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## **FWD GROUP LIMITED**

*(incorporated with limited liability under the laws of the Cayman Islands)*

**(the "Issuer")**

**U.S.\$750,000,000 Zero Coupon Subordinated Perpetual Capital Securities (comprising the U.S.\$500,000,000 Zero Coupon Subordinated Perpetual Capital Securities consolidated and forming a single series with the U.S.\$250,000,000 Zero Coupon Subordinated Perpetual Capital Securities) (the "June 2017 Perpetual Securities") (ISIN: XS1628340538) (Common Code: 162834053) (Stock Code: 5221)**

**U.S.\$900,000,000 5.75 per cent. Subordinated Notes due 2024 (comprising the U.S.\$550,000,000 5.75 per cent. Subordinated Notes due 2024 and the U.S.\$250,000,000 5.75 per cent. Subordinated Notes due 2024 consolidated and forming a single series with the U.S.\$100,000,000 5.75 per cent. Subordinated Notes due 2024) (the "2024 Notes") (ISIN: XS2022434364) (Common Code: 202243436) (Stock Code: 4403)**

**U.S.\$600,000,000 6.375 per cent. Capital Securities (the "2019 Perpetual Securities", and together with the June 2017 Perpetual Securities and the 2024 Notes, the "Securities" and each a "Series") (ISIN: XS2038876558) (Common Code: 203887655) (Stock Code: 5793)**

## **CONSENT SOLICITATION – RESULTS AT THE ELECTRONIC CONSENT DEADLINE**

### **Background**

Reference is made to the announcement dated 17 June 2021 (the "Announcement") in relation to the Issuer's solicitation of consents for approval of the Proposals set out in the consent solicitation

memorandum dated 17 June 2021 (the “**Consent Solicitation Memorandum**”), by an Extraordinary Resolution by way of Circulating Resolution by Electronic Consent or, where the Extraordinary Resolution has not been approved by Electronic Consent, at a Meeting. The Consent Solicitation Memorandum has been made available via the Consent Website to Holders in connection with the Consent Solicitation. **Holders should refer to the relevant Notice and the Consent Solicitation Memorandum for details of the Consent Solicitation.**

Unless the contrary is stated, or the context otherwise requires, terms and expressions defined in the Announcement and the Consent Solicitation Memorandum shall have the same meanings when used in this announcement.

### **Results as at the Electronic Consent Deadline**

Notice is hereby given to the Holders that as at 4.00 p.m. (London time) on 30 June 2021 (the “**Electronic Consent Deadline**”), in respect of the June 2017 Perpetual Securities, the 2024 Notes and the 2019 Perpetual Securities, a majority of not less than 75 per cent. in aggregate principal amount of the relevant Series for the time being outstanding had voted in favour of the relevant Extraordinary Resolution by way of Circulating Resolution by Electronic Consent. Accordingly the Extraordinary Resolutions by way of Circulating Resolution by Electronic Consent in respect of all Series of Securities were duly passed on 30 June 2021 and the relevant Proposals were approved. As a result and in accordance with the terms and conditions of the Consent Solicitation Memorandum, no Meetings are required to be convened in respect of any Series of Securities and therefore, such Meetings will be cancelled. Voting Instructions will be unblocked on 2 July 2021, being the date falling one Business Day following this announcement.

On the Settlement Date, subject to and in accordance with the terms and conditions of the Consent Solicitation Memorandum (including any Issuer Election), the Issuer will pay the relevant Early Consent Fee in respect of all Series of Securities to each Holder from whom a valid Voting Instruction in favour of the relevant Extraordinary Resolution was received by the Information and Tabulation Agent by the Early Consent Deadline.

As specified in the Consent Solicitation Memorandum, Voting Instructions received by the Information and Tabulation Agent in respect of all Series of Securities after the Early Consent Deadline will be rejected and no Consent Fee will be payable in respect thereof.

### **Further details**

**Holders should refer to the relevant Notice and the Consent Solicitation Memorandum for details of the Consent Solicitation.** The Consent Solicitation Memorandum, the Notices as well as other relevant documents, can be accessed, subject to eligibility and registration, via the Consent Website: <https://bonds.morrowsodali.com/fwd>.

Separately, Holders who need assistance with respect to the procedures for participating in the Consent Solicitation should contact the Information and Tabulation Agent at the following contact details:

#### **Morrow Sodali Ltd.**

*In London:*  
103 Wigmore Street  
London W1U 1QS  
Telephone: +44 208 089 3287

*In Hong Kong:*  
Unit 13-101, 13/F  
40-44 Bonham Strand  
Hong Kong  
Telephone: + 852 2319 4130

Email: [fwd@investor.morrowsodali.com](mailto:fwd@investor.morrowsodali.com)

Consent Website: <https://bonds.morrowsodali.com/fwd>

Holders with queries on the Consent Solicitation should contact the Solicitation Agent at the following details:

**The Hongkong and Shanghai Banking Corporation Limited**  
Level 17, HSBC Main Building  
1 Queen's Road Central

Telephone: +852 3941 0223 (Hong Kong) / +44 20 7992 6237 (London)  
Email: [liability.management@hbcib.com](mailto:liability.management@hbcib.com)

1 July 2021

*As at the date of this announcement, the directors of the Issuer are Hon. Ronald Joseph Arculli, Damis Jacobus Ziengs, Li Tzar Kai Richard, Peter Anthony Allen, John Russell Baird, Martina Kit Hung Chung, Guido Fürer, Kyoko Hattori, Frederick Ma Si-hang, Dirk Marinus Sluimers and Huynh Thanh Phong.*