

**NOT FOR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS ANNOUNCEMENT (SEE “OFFER AND DISTRIBUTION RESTRICTIONS” BELOW).**

Intralot Global Holdings B.V. Announces Exchange Offer for Ordinary Shares in the Capital of Intralot US Securities B.V

**1 July 2021**

Intralot Global Holdings B.V. (the “**Offeror**”) announced today the commencement of an offer to holders (the “**Holders**”) of the outstanding €500,000,000 5.250% Senior Notes due 2024 (the “**2024 Notes**”) issued by Intralot Capital Luxembourg S.A. (the “**Issuer**”) to exchange (the “**2024 Notes Exchange Offer**”) the 2024 Notes up to the Maximum Acceptance Amount (as defined herein) for ordinary shares (the “**Shares**”) in the capital of Intralot US Securities B.V. (the “**Company**”). The 2024 Notes Exchange Offer is being made upon, and is subject to, the terms and conditions set forth in the exchange offer memorandum dated 1 July 2021 (the “**Exchange Offer Memorandum**”). Capitalised terms used in this announcement but not defined have the meaning given to them in the Exchange Offer Memorandum, which is available from the Exchange Agent at the address below.

**Summary of the 2024 Notes Exchange Offer**

The following table sets forth some of the terms of the 2024 Notes Exchange Offer, which are more fully set out in the Exchange Offer Memorandum:

<u>Title</u>	<u>Common Code</u>	<u>ISIN</u>	<u>Amount Outstanding</u>	<u>Minimum Acceptance Condition</u>	<u>Exchange Ratio</u>	<u>Maximum Acceptance Amount</u>
Intralot Capital Luxembourg S.A. €500,000,000 5.250% Senior Notes due September 15, 2024	168570279 (Reg S)	XS1685702794 (Reg S)	€500,000,000	€68,176,000	289.84 Shares per €1,000 principal amount of 2024 Notes	€169,100,000
	168570457 (144A)	XS1685704576 (144A)				

The following table sets forth indicative times and dates for certain events in 2024 Notes Exchange Offer:

<u>Events</u>	<u>Times and Dates</u>
<b>Commencement of the 2024 Notes Exchange Offer</b> 2024 Notes Exchange Offer announced. Exchange Offer Memorandum available from the Exchange Agent.	1 July 2021
<b>Expiration Deadline</b> Deadline for completion of the Participation Requirements for Holders to participate in the 2024 Notes Exchange Offer.	11:59 p.m., New York time, on 29 July 2021
<b>Announcement of Results</b>	

The Offeror will announce whether the Offer Conditions have been satisfied in order to consummate the 2024 Notes Exchange Offer, and, if so satisfied, the (i) aggregate nominal amount of 2024 Notes accepted for exchange and any indicative *pro rata* Scaling Factor (if applicable), (ii) aggregate nominal amount of Shares to be delivered on the Settlement Date; and (iii) aggregate nominal amount of 2024 Notes which will be outstanding following the Settlement Date.

As soon as reasonably practicable after the Expiration Deadline

#### **Settlement Date**

If the Offer Conditions have been satisfied, the Shares will be delivered on the Settlement Date to Holders that have completed the Participation Requirements (as defined below).

On or about 3 August 2021

***The above times and dates are subject to the right of the Offeror to extend, re-open, amend, terminate and/or withdraw the 2024 Notes Exchange Offer (subject to applicable law and as provided in the Exchange Offer Memorandum). Notwithstanding anything to the contrary herein, the Exchange Offer shall automatically be cancelled and terminated if any of Intralot, Inc., the Issuer, or Intralot S.A. voluntarily or involuntarily enters into any bankruptcy, insolvency or similar process in any jurisdiction prior to the Expiration Deadline. Holders are advised to check with any bank, securities broker or other intermediary through which they hold 2024 Notes when such intermediary needs to receive instructions from a Holder in order for that Holder to be able to participate in the 2024 Notes Exchange Offer before the deadlines set out above. The deadlines set by the Clearing Systems for the submission of Exchange Instructions will also be earlier than the deadlines above. Please refer to the Exchange Offer Memorandum for additional information.***

To participate in the 2024 Notes Exchange Offer and receive the Exchange Offer Consideration and any Accrued Interest Payment, a Holder must complete both of the following steps by the Expiration Deadline, being 11:59 p.m. (New York time) on July 29, 2021: (i) submit an Exchange Instruction; and (ii) submit Schedules 1 to 4 (each validly completed) of the Participating Holder Letter (including the notice of election as set out in Schedule 1 thereof) to the Shares Registrar (together, the “**Participation Requirements**”). The Offeror reserves the right in its sole discretion to decline to accept Exchange Instructions which cannot be matched by the Shares Registrar to a validly completed Participating Holder Letter as of the Expiration Deadline.

