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*This announcement is for information purposes only, and does not constitute an invitation or an offer to acquire, purchase or subscribe for securities. No public offer of the securities referred to herein will be made in Singapore, the United States or any other jurisdiction.*

*The distribution of this announcement and the Tender Offer Memorandum is restricted by law in certain jurisdictions. Persons who come into possession of this announcement and the Tender Offer Memorandum are required to inform themselves of and to observe any of these restrictions. The Tender Offer will only be made to Eligible Holders who are non-U.S. persons located outside the United States. The Company will not accept any responsibility for any violation by any person of the restrictions applicable in any jurisdiction.*

*This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No securities may be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the Company making the offer and its management and financial statements. The Company does not intend to make any public offering of securities in the United States.*



**GLP Pte. Ltd.**

*(a limited liability company incorporated in Singapore)*

**(1) INVITATION TO HOLDERS OF THE EXISTING NOTES TO TENDER ANY AND ALL OF THEIR EXISTING NOTES UP TO THE MAXIMUM ACCEPTANCE AMOUNT (ISIN: XS1242348164; COMMON CODE: 124234816)**

**AND**

**(2) CONCURRENT PROPOSED ISSUE OF U.S. DOLLAR-DENOMINATED NOTES**

## **INVITATION TO HOLDERS TO TENDER ANY AND ALL OF THEIR EXISTING NOTES UP TO THE MAXIMUM ACCEPTANCE AMOUNT**

### **Summary of the Outstanding Existing Notes**

On 4 June 2015, the Company issued the Existing Notes (ISIN: XS1242348164; Common Code: 124234816) under its then U.S.\$2,000,000,000 Euro Medium Term Note Programme, which will mature on 4 June 2025, unless previously redeemed, or purchased and cancelled pursuant to the terms and conditions thereof. The Existing Notes are listed on the SGX-ST.

As of the date of this announcement, the principal amount of the Existing Notes outstanding is U.S.\$1,000,000,000.

## **INVITATION TO HOLDERS TO TENDER ANY AND ALL OF THEIR EXISTING NOTES UP TO THE MAXIMUM ACCEPTANCE AMOUNT**

### **The Tender Offer**

The Company is pleased to announce that it is making an invitation to Eligible Holders to purchase their Existing Notes for cash up to the Maximum Acceptance Amount, on the terms and subject to the conditions and restrictions set out in the Tender Offer Memorandum (the “**Tender Offer**”).

Upon the terms and conditions set out in the Tender Offer Memorandum, the Company is inviting Eligible Holders to tender their Existing Notes for purchase by the Company for cash, of an aggregate principal amount of the Existing Notes of up to the Maximum Acceptance Amount of the Existing Notes at a purchase price of U.S.\$1,000 per U.S.\$1,000 principal amount of the Existing Notes, plus Accrued Interest. The Company will determine, in its sole discretion, the aggregate principal amount of Existing Notes (if any) that it will accept for purchase pursuant to the Tender Offer, which in any case will not be greater than the aggregate principal amount of the New Notes. The Maximum Acceptance Amount will be determined and announced by the Company as soon as reasonably practical after the Expiration Deadline or such other date in the Company’s sole discretion, which in any case will not be greater than the aggregate principal amount of the New Notes. The Company reserves the right, in its sole discretion, to increase or otherwise modify the Maximum Acceptance Amount, to accept less than the Maximum Acceptance Amount, or to accept none of such Existing Notes, for purchase pursuant to the Tender Offer. Acceptance of tendered Existing Notes may be subject to proration as described in the Tender Offer Memorandum. The Company will also pay an amount equal to the accrued and unpaid interest, from and including the last interest payment date up to, but excluding, the Settlement Date on the principal amount of all Existing Notes accepted for purchase pursuant to the Tender Offer. No tenders of the Existing Notes will be valid if submitted after the Expiration Deadline.

The Tender Offer is conditional upon satisfaction of certain conditions, including, but not limited to, the settlement of the Company’s proposed issuance of the New Notes on or prior to the Settlement Date, in an amount which is satisfactory to the Company, determined in its sole discretion (the “**Financing Condition**”), unless waived by the Company in its sole and absolute discretion.

