

Results of the request of a Holder Majority Consent dated 8 September 2025 (the "Holder Majority Consent Request Issuer Substitution") under the originally EUR 1,177,819,300 (on 26 June 2025 increased to EUR 1,498,953,700) 12.500% Notes due 2028 (ISIN: DE000A4D5RA0) (the "1L Notes") and the EUR 716,846,000 10.000% Notes due 2029 (ISIN: DE000A4D6JB3) (the "1.5L Notes", and together, the "Notes") issued by ADLER Financing S.à r.l. (the "Issuer")

Luxembourg, 8 October 2026

Capitalized terms used, but not otherwise defined, in this publication shall have the meaning given to them in the Terms and Conditions of the relevant Notes or the Holder Majority Consent Request (as applicable), unless the context requires otherwise.

Background

Under the EUR 1,894,665,300 Facilities Agreement, originally dated 22 April 2023 as amended and restated on 9 September 2024, on 21 January 2025 and on 11 February 2025 entered into among, *inter alios*, Adler Group S.A. and Consus Real Estate AG as Borrowers and Original Guarantors and the Issuer as Original Lender, Adler Group S.A. has requested the consent request dated 7 September 2026 (the "**Consent Request FA**" from the Issuer as Original Lender to the transactions necessary to implement the Issuer Substitution.

Under the Intercreditor Agreement originally dated 22 April 2023 as amended and restated on 10 September 2024, entered into among, *inter alios*, Adler Group S.A., AGPS BondCo PLC, Adler Financing S.à r.l. and Titanium 2L BondCo S.à r.l. (the "**Intercreditor Agreement ASA**"), Adler Group S.A. submitted the decision request dated 7 September 2026 to the Security Agent (the "**Consent Request ICA ASA**") and requested the consent of the Instructing Group (as defined in the Intercreditor Agreement ASA) to the transactions necessary to implement the Issuer Substitution.

Furthermore, to reflect the Issuer Substitution, the Issuer has been requested to conclude an amendment agreement to the Intercreditor Agreement ASA (the "**ICA ASA Amendment Agreement**", and together with the transactions contemplated by the Consent Request FA and the Consent Request ICA ASA, the "**Consent Request Issuer Substitution**").

On 8 September 2026, the Issuer has requested a Holder Majority Consent pursuant to § 12 of the Terms and Conditions of the relevant Notes. The participation period ended on 1 October 2026.

Results

Result of the Holder Majority Consent Request relating to the holders of the 1L Notes: The consenting Holders of the 1L Notes represent 100 per cent of the aggregate principal outstanding held by Holders that expressly have given or rejected their consent to the Holder Majority Consent Request Issuer Substitution. Therefore, the consent to conclude the Holder Majority Consent Request Issuer Substitution has been granted as requested.

Result of the Holder Majority Consent Request relating to the holders of the 1.5L Notes: The consenting Holders of the 1.5L Notes 4.25% represent 100 per cent of the aggregate principal outstanding held by Holders that expressly have given or rejected their consent to the Holder Majority Consent Request Issuer Substitution. Therefore, the consent to conclude the Holder Majority Consent Request Issuer Substitution has been granted as requested.

ADLER Financing S.à r.l.

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