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January 15, 2026

MHP LUX S.A. ANNOUNCES INVITATION TO PURCHASE NOTES FOR CASH

MHP Lux S.A. (the **Company**) and, together with MHP S.E., the ultimate holding company and its consolidated subsidiaries and subsidiary undertakings, the **Group**) has today launched an invitation to the holders (the **Noteholders**) of its U.S. 550,000,000 6.95% Guaranteed Notes due April 3, 2026 (the **Notes**) to tender for purchase for cash any and all of the U.S. 550,000,000 aggregate principal amount of Notes outstanding, subject to the offer and distribution restrictions below, and upon the terms and subject to the conditions, including the Financing Condition (as defined below), set forth in a tender offer memorandum dated January 15, 2026 (as it may be amended or supplemented from time to time, the **Tender Offer Memorandum**) in accordance with the procedures described therein. The invitation to tender the Notes for purchase is referred to herein as the **Tender Offer**. Concurrently with the launch of the Tender Offer, the Company published on January 15, 2026 a conditional redemption notice, announcing its intention to redeem any outstanding Notes not tendered and accepted for payment pursuant to the indenture governing the Notes (the **Indenture**), subject to the closing of the New Notes Offering (as defined below) and the Notes accepted in the Tender Offer. Capitalised terms used in this announcement but not otherwise defined have the meanings given to them in the Tender Offer Memorandum. Copies of the Tender Offer Memorandum are available, subject to offer and distribution restrictions, on the Tender Offer Website: <https://deals.is.kroll.com/mhp>.

Description of the Notes	Notes Identifiers	Outstanding Principal Amount	Early Tender Offer Consideration	Tender Offer Consideration	Amount subject to the Tender Offer
U.S. 550,000,000 6.95% Guaranteed Notes due April 3, 2026	Regulation S Common Code 173469911 / ISIN XS1713469911 Rule 144A Common Code 111730814 / ISIN: US59318YAA64 / CUSIP: 59318YAA6	U.S. 550,000,000	U.S. 1,000 <i>per U.S. 1,000 principal amount of Notes</i>	U.S. 1,000 <i>per U.S. 1,000 principal amount of Notes</i>	Any and all

Early Tender Deadline, Expiration Deadline and Redemption Date

The Early Tender Deadline is 5.00 p.m. (New York City time) on January 29, 2026, unless such time and date is extended by the Company (such time and date, as the same may be extended, the **Early Tender Deadline**).

The Tender Offer will finally expire at 11:59 p.m. (New York City time) on February 12, 2026, unless extended (such time and date, as the same may be extended, the **Expiration Deadline**).

Any remaining Notes not validly tendered and accepted for purchase will be redeemed on or about February 18, 2026 (the **Redemption Date**), subject to the Financing Condition.

Rationale for the Tender Offer

The purpose of the Tender Offer is to proactively and prudently address the Group's indebtedness under the Notes in advance of their maturity on April 3, 2026 and associated operational and financial risks, thereby facilitating Noteholders' seamless rollover into the New Notes Offering and the extension of their credit exposure. The Group is able to do so by issuing the New Notes, as well as through the Group's existing cash resources. The Company intends to deliver all Notes acquired pursuant to the Tender Offer to the Trustee for prompt cancellation.

New Notes Offering

Concurrently with the launch of the Tender Offer, the Group announced its intention to issue dollar-denominated senior fixed rate notes due 2029 (the "**New Notes**" and the offering thereof, the "**New Notes Offering**").

Whether the Company will accept for purchase any Notes validly tendered in the Tender Offer is subject, without limitation, to settlement of the New Notes Offering in an amount which, together with a cash balance of U.S. 100 million, is sufficient to permit the Company to discharge its obligations under the Tender Offer on the Final Payment Date and the redemption of any remaining Notes on the Redemption Date. (the "**Financing Condition**"). The Company may accept for purchase any and all of the Notes validly tendered, subject to the Financing Condition. The acceptance for purchase by the Company of Notes validly tendered pursuant to the Tender Offer is at the sole discretion of the Company and tenders may be rejected by the Company for any reason. Notes accepted for purchase will in no circumstances be subject to pro ration.

Proceeds from the issuance of the New Notes will be used for purchasing the Notes in the Tender Offer and/or the concurrent call option. Notes purchased by the Group pursuant to the Tender Offer will be cancelled and will not be re-issued or re-sold. Notes which have not been validly offered and accepted for purchase pursuant to the Tender Offer will be redeemed at par on the Redemption Date.