### **Proration**

If the aggregate principal amount of Existing Notes validly tendered is greater than the Maximum Acceptance Amount, the Company intends to (i) accept tenders of Existing Notes for purchase validly tendered pursuant to any Tender Instruction specifying a valid Investor Code (as defined below) (“**Preferred Instructions**”), and (ii) accept tenders of Existing Notes for purchase pursuant to any Tender Instruction without specifying a valid Investor Code (“**Non-Preferred Instructions**”), on a *pro rata* basis such that the aggregate principal amount of Existing Notes accepted for purchase is not greater than the Maximum Acceptance Amount. Such *pro rata* application will be performed by accepting (in respect of each relevant Non-Preferred Instruction) that proportion of Existing Notes

validly tendered which is equal to (x) the Maximum Acceptance Amount less the principal amount of Existing Notes validly tendered pursuant to Preferred Instructions divided by (y) the aggregate principal amount in respect of all Existing Notes validly tendered pursuant to Non-Preferred Instructions, subject to adjustment resulting from the rounding of tenders of Existing Notes and the intentions of the Company described in the next paragraph.

Each tender of Existing Notes that is scaled in this manner will be rounded down to the nearest integral multiple of U.S.\$1,000. In addition, in the event of any such scaling:

- (A) the Company will use reasonable endeavours to apply *pro rata* scaling to each valid tender of Existing Notes pursuant to Non-Preferred Instructions in such a manner as will result in both: (i) the relevant Eligible Holder transferring Existing Notes to the Company in a principal amount of at least U.S.\$200,000 (unless the relevant Non-Preferred Instruction is rejected in its entirety, as described in (B) below); and (ii) the relevant Eligible Holder's residual amount of Existing Notes (being the principal amount of Existing Notes the subject of the relevant Non-Preferred Instruction that is not accepted for purchase by the Company by virtue of such scaling) amounting to either (x) at least the minimum denomination of U.S.\$200,000 or (y) U.S.\$0 and, subject as provided in (B) below, the Company therefore reserves the right (but shall not be obliged) to adjust the relevant scaling factor applicable to any relevant Non-Preferred Instruction accordingly; and
- (B) if, following the application of *pro rata* scaling (prior to any adjustment as referred to in paragraph (A) above), the principal amount of Existing Notes otherwise due to be accepted for purchase from an Eligible Holder pursuant to a Non-Preferred Instruction would be less than U.S.\$200,000, the Company may in its sole discretion choose to (i) accept at least U.S.\$200,000 or (ii) reject the relevant Non-Preferred Instruction in its entirety. All Existing Notes not accepted as a result of scaling will be returned to relevant holder on the Settlement Date.

Any Eligible Holder that gives instructions on behalf of a beneficial owner must give separate instructions with respect to each of its beneficial owners, each equal to the minimum tender amount of U.S.\$200,000, and integral multiples of U.S.\$1,000 in excess thereof.

### **Concurrent offering of the New Notes, Priority of Acceptance and Preferential Allocation**

The Company is concurrently conducting an offering of the New Notes. See below on "Concurrent Proposed Notes Issue". Any investment decision to purchase any New Notes should be made solely on the basis of the information contained in the Offering Documents, and no reliance is to be placed on any information other than that contained in the Offering Documents.

An Eligible Holder that wishes to tender its Existing Notes for purchase pursuant to the Tender Offer in addition to subscribing for New Notes may receive (at the Company's sole and absolute discretion) priority of acceptance ("**Priority of Acceptance**") in the Tender Offer through the use of an Investor Code, subject to conditions (including, but not limited to, the Financing Condition) which are set out in the Tender Offer Memorandum.

Any Eligible Holder can request an Investor Code by contacting the Dealer Managers, the contact details for which are set out in the Tender Offer Memorandum. The Information and Tender Agent will, upon receipt of certain required information from the Dealer Managers, provide such Investor Code to the relevant Eligible Holder. The receipt of a unique reference number obtained from the Dealer Managers by an Eligible Holder who wishes to tender its Existing Notes in the Tender Offer in addition to subscribing for New Notes (an "**Investor Code**") does not constitute acceptance of a tender of Existing Notes for purchase pursuant to the Tender Offer by the Company.

