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October 9, 2023

MHP SE ANNOUNCES RESULTS OF EARLY TENDER DEADLINE

MHP SE (the “**Company**”) today announces that holders (“**Noteholders**”) of the Company’s U.S.\$500,000,000 7.75% Notes due May 10, 2024 (the “**Notes**”) validly tendered and did not validly withdraw U.S.\$150,797,000 in aggregate principal amount of Notes on or prior to 5:00 p.m. (New York City time) on October 6, 2023 (the “**Early Tender Deadline**”), or approximately 30.2% of outstanding aggregate principal amount of the Notes, pursuant to the Company’s previously announced cash tender offer (the “**Tender Offer**”). The Company extends its sincere gratitude to all Noteholders who have participated in the Tender Offer to date.

The Tender Offer is being made, subject to the offer and distribution sections set out below, on the terms and conditions as set forth in a tender offer memorandum dated September 25, 2023 (as it may be amended or supplemented from time to time, the “**Tender Offer Memorandum**”) in accordance with the procedures described therein. Capitalized terms used but not otherwise defined in this announcement have the same meanings given to them in the Tender Offer Memorandum. Copies of the Tender Offer Memorandum and announcements are available, subject to offer and distribution restrictions, on the Tender Offer Website: <https://deals.is.kroll.com/mhp>.

Description of the Notes	Regulation S Notes	Rule 144A Notes	Outstanding Principal Amount	Early Tender Offer Consideration	Tender Offer Consideration	Amount subject to the Tender Offer	Amount Tendered on or prior to the Early Tender Deadline
U.S.\$500,000,000 7.75% Guaranteed Notes due May 10, 2024	Common Code 157796500 / ISIN: XS1577965004	Common Code 111731233 / ISIN: US55302TAD7 2 / CUSIP: 55302TAD7	U.S.\$500,000,000	U.S.\$850 <i>per U.S.\$1,000 principal amount of Notes</i>	U.S.\$750 <i>per U.S.\$1,000 principal amount of Notes</i>	Any and all	U.S.\$150,797,000

Subject to satisfaction of the Financing Condition, the Company expects to accept for purchase all of the Notes validly tendered and not validly withdrawn on or prior to the Early Tender Deadline.

The Tender Offer will finally expire at 11:59 p.m. (New York City time) on October 26, 2023, unless extended (such time and date, as the same may be extended, the “**Expiration Deadline**”).

On the Final Results Announcement Date, which is expected to be on or around October 27, 2023, the Company will announce the principal amount of Notes accepted for purchase and any other results of the Tender Offer and the aggregate principal amount of Notes that will remain outstanding following completion of the Tender Offer.

On a date promptly following the Expiration Deadline, which is expected to be on or about October 30, 2023 (the “**Payment Date**”), and subject to the satisfaction or waiver of the remaining conditions to the Tender Offer, including the Financing Condition, the Noteholders will be paid the Tender Offer Consideration plus the Accrued Interest Amount in respect of all Notes validly tendered after the Early Tender Deadline but at or prior to the Expiration Deadline. Noteholders that validly tendered and did not validly withdraw their Notes on or prior to the Early Tender Deadline and which have been accepted by the Company will be paid, subject to satisfaction of the Financing Condition, the Early Tender Offer Consideration plus the Accrued Interest Amount from (and including) the immediately preceding interest payment for the Notes up to but not including the Payment Date. The above times and dates are subject to the rights of the Company to extend, re-open, amend and waive in whole or in part any

condition to the Tender Offer (subject to applicable law).

The Notes acquired in the Tender Offer will be cancelled. Notes that have not been successfully tendered for purchase and accepted by the Company pursuant to the Tender Offer will remain outstanding and will remain subject to the indenture governing the Notes.

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

J.P. Morgan SE

Taunustor 1 (TaunusTurm)
60310 Frankfurt am Main
Germany
Email: 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 Shard
32 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 the Cyprus Public Offer and Prospectus Law, Law No. 114(I)/2005, as amended or replaced from time to time (the “**Cyprus Prospectus Law**”).

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 established or by a credit institution authorized under Directive 2013/36/EU (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 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 fournissant 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, the 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 Offeror, (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; or (iv) any other persons to whom these documents and/or materials may lawfully be communicated in accordance with the Financial Promotion Order.