

**CAIXA CENTRAL - CAIXA CENTRAL DE CRÉDITO AGRÍCOLA MÚTUO, C.R.L. announces Tender Offer in respect of its €300,000,000 2.50 per cent. Fixed/Floating Rate Callable Senior Preferred Notes due 2026 (ISIN: PTCCAOM0000)**

21 January 2025 - Caixa Central - Caixa Central de Crédito Agrícola Mútuo, C.R.L. (the "Offeror") announces today an invitation to eligible holders of its outstanding €300,000,000 2.50 per cent. Fixed/Floating Rate Callable Senior Preferred Notes due 2026 (ISIN: PTCCAOM0000) (the "Notes") to tender any and all such Notes for purchase by the Offeror for cash subject to satisfaction (or waiver) of the conditions including, but not limited to, the New Financing Condition, all as further described in a tender offer memorandum dated 21 January 2025 prepared by the Offeror (the "Tender Offer Memorandum") (such invitation, the "Offer").

The Offer is being made on the terms and subject to the conditions including, but not limited to, the New Financing Condition contained in the Tender Offer Memorandum, and is subject to the offer restrictions set out below and as more fully described in the Tender Offer Memorandum.

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

**Summary of the Offer**

Description of the Notes	ISIN / Common Code	Outstanding Nominal amount	Call Date <sup>(1)</sup>	Purchase Price	Amount subject to the offer
€300,000,000 2.50 per cent. Fixed/Floating Rate Callable Senior Preferred Notes due 2026	PTCCAOM0000 / 240532310	€ 300,000,000	5 November 2025	99.80 per cent	Any and all

(1) The Issuer is entitled (but not obliged), subject to obtaining regulatory consent and to satisfaction of certain conditions, to redeem all (but not some only) of the Notes on 5-Nov-25 (the "Call Date") at their nominal amount together with any interest accrued and unpaid up to but excluding the date fixed for redemption.

**Rationale for the Offer**

The purpose of the Offer is to proactively manage the Offeror's liabilities structure and provide liquidity for investors in the Notes concurrently with the opportunity to apply (as described herein) for, at the sole and absolute discretion of the Offeror, priority allocation in the New Notes.

The Offeror intends to consider future optional redemption rights in respect of the Notes that are not tendered and accepted pursuant to the Offer on an economic basis at the relevant time, considering current and future regulatory capital treatment and Minimum Requirement for Own Funds and Eligible Liabilities ("MREL") value, amongst other things.

**Caixa Central de Crédito Agrícola Mútuo, C.R.L.**

Rua Castilho 233-233A. 1099-004 Lisboa, Portugal

Tax number: 501 464 301 | Share Capital: 321 405 715.00 Euros

**Contacts:**

Investor Relations: [investor.relations@creditoagricola.pt](mailto:investor.relations@creditoagricola.pt) / Tel. +351 213 809 900

Communication Department: [comunicacao@creditoagricola.pt](mailto:comunicacao@creditoagricola.pt) / Tel. +351 213 805 532

### **Purchase Price**

The Offeror will pay, for Notes accepted for purchase pursuant to the Offer (and subject to satisfaction or waiver of the New Financing Condition on or prior to the Settlement Date), a cash purchase price equal to 99.80 per cent. of the nominal amount of the relevant Notes (the "**Purchase Price**").

The Offeror is not under any obligation to accept for purchase any Notes tendered pursuant to the Offer. The acceptance for purchase by the Offeror of Notes tendered pursuant to the Offer is at the sole and absolute discretion of the Offeror and tenders may be rejected by the Offeror for any reason.

### **Accrued Interest**

The Offeror will also pay an Accrued Interest Payment in respect of Notes accepted for purchase pursuant to the Offer.

### **New Financing Condition**

The Offeror announced on 21 January 2025 its intention to issue a series of euro-denominated fixed/floating rate callable senior preferred notes (the "**New Notes**"), subject to market conditions. Whether the Offeror will accept for purchase any Notes validly tendered in the Offer and complete the Offer is subject, without limitation, to the successful completion (in the sole and absolute determination of the Offeror) of the issue of the New Notes (the "**New Financing Condition**").

### **Issuance of New Notes**

Pricing of the issue of the New Notes is expected to occur prior to the Expiration Deadline for the Offer.