Holders are advised to act well in advance of the Expiration Deadline in order to make sure all the necessary procedures are completed before the Expiration Deadline. The Shares Registrar may have follow up queries or request additional information from any Holder or Nominee (as defined in the Participating Holder Letter), and all follow-up queries or additional requests must be resolved to the satisfaction of the Shares Registrar (or the Offeror, as applicable) by no later than noon (London time) on the Business Day following the Expiration Deadline. The failure of any Holder or Nominee to validly complete the Participation Requirements well in advance of the Expiration Deadline could result in such Holder or Nominee being unable to participate in the 2024 Notes Exchange Offer.

Upon the terms and subject to the conditions set forth in the Exchange Offer Memorandum, the Offeror offers to acquire currently outstanding 2024 Notes up to the maximum acceptance amount as specified (the “**Maximum Acceptance Amount**”) in exchange for Holders receiving an amount of Shares calculated in accordance with the Exchange Ratio, and rounding down to the nearest whole number of Shares (the “**Exchange Offer Consideration**”). Such Holders will also be entitled to receive on the Settlement Date an amount in cash (in euros) equal to any Accrued Interest Payment.

The issued and outstanding share capital of the Company amounts to 100,000,000 Shares. After giving effect to the 2024 Notes Exchange Offer, there will be 100,000,000 Shares issued and outstanding.

The Offeror will only accept 2024 Notes for exchange if certain Offer Conditions are met. The Offer Conditions, including the Minimum Acceptance Condition (described below) are set out in the Exchange Offer Memorandum. 2024 Notes not accepted for exchange in the 2024 Notes Exchange Offer or which do not meet the Minimum Offer Amount or are otherwise not exchanged will remain outstanding.

The Offeror reserves the right, subject to applicable law, to waive any and all Offer Conditions.

### **Rationale for the 2024 Notes Exchange Offer**

The purpose of the 2024 Notes Exchange Offer is to refinance a portion of the 2024 Notes. The 2024 Notes Exchange Offer includes the exchange of Shares for the 2024 Notes in the proportions and on the terms and conditions set out in the Exchange Offer Memorandum.

### **The Minimum Acceptance Condition and Concurrent Offer**

The Offeror will only accept tenders of 2024 Notes for exchange if (i) the Minimum Acceptance Condition (i.e., at least €68,176,000 in aggregate principal amount of 2024 Notes outstanding are validly tendered by Holders (excluding any 2024 Notes held by the Offeror and its affiliates) in the 2024 Notes Exchange Offer) and (ii) the Concurrent Offer Condition (i.e., the concurrent exchange offer being made by Intralot, Inc. to holders of the outstanding €250,000,000 6.750% Senior Notes due September 15, 2021 issued by the Issuer is consummated in satisfaction of the conditions thereof) are met, which conditions are not waivable by the Offeror. If such Offer Conditions, including the Minimum Acceptance Condition, the Concurrent Offer Condition and the General Conditions, are not met, the 2024 Notes will not be accepted for exchange. Certain Holders have backstopped the 2024 Notes Exchange Offer by committing to tender an aggregate principal amount of €68,176,000 of 2024 Notes in the 2024 Notes Exchange Offer.

### **Investing in the Shares**

Any decision to invest in the Shares should be made solely on the basis of the information contained in the Exchange Offer Memorandum and the annexes thereto, and no reliance is to be placed on any representations other than those contained in the Exchange Offer Memorandum and the annexes thereto.

The Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or any state securities laws, and are being offered only outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act and within the United States to qualified institutional buyers (as defined in Rule 144A under the Securities Act (“**Rule 144A**”) in reliance on Rule 144A and, in each case, in compliance with all applicable securities laws.

