NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES, ITS TERRITORIES AND POSSESSIONS (INCLUDING PUERTO RICO, THE U.S. VIRGIN ISLANDS, GUAM, AMERICAN SAMOA, WAKE ISLAND AND THE NORTHERN MARIANA ISLANDS), ANY STATE OF THE UNITED STATES OR THE DISTRICT OF COLUMBIA OR IN OR INTO ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS ANNOUNCEMENT

31 August 2022



Sampo plc announces a cash tender offer in respect of its outstanding EUR 500,000,000 1.625 per cent. Notes due 21 February 2028, EUR 500,000,000 2.250 per cent. Notes due 27 September 2030, EUR 500,000,000 1.250 per cent. Notes due 30 May 2025 and EUR 750,000,000 1.00 per cent. Notes due 18 September 2023

This announcement is released by Sampo plc and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of Regulation (EU) No. 596/2014 on market abuse as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended ("UK MAR"), encompassing information relating to the 2028 Notes, the 2030 Notes, the 2025 Notes and the 2023 Notes described above (each as defined below). For the purposes of UK MAR and Article 2 of the Commission Implementing Regulation (EU) 2016/1055 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended, this announcement is made by Sami Taipalus, the Head of Investor Relations of Sampo plc.

Sampo plc (the "Issuer") today announces an invitation to holders of its outstanding EUR 500,000,000 1.625 per cent. Notes due 21 February 2028 (ISIN: XS1775786574) (the "2028 Notes"), EUR 500,000,000 2.250 per cent. Notes due 27 September 2030 (ISIN: XS1888184121) (the "2030 Notes"), EUR 500,000,000 1.250 per cent. Notes due 30 May 2025 (ISIN: XS1622193750) (the "2025 Notes") and EUR 750,000,000 1.00 per cent. Notes due 18 September 2023 (ISIN: XS1520733301) (the "2023 Notes") (together, the "Securities" and each series of Securities, a "Series") to (i) tender any and all of their 2028 Notes, and (ii) to tender their 2030 Notes, 2025 Notes and 2023 Notes up to (subject as set out herein) an aggregate principal amount of the EUR 500,000,000 less the aggregate principal amount of the 2028 Notes validly tendered and accepted for purchase, subject to the Acceptance Priority Levels set out herein.

Such invitations (the "**Tender Offers**") are made on the terms and subject to the conditions contained in the tender offer memorandum dated 31 August 2022 (the "**Tender Offer Memorandum**") prepared by the Issuer, and are subject to the offer and distribution restrictions set out below and as more fully described in the Tender Offer Memorandum. Capitalised terms used and not otherwise defined in this announcement have the meanings given thereto in the Tender Offer Memorandum.

Copies of the Tender Offer Memorandum are (subject to the offer and distribution restrictions set out below) available from the Tender Agent, the contact details for which are set out below.

Rationale for the Tender Offers

The Tender Offers are being made as part of the Issuer's commitment to actively manage its balance sheet. The purpose of the Tender Offers is to pro-actively manage the Issuer's upcoming redemptions and to reduce gross debt. The Issuer intends to cancel all of the Securities acquired pursuant to the Tender Offers. Securities which have not been validly submitted and accepted for purchase pursuant to the Tender Offers will remain outstanding on their existing terms.

The Tender Offers

The Issuer will purchase the Securities validly tendered and accepted by it pursuant to the relevant Tender Offer for cash at the relevant Tender Price as described in further detail in the Tender Offer Memorandum and below, together with an amount equal to accrued and unpaid interest on such Securities from and including the most recent interest payment date to but excluding the Settlement Date:

| Acceptance Priority Level | Description of the Securities | ISIN | Aggregate Principal Amount outstanding | First Optional Call Date | Maturity Date | Tender Price | Interpolated Mid-Swap Rate | Fixed Purchase Spread | Amount subject to the relevant Tender Offer | | |
|---------------------------------|---|--------------|---|--------------------------------|------------------------|---|--|-----------------------------|--|--|--|
| Any and all Securities | | | | | | | | | | | |
| N/A | EUR 500,000,000 1.625 per cent. Notes due 21 February 2028 | XS1775786574 | EUR 500,000,000 | 21 November 2027 | 21 February 2028 | As determined on the Pricing Date | 2028 Notes Interpolated Mid-Swap Rate | 0 bps | Any and all | | |

