

*NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, TO ANY U.S. PERSON (AS DEFINED IN REGULATION S OF THE U.S. SECURITIES ACT OF 1933, AS AMENDED) OR 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 OR THE DISTRICT OF COLUMBIA OR IN ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS DOCUMENT.*

## **SCOR announces the successful placement of EUR 500 million Restricted Tier 1 Notes**

SCOR SE today announces that it has successfully completed the placement with institutional investors of perpetual fixed rate resettable restricted Tier 1 notes being eligible as Restricted Tier 1 regulatory capital under Solvency II, in a principal amount of EUR 500 million (the "**New Notes**").

The transaction met with strong investor demand with the issue having been subscribed 5.6 times.

The initial fixed rate is 6% per annum payable semi-annually in arrear until 20 December 2034, then the interest rate will be reset and every 5 years thereafter at the prevailing EUR 5-year mid-swap rate plus a margin of 385.7 basis points.

In accordance with Solvency II requirements, the New Notes include a loss-absorption mechanism in the form of a write-down<sup>1</sup> of the principal amount of the New Notes in the event that one of the solvency-related triggers is breached<sup>2</sup>. Interest payments are at the sole discretion of SCOR SE and may be mandatorily prohibited.

The New Notes are rated BBB+ by S&P Global Ratings Europe Limited.

The net proceeds of the issue of the New Notes will be used for general corporate purposes of the Group including through the repurchase of all or part of the outstanding EUR 250,000,000 Fixed to Reset Rate Undated Subordinated Notes with a first call date on 1<sup>st</sup> October 2025 (ISIN FR0012199123) (being eligible as Tier 1 Own Funds regulatory capital and benefitting from transitional measures for tiering of subordinated liabilities until the end of December 2025) pursuant to the tender offer announced in the press release published on 12 December 2024.

The settlement date for the New Notes is expected to occur on 20 December 2024. Application will be made to the Luxembourg Stock Exchange for the New Notes to be admitted to trading on the Luxembourg Stock Exchange's regulated market.

\*

\* \*

---

<sup>1</sup> With discretionary reinstatement subject to conditions.

<sup>2</sup> Either at SCOR Group level or at SCOR solo level.

**SCOR, a leading global reinsurer**

As a leading global reinsurer, SCOR offers its clients a diversified and innovative range of reinsurance and insurance solutions and services to control and manage risk. Applying “The Art & Science of Risk”, SCOR uses its industry-recognized expertise and cutting-edge financial solutions to serve its clients and contribute to the welfare and resilience of society.

The Group generated premiums of EUR 19.4 billion in 2023 and serves clients in around 160 countries from its 35 offices worldwide.

For more information, visit: [www.scor.com](http://www.scor.com)

**Media Relations**  
Alexandre Garcia  
[media@scor.com](mailto:media@scor.com)

**Investor Relations**  
Thomas Fossard  
[InvestorRelations@scor.com](mailto:InvestorRelations@scor.com)

**Follow us on** [LinkedIn](#)

Certified with  **wiztrust**

All content published by the SCOR group since January 1, 2024, is certified with Wiztrust. You can check the authenticity of this content at [wiztrust.com](http://wiztrust.com).

### Forward-looking statements

This press release includes forward-looking statements, assumptions, and information about SCOR SE's financial condition, results, business, strategy, plans and objectives, including in relation to SCOR SE's current or future projects. These statements are sometimes identified by the use of the future tense or conditional mode, or terms such as "estimate", "believe", "anticipate", "expect", "have the objective", "intend to", "plan", "result in", "should", and other similar expressions. It should be noted that the achievement of these objectives, forward-looking statements, assumptions and information is dependent on circumstances and facts that arise in the future. No guarantee can be given regarding the achievement of these forward-looking statements, assumptions and information. These forward-looking statements, assumptions and information are not guarantees of future performance. Forward-looking statements, assumptions and information (including on objectives) may be impacted by known or unknown risks, identified or unidentified uncertainties and other factors that may significantly alter the future results, performance and accomplishments planned or expected by SCOR SE. In particular, it should be noted that the full impact of the inflation and geopolitical risks on SCOR SE's business and results cannot be accurately assessed.

