

## FINAL VERSION

**THIS ANNOUNCEMENT RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIED OR MAY HAVE QUALIFIED AS INSIDE INFORMATION WITHIN THE MEANING OF ARTICLE 7(1) OF THE MARKET ABUSE REGULATION (EU) 596/2014.**

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**CPI Property Group announces Tender Offers for its outstanding (i) EUR550,000,000 4.375 per cent. Fixed Rate Resetable Undated Subordinated Notes; and (ii) EUR 825,000,000 2.125 per cent. Notes due 4 October 2024**

*18 January 2021. CPI Property Group (the Offeror) announces today invitations to holders of its outstanding (i) EUR550,000,000 4.375 per cent. Fixed Rate Resetable Undated Subordinated Notes (the Undated Notes); and (ii) EUR 825,000,000 2.125 per cent. Notes due 4 October 2024 (the 2024 Notes and, together with the Undated Notes, the Notes and each a Series) to tender their Notes for purchase by the Offeror for cash (each such invitation an Offer and, together, the Offers).*

The Offers are being made on the terms and subject to the conditions contained in the tender offer memorandum dated 18 January 2021 (the Tender Offer Memorandum) prepared by the Offeror, and are subject to the offer restrictions set out below and as more fully described in the Tender Offer Memorandum.

Copies of the Tender Offer Memorandum are (subject to distribution restrictions) available from the Tender Agent as set out below. Capitalised terms used in this announcement but not defined have the meanings given to them in the Tender Offer Memorandum.

### Summary of the Offers

Notes	ISIN / Common Code	First Optional Redemption Date/Par Call Period Commencement Date	Outstanding Nominal Amount	Rate	Purchase Spread	Purchase Price	Amount subject to the Offer
Undated Notes*	XS1819537132 / 181953713	12 August 2023	EUR 221,808,000	N/A	N/A	107 per cent. of the principal amount	Any and all
2024 Notes	XS1693959931 / 169395993	4 July 2024	EUR 368,327,000	Interpolated EUR Mid-Swap Rate	85 bps	N/A	Up to EUR 100,000,000 in aggregate nominal amount

\* Pursuant to the terms and conditions of the Undated Notes, in the event that 75 per cent. or more of the initial principal amount of the Undated Notes has been repurchased (and cancelled) or redeemed by the Offeror, including pursuant to the Offer, prior similar offers, or otherwise, the Offeror may, at its option, redeem all (but not some only) of the remaining outstanding Undated Notes at their principal amount together with any accrued and unpaid interest (including any deferred interest) up to (but excluding) the redemption date, subject to the Offeror having given the holders of the Undated Notes not less than 30 nor more than 60 days' notice and certain other conditions being satisfied. See "Risk Factors and Other Considerations – The Offeror's right to redeem following the repurchase (and cancellation) or redemption of 75 per cent. of the Undated Notes" in the Tender Offer Memorandum.

### **Rationale for the Offers**

The purpose of the Offers is primarily to replace short-term maturities of debt and hybrid capital with the longer-dated New Notes. In addition to the Offers, the Offeror intends to retire the EUR 335 million of outstanding 1.45 per cent. Senior Notes due 14 April 2022 (ISIN: XS1894558102) and EUR 71.5 million Schuldschein due in 2023 through call provisions. The Offeror will continue to explore selective debt purchases in the open market, including but not limited to its outstanding hybrid capital.

### **Purchase Prices and Accrued Interest**

The Offeror will pay for any Undated Notes validly tendered and accepted for purchase by the Offeror pursuant to the relevant Offer a purchase price (expressed as a percentage, the **Undated Notes Purchase Price**) equal to 107 per cent. of the principal amount of such Undated Notes.

The Offeror will pay for any 2024 Notes validly tendered and accepted for purchase by the Offeror pursuant to the relevant Offer a purchase price (the **2024 Notes Purchase Price**) to be determined at or around 11.00 a.m. (London time) on 26 January 2021 (the **Pricing Time**) in the manner described in the Tender Offer Memorandum by reference to the sum (the **2024 Notes Purchase Yield**) of:

- (i) the 2024 Notes Purchase Spread specified in the table above; and
- (ii) the Interpolated EUR Mid-Swap Rate.