| Capped Ten | Capped Tender Offer Securities | | | | | | | | | |
|------------|--|--------------|--------------------|-----------------|-------------------------|---|--|---------|--|--|
| 1 | EUR 500,000,000 2.250 per cent. Notes due 27 September 2030 | XS1888184121 | EUR 500,000,000 | 27 June 2030 | 27 September 2030 | As determined on the Pricing Date | 2030 Notes Interpolated Mid-Swap Rate | +20 bps | Up to an aggregate principal amount of EUR 500,000,000 less the aggregate principal amount of the 2028 Notes validly tendered and accepted for purchase in accordance with the Acceptance Priority Levels herein | |
| 2 | EUR 500,000,000 1.250 per cent. Notes due 30 May 2025 | XS1622193750 | EUR 269,904,000 | 1 March 2025 | 30 May 2025 | As determined on the Pricing Date | 2025 Notes Interpolated Mid-Swap Rate | -40 bps | | |
| 3 | EUR 750,000,000 1.00 per cent. Notes due 18 September 2023 | XS1520733301 | EUR 428,686,000 | N/A | 18 September 2023 | 100.100% | N/A | N/A | | |

Tender Price

The Issuer will pay for each Series of Securities validly tendered and accepted by it for purchase pursuant to the Tender Offers a price (each, a "**Tender Price**") to be determined (other than in respect of the 2023 Notes) at the Pricing Time on the Pricing Date in the manner described in the Tender Offer Memorandum by reference to:

- (i) in respect of the 2025 Notes the sum (such sum, the "2025 Notes Fixed Purchase Yield") of (i) the 2025 Notes Fixed Purchase Spread and (ii) the 2025 Notes Interpolated Mid-Swap Rate;
- (ii) in respect of the 2028 Notes the sum (such sum, the "2028 Notes Fixed Purchase Yield") of (i) the 2028 Notes Fixed Purchase Spread and (ii) the 2028 Notes Interpolated Mid-Swap Rate; and
- (iii) in respect of the 2030 Notes the sum (such sum, the "2030 Notes Fixed Purchase Yield") of (i) the 2030 Notes Fixed Purchase Spread and (ii) the 2030 Notes Interpolated Mid-Swap Rate.

Each such Tender Price will be determined in accordance with market convention and expressed as a percentage of the principal amount of Securities of the relevant Series accepted for purchase pursuant to the relevant Tender Offer rounded to the nearest 0.001 per cent. (with 0.0005 per cent rounded upwards). Specifically, the Tender Price applicable to Securities of a particular Series (other than the 2023 Notes) will equal (a) the value of all remaining payments of principal and interest on the relevant Series up to and including either the Maturity Date of the relevant Series or the First Optional Call Date of the relevant Series, as applicable, assuming all outstanding Securities of the relevant Series are redeemed at their principal amount on such date, discounted to the Settlement Date at a discount rate equal to the relevant Tender Yield, minus (b) Accrued Interest for such Series.

For the 2030 Notes, the 2028 Notes and the 2025 Notes, the calculation of the Tender Price will be as set out below:

