

NS Miscellaneous

NOTICE OF ADJOURNED NOTEHOLDER MEETING: 2034 NOTES

ANNINGTON FUNDING PLC

Released 07:00:02 01 July 2025

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Annington Funding PLC
01 July 2025

THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF NOTEHOLDERS. IF NOTEHOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE OR ARE UNSURE OF THE IMPACT OF THE IMPLEMENTATION OF THE EXTRAORDINARY RESOLUTION TO BE PROPOSED, THEY SHOULD SEEK THEIR OWN FINANCIAL AND LEGAL ADVICE IMMEDIATELY FROM THEIR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000, AS AMENDED (IF THEY ARE IN THE UNITED KINGDOM) OR OTHER APPROPRIATELY AUTHORISED INDEPENDENT FINANCIAL ADVISER.

1 July 2025

ANNINGTON FUNDING PLC

(Incorporated with limited liability in England and Wales)

(the "Issuer")

NOTICE OF ADJOURNED NOTEHOLDER MEETING

to the holders of the

£625,000,000 3.685% Notes due 12 July 2034 (ISIN: XS1645518736) (the "2034 Notes") issued by the Issuer and guaranteed by Annington Limited, Annington Property Limited and Annington Homes Limited (the "Guarantors")
under the Issuer's £5 billion Euro Medium Term Note Programme (the "Programme")

The 2034 Notes are constituted by the trust deed dated 28 June 2017 between the Issuer and the Guarantors and BNY Mellon Corporate Trustee Services Limited as trustee (the "**Trustee**") (the "**2017 Trust Deed**") as amended on 27 September 2021 (the "**2021 Trust Deed**" and together with the 2017 Trust Deed, the "**Trust Deeds**"). Reference is made to the terms and conditions of the 2034 Notes (the "**2017 Conditions**"), as set forth in the 2017 Trust Deed. Unless otherwise defined herein, capitalised terms used in this notice shall have the meanings given to them in the 2017 Conditions or the 2017 Trust Deed.

NOTICE IS HEREBY GIVEN that a Meeting (a "**Meeting**") of the Noteholders of the 2034 Notes (the "**2034 Noteholders**") convened by the Issuer for 11 a.m. (London time) on 30 June 2025 held at the offices of Sullivan &

Cromwell LLP, 1 New Fetter Lane, London EC4A 1AN by the notice dated 6 June 2025 (such notice, the "**Notice of Original Meeting**") was adjourned because a quorum was not present and the adjourned Meeting of the 2034 Noteholders will be held at the offices of Sullivan & Cromwell LLP, 1 New Fetter Lane, London EC4A 1AN on 14 July 2025 at 10:15 a.m. (London time) for the purpose of considering and, if thought fit, passing the resolution set out in the Notice of Original Meeting (available here: http://www.rns-pdf.londonstockexchange.com/rns/8783L_3-2025-6-6.pdf) as an Extraordinary Resolution in accordance with the provisions of the Trust Deeds.

A revised indicative timeline of the process for the approval of the Extraordinary Resolution at an adjourned Meeting is as follows:

<u>Event</u>	<u>Date</u>
<i>Notice of adjourned Meeting deemed delivered to 2034 Noteholders¹</i>	2 July 2025
<i>Final deadline for 2034 Noteholders to obtain a voting certificate or deliver a valid electronic instruction in respect of its 2034 Notes to the Information and Tabulation Agent via the Clearing Systems</i>	4:00 p.m. (London time) on 11 July 2025
<i>Adjourned Meeting of the 2034 Noteholders in respect of the 2034 Notes</i>	10:15 a.m. (London time) on 14 July 2025
<i>Announcement of the results of the adjourned Meeting</i>	As soon as reasonably practicable after the conclusion of the adjourned Meeting

1 - The Extraordinary Resolution is conditional upon sufficient information being provided to the Issuer to enable the Issuer independently to verify that the Written Resolution purporting, among other things, to remove the Trustee, was validly passed in accordance with, and the Issuer being satisfied that it satisfies the requirements of, paragraph 20 of Schedule 3 of the Trust Deeds with respect to the 2034 Notes. As set out in further detail in the Issuer's announcement dated 27 June 2025, in the Issuer's view, based on confirmations provided by the Ad Hoc Group (through its counsel, Milbank LLP) to the Issuer and the Guarantors on 20 June 2025, the Written Resolution is not validly passed as an Extraordinary Resolution in accordance with the terms of the Trust Deeds. Therefore, the condition to the proposed Extraordinary Resolution is incapable of being satisfied, irrespective of the results of the voting in respect of such Extraordinary Resolution. Any votes cast ahead of the final deadline set out above in respect of the adjourned meeting will remain valid for the purposes of determining the quorum and whether the Extraordinary Resolution will be passed or not, even though, as noted above the Extraordinary Resolution is incapable of being effective at this time in the Issuer's opinion.

This notice, and any non-contractual obligations arising out of or in connection with it, is governed by, and shall be construed in accordance with, English law.

The contact details for the Information and Tabulation Agent are set out below:

THE INFORMATION AND TABULATION AGENT

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This Notice is given by:

ANNINGTON FUNDING PLC as Issuer

For further information, holders of the 2034 Notes should contact:

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