

R.E.A. Holdings plc: Further re proposals in respect of 8.75 percent guaranteed sterling notes 2020

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Dissemination of a Regulatory Announcement that contains inside information according to REGULATION (EU) No 596/2014 (MAR), transmitted by EQS Group.

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R.E.A. Holdings plc ("REA Holdings")

REA Finance B.V. ("REA Finance")

Enhanced proposals to extend the date for repayment of the 8.75 per cent guaranteed sterling notes 2020 issued by REA Finance B.V. and irrevocably and unconditionally guaranteed by R.E.A. Holdings plc and R.E.A. Services Limited (the "sterling notes")

IMPORTANT UPDATE AS REGARDS THE GENERAL MEETING OF THE HOLDERS OF THE STERLING NOTES CONVENED FOR 31 MARCH 2020

On 6 March 2020 REA Finance convened a meeting of the holders of the sterling notes to be held at the offices of Apex Financial Services B.V. at Van Heuven Goedhartlaan 935A, 1181LD Amstelveen, The Netherlands on 31 March 2020 at 12.00 noon (Amsterdam time) for the purpose of considering and, if thought fit, passing a resolution, to be proposed as an extraordinary resolution, sanctioning the proposals regarding the extension of the date for repayment of the sterling notes from 31 August 2020 to 31 August 2025 (the "**proposals**").

In the current circumstances of COVID-19, it is now accepted that it is not reasonably practicable for such meeting to be held at the offices of Apex Financial Services B.V. as envisaged.

Accordingly, Apex Corporate Trustees (UK) Limited (as trustee for the holders of the sterling notes (the "**Noteholders**")) (the "**Trustee**"), has agreed, in accordance with the terms of clause 25 of the trust deed constituting the sterling notes (the "**Trust Deed**"), to concur with REA Finance (as issuer), REA Holdings (as guarantor) and R.E.A. Services Limited (as co-guarantor) in making a modification to the Trust Deed such that the following be inserted as a new paragraph 27 of Schedule 3 (*Meetings of Noteholders*) to the Trust Deed:

"Notwithstanding any provision to the contrary contained in the trust deed constituting the sterling notes, the circular to Noteholders dated 6 March 2020, the notice of meeting of Noteholders dated 6 March 2020 or otherwise:

- a. the meeting of Noteholders convened for 31 March 2020 to be held at the offices of Apex Financial Services B.V. at Van Heuven Goedhartlaan 935A, 1181LD Amstelveen, The Netherlands will instead be held at the home address of the chairman

of the meeting (proposed to be Christian Wulf representing Apex Financial Services B.V. as sole managing director of REA Finance) and on the basis that:

- i. no person other than the chairman of the meeting will be entitled to be present in person at such meeting; and
 - ii. all proxies submitted or to be submitted for the meeting, to the extent that they would be valid but for the changes proposed above, be valid for the meeting at the new address;
- b. Noteholders who would otherwise have wished, or wish, to attend the meeting in person or by proxy may dial in to the meeting on a number obtainable on application by email to marielle.vandebunt@Apexfs.com (copied to Christian.Wulf@Apexfs.com); and
- c. the vote at such meeting will be taken on a poll."

As noted above, in accordance with clause 25 of the Trust Deed, the Trustee has agreed to the modification on the basis that it is of the opinion that such modification will not be materially prejudicial to the interests of the Noteholders.

Enquiries:

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