

VGP NV announces the launch of a capped cash tender offer for its outstanding EUR 500,000,000 1.625 per cent. fixed rate green bonds due 17 January 2027 (ISIN: BE6332786449) and EUR 600,000,000 1.50 per cent. fixed rate green bonds due 8 April 2029 (ISIN: BE6327721237) and the intention to concurrently issue new green bonds

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25 March 2025, (8.45 a.m. CET), Antwerp, Belgium: Today, VGP NV, the pan-European owner, manager and developer of high quality logistics and semi-industrial properties as well as a provider of renewable energy solutions, (“VGP” and the “Offeror”) announces the launch of a capped tender offer (the “Offer”) for its outstanding EUR 500,000,000 1.625 per cent. fixed rate green bonds due 17 January 2027 (ISIN: BE6332786449) (the “2027 Bonds”) and EUR 600,000,000 1.50 per cent. fixed rate green bonds due 8 April 2029 (ISIN: BE6327721237) (the “2029 Bonds” and together with the 2027 Bonds, the “Bonds”) for cash. The maximum acceptance amounts of the Offer are up to EUR 250,000,000 in aggregate principal amount of the Bonds in general and up to EUR 50,000,000 in aggregate principal amount of the 2029 Bonds. Holders of the Bonds can find more information in the launch announcement which is available on the website of VGP at <https://www.vgpparks.eu/en/investors/financial-debt/> (the “Launch Announcement”).

Concurrently with the Offer, VGP intends to issue new euro-denominated fixed rate green bonds (the “New Bonds”), subject to market conditions.

ABOUT VGP

VGP is a pan-European owner, manager and developer of high-quality logistics and semi-industrial properties as well as a provider of renewable energy solutions. VGP has a fully integrated business model with extensive expertise and many years of experience along the entire value chain. VGP was founded in 1998 as a family-owned Belgian property developer in the Czech Republic and today operates with a staff of circa 380 FTEs in 18 European countries directly and through several 50:50 joint ventures. As of December 2024, the Gross Asset Value of VGP, including the joint ventures at 100%, amounted to € 7.8 billion and the company had a Net Asset Value (EPRA NTA) of € 2.4 billion. VGP is listed on Euronext Brussels (ISIN: BE0003878957). For more information, please visit: <https://www.vgpparks.eu/en/>.

DISCLAIMER

Capitalised terms used but not otherwise defined in this press release shall have the meanings given to them in the Launch Announcement referred to above. This press release must be read in conjunction with the Tender Offer Memorandum. This press release, the Launch Announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If any Bondholder is in any doubt as to the contents of this press release, the Launch Announcement and/or the Tender Offer Memorandum or the action it should take, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Bonds are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender such Bonds pursuant to the Offer. The Dealer Managers are acting exclusively for the Offeror and no one else in connection with the arrangements described in this press release, the Launch Announcement and the Tender Offer Memorandum and will not be responsible to any Bondholder for providing the protections which would be afforded to customers of the Dealer Managers or for advising any other person in connection with the Offer. None of the Offeror, the Dealer Managers or the Tender Agent or any director, officer, employee, agent or affiliate of any such person has made or will make any assessment of the merits and risks of the Offer or of the impact of the Offer on the interests of the Bondholders either as a class or as individuals, and none of them makes any recommendation as to whether Bondholders should tender Bonds pursuant to the Offer. None of the Offeror, the Dealer Managers or the Tender Agent (or any of their respective directors, officers, employees, agents or affiliates) is providing Bondholders with any legal, business, tax or other advice in this press release, the Launch Announcement and/or the Tender Offer Memorandum. Bondholders should consult with their own advisers as needed to assist them in making an investment decision and to advise them whether they are legally permitted to tender Bonds for cash.

Offer and Distribution Restrictions

Neither this press release, the Launch Announcement nor the Tender Offer Memorandum constitutes an invitation to participate in the Offer in or from any jurisdiction in or from which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this press release, the Launch Announcement, the Tender Offer Memorandum or any other materials relating to the Offer in certain jurisdictions may be restricted by law. Persons into whose possession this press release, the Launch Announcement, the Tender Offer Memorandum or any other materials relating to the Offer comes are required by each of the Offeror, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions. If any recipient of this press release, the Launch Announcement or the Tender Offer Memorandum is in any doubt as to the contents hereof or the action it should take, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser.