A Noteholder who wishes to subscribe for the New Notes in addition to tendering its Notes for purchase pursuant to the Tender Offer may be eligible to receive, at the sole and absolute discretion of the Company, priority in the allocation of the New Notes, subject to the issue of the New Notes and such Noteholder (i) confirming such Noteholder's holdings to the Dealer Manager, (ii) confirming such Noteholder's tender or intention to tender to the Dealer Manager and (iii) making a separate application for the purchase of such New Notes to the Dealer Manager in its role as the Global Coordinator and Sole Bookrunner of the issue of the New Notes in accordance with the standard new issue procedures of the Global Coordinator and Sole Bookrunner prior to the pricing of the New Notes. See "*Tender Offer*" in the Tender Offer Memorandum for more information.

Cash to be Received for Tendered Notes

On the Early Payment Date, Noteholders that validly tender their Notes (and do not validly withdraw) such Notes at or prior to the Early Tender Deadline (provided such tender is received by the Tender and Information Agent at or prior to the Early Tender Deadline), if the Company accepts the tender of such Notes, will be paid (subject to the conditions and in accordance with the procedures described in the Tender Offer Memorandum):

- the Early Tender Offer Consideration; and
- an amount in cash in U.S. dollars equal to accrued and unpaid interest, if any, from (and including) the immediately preceding interest payment date up to but excluding the Early Payment Date (rounded to the nearest cent, with U.S. 0.005 to be taken as a full cent) (the "**Accrued Interest Amount**").

On the Final Payment Date, Noteholders that validly tender their Notes after the Early Tender Deadline but at or prior to the Expiration Deadline (provided such tender is received by the Tender and Information Agent at or prior to the Expiration Deadline), if the Company accepts the tender of such Notes, will be paid (subject to the conditions and in accordance with the procedures described in the Tender Offer Memorandum):

- the Tender Offer Consideration; and
- an amount in cash in U.S. dollars equal to accrued and unpaid interest, if any, from (and including) the immediately preceding interest payment date up to but excluding the Final Payment Date (rounded to the nearest cent, with U.S. 0.005 to be taken as a full cent) (the "**Accrued Interest Amount**").

The calculations of the Early Tender Offer Consideration or the Tender Offer Consideration, as applicable, and the relevant Accrued Interest Amount will be made by the Company and such calculations will be final and binding on all Noteholders, absent manifest error.

Acceptance of Tendered Notes

The Company intends to accept for payment any and all validly tendered and not validly withdrawn Notes at or prior to the Expiration Deadline. The Company reserves the right, in its sole and absolute discretion, not to purchase any Notes, subject to applicable law.

Conditions to the Tender Offer

The Tender Offer is subject to the settlement of the New Notes Offering (as described above) in an amount which, together with a cash balance of U.S. 100 million, is sufficient, along with cash resources on hand, to permit the Company to discharge its obligations under the Tender Offer on the Final Payment Date and the redemption of any remaining Notes on the Redemption Date. See "*Tender Offer*" in the Tender Offer Memorandum for more information.

Notes that are not successfully tendered for purchase pursuant to the Tender Offer and the terms and conditions set out in the Tender Offer Memorandum will be redeemed at par pursuant to the Indenture.

Expected Timetable of Events

The times and dates below are indicative only.

<u>Date/Action</u>	<u>Calendar Date and/or Time</u>
Commencement Date	January 15, 2026
Expected Pricing of the New Notes	Pricing of the New Notes is expected to take place prior to the Early Tender Deadline.
Early Tender Deadline	5:00 p.m. (New York City time) on January 29, 2026, unless extended or the Tender Offer has been terminated or withdrawn. In the case of an extension, the Early Tender Deadline will be such other date and time as so extended
Early Results Announcement Date	As soon as practicable after the Early Tender Deadline on or around January 30, 2026
Settlement of the New Notes	Expected on or about one week before the Early Payment Date
Early Payment Date	Expected on or about one week after the settlement of the New Notes. Exact date to be announced on the Early Results Announcement Date
Expiration Deadline	11:59 p.m. (New York City time) on February 12, 2026, unless extended or the Tender Offer has been terminated or withdrawn. In the case of an extension, the Expiration Deadline will be such other date and time as so extended
Final Results Announcement Date	As soon as practicable after the Expiration Deadline on or around February 13, 2026
Final Payment Date	A date promptly following the Expiration Deadline and is expected to be on or around February 17, 2026
Redemption Date	On or around February 18, 2026

Noteholders are advised to check with any broker, dealer, bank, custodian, trust company or other nominee or other intermediary through which they hold Notes to confirm whether such intermediary requires that it receives instructions for such Noteholder to participate in the Tender Offer before the deadlines specified above. The deadlines set by each Clearing System for the submission of Notes subject to the Tender Offer may be earlier than the relevant deadlines above.

