

### Important Notice

THE SECOND SUPPLEMENT (THE “**SUPPLEMENT**”) TO THE OFFERING CIRCULAR DATED 17 SEPTEMBER 2021, AS SUPPLEMENTED BY THE FIRST SUPPLEMENT DATED 8 OCTOBER 2021 (TOGETHER, THE “**OFFERING CIRCULAR**”) FOLLOWING THIS NOTICE IS AVAILABLE ONLY TO INVESTORS WHO ARE OUTSIDE THE UNITED STATES IN OFFSHORE TRANSACTIONS IN RELIANCE ON, AND IN COMPLIANCE WITH REGULATION S (“**REGULATION S**”) UNDER THE U.S. SECURITIES ACT OF 1933 (AS AMENDED, THE “**U.S. SECURITIES ACT**”).

**IMPORTANT: You must read the following before continuing.** The following applies to the Supplement following this notice, and you are therefore advised to read this carefully before reading, accessing or making any other use of the Supplement. In accessing the Supplement, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from us, the Arrangers or the Dealers (each as defined in the Offering Circular) as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN THE UNITED STATES OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. ANY SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION, AND THE SECURITIES MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES.

THE SUPPLEMENT MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER, AND, IN PARTICULAR, MAY NOT BE FORWARDED TO ANY ADDRESS WITHIN THE UNITED STATES. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE U.S. SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. IF YOU HAVE GAINED ACCESS TO THIS TRANSMISSION CONTRARY TO ANY OF THE FOREGOING RESTRICTIONS, YOU ARE NOT AUTHORISED AND WILL NOT BE ABLE TO PURCHASE ANY SECURITIES DESCRIBED HEREIN.

**Confirmation of your representation:** In order to be eligible to view the Supplement or make an investment decision with respect to any securities, you must be outside the United States. The Supplement is being sent at your request. By accessing the Supplement or accepting an e-mail with the Supplement attached, you shall be deemed to have represented to us, the Arrangers and the Dealers that:

- (1) you consent to delivery of the Supplement by electronic transmission; and
- (2) the e-mail address that you gave to us and to which the e-mail has been delivered is not located, and will not be deemed to be located, in the United States, 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.

You are reminded that the Supplement has been delivered to you on the basis that you are a person into whose possession the Supplement may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located, and you may not, nor are you authorised to, deliver the Supplement to any other person.

The materials relating to any offering do not constitute, and may not be used in connection with, an offer or solicitation in any place where such offers or solicitations are not permitted by law. If a jurisdiction requires that any offering be made by a licenced broker or dealer and the relevant Dealer(s) or any of their affiliate(s) is a licenced broker or dealer in that jurisdiction, such offering shall be deemed to be made by such Dealer or affiliate on behalf of the Issuer in such jurisdiction.

Under no circumstances shall the Supplement constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The Supplement has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission, and consequently neither we, nor any of the Arrangers, the Dealers, or any person who controls any of the Arrangers, the Dealers, or any of their directors, managers, officers, employees or agents accepts any liability or responsibility whatsoever in respect of any difference between the Supplement distributed to you in electronic format and the hard copy version available to you on request from the Arrangers or the Dealers.

In the United Kingdom, the Supplement is being distributed only to, and is directed only at, persons who are “qualified investors” (as defined in Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”)) who are: (i) persons having 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**”); (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order; or (iii) persons to whom it would otherwise be lawful to distribute it, all such persons together being referred to as “**Relevant Persons**”. In the United Kingdom, any securities issued under the Programme (as defined in the Supplement) are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, Relevant Persons. The Supplement and its contents are confidential and should not be distributed, published or reproduced (in whole or in part) or disclosed by any recipients to any other person in the United Kingdom. Any person in the United Kingdom that is not a Relevant Person should not act or rely on the Supplement or its contents. Any securities issued under the Programme are not being offered to the public in the United Kingdom.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS:** Any securities issued under the Programme are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (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, the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No. 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling any securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling any securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

The Supplement has been prepared on the basis that any offer of securities in any member state of the EEA will be made pursuant to an exemption under Regulation (EU) 2017/1129 (as amended, the “**Prospectus Regulation**”) from the requirement to publish a prospectus for offers of securities. The Supplement is not a prospectus for the purposes of the Prospectus Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS:** Any securities issued under the Programme are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (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 (“**EUWA**”) or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, “**FSMA**”) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) 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 (the “**UK PRIIPs Regulation**”) for offering or selling any securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling any securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

The Supplement has been prepared on the basis that any offer of securities in the UK will be made pursuant to an exemption under the UK Prospectus Regulation from the requirement to publish a prospectus for offers of securities. The Supplement is not a prospectus for the purposes of the UK Prospectus Regulation.



