

**\*\*\* Hypenn RMBS III B.V. announces consent solicitation seeking the early redemption of its €489,200,000 floating rate Class A2 Mortgage-Backed Notes 2015 due 2097 (the Notes) \*\*\***

Description of Notes	ISIN/ Common Code	Original Principal Amount	Principal Amount Outstanding
Class A2 Notes	XS1207095933/120709593	€489,200,000	€467,368,434

Hypenn RMBS III B.V. (the **Company**) hereby announces to the holders of the Notes its solicitation for consent to the early redemption by the Company of all (but not some only) of the Notes on or around the third Business Day following the implementation of the Extraordinary Resolution referred to below at 100.30 per cent. of their Principal Amount Outstanding (plus any accrued but unpaid interest on the Notes up to (but excluding) the date fixed for redemption), by way of an Extraordinary Resolution at a meeting of Noteholders to be held at the office of Allen & Overy LLP in Amsterdam, the Netherlands at 3 p.m. (CET) on 4 September 2018, all as further described in the Consent Solicitation Memorandum prepared by the Company dated 20 August 2018 (the **Consent Solicitation Memorandum**).

The Consent Solicitation is being made on the terms and subject to the conditions contained in the Consent Solicitation Memorandum. This announcement should be read in conjunction with the Consent Solicitation Memorandum. Capitalised terms used but not otherwise defined in this announcement have the meanings given in the Consent Solicitation Memorandum.

If the Extraordinary Resolution is passed on 4 September 2018, all Notes are expected to be redeemed early on or around 17 September 2018.

The quorum required for the Meeting is at least 75 per cent. of the Principal Amount Outstanding of the Notes. To be passed, the Extraordinary Resolution requires a majority in favour consisting of not less than 75 per cent. of the votes validly cast in respect of the Extraordinary Resolution at the Meeting. If passed, the Extraordinary Resolution shall be binding on all the holders of the Notes, whether present or not at the Meeting and whether or not voting. In the event the necessary quorum for any Extraordinary Resolution is not obtained at a Meeting, a second meeting of Noteholders in respect of such Extraordinary Resolution will be held within one month of the date of the first Meeting, with due observance of the same formalities for convening the Meeting which governed the convening of the first Meeting. At such second Meeting an Extraordinary Resolution is adopted with not less than 75 per cent. of the validly cast votes, regardless of the principal amount then represented.

## **Indicative timetable**

### ***Announcement of Consent Solicitation and Proposal***

Announcement of Consent Solicitation and Proposal.

20 August 2018.

Notice published on the website of the Issuer at [cm.intertrustgroup.com](http://cm.intertrustgroup.com) and the website of DSA at [dutchsecuritisation.nl](http://dutchsecuritisation.nl) and delivered to the Clearing Systems for communication to Direct Participants.

### ***Consent Deadline***

Deadline for receipt by the Tabulation Agent of valid Solicitation 3 p.m. (CET) on 3 September 2018. Instructions in favour of the Extraordinary Resolution.

Deadline for making any other arrangements to attend or be represented or vote at the Meeting.

***Meeting***

Meeting to be held at the office of Allen & Overy LLP, Apollolaan 15, 1077 AB Amsterdam, The Netherlands. 3 p.m. (CET) on 4 September 2018.

***Announcement of results of Meeting***

Announcement of the results of the Meeting and, if the Extraordinary Resolution is passed, the date fixed for redemption of the Notes. As soon as reasonably practicable after the Meeting.

***Early Redemption Date***

The expected Early Redemption Date 17 September 2018.

The Consent Solicitation Memorandum can be obtained on request from Lucid Issuer Services Limited (the **Tabulation Agent**).

**In certain jurisdictions, the distribution of this announcement may be restricted by law. Persons into whose possession this announcement comes are required by the Company to inform themselves about and to observe any such restrictions.**

Contact details of the Solicitation Agent, Tabulation Agent and Allen & Overy LLP:

**SOLICITATION AGENT**

NatWest Markets Plc  
250 Bishopsgate  
London EC2M 4AA  
United Kingdom  
Telephone: +44 20 7678 5282  
Attention: Liability Management  
Email:  
liabilitymanagement@natwestmarkets.com

**TABULATION AGENT**

Lucid Issuer Services Limited  
Tankerton Works  
12 Argyle Walk  
WC1H 8HA  
United Kingdom  
Telephone: +44 (0) 20 7704  
0880  
Attention: Paul Kamminga  
Email: hypenn@lucid-is.com

Allen & Overy LLP  
Apolloolaan 15  
1077 AB Amsterdam  
The Netherlands  
Telephone: +31 (0) 20 674  
1000