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NOVO BANCO, S.A. announces the Maximum Acceptance Amount in respect of the Tender Offer for its €400,000,000 8.500 per cent. Fixed Rate Reset Callable Subordinated Notes due 2028 (ISIN: PTNOBFOM0017)

25 May 2023. Novo Banco, S.A. (the **Offeror**) announces today, further to its announcement on 22 May 2023 of its invitation to eligible holders of its outstanding €400,000,000 8.500 per cent. Fixed Rate Reset Callable Subordinated Notes due 2028 (ISIN: PTNOBFOM0017) (the **Notes**) to tender such Notes for purchase by the Offeror for cash in an aggregate principal amount up to the Maximum Acceptance Amount, subject to satisfaction of the conditions contained in a tender offer memorandum dated 22 May 2023 prepared by the Offeror (the **Tender Offer Memorandum**) including, but not limited to, the New Financing Condition (as defined in the Tender Offer Memorandum) (such invitation, the **Offer**), that, following the pricing of the New Notes to be issued by the Offeror, the Maximum Acceptance Amount in respect of the Offer is €400,000,000.

The Offeror reserves the right, in its sole and absolute discretion, to modify or waive the Maximum Acceptance Amount for any reason, subject to applicable law.

The Offer commenced on 22 May 2023 and will expire at 4.00 p.m. (London/Lisbon time) on 30 May 2023, unless extended, re-opened, amended, or terminated at the sole and absolute discretion of the Offeror, as provided in the Tender Offer Memorandum. The Offeror will announce as soon as reasonably practicable on 31 May 2023 (i) whether it will accept (subject to satisfaction 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 principal amount of the Notes accepted for purchase. As the Maximum Acceptance Amount is equal to the aggregate principal amount of the Notes outstanding, no Scaling Factor will be applied.

Subject to the satisfaction of the New Financing Condition on or prior to such date, settlement is expected to take place on 1 June 2023.

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.

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:

DEALER MANAGERS

Credit Suisse Bank (Europe), S.A.

Calle de Ayala, 42
28001 Madrid
Spain

Telephone: +44 20 7883 8763

Email: liability.management@credit-suisse.com

Attention: Liability Management Group

J.P. Morgan SE

Taunustor 1 (TaunusTurm)
60310 Frankfurt am Main
Germany

Telephone: +44 20 7134 2468

Email: liability_management_EMEA@jpmorgan.com

Attention: Liability Management

TENDER AND INFORMATION AGENT

Kroll Issuer Services Limited

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

Telephone: +44 20 7704 0880

Email: novobanco@is.kroll.com

Attention: Thomas Choquet

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

MARKET ABUSE REGULATION

This announcement is released by Novobanco, S.A. 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 Maria Fontes, Head of Investor Relations of Novo Banco, S.A.

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.

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.

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: Neither the Offer nor any other documents or materials relating to the Offer, including related to the issuance of New Notes, have been submitted to or will be submitted for approval or have been approved by *Comissão do Mercado de Valores Mobiliários*, the Portuguese Securities Market Commission. In connection with the Offer, (i) no action has directly or indirectly been taken and no offer, advertisement, marketing, invitation to sell or buy any Notes has been made and no action will directly or indirectly be taken and no offer, advertisement, marketing, invitation to sell or buy any Notes will be made; and (ii) the Tender Offer Memorandum, this announcement and any other offering material relating to the Notes or to the New Notes in Portugal have not been distributed, made available or caused to be distributed and will not be distributed, made available or cause to be distributed in Portugal, in circumstances which could qualify, in case of each of (i) and (ii), as a public offer in Portugal.

The Tender Offer Memorandum, this announcement and any other documents or materials relating to the Offer, including related to the issuance of New Notes, are only available in Portugal, and are addressed exclusively, to professional investors, as defined in article 30 of the Portuguese Securities Code (*Código dos Valores Mobiliários*) enacted by Decree-Law no. 486/99 of 13 November 1999 (as amended and restated from time to time).

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 19 May 2023 in connection with the Offeror's €5,000,000,000 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 will be available on the website of the Offeror and from the joint lead managers of the issue of the New Notes, on request. Nothing in this announcement or 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 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 product governance** – eligible counterparties and professional clients only (all distribution channels). **PRIPs Regulation and UK PRIIPs Regulation** – no sales to EEA or UK retail investors; no key information document has been or will be prepared. See the Prospectus for further information.