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**THIS ANNOUNCEMENT IS FOR INFORMATION PURPOSES ONLY AND IS NOT AN OFFER TO PURCHASE OR A SOLICITATION OF AN OFFER TO SELL ANY NOTES**



**SYNTHOMER PLC  
NOTICE OF TENDER OFFER**

**THIS ANNOUNCEMENT IS INTENDED FOR HOLDERS OF THE SENIOR NOTES DUE 2025 HELD IN THE REGULATION S GLOBAL NOTE BEARING ISIN NUMBER XS2194288390 (COMMON CODE: 219428839)**

Synthomer PLC (the “Company”) offers to purchase for cash its outstanding Senior Notes due 2025 held in the Regulation S global notes bearing ISIN number XS2194288390 (Common Code: 219428839) (the “Notes”) issued by the Company, up to the Maximum Acceptance Amount (as set forth below) and subject to the Financing Condition and the other terms and conditions set forth below.

April 9, 2024 – the Company announces today that it is offering to purchase for cash up to the Maximum Acceptance Amount (as set forth below and which may be increased or decreased at the Company’s sole and absolute discretion) of its outstanding Notes (the “**Tender Offer**”), as further described in the tender offer memorandum dated as of the date hereof (the “**Tender Offer Memorandum**”). Capitalized terms used herein but not otherwise defined are as set forth in the Tender Offer Memorandum.

The Tender Offer begins on the date hereof and will expire at 4:00 p.m., London time, on April 16, 2024, unless extended or earlier terminated by the Company (such time and date, as the same may be extended, the “**Expiration Deadline**”). Noteholders must validly tender their Notes, and not validly withdraw their Notes, at or prior to the Expiration Deadline in order to receive the Purchase Price (as set forth below) and Accrued Interest (as defined below) on the Payment Date (as defined below).

Subject to a tender of the Notes in minimum principal amounts of €100,000 and multiples of €1,000 thereafter, the amount in cash to be paid to each Noteholder for the Notes accepted for purchase will be an amount (rounded to the nearest €0.01 with €0.005 rounded upwards) equal to: (i) the aggregate amount of the Notes of such Noteholder accepted for purchase pursuant to the Tender Offer at the purchase price (the “**Purchase Price**”) of €1,000 per €1,000 aggregate principal amount of Notes accepted; plus (ii) amounts for accrued and unpaid interest up to but not including the Payment Date (as defined herein) on the Notes which are accepted for purchase in the Tender Offer (“**Accrued Interest**”).

The “**Payment Date**” will be promptly after the Expiration Deadline in respect of any Notes that are (i) validly tendered (and not validly withdrawn) at or prior to the Expiration Deadline and (ii) accepted for purchase in accordance with the terms hereof. The Payment Date is expected to be no later than April 19, 2024, unless otherwise extended, amended or terminated.

The aggregate cash consideration (excluding any Accrued Interest payments) to be paid by the Company (the “**Aggregate Tender Consideration**”) to purchase the aggregate nominal amount (if any) of Notes validly tendered pursuant to the Tender Offer that the Company decides, in its sole and absolute discretion, to accept for purchase (the “**Final Acceptance Amount**”), may be more or less than the initial Maximum Acceptance Amount (as set forth below and as decided in the Company’s sole and absolute discretion).

The Company is commencing the Tender Offer as part of a refinancing transaction in connection with the Company’s expected issuance of senior notes on or prior to the Payment Date (the “**New Notes**”), in an amount and on terms and conditions reasonably satisfactory to the Company (the “**New Issuance**”). The proceeds of the New Notes, together with cash on balance sheet, will be used (i) to complete the Tender Offer or otherwise repurchase the Notes (the “**Refinancing**”), including the payment of accrued and unpaid interest and (ii) to pay the fees and expenses in connection with the New Issuance and the Refinancing.

The Company will, in connection with the allocation of the New Notes, consider among other factors whether or not the relevant investor seeking an allocation of the New Notes has, prior to such allocation, validly tendered or given a firm intention to the Company or the Dealer Managers that they intend to tender their Notes pursuant to the Tender Offer and, if so, the aggregate

principal amount of Notes tendered or intended to be tendered by such investor. Therefore, a Noteholder who wishes to subscribe for New Notes in addition to validly tendering its Notes for purchase pursuant to the Tender Offer may be eligible to receive, at the sole and absolute discretion of Company, priority in the allocation of the New Notes, subject to the issue of the New Notes and such Noteholder also making a separate application for the purchase of such New Notes to the Dealer Managers (in their capacity as a manager of the issue of the New Notes) (the “**New Issue Priority**”).

However, the Company is not obliged to allocate the New Notes to a Noteholder who has validly tendered or indicated a firm intention to tender Notes pursuant to the Tender Offer and, if New Notes are allocated, the principal amount thereof may be less or more than the principal amount of Notes tendered by such holder and accepted by the Company pursuant to the Tender Offer. Any such allocation will also, among other factors, take into account the denomination of the New Notes (being €100,000).

