

Rossini S.à r.l.
Société à responsabilité limitée
Registered office: 29, Avenue de la Porte-Neuve, L-2227 Luxembourg
R.C.S. Luxembourg: B 226.214

CONDITIONAL NOTICE OF PARTIAL REDEMPTION OF ROSSINI S.À R.L.

€850,000,000 Senior Secured Floating Rate Notes due 2029

RULE 144A – ISIN: XS2854305690; Common Code: 285430569
REG S – ISIN: XS2854309684; Common Code: 285430968

Reference is made to Sections 3.03, 3.04 and 3.07 of the indenture dated July 18, 2024, as amended and supplemented from time to time (the “**Indenture**”) by and among, *inter alios*, Rossini S.à r.l. (the “**Issuer**”), Deutsche Trustee Company Limited, as trustee, Deutsche Bank AG, London Branch, as paying agent (the “**Paying Agent**”), security agent, transfer agent and calculation agent and Deutsche Bank Luxembourg S.A., as registrar (the “**Registrar**”), pursuant to which the Issuer issued its €1,000,000,000 6.750% Senior Secured Fixed Rate Notes due 2029 (the “**Fixed Rate Notes**”) and its €850,000,000 Senior Secured Floating Rate Notes due 2029 (the “**Floating Rate Notes**” and, together with the Fixed Rate Notes, the “**Notes**”). The terms not otherwise defined herein shall have the meanings given to them in the Indenture.

Notice is hereby given to Holders of the Floating Rate Notes that, subject to the Redemption Condition (as defined below) being satisfied or waived, the Issuer hereby elects to redeem a portion of the principal amount of the Floating Rate Notes outstanding on the Optional Redemption Date (as defined below) pursuant to Section 3.07 of the Indenture and paragraph 5 of the Floating Rate Notes, which amount equals up to €501,000,000 of the €850,000,000 original aggregate principal amount of the Floating Rate Notes outstanding (“**Redemption Maximum Amount**”) on the date set out below.

On March 3, 2025, the Issuer launched a cash tender offer for the Notes (the “**Tender Offer**”), subject to a maximum acceptance amount such that the aggregate principal amount of the Notes purchased in the Tender Offer will not exceed €501,000,000 (the “**Maximum Amount**”). The partial redemption of the Floating Rate Notes on the Optional Redemption Date is conditional upon the completion of the Tender Offer, with an aggregate principal amount of the Notes validly tendered and accepted being less than the Maximum Amount (the “**Redemption Condition**”).

In the event that the Redemption Condition is not satisfied or waived by the Issuer (in its sole discretion) by the Optional Redemption Date, the redemption will not occur and this conditional notice of redemption (the “**Conditional Notice of Redemption**”) will be rescinded. Accordingly, none of the Floating Rate Notes shall be deemed due and payable on the Optional Redemption Date unless and until the Redemption Condition is satisfied or waived by the Issuer in its sole discretion.

Subject to the satisfaction or waiver of the Redemption Condition, the redemption date for the Floating Rate Notes will be the later of (i) April 2, 2025 and, (ii) if the Redemption Condition has not been satisfied or waived on or by April 2, 2025, the same Business Day or the Business Day immediately following the satisfaction or waiver of the Redemption Condition, provided that such date shall not be less than ten days nor more than sixty days from the date hereof (the “**Optional Redemption Date**”). The record date, on which any of the Holders of the Floating Rate Notes must hold such Floating Rate Notes in order to be entitled to the Redemption Price, will be the Business Day immediately prior to the Optional Redemption Date.

Subject to the Issuer’s determination in its sole discretion that the Redemption Condition has been satisfied before the Optional Redemption Date, or that the Redemption Condition shall be waived, the remaining terms and conditions of the redemption are as follows:

Rossini S.à r.l.
Société à responsabilité limitée
Registered office: 29, Avenue de la Porte-Neuve, L-2227 Luxembourg
R.C.S. Luxembourg: B 226.214

1. The Optional Redemption Date and the record date for the Floating Rate Notes will be as described above.
2. The redemption price of the Floating Rate Notes (the “**Redemption Price**”) will be an amount equal to (i) the aggregate amount of 100.000% of the principal outstanding amount of the Notes being redeemed, (ii) the Applicable Premium, and (iii) interest accrued and unpaid thereon to (but excluding) the Optional Redemption Date and Additional Amounts, if any. For the avoidance of doubt, interest will be paid on the Floating Rate Notes outstanding as of March 31, 2025. The interest included in the Redemption Price will cover the period from April 1, 2025, up to, but not including, the Optional Redemption Date.
3. The Floating Rate Notes called for redemption must be surrendered to the Paying Agent to collect the Redemption Price as of (but excluding) the Optional Redemption Date. The name and address of the Paying Agent is: Deutsche Bank AG, London Branch, 21 Moorfields, London EC2Y 9DB, United Kingdom, facsimile No.: +44 (0) 20 7547 6149, attention: Debt & Agency Group.
4. Unless the Issuer defaults in paying the Redemption Price (in whole or in part) in accordance with the terms hereof, the Floating Rate Notes will cease to accrue interest and Additional Amounts, if any, on the Optional Redemption Date and the only remaining right of the Holders of the Floating Rate Notes will be to receive payment of the Redemption Price upon surrender to the Paying Agent of the Floating Rate Notes redeemed.
5. The Floating Rate Notes are being redeemed in part, pursuant to Section 3.07 of the Indenture and Paragraph 5 of the Floating Rate Notes, for an aggregate principal amount equal to (i) the Maximum Amount, minus (ii) the aggregate principal amount of the Notes validly tendered and accepted upon the completion of the Tender Offer.
6. The ISIN and Common Code numbers, as applicable, in relation to the Floating Rate Notes being redeemed are as set forth above. No representation is made as to the correctness or accuracy of the Common Codes and/or ISINs listed in this Conditional Notice of Redemption or printed on the Floating Rate Notes.
7. This Conditional Notice of Redemption has been also published on the official website of the Luxembourg Stock Exchange (www.bourse.lu) pursuant to Section 3.03 of the Indenture and in accordance with the rules of the Luxembourg Stock Exchange.
8. The Issuer will publish a press release or other public announcement at least one Business Day prior to the Optional Redemption Date (i) stating that the Redemption Condition has been satisfied or waived, as the case may be, and (ii) confirming the amount of Floating Rate Notes to be redeemed.

If the Redemption Condition has not been satisfied or waived by the Optional Redemption Date:

- (a) The Issuer will publish a press release or other public announcement stating that the Redemption Condition has been neither satisfied nor waived; and
- (b) The Floating Rate Notes will continue to be outstanding, no Redemption Price will be paid, interest shall continue to accrue in accordance with the Indenture and the Floating Rate Notes.

Rossini S.à r.l.

Société à responsabilité limitée

Registered office: 29, Avenue de la Porte-Neuve, L-2227 Luxembourg

R.C.S. Luxembourg: B 226.214

Dated March 17, 2025

Rossini S.à r.l.