

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES OF AMERICA, ITS TERRITORIES AND POSSESSIONS (INCLUDING PUERTO RICO, THE U.S. VIRGIN ISLANDS, GUAM, AMERICAN SAMOA, WAKE ISLAND AND THE NORTHERN MARIANA ISLANDS), ANY STATE OF THE UNITED STATES OF AMERICA OR THE DISTRICT OF COLUMBIA (THE "UNITED STATES") OR IN OR INTO OR TO ANY PERSON RESIDENT OR LOCATED IN ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS DOCUMENT.

otto group

Otto (GmbH & Co KG) announces tender offers in respect of its outstanding EUR 300,000,000 4.000 per cent. Undated Subordinated Notes with a first call date in 2025 (ISIN: XS1853998182), EUR 300,000,000 1.875 per cent. Notes due 2024 (ISIN: XS1625975153), and EUR 300,000,000 2.625 per cent. Notes due 2026 (ISIN: XS1979274708)

6 September 2021. Otto (GmbH & Co KG) (the "**Company**") announces today an invitation to eligible holders of (a) its outstanding EUR 300,000,000 4.000 per cent. Undated Subordinated Notes with a first call date in 2025 (the "**Subordinated Notes**"), (b) its outstanding EUR 300,000,000 1.875 per cent. Notes due 2024 (the "**2024 Notes**"), and (c) its outstanding EUR 300,000,000 2.625 per cent. Notes due 2026 (the "**2026 Notes**", and together with the 2024 Notes and the Subordinated Notes, the "**Notes**" and each a "**Series**") to tender their Notes for purchase by the Company for cash (each an "**Offer**" and together the "**Offers**").

The aggregate principal amount of Notes of all Series accepted for purchase pursuant to the Offers, upon the terms and subject to the conditions set out in the Tender Offer Memorandum (as defined below), shall not exceed EUR 250,000,000 or such amount as the Company may determine, in its sole discretion (the "**Total Maximum Acceptance Amount**").

The Offers are being made on the terms and subject to the conditions contained in a tender offer memorandum dated 6 September 2021 (the "**Tender Offer Memorandum**") prepared by the Company and are 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 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 Offers

Description of the Notes	ISIN/WKN	Outstanding Principal Amount	Purchase Price	Maximum Acceptance Amount
Subordinated Notes	XS1853998182/ A2LQ0B	EUR 300,000,000	110.15 per cent. of the principal amount per Subordinated Note (equal to EUR 1,101.50 per EUR 1,000)	An aggregate principal amount of Subordinated Notes up to EUR 150,000,000 (or such amount as the Company may determine, in its sole discretion)

Description of the Notes	ISIN/ WKN	Outstanding Principal Amount	Purchase Price	Maximum Acceptance Amount
2024 Notes	XS1625975153/ A2E4BN	EUR 259,273,000	105.60 per cent. of the principal amount per 2024 Note (equal to EUR 1,056.00 per EUR 1,000)	An aggregate principal amount of Notes up to EUR 250,000,000 (or such amount as the Company may determine, in its sole discretion) less
2026 Notes	XS1979274708/ A2TR80	EUR 254,441,000	110.10 per cent. of the principal amount per 2026 Note (equal to EUR 1,101.00 per EUR 1,000)	the total aggregate principal amount of Subordinated Notes accepted for purchase

Rationale for the Offers

The Company pursues the following objectives with the Offers:

- To proactively use the Company's excess cash in order to reduce its indebtedness;
- To optimise the Company's balance sheet structure;
- To reduce the Company's future cost of interest;
- To reduce the Company's negative interest on cash deposited with its banks.

Notes purchased by the Company pursuant to the Offers are expected to be cancelled and will not be re-issued or re-sold.

Purchase Prices

The Company will pay, for Notes tendered in the Offers and accepted for purchase by the Company pursuant to the Offers, a cash purchase price for the Subordinated Notes (the "**Subordinated Notes Purchase Price**") a cash purchase price for the 2024 Notes (the "**2024 Notes Purchase Price**") and a cash purchase price for the 2026 Notes (the "**2026 Notes Purchase Price**" and, together with the 2024 Notes Purchase Price and the Subordinated Notes Purchase Price, the "**Purchase Price**").