Noteholders that wish to tender their Notes for purchase pursuant to the Tender Offer in addition to subscribing for New Notes can receive (at the Company’s sole and absolute discretion) priority of acceptance in the Tender Offer through the use of a unique reference number obtained from the Dealer Managers (the “**Acceptance Code**”), subject to the successful completion (in the sole determination of the Company) of the offering of the New Notes and the completion of the Tender Offer.

A Noteholder can obtain such an Acceptance Code by contacting the Dealer Managers, the contact details for which are on the last page of the Tender Offer Memorandum. The receipt of an Acceptance Code in conjunction with the issue of the New Notes does not constitute acceptance of a tender of Notes for purchase pursuant to the Tender Offer by the Company.

The Tender Offer is conditioned, amongst other conditions, on the “**Financing Condition**,” which is the issuance by the Company of the New Notes, on or prior to the Payment Date, in an amount and on terms and conditions reasonably satisfactory to the Company. There can be no assurance that the Company will be able to complete the New Issuance and satisfy the Financing Condition.

The Tender Offer is subject to the terms and conditions set forth in the Tender Offer Memorandum, including the Financing Condition and certain other customary conditions.

Description of the Notes	Outstanding Principal Amount <sup>(1)</sup>	ISIN/ Common Code	Maturity Date	Coupon Rate	Minimum Denomination	Purchase Price per €1,000	Maximum Acceptance Amount
Senior Notes due 2025	€520,000,000	XS2194288390/ 219428839	July 1, 2025	3½%	€100,000 and integral multiples of €1,000 thereafter	€1,000	€370,000,000 in aggregate principal amount (subject to the Company’s right, in its sole and absolute discretion, to increase or decrease the aggregate principal amount of Notes accepted for purchase)

(1) The Outstanding Principal Amount comprises the Notes, which were originally sold pursuant to Regulation S under the Securities Act (ISIN: XS2194288390; Common Code: 219428839), and does not include the notes issued under the Indenture (as defined herein) and originally sold pursuant to Rule 144A under the Securities Act (ISIN: XS2194288630; Common Code: 219428863) (the “**Rule 144A Notes**”), if any. There can be no assurance that the Outstanding Principal Amount continues to be held pursuant to the Regulation S global notes. For the avoidance of doubt, the Tender Offer being made pursuant to the Tender Offer Memorandum is only being made in respect of the Notes which are held pursuant to Regulation S under the Securities Act.

Below is an indicative timetable providing information with respect to the expected dates and times for the Tender Offer. The timetable is subject to change, and dates and times may be extended, amended or terminated by the Company as described in the Tender Offer Memorandum.

Date	Calendar Date and Time	Event
<b>Commencement Date</b>	April 9, 2024	Commencement of the Tender Offer upon the terms and subject to the conditions set forth in the Tender Offer Memorandum.
<b>Expiration Deadline</b>	4:00 p.m., London time, on April 16, 2024	Deadline for Notes to be validly tendered. The Tender Offer will expire on the Expiration Deadline unless extended, re-opened, amended or terminated prior to such Expiration Deadline. The Company may, in its sole and absolute discretion, re-open, extend, amend or terminate the Tender Offer.

<b>Announcement of Final Results</b>	As soon as practicable after the Expiration Deadline	As soon as practicable after the Expiration Deadline, the Company will announce the results of the Tender Offer, including the Final Acceptance Amount (as defined herein) and the Aggregate Tender Consideration.
<b>Payment Date</b>	No later than April 19, 2024	Subject to satisfaction and/or waiver of the Conditions (including the Financing Condition), the Company will pay the Purchase Price (plus Accrued Interest) for the Final Acceptance Amount in an amount equal to the Aggregate Tender Consideration (which may be increased or decreased in the Company's sole and absolute discretion). If the Company accepts the tender of Noteholders' Notes pursuant to the Tender Offer, Noteholders, or the custodial entity acting on such Noteholders' behalf, must deliver to the Company good and marketable title to such Notes.

The Company will only accept tenders with respect to the Notes, which are held in the Regulation S global notes bearing ISIN number XS2194288390 (Common Code: 219428839). The Company will not accept tenders with respect to Rule 144A Notes. Each Noteholder participating in the Tender Offer will represent that it is not a U.S. Person and it is not located and it is not resident in the United States and is not participating in the Tender Offer from the United States or it is acting on a non-discretionary basis for a principal who is not a U.S. Person and is located and resident outside the United States that is not giving an order to participate in the Tender Offer from the United States. For the purposes hereof, "United States" means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.

Citigroup Global Markets Limited, Goldman Sachs Bank Europe SE and HSBC Bank plc are acting as "**Dealer Managers**" for the Tender Offer. In connection with the Tender Offer, Citibank, N. A., London Branch has been appointed as tender agent (in such capacity, the "**Tender Agent**"). Holders with questions about the Tender Offer should contact the Dealer Managers or the Tender Agent. Any extension, amendment or termination of the Tender Offer shall be published by the Company by press release or notice to the Tender Agent.