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### **Allocation of the New Notes**

When considering allocation of the New Notes, the Offeror intends to give preference to those Noteholders who, prior to such allocation, have validly tendered (or have given a firm indication to the Offeror or any Dealer Manager that they intend to tender) their Notes pursuant to the Offer. Therefore, a Noteholder who wishes to subscribe for New Notes in addition to tendering its Notes for purchase pursuant to the Offer may be eligible to receive, at the sole and absolute discretion of the Offeror, 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 a Dealer Manager (in its capacity as a joint lead manager of the issue of the New Notes) or to any other joint lead manager of the issue of the New Notes in accordance with the standard new issue procedures of such joint lead manager. The aggregate nominal amount of New Notes for which a Noteholder may receive priority in allocation may be in an amount (determined at the sole and absolute discretion of the Offeror) up to the aggregate nominal amount of the Notes validly tendered by such Noteholder in the Offer or the amount of the Notes such Noteholder has indicated its firm intention to tender. However, the Offeror is not obliged to allocate the New Notes to a Noteholder who has validly tendered or indicated a firm intention to tender the Notes pursuant to the Offer and, if New Notes are allocated, the nominal amount thereof may be less or more than the nominal amount of Notes tendered by such Noteholder and accepted by the Offeror pursuant to the Offer. Any such allocation will also, among other factors, take into account the minimum denomination of the New Notes (being €100,000).

All allocations of the New Notes, while being considered by the Offeror as set out above, will be made in accordance with customary new issue allocation processes and procedures. In the event that a Noteholder validly tenders Notes pursuant to the Offer, such Notes will remain subject to such tender and the conditions of the Offer as set out in the Tender Offer Memorandum irrespective of whether that Noteholder receives all, part or none of any allocation of New Notes for which it has applied.

Noteholders should note that the pricing and allocation of the New Notes are expected to take place prior to the Expiration Deadline for the Offer and any Noteholder that wishes to subscribe for New Notes in addition to tendering existing Notes for purchase pursuant to the Offer should therefore provide, as soon as practicable, to any Dealer Manager any indications of a firm intention to tender Notes for purchase pursuant to the Offer and the quantum of Notes that it intends to tender in order for this to be taken into account as part of the New Notes allocation process.

### **Acceptance and no scaling**

If the Offeror decides to accept valid tenders of Notes pursuant to the Offer, the Offeror will (subject to the satisfaction or waiver of the New Financing Condition on or prior to the Settlement Date) accept for purchase all of the Notes that are validly tendered and there will be no scaling of any valid tenders of Notes for purchase.

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### **Separate settlement**

Payment under the Offer and the issue of the New Notes are subject to separate settlement processes, and the Settlement Date for the Offer is expected to fall on or after the settlement date for the issue of the New Notes. Noteholders who subscribe for New Notes may be required to make payment for such New Notes prior to receiving any payment pursuant to the Offer.

### **Offer to Sell**

In order to participate in, and be eligible to receive the Purchase Price and the Accrued Interest Payment pursuant to, the Offer, Noteholders must validly tender their Notes for purchase by delivering, or arranging to have delivered on their behalf, to the relevant Interbolsa Affiliate Member (as defined below) and in accordance with all applicable requirements, a valid Instruction Notice (as defined below) for subsequent delivery by such Interbolsa Affiliate Member of a corresponding Offer to Sell that is received by the Tender and Information Agent by 4.00 p.m. (Lisbon/London time) on 28 January 2025, unless extended, re-opened, amended and/or terminated as provided in the Tender Offer Memorandum (the "**Expiration Deadline**").

**Instruction Notices and Offers to Sell will be irrevocable** except in the limited circumstances described in "Amendment and Termination".

Instruction Notices and Offers to Sell must be submitted in respect of a minimum nominal amount of Notes of no less than €100,000, being the minimum and specified denomination of the Notes, and may be submitted in respect of any integral multiple of €100,000 thereafter.

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## Indicative timetable for the Offer

The following sets out the expected times and dates of the key events relating to the Offer. The times and dates below are indicative only and subject to change.

### Events

### Times and Dates

(All times are London/Lisbon time)

#### **Commencement of the Offer**

Announcement of the Offer. Tender Offer Memorandum available (subject to distribution restrictions) from the Tender and Information Agent. Notices distributed via Interbolsa and the International Clearing Systems. Commencement of the tender offer period.

21 January 2025

#### **Expiration Deadline**

Deadline for receipt by the Tender and Information Agent of Offers to Sell in order for Noteholders to be able to participate in the Offer.

4.00 p.m. on 28 January 2025

Noteholders should note that Instruction Notices must be submitted in accordance with the deadlines of the relevant Interbolsa Affiliate Member(s) and, if applicable, the International Clearing Systems, which will be before the Expiration Deadline.

#### **Announcement of Results**

Announcement of (i) whether the Offeror will accept (subject to satisfaction or waiver of the New Financing Condition on or prior to the Settlement Date) valid tenders of Notes for purchase pursuant to the Offer and, if so accepted, (ii) the aggregate nominal amount of the Notes accepted for purchase.

As soon as practicable on 29 January 2025

#### **Settlement Date**

Subject to satisfaction (or waiver) of the New Financing Condition on or prior to such date, expected Settlement Date for the Offer.

