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**THE INFORMATION CONTAINED IN THIS ANNOUNCEMENT CONSTITUTES INSIDE INFORMATION FOR PURPOSES OF ART. 17 OF REGULATION (EU) NO 596/2014 ON MARKET ABUSE.**

**11 September 2023**

**EP Infrastructure, a.s. announces cash tender offer to the Eligible Holders of its senior notes due 2024.**

EP Infrastructure, a.s. (the “**Company**”) announces today its invitation to Eligible Holders (as defined below) of its EUR 750,000,000 1.659 per cent. notes due 2024 (ISIN: XS1811024543) (the “**Notes**”) to tender any and all of such Notes for purchase by the Company for cash (the “**Offer**”).

The Offer shall be made on the terms and subject to the conditions set out in the tender offer memorandum dated 11 September 2023 (the “**Tender Offer Memorandum**”) prepared by the Company, including the offer and distribution restrictions described below.

Copies of the Tender Offer Memorandum are available from the Tender Agent at the details specified below and may also be accessed at: <https://debtportal.issuerservices.citigroup.com>. Capitalised terms used in this announcement but not defined have the meanings given to them in the Tender Offer Memorandum.

### **Rationale for the Offer**

The rationale of the Offer is, amongst other things, to proactively manage the debt maturity profile of the Company.

### **Material pricing terms**

<b>Description of the Notes</b>	<b>First Optional Par Redemption Date / Maturity Date</b>	<b>ISIN / Common Code</b>	<b>Outstanding principal amount</b>	<b>Purchase Price</b>	<b>Amount subject to the Offer</b>
EUR 750,000,000 1.659 per cent. notes due 2024	26 January 2024 / 26 April 2024	XS1811024543 / 181102454	EUR 750,000,000	98.00 per cent. of the principal amount (equivalent to EUR 980 per EUR 1,000 in principal amount) of the Notes validly tendered and accepted for purchase pursuant to the Offer	Any and all

The Offer begins today and will expire at 5:00 p.m. (CET) on 19 September 2023 (the “**Expiration Deadline**”), unless extended, withdrawn, re-opened or terminated at the sole and absolute discretion of the Company as provided in the Tender Offer Memorandum.

**Noteholders must be both Qualifying Holders and Qualifying Tax Residents (each as defined in the Tender Offer Memorandum, and together, “Eligible Holders”) to participate in the Offer.**

### **Purchase Price**

The Company will pay for Notes validly tendered and accepted by it for purchase pursuant to the Offer a cash purchase price (the “**Purchase Price**”) of 98.00 per cent. of the principal amount (equivalent to EUR 980 per EUR 1,000 in principal amount) of the Notes validly tendered and accepted for purchase pursuant to the Offer.

### **Accrued Interest**

The Company will also pay Accrued Interest (if any) in respect of Notes validly tendered and delivered and accepted for purchase by the Company pursuant to the Offer.

### **Tender Instructions**

In order to participate in, and be eligible to receive the Purchase Price and the payment of Accrued Interest (if any) pursuant to the Offer, Eligible Holders must validly tender their Notes for purchase by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Tender Agent by the Expiration Deadline, unless extended, re-opened, amended and/or terminated as provided in the Tender Offer Memorandum.

*Eligible Holders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would need to receive instructions from an Eligible Holder in order for that Eligible Holder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offer by the deadlines specified in the Tender Offer Memorandum. The deadlines set by any such intermediary and the Clearing Systems for the submission and revocation of Tender Instructions will be earlier than the relevant deadlines specified above.*

**Tender Instructions will be irrevocable** except in the limited circumstances described in “*Amendment and Termination*” in the Tender Offer Memorandum.

Tender Instructions must be submitted in respect of a minimum principal amount of Notes of no less than EUR 100,000 and in integral multiples of EUR 1,000 in excess thereof. A separate Tender Instruction must be completed on behalf of each beneficial owner.

