

NOTEHOLDER CONSENT SOLICITATION

Released 11:16am 22-02-2019

GKN Holdings Limited
22 February 2019

THIS ANNOUNCEMENT RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIED OR MAY HAVE QUALIFIED AS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) 596/2014

GKN HOLDINGS LIMITED ANNOUNCES RESULTS OF CONSENT SOLICITATIONS

22 February 2019

On 29 January 2019, GKN Holdings Limited (the “**Issuer**”) announced invitations to the holders of each of its £450,000,000 5.375% Notes due 19 September 2022 (Common Code: 083097825; ISIN: XS0830978259) (the “**2022 Notes**”) and £300,000,000 3.375% Notes due 12 May 2032 (Common Code: 161185779; ISIN: XS1611857795) (the “**2032 Notes**”, and together with the 2022 Notes, the “**Notes**”) to consent to the amendment of certain provisions of the Trust Deeds, the terms and conditions of the Notes and other related documents (the “**Consent Solicitations**”), as described in more detail and in accordance with the terms and conditions set out in a consent solicitation memorandum dated 29 January 2019 (the “**Consent Solicitation Memorandum**”) and the Notice of Meetings (“**Notice**”) prepared by the Issuer.

A separate meeting of the holders of each of the 2022 Notes and the 2032 Notes was held earlier today (each a “**Meeting**”, and together the “**Meetings**”), and the Issuer now wishes to announce the results of the Meetings. Capitalised terms used herein and not otherwise defined shall have the meanings given to them in the Consent Solicitation Memorandum.

Results of the Meeting

NOTICE IS HEREBY GIVEN that at each of the Meetings the necessary quorum was achieved and the Extraordinary Resolution in respect of the 2022 Notes and the 2032 Notes was duly passed.

In addition, as described in detail in the Consent Solicitation Memorandum and the Notice, the Issuer has agreed not to implement the proposals contained in the Consent Solicitation Memorandum, even if the Extraordinary Resolutions are passed, unless each Extraordinary Resolution was passed without the benefit of votes cast by U.S. persons (as defined in Regulation S under the Securities Act), persons acting for the account or benefit of U.S. persons, or persons located or resident in the United States, or would still have been passed even if such votes are disregarded (including in respect of quorum requirements for each of the Meeting). It is hereby notified that the above mentioned conditions have been satisfied at the Meeting for each of the 2022 Notes and the 2032 Notes.

Accordingly, the Supplemental Trust Deeds in respect of each of the 2022 Notes and the 2032 Notes will be executed as soon as reasonably practicable.

Payment of Early Participation Fee

Payment of the Early Participation Fee will be made by the Issuer in the manner described in the Consent Solicitation Memorandum and the Notice, and is expected to be made by 26 February 2019.

Please note that Holders who did not deliver a valid Consent Instruction before the Early Instruction Deadline or who made arrangements for being represented and voting at the relevant Meeting other than pursuant to Consent Instructions, will not be eligible to receive the Early Participation Fee.

General

The Solicitation Agent

BNP Paribas
10 Harewood Avenue
London NW1 6AA
United Kingdom
Telephone: +44 20 7595 8668
Email: liability.management@bnpparibas.com
Attention: Liability Management

The Tabulation Agent

Lucid Issuer Services Limited
Tankerton Works
12 Argyle Walk
London WC1H 8HA
United Kingdom
Telephone: +44 20 7704 0880
Attention: David Shilson / Alexander Yangaev
Email: gkn@lucid-is.com

This announcement is released by GKN Holdings Limited and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (“MAR”), encompassing information relating to the Consent Solicitation and the proposed amendments described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Garry Barnes, Director at GKN Holdings Limited.

This announcement does not constitute an offer or an invitation to participate in the Consent Solicitations in any jurisdiction. The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required by each of the Issuer, the Solicitation Agent and the Tabulation Agent to inform themselves about, and to observe, any such restrictions.

No action has been or will be taken in any jurisdiction by the Issuer, the Solicitation Agent or the Tabulation Agent in relation to the Consent Solicitations that would permit a public offering of securities.

Any materials relating to the Consent Solicitations do not constitute, and may not be used in connection with, any form of offer or solicitation in any place where such offer or solicitation is not permitted by law.

The Consent Solicitations are not an offer of securities for sale in the United States or to any U.S. person (as defined in Regulation S under the Securities Act). Securities referred to herein may not be offered or sold in the United States absent registration or an exemption from registration. The 2022 Notes and the 2032 Notes have not been, and will not be, registered under the Securities Act, or the securities laws of any state or other jurisdiction of the United States, and may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in transactions not subject to, the registration requirements of the Securities Act and the applicable state or local securities laws.