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20 September 2021

CTP N.V. (the “**Offeror**”) has today launched invitations to the holders of the outstanding EUR 650,000,000 2.125 per cent. Notes due 2025 (the “**Notes**”) issued by the Offeror (the “**Offer**”).

The Offer is being made on the terms and subject to the conditions contained in the tender offer memorandum dated 20 September 2021 (the “**Tender Offer Memorandum**”). Capitalised terms used in this announcement but not otherwise defined have the meanings given to them in the Tender Offer Memorandum.

Description	ISIN/Common code	Outstanding nominal amount (as of the date of the Tender Offer Memorandum)	Denominations	Purchase Price	Maximum Acceptance Amount
EUR 650,000,000 2.125 per cent. Notes due 2025 issued by the Offeror	XS2238342484 / 223834248	EUR 650,000,000	EUR 100,000 and integral multiples of EUR 1,000 in excess thereof	107.20 per cent. of the nominal amount (equivalent to EUR 1,072.00 per EUR 1,000 in nominal amount) of the Notes validly tendered and accepted for purchase pursuant to the Offer.	EUR 150,000,000 in nominal amount of Notes, which may be increased or decreased by the Offeror in its sole discretion

Rationale for the Offer

The purpose of the Offer, in conjunction with the proposed issuance of New Notes (as defined below), is to proactively manage the Offeror’s overall debt redemptions and to extend the debt maturity profile of the Offeror (subject to satisfaction of the New Issue Condition).

Purchase Price

The Offeror will pay for Notes validly tendered and accepted by it for purchase pursuant to the Offer a cash purchase price (the “**Purchase Price**”) of 107.20 per cent. of the nominal amount (equivalent to EUR 1,072.00 per EUR 1,000 in nominal amount) of the Notes validly tendered and accepted for purchase pursuant to the Offer. The Offeror will also pay an Accrued Interest Payment in respect of such Notes.

Acceptance of Tender Instructions and pro-rata

Subject to the right of the Offeror to extend, terminate, re-open, withdraw or amend any Offer, as described in the Tender Offer Memorandum, the Offeror will purchase for cash the Notes validly tendered by Noteholders and accepted by the Offeror for purchase.

Notes purchased by the Offeror pursuant to the Offer will be cancelled and will not be re-issued or re-sold. Notes which have not been validly submitted and accepted for tender pursuant to the Offer will remain outstanding.

If Notes tendered pursuant to the Offer represent a greater aggregate nominal amount of Notes than the Maximum Acceptance Amount, tenders thereof will be accepted on a *pro rata* basis, as further described in the Tender Offer Memorandum.

New Issue Condition

The Offeror is not under any obligation to accept for purchase any Notes tendered pursuant to the Offer. The acceptance for purchase by the Offeror of Notes tendered pursuant to the Offer is at the sole discretion of the Offeror and tenders may be rejected by the Offeror for any reason. In addition, the Offeror announced on 20 September 2021, its intention to issue new euro-denominated fixed rate notes under the Offeror's EUR 8,000,000,000 Euro Medium Term Note Programme (the "**New Notes**"). The purchase of any Notes by the Offeror pursuant to the Offer is subject to the successful completion (in the determination of the Offeror) of the issue of the New Notes (the "**New Issue Condition**") or the waiver (at the sole discretion of the Offeror) of such New Issue Condition.

Priority in allocation of any New Notes

The Offeror intends, in connection with allocations of the New Notes, to consider among other factors whether or not the relevant investor seeking an allocation of the New Notes has validly tendered or indicated a firm intention to tender Notes pursuant to the Offer, and, if so, the aggregate nominal amount of Notes tendered or intended to be tendered by such investor. When considering allocations of any New Notes, the Offeror intends to give preference to those investors who, prior to such allocation (which may be before the Expiration Deadline), have tendered, or indicated to the Offeror or the Dealer Managers their firm intention to tender, Notes. Please refer to the Tender Offering Memorandum for further information.

Indicative Timetable

This is an indicative timetable showing one possible outcome for the timing of the Offer based on the dates in the Tender Offer Memorandum. This timetable is subject to change and dates and times may be extended or amended by the Offeror in accordance with the terms of the Offer as described in the Tender Offer Memorandum. Accordingly, the actual timetable may differ significantly from the timetable below.

