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Land Securities Capital Markets PLC

(incorporated in England with limited liability, registered number 5193511)

announces consent solicitations in respect of its outstanding

£210,675,000 5.391 per cent. Class A4 Notes due 27 February 2026 (ISIN: XS0204778905; XS0204735681) (the “Class A4 Notes”)

£613,918,000 5.391 per cent. Class A5 Notes due 31 March 2027 (ISIN: XS0204779465; XS0204780042; XS0204736572) (the “Class A5 Notes”)

£317,960,000 5.376 per cent. Class A6 Notes due 30 September 2029 (ISIN: XS0204780125; XS0204737117) (the “Class A6 Notes”)

£323,410,000 5.396 per cent. Class A7 Notes due 31 July 2032 (ISIN: XS0204780554; XS0204737893) (the “Class A7 Notes”)

£300,000,000 4.875 per cent. Class A10 Notes due 29 September 2025 (ISIN: XS0269067095) (the “Class A10 Notes”)

£500,000,000 5.125 per cent. Class A11 Notes due 7 February 2036 (ISIN: XS0286155071) (the “Class A11 Notes”)

£400,000,000 1.974 per cent. Class A12 Notes due 2026 (ISIN: XS1559392144) (the “Class A12 Notes”)

£300,000,000 2.399 per cent. Class A13 Notes due 2031 (ISIN: XS1559392490) (the “Class A13 Notes”)

£500,000,000 2.625 per cent. Class A14 Notes due 2039 (ISIN: XS1687484698) (the “Class A14 Notes”)

£500,000,000 2.750 per cent. Class A15 Notes due 2059 (ISIN: XS1687484771) (the “Class A15 Notes”)

£350,000,000 2.375 per cent. Class A16 Notes due 2029 (ISIN: XS1801843092) (the “Class A16 Notes”)

(each a “Class” and, together, the “Notes”)

Land Securities Capital Markets PLC (the “**Issuer**”) announces today invitations to eligible holders of its outstanding Notes to consent to the modification of the terms and conditions (the “**Conditions**”) of the relevant Class and amendments to the transaction documents for the relevant Class such that:

- (i) for the purposes of determining the floating rate of interest applicable to the Class A4 Notes, Class A5 Notes, Class A6 Notes, Class A7 Notes, Class A10 Notes and Class A11 Notes following the applicable Note Step-Up Date, such Interest Rate (as defined in the relevant Conditions) will not be determined by reference to the 3-month Sterling London Inter Bank Offered Rate (“**LIBOR**”) but will instead be the aggregate of (a) the Sterling Overnight Index Average (“**SONIA**”); (b) certain adjustments (the “**Reference Rate Adjustment**”) made to reflect the economic difference between the LIBOR and SONIA rates; (c) the Note Step-Up Rate (as defined in the relevant Conditions) applicable to the relevant Class, which will remain unaltered; and (d) the Margin (as defined in the relevant Conditions) applicable to the relevant Class, which will remain unaltered;
- (ii) for the purposes of calculating the Redemption Amount payable in respect of each Class of Notes upon an Optional Redemption under Condition 8(b) prior to the applicable Note Step-Up Date, such Redemption Amount will not be calculated by reference to the Relevant Swap Mid Curve Rate (as defined in the relevant Conditions) determined by reference to mid-swap rates which assume a floating leg which references 6-month Sterling LIBOR, but will instead be calculated by reference to the Relevant Mid-Swap Rate determined by reference to mid-swap rates which assume a floating leg which references overnight SONIA compounded in arrears for twelve months paid annually, together with the Mid-Swap Rate Adjustment (as described in the Consent Solicitation Memorandum), in the manner set out in the Annex to the Notice (as defined below); and
- (iii) new fallback provisions in case the applicable SONIA reference rates and/or mid-swap rates outlined above (as applicable) are not available when required (including fallback provisions in case a Benchmark Event occurs and/or a Replacement Event occurs) are included,

all as proposed by the Issuer for approval by a separate extraordinary resolution of the holders of each Class of Notes (each an “**Extraordinary Resolution**”), and all as further described in the Consent Solicitation Memorandum (as defined below) (each such invitation a “**Consent Solicitation**”).