The Company expressly reserves the right, in its sole discretion, subject to the requirements of applicable law, to, *inter alia*, (i) terminate, withdraw or re-open the Tender Offer, (ii) extend the Expiration Deadline or the Early Tender Deadline, and (iii) amend the terms of the Tender Offer.

For Further Information

A complete description of the terms and conditions of the Tender Offer is set out in the Tender Offer Memorandum. Further details about the Tender Offer can be obtained from:

The Dealer Manager

Requests for information in relation to the Tender Offer should be directed to:

J.P. Morgan SE
Taunustor 1 (TaunusTurm)
60310 Frankfurt am Main
Germany
E-mail: em_europe_lm@jpmorgan.com
Attention: Liability Management

The Tender and Information Agent

Requests for information in relation to the procedures for tendering Notes and participating in the Tender Offer and the submission of an electronic instruction or submission should be directed to the Tender and Information Agent.

Subject to the offer and distribution restrictions, the Tender Offer Memorandum and any further announcements and amendments related to the Tender Offer may be obtained from the Tender Offer Website maintained by the Tender and Information Agent: <https://deals.is.kroll.com/mhp>.

Kroll Issuer Services Limited

The News Building
3 London Bridge Street
London SE1 9SG
United Kingdom

Telephone: +44 20 7704 0880

Attention: Owen Morris

Email: mhp@is.kroll.com

Tender Offer Website: <https://deals.is.kroll.com/mhp>

DISCLAIMER

This announcement must be read in conjunction with the Tender Offer Memorandum. No offer or invitation to acquire or exchange any notes is being made pursuant to this announcement. This announcement and the Tender Offer Memorandum contain important information, which must be read carefully before any decision is made with respect to the Tender Offer. If any Noteholder is in any doubt as to the action it should take, it is recommended to seek its own legal, tax and financial advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent financial adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to participate in the Tender Offer. None of the Company, the Dealer Manager, the Tender and Information Agent, or any person who controls, or is a director, officer, employee or agent of such persons, or any affiliate of such persons, makes any recommendation as to whether Noteholders should participate in the Tender Offer.

This announcement does not constitute an offer of securities for sale in the United States. The securities referred to herein may not be offered or sold in the United States absent registration under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or another exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The offer and sale of the securities referred to herein has not been and will not be registered under the Securities Act. There will be no public offer of the securities in the United States.

OFFER AND DISTRIBUTION RESTRICTIONS

This announcement, the Tender Offer Memorandum and any related documents do not constitute an offer to buy or a solicitation or an invitation to offer to sell Notes in any jurisdiction in which, or to or from any persons to or from whom, such solicitation or invitation is unlawful, and invitations for offers to sell will not be accepted from Noteholders located or resident in any jurisdiction in which such solicitation or offer is unlawful. In those jurisdictions where the securities or other laws require the Tender Offer to be made by a licensed broker or dealer, any actions in connection with the Tender Offer shall be deemed to be made on behalf of the Company by one or more registered brokers or dealers licensed under the laws of such jurisdiction.

In addition to the representations referred to below in respect of Cyprus, France, Italy and the United Kingdom, each Noteholder participating in the Tender Offer will also be deemed to give certain representations in respect of the other jurisdictions referred to above and generally as set out in the section of the Tender Offer Memorandum entitled "*Procedures for Tendering Notes*." Any tender of Notes for purchase pursuant to the Tender Offer from a Noteholder that is unable to make these representations will not be accepted. Each of the Company, the Dealer Manager and the Tender and Information Agent reserves the right, in its absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to the Tender Offer, whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Company determines (for any reason) that such representation is not correct, such tender of Notes shall not be accepted.

Cyprus

The Tender Offer is not intended to be and must not be made directly or indirectly to the public in Cyprus by way of a public offering as defined in (i) the Cyprus Public Offer and Prospectus Law, Law No. 114(I)/2005, as amended or replaced from time to time (the "**Cyprus Prospectus Law**") and (ii) Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC ("**EU Prospectus Regulation**").