## **Blackstone Property Partners Europe Holdings S.à r.l.**

*(a private limited liability company (société à responsabilité limitée) incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 2-4, rue Eugène Ruppert, L-2453 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies (Registre de Commerce et des Sociétés Luxembourg) under number B220526)*

### **€10,000,000,000 Euro Medium Term Note Programme**

This second supplement (the “**Supplement**”) has been prepared in connection with the €10,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) established by Blackstone Property Partners Europe Holdings S.à r.l. (the “**Issuer**”). This Supplement is supplemental to, forms part of and should be read in conjunction with, the offering circular dated 17 September 2021, as supplemented by the first supplement dated 8 October 2021 (together, the “**Offering Circular**”). Unless otherwise defined in this Supplement, terms defined in the Offering Circular have the same meaning when used in this Supplement. To the extent that there is any inconsistency between any statement in this Supplement and any other statement in the Offering Circular, the statements in this Supplement will prevail.

The purpose of this Supplement is to: (i) incorporate by reference the annual report of the Issuer as of and for the year ended 31 December 2021, including the consolidated financial statements of the Issuer as of and for the year ended 31 December 2021 (the “**Annual Report**”); and (ii) accede Defender B Pledgeco S.à r.l., Defender C Pledgeco S.à r.l., Defender REITco Limited, Rialto Holdco S.à r.l., Veela Investments S.à r.l., Leaf Living Jersey Midco Limited, Alaska Propco 3 LP, Alaska Propco 4 LP and Alaska Propco 5 LP (the “**Acceding Guarantors**”) to the Programme as Guarantors.

Additional conforming changes are deemed to be made to the Offering Circular to reflect the changes described herein.

## **Forward-Looking Statements**

This Supplement includes forward-looking statements within the meaning of the securities laws of certain applicable jurisdictions. These forward-looking statements include, but are not limited to, all statements other than statements of historical facts contained in this Supplement, including, without limitation, those regarding the Issuer's intentions, beliefs or current expectations concerning, among others, its future financial conditions and performance, results of operations and liquidity, its strategy, plans, objectives, prospects, growth, goals and targets, future developments in the markets in which it participates or is seeking to participate and anticipated regulatory changes in the industry in which it operates. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "aim", "anticipate", "believe", "continue", "could", "estimate", "expect", "forecast", "guidance", "intend", "may", "plan", "project", "probability", "target", "goal", "objective", "should" or "will" or, in each case, their negative, or other variations or comparable terminology.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors because they relate to events and depend on circumstances that may or may not occur in the future. The Issuer cautions you that forward-looking statements are not guarantees of future performance and that the Issuer's actual financial condition, results of operations and cash flows, and the development of the industry in which it operates, may differ materially from (and be more negative than) those made in, or suggested by, the forward-looking statements contained in this Supplement. In addition, even if the Issuer's financial condition, results of operations and cash flows, and the development of the industry in which it operates, are consistent with the forward-looking statements contained in this Supplement, those results or developments may not be indicative of results or developments in subsequent periods.

Any forward-looking statements are only made as at the date of this Supplement and, except as required by law or the rules and regulations of any stock exchange on which the Notes (as defined in the Offering Circular) are listed, the Issuer undertakes no obligation to publicly update or publicly revise any forward-looking statement, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to the Issuer or to persons acting on its behalf are expressly qualified in their entirety by the cautionary statements referred to above and contained elsewhere in this Supplement.

