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ADVERTISEMENT. This announcement is an advertisement for the purposes of Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”) relating to the admission to listing and trading of the Shares (as defined below) on Euronext Amsterdam (“**Admission**”). This announcement does not constitute or form part of a prospectus. This announcement is for information purposes only and is not intended to constitute, and should not be construed as, an offer to sell or a solicitation of any offer to buy Shares in any jurisdiction, including the United States, Canada, Australia or Japan.

Further details about the Offering (as defined below) and Admission are included in the Prospectus (as defined below) and any subsequent press releases of the Company (as defined below). The Prospectus has been approved by the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the “**AFM**”) and published and made available at no cost through the corporate website of the Company (www.cvc.com/ipo/), subject to securities law restrictions in certain jurisdictions. Any potential investor should make their investment decision solely on the basis of information that is contained in the Prospectus and any subsequent press releases of the Company and should read the Prospectus and subsequent press releases of the Company in order to fully understand the potential risks and rewards associated with any decision to invest in Shares. The approval of the Prospectus by the AFM should not be understood as an endorsement of the quality of the Shares and/or the Company.

This is an announcement as required under Article 5 sub 5 of the Market Abuse Regulation ((EU) 596/2014) and in accordance with Article 6 of Regulation (EU) 2016/1052.



Press release, 30 April 2024

CVC announces full exercise of Over-Allotment Option and end of stabilisation period

CVC Capital Partners plc (the “Company” and, together with each of its controlled undertakings at Admission, “CVC”), a global leader in private markets with approximately €186 billion of assets under management, today announces that J.P. Morgan SE as stabilisation manager (the “Stabilisation Manager”) (on behalf of the Underwriters (as defined below)) has fully exercised the Over-Allotment Option (as defined below) bringing the gross proceeds of the offering of the Company’s ordinary shares (“Shares”) on Euronext Amsterdam (the “Offering”) to approximately €2.3 billion. The stabilisation period has ended today.

Over-Allotment Option

As set out in the prospectus dated 22 April 2024 (the “**Prospectus**”) and the announcement made by the Company on 26 April 2024 in relation to the Offering price of €14 per Share and the increase in the Offering size, the selling shareholders granted an option, exercisable within 30 days of the first trading in the Shares on an ‘as-if-and-when-issued/delivered’ basis, to the Stabilisation Manager (on behalf of the Underwriters) in respect of up to 18,995,339 additional Shares (the “**Additional Shares**”), comprising up to 15% of the total number of Shares sold by the selling shareholders in the Offering (excluding such Additional Shares), pursuant to which the Stabilisation Manager, on behalf of the Underwriters, may require the selling shareholders to sell all or a portion of the Additional Shares at the offer price of €14 per Share to cover any over-allotments or facilitate any stabilisation transactions in connection with the Offering (the “**Over-Allotment Option**”).

The Stabilisation Manager, on behalf of the Underwriters, has today notified the Company and the selling shareholders of the full exercise of the Over-Allotment Option. As a consequence, all of the Additional Shares are sold by the selling shareholders resulting in additional gross proceeds of approximately €266 million for the selling shareholders. In addition, the Stabilisation Manager (on behalf of the Underwriters) has today notified the Company and the selling shareholders of the end of the stabilisation period.

As a result of the full exercise of the Over-Allotment Option, the total number of Shares placed in the Offering amounts to 163,410,209 immediately after settlement of the Over-Allotment Option, representing approximately 16.3% of the Company’s issued share capital.

Stabilisation

The Stabilisation Manager (on behalf of the Underwriters) has informed the Company and the selling shareholders that it has not carried out stabilisation transactions within the meaning of Article 3 sub 2(d) of the Market Abuse Regulation (EU/596/2014) in relation to the Offering.

Underwriters

The Company appointed Goldman Sachs International, J.P. Morgan Securities plc and Morgan Stanley & Co. International plc as joint global coordinators (the “**Joint Global Coordinators**”) for the Offering.

CVC Capital Markets S.à r.l., ABN AMRO Bank N.V. (in cooperation with ODDO BHF SCA), Barclays Bank PLC, BNP PARIBAS, Merrill Lynch International, Citigroup Global Markets Limited, Deutsche Bank Aktiengesellschaft, ING Bank N.V., Redburn (Europe) Limited and UBS AG London Branch acted as joint bookrunners (the “**Joint Bookrunners**” and together with the Joint Global Coordinators, the “**Underwriters**”) for the Offering.