Any Eligible Holder that wishes to receive a Priority of Acceptance must specify in the free format text field of its Tender Instruction (i) the Investor Code, (ii) the name of the beneficial owner of the Existing

Notes being tendered and (iii) a contact telephone number for the beneficial owner of such Existing Notes. An Eligible Holder that wishes to tender Existing Notes for purchase pursuant to the Tender Offer but does not wish to subscribe for New Notes can submit a Tender Instruction to this effect and without an Investor Code.

If the aggregate principal amount of Existing Notes tendered for purchase is greater than the Maximum Acceptance Amount, the Company will accept Existing Notes validly tendered pursuant to Preferred Instructions in priority to Existing Notes validly tendered pursuant to Non-Preferred Instructions. See also above on “Proration”.

Priority of Acceptance may be given, at the Company’s sole and absolute discretion, for an aggregate principal amount of Existing Notes subject to a Preferred Instruction equal to the aggregate principal amount of New Notes allocated to the relevant Eligible Holder in the distribution of the New Notes. If an Eligible Holder submits a Preferred Instruction representing an aggregate principal amount of Existing Notes greater than the aggregate principal amount of New Notes that is allocated to the relevant Eligible Holder in the distribution of New Notes, the Company may, in its sole and absolute discretion, treat any such excess amount as a Non-Preferred Instruction.

The New Notes may price before the Expiration Deadline and such pricing may be completed without any further announcement to the Eligible Holders. An Eligible Holder who wishes to subscribe for the New Notes should notify the Dealer Managers as soon as possible in order to receive further details regarding how to subscribe for the New Notes. An Eligible Holder that wishes to receive a Priority of Acceptance must specify the Investor Code in its Tender Instruction.

The Company may, acting in its sole and absolute discretion, decline to accept an application quoting an Investor Code in the event that an Eligible Holder specifies a wrong Investor Code or in the case there is any other irregularity or defect related to the Investor Code, which irregularity or defect will be determined by the Company in its sole discretion. The Company reserves the absolute right to waive any such irregularity or defect.

An Eligible Holder that wishes to subscribe for New Notes in addition to tendering its Existing Notes for purchase pursuant to the Tender Offer may receive preference in the allocation of such New Notes, subject to conditions (including, but not limited to, the Financing Condition) which are set out in the Tender Offer Memorandum. When considering allocations of New Notes, the Company, among other factors, intends to look favourably upon those Eligible Holders who have, prior to the allocation of the New Notes, indicated their firm intention to the Company or the Dealer Managers to tender their Existing Notes. Accordingly, if an Eligible Holder submits a bid for New Notes to one of the Dealer Managers (in its capacity as a joint lead manager (each, a “**Joint Lead Manager**” and together, the “**Joint Lead Managers**”) in the concurrent offering of the New Notes) in accordance with the standard new issue procedures of such Joint Lead Manager, the Company may, in its sole and absolute discretion, accord such Eligible Holder a preferential allocation of the New Notes (a “**Preferential Allocation**”). However, neither the Company nor the Dealer Managers are obligated to allocate New Notes or any particular quantity of New Notes to an Eligible Holder that has validly tendered or indicated its firm intention to tender Existing Notes in the Tender Offer. As the New Notes may price before the Expiration Deadline, Eligible Holders who wish to obtain a Preferential Allocation should indicate their firm intention to the Company or the Dealer Managers as soon as possible and submit a bid for the New Notes, which should be in the form of a separate application to a Joint Lead Manager in the concurrent offering of the New Notes in accordance with the standard new issue procedures of such Joint Lead Manager.

The New Notes will only be offered in transactions exempt from the registration requirements of the Securities Act. The Tender Offer is not an offer to sell or a solicitation of an offer to buy the New Notes. The Tender Offer Memorandum relates exclusively to the Tender Offer and is not, and should not be construed to be, an offering of any securities.

The New Notes will be offered or sold only outside the United States in “offshore transactions” as defined in, and in reliance on, Regulation S under the Securities Act. No action has been or will be taken in any jurisdiction in relation to any New Notes to permit a public offering of securities. The Company will not consider any investors for priority allocation of New Notes as described above unless such investor will be able to comply with the requirements of Regulation S under the Securities Act and any applicable securities laws of any state or territory of the United States. Accordingly, the New Notes are being offered and sold only in offshore transactions in reliance on Regulation S under the Securities Act. None of the New Notes will be offered in Singapore other than to institutional investors (as defined in Section 4A of the SFA) pursuant to Section 274 of the SFA, or to accredited investors (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA and (where applicable) Regulation 3 of the Securities and Futures (Class of Investors) Regulations 2018.