This announcement does not contain the full terms and conditions of the Consent Solicitations, which are contained in the Consent Solicitation Memorandum dated 20 October 2021 (the “**Consent Solicitation Memorandum**”) prepared by the Issuer, which is available to Eligible Holders (as defined below) from the Tabulation Agent (including on its website via the link <https://deals.lucid-is.com/landsecurities>) and from BondCap (by email request to land-sec@bondcap.co.uk).

Unless otherwise indicated, capitalised terms used but not otherwise defined in this announcement have the meanings given in the Consent Solicitation Memorandum.

Details of the Notes

Notes	ISIN / Common Code	Current interest rate (per annum)	Note Step-Up Date	Maturity Date*	Outstanding principal amount eligible to vote [†]	Form of Notes
Class A4 Notes	XS0204778905 / 020477890	5.391 per cent.	27 February 2024	27 February 2026	£16,875,000	Bearer
	XS0204735681 / 020473568				£171,000	Registered
Class A5 Notes	XS0204779465 / 020477946	5.391 per cent.	31 March 2025	31 March 2027	£85,131,000	Bearer
	XS0204780042 / 020478004				£1,437,000	Registered (Individual Note Certificates)
	XS0204736572 / 020473657				£4,000	Registered
Class A6 Notes	XS0204780125 / 020478012	5.376 per cent.	30 September 2027	30 September 2029	£64,850,000	Bearer
	XS0204737117 / 020473711				£312,000	Registered (Individual Note Certificates)
Class A7 Notes	XS0204780554 / 020478055	5.396 per cent.	31 July 2030	31 July 2032	£76,643,000	Bearer
	XS0204737893 / 020473789				£745,500	Registered (Individual Note Certificates)
Class A10 Notes	XS0269067095 / 026906709	4.875 per cent.	29 September 2023	29 September 2025	£9,862,000	Bearer
Class A11 Notes	XS0286155071 / 028615507	5.125 per cent.	7 February 2034	7 February 2036	£50,014,000	Bearer
Class A12 Notes	XS1559392144 / 155939214	1.974 per cent.	8 February 2024	8 February 2026	£400,000,000	Bearer
Class A13 Notes	XS1559392490 / 155939249	2.399 per cent.	8 February 2029	8 February 2031	£300,000,000	Bearer
Class A14 Notes	XS1687484698 / 168748469	2.625 per cent.	22 September 2037	22 September 2039	£500,000,000	Bearer
Class A15 Notes	XS1687484771 / 168748477	2.750 per cent.	22 September 2057	22 September 2059	£500,000,000	Bearer
Class A16 Notes	XS1801843092 / 180184309	2.375 per cent.	29 March 2027	29 March 2029	£350,000,000	Bearer

* In respect of the Class A4 Notes, Class A5 Notes, Class A6 Notes, Class A7 Notes, Class A10 Notes and Class A11 Notes, the Maturity Date for the relevant Class of Notes is the Note Payment Date falling in the specified month.

[†] The outstanding principal amount eligible to vote excludes, among certain other holdings, outstanding Notes of the relevant Class held by or on behalf of the Issuer, which are deemed not to remain outstanding for the purposes of attending and voting at any meeting of Noteholders as set out in the relevant Trust Deed.

Notice of Meetings in respect of the Notes

A notice (the “**Notice**”) convening separate meetings (the “**Meetings**”) of the holders of each Class of Notes, each to be held via teleconference on 24 November 2021, has been released through the regulatory news service of the Irish Stock Exchange plc trading as Euronext Dublin and delivered to the Clearing Systems on the date of this announcement, and shall be sent to

Registered Holders of Class A5 Notes, Class A6 Notes and/or Class A7 Notes as soon as possible after the date of this announcement, in each case in accordance with the relevant Conditions.

