



CANARY WHARF
LONDON

Canary Wharf Group Investment Holdings plc

(a public limited liability company incorporated under the laws of England and Wales with registered number 05043352)

ANNOUNCEMENT OF RESULTS OF THE SOLICITATION OF CONSENTS

4 December 2024

Further to the announcement by Canary Wharf Group Investment Holdings plc (the “**Issuer**”) on 22 November 2024 of the solicitation of consents (the “**Solicitation**”) from:

- (i) the holders (the “**2026 Noteholders**”) of its €300,000,000 1.750% Senior Secured Notes due 2026 (*Regulation S – ISIN: XS2327414061/Common Code: 232741406; 144A – ISIN: XS2327414228/Common Code: 232741422*) (the “**2026 Notes**”); and
- (ii) the holders (the “**2028 Noteholders**”) and, together with the 2026 Noteholders, the “**Noteholders**”) of its £300,000,000 3.375% Senior Secured Notes due 2028 (*Regulation S – ISIN: XS2327414731/Common Code: 232741473; 144A – ISIN: XS2327414814/Common Code: 232741481*) (the “**2028 Notes**” and, together with the 2026 Notes, the “**Notes**”)

to separately approve certain Proposed Amendments on the terms and subject to the conditions set out in a consent solicitation statement dated 22 November 2024 (the “**Consent Solicitation Statement**”), the Issuer hereby announces the final results of the Solicitation. The Solicitation expired at 4:00 p.m., London time, on 3 December 2024. Capitalised terms used in this announcement but not otherwise defined have the meanings given to them in the Consent Solicitation Statement.

The Issuer hereby announces that it received the Requisite Consents at or prior to the Expiration Time and, therefore, each of the 2026 Notes Resolution and the 2028 Notes Resolution was passed by way of electronic consent.

Series of Notes	Amount outstanding⁽¹⁾	Participation in Solicitation	% of aggregate principal amount of Notes outstanding
2026 Notes	€300,000,000	€285,521,000	95.17%
2028 Notes	£300,000,000	£286,785,000	95.60%

- (1) For the purpose of the Solicitation, the aggregate principal amount of 2026 Notes deemed to be outstanding was €300,000,000 and the aggregate principal amount of 2028 Notes deemed to be outstanding was £300,000,000, in each case at the Expiration Time. None of the Notes were held by the Issuer or any of its subsidiaries at the Expiration Time.

Noteholders, who have validly delivered their Consents at or prior to the Expiration Time and have not validly revoked such Consents, will receive a Consent Fee of (i) 0.25% of the principal amount of 2026 Notes for which valid Consents have been delivered at or prior to the Expiration Time and not validly revoked; and (ii) 0.25% of the principal amount of 2028 Notes for which valid Consents have been delivered at or prior to the Expiration Time and not validly revoked.

The Issuer also hereby announces the satisfaction of the Settlement Conditions, including the implementation of the Proposed Amendments by way of execution of the Supplemental Trust Deed on 4 December 2024.

The settlement of the Solicitation shall occur on

6 December 2024
(the “**Settlement Date**”)

On the Settlement Date, the Consent Fee will be paid to Noteholders who validly delivered Consents at or prior to the Expiration Time, and the ECL Rights will be granted as further described in the Consent Solicitation Statement.

The payment of the Consent Fee and the granting of the ECL Rights remain conditional on the satisfaction of the General Conditions as set out in the Consent Solicitation Statement, which are satisfied as of the date hereof and which the Issuer expects to remain satisfied on the Settlement Date.

The Solicitation Agents are:

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The announcement is made by:

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THIS ANNOUNCEMENT DOES NOT CONSTITUTE AN INVITATION TO PARTICIPATE IN THE SOLICITATION.

None of the Solicitation Agents, the Information and Tabulation Agent, the Trustee or the Issuer takes any responsibility for the contents of this announcement and none of the Solicitation Agents, the Information and Tabulation Agent, the Trustee, the Issuer or any of their respective directors, employees or affiliates makes any representation or recommendation whatsoever regarding the Solicitation, or any recommendation as to whether Noteholders should provide their consent in the Solicitation.

This announcement must be read in conjunction with the Consent Solicitation Statement. This announcement and the Consent Solicitation Statement contain important information which should be read carefully before any decision is made with respect to the Solicitation. If any Noteholder is in any doubt as to the action it should take, it is recommended to seek its own advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent adviser.

This announcement is directed only at persons who (i) have professional experience in matters relating to investments (being investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “Financial Promotion Order”), (ii) fall within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc.”) of the Financial Promotion Order, (iii) fall within Article 43 of the Financial Promotion Order, (iv) are outside the United Kingdom or (v) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the “FSMA”)) may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “relevant persons”). The investment or investment activity to which this announcement relates is only available to and will only be engaged in with relevant persons and persons who receive this announcement who are not relevant persons should not rely on or act upon it.

Neither the announcement nor the Notes have been registered under the U.S. Securities Act of 1933, as amended or any other securities laws. This announcement is not a solicitation of consent with respect to Notes and does not constitute an invitation to participate in the Solicitation in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such invitation under applicable securities laws. The Solicitation is being made solely pursuant to the Consent Solicitation Statement, which sets forth a detailed statement of the terms of the Solicitation.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions.

For the avoidance of doubt, none of the Solicitation Agents, the Information and Tabulation Agent or the Trustee expresses any opinion on the merits (or otherwise) of the Solicitation. None of the Solicitation Agents, the Information and Tabulation Agent or the Trustee is responsible for the accuracy, completeness, validity or correctness of the information contained in this announcement, or the effect or effectiveness of, this announcement or any other documents referred to in this announcement or assume any responsibility for any failure by the Issuer to disclose events that may have occurred and may affect the significance or accuracy of such information or the terms of the Solicitation.

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