**The Exchange Offer Memorandum may be obtained by Holders from the Exchange Agent at the following address:**

Lucid Issuer Services Limited  
Tankerton Works  
12 Argyle Walk  
London  
WC1H 8HA  
United Kingdom  
Tel: + 44 20 7704 0880  
[intralot@lucid-is.com](mailto:intralot@lucid-is.com)  
Attention: Jacek Kusion / Illia Vyshenskyi

### **Market Abuse Regulation**

This announcement is released by **Intralot Global Holdings B.V.** and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (“**MAR**”), encompassing information relating to the 2024 Notes Exchange Offer described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Mr. Michail Tsagalakis, Director of the Offeror.

## **Disclaimer**

This announcement must be read in conjunction with the Exchange Offer Memorandum. This announcement and the Exchange Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the 2024 Notes Exchange Offer. If any Holder is in any doubt as to the contents of the Exchange 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 broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose 2024 Notes 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 2024 Notes pursuant to the 2024 Notes Exchange Offer. None of the Offeror or the Exchange Agent or any of their respective directors, employees or affiliates makes any recommendation whether Holders should tender 2024 Notes pursuant to the 2024 Notes Exchange Offer.

## **Offer and Distribution Restrictions**

The distribution of this announcement and/or the Exchange Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Exchange Offer Memorandum come(s) are required by the Offeror and the Exchange Agent to inform themselves about, and to observe, any such restrictions. Nothing in this announcement nor the Exchange Offer Memorandum constitutes an offer to buy or a solicitation of an offer to sell the 2024 Notes (and tenders of 2024 Notes in the 2024 Notes Exchange Offer will not be accepted from any Holders) in any circumstances in which such offer or solicitation is unlawful.

### ***United States***

Neither the 2024 Notes Exchange Offer nor the Shares have been registered under the Securities Act or any other securities laws and the 2024 Notes Exchange Offer is only directed at, and the Shares are only being offered and will only be issued to, Holders of record as of the Record Date of 2024 Notes who can represent that they are either (i) QIBs in private transactions in reliance upon an exemption from the registration requirements of the Securities Act or (ii) outside the United States and not U.S. persons (as defined in Regulation S) and are lawfully able to participate in the 2024 Notes Exchange Offer in compliance with applicable laws of applicable jurisdictions (each such person, an “**Eligible Holder**”). Only Eligible Holders are authorised to receive or review the Exchange Offer Memorandum or to participate in the 2024 Notes Exchange Offer. For a description of restrictions on transfer of the Shares, see “*Selling and Transfer Restrictions*” in the Information Memorandum attached hereto as Annex I. Investors who are QIBs are hereby notified that the Offeror will be relying on an exemption from the provisions of Section 5 of the Securities Act.

### ***European Economic Area (“EEA”)***

The Shares are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). This Information Memorandum has been prepared on the basis that any offer of the Shares in any member state of the EEA will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of the Shares. The Exchange Offer Memorandum is not a prospectus for the purposes of the Prospectus Regulation.

The Exchange Offer Memorandum has been prepared on the basis that all offers of the Shares will be made pursuant to an exemption under the Prospectus Regulation from the requirement to produce a prospectus for offers of the Shares. In relation to each Relevant State of the EEA (a “**Relevant State**”), no offer of Shares to the public in that Relevant State may be made other than at any time to any legal entity which is a qualified investor as defined in the Prospectus Regulation; provided that no such offer of Shares shall require us to publish a prospectus pursuant to Article 1 of the Prospectus Regulation, or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation. Accordingly, any person making or intending to make any offer within the EEA of the Shares should only do so in circumstances in which no obligation arises for us to produce a prospectus for such offer. The Company has not authorized, and does not authorize, the making of any offer of Shares through any financial intermediary.

For the purposes of this provision, the expression an “offer to the public” shall have the meaning ascribed in the Prospectus Regulation.

Each Holder tendering 2024 Notes for exchange located within a Relevant State will be deemed to have represented, acknowledged and agreed that it is a “qualified investor” within the meaning of Article 2(e) of the Prospectus Regulation. The Company, its affiliates, and others will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement.