If Notes of each Series validly tendered for purchase pursuant to the Offers are accepted for purchase by the Company, the Company will pay, or procure to be paid, on the Settlement Date to the relevant Noteholders, the applicable Purchase Price due to the relevant Noteholders.

Accrued Interest

In addition to the Purchase Price, the Company will also pay on the Settlement Date Accrued Interest in respect of the Notes accepted for purchase pursuant to the Offers.

Pro-Rata Allocation and Scaling

The Company intends to accept for purchase any validly tendered Notes such (i) that the total aggregate principal amount of Notes accepted for repurchase pursuant to the Offers across all Series of Notes will not exceed the Total Maximum Acceptance Amount and (ii) that the aggregate principal amount of Subordinated Notes accepted for purchase pursuant to the Subordinated Notes Offer does not exceed the Subordinated Notes Maximum Acceptance Amount.

The Company reserves the right, in its sole discretion and for any reason, to increase or decrease the Total Maximum Acceptance Amount and/or the Subordinated Notes Maximum Acceptance Amount. Subject to the Subordinated Notes Maximum Acceptance Amount, the Company will determine the allocation of the aggregate principal amount accepted for purchase pursuant to the Offers among each Series in its sole discretion and reserves the right to accept significantly more or less (or none) of the Notes of any Series as compared to the other Series.

If the Company accepts validly tendered Notes of any Series for purchase pursuant to the Offers and the aggregate principal amount of the Notes of such Series validly tendered for repurchase pursuant to the Offers exceeds the Series Acceptance Amount for that Series, the Company will accept such Notes for repurchase on a *pro rata* basis such that the aggregate principal amount of the Notes of such Series accepted for purchase is equal to such Series Acceptance Amount.

Any such *pro rata* allocation will be calculated by application of a scaling factor (the "**Scaling Factor**") which is equal to (i) the relevant Series Acceptance Amount, divided by (ii) the aggregate principal amount of the Notes of such Series validly tendered for repurchase pursuant to the relevant Offer, in each case with appropriate adjustments (rounding down) to avoid the repurchase of Notes in principal amounts other than integral multiples of EUR 1,000. The Company will refuse to accept Tender Instructions to the extent that, following scaling, the principal amount of the Notes of the relevant Series subject to a Tender Instruction would be less than the denomination of such Notes, being EUR 1,000.

See also "*Risk Factors and Other Considerations – Pro-ration of Notes*" in the Tender Offer Memorandum.

Tender Instructions

In order to participate in, and be eligible to receive the Purchase Price and the payment of Accrued Interest pursuant to the Offers, Noteholders must validly tender their Notes for purchase by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Tender Agent by the **Expiration Deadline**. See "*Procedures for Participating in the Offers*" in the Tender Offer Memorandum.

Tender Instructions will be irrevocable except in the limited circumstances described in "*Amendment and Termination*" in the Tender Offer Memorandum.

Expected Timetable of Events

The following sets out the expected times and dates of the key events relating to the Offers. The times and dates below are indicative only. This timetable is subject to change and the times and dates may (subject to applicable law) be extended, re-opened or amended by the Company, or the Offers terminated, in each case in accordance with the terms of the Offers as described in the Tender Offer Memorandum. Accordingly, the actual timetable may differ significantly from the timetable below.

None of the Company, the Tender Agent or the Dealer Managers warrant that any or all of the events referred to below will take place as and/or when described including, in particular in the case of any publications or announcements, nor shall they be liable for any failure of any Clearing System to deliver any notices to Noteholders.

