amended and Restated Agency Agreement and Deed of Substitution and Amendment will be executed; and
- (B) the Substitution will occur on the date on which the Merger becomes effective, such date being the Implementation Date, and is currently expected to occur during the final quarter of 2024. Notice will be provided at least 14 days in advance of the Implementation Date to the holders of the Notes.

A notice of substitution will also be provided to the holders of the Issuer's outstanding:

- (A) €300m 1.500 per cent. Senior Notes issued in 2018 and due 2030;
- (B) €400m Subordinated Resettable Fixed Rate Notes issued in 2018 and due in 2048; and
- (C) €350m Subordinated Resettable Fixed Rate Notes issued in 2021 and due in 2051,

in accordance with their applicable terms and conditions in order to effect a substitution thereunder.

The Consent Solicitation in respect of the Notes and the passing of the Extraordinary Resolution do not constitute an undertaking of the Issuer, the agent(s) of such Notes or the Solicitation Agent to take any action to implement the Proposal. Until the Amended and Restated Agency Agreement, Deed of Substitution and Amendment and related documents have been executed and the conditions thereunder have been satisfied, no assurance can be given that the Proposal will take effect.

For further information, please contact:

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Disclaimers

None of the Solicitation Agent, the Tabulation Agent or any of their directors, officers, employees, agents or affiliates have verified, or assume any responsibility for the accuracy or completeness of, any of the information concerning the Consent Solicitation, the Extraordinary Resolution, the Notes or the factual statements contained in, or the effect or effectiveness of, the Consent Solicitation Memorandum or any other documents referred to in the Consent Solicitation Memorandum or assume any responsibility for any failure by the Issuer to disclose events that may have occurred and may affect the significance or accuracy of such information or the terms of any amendment (if any) to the Consent Solicitation.

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