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The information communicated within this announcement is deemed to constitute inside information as stipulated under the Market Abuse Regulations (EU) No. 596/2014. Upon the publication of this announcement, this inside information is now considered to be in the public domain.

News Release

August 8, 2025



Victoria PLC
("Victoria", the "Company", or the "Group")

Announcement of Early Tender Results of 90% Consent Solicitation

Victoria PLC (LSE: VCP), a public limited company incorporated under the laws of England and Wales, announced today the early tender results of the consent solicitation (the "**90% Consent Solicitation**") from Eligible Holders (as defined below) of the 2026 Notes (as defined below), upon the terms and subject to the conditions set forth in the consent solicitation and exchange offer memorandum, dated July 24, 2025 (the "**Consent Solicitation and Exchange Offer Memorandum**"), to certain proposed amendments (the "**Proposed Amendments**") to the indenture dated March 5, 2021 (the "**Existing Indenture**") relating to the €500.0 million aggregate principal amount of its 3½% Senior Secured Notes due 2026 (of which €488.9 million is outstanding) (the "**2026 Notes**"). Adoption of the Proposed Amendments to the 2026 Notes required the consent of the Eligible Holders representing at least 90% in aggregate principal amount outstanding of the 2026 Notes, which was obtained on August 7, 2025. The Company has received valid and unrevoked consents representing approximately 97.3% of the outstanding principal amount of the 2026 Notes.

As a result, the Company, the Guarantors and GLAS Trust Company LLC as trustee (the "**Trustee**") under the Existing Indenture will execute a supplemental indenture (the "**Supplemental Indenture**"), which implements the Proposed Amendments. The Proposed Amendments, among other things, will amend the Existing Indenture and the terms of the 2026 Notes such that (i) the interest rate applicable to the 2026 Notes will be cash interest of 1.00% per annum with effect as of and from August 31, 2025, (ii) the maturity date of the 2026 Notes shall be extended to August 24, 2031 and (iii) to the extent an Eligible Holder participates in the Exchange Offer, all accrued and unpaid interest on such Participating Exchange Offer Holder's 2026 Notes shall be paid in the form of additional new 9.875% Senior Secured Notes due 2029 (the "**New Notes**"). Eligible Holders can no longer revoke validly delivered consents as the Withdrawal Deadline has passed.

The Proposed Amendments will only become operative upon the satisfaction of certain conditions set forth in the Consent Solicitation and Exchange Offer Memorandum. All present and future noteholders of 2026 Notes will be bound by the Supplemental Indenture, whether or not such noteholder delivered a consent or participated in the 90% Consent Solicitation.

The Early Tender Deadline expired at 5:00 p.m. New York time on August 6, 2025, pursuant to the terms set forth in

the Consent Solicitation and Exchange Offer Memorandum.

Eligible Holders may still continue to submit Consent and Exchange Instructions to tender their 2026 Notes in the Exchange Offer and to vote in the Consent Solicitation until the Expiration Time. The Expiration Time will occur at 5:00 p.m. New York time on August 20, 2025, unless extended, reopened, amended or earlier terminated pursuant to the terms set forth in the Consent Solicitation and Exchange Offer Memorandum.

Eligible Holders who validly submitted Consent and Exchange Instructions to tender their 2026 Notes in the Exchange Offer and to vote in the Consent Solicitation prior to the Early Tender Deadline are eligible to receive (i) an early tender consideration of €7.50 for each €1,000 principal amount of 2026 Notes validly offered for exchange (and not validly withdrawn) at or prior to the Early Tender Deadline and accepted for exchange pursuant to the Exchange Offer (and subject to the required minimum denomination), payable in the form of additional New Notes (the "**Early Tender Consideration**") and (ii) a transaction fee of €2.50 for each €1,000 principal amount of 2026 Notes validly offered for exchange (and not validly withdrawn) if received prior to the Expiration Time and accepted for exchange pursuant to the Exchange Offer (and subject to the required minimum denomination), payable in the form of additional New Notes (the "**Transaction Fee**"). Eligible Holders who still validly submit Consent and Exchange Instructions to tender all 2026 Notes in the Exchange Offer and to vote in the Consent Solicitation after the Early Tender Deadline but prior to the Expiration Time will receive the Transaction Fee.

This announcement is for information purposes only and does not constitute an offer to purchase 2026 Notes, a solicitation of an offer to sell 2026 Notes or a solicitation of consents of noteholders and shall not be deemed to be an offer to purchase, a solicitation of an offer to sell or a solicitation of consents with respect to any securities of the Company or its affiliates. None of the Company, the Trustee, Kroll Issuer Services Limited, the information and tabulation agent in connection with the 90% Consent Solicitation (the "**Tabulation and Information Agent**"), or any other person makes any recommendation as to whether or not noteholders should deliver consents. Each Eligible Holder must make its own decision as to whether or not to deliver consents or participate in the Exchange Offer.

Capitalized terms used but not otherwise defined in this press release have the meaning given to them in the Consent Solicitation and Exchange Offer Memorandum.

