

## Notice

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION DIRECTLY OR INDIRECTLY TO ANY U.S. PERSON (AS DEFINED IN REGULATION S (“REGULATION S”) OF THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”)) OR ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES OF AMERICA, ITS TERRITORIES AND POSSESSIONS (INCLUDING PUERTO RICO, THE US VIRGIN ISLANDS, GUAM, AMERICAN SAMOA, WAKE ISLAND AND THE NORTHERN MARIANA ISLANDS), ANY STATE OF THE UNITED STATES OR THE DISTRICT OF COLUMBIA OR IN ANY OTHER JURISDICTION IN WHICH IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS NOTICE.**

29 November 2021



**TDF INFRASTRUCTURE S.A.S.**  
(the “Company”)

**ANNOUNCES THE RESULTS OF THE TENDER OFFER IN RESPECT OF ITS €600,000,000 2.875 PER CENT. BONDS DUE 19 OCTOBER 2022 (OF WHICH €600,000,000 ARE CURRENTLY OUTSTANDING) (ISIN: FR0013016631) ADMITTED TO TRADING ON THE REGULATED MARKET OF EURONEXT PARIS (THE “EXISTING BONDS”)**

*This notice must be read in conjunction with the tender offer memorandum dated 17 November 2021 (the “Tender Offer Memorandum”) which has been prepared by the Company in relation to the Tender Offer. Capitalised terms used in this notice and not otherwise defined herein shall have the meanings ascribed to them in the Tender Offer Memorandum.*

On 17 November 2021, the Company announced the launch of a Tender Offer to Qualifying Holders (as defined in the Tender Offer Memorandum) of their Existing Bonds. Under the terms of the Tender Offer, Qualifying Holders (subject to offer restrictions), were invited to tender their Existing Bonds for purchase by the Company for cash up to a Maximum Acceptance Amount (*i.e.* € 600,000,000). The Tender Offer expired at 16:00 hours Paris time 26 November 2021.

***The details of such results are as follows:***

Aggregate principal amount of Existing Bonds validly tendered: €379,900,000

Pro-ration Factor: N/A

Aggregate principal amount of Existing Bonds validly tendered and accepted for purchase: €379,900,000

Aggregate principal amount of Existing Bonds that remain outstanding after the Settlement Date: €220,100,000

Tender Offer Price: 102.038%

Accrued Interest in respect of Existing Bonds accepted for purchase: 0.33870%

**Settlement Date of the Tender Offer, subject to the satisfaction or waiver of the Transaction Condition**

The settlement date of the Tender Offer is expected to be 1 December 2021 (the “Settlement Date”). All sales pursuant to the Tender Offer will settle through the normal procedures of Euroclear France, Euroclear

and Clearstream. On the Settlement Date, the Company shall pay or procure the payment on its behalf, to each Qualifying Holder which has validly submitted an Offer to Participate by the Expiration Deadline, of an amount in cash corresponding to the Tender Consideration (i.e. an amount in cash equal to the product of (i) the aggregate principal amount of the Existing Bonds validly tendered and accepted for purchase by the Company and (ii) the Tender Offer Price) and any Accrued Interest Amount only in respect of such Existing Bonds as are accepted for purchase by the Company in its sole discretion.

## Contact Information

The Dealer Managers of the Tender Offer are:

### DEALER MANAGERS

#### **BNP PARIBAS**

16, boulevard des Italiens  
75009 Paris  
France

Tel: +33 (0)1 55 77 78 94

Attn: Liability Management Group

Email: [liability.management@bnpparibas.com](mailto:liability.management@bnpparibas.com)

#### **MUFG Securities (Europe) N.V.**

World Trade Center  
Tower H, 11th Floor  
Zuidplein 98  
1077 XV Amsterdam  
The Netherlands

Tel: +33 (0)1 7091 4255

Attn: Liability Management Group

Email: [liability.management@mufgsecurities.com](mailto:liability.management@mufgsecurities.com)

The Information Agent for the Tender Offer is:

#### **BNP Paribas Securities Services**

Les Grands Moulins de Pantin  
9, rue du Débarcadère  
93500 Pantin  
France

Attn: Corporate Trust Services

Tel: +33 1 55 77 43 64

Email: [paris.bp2s.information.agent@bnpparibas.com](mailto:paris.bp2s.information.agent@bnpparibas.com)

The Tender Agent for the Tender Offer is:

#### **BNP Paribas Securities Services**

Les Grands Moulins de Pantin  
9, rue du Débarcadère  
93500 Pantin  
France

Tel: +33 1 55 77 54 94

Fax : +33 1 57 43 31 38

Email: [paris.bp2s.offers@bnpparibas.com](mailto:paris.bp2s.offers@bnpparibas.com)

Copies of the Tender Offer Memorandum are available upon request addressed to the Information Agent. Prior to making a decision as to whether to participate in the Tender Offer, Qualifying Holders should carefully consider all of the information in the Tender Offer Memorandum.

**OFFER RESTRICTIONS**

*The distribution of this notice in certain jurisdictions may be restricted by law. Persons into whose possession this notice or the Tender Offer Memorandum comes are required by each of the Company, the Dealer Managers, the Information Agent and the Tender Agent to inform themselves about, and to observe, any such restrictions. Please see the Tender Offer Memorandum for a full description of such restrictions.*