In the event that an Eligible Holder validly tenders its Existing Notes pursuant to the Tender Offer, such Existing Notes will remain subject to such tender and the conditions of the Tender Offer as set out in the Tender Offer Memorandum irrespective of whether that Eligible Holder receives all, part or none of any allocation of New Notes.

### **Purpose**

The purpose of the Tender Offer is to proactively manage the Company’s upcoming debt maturities and extend its debt maturity profile.

### **Sources of Funds**

The Company intends to finance the Tender Offer with the proceeds of issue from the proposed offering of the New Notes.

### **Tender Instruction**

In order to participate in, and be eligible to receive the Purchase Price and Accrued Interest Payment pursuant to, the Tender Offer, Eligible Holders must validly tender their Existing Notes for purchase by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction (as defined below) that is received by the Information and Tender Agent by the Expiration Deadline, unless extended, re-opened, amended and/or terminated as provided in the Tender Offer Memorandum.

Eligible Holders are advised to check with any bank, securities broker or other intermediary through which they hold Existing Notes when such intermediary would need to receive instructions from an Eligible Holder in order for that Eligible Holder to be able to participate in the Tender Offer by the deadline specified in the Tender Offer Memorandum. Custodians, Direct Participants and Clearing Systems will have deadlines for receiving instructions prior to the Expiration Deadline and Eligible Holders should contact the intermediary through which they hold their Existing Notes as soon as possible to ensure proper and timely delivery of instructions.

Separate Tender Instructions must be submitted on behalf of each beneficial owner due to potential proration. Except in the limited circumstances as described in the Tender Offer Memorandum, Tender Instructions will be irrevocable once delivered in accordance with the terms of the Tender Offer.

Each Tender Instruction must specify the principal amount of the Existing Notes that the relevant Eligible Holder is tendering at the Purchase Price. The Existing Notes may be tendered only in minimum denominations of U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof.

### **Indicative Timetable for the Tender Offer**

The Tender Offer will commence on 21 October 2024 and will expire at 4:00 p.m. (London time) /

11:00 p.m. (Singapore time) on 28 October 2024, unless extended, re-opened, amended and/or terminated by the Company as provided in the Tender Offer Memorandum. The Company may, in its sole discretion, extend, re-open, amend, waive any condition of or terminate the Tender Offer at any time (subject to applicable law and as provided in the Tender Offer Memorandum). Details of any such extension, re-opening, amendment, waiver or termination will be announced as provided in the Tender Offer Memorandum as soon as reasonably practicable after the relevant decision is made.

The Company expects to announce the results of the Tender Offer on or about 29 October 2024, subject to the right of the Company to extend, re-open, amend or terminate the Tender Offer at any time.

The Settlement Date for the Tender Offer is expected to be on or about 1 November 2024 subject to the right of the Company to extend, re-open, amend or terminate the Tender Offer at any time.

Any Existing Notes purchased pursuant to the Tender Offer will be cancelled. Eligible Holders who do not participate in the Tender Offer, or whose Existing Notes are not accepted for purchase by the Company, will continue to hold their Existing Notes subject to the terms and conditions of such Existing Notes.

## **TENDER OFFER MEMORANDUM**

This announcement must be read in conjunction with the Tender Offer Memorandum. The Tender Offer Memorandum, available from the Tender Offer Website, contains important information which should be read carefully by Eligible Holders before any decision is made with respect to the Tender Offer. Eligible Holders are recommended to seek their own financial and legal advice, including in respect of any tax consequences, from their broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Eligible Holders should consult with their own advisers as needed to assist them in making an investment decision and to advise them whether they are legally permitted to tender Existing Notes for cash.