Each Tender Instruction must also contain the following information relating to the beneficial owner of the Notes that are the subject of such Tender Instructions (together, the “**Beneficial Owner Information**”):

- (a) legal name of the beneficial owner of the relevant Notes;
- (b) email address of the beneficial owner of the relevant Notes; and
- (c) full postal address of the beneficial owner of the relevant Notes, where such beneficial owner is resident for corporate tax purposes.

Tender Instructions that do not contain the Beneficial Owner Information will be rejected by the Company.

**The Offer is only open to Noteholders who are Eligible Holders (as defined in the Tender Offer Memorandum).** See “*Procedures for Participating in the Offer*” in the Tender Offer Memorandum for further information. By submitting a valid Tender Instruction, Noteholders will be deemed to make certain agreements, acknowledgements, representations, warranties and undertakings in favour of the Company, the Dealer Managers and the Tender Agent as set out in “*Procedures for Participating in the*

*Offer—Noteholders Representations, Warranties and Undertakings*” in the Tender Offer Memorandum, which includes an undertaking to provide Tax Information (as defined in the Tender Offer Memorandum) at the Company’s request following the Settlement Date to prove their status as a Qualifying Tax Resident.

***None of the Company, the Dealer Managers, the Tender Agent or any of their respective directors, officers, employees, agents, advisers or affiliates is responsible, nor shall it incur any liability, for monitoring or ascertaining as to whether the relevant Noteholder is an Eligible Holder, nor shall it be required to verify any Beneficial Owners Information or any Tax Information provided by the Noteholders in relation to the Offer or incur any liability in the event any such information is not true, accurate or complete.***

The Company is under no obligation to accept any tender of Notes for purchase pursuant to the Offer. Tenders of Notes for purchase may be rejected in the sole and absolute discretion of the Company for any reason, and the Company is under no obligation to Noteholders to furnish any reason or justification for refusing to accept a tender of Notes for purchase. For example, tenders of Notes may be rejected if the Offer is terminated, if the Company determines, in its sole and absolute discretion, that any such tender does not comply with the requirements of a particular jurisdiction, the relevant Noteholder is not a Qualifying Tax Resident or the Company has doubts as to whether any deemed representations or warranties of the Noteholders set out in the Tender Offer Memorandum are or will be true and accurate or the Noteholders will comply with any deemed undertakings set out in the Tender Offer Memorandum, or if the Company decides not to accept any tenders of Notes or for any other reason.

**Any and All Offer**

If the Company decides to accept any valid tenders of Notes pursuant to the Offer, the Company will accept for purchase all of the Notes that are validly tendered in full, with no *pro rata* scaling, subject to the conditions and discretion of the Company set out in the Tender Offer Memorandum.

**Expected Timetable of Key Events**

The following table sets forth the expected dates and times of the key events relating to the Offer. The times and dates below are indicative only and subject to change.

<b>Events</b>	<b>Times and Dates</b> (all times are CET)
<p><i>Commencement of the Offer</i></p> <p>Announcement of Offer. Tender Offer Memorandum available from the Tender Agent. Commencement of the tender offer period.</p>	<p>11 September 2023</p>
<p><i>Expiration Deadline</i></p> <p>Final deadline for receipt of valid Tender Instructions by the Tender Agent in order for Eligible Holders to be able to participate in the Offer.</p>	<p>5:00 p.m. on 19 September 2023</p>

<b>Events</b>	<b>Times and Dates</b> (all times are CET)
<p data-bbox="204 327 507 353"><i>Announcement of Results</i></p> <p data-bbox="204 394 957 591">Announcement of the Company’s decision of whether to accept valid tenders of Notes pursuant to the Offer and, if so accepted, (i) the aggregate principal amount of Notes which will be accepted for purchase pursuant to the Offer; and (ii) any other information the Company may, in its sole and absolute discretion, consider relevant.</p>	<p data-bbox="1002 394 1337 555">As soon as reasonably practicable on the day following the Expiration Deadline (expected to be on 20 September 2023)</p>
<p data-bbox="204 669 395 696"><i>Settlement Date</i></p> <p data-bbox="204 736 679 763">Expected Settlement Date for the Offer.</p>	<p data-bbox="1002 736 1235 763">26 September 2023</p>