In light of the ongoing developments in relation to coronavirus (COVID-19), current guidance issued by the UK government and the possibility of further changes to such guidance, it may be impossible or inadvisable to hold the Meetings at a physical location. Therefore, it has been agreed that further regulations regarding the holding of the relevant Meetings will be prescribed, providing that the Meetings will be held electronically via teleconference rather than physically in person. Any Noteholders who indicate to the Tabulation Agent (in the case of Notes held through the Clearing Systems) or Equiniti (in the case of Notes held in certificated form outside of the Clearing Systems), as applicable, that they wish to participate in person in, or otherwise be represented on, the teleconference for the relevant Meeting (rather than being represented by the Tabulation Agent) will be provided with further details about attending the relevant Meeting.

Eligible Holders

The Consent Solicitation Memorandum and any other documents or materials relating to the Consent Solicitations are only for distribution or to be made available to persons who are (i) located and resident outside the United States and not U.S. persons or acting for the account or benefit of a U.S. person (in each case, as defined in Regulation S under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”)), and (ii) otherwise persons to whom the relevant Consent Solicitation can be lawfully made and that may lawfully participate in the relevant Consent Solicitation (all such persons “**Eligible Holders**”).

Recommendation of the Proposed Amendments by Special Committee convened by the Investment Association

The Proposed Amendments (as defined in the Consent Solicitation Memorandum) have been considered by a special committee (the “**Special Committee**”) consisting of some of the holders of the Classes of Notes and convened by the Investment Association at the request of the Issuer. The members of the Special Committee, who hold in aggregate approximately:

- (a) 72.14 per cent. of the principal amount of the Class A4 Notes in bearer form outstanding for the purposes of attending and voting at the relevant Meeting;
- (b) 38.48 per cent. of the principal amount of the Class A5 Notes in individually certificated form outstanding for the purposes of attending and voting at the relevant Meeting;
- (c) 82.73 per cent. of the principal amount of the Class A5 Notes in bearer form outstanding for the purposes of attending and voting at the relevant Meeting;
- (d) 66.29 per cent. of the principal amount of the Class A6 Notes in bearer form outstanding for the purposes of attending and voting at the relevant Meeting;
- (e) 44.18 per cent. of the principal amount of the Class A7 Notes in bearer form outstanding for the purposes of attending and voting at the relevant Meeting;
- (f) 34.48 per cent. of the principal amount of the Class A10 Notes outstanding for the purposes of attending and voting at the relevant Meeting;
- (g) 89.37 per cent. of the principal amount of the Class A11 Notes outstanding for the purposes of attending and voting at the relevant Meeting;
- (h) 39.55 per cent. of the principal amount of the Class A12 Notes outstanding for the purposes of attending and voting at the relevant Meeting;
- (i) 44.08 per cent. of the principal amount of the Class A13 Notes outstanding for the purposes of attending and voting at the relevant Meeting;
- (j) 41.94 per cent. of the principal amount of the Class A14 Notes outstanding for the purposes of attending and voting at the relevant Meeting;

- (k) 21.64 per cent. of the principal amount of the Class A15 Notes outstanding for the purposes of attending and voting at the relevant Meeting; and
- (l) 55.86 per cent. of the principal amount of the Class A16 Notes outstanding for the purposes of attending and voting at the relevant Meeting,

have examined the Proposed Amendments. They have informed the Issuer that they find the Proposed Amendments acceptable and that, subject to internal and other approvals (including those of the Noteholder's underlying investors) and the Noteholder exercising their voting rights in the best interests of their underlying investors at the point of voting, they intend to vote in favour of the relevant Extraordinary Resolution in respect of their holdings of the relevant Class of Notes.

As such, please do bear in mind that while Noteholders forming part of the Special Committee are asked to confirm, after due enquiry, the amount of their holdings they are able to commit to vote in favour of the Extraordinary Resolutions, any indication given by a Noteholder of its intention to vote is not binding on such Noteholder.

The Special Committee has advised the Issuer that this recommendation relates only to the Proposed Amendments set out in the Consent Solicitation Memorandum with respect to the Notes and not to any future proposed amendments which the Issuer may make.

Noteholders should however make their own detailed assessment of the Consent Solicitations and the Proposed Amendments.

