

ATHORA NETHERLANDS N.V. ANNOUNCES TENDER OFFER TO PURCHASE SUBORDINATED NOTES FOR CASH AND ATHORA HOLDING LTD. ANNOUNCES INTENTION TO ISSUE SUBORDINATED NOTES

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES, ITS TERRITORIES AND POSSESSIONS (INCLUDING PUERTO RICO, THE U.S. VIRGIN ISLANDS, GUAM, AMERICAN SAMOA, WAKE ISLAND AND THE NORTHERN MARIANA ISLANDS, ANY STATE OF THE UNITED STATES AND THE DISTRICT OF COLUMBIA) (THE "UNITED STATES") OR TO ANY U.S. PERSON OR INTO ANY OTHER JURISDICTION OR TO ANY OTHER PERSON WHERE OR TO WHOM IT IS UNLAWFUL TO DISTRIBUTE THIS ANNOUNCEMENT.

22 June 2026

Athora Netherlands N.V. (the "**Athora Netherlands**" or the "**Offeror**") today launches an invitation to holders of its outstanding EUR 500,000,000 Fixed to Fixed Rate Subordinated Notes due 2032 (ISIN: XS2468390930) (the "**Notes**"), to tender such Notes for purchase by Athora Netherlands for cash (such invitation, the "**Offer**"). The Offer is being made on the terms and subject to the conditions contained in the tender offer memorandum dated 22 June 2026 (the "**Tender Offer Memorandum**") and is subject to the offer restrictions as described in the Tender Offer Memorandum.

Concurrently, Athora Holding Ltd. ("**Athora Holding**") announced today its intention to issue new EUR denominated Fixed Rate Subordinated Notes (the "**New Notes**"). Athora Holding Ltd. has mandated HSBC Bank plc and Merrill Lynch International to act as structuring agents, joint global co-ordinators and joint lead managers on its intended new issuance.

Copies of the Tender Offer Memorandum are (subject to offer restrictions) available from the Tender Agent as set out below. Capitalised terms used and not otherwise defined in this announcement have the meanings given in the Tender Offer Memorandum.

Purpose of the Offer

The purpose of the Offer and the issue of the New Notes is, amongst other things, primarily to optimise the capital structure of the Offeror.

Details of the Offer

A summary of certain terms of the Offer appears below.

Description of the Notes:	EUR 500,000,000 Fixed to Fixed Rate Subordinated Notes due 2032
First Call Date:	31 May 2027
Current Coupon:	5.375 per cent.
ISIN:	XS2468390930
Aggregate Principal Amount Outstanding:	EUR 500,000,000
Purchase Price:	102.150 per cent.
Amount subject to the Offer:	Any and all

Acceptance

Subject to the right of the Offeror to amend, extend, re-open, withdraw or terminate the Offer, as described in the Tender Offer Memorandum, the Offeror will, subject to the satisfaction or waiver of the New Financing Conditions on or prior to the Settlement Date, purchase for cash any and all Notes validly tendered by Noteholders pursuant to the Offer and accepted by the Offeror, with no *pro rata* scaling, subject to the conditions set out in the Tender Offer Memorandum.

Clean-up Call

The Offeror intends to exercise its Clean-Up Call if 80 (eighty) per cent. or more of the Notes originally issued (including any further issues) have been purchased and cancelled at the time of such election and the size of, and

proceeds from, the issue of the New Notes are sufficient and the Offeror has accepted all valid tenders of Notes for purchase pursuant to the Offer in full.

New Financing Conditions

Whether Athora Netherlands will accept for purchase any Notes validly tendered in the Offer is subject, without limitation, to (i) the settlement of the issue of the New Notes by Athora Holding and (ii) Athora Netherlands having received a portion of the proceeds of the issue of the New Notes from Athora Holding, in an amount as separately agreed between Athora Netherlands and Athora Holding (the "**New Financing Conditions**"). Satisfaction of the New Financing Conditions will be determined in Athora Netherlands's sole and absolute discretion. The New Financing Conditions may also be waived in the Athora Netherlands's sole and absolute discretion.

New Notes Priority

A Noteholder that wishes to subscribe for New Notes in addition to tendering Notes for purchase pursuant to the Offer may, at the sole and absolute discretion of Athora Holding, receive priority (the "**New Notes Priority**") in the allocation of the New Notes, subject to the issue of the New Notes and such Noteholder making a separate application for the purchase of such New Notes to HSBC Bank plc and Merrill Lynch International (in their capacity as Joint Global Co-ordinators of the issue of the New Notes) in accordance with the standard new issue procedures of such Joint Global Co-ordinator. A key factor in the allocation of the New Notes will be whether Noteholders have validly tendered or indicated their firm intention to the Offeror or the Dealer Managers to tender their Notes. Please refer to the Tender Offer Memorandum for further information regarding the New Notes Priority.

Expected Timetable of Events

The Offer commences today and the Expiration Deadline shall be 17:00 CEST on 29 June 2026. The results of the Offer will be announced as soon as reasonably practicable on 30 June 2026, with the Settlement Date expected to be on or around 2 July 2026 (subject to satisfaction or waiver of the New Financing Conditions on or prior to such date). Pricing of the issue of the New Notes may occur prior to the Expiration Deadline for the Offer.

Further Information

BofA Securities Europe SA (Telephone: +33 1 877 01057; Attention: Liability Management Group; Email: DG.LM-EMEA@bofa.com) and HSBC Continental Europe (Telephone: +44 20 7992 6237; Attention: Liability Management, DCM; Email: LM_EMEA@hsbc.com) are acting as Dealer Managers for the Offer and Kroll Issuer Services Limited (Telephone +44 (0)20 7704 0880; Attention: Thomas Choquet; Email: athora@is.kroll.com; Website: <https://deals.is.kroll.com/athora>) is acting as Tender Agent.

This press release contains inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation (Regulation 596/2014).

DISCLAIMER This announcement must be read in conjunction with the Tender Offer Memorandum. No offer or invitation to acquire or sell any securities is being made pursuant to this announcement. The Dealer Managers do not take responsibility for the contents of this announcement. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum come into are required by each of Athora Netherlands, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions.