

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OR ANY JURISDICTION IN WHICH THE PUBLICATION, DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL. OTHER RESTRICTIONS ARE APPLICABLE.



NewDay Bondco Plc Announces Offering of Senior Secured Notes

London, November 18, 2022. NewDay Bondco Plc (the "**Issuer**") today announced that it is launching an offering (the "**Offering**") of 13.250% senior secured notes (the "**Notes**"). The Notes will be senior secured obligations of the Issuer. Interest will be payable semi-annually. The offering price and principal amount of the Notes and certain other terms will be determined at the time of pricing of the offering, subject to market conditions.

Concurrently with the Offering, the Issuer is also proposing to exchange (the "**Exchange Offer**") its outstanding 7.375% Senior Secured Notes due 2024 (the "**Existing Notes**") for 13.250% senior secured notes (the "**Exchange Notes**"). The Exchange Notes and the Notes will have identical terms. It is expected that the Exchange Notes and the Notes will be issued under the same indenture on the issue date.

The occurrence of the Exchange Offer settlement date will be conditioned upon the aggregate principal amount of the combination of Exchange Notes and/or Notes being no less than £200 million. The Issuer may, at its sole discretion, determine the allocation of the total amount of the Exchange Notes and the Notes.

The gross proceeds from the Offering will be used for general corporate purposes and to pay estimated fees and expenses incurred in connection with the Offering. The Issuer intends to continue to explore options to address its debt maturity profile in the near term. In accordance with normal market practice, before or after the issue date, the Issuer or any person acting on its behalf may, subject to all applicable laws, make arrangements to purchase, directly or indirectly, or redeem Existing Notes other than pursuant to the Exchange Offer.

The Notes have not been and will not be registered under the Securities Act of 1933, as amended (the "**Securities Act**") or any state securities laws and may not be offered or sold in the United States or for the account or benefit of any United States citizen or in any way distributed in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. The Notes will be offered only to qualified institutional buyers in the United

States in accordance with Rule 144A under the Securities Act and to non-US persons outside the United States in reliance on Regulation S under the Securities Act.

This announcement is not being made in and copies of it may not be distributed or sent into the United States, Canada, Australia or Japan.

This document is not an offer of securities for sale in the United States. The Notes may not be sold in the United States absent registration or an exemption from registration under the Securities Act. The Issuer does not intend to register the Notes and any related guarantees in the United States or to conduct a public offering of the Notes and such guarantees in the United States.

In member states of the EEA, this announcement is directed only at persons who are "qualified investors" within the meaning of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). In addition, promotion of the Notes in the United Kingdom is restricted by the Financial Services and Markets Act 2000, as amended (the "**FSMA**"), and accordingly, the Notes are not being promoted to the general public in the United Kingdom. This announcement is for distribution only to, and is only directed at, qualified investors who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Financial Promotion Order"), (ii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Financial Promotion Order, or (iii) are other persons to whom it may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). This announcement must not be acted on or relied on (i) in the United Kingdom, by anyone who is not a relevant person, and (ii) in any member state of the EEA other than the United Kingdom, by persons who are not qualified investors. Any investment or investment activity to which this announcement relates is available only to relevant persons in the United Kingdom and qualified investors in any member state of the EEA other than the United Kingdom. Each recipient also represents and agrees that it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the United Kingdom. The Notes are not being offered to the public in the United Kingdom.

This announcement is an advertisement and is not a prospectus for the purposes of the Prospectus Regulation. A final form prospectus will be prepared and made available to the public in accordance with the Prospectus Regulation.

Manufacturer target market (MIFID II product governance; UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs or UK PRIIPs key information document (KID) has been prepared as not available to retail investors in the EEA or the United Kingdom, respectively.

This press release includes forward-looking statements, which are based on our current expectations and projections about future events. All statements other than statements of historical facts including, without limitation, statements regarding our future financial position, risks and uncertainties related to our business, strategy, capital expenditures, projected costs and our plans and objectives for future operations, may be deemed to be forward-looking statements. Words such as "believe," "expect," "anticipate," "may," "assume," "plan," "intend," "will," "should," "estimate," "risk," and similar expressions or the negatives of these expressions are intended to identify forward-looking statements. By their nature, forward-looking statements involve known and unknown risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. You should not place undue reliance on these forward-looking statements.

Market Abuse Regulation

This press release contains inside information as meant in clause 7(1) of the Market Abuse Regulation.

About NewDay

NewDay is a leading provider of unsecured credit in the UK, helping over 4.5 million customers move forward through responsible access to credit. It offers technology-enabled, highly flexible and innovative products directly to consumers and via its merchant relationships.

NewDay operates multiple direct-to-consumer products through well-known brands such as Aqua, Fluid, Marbles and Bip - the UK's first digital only credit "card". In its Merchant Offering business, NewDay provides co-branded credit cards, and offers Newpay, a flexible digital finance product incorporating Buy Now Pay Later and instalment finance for both large retailers and SMEs.

Powered by machine learning, NewDay's leading proprietary credit models enable it to be one of the most inclusive lenders in the UK. NewDay's deep underwriting capability and 20 years of experience allow it to responsibly say "yes" to more UK customers, making NewDay a merchant partner of choice for leading brands such as AO.com, Argos, Currys and John Lewis.

NewDay is authorised and regulated by the Financial Conduct Authority.