



VELLIV ANNOUNCES SUCCESSFUL CONSENT SOLICITATION AND NO NOTES TENDERED FOR PURCHASE

3.10.2019 12:19:06 CEST | Velliv, Pension & Livsforsikring A/S | Other information disclosed according to the rules of the Exchange

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Velliv announces that its solicitation of consents from the holders of its outstanding SEK 2,250,000,000 Floating Rate Callable Subordinated Tier 2 Notes 2028 (ISIN DK0030420492) (the “**Notes**”) has succeeded and that no Notes have been tendered for purchase.

Velliv, Pension & Livsforsikring A/S (“**Velliv**”) announces that it has obtained approval from the requisite majority of Noteholders to the consent solicitation to approve an extraordinary resolution to the effect that the Notes are being delisted from Nasdaq Copenhagen A/S’ regulated market (the “**Delisting**”) and that the Notes are subsequently being listed on the Nasdaq First North Bond Market operated by Nasdaq Copenhagen A/S (the “**Listing**”) (the “**Consent Solicitation**”) as set out in the consent solicitation and tender offer memorandum dated 23 September 2019 (the “**Memorandum**”). Furthermore, Velliv announces that no Notes have been validly tendered by Eligible Noteholders for purchase as part of the Tender Offer.

Capitalised terms defined in the Memorandum shall have the same meaning in this company announcement unless defined differently herein.

The Noteholders’ Meeting to consider the Proposal was held on 3 October at 09:00 (Danish Time). At the Noteholders’ Meeting the Proposal was approved by the required majority as Noteholders representing a majority of not less 75% of the Outstanding Principal Amount less any Notes owned by (i) the Issuer and/or (ii) its Subsidiaries represented in person or by proxy at the Noteholders’ Meeting voted in favour of the Proposal.

Velliv will initiate the completion of the Delisting and Listing and expects the Delisting and Listing to have been completed by 8 October 2019.

Payment of the Early Consent Fee and Base Consent Fee, as applicable, to the relevant Eligible Noteholders is expected to take place on or around 11 October 2019, subject to completion of the Delisting and Listing.

This company announcement is for information purposes only and is not an offer to sell or a solicitation of an offer to buy any security, nor is it a tender offer with respect to any Notes.

For questions relating to the Consent Solicitation, the Noteholders’ Meeting and the Tender Offer please contact the Solicitation Agent. Relevant contact details are set out below.

Solicitation Agent, Tabulation Agent and Trade Counterparty

Solicitation Agent

Nordea Danmark, filial af Nordea Bank Abp, Finland (Nordea Liability Management)

Email: NordeaLiabilityManagement@nordea.com

Telephone: +45 55 47 42 53/ +45 55 47 58 95

Tabulation Agent

Nordea Danmark, filial af Nordea Bank Abp, Finland (Nordea Liability Management)

Email: NordeaLiabilityManagement@nordea.com

Telephone: +45 55 47 42 53/ +45 55 47 58 95

Trade Counterparty

Nordea Bank Abp, Finland

Email: NordeaLiabilityManagement@nordea.com

Telephone: +45 55 47 42 53/ +45 55 47 58 95

For further information, please contact:

Søren Dijohn

Investor Relations Manager

Velliv, Pension & Livsforsikring A/S, Denmark

Email: soren.dijohn@velliv.dk

Telephone: +45 61 22 29 98

About Velliv, Pension & Livsforsikring A/S

Velliv tilbyder pensionsordninger til både private og virksomheder, og er med mere end 340.000 kunder Danmarks tredje største kommercielle pensionsselskab. Alle vores kunder er medejere af Velliv gennem deres automatiske medlemskab i Velliv Foreningen, der er majoritetsejer i pensionsselskabet.

Attachments

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