This announcement, the Tender Offer Memorandum or any other documents or materials relating to the Tender Offer, as well as any disclosure statements or information therein relating to the Tender Offer will not be released, issued, published, communicated, advertised or disseminated to the public in Cyprus.

This announcement, the Tender Offer Memorandum and all other documents and materials relating to the Tender Offer do not constitute investment advice or a recommendation under Cyprus law, nor do they constitute an offer or advertisement of securities in Cyprus, they are not intended to be and must not be distributed via information distribution channels or to the public in Cyprus.

Neither this announcement, nor the Tender Offer Memorandum nor any other documents or materials relating to the Tender Offer (whether in its preliminary or final form) has been registered or is intended to be registered and has not been submitted or is intended to be submitted for approval to the Cyprus Securities and Exchange Commission ("CySEC").

This announcement, the Tender Offer Memorandum and any other documents and materials relating to the Tender Offer may be distributed in Cyprus by a duly licensed investment firm or by a credit institution authorized under Directive 2013/36/EU or by a third-country firm providing investment services or performing investment activities through the establishment of a branch in Cyprus (collectively, the "**Authorised Intermediaries**"), permitted and authorised to provide investment services and conduct investment activities in Cyprus in accordance with the following enactments:

- (a) the Investment Services and Activities and Regulated Markets Law, No. 144 (I) of 2007, as amended from time to time (the "**2007 Investment Services Law**");
- (b) the Investment Services and Activities and Regulated Markets Law, No. 87(I)/2017, as amended from time to time (the "**2017 Investment Services Law**");
- (c) Regulation (EU) No. 600/2014 of the European Parliament and of the Council of May 15, 2014 on markets in financial instruments and amending Regulation (EU) No. 648/2012, as amended from time to time ("**MiFIR**"),

and only to professional clients in Cyprus as defined in the 2007 Investment Services Law and in the 2017 Investment Services Law.

Noteholders or beneficial owners of the Notes may tender their Notes in the Tender Offer through Authorised Intermediaries, permitted and authorised to conduct such activities in Cyprus in accordance and in compliance with the 2007 Investment Services Law, the 2017 Investment Services Law, MiFIR, the EU Prospectus Regulation, the Cyprus Prospectus Law and other applicable laws and regulations or any other applicable requirements imposed by CySEC and any other competent authority in Cyprus.

This announcement, the Tender Offer Memorandum and any other documents and materials relating to the Tender Offer may not be used for any invitation or solicitation purposes for or in connection with the sale, marketing, offering or acquisition of any securities in Cyprus in circumstances under which it is unlawful under Cyprus laws to make such an invitation or solicitation.

France

The Tender Offer is not being made, directly or indirectly, to the public in the Republic of France ("**France**"). None of this announcement, the Tender Offer Memorandum nor any other document or material relating to the Tender Offer has been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fourrissant le service d'investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*) with the exception of individuals, acting for their own account, all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 of the French *Code monétaire et financier*, are eligible to participate in the Tender Offer.

None of this announcement, the Tender Offer Memorandum nor any other offering material relating to the Tender Offer has been or will be submitted for clearance to the *Autorité des Marchés Financiers*.

Italy

None of the Tender Offer, this announcement, the Tender Offer Memorandum or any other documents or materials relating to the Tender Offer have been submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa* ("**CONSOB**") pursuant to Italian laws and regulations.

The Tender Offer is being carried out in the Republic of Italy ("**Italy**") as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of February 24, 1998, as amended (the "**Financial Services Act**") and article 35-bis, paragraph 4, of CONSOB Regulation No. 11971 of May 14, 1999, as amended.

Noteholders or beneficial owners of the Notes may tender their Notes in the Tender Offer through authorised intermediaries (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of October 29, 2007, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties *vis-à-vis* its clients in connection with the Notes or the Tender Offer.

United Kingdom

The communication of this announcement, Tender Offer Memorandum and any other documents or materials relating to the Tender Offer are not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the "FSMA"). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may be communicated to (1) persons who have professional experience in matters relating to investments, being investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Financial Promotion Order"); (ii) persons who fall within Article 43(2) of the Financial Promotion Order, including existing members and creditors of the Company, (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Financial Promotion Order; or (iv) any other persons to whom these documents and/or materials may lawfully be communicated in accordance with the Financial Promotion Order.

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