

TVL Finance plc

**TVL Finance plc Announces Consent Solicitation Relating to its
Senior Secured Floating Rate Notes due 2025
Regulation S Notes: Common Code 202147208, ISIN XS2021472084
Rule 144A Notes: Common Code 202148603, ISIN XS2021486035**

(together, the “Notes”)

Thame, United Kingdom — May 18, 2020 — TVL Finance plc (the “Issuer”) announced today that it launched a solicitation (the “Solicitation”) for consents (the “Consents”) from holders of the Notes (the “Holders”) to approve an amendment (the “Proposed Amendment”) to the indenture relating to the Notes (as amended or supplemented from time to time, the “Indenture”) and the global notes representing the Notes to permit the Issuer, if necessary, to enter into either (a) a company voluntary arrangement under Part 1 of the Insolvency Act 1986 or (b) a restructuring plan with landlords and unsecured creditors under new legislation proposed to be enacted by the U.K. Parliament which would enable a company to propose a restructuring plan to its creditors, which if confirmed by the court, would bind all classes of affected creditors to that plan if at least one impaired class of creditors has voted in favor of the plan.

Beginning in March 2020, COVID-19 has significantly impacted our business. Following the U.K. Prime Minister’s announcement on March 23, 2020, we were required to close all of our hotels, except where they were permitted to remain open to support critical medical workers, key workers and vulnerable groups. We have now closed more than 500 hotels in line with the new regulations, though we have been pleased to be able to keep approximately 50 hotels open to provide support for the crisis management efforts. While forecasting is difficult, leading economic commentators and hotel analysts expect that 2020 hotel revenues could be impacted by approximately 50% and that it could take several years for hotel revenues to recover back to 2019 levels. Accordingly, in order to address uncertainties arising from the restrictive measures imposed on us by the U.K. government and based on our estimate of the timing of any re-opening of hotels and likely future trading outlook, we have developed a comprehensive recovery plan.

Our recovery plan is intended to provide stability and certainty for our guests, support the more than ten thousand jobs at stake and protect the interests of our key stakeholders. As set forth in our trading update of March 26, 2020, the recovery plan involves a number of key components to enable the business to successfully trade through the impact of COVID-19: continued action by the company to preserve cash flow, making use of government measures where possible, drawing down on our cash reserves, accessing new facilities and seeking a temporary period of reduced rent from some landlords. Our landlords are being asked to forego £103 million to £146 million in rent, or approximately 2.4% to 3.3% of the total of more than £4 billion in rent due over the remainder of the leases, through a temporary period of rent reduction through to the end of 2021, with a return to full contracted levels of rent payments thereafter. We continue to have discussions with our landlords to seek to obtain their consensual agreement to our proposals; however, in the case where we cannot obtain the required levels of consent from our landlords to our plan, we may seek to implement the plan through a U.K. company voluntary arrangement, which allows a company to obtain an agreement with respect to unsecured obligations such as leases. The Consents would provide us with the flexibility to pursue that option.

Adoption of the Proposed Amendment requires the Consents of the Holders of a majority in aggregate principal amount of the Notes then outstanding under the Indenture (such consent, the “Required Consents”). A Consent may be validly revoked by a Holder at any time prior to, but not on or after, the Effective Time (as defined below) and will automatically terminate and not be effective if the Required Consents are not obtained on or prior to the Expiration Time (as defined below). Assuming the Issuer receives the Required Consents, each present and future Holder will be bound by the Proposed Amendment once it becomes operative, whether or not such Holder delivered a Consent.

The Issuer expects that, promptly after receipt of the Required Consents on or prior to the Expiration Time, it will give notice to U.S. Bank Trustees Limited as trustee (the “Trustee”) and security agent (the “Security Agent”) that the Required Consents have been received (such time, the “Effective Time”), and the Issuer, the Trustee and the Security Agent will execute a supplemental indenture to the Indenture with respect to the Notes at a convenient time

as soon as practicable thereafter. Holders should note that the Effective Time may fall prior to the Expiration Time, and, if so, Holders may not be given prior notice of such Effective Time.

The Solicitation will expire at 5:00 p.m., London time, on May 26, 2020 (such date and time, as the Issuer may extend from time to time in its sole discretion, the “Expiration Time”).