The terms of the Tender Offer are more fully described in the Tender Offer Memorandum, which sets out further details regarding the tender procedures and the conditions of the Tender Offer. The Tender Offer Memorandum also provides that, notwithstanding any other provision of the Tender Offer, the Company may, subject to applicable laws, at its option and in its sole discretion, at any time before any acceptance by it of the Existing Notes tendered in the Tender Offer, exercise certain rights, including without limitation, extend, re-open or amend the Tender Offer in any respect (including, but not limited to, any increase, decrease, extension, re-opening or amendment, as applicable, in relation to the Expiration Deadline, Settlement Date, Purchase Price and/or Maximum Acceptance Amount) whereupon all references to those concepts in the Tender Offer Memorandum shall be deemed to be references to those concepts as so amended, as more fully described in the Tender Offer Memorandum. None of the Company, the Dealer Managers or the Information and Tender Agent (or any of their respective directors, officers, employees, agents, representatives or affiliates) makes any recommendation as to whether the Eligible Holders should tender their Existing Notes pursuant to the Tender Offer.

In connection with the Tender Offer, the Company has appointed Citigroup Global Markets Singapore Pte. Ltd., Deutsche Bank AG, Singapore Branch and Mizuho Securities Asia Limited, as the Dealer Managers, and D.F. King Ltd as the Information and Tender Agent.

**THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, ANY SECURITIES. AN OFFER MAY ONLY BE MADE PURSUANT TO THE TERMS OF THE TENDER OFFER MEMORANDUM.**

Unless stated otherwise, announcements in connection with the Tender Offer will be made through the website of the SGX-ST, the issue of a press release to a Notifying News Service and/or the delivery of

notices to the Clearing Systems for communication to Direct Participants and on the Tender Offer Website: <https://clients.dfkingltd.com/glp>, operated by the Information and Tender Agent. Copies of the announcements, press releases and notices can also be obtained from the Tender Offer Website <https://clients.dfkingltd.com/glp>, operated by the Information and Tender Agent, the contact details of which are as follows.

## **UNITED STATES**

The Tender Offer is not being made, and will not be made, directly or indirectly in or into, or by use of the mails or by any means or instrumentality of interstate or foreign commerce of, or of any facility of any national securities exchange of, the United States. 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 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 person located or resident in the United States and Existing Notes cannot be tendered in the Tender Offer by any such use, means, instrumentality or facility or from within the United States or by any person located or resident in the United States. Any purported tender of Existing Notes in the Tender Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Existing Notes made by, or by any person acting for the account or benefit of, 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 Tender Offer will only be made to Eligible Holders who are non-U.S. persons located outside the United States and hold Existing Notes through Euroclear or Clearstream or fiduciaries holding accounts for the benefit of non-U.S. persons outside the United States and holding Existing Notes through Euroclear or Clearstream. Each holder of Existing Notes participating in the Tender Offer will represent that it or any beneficial owner of Existing Notes or any person on whose behalf such person is acting is not a U.S. person (as defined under the Securities Act) or located or resident in the United States and will not be located or resident in the United States at the time of the submission of its Tender Instruction.

## **UNITED KINGDOM**

The communication of the Tender Offer Memorandum, this announcement and any other documents or materials relating to the Tender Offer is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21(1) of the Financial Services and Markets Act 2000, as amended (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 only directed at and may only be communicated to (1) persons 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, as amended (the “**Financial Promotion Order**”)); (2) persons falling within Article 43(2) of the Financial Promotion Order; (3) persons outside the United Kingdom; or (4) any other persons to whom these documents and/or materials may lawfully be communicated under the Financial Promotion Order. The Tender Offer and any investment or investment activity to which this announcement, the Tender Offer Memorandum relates is available only to such persons or will be engaged only with such persons and other persons should not rely on it.

## **INFORMATION AND TENDER AGENT**

### **D.F. King Ltd**

*In London*

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*In Hong Kong*

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Email: [glp@dfkingltd.com](mailto:glp@dfkingltd.com)

Any questions from the Eligible Holders in relation to the delivery of Tender Instructions may be directed to the Information and Tender Agent at the contact details above.

Any questions from the Eligible Holders in relation to the terms of the Tender Offer may be directed to the Dealer Managers at the contact details below.