Therefore, any assessments, any assumptions and, more generally, any figures presented in this press release will necessarily be estimates based on evolving analyses, and encompass a wide range of theoretical hypotheses, which are highly evolutive. Information regarding risks and uncertainties that may affect SCOR SE's business is set forth in the 2023 Universal Registration Document filed on 20 March 2024, under number D.24-0142 with the French *Autorité des marchés financiers* (AMF) posted on SCOR SE's website [www.scor.com](http://www.scor.com). In addition, such forward-looking statements, assumptions and information are not "profit forecasts" within the meaning of Article 1 of Commission Delegated Regulation (EU) 2019/980. SCOR SE has no intention and does not undertake to complete, update, revise or change these forward-looking statements, assumptions and information, whether as a result of new information, future events or otherwise.

### Restrictions

This press release is for informational purposes only and does not constitute an invitation to participate in the Tender Offer or to subscribe to the New Notes or an offer to sell or the solicitation of an offer to buy any securities, and shall not constitute an offer, solicitation or sale in or from any jurisdiction in which, or to or from any person to or from whom, such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction. The distribution, publication or release of this press release or any information

contained therein or relating thereto may be prohibited by law in certain jurisdictions. Persons into whose possession this press release or information comes are required to inform themselves of and to observe these restrictions. Non-compliance with these restrictions may result in the violation of legal restrictions in such jurisdictions. SCOR SE does not accept any liability to any person in relation to the distribution of such press release or information in any jurisdiction.

This press release does not constitute a recommendation concerning any issue or tender of securities. potential investors should consult a professional adviser as to the suitability of the New Notes referred to herein for the person concerned and are urged to read and refer exclusively to the Tender Offer Memorandum dated 12 December 2024, before making a decision in order to fully understand the potential risks and rewards associated with the decision to tender their Notes.

This press release and the information it contains may not be published, released, forwarded, transmitted or distributed, directly or indirectly, in or into the United States (including its territories and dependencies) or to any U.S. Person (as defined in Regulation S under the U.S. Securities Act of 1933) or any person located or resident in the United States.

This press release is an advertisement and not a prospectus for the purposes of Regulation (EU) 2017/1129 of June 14, 2017 (as amended, the "**Prospectus Regulation**") and Delegated Regulation (EU) 2019/979 of March 14, 2019, as amended. Investors in the European Economic Area ("**EEA**") who wish to obtain information on the terms and conditions of the New Notes, and determine whether or not they may, and wish to, subscribe thereto are urged to read, and refer exclusively to, the prospectus to be submitted by SCOR SE for approval to the Luxembourg Financial Markets Authority (*Commission de Surveillance du Secteur Financier*) (the "**CSSF**"), before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in these securities. Such prospectus will be published on SCOR SE's website [www.scor.com](http://www.scor.com) and on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)). The approval of this prospectus by the CSSF should not be understood as an endorsement of the securities offered or admitted to trading on a regulated market.

The New Notes referred to herein are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to, and no action has been or will be undertaken to offer, sell or otherwise make available any New Notes, to any retail investor in the EEA. For the purposes of this provision: (a) "retail investor" means a person who is one (or more) of the following: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended,

“**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; and (b) the expression “offer” includes the communication in any form and by any means of sufficient information on the terms of the offer and the New Notes to be offered so as to enable an investor to decide to purchase or subscribe for the New Notes, as applicable. Consequently no key information document required by Regulation (EU) No. 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the New Notes, or otherwise making them available, to retail investors in the EEA has been prepared and therefore offering or selling the New Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

This press release is not a prospectus within the meaning of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”) and has not been approved, filed or reviewed by any regulatory authority of the United Kingdom (“**UK**”). This press release has not been approved by an authorized person for the purposes of Section 21 of the Financial Services and Markets Act 2000, as amended (the “**FSMA**”). Accordingly, this press release is not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of this press release is exempt from the restriction on financial promotions under Section 21 of the FSMA on the basis that it is only directed at and may only be communicated to (1) investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the “**FPO**”), (2) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the FPO, and (3) persons outside the United Kingdom (together being referred to as “relevant persons”), and must not be acted on or relied upon by persons other than relevant persons. Any investment activity referred to in this press release is available only to relevant persons and will be engaged in only with relevant persons.

The New Notes referred to herein are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to, and no action has been or will be undertaken to offer, sell or otherwise make available any New Notes, to any retail investor in the UK. For the purposes of this provision a “retail investor” means a person who is one (or more) of the following: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where

that customer would not qualify as a professional client as defined in point (8) of Article 2 of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (as amended, the “**UK PRIIPs Regulation**”) for offering or selling the New Notes, or otherwise making them available, to retail investors in the UK has been prepared and therefore offering or selling the New Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.