

## RESULTS OF THE NOTES TENDER OFFER

Released 29 November 2022

GKN Holdings Limited  
29 November 2022

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### **GKN HOLDINGS LIMITED ANNOUNCES RESULTS OF ITS NOTES TENDER OFFER 29 NOVEMBER 2022**

GKN Holdings Limited (the "**Offeror**") announces the results of the Offer (as defined below) to the holders ("**Holders**") of its 3.375% Notes due 12 May 2032 (Common Code: 161185779; ISIN: XS1611857795) (the "**Notes**") to tender any and all of their Notes for purchase for cash (the "**Offer**").

The Offer was announced on 21 November 2022 and was made on the terms and subject to the conditions set out in a tender offer memorandum dated 21 November 2022 (the "**Tender Offer Memorandum**") prepared by the Offeror. Capitalised terms used herein and not otherwise defined shall have the meanings given to them in the Tender Offer Memorandum.

#### **Results of the Offer**

According to information provided by the Tender Agent, £169,957,000 in aggregate principal amount of the Notes were validly tendered and will be accepted for repurchase by the Offeror, subject to the terms and conditions described herein and in the Tender Offer Memorandum, for cash at a purchase price of £870 per £1,000 in principal amount of the Notes. The Offeror will also pay the Accrued Interest Payment in respect of all Notes validly tendered and delivered and purchased by the Offeror pursuant to the Offer for the period from and including the interest payment date of the Notes immediately preceding the Settlement Date to, but excluding, the Settlement Date.

The completion of the Offer is conditional upon the satisfaction or waiver of the General Conditions, as further described in the Tender Offer Memorandum.

#### **Settlement of the Offer and Other Relevant Information**

The Settlement Date is expected to be 1 December 2022, being three Business Days after the Expiration Time. The Offeror will make a further announcement confirming the Settlement Date in due course.

On the Settlement Date, payment of the Tender Offer Consideration will be made in immediately available funds delivered to the Clearing Systems for payment to the cash accounts of the relevant Direct Participants

in the Clearing Systems. The deposit of such funds with the Clearing Systems will discharge the obligation of the Offeror to all Holders in respect of the above amounts represented by such funds.

Upon completion of the Offer, Notes that are not validly tendered and accepted for purchase by the Offeror pursuant to the Offer and the terms and conditions set out in the Tender Offer Memorandum will remain outstanding and will remain subject to the terms and conditions of such Notes.

### **Further Information**

The Offeror has engaged Barclays Bank PLC and RBC Europe Limited to act as the Dealer Managers for the Offer. The Offeror has also engaged Kroll Issuer Services Limited to act as the Tender Agent.

#### **DEALER MANAGER**

**Barclays Bank PLC**  
5 The North Colonnade  
London  
E14 4BB  
United Kingdom  
Telephone: +44 20 3134 8515  
Email: eu.lm@barclays.com  
Attention: Liability Management Group

**RBC Europe Limited**  
100 Bishopsgate  
London  
EC2N 4AA  
United Kingdom  
Telephone: +44 20 7029 7420  
Email: liability.management@rbccm.com  
Attention: Liability Management Group

#### **TENDER AGENT**

**Kroll Issuer Services Limited**  
The Shard  
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London  
SE1 9SG  
United Kingdom  
Telephone: +44 20 7704 0880  
Email: melrose@is.kroll.com  
Attention: Illia Vyshenskyi  
Website: <https://deals.is.kroll.com/melrose>

*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. The Tender Offer Memorandum should also be consulted for information regarding the procedures for participating in the Offer and the conditions for the completion of the Offer. To receive copies of the Tender Offer Memorandum or for questions relating to the Offer, please contact the Dealer Managers or the Tender Agent using the contact information given above. None of the Offeror, the Guarantors, the Dealer Managers or the Tender Agent (or any of their respective directors, employees or Affiliates) is providing Holders with any legal, business, tax or other advice in this announcement or the Tender Offer Memorandum or makes any representation or recommendation whatsoever regarding this announcement, the Tender Offer Memorandum, the Offer or whether Holders of Notes should tender Notes for purchase pursuant to the Offer or refrain from tendering any Notes, and none of them has authorised any person to make any such recommendation.*

*This announcement is for informational purposes only and the distribution of this announcement and/or the Tender Offer Memorandum does not constitute an offer or an invitation to participate in the Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such offer or invitation or for there to be such participation under applicable laws. The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Tender Offer Memorandum comes are required by each of the Offeror, the Dealer Managers and the Tender Agent to inform*

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