31 January 2025

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The Offeror may, in its sole and absolute discretion, extend, re-open, amend, waive any condition of or terminate the Offer at any time (subject to applicable law and as provided in the Tender Offer Memorandum) and the above times and dates are subject to the right of the Offeror to so extend, re-open, amend and/or terminate the Offer.

***Noteholders are advised to check with any bank, securities broker or other intermediary (including the relevant Interbolsa Affiliate Member or International Clearing System) through which they hold Notes when such intermediary would require receipt of instructions in order for that Noteholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offer before the deadlines specified in this announcement and the Tender Offer Memorandum. The deadlines set by any such intermediary and the relevant Interbolsa Affiliate Member or International Clearing System will be earlier than the relevant deadlines specified above.***

### **Announcements**

Unless stated otherwise, announcements in connection with the Offer will be made by (i) delivery of the relevant notice to Interbolsa for communication by it to Interbolsa Affiliate Members, (ii) to the International Clearing Systems for communication by them to the Direct Participants, (iii) at the option of the Offeror, by publication via a recognised financial news service (e.g. Reuters/Bloomberg) as selected by the Offeror and (iv) by publication via the website of Irish Stock Exchange plc trading as Euronext Dublin. ("**Euronext Dublin**").

Copies of all such announcements, press releases and notices can also be obtained upon request from the Tender and Information Agent, the contact details for which are set out below. Significant delays may be experienced where notices are delivered to Interbolsa and the International Clearing Systems and Noteholders are urged to contact the Tender and Information Agent for the relevant announcements during the course of the Offer. In addition, Noteholders may contact the Dealer Managers for information using the contact details below.

**Noteholders are advised to read carefully the Tender Offer Memorandum for full details of, and information on the procedures for, participating in the Offer.**

### **Further information**

Questions and requests for assistance in connection with (i) the Offer may be directed to the Dealer Managers, and (ii) the delivery of Tender Instructions may be directed to the Tender and Information Agent, the contact details for which are set out below:

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### DEALER MANAGERS

**BofA Securities Europe SA**

51 rue La Boétie  
75008 Paris  
France

Telephone: +33 1 877 01057

Email: [DG.LM-EMEA@bofa.com](mailto:DG.LM-EMEA@bofa.com)

Attention: Liability Management Group

**Banco Santander, S.A.**

Ciudad Grupo Santander  
Avenida de Cantabria s/n  
28660

Madrid, Spain

Attention: Liability Management

Email: [liabilitymanagement@gruposantander.com](mailto:liabilitymanagement@gruposantander.com)

### TENDER AND INFORMATION AGENT

**Kroll Issuer Services Limited**

The Shard  
32 London Bridge Street  
London SE1 9SG  
United Kingdom

Email: [creditoagricola@is.kroll.com](mailto:creditoagricola@is.kroll.com)

Attention: Arlind Bytyqi / Jacek Kusion

Offer Website: <https://deals.is.kroll.com/creditoagricola>

### MARKET ABUSE REGULATION

This announcement is released by Caixa Central - Caixa Central de Crédito Agrícola Mútuo, C.R.L. and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (MAR), encompassing information relating to the Offer and proposed issue of New Notes described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Henrique Rosado, Investor Relations of Caixa Central - Caixa Central de Crédito Agrícola Mútuo, C.R.L.

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**DISCLAIMER** This announcement must be read in conjunction with the Tender Offer Memorandum. This 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 Noteholder is in any doubt as to the contents of the Tender Offer Memorandum or the action it should take, it is recommended to seek its own financial, accounting, regulatory and legal advice, including in respect of any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Notes pursuant to the Offer. None of the Offeror, the Dealer Managers or the Tender and Information Agent or any of their respective directors, officers, employees, agents, advisers or affiliates 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 Noteholders either as a class or individuals, and none of them makes any recommendation whether Noteholders should tender Notes pursuant to the Offer. None of the Offeror, the Dealer Managers or the Tender and Information Agent (or any of their respective directors, officers, employees, agents, advisers or affiliates) is providing Noteholders with any legal, business, tax, financial, investment, accounting or other advice in this announcement and/or the Tender Offer Memorandum and/or in connection with the Offer. Noteholders should consult with their own advisers as needed to assist them in making investment decisions, and to advise them whether they are legally permitted to tender Notes for cash.

#### **OFFER AND DISTRIBUTION RESTRICTIONS**

*This announcement and the Tender Offer Memorandum do not constitute an invitation to participate in the Offer in any jurisdiction in 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 announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and the Tender Offer Memorandum comes are required by each of the Offeror, the Dealer Managers and the Tender and Information Agent to inform themselves about, and to observe, any such restrictions.*

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**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. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Notes 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 as defined in Regulation S of the U.S. Securities Act of 1933, as amended (the "Securities Act"). Accordingly, copies of this announcement and 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. Any purported tender of Notes in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by, or by any person acting for the account or benefit of, a person located in the United States 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 announcement nor the Tender Offer Memorandum is an offer to buy or sell, or a solicitation of an offer to sell or buy, any Notes or other securities in the United States. Notes may not be offered or sold in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act. The New Notes 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, in the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S of the Securities Act).