The Company may, subject to applicable laws, at its option and in its sole and absolute discretion, at any time before any acceptance by it of any Notes tendered for purchase in the Offers extend each of the dates above (in which case all references in the Tender Offer Memorandum to such extended date will, unless the context otherwise requires, be to the latest time and date to which such date has been so extended). Announcements in connection with the Offer will be made by the Company by (i) the issue of a press release on the website of Euronext Dublin and (ii) the delivery of notices to the Clearing Systems for communication to Direct Participants.

**Further Information**

A copy of the Tender Offer Memorandum is available to Noteholders upon request from the Tender Agent. Questions and requests for assistance in connection with the Offer may be directed to the Dealer Managers. Requests for information in relation to the procedures for tendering Notes in the Offer should be directed to the Tender Agent, the contact details of which are set out below.

## **THE DEALER MANAGERS**

### **Citigroup Global Markets Europe AG**

Reuterweg 16  
60323 Frankfurt am Main  
Germany

Telephone: +44 20 7986 8969  
Email: [liabilitymanagement.europe@citi.com](mailto:liabilitymanagement.europe@citi.com)  
Attention: Liability Management Group

### **SMBC Bank EU AG**

Neue Mainzer Str. 52-58  
60311 Frankfurt am Main  
Germany

Telephone: +49 69 2222 9 8481  
Email: [liability.management@smbcnikko-cm.com](mailto:liability.management@smbcnikko-cm.com)  
Attention: Liability Management

### **ING Bank N.V.**

Foppingadreef 7  
1102 BD Amsterdam  
The Netherlands

Telephone: +44 20 7767 6784  
Email: [liability.management@ing.com](mailto:liability.management@ing.com)  
Attention: Liability Management Group

### **UniCredit Bank AG**

Arabellastrasse 12  
D-81925 Munich  
Germany

Telephone: +49 89 378 18825  
Email: [corporate.lm@unicredit.de](mailto:corporate.lm@unicredit.de)  
Attention: Liability Management

## **THE TENDER AGENT**

### **Citibank, N.A., London Branch**

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

Telephone: +44 20 7508 3867  
Attention: Exchange Team  
Email: [citiexchanges@citi.com](mailto:citiexchanges@citi.com)  
Tender Offer Website: <https://debtportal.issuerservices.citigroup.com>

## **DISCLAIMER**

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If you are in any doubt as to the contents of this announcement or the Tender Offer Memorandum or the action you should take or you are unsure of the impact of the Offer, you are recommended to seek your own financial and legal advice, including in respect of any financial, accounting and tax consequences, immediately from your broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender such Notes pursuant to the Offer. None of the Company, the Dealer Managers or the Tender Agent (or any of their respective directors, officers, employees, agents or affiliates) (i) makes any recommendation as to whether you should tender Notes pursuant to the Offer, or (ii) is providing you with any legal, business, financial investment, tax or other advice in this announcement or in the Tender Offer Memorandum. You should consult with your own advisers as needed to assist you in making an investment decision and to advise you whether you are legally permitted to tender Notes for cash.

**None of the Dealer Managers, the Tender Agent and any of their respective directors, officers, employees, agents, advisers or affiliates assumes any responsibility for the accuracy or completeness of the information concerning the Offer, the Company or any of its affiliates or the Notes contained in this announcement or in the Tender Offer Memorandum or for any failure by the Company to disclose events that may have occurred or may affect the significance or accuracy of such information. None of the Company, the Dealer Managers, the Tender Agent, or any director, officer, employee, agent, adviser or affiliate of any such person, is acting for any Noteholder, or will be responsible to any Noteholder for providing any protections which would be afforded to its clients or for providing advice in relation to the Offer, and accordingly none of the Company, the Dealer Managers, the Tender Agent, or any director, officer, employee, agent, adviser or affiliate of any such person has made or will make any assessment of the merits and risks of the Offer or of the impact of the Offer on the interests of the Noteholders either as a class or as individuals, and none of them, makes any recommendation as to whether Noteholders should tender Notes in the Offer. None of the Dealer Managers, the Tender Agent nor any of their respective directors, officers, employees, agents, advisers or affiliates assumes any responsibility for the accuracy or completeness of the information concerning the Offer, the Company or any of its affiliates, or the Notes contained in the Tender Offer Memorandum or in this announcement or for any failure by the Company to disclose events that may have occurred or may affect the significance or accuracy of such information.**