## DEALER MANAGERS

### **Citigroup Global Markets Singapore Pte. Ltd.**

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### **Deutsche Bank AG, Singapore Branch**

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### **Mizuho Securities Asia Limited**

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By telephone: +852 2685 2023  
Email: [liability\\_management@hk.mizuho-sc.com](mailto:liability_management@hk.mizuho-sc.com)

## CONCURRENT PROPOSED NOTES ISSUE

The Company is concurrently conducting an international offering of New Notes to professional and institutional investors only. In connection with the proposed Notes Issue, the Company will provide certain professional and institutional investors with the Offering Documents containing corporate and financial information regarding the Group, including risk factors, capitalisation and indebtedness information and description of the Group. It is intended that the New Notes will constitute direct, unconditional, unsubordinated and (subject to the terms and conditions of the New Notes) unsecured obligations of the Company and be denominated in U.S. dollars. The completion of the Notes Issue is subject to several factors, including but not limited to global market conditions, corporate needs of the Company and investors' interests. The size and pricing of the proposed Notes Issue will be determined following a book-building process to be conducted by Citigroup Global Markets Singapore Pte. Ltd., Deutsche Bank AG, Singapore Branch and Mizuho Securities Asia Limited, as the joint lead managers in respect of the Notes Issue.

The New Notes to be issued by the Company have not been, and will not be, registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States. The New Notes have not been, and will not be, registered under the U.S. Securities Act and may not be offered, sold or delivered within the United States. The New Notes will be offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act. None of the New Notes will be offered in Singapore other than to institutional investors (as defined in Section 4A of the SFA) pursuant to Section 274 of the SFA, or to accredited investors (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA and (where applicable) Regulation 3 of the Securities and Futures (Class of Investors) Regulations 2018. There will be no public offering of the New Notes in Singapore, the United States, or any other jurisdictions.

The Company intends to use the net proceeds of the New Notes to, among others, fund the Tender Offer and to pay for expenses incurred by the Company in connection with the issuance of the New Notes and the Tender Offer.

The Company intends to make an application to the SGX-ST for the listing and quotation of, and permission to deal in, the New Notes. The SGX-ST assumes no responsibility for the correctness of any



statements made, opinions expressed or reports contained herein. Admission to the Official List of the SGX-ST and the listing and quotation of the New Notes on the SGX-ST is not to be taken as an indication of the merits of the Company, its respective subsidiaries and associated companies, the Company's U.S.\$5,000,000,000 Euro Medium Term Note Programme or the New Notes.

As no binding agreement in relation to the proposed Notes Issue has been entered into as at the date of this announcement, the proposed Notes Issue may or may not complete. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.

## **DEFINITIONS**

In this announcement, unless otherwise indicated in the context, the following expressions have the meanings set out below:

|                                   |   |
|-----------------------------------|---|
| <b>“Accrued Interest”</b>         | Interest accrued and unpaid on the principal amount of the Existing Notes from and including the last interest payment date of 4 June 2024 up to, but excluding, the Settlement Date. Subject to the terms and conditions set forth in the Tender Offer Memorandum, in addition to the Purchase Price, Eligible Holders whose Existing Notes are accepted for purchase by the Company will also be paid the relevant amount of such Accrued Interest in cash. |
| <b>“Accrued Interest Payment”</b> | An amount in cash (rounded to the nearest U.S.\$0.01, with half a cent rounded upwards) equal to the Accrued Interest on Existing Notes accepted for purchase by the Company pursuant to the Tender Offer.  |
| <b>“Board”</b>                    | The board of Directors.   |
| <b>“Clearing System Notice”</b>   | The form of notice to be sent to Direct Participants by each of the Clearing Systems on or about the date of the Tender Offer Memorandum informing Direct Participants of the procedures to be followed in order to participate in the Tender Offer.  |
| <b>“Clearing Systems”</b>         | Euroclear and Clearstream.  |
| <b>“Clearstream”</b>              | Clearstream Banking S.A.  |
| <b>“Company”</b>                  | GLP Pte. Ltd.   |
| <b>“Dealer Managers”</b>          | Citigroup Global Markets Singapore Pte. Ltd., Deutsche Bank AG, Singapore Branch and Mizuho Securities Asia Limited.  |
| <b>“Direct Participant”</b>       | Each person who is shown in the records of Euroclear or Clearstream as a holder of Existing Notes.  |
| <b>“Director(s)”</b>              | The director(s) of the Company.   |
| <b>“Eligible Holders”</b>         | Holders of Existing Notes who are non-U.S. persons located outside the United States (as those terms are defined in Regulation S under the Securities Act).   |
| <b>“Euroclear”</b>                | Euroclear Bank SA/NV.   |
| <b>“Existing Notes”</b>           | The 3.875 per cent. Senior Notes due 2025 (ISIN: XS1242348164; Common Code: 124234816) issued by the Company on 4 June 2015.  |