Neither this press release, the Launch Announcement, the Tender Offer Memorandum nor the electronic transmission thereof constitutes an offer to buy or a solicitation of an offer to sell Bonds (and tenders of Bonds in the Offer will not be accepted from Bondholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer and a Dealer Manager or any of its affiliates is such a licensed broker or dealer in any such jurisdiction, the Offer shall be deemed to be made by such Dealer Manager or affiliate, as the case may be, on behalf of the Offeror in such jurisdiction.

No action has been or will be taken in any jurisdiction in relation to the New Bonds that would permit a public offering of securities whereby such public offering would lead to a requirement to publish a prospectus or a similar requirement, and the minimum denomination of the New Bonds will be EUR 100,000.

United States:

The Offer is not being made, and will not be made, directly or indirectly in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States or to any U.S. person (as defined in Regulation S of the United States Securities Act of 1933, as amended (each a “**U.S. Person**”). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Bonds may not be tendered in the Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States or by any U.S. Person. Accordingly, copies of this press release, the Launch Announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any persons located or resident in the United States or to any U.S. Person, and the Bonds cannot be tendered in the Offer by any such use, means, instrumentality or facility from or within or by persons located or resident in the United States or by any U.S. Person. Any purported tender of Bonds in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Bonds made by a person located in the United States, a U.S. Person, by any person acting for the account or benefit of a U.S. Person, or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

Neither this press release, the Launch Announcement nor the Tender Offer Memorandum is an offer of securities for sale in the United States or to U.S. Persons. Bonds may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act. The New Bonds have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. Persons.

Each Bondholder participating in the Offer will represent that it is not a U.S. Person and it is not located in the United States and it is not participating in the Offer from the United States, or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Offer from the United States and who is not a U.S. Person. For the purposes of this and the above two paragraphs, “**United States**” means the United States of America, 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 of America and the District of Columbia.

United Kingdom:

The communication of this press release, the Launch Announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, this press release, the Launch Announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to (1) persons outside the United Kingdom, (2) those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “**Financial Promotion Order**”), (3) persons who are within Article 43 of the Financial Promotion Order or (4) any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (together being referred to as “**relevant persons**”). Any person in the United Kingdom who is not a relevant person should not act or rely on this press release, the Launch Announcement or the Tender Offer Memorandum.

Italy:

None of the Offer, this press release, the Launch Announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer have been or will be submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa* (“**CONSOB**”) pursuant to Italian laws and regulations.

The Offer is being carried out in the Republic of Italy (“**Italy**”) as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the “**Financial Services Act**”) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended.

Any Bondholder or beneficial owner of the Bonds that is resident and/or located in Italy may tender some or all of its Bonds for purchase pursuant to the Offer through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB, the Bank of Italy or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Bonds, the Offer and the Tender Offer Memorandum.

France:

The Offer is not being made, directly or indirectly, to the public in the Republic of France (“**France**”). This press release, the Launch Announcement, the Tender Offer Memorandum and any other document or material relating to the Offer have only been and shall only be distributed in France to qualified investors as defined in Article 2(e) of Regulation (EU) 2017/1129, as amended. None of this press release, the Launch Announcement, the Tender Offer Memorandum or any other such document or material has been or will be submitted for clearance to, or approved by, the *Autorité des Marchés Financiers*.

Consumers:

The Offer is not being made, and will not be made or advertised, directly or indirectly, to any individual qualifying as a consumer within the meaning of Article I.1 of the Belgian Code of Economic Law dated 28 February 2013, as amended (a “**Consumer**”) and this press release, the Launch Announcement, the Tender Offer Memorandum or any other documents or materials relating to the Offer have not been and shall not be distributed, directly or indirectly, to Consumers.

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*This news item contains information that is subject to the transparency regulations for listed companies.