

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 REDEMPTION OF ROSSINI S.À R.L.

€650,000,000

Senior Secured Fixed Rate Notes due 2025

RULE 144A - ISIN: XS1881595083; Common Code: 188159508

REG S – ISIN: XS1881594946; Common Code: 188159494

and

€650,000,000

Senior Secured Floating Rate Notes due 2025

RULE 144A - ISIN: XS2066727491; Common Code: 206672749

REG S – ISIN: XS2066721965; Common Code: 206672196

We refer to Sections 3.03, 3.04 and 3.07 of the indenture dated as of October 26, 2018, 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 (the “**Trustee**”), Deutsche Bank AG, London Branch, as security agent (the “**Security Agent**”), paying agent (the “**Paying Agent**”) and calculation agent and Deutsche Bank Luxembourg S.A., as transfer agent and registrar, pursuant to which the Issuer issued its €650,000,000 Senior Secured Fixed Rate Notes due 2025 (the “**Fixed Rate Notes**”) and its €650,000,000 Senior Secured Floating Rate Notes due 2025 (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 Notes that, subject to the Refinancing Condition (as defined below) being satisfied or waived, the Issuer hereby elects to redeem the entire principal amount of the Notes outstanding on the Optional Redemption Date (as defined below) pursuant to Section 3.07 of the Indenture and paragraph 5 of the Notes. The Issuer is redeeming the Notes at an amount in cash equal to the aggregate Redemption Price (as defined below) of the Notes on the date set out below.

The redemption of all the Notes on the Optional Redemption Date is conditional upon the Issuer taking certain refinancing actions that will provide sufficient net cash proceeds to the Issuer to fund the redemption (the “**Refinancing Condition**”). In the event that the Refinancing 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will not occur and this conditional notice of redemption (the “**Conditional Notice of Redemption**”) will be rescinded.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 Notes shall be deemed due and payable on the Optional Redemption Date unless and until the Refinancing Condition is satisfied or waived by the Issuer in its sole discretion.

Subject to the satisfaction or waiver of the Refinancing Condition, the redemption date for the Notes will be the later of (i) July 18, 2024 and, (ii) if the Refinancing Condition has not been satisfied or waived on or by July 18, 2024, the same Business Day or the Business Day immediately following the satisfaction or waiver of the Refinancing 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 Notes must hold such 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 Refinancing Condition has been

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satisfied before the Optional Redemption Date, or that the Refinancing Condition shall be waived, the remaining terms and conditions of the redemption are as follows:

1. The Optional Redemption Date and the record date for the Notes will be as described above.
2. The redemption price of the Notes (the “**Redemption Price**”) will be an amount equal to the aggregate amount of 100 per cent of the principal outstanding amount of the Notes plus accrued and unpaid interest and Additional Amounts, if any, to (but not including) the Optional Redemption Date (this amount of interest accrued and unpaid being equal to €1,320,546,500 which represents the interest accrued from April 30, 2024 to (but excluding) the Optional Redemption Date (i.e. July 18, 2024)).
3. The 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 20 7547 6149, attention: Trust & Securities Services.
4. Unless the Issuer defaults in paying the Redemption Price (in whole or in part) in accordance with the terms hereof, the 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 Notes will be to receive payment of the Redemption Price upon surrender to the Paying Agent of the Notes redeemed.
5. The Notes are being redeemed in full, pursuant to Section 3.07 of the Indenture and Paragraph 5 of the Notes.
6. The ISIN and Common Code numbers, as applicable, in relation to the 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 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 stating that the Refinancing Condition has been satisfied or waived, as the case may be.

If the Refinancing 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 Refinancing Condition has been neither satisfied nor waived; and
- (b) The Notes will continue to be outstanding, no Redemption Price will be paid, interest shall continue to accrue in accordance with the Indenture and the Notes.

Dated July 8, 2024

Rossini S.à r.l.