Timetable

Set out below is an indicative timetable showing one possible outcome for the timing of the Consent Solicitations:

Date/Time	Action
20 October 2021	<p>1. Notice of the Meetings to be delivered to the Clearing Systems.</p> <p>Release of Notice (as defined below) through the regulatory news service of the Irish Stock Exchange plc trading as Euronext Dublin.</p> <p>Consent Solicitation Memorandum, the Notice and a Paper Instruction Form sent to Registered Holders who are Eligible Holders (subject to the offer and distribution restrictions) as soon as possible thereafter.</p> <p>Copies of the Consent Solicitation Memorandum and the Noteholder Information (as defined in the Notice) to be available from the Tabulation Agent (including on the website of the Tabulation Agent (https://deals.lucid-is.com/landsecurities)) and from BondCap (in the case of Notes held by Retail Investors).</p> <p>From this date, Noteholders who hold their Notes through the Clearing Systems may arrange for Notes in their accounts with Clearstream, Luxembourg and/or Euroclear to be blocked in such accounts and held to the order and under the control of the Principal Paying Agent in order to give valid Voting Instructions or Ineligible Holder Instructions to the Tabulation Agent or to make other arrangements to attend or be represented (via teleconference) at the relevant Meeting.</p>
5.00 p.m. (London time) on 14 November 2021	<p>2. Record Date.</p> <p>Any person in whose name a Registered Note or an IC Note is registered in the relevant Register at such time shall be deemed to be the Holder of such Note for the purposes of the relevant Meeting notwithstanding any subsequent transfer of such Note or entries in the relevant Register.</p>

**By 4.00 p.m.
(London time) on
19 November 2021**

**(At least 48 hours
before the relevant
Meeting)**

3. Expiration Deadline.

Final deadline for receipt by:

- (i) in respect of Notes held through the Clearing Systems, the Tabulation Agent of valid Voting Instructions or Ineligible Holder Instructions, in accordance with the procedures of Clearstream, Luxembourg and/or Euroclear, to be represented at the relevant Meeting; and
- (ii) in respect of Notes held in certificated form outside the Clearing Systems, Equiniti of duly completed and signed Paper Instruction Forms specifying 'Option 1' or 'Option 2', and indicating whether the relevant Noteholder is an Ineligible Holder or not.

This will also be the deadline for making any other arrangements to attend or be represented (via teleconference) at the relevant Meeting.

Final time by which Noteholders have given notice to:

- (i) in respect of Notes held through the Clearing Systems, the Tabulation Agent (via the relevant Clearing Systems) of any intended revocation of, or amendment to, Voting Instructions or Ineligible Holder Instructions previously given by them; and
- (ii) in respect of Notes held in certificated form outside the Clearing Systems, Equiniti of any intended revocation of, or amendment to, the Voting Instructions or Ineligible Holder Instructions previously given by them.

**From 10.00 a.m.
(London time) on
24 November 2021**

4. Noteholders' Meetings held via teleconference.

The initial Meeting in respect of:

- (i) the Class A4 Notes will commence at 10.00 a.m. (London time);
- (ii) the Class A5 Notes will commence at 10.15 a.m. (London time) or after the completion of the Class A4 Notes Meeting (whichever is later);
- (iii) the Class A6 Notes will commence at 10.30 a.m. (London time) or after the completion of the Class A5 Notes Meeting (whichever is later);
- (iv) the Class A7 Notes will commence at 10.45 a.m. (London time) or after the completion of the Class A6 Notes Meeting (whichever is later);
- (v) the Class A10 Notes will commence at 11.00 a.m. (London time) or after the completion of the Class A7 Notes Meeting (whichever is later);
- (vi) the Class A11 Notes will commence at 11.15 a.m. (London time) or after the completion of the Class A10 Notes Meeting (whichever is later);
- (vii) the Class A12 Notes will commence at 11.30 a.m. (London time) or after the completion of the Class A11 Notes Meeting (whichever is later);
- (viii) the Class A13 Notes will commence at 11.45 a.m. (London time) or after the completion of the Class A12 Notes Meeting (whichever is later);
- (ix) the Class A14 Notes will commence at 12.00 p.m. (London time) or after the completion of the Class A13 Notes Meeting (whichever is later);
- (x) the Class A15 Notes will commence at 12.15 p.m. (London time) or after the completion of the Class A14 Notes Meeting (whichever is later); and
- (xi) the Class A16 Notes will commence at 12.30 p.m. (London time) or after the completion of the Class A15 Notes Meeting (whichever is later).

