

Athora Netherlands N.V. announces results of Tender Offer for its US\$ 575,000,000 Subordinated Notes

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1 June 2022

On 23 May 2022, Athora Netherlands N.V. (formerly named VIVAT N.V.) (the **Offeror**) launched an offer to holders of its outstanding notes detailed in the table below (the **Notes**) to tender any and all such Notes for purchase by the Offeror for cash at the Purchase Price, on the terms and subject to the conditions described in the Tender Offer Memorandum dated 23 May 2022 (the **Tender Offer Memorandum**), including satisfaction or waiver of the New Financing Condition, the offer and distribution restrictions and the related notice of guaranteed delivery (such invitation, the **Offer**)

Capitalised terms used in this announcement but not defined have the meanings given to them in the Tender Offer Memorandum.

The Offer expired at 4:00 p.m. (London time) on 31 May 2022 (the **Expiration Deadline**). The Offeror hereby announces that the New Financing Condition has been satisfied and, as of the Expiration Deadline, the aggregate principal amount of the Notes validly tendered and to be accepted for purchase pursuant to the Offer is as set out in the table below.

Each Noteholder whose Notes have been validly tendered and accepted for purchase pursuant to the Offer is entitled to receive on 7 June 2022 (the **Tender Offer Settlement Date**), or 8 June 2022 in the case of Notes tendered by guaranteed delivery procedures (the **Guaranteed Delivery Settlement Date**), the Purchase Price plus the Accrued Interest Payment in respect of such Notes.

| Description of Notes | ISIN/ Common Code | Principal Amount Outstanding | Purchase Price | % of Notes Tendered | Acceptance Amount | Principal Amount Outstanding Post Settlement |
|--|----------------------------------|---|---------------------------|--------------------------------|------------------------------|---|
| US\$ 575,000,000 Fixed to Fixed Rate Undated Subordinated Notes | XS1717202490 / 171720249 | US\$ 575,000,000 | 100.75 per cent. | 87.93 per cent. | US\$ 505,575,000 | US\$ 69,425,000 |

BNP Paribas and NatWest Markets N.V. are acting as Dealer Managers for the Offer and Kroll Issuer Services Limited is acting as Tender Agent.

Questions and requests for assistance in connection with the Offer may be directed to the Dealer Managers.

THE DEALER MANAGERS

BNP Paribas

16, boulevard des Italiens
75009 Paris
France

Telephone: +33 1 55 77 78 94
Attention: Liability Management Group
Email: liability.management@bnpparibas.com

NatWest Markets N.V.

Claude Debussylaan 94
1082 MD Amsterdam
The Netherlands

Telephone: +33 1 7324 9854 (o)
Attention: Liability Management
Email: liabilitymanagement@natwestmarkets.com

Questions and requests for assistance in connection with the delivery of Tender Instructions may be directed to the Tender Agent.

THE TENDER AGENT

Kroll Issuer Services Limited

The Shard
32 London Bridge Street
London SE1 9SG
United Kingdom

Telephone: +44 20 7704 0880
Attention: Owen Morris
Email: athora@is.kroll.com
Website: <https://deals.is.kroll.com/athora>

This announcement is released by Athora Netherlands N.V. and contains information that qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (MAR), encompassing information relating to the Offer described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Jim van Hees, Interim Chief Financial Officer, on behalf of Athora Netherlands N.V.

DISCLAIMER This announcement must be read in conjunction with the Tender Offer Memorandum.

None of the Dealer Managers, the Offeror or the Tender Agent (or any of their respective directors, officers, employees, agents or affiliates) makes any recommendation whatsoever or regarding this announcement, the Tender Offer Memorandum or the Offer, and no one has been authorised by any of them to make any such recommendation. None of the Dealer Managers or the Tender Agent (or any of their respective directors, officers, employees, agents or affiliates) makes any representation or assumes any responsibility for: (a) the accuracy or completeness of the information concerning the Offer or the Offeror contained in this announcement or in the Tender Offer Memorandum or for any failure by the Offeror to disclose events that may have occurred and may affect the significance or accuracy of the information in this announcement or the Tender Offer Memorandum; or (b) any acts or omissions of the Offeror or any other person in connection with this announcement, the Tender Offer Memorandum, the Offer, the Notes or the New Notes. None of the Dealer Managers, the Offeror or the Tender Agent (or any of their respective directors, officers, employees, agents or affiliates) has expressed any opinion as to whether the terms of the Offer are fair.