Earlier announcements

On 15 April 2023, the Company announced its intention to launch an offering and admission to listing and trading of the Shares on Euronext Amsterdam. On 22 April 2024, the Company announced the launch of the Offering, the indicative offer price range and offer size for the Offering as well as the publication of the Prospectus. On 26 April 2024, the Company announced the offer price of €14 per Share and an increase in the offer size to approximately €2.0 billion. The Prospectus and the press releases are available on the corporate website of the Company (<https://www.cvc.com/ipo/>), subject to applicable securities laws.

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This announcement is for information purposes only and is not intended to constitute, and should not be construed as, an offer to sell or a solicitation of any offer to buy the Shares in any jurisdiction, including the United States, Canada, Australia or Japan.

This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States. This announcement is not an offer of securities for sale into the United States. The Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States, absent registration or an applicable exemption from registration. The Company has no intention to register any part of the Offering in the United States or make a public offering of securities in the United States.

In the United Kingdom, this announcement and any other materials in relation to the Shares is being, and will be, only distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, “qualified investors” (within the meaning of the assimilated Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 and underlying legislation) and who are: (i) persons having professional experience in matters relating to investments who fall within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order and other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as “relevant persons”). Persons who are not relevant persons should not take any action on the basis of this document and should not act or rely on it.

The Company has not authorised any offer to the public of Shares requiring publication of a prospectus in any Member State of the European Economic Area. With respect to any Member State of the European Economic Area (each a “**Relevant Member State**”), no action has been undertaken or will be undertaken to make an offer to the public of Shares requiring publication of a prospectus in any Relevant Member State. As a result, the Shares may only be offered in Relevant Member States: (i) to any person or legal entity which is a qualified investor within the meaning of Article 2(e) of the Prospectus Regulation; or (ii) in any other circumstances falling within Article 1(4) of the Prospectus Regulation.

For the purpose of this paragraph, the expression “offer of securities to the public” means the communication in any form and by any means of sufficient information on the terms of the Offering and the Shares to be offered so as to enable the investor to decide to purchase or subscribe for the Shares, the expression “Prospectus Regulation” means Regulation (EU) 2017/1129 and includes any relevant delegated regulations and amendments thereto.

No action has been taken by the Company or its shareholders that would permit an offer of Shares or the possession or distribution of this announcement or any other offering or publicity material relating to such Shares in any jurisdiction where action for that purpose is required.

The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which they are released, published or distributed, should inform themselves about, and observe, such restrictions.

This announcement may include statements, including the Company’s financial and operational medium- to long-term term objectives that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements may be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “targets”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will” or “should” or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Company’s current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company’s business, results of operations, financial position, liquidity, prospects, growth or strategies. Forward-looking statements speak only as of the date they are made. Each of the Company, its shareholders, the Underwriters and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in this announcement whether as a result of new information, future developments or otherwise.

The price and value of securities may go up as well as down. Persons needing advice should contact a professional adviser. Information in this announcement or any of the documents relating to the Admission and the Offering cannot be relied upon as a guide to future performance.

The Underwriters are acting exclusively for the Company and no one else in connection with the Offering. They will not regard any other person as their respective clients in relation to any offering of Shares and will not be responsible to anyone other than

the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to any offering of Shares, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

None of the Underwriters or any of their respective subsidiary undertakings, affiliates or any of their respective directors, officers, employees, advisers, agents, alliance partners or any other entity or person accepts any responsibility or liability whatsoever for, or makes any representation, warranty or undertaking, express or implied, as to the truth, accuracy, completeness or fairness of the information or opinions in this announcement (or whether any information has been omitted from this announcement) or any other information relating to the group, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. Accordingly, the Underwriters disclaim, to the fullest extent permitted by applicable law, all and any liability, whether arising in tort or contract or that they might otherwise be found to have in respect of this announcement and/or any such statement.

Each of the Underwriters and any of their respective affiliates may acquire Shares as a principal and in that capacity may retain, purchase, sell, offer to sell for their own account such Shares and other securities of the Company or related investments. In addition, the Underwriters and their respective affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which the Underwriters and their respective affiliates may from time to time acquire, hold or dispose of Shares. None of the Underwriters or any of their affiliates intent to disclose the extent of any such investment or transactions, other than in accordance with any legal or regulatory obligations to do so.