### ***United Kingdom***

The communication of the Exchange Offer Memorandum and any other documents or materials relating to the 2024 Notes Exchange Offer are not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the “**FSMA**”). Accordingly, the Exchange Offer Memorandum and such other 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 the Exchange Offer Memorandum and such other documents and/or materials is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that they are only being distributed to and are only directed at persons to whom they can lawfully be circulated outside the United Kingdom or to: (i) persons in the United Kingdom having professional experience in matters relating to investments falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “**Order**”)); (ii) persons falling within Article 43 of the Order; or (iii) any other persons to whom the Exchange Offer Memorandum and such other documents and/or materials may otherwise lawfully be communicated under the Order (all such persons together being referred to as “**relevant persons**”). The Exchange Offer Memorandum and such documents and/or materials are directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Exchange Offer Memorandum relates is available only to relevant persons and will be engaged in only with relevant persons.

The communication of the Exchange Offer Memorandum and any other documents or materials relating to the 2024 Notes Exchange Offer does not constitute an offer of securities to the public for the purposes of s of Regulation (EU) 2017/1129 (as amended) as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 (EUWA) (the “**UK Prospectus Regulation**”) and accordingly the requirement to produce a prospectus under the UK Prospectus Regulation does not apply to the 2024 Notes Exchange Offer.

### ***Notice to Investors in Canada***

The Shares may only be offered or sold in any of the provinces of Canada pursuant to an exemption from the requirement to file a prospectus in such province in which such offer or sale is made, and only by a registrant duly registered under, or exempt from, the applicable securities laws of that province or by a registrant that is relying in that province on the “international dealer” exemption provided by Section 8.18 of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations (“**NI 31-103**”). Furthermore, the Shares may only be offered or sold to purchasers purchasing, or deemed to be purchasing, as principal that are “accredited investors” as defined in National Instrument 45-106 Prospectus Exemptions (“**NI 45-106**”) or Subsection 73.3(1) of the Securities Act (Ontario), and that are “permitted clients” as defined in NI 31-103.

Each Canadian purchaser hereby acknowledges that any resale of the Shares must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws and that it shall be deemed to represent and warrant it is an accredited investor, a permitted client, was not created or used solely to purchase or hold securities as an accredited investor and is purchasing as principal (or deemed principal) for investment only and not with a view to resale or redistribution.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if the Exchange Offer Memorandum (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province of residence for particulars of these rights or consult with a legal advisor.

We hereby notify prospective Canadian purchasers that: (a) we may be required to provide personal information pertaining to the purchaser as required to be disclosed in Schedule I of Form 45 106F1 under NI 45106 (including its name, address, telephone number, email and the number and aggregate purchase price of any Shares purchased) ("**personal information**"), which Form 45-106F1 may be required to be filed by us under NI 45-106, (b) such personal information may be delivered to the securities regulatory authority or regulator in the Canadian purchaser's jurisdiction (the "**Applicable Canadian Securities Regulator**") in accordance with NI 45-106, (c) such personal information is collected indirectly by the Applicable Canadian Securities Regulator under the authority granted to it under securities legislation, (d) such personal information is collected for the purposes of the administration and enforcement of the securities legislation, and (e) the contact information for the public official who can answer questions about the Applicable Canadian Securities Regulator's indirect collection of such personal information may be found in Form 45106F1. Prospective Canadian purchasers that purchase Shares in this offering will be deemed to have authorized the indirect collection of the personal information by the Applicable Canadian Securities Regulator, and to have acknowledged and consented to its name, address, telephone number, email and other specified information, including the aggregate purchase price paid by the purchaser, being disclosed to other Canadian securities regulatory authorities, and to have acknowledged that such information may become available to the public in accordance with requirements of applicable Canadian laws.

Upon receipt of this document, each Canadian purchaser hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. Par la réception de ce document, chaque acheteur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.

### ***Notice to Investors in Hong Kong***

The Exchange Offer Memorandum has not been approved by or registered with the Securities and Futures Commission of Hong Kong or the Registrar of Companies of Hong Kong. The Shares to be sold under the Exchange Offer Memorandum may not be offered or sold by means of any document other than (a) to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong, "**Ordinance**") and any rules made under that Ordinance; or (b) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap. 32, Laws of Hong Kong); or (c) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies Ordinance (Cap. 32, Laws of Hong Kong), and no advertisement, invitation or document relating to the Shares may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made under that Ordinance.