If the relevant Extraordinary Resolution is passed at the relevant Meeting:

As soon as reasonably practicable after the Meetings 5. Announcement of the results of the Meetings and, if the relevant Extraordinary Resolution is passed, satisfaction (or not) of the Eligibility Condition.

Delivery of notice of such results to Euroclear and Clearstream, Luxembourg for communication to their account holders and an announcement released on the regulatory news service of the Irish Stock Exchange plc trading as Euronext Dublin.

As soon as reasonably practicable after the Meetings 6. Implementation Date.

In respect of each Class of Notes, if the relevant Extraordinary Resolution is passed at the relevant initial Meeting and the Eligibility Condition is satisfied, the Supplemental Trust Deed will be executed and delivered by the Issuer and the Trustee and the relevant Amended and Restated Final Terms will be executed by the Issuer, and the modifications to the Conditions of such Class described in the Consent Solicitation Memorandum will be implemented with effect from the date (the “**Implementation Date**”) on which the Supplemental Trust Deed and relevant Amended and Restated Final Terms are executed (currently expected to be 25 November 2021, assuming that that relevant Extraordinary Resolution is passed in accordance with the timetable above, the related Eligibility Condition is satisfied and the initial Meetings in respect of any other Class(es) of Notes are not adjourned).

In the event that the Extraordinary Resolution is passed and the Eligibility Condition is satisfied in respect of a Class of Notes at the relevant Meeting, but the Meeting in respect of another Class of Notes is adjourned, implementation of the Proposed Amendments in respect of such former Class of Notes may not occur until after the adjourned Meeting in respect of such latter Class of Notes is held.

The above dates and times will depend, among other things, on timely receipt (and non-revocation) of instructions, the rights of the Issuer (where applicable) to extend, waive any condition (other than the Consent Conditions) of, amend and/or terminate, any Consent Solicitation (subject in each case to applicable law and the relevant Meeting Provisions and as provided in the Consent Solicitation Memorandum, and provided that no amendment may be made to the terms of the relevant Extraordinary Resolution) as described in the Consent Solicitation Memorandum, the passing of each Extraordinary Resolution at the initial Meeting for the relevant Class of Notes and the satisfaction of the Eligibility Condition. Accordingly, the actual timetable may differ significantly from the timetable above.

Noteholders are advised to check with any Intermediary through which they hold their Notes when such intermediary would need to receive instructions from a Noteholder in order for such Noteholder to participate in, or to validly revoke their instruction to participate in, a Consent Solicitation by the deadlines specified above. The deadlines set by any such Intermediary and each Clearing System for the submission and revocation of Voting Instructions will be earlier than the relevant deadlines specified above.

If a quorum is not achieved at a Meeting or the quorum is achieved and the relevant Extraordinary Resolution is passed but the Eligibility Condition is not satisfied, such Meeting shall be adjourned until a date not less than 14 days nor more than 42 days later. The adjourned Meeting of Noteholders for that Class of Notes will be held at a date as will be notified to the Noteholders in the notice of the adjourned Meeting in accordance with the terms of the relevant Trust Deed, such notice to be given at least 10 days (exclusive of the day on which the notice is given and of the day

on which the relevant Meeting is to be resumed) prior to the proposed adjourned Meeting. Any such notice of an adjourned Meeting will specify the anticipated Implementation Date for the relevant Class of Notes.

No consent or participation fee will be payable in connection with the Consent Solicitations.