The 2024 Notes Purchase Price will be determined in accordance with market convention and expressed as a percentage of the nominal amount of the 2024 Notes accepted for purchase pursuant to the relevant Offer (rounded to the nearest 0.001 per cent., with 0.0005 per cent. rounded upwards), and is intended to reflect a yield to the Par Call Period Commencement Date of the 2024 Notes on the Settlement Date based on the 2024 Notes Purchase Yield. Specifically, the 2024 Notes Purchase Price in respect of 2024 Notes accepted for purchase pursuant to the relevant Offer will equal (a) the value of all remaining payments of principal and interest on such 2024 Notes up to and including the Par Call Period Commencement Date of the 2024 Notes, discounted to the Settlement Date at a discount rate equal to the 2024 Notes Purchase Yield, minus (b) any Accrued Interest for such 2024 Notes.

The Offeror will also pay an Accrued Interest Payment in respect of any Notes accepted for purchase pursuant to the relevant Offer(s).

### **2024 Notes Maximum Acceptance Amount**

The Offeror proposes to accept 2024 Notes for purchase up to a maximum aggregate nominal amount of EUR 100,000,000 (the **2024 Notes Maximum Acceptance Amount**) on the terms and subject to the conditions contained in the Tender Offer Memorandum (although the Offeror reserves the right, in its sole and absolute discretion and for any reason, to increase or decrease the 2024 Notes Maximum Acceptance Amount).

There is no maximum acceptance amount in respect of the Undated Notes.

### **Scaling**

In respect of the 2024 Notes, if the Offeror decides to accept any validly tendered Notes of such Series for purchase pursuant to the relevant Offer and the aggregate nominal amount of the 2024 Notes validly tendered for purchase is greater than the 2024 Notes Purchase Amount, the Offeror intends to accept such Notes for purchase on a *pro rata* basis such that the aggregate nominal amount of the 2024 Notes accepted for purchase pursuant to the relevant Offer is no greater than such 2024 Notes Purchase Amount.

### **New Issue Condition**

The Offeror today announced its intention to issue certain new EUR denominated subordinated notes (the **New Undated Notes**), and new EUR denominated fixed rate notes (the **New Senior Notes**, and together with the New Undated Notes, the **New Notes**) under its EUR 8,000,000,000 Euro Medium Term Note Programme. Whether the Offeror will purchase any Notes validly tendered in the Offers is subject, without limitation, to the successful completion (in the sole determination of the Offeror) of the issue of both series of the New Notes (the **New Issue Condition**).

Even if the New Issue Condition is satisfied, the Offeror is under no obligation to accept for purchase any Notes tendered pursuant to the Offers. The acceptance for purchase by the Offeror of Notes tendered pursuant to the Offers is at the sole discretion of the Offeror, and tenders may be rejected by the Offeror for any reason.

*The New Notes are not being, and will not be, offered or sold in the United States. Nothing in the Tender Offer Memorandum constitutes an offer to sell or the solicitation of an offer to buy the New Notes in the United States or any other jurisdiction. Securities may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of, the United States Securities Act of 1933, as amended (the Securities Act). The New Notes 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 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.*

*Compliance information for the New Notes: MiFID II professionals/UK MIFIR professionals/ECPs-only/No PRIIPs KID or UK PRIIPS KID – eligible counterparties and professional clients only (all distribution channels). No sales to EEA retail investors or UK retail investors; no key information document has been or will be prepared.*

*No action has been or will be taken in any jurisdiction in relation to the New Notes to permit a public offering of securities.*

### **Allocation of the New Notes**

When considering allocation of the New Notes, the Offeror may give preference to those Noteholders who, prior to such allocation, have validly tendered or have given a firm intention to the Offeror or any Dealer Manager that they intend to tender their Notes for purchase pursuant to the relevant Offer(s). Therefore, a Noteholder who wishes to subscribe for either series of New Notes in addition to tendering their Notes for purchase pursuant to the relevant Offer(s) may be eligible to receive, at the sole and absolute discretion of the Offeror, priority in the allocation of the relevant series of New Notes, subject to the satisfaction of the New Issue Condition and such Noteholder making a separate application for the purchase of such New Notes to a Dealer Manager or to Raiffeisen Bank International AG (each in its capacity as a joint lead manager of the issue of the New Notes, a **Joint Lead Manager**) in accordance with the standard new issue procedures of such Joint Lead Manager. However, the Offeror is not obliged to allocate the New Notes to a Noteholder who has validly tendered or indicated a firm intention to tender its Notes for purchase pursuant to the relevant Offer(s) and, if any New Notes are allocated, the principal amount thereof may be less or more than the principal amount of Notes tendered by such Noteholder and accepted for purchase by the Offeror pursuant to the relevant Offer(s). Any such allocation will also, among other factors, take into account the minimum denomination of the New Notes (being EUR 100,000 in respect of each series of New Notes).