Events

Times and Dates

(all times are CEST)

Commencement of the Offers

Announcement of Offers made by publication on the website of the Luxembourg Stock Exchange at www.bourse.lu and through the Clearing Systems. Tender Offer Memorandum available from the Tender Agent.
Commencement of the tender offer period. 6 September 2021

Expiration Deadline

Final deadline for receipt of valid Tender Instructions by the Tender Agent in order for Noteholders to be able to participate in the Offers. 4:00 p.m. on 17 September 2021

Announcement of Results

Announcement of (i) whether the Company will accept valid tenders of Notes for purchase pursuant to the Offers and, if so accepted, (ii) the Total Maximum Acceptance Amount, (iii) the Series Acceptance Amounts, and (iv) the Scaling Factors (if any). As soon as reasonably practicable on 20 September 2021

Events

Times and Dates

(all times are CEST)

Settlement Date

Expected Settlement Date for the Offers.

22 September 2021

*Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would need to receive instructions from a Noteholder 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 Offers before the deadlines specified in the Tender Offer Memorandum. **The deadlines set by any such intermediary and the Clearing Systems for the submission of Tender Instructions will be earlier than the relevant deadlines specified above.** See "Procedures for Participating in the Offers" in the Tender Offer Memorandum.*

Further information

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

DEALER MANAGERS

Commerzbank Aktiengesellschaft

Kaiserstraße 16 (Kaiserplatz)
60311 Frankfurt am Main
Federal Republic of Germany

Attention: Liability Management Group

Telephone: +49 69 1365 9920

Email: Liability.Management@commerzbank.com

Banco Santander, S.A.

2 Triton Square
Regent's Place
London NW1 3AN
United Kingdom

Attention: Liability Management

Email: Tommaso.GrosPietro@santander cib.co.uk /

Adam.Crocker@santander cib.co.uk

UniCredit Bank AG

Arabellastrasse 12
81925 Munich
Federal Republic of Germany

Attention: Liability Management

Telephone: +49 171 306 6648

Email: corporate.lm@unicredit.de

TENDER AGENT

Lucid Issuer Services Limited

Tankerton Works
12 Argyle Walk
London WC1H 8HA
United Kingdom

Telephone: +44 20 7704 0880

Attention: Arlind Bytyqi

Email: otto@lucid-is.com

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 Offers. 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 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 Offers. None of the Company, the Dealer Managers or the Tender Agent or any of their respective directors, employees or affiliates has made or will make any assessment of the merits and risks of the Offers or of the impact of the Offers 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 Offers. None of the Company, the Dealer Managers or the Tender Agent (or any of their respective directors, officers, employees, agents, advisers or affiliates) makes any recommendation as to whether or not Noteholders should participate in any Offers or refrain from taking any action in any Offers with respect to any of such Notes, and none of them has authorised any person to make any such recommendation. None of the Company, the Dealer Managers or the Tender 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 Offers. Noteholders should consult with their own advisers as they consider appropriate to assist them in taking decisions with respect to the Offers, including to determine whether they are legally permitted to tender Notes pursuant to the Offers. The Tender Agent is the agent of the Company and owes no duty to any Noteholder.

Offer and Distribution Restrictions

This announcement and the Tender Offer Memorandum do not constitute an invitation to participate in the Offers 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 Company, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions.

This announcement, the Tender Offer Memorandum and the Offers are not for distribution, directly or indirectly, in or into or to any person located or resident in the United States.

The Offers referenced herein are not being made, directly or indirectly, in or into the United States by use of the mails or by any means or instrumentality (including, without limitation, e-mail, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or of any facility of a national securities exchange of the United States and the Invitation cannot be accepted by any such use, means, instrumentality or facility or from within the United States.

This announcement, the Tender Offer Memorandum and the Offers do not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States.

Nothing in this announcement and the Tender Offer Memorandum constitutes an offer to buy or the invitation to offer to sell securities in Italy (except as set out in the Tender Offer Memorandum), the Republic of France (except as set out in the Tender Offer Memorandum), the Kingdom of Belgium (except as set out in the Tender Offer Memorandum) or any other jurisdiction in which such offer or solicitation would be unlawful.

The Tender Offer Memorandum and the Offers may only be communicated to persons in the United Kingdom in circumstances where section 21 (1) of the Financial Services and Markets Act 2000 does not apply.

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 the Company,

the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions. See "*Offer and Distribution Restrictions*" in the Tender Offer Memorandum.