Forward Looking Statements

This announcement includes "forward-looking statements". Forward-looking statements are based on the Company's beliefs and assumptions and on information currently available to the Company, and include, without limitation, statements regarding the Company's business, financial condition, strategy, results of operations, certain of the Company's plans, objectives, assumptions, expectations, prospects and beliefs and statements regarding other future events or prospects. Forward-looking statements include all statements that are not historical facts and can be identified by the use of forward-looking terminology such as the words "believe," "expect," "plan," "intend," "seek," "anticipate," "estimate," "predict," "potential," "assume," "continue," "may," "will," "should," "could," "shall," "risk" or the negative of these terms or similar expressions that are predictions of or indicate future events and future trends. 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. You are cautioned that forward-looking statements are not guarantees of future performance and that the Company's actual results of operations, financial condition and liquidity and the development of the industry in which the Company operates may differ materially from those made in or suggested by the forward-looking statements contained in this press release. The Company undertakes no obligation and does not intend to update these forward-looking statements.

Cautionary Statement

This announcement and the information contained herein are for information purposes only and do not constitute a prospectus or an offer to sell, or a solicitation of an offer to buy or subscribe for, any securities in the United States of America or in any other jurisdiction.

This press release does not constitute or form part of and should not be construed as (i) an offer to sell or a solicitation of an offer to buy the 2026 Notes or (ii) an offer of, an invitation to offer, or a solicitation of an offer to buy, securities for sale in the United States of America or in any other jurisdiction or an inducement to enter into investment activity. No part of this press release, nor the fact of its distribution, should form the basis of, or be relied on in connection with, any contract or commitment or investment decision whatsoever.

Under no circumstances shall the Consent Solicitation and Exchange Offer Memorandum constitute an offer to sell

Under no circumstances shall the Consent Solicitation and Exchange Offer Memorandum constitute an offer to sell or issue or the solicitation of an offer to buy or subscribe for the 2026 Notes in any jurisdiction. The Consent Solicitation and Exchange Offer Memorandum shall not be considered an "offer of securities to the public," or give rise to or require a prospectus in a EEA member state pursuant to Regulation (EU) 2017/1129 (as amended or superseded) or in the United Kingdom pursuant to Regulation (EU) 2017/1129 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018.

The Consent Solicitation and Exchange Offer Memorandum is not being made to, and no consents or offer to exchange are being solicited from, holders or beneficial owners of the 2026 Notes in any jurisdiction in which it is unlawful to make the 90% Consent Solicitation or grant such consents or make offers to exchange. However, the Company may, in its sole discretion and in compliance with any applicable laws, take such actions as it may deem necessary to solicit consents or make offers to exchange in any jurisdiction and may extend the 90% Consent Solicitation to, and solicit consents or make offers to exchange from, persons in such jurisdiction.

None of the Company, the Trustee, the Tabulation and Information Agent or any other person makes any recommendation as to whether or not holders of the 2026 Notes should deliver consents or participate in the exchange. Each Eligible Holder must make its own decision as to whether or not to deliver consents.

The communication of the Consent Solicitation and Exchange Offer Memorandum and any other documents or materials relating to the Consents or Exchange Offer is not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the "FSMA"). Accordingly, the Consent Solicitation and Exchange Offer Memorandum is for distribution only to persons who: (a) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Order")); (b) are persons falling within Article 43 of the Order; (c) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc.") of the Order; (d) are outside the United Kingdom; or (e) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). The Consent Solicitation and Exchange Offer Memorandum 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 Consent Solicitation and Exchange Offer Memorandum relates is available only to relevant persons and will be engaged in only with relevant persons.

The making of the 90% Consent Solicitation may be restricted by laws and regulations in some jurisdictions. Persons into whose possession the Consent Solicitation and Exchange Offer Memorandum comes must inform themselves about and observe these restrictions.

This announcement contains inside information within the meaning of Regulation (EU) No 596/2014 of 16 April 2014 on market abuse.

The person responsible for arranging the release of this announcement on behalf of the Company is Alec Pratt, Chief Financial Officer.

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About Victoria PLC (www.victoriaplcc.com)

Established in 1895 and listed since 1963 and on AIM since 2013 (VCP.L), Victoria PLC, is an international manufacturer and distributor of innovative flooring products. The Company, which is headquartered in Worcester, UK, designs, manufactures and distributes a range of carpet, flooring underlay, ceramic tiles, LVT (luxury vinyl tile), artificial grass, rugs and flooring accessories.

Victoria has operations in the UK, Spain, Italy, Belgium, the Netherlands, Germany, Turkey, the USA, and Australia and employs approximately 5,350 people across more than 30 sites. Victoria is Europe's largest carpet manufacturer and the second largest in Australia, as well as the largest manufacturer of underlay in both regions.

The Company's strategy is designed to create value for its shareholders and is focused on consistently increasing earnings and cash flow per share via acquisitions and sustainable organic growth.

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