



**Vivion Investments S.à r.l.**

*(incorporated under the laws of the Grand Duchy of Luxembourg)*

**€1,500,000,000 Euro Medium Term Note Programme**

This supplement (the “**Supplement**”) to the base listing particulars dated 23 August 2023 (the “**Base Listing Particulars**”) relating to the Euro Medium Term Note Programme (the “**Programme**”) established by Vivion Investments S.à r.l. (the “**Issuer**”), which constitutes listing particulars for the purposes of the admission of the Notes issued under the Programme to the Official List and trading on the Global Exchange Market (the “**Global Exchange Market**”) of the Irish Stock Exchange plc trading as Euronext Dublin (“**Euronext Dublin**”), constitutes supplementary listing particulars (pursuant to rule 3.12 of the Global Exchange Market Listing and Admission to Trading Rules). The Global Exchange Market is not a regulated market for the purposes of the Markets in Financial Instruments Directive (Directive 2014/65/EU). This Supplement does not constitute a prospectus for the purposes of Article 6 of Regulation (EU) 2017/1129.

Unless otherwise defined in this Supplement, capitalised terms defined in the Base Listing Particulars have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Listing Particulars and any other supplements to the Base Listing Particulars prepared from time to time by the Issuer in relation to the Programme.

This Supplement has been approved by Euronext Dublin as a supplement to the Base Listing Particulars for the purposes of giving information with regard to the matters outlined below. This Supplement together with the Base Listing Particulars and the documents incorporated by reference are also available for viewing at [www.euronext.com](http://www.euronext.com)

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Issuer, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between any statement in, or incorporated by reference in, this Supplement and any other statement in, or incorporated by reference in, the Base Listing Particulars prior to the date of this Supplement, the statement in, or incorporated by reference in, this Supplement will prevail.

Save as disclosed in this Supplement, no significant new factor, material mistake or material inaccuracy relating to the information included in the Base Listing Particulars which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since the publication of the Base Listing Particulars.

**Purpose of Supplement**

The purpose of this Supplement is to (a) incorporate by reference (i) the audited consolidated financial statements of the Group as at and for the year ended 31 December 2023 (the “**2023 Audited Consolidated Financial Statements**”) and (ii) the Group’s trading update for the 3-month period ended 31 March 2024 (the “**Q1 2024 Trading Update**”), and (b) update the “*General Information and Listing*” section of the Base Listing Particulars in relation to the significant or material change information.

## Documents Incorporated by Reference

- On 26 April 2024, the Issuer published the 2023 Audited Consolidated Financial Statements. By virtue of this Supplement, the following information from the 2023 Audited Consolidated Financial Statements is incorporated in, and forms a part of, the Base Listing Particulars to the extent set forth below:

Auditors' report .....	Pages 7 to 10
Consolidated statement of financial position .....	Pages 11 to 12
Consolidated statement of profit or loss.....	Page 13
Consolidated statement of other comprehensive income .....	Page 14
Consolidated statement of cash flows .....	Pages 15 to 16
Consolidated statement of changes in equity .....	Pages 17 to 18
Notes to the consolidated financial statements .....	Pages 19 to 71

The 2023 Audited Consolidated Financial Statements incorporated by reference herein can be viewed online at: <https://vivion.eu/wp-content/uploads/2024/04/VIVIONFS2023.pdf>. A copy of the 2023 Audited Consolidated Financial Statements has been published through the RIS Announcements of Euronext Dublin and is available for viewing on the website of the Issuer as specified above.

- On 14 June 2024, the Issuer published the Q1 2024 Trading Update. By virtue of this Supplement, the Q1 2024 Trading Update is incorporated in, and forms a part of, the Base Listing Particulars. The Q1 2024 Trading Update incorporated by reference herein can be viewed online at the website of the Issuer: <https://vivion.eu/wp-content/uploads/2024/06/Vivion-Q12024-tradingupdate.pdf>

## General Information and Listing

The paragraph under the heading “*Significant/Material Change*” on page 306 of the Base Listing Particulars shall be deemed deleted and replaced with the following paragraph:

Save as disclosed in these Base Listing Particulars, as supplemented by the Supplement hereto dated 25 June 2024, there has been there has been no significant change in the financial or trading position of the Issuer, the Guarantors or the Group and no material adverse change in the prospects of the Issuer, the Guarantors or the Group, in each case since 31 December 2023.