|                                       |  |
|---------------------------------------|--|
| <b>“Expiration Deadline”</b>          | 4:00 p.m. (London time) / 11:00 p.m. (Singapore time) on 28 October 2024 (subject to the right of the Company to extend, re-open, amend and/or terminate the Tender Offer).  |
| <b>“Group”</b>                        | The Company and its subsidiaries, taken as a whole.  |
| <b>“Information and Tender Agent”</b> | D.F. King Ltd.   |
| <b>“Joint Lead Managers”</b>          | Citigroup Global Markets Singapore Pte. Ltd., Deutsche Bank AG, Singapore Branch and Mizuho Securities Asia Limited, in their capacity as joint lead managers.   |
| <b>“Maximum Acceptance Amount”</b>    | The amount to be determined and announced by the Company as soon as reasonably practical after the Expiration Deadline or such other date in the Company’s sole discretion, which in any case will not be greater than the aggregate principal amount of the New Notes. The Company reserves the right, in its sole discretion, to increase or otherwise modify the Maximum Acceptance Amount, to accept less than the Maximum Acceptance Amount, or to accept no Existing Notes, for purchase pursuant to the Tender Offer, as described in the Tender Offering Memorandum. |
| <b>“New Notes”</b>                    | The new U.S. dollar -denominated unsecured and unsubordinated notes proposed to be issued by the Company under its U.S.\$5,000,000,000 Euro Medium Term Note Programme.  |
| <b>“Notes Issue”</b>                  | The proposed issuance of the New Notes by the Company.   |
| <b>“Notifying News Service”</b>       | A recognised financial news service or services (e.g. Bloomberg) as selected by the Company.   |
| <b>“Offering Documents”</b>           | The offering circular dated 29 April 2024, as supplemented by the supplemental offering circular dated 21 October 2024, each in respect of the Company’s US\$5,000,000,000 Euro Medium Term Note Programme, and the pricing supplement in connection with the concurrent offering of the New Notes, each issued or to be issued by the Company.  |
| <b>“Purchase Price”</b>               | U.S.\$1,000 per U.S.\$1,000 principal amount of Existing Notes.  |
| <b>“Settlement Date”</b>              | On or about 1 November 2024 (subject to the right of the Company to extend, re-open, amend or terminate the Tender Offer at any time).   |
| <b>“SFA”</b>                          | Securities and Futures Act 2001 of Singapore.  |
| <b>“SGX-ST”</b>                       | Singapore Exchange Securities Trading Limited.   |
| <b>“Tender Instruction”</b>           | The electronic tender and blocking instruction in the form specified in the Clearing System Notice for submission by Direct Participants to the Information and Tender Agent via the relevant Clearing System and in accordance with the requirements of such Clearing System by the deadline in order for Eligible Holders to be able to participate in the Tender Offer.   |

Such electronic tender and blocking instruction must specify the principal amount of Existing Notes that the relevant Eligible Holder is tendering at the Purchase Price. Existing Notes may be tendered only in minimum denominations of U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof.

**“Tender Offer”**

The invitation by the Company to holders of the Existing Notes to tender any and all of such Existing Notes for cash by the Company up to the Maximum Acceptance Amount, on the terms and subject to the conditions and restrictions set out in the Tender Offer Memorandum.

**“Tender Offer Memorandum”**

The Company’s tender offering memorandum dated 21 October 2024 (as may be amended and/or supplemented from time to time) issued by the Company in connection with the Tender Offer.

**“Tender Offer Website”**

The website, <https://clients.dfkingltd.com/glp>, operated by the Information and Tender Agent for the purpose of the Tender Offer.

**“United States” or “U.S.”**

The United States of America, its territories and possessions (including, but not limited to, Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

**“U.S. Securities Act”**

The United States Securities Act of 1933, as amended.

**“U.S.\$” or “U.S. dollar”**

United States dollars, the lawful currency of the United States.

By order of the Board of  
**GLP Pte. Ltd.**  
**Nicholas Regan Johnson**  
**Director**

21 October 2024