- (a) in respect of the 2028 Notes and the 2025 Notes, if the relevant Tender Yield calculated to the First Optional Call Date of such Series as determined in accordance with the Tender Offer Memorandum and standard market practice is less than the contractual rate of interest for the relevant Series, then the relevant Tender Price for such Securities will be calculated based on the First Optional Call Date of such Series, assuming the principal amount were to be repaid on such First Optional Call Date, and using the Tender Yield calculated to the relevant First Optional Call Date as the applicable Tender Yield;
- (b) in respect of the 2028 Notes and the 2025 Notes, if the relevant Tender Yield calculated to the Maturity Date of such Series as determined in accordance with the Tender Offer Memorandum and standard market practice is greater than or equal to the contractual rate of interest of the relevant Series, then the Tender Price for such Securities will be calculated based on the Maturity Date of such Securities using the Tender Yield calculated to the Maturity Date as the applicable Tender Yield;
- (c) in respect of the 2028 Notes and the 2025 Notes, where both (a) and (b) above apply as a result of the calculation of the Interpolated Mid-Swap Rate, the Tender Price for such Securities will be calculated based on the Maturity Date of such Securities using the Tender Yield calculated to the relevant Maturity Date as the applicable Tender Yield; and
- (d) in respect of the 2030 Notes, (i) if the Tender Yield as determined in accordance with the Tender Offer Memorandum is less than the contractual rate of interest for such Series, then the Tender Price for such Securities will be calculated based on the First Optional Call Date of such Series, assuming the principal amount were to be repaid on such First Optional Call Date, or (ii) if the Tender Yield as determined in accordance with the Tender Offer Memorandum is greater than or equal to the contractual rate of interest of such Series, then the Tender Price for such Securities will be calculated based on the Maturity Date of such Securities.

In respect of the 2023 Notes the Tender Price will be 100.100 per cent.

Tender Consideration

The Tender Consideration payable by the Issuer to each Securityholder in respect of each Series of Securities validly tendered and accepted by the Issuer pursuant to the Tender Offers will be an amount in cash equal to the sum (rounded to the nearest $\{0.01\}$, with $\{0.005\}$ being rounded upwards) of:

- (i) the product of (i) the aggregate principal amount of the Securities of such Series accepted for purchase by the Issuer from such Securityholder pursuant to the relevant Tender Offers and (ii) the relevant Tender Price; plus
- (ii) the Accrued Interest Amount in respect of such Securities.

Tender Priority

If the Issuer decides to accept any Securities for purchase, the Issuer currently proposes to accept for purchase pursuant to the Tender Offers (i) any and all of the 2028 Notes and (ii) all or part of the 2030 Notes, the 2025 Notes and the 2023 Notes validly tendered for purchase, such that the aggregate principal amount of the 2030 Notes, the 2025 Notes and the 2023 Notes accepted for purchase shall not (when aggregated with the aggregate principal amount of the 2028 Notes to be accepted for purchase) exceed EUR 500,000,000. If the aggregate principal amount of the 2030 Notes, the 2025 Notes and the 2023 Notes validly tendered exceeds the Final Acceptance Amount, the Issuer will accept for purchase, in accordance with their Acceptance Priority Levels, with one (1) being the highest Acceptance Priority Level and three (3) being the lowest, only such portion of such Securities that does not result in the aggregate principal amount of Securities purchased exceeding the Final Acceptance Amount, as such amount may be increased, decreased or otherwise amended by the Issuer in its sole discretion.

The Issuer does not intend to accept (i) any valid tenders of 2025 Notes with an Acceptance Priority Level of 2 unless it has accepted all valid tenders of 2030 Notes with an Acceptance Priority Level of 1 in full with no *pro rata* scaling, and (iii) any valid tenders of 2023 Notes with an Acceptance Priority Level of 3 unless it has accepted all valid tenders of 2030 Notes with an Acceptance Priority Level of 1 and all valid tenders of 2025 Notes with an Acceptance Priority Level of 2 in full with no *pro rata* scaling.

In the case of the 2030 Notes, the 2025 Notes or the 2023 Notes, as applicable, if the Issuer decides to accept any validly tendered Securities of such Series for purchase pursuant to the relevant Tender Offer and the aggregate principal amount of the relevant Series validly tendered for purchase is greater than the aggregate principal amount of such Series that the Issuer decides to accept for purchase in accordance with the Acceptance Priority Levels, the Issuer intends to accept such Securities for purchase on a *pro rata* basis as further described in the Tender Offer Memorandum.

The Issuer is not under any obligation to accept any valid Offers to Sell by Securityholders.