The Solicitation is being made solely on the terms and subject to the conditions set forth in the Issuer’s consent solicitation statement, dated as of May 18, 2020 (the “Consent Solicitation Statement”). The Issuer may, in its sole discretion, terminate, extend or amend the Solicitation at any time as described in the Consent Solicitation Statement.

Copies of the Consent Solicitation Statement may be obtained from Lucid Issuer Services Limited, the information and tabulation agent in connection with the Solicitation, at travelodge@lucid-is.com (Attn: David Shilson) or +44 20 7704 0880. Holders of the Notes are urged to review the Consent Solicitation Statement for the detailed terms of the Solicitation and the procedures for consenting to the Proposed Amendment. Any persons with questions regarding the consent solicitation should contact the solicitation agent, Barclays Bank PLC (Attn: Liability Management Group), at eu.lm@barclays.com or +44 20 3134 8515.

This announcement is for information purposes only and does not constitute an offer to purchase Notes, a solicitation of an offer to sell Notes or a solicitation of consents of Holders and shall not be deemed to be an offer to purchase, a solicitation of an offer to sell or a solicitation of consents with respect to any securities of the Issuer or its affiliates.

About Travelodge

Founded in 1985, Travelodge is the second largest hotel brand in the United Kingdom based on number of hotels and number of rooms operated. Travelodge leases, franchises, manages and owns more than 580 hotels and more than 44,200 rooms throughout the United Kingdom, Spain and Ireland.

Forward Looking Statements

This release may contain forward-looking statements that involve substantial risks and uncertainties. All statements other than statements of historical facts included in this release including, without limitation, statements regarding Travelodge’s future financial position, risks and uncertainties related to its business, strategy, capital expenditures, projected costs and Travelodge’s plans and objectives for future operations, may be deemed to be forward-looking statements. Words such as “believe,” “expect,” “anticipate,” “may,” “assume,” “plan,” “intend,” “will,” “should,” “estimate,” “risk,” and similar expressions or the negatives of these expressions are intended to identify forward-looking statements. By their nature, forward-looking statements involve known and unknown risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. You should not place undue reliance on these forward-looking statements. Travelodge does not assume any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Under no circumstances shall the Consent Solicitation Statement constitute an offer to sell or issue or the solicitation of an offer to buy or subscribe for the Notes in any jurisdiction. The consent solicitation shall not be considered an “offer of securities to the public,” or give rise to or require a prospectus in a European Economic Area member state or in the United Kingdom pursuant to Regulation (EU) 2017/1129 (as amended or superseded).

The consent solicitation is not being made to, and no consents are being solicited from, holders or beneficial owners of the Notes in any jurisdiction in which it is unlawful to make such consent solicitation or grant such consents. However, the Issuer may, in its sole discretion and in compliance with any applicable laws, take such actions as it may deem necessary to solicit consents in any jurisdiction and may extend the consent solicitation to, and solicit consents from, persons in such jurisdiction.

The communication of the Consent Solicitation Statement and any other documents or materials relating to the Consents is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the “FSMA”). Accordingly, the Consent Solicitation Statement is for distribution only to persons who: (a) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “Order”); (b) are persons falling within Article 43 of the Order; (c) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc.”) of the Order; (d) are outside the United Kingdom; or (e) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “relevant persons”). The Consent Solicitation Statement is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this Consent Solicitation Statement relates is available only to relevant persons and will be engaged in only with relevant persons.

The making of the consent solicitation may be restricted by laws and regulations in some jurisdictions. Persons into whose possession the Consent Solicitation Statement comes must inform themselves about and observe these restrictions.

This release and the information contained herein are for information purposes only and do not constitute a prospectus or an offer to sell, or a solicitation of an offer to buy or subscribe for, any securities in the United States of America or in any other jurisdiction.

This release contains information that prior to its disclosure may have constituted inside information under Article 7 of Regulation (EU) No 596/2014.

For further information, please contact:

The Solicitation Agent:

Barclays Bank PLC

Tel: +44 20 3134 8515

E-mail: eu.lm@barclays.com

Attention: Liability Management Group

The Information and Tabulation Agent:

Lucid Issuer Services Limited

Tel: +44 20 7704 0880

E-mail: travelodge@lucid-is.com

Attention: David Shilson