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### **Offer and distribution restrictions**

Neither this announcement, the Tender Offer Memorandum nor the electronic transmission thereof constitutes an offer to buy or the solicitation of an offer to sell Notes (and tenders of Notes in the Offer will not be accepted from Noteholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer and any Dealer Manager or any of its affiliates is such a licensed broker or dealer in any such jurisdiction, the Offer shall be deemed to be made by such Dealer Manager or such affiliate, as the case may be, on behalf of the Company in such jurisdiction.

The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Tender Offer Memorandum come are required by each of the Company, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions.

In addition to the representations referred to below in respect of the United States, each Noteholder participating in the Offer 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 Notes for purchase pursuant to the Offer from a Noteholder that is unable to make these representations will not be accepted. Each of the Company, the Dealer Managers and the Tender Agent reserves the right, in their absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to the Offer, whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Company determines (for any reason) that such representation is not correct, such tender shall not be accepted. The acceptance of any tender shall not be deemed to be a representation or a warranty by any of the Company, the Dealer Managers or the Tender Agent that it has undertaken any such investigation and/or verified any such representation.

## **United States**

The Offer is not being made, and will not be made, directly or indirectly in or into, or by use of the mails 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 or to any U.S. Person (each a “**U.S. Person**”) as defined in Regulation S of the U.S. Securities Act of 1933, as amended (the “**Securities Act**”). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Notes may not be tendered in the Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States or by, or by any person acting for the account or benefit of, a U.S. Person. Accordingly, copies of the Tender Offer Memorandum and any other documents or materials relating to the Offer 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 person located or resident in the United States or to any U.S. Person. Any purported tender of Notes in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by, or by any person acting for the account or benefit of, a U.S. Person or by a person located 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 holder of Notes participating in the Offer will represent that it is not a U.S. Person, located in the United States and it is not participating in the Offer from the United States, or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Offer from the United States and it is not a U.S. Person. For the purposes of this and the above two paragraphs, “**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 Northern Mariana Islands), any state of the United States of America and the District of Columbia.

## **Italy**

None of the Offer, the Tender Offer Memorandum or any other documents or materials relating to the Offer has been or will be submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa* (“**CONSOB**”) pursuant to Italian laws and regulations. The Offer is being carried out in the Republic of Italy (“**Italy**”) as an exempted offer 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. Noteholders or beneficial owners of the Notes that are located in Italy may tender their Notes in the 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 13 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 Notes and/or the Offer.

## United Kingdom

The communication of this announcement and the Tender Offer Memorandum and any other documents or materials relating to the Offer is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. 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 as a financial promotion is only being made to, and may only be acted upon by, those persons in the United Kingdom 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 (the “**Financial Promotion Order**”)) or persons who are within Article 43 of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (together, “**relevant persons**”). Any investment or investment activity to which the Tender Offer Memorandum relates is available only to relevant persons and will be engaged in only with relevant persons (and is subject to other restrictions referred to in the Financial Promotion Order).

## France

The Offer is not being made, directly or indirectly, to the public in the Republic of France (“**France**”). Neither the Tender Offer Memorandum nor this announcement nor any other document or material relating to the Offer has been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d’investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*), other than individuals, acting for their own account, all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 of the French *Code monétaire et financier*, are eligible to participate in the Offer. Neither the Tender Offer Memorandum nor this announcement has been and will be submitted for clearance to nor approved by the *Autorité des Marchés Financiers*.