Each Noteholder participating in the Offer will represent that 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. For the purposes of this and the above two paragraphs, "**United States**" means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.

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**Italy:** None of the Offer, this announcement and the Tender Offer Memorandum or any other documents or materials relating to the Offer has 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. Noteholders or beneficial owners of the Notes that are located in Italy may tender their Notes in 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 from time to time, 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 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 Notes and/or the Offer.

**United Kingdom:** The communication of this announcement and 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, as amended. Accordingly, such documents and/or materials 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, and may only be acted upon by, 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 (the "**Financial Promotion Order**") or persons who are within Article 43 of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (together, "**relevant persons**"). Any investment or investment activity to which this announcement and the Tender Offer Memorandum relates is available only to relevant persons and will be engaged in only with relevant persons (and is subject to other restrictions referred to in the Financial Promotion Order).

**France:** This 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). Neither this announcement nor the Tender Offer Memorandum has been nor will they be submitted for clearance to nor approved by the *Autorité des Marchés Financiers*.

**Portugal:** The Offer is not being made, directly or indirectly, to the public in Portugal under circumstances which are deemed to be a public offer (oferta pública) in Portugal under the Portuguese Securities Code enacted by Decree-Law no. 486/99 of 13 November 1999 (as amended and restated from time to time, the ("**Portuguese Securities Code**") or under any legislation which may replace or complement it in this respect from time to time.

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No action has been or will be taken to, directly or indirectly, advertise, market, gather investment intentions, submit to investment gathering procedures, invite to tender, offer to buy or purchase the Notes in relation to the Offer in circumstances which could qualify as a public offer (oferta pública) in Portugal, notably in circumstances which could qualify under the Portuguese Securities Code or under any legislation which may replace or complement it in this respect from time to time as a public offer (oferta pública) addressed to individuals or entities resident in Portugal or having permanent establishment located in Portuguese territory, as the case may be.

Neither this announcement, nor the Tender Offer Memorandum, nor any document, circular, advertisement, announcement or any other offering material in relation to the Offer has been or is expected to be (i) distributed or made available, directly or indirectly, to the public in Portugal or in circumstances which could qualify under the Portuguese Securities Code or under any legislation which may replace or complement it in this respect from time to time as a public offer (oferta pública) of securities addressed to individuals or entities resident in Portugal or having permanent establishment located in Portuguese territory, as the case may be; or (ii) registered or filed with or approved by the Portuguese Securities Market Commission (Comissão do Mercado de Valores Mobiliários).

Any Instruction Notices or Offers to Sell delivered by any Noteholder, or by any other person on their behalf, for the tender of any Notes pursuant to the Offer will not be accepted by the Offeror in any circumstances in which such Instruction Notices or Offers to Sell do not comply with these Offer and Distribution Restrictions or otherwise is unlawful in Portugal and does not comply with all provisions of the applicable Portuguese legal framework.

**General:** Neither this announcement nor the Tender Offer Memorandum nor the electronic transmission thereof constitutes an offer to buy or the solicitation of an offer to sell Notes (and tenders of Notes in the Offer will not be accepted from Noteholders) 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 any Dealer Manager or any of their respective 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 such affiliate, as the case may be, on behalf of the Offeror in such jurisdiction.

**New Notes:** Any investment decision to purchase any New Notes should be made solely on the basis of the information contained in the base prospectus dated 13 January 2025 in connection with the Offeror's €2,000,000,000 Euro Medium Term Note Programme and the Final Terms in respect of the New Notes (together, the "**Prospectus**") pursuant to which the New Notes are intended to be issued, and no reliance is to be placed on any representations other than those contained in the Prospectus. Subject to compliance with all applicable securities laws and regulations, the Prospectus is available on the website of the Offeror and from the joint lead managers of the issue of the New Notes, on request.

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The New Notes are not being, and will not be, offered or sold in the United States. Nothing in the Tender Offer Memorandum constitutes an offer to sell or the solicitation of an offer to buy the New Notes in the United States or any other jurisdiction. Securities may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of, the United States Securities Act of 1933, as amended (the "**Securities Act**"). The New Notes 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 (as defined in Regulation S under the Securities Act).

*Compliance information for the New Notes: MiFID II and UK MiFIR professionals/ECPS-only/No PRIIPs or UK PRIIPs KID – eligible counterparties and professional clients only (all distribution channels). No sales to EEA or UK retail investors; no key information document has been or will be prepared. See the Prospectus for further information.*

No action has been or will be taken in any jurisdiction in relation to the New Notes to permit a public offering of securities.

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