

EMEA DC STATEMENT 11 MAY 2018

The EMEA Determinations Committee (the **DC**) has determined that for the purposes of the 2014 Definitions, ConvaTec Healthcare D S.à r.l (**ConvaTec D**) is NOT the Universal Successor to ConvaTec Healthcare E S.A. (**ConvaTec E** or the **Reference Entity**). As such, the DC has determined that there is no Successor to the Reference Entity for the purposes of the 2014 Definitions.

Capitalised terms used but undefined in this statement have the meaning given to them in the 2014 ISDA Credit Derivatives Definitions (the **2014 Definitions**).

Background

Effective 16 December 2016, the Reference Entity merged into ConvaTec D pursuant to the following: (i) all assets and liabilities of the Reference Entity existing as at 16 December 2016 were assumed by ConvaTec D (i.e. the Reference Entity was absorbed by ConvaTec D); and (ii) the Reference Entity was dissolved and all of its shares were cancelled.

Analysis

Section 2.2(a)(vii) of the 2014 Definitions provides that that an entity other than a Sovereign will be the Universal Successor to the Reference Entity if, *inter alia*, that entity assumes all of the obligations, *including at least one Relevant Obligation*, of the Reference Entity.

Based on publicly available information and certain information received by the DC from ConvaTec, ConvaTec D did not assume any Relevant Obligations¹ of the Reference Entity as these were all repaid/redeemed² by the Reference Entity in full on the day before the Merger Date. Accordingly, ConvaTec D is not the Universal Successor to the Reference Entity for the purposes of the 2014 Definitions.

¹ i.e. any borrowed money obligations of the Reference Entity that are bonds or loans – see Section 2.2(f) of the 2014 Definitions.

² Being (i) a EUR300m Term B Loan, (ii) the €250m 10.875% Senior Notes due 2018 and (iii) the \$745m 10.500% Senior Notes due 2018.