## **Presentation of Financial Data and Other Information**

In making an investment decision, you should rely upon your own examination of the terms of the Programme and the financial data and other information contained or incorporated by reference in this Supplement. You should consult your own professional advisors for an understanding of the differences between (i) International Financial Reporting Standards, as adopted by the E.U. (“**IFRS**”), (ii) accounting principles generally accepted in the Grand Duchy of Luxembourg (“**Luxembourg GAAP**”), (iii) the basis of preparation of any financial data incorporated by reference in this Supplement, and (iv) accounting principles accepted in other relevant jurisdictions. You should also consult your own professional advisors for an understanding of the different bases of preparation of any historical financial information contained or incorporated by reference in this Supplement, and how potential differences could affect any financial data and other information contained or incorporated by reference in this Supplement. The financial data and other information for prior periods is not necessarily indicative of the results to be expected for any future period. Any historical financial information contained or incorporated by reference in this Supplement is presented in euro millions unless otherwise specified. Certain numerical figures incorporated by reference in this Supplement may have been rounded. Therefore, discrepancies in tables and charts between totals and the sums of the amounts listed may occur due to such rounding.

### ***Continuing Reporting***

We prepare our financial statements in accordance with Luxembourg GAAP. While there are differences between Luxembourg GAAP and IFRS, Luxembourg GAAP allows accounting policy choices which would align accounting treatment under Luxembourg GAAP to IFRS when accounting for certain line items. However, differences generally exist between Luxembourg GAAP, when applied by us in relation to the Portfolio, and IFRS, which are summarised below. This summary does not attempt to be a comprehensive analysis and no assurance is provided that the differences between Luxembourg GAAP and IFRS described below are complete. In addition, no attempt has been made to identify potential future differences between Luxembourg GAAP and IFRS resulting from prescribed changes in accounting standards.

### **Historical Cost**

Under IFRS, historical cost is the main accounting convention. However, IFRS permits the use of fair value for financial instruments, intangible assets, property, plant and equipment and investment property accounted for using the revaluation method. IFRS also requires certain categories of financial instruments to be reported at fair value. Under Luxembourg GAAP, historical cost is also the main accounting convention. However, it is permitted to use fair value for certain financial instruments and other categories of assets. The other categories of assets are restricted to the assets which are eligible for the fair value option under IFRS. Since accounting policies under Luxembourg GAAP can be aligned to IFRS, we do not elect to adopt the fair value option and therefore conform to IFRS. In addition, a fair value disclosure is provided as voluntary disclosure under Luxembourg GAAP.

### **Business Combinations**

Under IFRS, the fair value of acquired assets and liabilities is compared to the fair value of the consideration in order to determine goodwill. Any previously held equity interest in the acquiree is re-measured at fair value at the acquisition date. Goodwill is not amortised but is tested for impairment annually, or more frequently if there is an indicator of impairment. Under Luxembourg GAAP, there is limited guidance for business combinations. The fair value of acquired assets and liabilities is compared to the fair value of the consideration in order to determine goodwill.

### **Unrealised Currency Exchange**

Under IFRS, unrealised currency exchange differences arising from translating monetary items are recognised in the profit and loss account for the period in which they arise. However, under Luxembourg GAAP, only unrealised currency exchange losses are recognised in the profit and loss account and unrealised currency exchange gains are deferred. These deferrals are de-recognised in the profit and loss account upon settlement of the underlying monetary items or netted-off against unrealised currency exchange losses generated by the same underlying monetary items in future periods.

### **Documents Incorporated by Reference**

On 1 April 2022, the board of managers of the Issuer approved the Annual Report. By virtue of this Supplement, the Annual Report shall be deemed to be incorporated by reference in, and form part of, the Offering Circular.

Copies of the Annual Report incorporated by reference in this Supplement are available on the Issuer's website at <https://www.bppeh.com>. Any document itself incorporated by reference in the documents incorporated by reference in this Supplement and the Offering Circular shall not form part of this Supplement or the Offering Circular.

### **Acceding Guarantors**

At the request of the Issuer, pursuant to the terms of the Trust Deed, the Acceding Guarantors entered into a first supplemental trust deed dated 5 April 2022 ("**Supplemental Trust Deed**"). By virtue of the Supplemental Trust Deed and in accordance with condition 3(d) of the terms and conditions of the Notes, effective 5 April 2022, the Acceding Guarantors have acceded to the Programme as Guarantors, and have unconditionally, irrevocably, jointly and severally guaranteed the Notes that are currently outstanding and any further Notes to be issued under the Programme, together with the other Guarantors.