

Rossini S.à r.l.
Société à responsabilité limitée
29, Avenue de la Porte-Neuve, L-2227 Luxembourg
R.C.S. Luxembourg: B226.214

ROSSINI S.À R.L. ANNOUNCES THE SUCCESSFUL PRICING OF €1,850 MILLION SENIOR SECURED NOTES DUE 2029

Luxembourg, 11 July 2024 – Rossini S.à r.l. (the “**Issuer**”) has successfully completed the pricing of €1,850.0 million of Senior Secured Notes, consisting of €1,000.0 million in aggregate principal amount of Senior Secured Fixed Rate Notes due 2029 and €850.0 million in aggregate principal amount of Senior Secured Floating Rate Notes due 2029 (collectively, the “**Notes**”).

The Senior Secured Fixed Rate Notes will be issued at an issue price of 100.00% and will bear interest at a rate of 6.750% per annum. The Senior Secured Floating Rate Notes will be issued at an issue price of 100.00% and will bear interest at a rate equal to three-month EURIBOR (subject to a 0% floor) plus 3.875% per annum, reset quarterly.

The gross proceeds of the offering of the Notes (together with proceeds from a shareholder payment-in-kind loan available to Rossini Investments S.à r.l. (“**Rossini Investments**”) and cash on hand at the Issuer) will be used to (i) redeem in full the €650,000,000 senior secured 6.750% fixed rate notes issued on October 26, 2018 and the €650,000,000 floating rate notes due 2025 issued on October 30, 2019, including the relevant redemption premiums and accrued but unpaid interest thereon, pursuant to an indenture dated October 26, 2018 as amended and supplemented from time to time, lastly on October 30, 2019, (ii) make a cash dividend distribution and a share premium repayment, the proceeds of which will be used by the indirect parent company of the Issuer, Rossini Investments, to redeem in full the €750,000,000 deferred and structurally subordinated long-term notes due 2025 previously issued by the latter, and (iii) pay fees and expenses incurred in connection with the offering of the Notes. The Notes will be governed by New York law and are expected to be listed on the official list of the Luxembourg Stock Exchange and admitted to trading on the Euro MTF market.

The issuance and settlement of the Notes is subject to customary market and closing conditions and is expected to occur on July 18, 2024.

Cautionary Statement

This press release is for information purposes only and does not constitute a prospectus or any offer to sell or the solicitation of an offer to buy any security in the United States or in any other jurisdiction. The Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) or applicable state or foreign securities laws and may not be offered or sold in the United States absent registration under federal or applicable state securities laws or an applicable exemption from such registration requirements. The Notes will only be offered in the United States to qualified institutional buyers pursuant to Rule 144A under the U.S. Securities Act and outside the United States pursuant to Regulation S under the U.S. Securities Act.

This press release is for distribution only to persons (A) in the United Kingdom, to persons (i) who 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) falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations, etc.”) of the Financial Promotion Order, (iii) who are outside the United Kingdom or (iv) 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 (as amended, “FSMA”) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated, and (B) in each member state of the European Economic Area (“EEA”), to any person (a) who is not a retail client as defined in point (11) of Article 4(1) of Directive (EU) 2014/65 (as amended, “MiFID II”); (ii) who is not a customer within the meaning of Directive (EU) 2016/97 (as amended, 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) who is a “qualified investor” as defined in Regulation (EU) 2017/1129 (as amended, the “Prospectus Regulation”), provided that no offer of securities shall result in a requirement for the publication by any person of a prospectus pursuant to the Prospectus Regulation. This press release is an advertisement and not a prospectus for the purposes of the Prospectus Regulation. The issuer target market (for MiFID II product governance purposes) is eligible for counterparties and professional clients only. No PRIIPs Key Information Document (KID) has been prepared, as the Notes may not be offered, sold or otherwise made available to retail investors in the EEA. This press release is 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 this press release relates is available only to relevant persons and will be engaged in only with relevant persons. This press release has been prepared on the basis that any offer of the securities in any Member State of the EEA in which the Prospectus Regulation applies (each, a “Relevant Member State”) will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of securities. Accordingly any person making or intending to make any offer in that Relevant Member State of the securities which are the subject of the placement contemplated in this press release may only do so in circumstances in which no obligation arises for the Issuer or any of the initial purchasers of such securities to publish a prospectus pursuant to the Prospectus Regulation or supplement a prospectus pursuant to the Prospectus Regulation, in each case, in relation to such offer. Neither the Issuer nor the initial purchasers of such securities have authorized, nor do they authorize, the making of any offer of securities in circumstances in which an obligation arises for the Issuer or any initial purchasers of such securities to publish or supplement a prospectus for such offer.

Forward-Looking Statements

This press release may include “forward-looking statements” within the meaning of Section 27A of the U.S. Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believe”, “anticipate”, “estimate”, “expect”, “suggest”, “target”, “intend”, “predict”, “project”, “should”, “would”, “could”, “may”, “will”, “forecast”, “plan” and similar expressions or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts and include statements regarding the Issuer’s intentions, beliefs or current expectations. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Readers are cautioned that forward-looking statements are not guarantees of future performance and that actual facts may differ materially from the forward-looking statements

contained in this press release. Given these risks and uncertainties, you should not rely on forward-looking statements as a prediction of actual results.

The information contained in this press release constitutes inside information for purposes of Article 17 of Regulation (EU) No. 596/2014 on market abuse.