Further details on the Consent Solicitation can be obtained from:

SOLICITATION AGENT
(in respect of Notes held by Institutional Investors only)

Lloyds Bank Corporate Markets plc
10 Gresham Street
London EC2V 7AE
United Kingdom

Attention: Liability Management Team, Commercial Banking
Tel: +44 20 7158 1719 / 1726
Email: liability.management@lloydsbanking.com

RETAIL INFORMATION AGENT
(in respect of Notes held by Retail Investors only)

Bondinvest Capital Limited
52 Grosvenor Gardens
London, SW1W 0AU
United Kingdom

Tel: 020 7058 0080 / 0090 (if calling from within the UK) ¹
Email: land-sec@bondcap.co.uk

Requests for documentation and information in relation to the procedures for delivering Voting Instructions should be directed to:

TABULATION AGENT
(in respect of Notes held through the Clearing Systems)

Lucid Issuer Services Limited
The Shard
32 London Bridge Street
London SE1 9SG
United Kingdom

Attention: Owen Morris / Harry Ringrose
Telephone: +44 20 7704 0880
Email: landsecurities@lucid-is.com
Website: <https://deals.lucid-is.com/landsecurities>

EQUINITI
(in respect of the Class A5 Notes, Class A6 Notes and Class A7 Notes in registered form represented by individual note certificates only)

Equiniti Limited
Aspect House
Spencer Road
Lancing

¹ Lines are open from 9.00 a.m. to 5.00 p.m. (London time) Monday to Friday (excluding public holidays in England and Wales). Calls from within the UK are charged at the standard geographic rate and will vary by provider. If calling from outside the UK, please call +44 20 7058 0080. Calls from outside the UK will be charged at the applicable international rate. Please note that calls may be monitored for security and training purposes. The helpline cannot provide advice on the merits of the Consent Solicitations nor give any financial, legal or tax advice.

West Sussex, BN99 6DA
United Kingdom

Tel: 0371-384-2128 (if calling from within the UK)²

DISCLAIMER: This announcement must be read in conjunction with the Consent Solicitation Memorandum. This announcement and the Consent Solicitation Memorandum contain important information which should be read carefully before any decision is made with respect to any Consent Solicitation. If any Noteholder is in any doubt as to the action it should take or is unsure of the impact of the implementation of the relevant Extraordinary Resolution, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately 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 or intermediary must contact such entity if it wishes to participate in the relevant Consent Solicitation or otherwise participate at the relevant Meeting (including any adjourned Meeting) at which the relevant Extraordinary Resolution is to be considered.

In accordance with normal practice, the Trustee, the Tabulation Agent, Equiniti, DBTCA, BondCap and the Principal Paying Agent or any of their affiliates have not been involved in the formulation of the Consent Solicitations, the Proposed Amendments outlined in the Consent Solicitation Memorandum or the Extraordinary Resolutions. The Trustee, the Tabulation Agent, the Solicitation Agent, Equiniti, DBTCA, BondCap and the Principal Paying Agent and their respective affiliates do not accept any responsibility for the contents of this notice and express no opinion on, and make no representations as to the merits of, the Consent Solicitations, the Proposed Amendments outlined in the Consent Solicitation Memorandum or any Extraordinary Resolution.

Nothing in this announcement or the Consent Solicitation Memorandum constitutes or contemplates an offer of, an offer to purchase or the solicitation of an offer to sell any security in any jurisdiction and participation in any Consent Solicitation by a Noteholder in any circumstances in which such participation is unlawful will not be accepted. The Notes have not been, and will not be, registered under the Securities Act, or the securities laws of any state or other jurisdiction of the United States, and the Notes may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state or local securities laws.

UK MiFIR professionals/ECPs/existing Noteholders only / No EEA or UK PRIIPs KID – Manufacturer target market (UK MiFIR product governance) is eligible counterparties, professional clients and existing Noteholders only (all distribution channels). No EEA or UK PRIIPs key information document (KID) has been prepared.

The distribution of this announcement and the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law, and persons into whose possession this announcement or the Consent Solicitation Memorandum comes are requested to inform themselves about, and to observe, any such restrictions.

² Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (excluding public holidays in England and Wales). Calls from within the UK are charged at the standard geographic rate and will vary by provider. Calls to the helpline from outside the UK will be charged at the applicable international rate. Please note that calls may be monitored for security and training purposes. The helpline cannot provide advice on the merits of the Consent Solicitations nor give any financial, legal or tax advice.