

Haya Holdco 2 plc

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United Kingdom

Haya announces results of its amendment proposal relating to:

Floating Rate		ISIN	Common Code
Senior Secured Notes	Reg S:	XS2485628890	248562889
due 2025	Rule 144A:	XS2485856178	248585617

This press release relates to the disclosure of information that qualified, or may have qualified, as inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation.

London, 12:45, July 10, 2023 – Haya Holdco 2 plc (the “**Issuer**”) refers to its amendment proposal dated as of June 30, 2023 (the “**Proposal**”) circulated to holders of the Notes (as defined below) through the clearing systems to solicit their consents (the “**Consents**”) to approve certain proposed amendment to certain provisions of (i) the Issuer’s euro-denominated floating rate senior secured notes due 2025 (the “**Notes**”) and (ii) the indenture governing the Notes dated as of June 14, 2022 (as amended and supplemented from time to time, the “**Indenture**”), between, among others, the Issuer the guarantors named therein, GLAS Trust Company LLC, as trustee (the “**Trustee**”) and GLAS Trust Corporation Limited, as security agent (the “**Security Agent**”), in each case as further specified in the Proposal (the “**Proposed Amendments**”). The Proposal has been made in the context of the Issuer’s proposed financial restructuring of its indebtedness under the Notes (the “**Restructuring**”).

Terms and expressions used but not defined herein shall have the meanings given to them in the Proposal.

Receipt of the Required Consents

The Issuer today announces that it has received Consents from Holders representing 99.22% in aggregate principal amount of the outstanding Notes voting as one series.

Accordingly, the Supplemental Indenture will be executed by the Issuer, the Trustee, the Security Agent and the other relevant parties at a convenient time as soon as practicable after the date hereof to give effect to the Proposed Amendments; *provided* that there are no laws, regulations, injunctions or actions or other proceedings, pending or threatened, which, in the case of any action or proceeding if adversely determined, would make unlawful or invalid or enjoin the implementation of the Proposed Amendments. The Global Notes shall also be deemed supplemented, modified and amended in such manner as necessary to make their terms consistent with the terms of the Indenture after giving effect to the Proposed Amendments. The Proposed Amendments will remain effective even if the Restructuring does not occur for any reason.

Expiration Time

The Proposal expired at 5:00 p.m., London time, on July 7, 2023, and therefore no Consents submitted after that time will be accepted. All Notes that were blocked in connection with the Proposal will be unblocked as soon as practicable after the Expiration Time.

General

The Proposal is being made solely on the terms and subject to the conditions set forth in the Proposal.

Under no circumstances shall this announcement or the Proposal constitute an offer to buy, an offer of, or a solicitation of an offer to sell, securities in any jurisdiction. The Proposal shall not be considered an “offer of securities to the public,” or give rise to or require a prospectus in a European Economic Area member state pursuant to Regulation (EU) 2017/1129 (as amended or supplemented from time to time) or in the United Kingdom pursuant to Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

The Proposal is not being made to, and no consents are being solicited from, holders or beneficial owners of the Notes in any jurisdiction in which it is unlawful to make such solicitation or grant such consents. However, the Issuer may, in its sole discretion and in compliance with any applicable laws, take such actions as it may deem necessary to solicit consents in any jurisdiction and may extend the Proposal to, and solicit consents from, persons in such jurisdiction.

The Proposal has not been approved by an authorized person in the United Kingdom and is for distribution only to 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 Proposal 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 the Proposal relates is available only to relevant persons and will be engaged in only with relevant persons. No part of the Proposal should be published, reproduced, distributed or otherwise made available in whole or in part to any other person. No person may communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of the securities other than in circumstances in which Section 21(1) of the FSMA does not apply.

The making of the Proposal may be restricted by law in some jurisdictions. Persons into whose possession the Proposal comes must inform themselves about and observe these restrictions.

Information and Tabulation Agent

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Attention: Debt Capital Markets

Disclaimer

The information contained in this announcement and the Proposal has not been independently verified and no independent evaluation or appraisal of the Group has been undertaken. Neither the Group nor its affiliates, nor its or its affiliates' respective officers, directors, employees, agents or advisers, make any representation or warranty, express or implied, as to (nor accept any liability whatsoever, whether in contract, in tort or otherwise, in relation to) the reasonableness, accuracy, reliability or completeness of this announcement and the Proposal or any statement, information, forecast or projection made herein, or any other written or oral communications transmitted to the recipients in connection herewith. This announcement and the Proposal have been prepared on the basis of the position as at the time of the announcement and the Proposal, and the information provided in this announcement and the Proposal will not be updated or corrected after the date of the announcement and the Proposal. There can be no assurances that the forecasts or expectations are or will prove to be accurate.

This announcement and the Proposal do not constitute a financial product, investment, tax, accounting or legal advice, a recommendation to invest in any securities of the Group, or any other person, or an invitation or an inducement to engage in investment activity with any person. This announcement and the Proposal have been prepared without taking into account the objectives, financial situation or needs of any particular recipient of this announcement and the Proposal, and consequently the information and opinions contained in this announcement and the Proposal may not be sufficient or appropriate for the purpose for which a recipient might use it. Any such recipients should conduct their own due diligence, consider the appropriateness of the information and opinions in this announcement and the Proposal having regard to their own objectives, financial situation and needs, and seek financial, legal, accounting and tax advice appropriate to their particular circumstances.

This announcement and the Proposal are not an offer to buy, an offer of, or a solicitation of an offer to sell, or exchange or acquire securities in the United States and no offer, tender offer, sale, exchange or acquisition of securities is proposed in a jurisdiction where such offer, tender offer, sale, exchange or acquisition would be illegal. The securities referenced in this announcement and the Proposal may not be offered, sold, exchanged or delivered in the United States absent registration or an applicable exemption from the registration requirement under the U.S. Securities Act of 1933, as amended. The securities mentioned in this announcement and the Proposal are not, and will not be, registered in the United States.

The above press release is made by Mr. Enrique Dancausa Treviño, CEO, on behalf of Haya Holdco 2 plc. If you have any questions in relation to the above, please feel free to contact Mr. Omar Suarez, CFO, osuarezs@haya.es