Date	Action
20 September 2021	<i>Commencement of the Offer</i> Offer is announced by way of announcements on the relevant Notifying News Service(s), through the Clearing Systems and via the website of Euronext Dublin. The Tender Offer Memorandum becomes available from the Tender Agent.
24 September 2021 at 4.00 p.m., London time	<i>Expiration Deadline</i> Deadline for receipt by the Tender Agent of all valid Tender Instructions in order for Noteholders to be eligible to participate in the Offer.
As soon as reasonably practicable on 27 September 2021	<i>Announcement of Acceptance and Results</i> Announcement by the Offeror of whether the Offeror will accept valid tenders of any Notes received by the Tender Agent at or prior to the Expiration Deadline pursuant to the Offer (subject to the satisfaction or waiver (at the sole discretion of the Offeror) of the New Issue Condition) and if so accepted, the aggregate nominal amount of Notes to be accepted for purchase, the Scaling Factor (if any) to be applied to valid and

accepted tenders of Notes and the aggregate nominal amount of Notes that will remain outstanding following completion of the Offer.

29 September 2021

Settlement Date

Subject to the satisfaction or waiver (at the sole discretion of the Offeror) of the New Issue Condition, the expected Settlement Date for the Offer.

General

The complete terms and conditions of the Offer are set forth in the Tender Offer Memorandum, which will be sent to Noteholders at their request. Noteholders are urged to read the Tender Offer Memorandum carefully.

The Offeror has retained Citigroup Global Markets Limited, Erste Group Bank AG, Goldman Sachs Bank Europe SE, ING Bank N.V., J.P. Morgan AG, KBC Bank NV and Morgan Stanley Europe SE to act as Dealer Managers for the Offer.

Operational Procedure Description

In order to participate in the Offer, Noteholders must validly tender their Notes by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Tender Agent prior to 4.00 p.m., London time, on 24 September 2021 (subject to the earlier deadlines required by the Clearing Systems and any Intermediary through which Noteholders hold their Notes). Tender Instructions must be submitted electronically in accordance with the procedures of the relevant Clearing System, and shall be irrevocable, except in the limited circumstances described in the Tender Offer Memorandum.

If you need further information about the Offer, please contact any of the Dealer Managers or the Tender Agent. Noteholders may request a copy of the Tender Offer Memorandum from the Tender Agent.

This announcement is made by Richard Wilkinson, Chief Financial Officer, on behalf of CTP N.V. and constitutes a public disclosure of inside information under Regulation (EU) 596/2014 (16 April 2014).

Contact Details:

Any questions or requests relating to the procedures for submitting a Tender Instruction may be directed to the Tender Agent. A Noteholder may also contact the Dealer Managers or such Noteholder's custodian for assistance concerning the Offer.

THE OFFEROR

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THE TENDER AGENT

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Attention: Thomas Choquet

DISCLAIMER This announcement must be read in conjunction with the Tender Offer Memorandum. No offer or invitation to acquire or exchange any securities 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 Offer. If any Noteholder is in any doubt as to the action it should take, it is recommended to seek its own legal, tax, accounting 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 or intermediary must contact such entity if it wishes to participate in the Offer. None of the Offeror, the Dealer Managers or the Tender 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 Offer.

OFFER AND DISTRIBUTION RESTRICTIONS

THIS ANNOUNCEMENT IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO THE UNITED STATES OR IN ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO.

United States

The 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 or to, or for the account of benefit of, any U.S. Person. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the Internet and other forms of electronic communication. Accordingly, copies of the Tender Offer Memorandum and any other documents or materials relating to the Offer, including this announcement, 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, or for the account or benefit of, a U.S. Person and no Notes can be tendered in the Offer by any such use, means, instrumentality or facility or from or within or by persons located or resident in the United States or by any U.S. Person or any person acting for the account or benefit of a U.S. Person. Any purported tender of any Notes in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of any Notes made by a person located in the United States, a U. S. Person, by any person acting for the account or benefit of a U.S. Person, or by 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.

Neither the Tender Offer Memorandum nor this announcement is an offer of securities for sale in the United States or to U.S. Persons. Securities may not be offered or sold in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act. The New 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, in the United States or to, or for the account or benefit of, U.S. Persons.

Each Noteholder participating in the Offer will represent that it is not a U.S. Person, is not located in the United States and is not participating in the Offer from the United States, or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Offer from the United States and who is not a U.S. Person.

United Kingdom

The communication of the Tender Offer Memorandum and/or any other documents or materials relating to the Offer, including this announcement, is 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 maybe communicated to (1) those persons who are existing members or creditors of the Offeror or other persons within Article 43(2) of the FSMA (Financial Promotion) Order 2005, as amended, and (2) to any other persons to whom these documents and/or materials may lawfully be communicated.

France

The Offer is not being made, directly or indirectly, in the Republic of France (“**France**”) other than to qualified investors (*investisseurs qualifiés*) as defined in Article L.411-2 1° of the French *Code monétaire et financier*. Neither the Tender Offer Memorandum nor any other documents or materials relating to the Offer, including this announcement, have been or shall be distributed in France other than to qualified investors (*investisseurs qualifiés*) and only qualified investors (*investisseurs qualifiés*)

are eligible to participate in the Offer. This announcement, the Tender Offer Memorandum and any other document or material relating to the Offer have not been and will not be submitted for clearance to, nor approved by the *Autorité des marchés financiers*.