Securities in respect of which the Issuer has not accepted an Offer to Sell (including where such non-acceptance is as a result of pro-ration) will remain outstanding subject to the terms and conditions of such Securities and will be unblocked in the respective Clearing System as soon as possible after the Settlement Date.

Each acceptance of an Offer to Sell shall become effective through settlement without any further notification of such acceptance to the respective Securityholders, and the respective Securityholders waive any such separate notification of acceptance by transmitting the Electronic Instruction Notice.

Participating in the Tender Offers

To tender Securities for purchase pursuant to the relevant Tender Offer, a Securityholder who is eligible to participate in the relevant Tender Offer (each a "Qualifying Holder") should deliver, or arrange to have delivered on its behalf, via Euroclear Bank SA/NV or Clearstream Banking S.A. (the "Clearing Systems") and in accordance with the requirements of such Clearing System, a valid Electronic Instruction Notice that is received by the Tender Agent by the Expiration Time. Electronic Instruction Notices must be submitted in respect of a principal amount of Securities of the relevant Series of no less than the Minimum Denomination (including after any *pro rata* scaling, if applicable).

A separate Electronic Instruction Notice must be completed on behalf of each beneficial owner of Securities of each such Series and, if a beneficial owner has a holding of Securities of more than one of these Series, in respect of its holding of Securities of each such Series.

The receipt of such Electronic Instruction Notice by the relevant Clearing System will result in the blocking of the relevant Securities in the Securityholder's account with the relevant Clearing System so that no transfers may be effected in relation to such Securities.

Electronic Instruction Notices are irrevocable except in the limited circumstances described in "Termination and Amendment" in the Tender Offer Memorandum.

By submitting a valid Electronic Instruction Notice, a Securityholder and any Direct Participant submitting such Electronic Instruction Notice on such Securityholder's behalf shall be deemed to make and give certain agreements, acknowledgements, representations, warranties and undertakings to the Issuer, the Dealer Managers and the Tender Agent – see "Procedure for submitting Offers to Sell – Agreements, acknowledgements, representations, warranties and undertakings by Securityholders" in the Tender Offer Memorandum.

For further information with respect to submitting Electronic Instruction Notices, see "Procedure for submitting Offers to Sell" in the Tender Offer Memorandum.

Prior to making a decision as to whether to participate in the relevant Tender Offer, Securityholders should carefully consider all of the information in the Tender Offer Memorandum, including the section entitled "Risk Factors and other Considerations".

Indicative Timetable of Events

Please note the following important dates and times relating to the Tender Offers. Each is indicative only and is subject to change as a result of any extension, termination, withdrawal or amendment as set out in the Tender Offer Memorandum.

Events Times and Dates

Commencement of the Tender Offers

31 August 2022

Notice of the Tender Offers published on a Notifying News Service and through RNS and distributed via the Clearing Systems.

Tender Offer Memorandum made available by the Tender Agent to Qualifying Holders upon request.

Expiration Time

5.00 pm Central European time on 8 September 2022

Deadline for receipt by the Tender Agent of Electronic Instruction Notices.

Announcement of indicative results and indicative Scaling Factor (if any)

As soon as practicable on 9 September 2022.

A non-binding announcement by the Issuer of whether or not it intends to accept valid tenders of Securities pursuant to the Tender Offers and if so accepted (i) the indicative principal amount of each Series of Securities it intends to accept pursuant to the Tender Offers; and (ii) any indicative Scaling Factor (in respect of the 2030 Notes, the 2025 Notes or the 2023 Notes, if applicable).

Pricing Time and Pricing Date

At or around 2.00 pm Central European time on 9 September 2022

Determination of the Interpolated Mid-Swap Rate and Tender Yield in respect of each of the 2025 Notes, the 2028 Notes and the 2030 Notes and the Tender Price for each Series of Securities (other than the 2023 Notes).

