

**RIS Announcement**

**SGS FINANCE PLC (the “Issuer”)**

**Notice to holders (the “Noteholders”)  
of the**

**£450,000,000 9 per cent. Notes due 2028 (ISIN: XS0904228557), £350,000,000 9 per cent. Notes due 2033 (ISIN: XS0904228987) and the £350,000,000 9 per cent. Notes due 2035 (ISIN: XS1131914811)  
of the Issuer (the “Notes”)**

The Notes are admitted to the official list of the Irish Stock Exchange plc trading as Euronext Dublin and to trading on its regulated market.

All defined terms used in this notice and not otherwise defined have the meanings given to them in the Practice Statement Letter (as defined below) and the master definitions agreement between, among others, SGS Finco Limited (“FinCo”) and the Issuer (as amended and supplemented from time to time).

This notice refers to:

- (i) the practice statement letter dated 5 January 2024 issued by FinCo (the “**Practice Statement Letter**”) in connection with implementing its ongoing recapitalisation process via a scheme of arrangement under Part 26 of the UK Companies Act 2006 (the “**Scheme**”), such Practice Statement Letter being available via <https://deals.is.kroll.com/sgs> (the “**Scheme Website**”) as notified to Noteholders on 5 January 2024;
- (ii) the announcement made by the Issuer on 19 January 2024 notifying the Noteholders of updates to certain dates in the Scheme timetable referenced in the Practice Statement Letter (the “**19 Jan Announcement**”); and
- (iii) the “**Recapitalisation Process Update**” as defined in the announcement made by the Issuer on 5 March 2024 to the Noteholders notifying them of the availability of such Recapitalisation Process Update at <https://portal.cscgfm.com/issuers/sgs-shopping-centres>; and
- (iv) the convening hearing held at Court on 8 March 2024 in respect of the Scheme.

**NOTICE IS HEREBY GIVEN** to the Noteholders of a further amendment to the date of the Scheme Meeting referenced (and as defined) in the Practice Statement Letter, as amended by the 19 Jan Announcement. The Scheme Meeting will now occur on 4 April 2024 (previously scheduled for 27 March 2024).

**NOTICE IS HEREBY GIVEN** to the Noteholders that a notice confirming the details of the Scheme Meeting (to be held on 4 April 2024) has been published on the Scheme Website. The following documents are also available on the Scheme Website: (i) the Explanatory Statement, (ii) the Scheme, (iii) voting and proxy documents, and (v) the principal agreements and other related documents that will document the terms of the Restructuring under the Scheme.

**NOTICE IS HEREBY GIVEN** to Noteholders that certain other dates in the Scheme process as referenced in the Recapitalisation Process Update (specifically slides numbered 11 and 12) are consequently updated as set out in the table below.

| <b>Event noted in Recapitalisation Process Update</b>   | <b>Date noted in the Recapitalisation Process Update</b> | <b>Updated date (and time if applicable)</b> |
|---|--|--|
| The agreed long-form documents in respect of the New Shares/New AUIs and PIK Notes and the agreed form term sheet in respect of the new senior financing are circulated to Scheme Creditors | 18 March   | 25 March                                     |

| Event noted in Recapitalisation Process Update         | Date noted in the Recapitalisation Process Update | Updated date (and time if applicable) |
|--|---|---------------------------------------|
| Custody instructions deadline for Existing Noteholders | 22 March  | 28 March<br>(5 p.m. London time)      |
| Voting instructions deadline for Scheme Creditors      | 25 March  | 2 April<br>(5 p.m. London time)       |
| Scheme of Arrangement Creditors meeting                | 27 March  | 4 April<br>(10 a.m. London time)      |
| Consent-fee period under the Lock-Up Agreement ends    | 27 March  | 4 April<br>(5 p.m. London time)       |

This notice is also available online through the Scheme website <https://deals.is.kroll.com/sgs>.

Noteholders who wish to contact advisors to the steering committee of Scheme Creditors (the “**Steering Committee**”) on the process of acceding to the Lock-Up Agreement and voting should reach out to:

- Moelis & Company (financial advisors to the Steering Committee) at Project\_Statue\_Ext@moelis.com; and
- Kirkland & Ellis International LLP (legal advisors to the Steering Committee) at ProjectStatueKE@kirkland.com.

Noteholders should contact the Information Agent appointed for the Scheme at [sgs@is.kroll.com](mailto:sgs@is.kroll.com) with any questions on this notice.

This notice is given by:

**SGS FINANCE PLC**

1 Bartholomew Lane  
London EC2N 2AX  
United Kingdom

Dated: 8 March 2024

This Announcement contains inside information and is made by the Issuer pursuant to Regulation (EU) No. 596/2014 (the “**Market Abuse Regulation**”) and Commission Implementing Regulation (EU) 2016/1055 (the “**Commission Implementing Regulation**”) relating thereto. For the purposes of the Market Abuse Regulation and Article 2 of the Commission Implementing Regulation, this announcement is made by Sue Abrahams (Director) at SGS Finance PLC.

Legal Entity Identifier number: 2138002KWL9MRVQD514