### **Tender Instructions**

In order to participate in, and be eligible to receive the relevant Purchase Price and the relevant Accrued Interest Payment pursuant to the relevant Offer, Noteholders must validly tender their Notes by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Tender Agent by 4.00 p.m. (London time) on 25 January 2021, unless extended, re-opened, amended and/or terminated as provided in the Tender Offer Memorandum (the **Expiration Deadline**).

*Noteholders 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 a Noteholder in order for that Noteholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, an Offer by the deadlines specified in the Tender Offer Memorandum. The deadlines set by any such intermediary and each Clearing System for the submission and withdrawal of Tender Instructions will be earlier than the relevant deadlines specified in the Tender Offer Memorandum.*

**Tender Instructions will be irrevocable** except in the limited circumstances described in the Tender Offer Memorandum.

Tender Instructions must be submitted in respect of a minimum nominal amount of Notes of the relevant Series of no less than EUR 100,000, being the minimum denomination of the Notes, and may thereafter be submitted in integral multiples of EUR 1,000. In respect of the 2024 Notes, a separate Tender Instruction must be completed on behalf of each beneficial owner.

## Indicative Timetable for the Offers

### *Events*

### **Times and Dates**

(All times are London time)

### *Commencement of the Offers*

Offers and intention of the Offeror to issue the New Notes announced.  
Tender Offer Memorandum available from the Tender Agent. Monday, 18 January 2021

### *Pricing of the New Notes*

Expected pricing of the New Notes. Tuesday, 19 January 2021

### *Expiration Deadline*

Final deadline for receipt of valid Tender Instructions by the Tender Agent in order for Noteholders to be able to participate in the Offers. 4.00 p.m. on Monday, 25 January 2021

### *Announcement of Indicative Results*

Announcement by the Offeror of a non-binding indication of the level at which it expects to set the 2024 Notes Purchase Amount, and indicative details of any Scaling Factor applicable to valid tenders of Notes of such Series that will be applied in the event that the Offeror decides to accept valid tenders of 2024 Notes pursuant to the relevant Offer. The Offeror will also state at this time a non-binding indication of the amount of Undated Notes that it expects to accept for purchase pursuant to the relevant Offer. Prior to the Pricing Time on Tuesday, 26 January 2021

### *Pricing Time*

Determination of the Interpolated EUR Mid-Swap Rate, the 2024 Notes Purchase Yield and the 2024 Notes Purchase Price. At or around 11.00 a.m. on Tuesday, 26 January 2021

### *Announcement of Final Results and Pricing*

Announcement of whether (subject to satisfaction or waiver of the New Issue Condition on or prior to the Settlement Date) the Offeror will accept valid tenders of Notes pursuant to all or any of the Offers and, if so accepted, the 2024 Notes Purchase Amount, the 2024 Notes Purchase Yield, the Interpolated EUR Mid-Swap Rate, the 2024 Notes Purchase Price and any Scaling Factor that will be applied to the 2024 Notes. As soon as reasonably practicable after the Pricing Time on Tuesday, 26 January 2021

### *Expected Settlement Date*

Expected Settlement Date for the Offers and the New Notes. Thursday, 28 January 2021

*The Offeror may, in its sole discretion, extend, re-open, amend, waive any condition of or terminate an Offer at any time (including, but not limited to, purchasing a higher or lower aggregate nominal amount of 2024 Notes than the 2024 Notes Maximum Acceptance Amount) (subject to applicable law and as provided in the Tender Offer Memorandum) and the above times and dates are subject to the right of the Offeror to so extend, re-open, amend and/or terminate such Offer.*

*Noteholders 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 a Noteholder in order for that Noteholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, an Offer before the deadlines set out above. **The deadlines set by any such***

***intermediary and each Clearing System for the submission and (where permitted) withdrawal of Tender Instructions will be earlier than the relevant deadlines set out above and in the Tender Offer Memorandum.***

Unless stated otherwise, announcements in connection with the Offers will be made (i) by publication on the website of the Irish Stock Exchange plc (trading as Euronext Dublin) and (ii) by the delivery of notices to the Clearing Systems for communication to Direct Participants. Such announcements may also be made on the relevant Reuters Insider Screen and by the issue of a press release to a Notifying News Service. Copies of all such announcements, press releases and notices can also be obtained upon request from the Tender Agent, the contact details for which are below. Significant delays may be experienced where notices are delivered to the Clearing Systems and Noteholders are urged to contact the Tender Agent for the relevant announcements during the course of the Offers. In addition, Noteholders may contact the Dealer Managers for information using the contact details below.