Announcement of the final results and pricing of the Tender Offers

Details of whether the Issuer will accept valid tenders of Securities pursuant to all or any of the Tender Offers and, if so accepted, (i) the Final Acceptance Amount and, in respect of each Series of Securities so accepted, the aggregate principal amount of Securities of the relevant Series accepted, including details of any Scaling Factor (in respect of the 2030 Notes, the 2025 Notes or the 2023 Notes, if applicable) and the relevant Tender Price, and (ii) in respect of the 2025 Notes, the 2028 Notes and the 2030 Notes, the respective Tender Yield and the Interpolated Mid-Swap Rates, will be distributed via the Clearing Systems and published by way of announcement on a Notifying News Service and through RNS.

As soon as practicable after the Pricing Time on the Pricing Date

Tender Offers Settlement Date

Expected to be 12 September 2022

Expected settlement of the Tender Offers by payment of the Tender Consideration in respect of Securities accepted for purchase.

Qualifying Holders are advised to check with any Intermediary through which they hold their Securities whether such Intermediary would require receiving instructions to participate in, or withdraw their instruction to participate in, any Tender Offer prior to the deadlines set out above. The deadlines set by each Clearing System for the submission of Electronic Instruction Notices will be earlier than the relevant deadlines above, in which case Qualifying Holders should follow those earlier deadlines.

Announcements

All announcements made by the Issuer in relation to the Tender Offers will be made public through (i) RNS, (ii) a Notifying News Service and (iii) the Clearing Systems. Significant delays may be experienced where notices are delivered through the Clearing Systems, and Qualifying Holders are urged to contact the Tender Agent at the telephone numbers specified in this announcement for the relevant announcements during the Tender Offer Period. All announcements will be made available upon release at the offices of the Tender Agent.

Contact information

Citigroup Global Markets Limited and Nordea Bank Abp are acting as Dealer Managers for the Tender Offers and Kroll Issuer Services Limited is acting as Tender Agent.

Questions and requests for assistance in connection with the Tender Offers may be directed to the Dealer Managers:

THE DEALER MANAGERS

Citigroup Global Markets Limited

Citigroup Centre Canada Square Canary Wharf London E14 5LB United Kingdom

Email: <u>liabilitymanagement.europe@citi.com</u> Telephone: +44 20 7986 8969

Attention: Liability Management Group

Nordea Bank Abp Satamaradankatu 5 FI-00020 Helsinki Finland

Email: nordealiabilitymanagement@nordea.com

Telephone: +45 61360379 Attention: Nordea Liability Management

Questions and requests for assistance in connection with the delivery of Offers to Sell, and requests for documents, may be directed to the Tender Agent:

TENDER AGENT

Kroll Issuer Services Limited

The Shard 32 London Bridge Street London SE1 9SG Telephone: +44 20 7704 0880 Attention: Owen Morris Email: sampo@is.kroll.com

Website: https://deals.is.kroll.com/sampo

DISCLAIMER: This announcement must be read in conjunction with the Tender Offer This announcement and the Tender Offer Memorandum contain important Memorandum. information which should be read carefully before any decision is made with respect to the Tender Offers. If any Securityholder is in any doubt as to the contents of the Tender Offer Memorandum or the action it should take, it is recommended to seek its own financial advice, including in respect of any tax consequences, from its stockbroker, bank manager, solicitor, tax advisor, accountant or other appropriately authorised independent financial adviser. Any individual or company whose Securities are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Securities pursuant to the relevant Tender Offer. None of the Issuer, the Dealer Managers or the Tender Agent or any of their respective directors, employees or affiliates expresses any opinion about the terms or merits of the Tender Offers or makes any recommendation whether Securityholders should tender Securities pursuant to the Tender Offers, and the Dealer Managers and the Tender Agent and their respective directors, employees and affiliates do not accept any responsibility for the accuracy or completeness of the information contained in this announcement or the Tender Offer Memorandum including (without limitation) information concerning the Issuer or its subsidiaries and affiliates or for any failure by the Issuer to disclose events that may have occurred and may affect the significance or accuracy of such information.

