

NOVO BANCO, S.A. ANNOUNCES RESULTS OF TENDER OFFERS AND PROPOSALS

10 December 2020

Novo Banco, S.A. (the “**Bank**”) announces today the results of the separate invitations to holders (the “**Securityholders**”) of each series of outstanding securities listed below (each a “**Series**” and together, the “**Securities**”) to whom it was lawful to send the Tender Offer and Solicitation Memorandum (as defined below) and to make such invitations under applicable laws:

- (i) to tender any and all of their Securities for purchase by the Bank for cash (such invitations, the “**Offers**” and each an “**Offer**”); and
- (ii) to approve, by the relevant Extraordinary Resolution, certain modifications to the terms and conditions of each Series of Securities (the “**Terms and Conditions**”) to provide for the Issuer to redeem (the “**Issuer Early Redemption**”) all, but not some only, of such Series of Securities remaining (if any) on completion of the relevant Offer (the “**Proposal**” and together, the “**Proposals**”),

in each case, on the terms and subject to the conditions set out in the Tender Offer and Solicitation Memorandum dated 11 November 2020 (the “**Tender Offer and Solicitation Memorandum**”).

Capitalised terms used but not defined in this announcement have the same meaning given to them in the Tender Offer and Solicitation Memorandum.

Notice is hereby given to the holders of the Securities that at the relevant Meeting of holders of each Series of the Securities convened by the notice dated 11 November 2020 (the “**Notice of Meeting**”) and held via teleconference on 10 December 2020:

- (i) the relevant Meeting was either quorate or not quorate (as specified in the table below); and
- (ii) the relevant Extraordinary Resolution detailed in the Notice of Meeting was duly passed or not passed (as specified in the table below).

In addition, in respect of each Series of Securities for which the relevant Meeting has not been adjourned, the Bank has accepted all valid tenders of such Securities for purchase. Details of the Securities accepted and to be redeemed are also set out in the table below.

ISIN	Issuer ¹ / Guarantor ²	Description of Security	Quorum requirement met?	Extraordinary Resolution passed?	If the Extraordinary Resolution was not passed, nominal amount of Securities validly tendered and accepted for purchase
XS0723597398	NB Finance Ltd./Novo Banco, S.A., acting through its Luxembourg branch	€29,841,000 Credit Linked Notes Portugal due 2021 (Series 114)	Not met	Not applicable	-
XS0210172721	NB Finance Ltd./Novo Banco, S.A., acting through its Luxembourg branch	€250,000,000 CMS Linked Notes due February 2035 (Series 40)	Not met	Not applicable	-

ISIN	Issuer ¹ / Guarantor ²	Description of Security	Quorum requirement met?	Extraordinary Resolution passed?	If the Extraordinary Resolution was not passed, nominal amount of Securities validly tendered and accepted for purchase
XS0442126925	NB Finance Ltd./Novo Banco, S.A., acting through its Luxembourg branch	€300,000,000 Zero Coupon Notes due July 2040 (Series 60)	Met	Yes	-
XS0442127063	NB Finance Ltd./Novo Banco, S.A., acting through its Luxembourg branch	€300,000,000 Zero Coupon Notes due July 2041 (Series 61)	Met	Yes	-
XS0442126842	NB Finance Ltd./Novo Banco, S.A., acting through its Luxembourg branch	€300,000,000 Zero Coupon Notes due July 2042 (Series 59)	Met	Yes	-
XS0439763979	NB Finance Ltd./Novo Banco, S.A., acting through its Luxembourg branch	€300,000,000 Zero Coupon Notes due July 2043 (Series 56)	Met	Yes	-
XS0439764191	NB Finance Ltd./Novo Banco, S.A., acting through its Luxembourg branch	€300,000,000 Zero Coupon Notes due July 2044 (Series 57)	Met	No	€11,162,000
XS0439639617	NB Finance Ltd./Novo Banco, S.A., acting through its Luxembourg branch	€300,000,000 Zero Coupon Notes due July 2045 (Series 58)	Met	Yes	-

¹ The Securities were originally issued by BES Finance Ltd. Following the resolution measure applied to Banco Espírito Santo, S.A., the sole shareholder of BES Finance Ltd., on 3 August 2014, the holders of each Series of such Securities approved by extraordinary resolution the substitution of NB Finance Ltd. as issuer in place of BES Finance Ltd.

² As announced by the Bank on 18 December 2018, the guarantee of the Securities was assumed by the Bank's Luxembourg branch from 17 December 2018.

Settlement Date

The Settlement Date in respect of the Securities accepted for purchase pursuant to the relevant Offer will be 14 December 2020. Securityholders who have validly tendered their Securities will receive the relevant Purchase Price and the relevant Accrued Interest Payment (if any) for the Securities accepted for purchase pursuant to the relevant Offer on such date.

For each Series of Securities in respect of which the relevant Extraordinary Resolution has passed, any Securities not purchased pursuant to the relevant Offer shall be redeemed pursuant to the relevant Issuer Early Redemption at the Early Redemption Amount together with the relevant Accrued Interest Payment (if any) on 14 December 2020.

Supplemental Trust Deeds

For each Series of Securities in respect of which the relevant Extraordinary Resolution has passed, the relevant Supplemental Trust Deed implementing the relevant Proposal and the amendments to the terms and conditions of the Securities was executed by the Issuer, the Bank and the Trustee on 10 December 2020.

Adjourned Meetings

In respect of each Series of Securities where the quorum requirements were not met at the relevant Meetings (as specified in the table above), such Meetings will be adjourned to 29 December 2020 in accordance with a notice of adjourned meeting to be delivered to holders of such Series via Euroclear and Clearstream, Luxembourg on 10 December 2020. The notice of adjourned meeting will also be published on the website of the Bank at www.novobanco.pt, the website of the Luxembourg Stock Exchange at www.bourse.lu and in the *Luxemburger Wort*.

Tender Instructions validly submitted in accordance with the procedures set out in the Tender Offer and Solicitation Memorandum, and which have not been subsequently revoked (in the limited circumstances in which such revocation is permitted), shall remain valid for the relevant adjourned Meeting.

This notice is given by:

Novo Banco, S.A.

10 December 2020

MARKET ABUSE REGULATION

This announcement is released by Novo Banco, 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 Offers and the Proposals 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 and Solicitation Memorandum.

OFFER AND DISTRIBUTION RESTRICTIONS

Neither this announcement nor the Tender Offer and Solicitation Memorandum constitutes an offer to buy or the solicitation of an offer to sell Securities (and tenders of Securities for purchase pursuant to the Offers have not been accepted from Securityholders) in any circumstances in which such offer or solicitation is unlawful.

The distribution of this announcement and/or the Tender Offer and Solicitation Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer and Solicitation Memorandum comes are required by the Bank, the Issuer, the Dealer Manager, the Tender Agent and the Trustee to inform themselves about, and to observe, any such restrictions.