**Noteholders are advised to read carefully the Tender Offer Memorandum for full details of, and information on the procedures for, participating in the Offers.**

Questions and requests for assistance in connection with (i) the Offers may be directed to the Dealer Managers, and (ii) the delivery of Tender Instructions may be directed to the Tender Agent, the contact details for each of which are set out below.

**Banco Santander S.A.** (Email: [tommaso.grospietro@santandercib.co.uk](mailto:tommaso.grospietro@santandercib.co.uk) / [adam.crocker@santandercib.co.uk](mailto:adam.crocker@santandercib.co.uk); Telephone: +44 7418 709 688 / +44 7742 403 679; Attention: Liability Management), **Credit Suisse Securities Sociedad de Valores S.A.** (Attention: Liability Management Desk; Telephone: +44 20 7883 8763; Email: [liability.management@credit-suisse.com](mailto:liability.management@credit-suisse.com)); **HSBC Continental Europe** (Telephone: +44 20 7992 6237; Attention: Liability Management; Email: [LM\\_EMEA@hsbc.com](mailto:LM_EMEA@hsbc.com)); and **J.P. Morgan AG** (Email: [em\\_europe\\_lm@jpmorgan.com](mailto:em_europe_lm@jpmorgan.com); Attention: Liability Management) are acting as Dealer Managers for the Offers.

**Lucid Issuer Services Limited** (Telephone: + 44 (0) 20 7704 0880; Attention: Thomas Choquet / Mu-yen Lo; Email: [cpi@lucid-is.com](mailto:cpi@lucid-is.com)) is acting as Tender Agent for the Offers.

**This announcement is released by CPI Property Group 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 Offers described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by David Greenbaum, Chief Financial Officer at CPI Property Group.**

**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 Offers. If any Noteholder 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 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 must contact such entity if it wishes to tender such Notes pursuant to the Offers. None of the Offeror, the Dealer Managers or the Tender Agent or any of their respective directors, employees or affiliates makes any recommendation whether Noteholders should tender Notes pursuant to the Offers.

## OFFER AND DISTRIBUTION RESTRICTIONS

The distribution of this announcement and/or the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum come(s) are required by each of the Offeror, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions. Nothing in this announcement nor the Tender Offer Memorandum constitutes an offer to buy or a solicitation of an offer to sell the Notes (and tenders of Notes in the Offers will not be accepted from any Noteholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require an Offer to be made by a licensed broker or dealer and any of the Dealer Managers or any of the Dealer Managers' respective affiliates is such a licensed broker or dealer in any such jurisdiction, such Offer shall be deemed to be made by such Dealer Manager or such affiliate, as the case may be, on behalf of the Offeror in such jurisdiction.

**United States.** The Offers are 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. 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 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, the Tender Offer Memorandum and any other documents or materials relating to the 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 Notes in the Offers resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made 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 Noteholder participating in an Offer will represent that it is not located in the United States and is not participating in such 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 such Offer 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 Northern Mariana Islands), any state of the United States of America and the District of Columbia.

**Italy.** None of the Offers, this announcement, the Tender Offer Memorandum or any other document or materials relating to the Offers have 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. Each Offer is being carried out in 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 can tender Notes for purchase in the Offers through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007, 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.

**United Kingdom.** The communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the 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 of the Financial Services and Markets Act 2000. 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 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.

**France.** The Offers are not being made, directly or indirectly, to the public in the Republic of France (**France**). Neither this announcement, the Tender Offer Memorandum nor any other document or material relating to the Offers 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 Offers. Neither this announcement nor the Tender Offer Memorandum have been or will be submitted for clearance to or approved by the *Autorité des Marchés Financiers*.

**Belgium.** None of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offers have been submitted to or will be submitted for approval or recognition to the Belgian Financial Services and Markets Authority (*Autoriteit voor financiële diensten en markten / Autorité des services marchés financiers*) and, accordingly, the Offers may not be made in Belgium by way of a public offering, as defined in Articles 3 and 6 of the Belgian Law of 1 April 2007 on public takeover bids as amended or replaced from time to time. Accordingly, the Offers may not be advertised and the Offers will not be extended, and none of this announcement, the Tender Offer Memorandum nor any other documents or materials relating to the Offers (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than "qualified investors" in the sense of Article 10 of the Belgian Law of 16 June 2006 on the public offer of placement instruments and the admission to trading of placement instruments on regulated markets, acting on their own account. Insofar as Belgium is concerned, this announcement and the Tender Offer Memorandum have been issued only for the personal use of the above qualified investors and exclusively for the purpose of the Offers. Accordingly, the information contained in this announcement and the Tender Offer Memorandum may not be used for any other purpose or disclosed to any other person in Belgium.