None of the Company, the Dealer Managers, the Tender Agent or any of their respective affiliates are making any recommendations to the Noteholders as to whether to tender or refrain from tendering their Notes in the Tender Offer. Noteholders must decide how many Notes they will tender, if any.

Noteholders who have Notes registered in the name of a broker, dealer, commercial bank, trust company or other nominee must contact, and issue appropriate instructions to, such broker, dealer, commercial bank, trust company or other nominee if such Noteholder desires to tender those Notes. **The deadlines set by the clearing systems for submission of tender instructions may be earlier than the relevant deadlines specified in the Tender Offer Memorandum.**

Copies of the Tender Offer Memorandum can be obtained by eligible Noteholders from the Tender Agent at the telephone number below.

## THE COMPANY

**Synthomer plc**  
45 Pall Mall  
London SW1Y 5JG  
United Kingdom

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

## THE DEALER MANAGERS

**Citigroup Global Markets Limited**  
Citigroup Centre  
Canada Square  
Canary Wharf  
London E14 5LB  
United Kingdom

Attn: Liability Management Group  
Tel: +44 20 7986 8969  
Email: [liabilitymanagement.europe@citi.com](mailto:liabilitymanagement.europe@citi.com)

**Goldman Sachs Bank Europe SE**

Marienturm  
Taunusanlage 9-10  
60329 Frankfurt am Main  
Germany

Attention: Liability Management Group  
Tel: +44 20 7774 4836  
Email: liabilitymanagement.eu@gs.com

**HSBC Bank plc**

8 Canada Square  
London E14 5HQ

Attention: Liability Management, DCM  
Tel: +44 20 7992 6237  
Email: LM\_EMEA@hsbc.com

*Requests for information in relation to the procedures for tendering Notes and participating in the Tender Offer and the submission of an Electronic Instruction should be directed to the Tender Agent:*

**THE TENDER AGENT**

**Citibank, N. A., London Branch**

Citigroup Centre  
Canada Square  
Canary Wharf  
London E14 5LB  
United Kingdom

Attention: Agency & Trust: Exchange Team  
Tel: +44 20 7508 3867  
E-mail: Citiexchanges@citi.com

**None of the Company, the Trustee, the Dealer Managers or the Tender Agent makes any recommendation as to whether you should tender any or all of your Notes. This announcement is not an offer to purchase any Notes or a solicitation of an offer to sell any Notes. The Tender Offer is being made solely by means of the Tender Offer Memorandum.**

## DISCLAIMER

NOT FOR DISTRIBUTION FROM, WITHIN, IN OR INTO THE UNITED STATES, ITS TERRITORIES AND POSSESSIONS (INCLUDING PUERTO RICO, THE U.S. VIRGIN ISLANDS, GUAM, AMERICAN SAMOA, WAKE ISLAND AND THE NORTHERN MARIANA ISLANDS) OR ANY STATE OF THE UNITED STATES OR THE DISTRICT OF COLUMBIA.

The Tender Offer is not being made and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telephone and the internet. The Notes may not be tendered in the Tender Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States. Accordingly, copies of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Tender Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any persons located or resident in the United States. Any purported tender of Notes in the Tender Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by a person located or resident in the United States, or any agent, fiduciary or other Intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

The distribution of the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession the Tender Offer Memorandum comes are required by the Company, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions.

**This announcement is neither an offer to purchase nor the solicitation of an offer to sell any of the securities described herein, nor shall there be any offer or sale of such securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The Tender Offers are made solely pursuant to the Tender Offer Memorandum dated April 9, 2024.**

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Tender Offer. If any Holder is in any doubt as to the action it should take, it is recommended that such Holder seeks its own financial and legal advice, including as to any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender Notes in the Tender Offer. None of the Company, the Dealer Managers or the Tender Agent makes any recommendation as to whether Noteholders should participate in the Tender Offer.

Any deadlines set by any intermediary will be earlier than the deadlines specified in the Tender Offer Memorandum.

The information contained in this announcement does not constitute an invitation or inducement to engage in investment activity within the meaning of the United Kingdom Financial Services and Markets Act 2000. In the United Kingdom, this announcement is being distributed only to, and is directed only at (i) persons who are outside the United Kingdom, (ii) persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Financial Promotion Order**”)), (iii) persons who are within Article 43 of the Financial Promotion Order or (iv) any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (all such persons together being referred to as “**relevant persons**”). This announcement and the Tender Offer Memorandum is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons.

This announcement contains forward-looking statements and information that is necessarily subject to risks, uncertainties, and assumptions. No assurance can be given that the transactions described herein will be consummated or as to the terms of any such transactions. The Company assumes no obligation to update or correct the information contained in this announcement.