Italy

None of the Offer, the Tender Offer Memorandum or any other documents or materials relating to the Offer, including this announcement, have been or will be submitted to the clearance procedure of the *Commissioni Nazionali per le Società e la Borsa* (“**CONSOB**”) pursuant to Italian laws and regulations.

The Offer is being carried out in the Republic of Italy as an exempted offer pursuant to article 101 -bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the “**Financial Services Act**”) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended.

Noteholders, or beneficial owners of the Notes, can tender some or all of their Notes pursuant to the Offer through authorised persons (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. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of 1 September 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-a-vis* its clients in connection with the Notes or the Offer.

The Netherlands

In the Netherlands, the Offer will not, directly or indirectly, be made to, or for the account of, any person other than to qualified investors as referred to in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). Neither this announcement, the Tender Offer Memorandum nor any other documentation or material relating to the Offer has been or will be submitted to the Dutch Authority for Financial Markets (*de Autoriteit Financiële Markten*, the “**AFM**”) for approval. Therefore, neither this announcement, the Tender Offer Memorandum nor any other documentation or material relating to the Offer qualify as an approved prospectus as meant in the Prospectus Regulation. Accordingly, in the Netherlands, the Offer may not be made by way of a public offer within the meaning of the Prospectus Regulation and the Offer may not be promoted and is not being made to, any person in the Netherlands (with the exception of “qualified investors” within the meaning of the Prospectus Regulation). This announcement, the Tender Offer Memorandum and any other documentation or material relating to the Offer (including memoranda, information circulars, brochures or similar documents) have not been forwarded or made available to, and are not being forwarded or made available to, directly or indirectly, any such person. With regard to the Netherlands, this announcement and the Tender Offer Memorandum have been transmitted only for personal use by the aforementioned qualified investors and only for the purpose of the Offer. Accordingly, the information contained in this announcement and the Tender Offer Memorandum may not be used for any other purpose or be transmitted to any other person in the Netherlands.

General

Neither this announcement and the Tender Offer Memorandum nor the electronic transmission thereof constitutes an offer to buy or the solicitation of an offer to sell any Notes (and tenders of Notes for purchase pursuant to the Offer will not be accepted from Noteholders) in any circumstances, in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer and a Dealer Manager or any of its affiliates is such a licensed broker or dealer in any such jurisdiction, the Offer shall be deemed to be made by such Dealer Manager or such affiliate, as the case may be, on behalf of the Offeror in such jurisdiction.

Each holder of Notes participating in the Offer will be deemed to give certain representations in respect of the jurisdictions referred to above and generally as set out in “*Procedures for Participating in the Offer*”. Any tender of Notes for purchase pursuant to the Offer from a Noteholder that is unable to make these representations will not be accepted. Each of the Offeror, the Dealer Managers and the Tender Agent reserves the right, in its absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to the Offer, whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Offeror determines (for any reason) that such representation is not correct, such tender shall not be accepted. The acceptance of any tender shall not be deemed to be a representation or a warranty by any of the Offeror, the Dealer Managers or the Tender Agent that it has undertaken any such investigation and/or that any such representation to any person underwriting any such Notes is correct.

New Notes

Any investment decision to purchase any New Notes should be made solely on the basis of the information contained in the base listing particulars dated 6 August 2021 and the supplemental listing particulars dated 17 September 2021 in connection with the EUR 8,000,000,000 Euro Medium Term Note Programme of the Offeror (together, the “**Listing Particulars**”) and the pricing supplement in respect of the New Notes and no reliance is to be placed on any representations other than those contained in the Listing Particulars. Subject to compliance with all applicable securities laws and regulations, the Listing Particulars are available from the Dealer Managers on request.

Neither this announcement nor the Tender Offer Memorandum is an offer to buy or sell, or a solicitation of an offer to sell or buy, any New Notes or other securities in the United States or any other jurisdiction. The New Notes have not been, nor will they be, registered under the Securities Act, or with any securities regulatory authority of any state or other jurisdiction of the United States. The New Notes may be offered and sold only outside of the United States to persons other than U.S. persons as defined in and in accordance with Regulation S under the Securities Act. No action has been or will be taken in any jurisdiction in relation to the New Notes to permit a public offering of securities.

The target market for the New Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “MiFID II”) and eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

The New Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Directive 2014/65/EU (as amended); or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of Directive 2014/65/EU (as amended).

The New Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018; or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended) and any rules or regulations made under such Act to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

No action has been or will be taken in any jurisdiction in relation to the New Notes to permit a public offering of securities.