OFFER AND DISTRIBUTION RESTRICTIONS: The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum comes are required by each of the Issuer, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions. Neither this announcement nor the Tender Offer Memorandum constitutes an offer to buy or a solicitation of an offer to sell the Securities (and tenders of Securities in the Tender Offers will not be accepted from Securityholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Tender Offers to be made by a licensed broker or dealer and any Dealer Manager or any of the Dealer Managers' affiliates is such a licensed broker or dealer in any such jurisdiction, the relevant Tender Offer shall be deemed to be made by such Dealer Manager or such affiliate, as the case may be, on behalf of the Issuer in such jurisdiction.

In addition to the representations referred to below in respect of the United States, each holder of Securities participating in the Tender Offers will also be deemed to give certain representations in respect of the other jurisdictions referred to below and generally as set out in the Tender Offer Memorandum. Any tender of Securities for purchase pursuant to the relevant Tender Offer from a Securityholder that is unable to make these representations will not be accepted. Each of the Issuer, the Dealer Managers and the Tender Agent reserves the right, in its absolute discretion, to investigate, in relation to any tender of Securities for purchase pursuant to the relevant Tender Offer, whether any such representation given by a Securityholder is correct and, if such investigation is undertaken and as a result the Issuer determines (for any reason) that such representation is not correct, such tender shall not be accepted.

UNITED STATES: The Tender Offers are not being made, and will not be made, directly or indirectly in or into, or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Securities may not be tendered in the Tender

Offers by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States.

Accordingly, copies of this announcement and the Tender Offer Memorandum and any other documents or materials relating to the Tender Offers are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any persons located or resident in the United States. Any purported tender of Securities in the Tender Offers resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Securities made by a person located or resident in the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

Each Securityholder participating in the Tender Offers will represent that it is not located in the United States and it is not participating in the Tender Offers from the United States or it is acting on a non-discretionary basis for a principal that is located outside the United States and that it is not giving an order to participate in the Tender Offers from the United States. For the purposes of this and the above paragraph, "United States" means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the North Mariana Islands), any state of the United States of America and the District of Columbia.

UNITED KINGDOM: The communication of this announcement and the Tender Offer Memorandum and any other documents or materials relating to the Tender Offers is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21(1) of the Financial Services and Markets Act 2000, as amended (the "FSMA"). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials is exempt from the restriction on financial promotions under section 21(1) of the FSMA on the basis that it is only directed at and may be communicated to (1) persons who have professional experience in matters relating to investments, being investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FPO"); (2) persons who are Securityholders or who fall within Article 43(2) of the FPO; or (3) any other persons to whom these documents and/or materials may lawfully be communicated. Any investment or investment activity to which this announcement or the Tender Offer Memorandum relates is available only to such persons or will be engaged only with such persons and other persons should not rely on it.

FRANCE: The Tender Offers are not being made, directly or indirectly, to the public in the Republic of France ("**France**") and this announcement, the Tender Offer Memorandum and any other document or material relating to the Tender Offers have not been distributed in France, except to qualified investors as defined in Article 2(e) of Regulation (EU) 2017/1129 (as amended) and referred to in Article L411-2 1° of the French *Code monétaire et financier*. This announcement and the Tender Offer Memorandum have not been and will not be submitted for clearance to nor approved by the *Autorité des marches financiers*.

ITALY: None of this announcement, the Tender Offers, the Tender Offer Memorandum and any other documents or material relating to the Tender Offers has been or will be submitted to the clearance procedures of the Commissione Nazionale per le Società e la Borsa ("**CONSOB**"), pursuant to applicable Italian laws and regulations.

The Tender Offers are being carried out in the Republic of Italy ("Italy") as exempted offers pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the "Financial Services Act") and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended.

Accordingly, holders or beneficial owners of the Securities that are located in Italy may tender their Securities in the relevant Tender Offer through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Securities or the Tender Offers.

FINLAND: The Tender Offers are not being made and will not be made to any person (a "**Finnish Natural Person**") who is a natural person or estate of a deceased person that is resident in Finland for tax purposes.