### ***Notice to Investors in Singapore***

The Exchange Offer Memorandum has not been and will not be registered as a prospectus with the Monetary Authority of Singapore. Accordingly, the Shares may not be offered or sold or be made the subject of an invitation for subscription or purchase, and the Exchange Offer Memorandum or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Shares, may not be circulated or distributed, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act, Chapter 289 of Singapore, as modified or amended from time to time (the "**SFA**")) under Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA. Where the Shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

(a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Shares pursuant to an offer made under Section 275 of the SFA except:

- to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
- where no consideration is or will be given for the transfer;
- where the transfer is by operation of law;
- as specified in Section 276(7) of the SFA; or as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

### ***Notice to Investors in Switzerland***

The Shares may not be publicly offered, advertised, distributed or sold in Switzerland and will not be listed on the SIX Swiss Exchange or on any other stock exchange or regulated multilateral trading facility in Switzerland. This document does not constitute an offering prospectus and has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations, art. 35 et seq. of the Swiss Financial Services Act (the “**FinSA**”) or the disclosure standards for listing prospectuses under art. 27 et seq. of the SIX Listing Rules or the listing rules of any other stock exchange or regulated multilateral trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the Shares or the offering may be publicly distributed or otherwise made publicly available in Switzerland.

Neither the Exchange Offer Memorandum nor any other offering or marketing material relating to the 2024 Notes Exchange Offer, the Offeror, the Company, or the Shares have been or will be filed with or approved by any Swiss regulatory authority. In particular, the Exchange Offer Memorandum will not be filed with, and the offer of Shares will not be supervised by, the Swiss Financial Market Supervisory Authority, and the Offering has not been and will not be authorized under the Swiss Federal Act on Collective Investment Schemes (the “**CISA**”). The investor protection afforded to acquirers of interests in collective investment schemes under the CISA does not extend to acquirers of Shares.

### ***Grand Duchy of Luxembourg***

The Exchange Offer Memorandum has not been approved by and will not be submitted for approval to the Luxembourg financial sector supervisory authority (*Commission de Surveillance du Secteur Financier*) for purposes of a public offering or sale in Luxembourg. Accordingly, the Shares may not be offered or sold to the public in Luxembourg, directly or indirectly, and neither the Exchange Offer Memorandum nor any other offering memorandum, form of application, advertisement or other material related to such notes may be distributed, or otherwise be made available in or from, or published in, Luxembourg except in circumstances where the offer benefits from an exemption to or constitutes a transaction not subject to the requirement to publish a prospectus, in accordance with the Prospectus Regulation and the Luxembourg law of 16 July 2019, on prospectuses for securities.

### ***General***

The 2024 Notes Exchange Offer does not constitute an offer to buy or the solicitation of an offer to sell 2024 Notes (and offers to sell will not be accepted from the Holders) in any circumstances in which such offer or solicitation is unlawful.

Each Holder participating in the 2024 Notes Exchange Offer will be deemed to give certain representations in respect of the jurisdictions referred to above and generally as set out in the Exchange Offer Memorandum. Any tender of 2024 Notes pursuant to the Exchange Offer Memorandum from a Holder that is unable to make these representations will be rejected. Each of the Offeror and the Exchange Agent reserves the right, in its absolute discretion (and without prejudice to the

relevant Holder's responsibility for the representations made by it), to investigate in relation to any tender of 2024 Notes, whether any such representation given by a Holder 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 offer to sell will be rejected.

The Offeror and its affiliates expressly reserve the right at any time or from time to time following completion or termination of the 2024 Notes Exchange Offer, to purchase or exchange or offer to purchase or exchange 2024 Notes or to issue an invitation to submit offers to sell 2024 Notes (including, without limitation, those tendered pursuant to the 2024 Notes Exchange Offer but not accepted for purchase) through open market purchases, privately negotiated transactions, tender offers, exchange offers or otherwise, in each case on terms that may be more or less favorable than those contemplated by the 2024 Notes Exchange Offer. In addition, the Offeror also reserves the right to issue new debt securities from time to time, including during the term of the 2024 Notes Exchange Offer.