

外國債券商品「收購」要約通知

親愛的客戶 您好：

您透過日盛國際商業銀行特定金錢信託帳戶所投資由沃爾瑪百貨公司(下稱發行機構)所發行之外國債券商品「7555沃爾瑪百貨公司公司債(2037/08/15到期)」(以下稱本債券)，沃爾瑪發布(美東時間9/08)現金要約收購，本行接獲保管機構通知，謹將內容與各檔券次收購條件節錄說明如下。

※敬請留意，您可以選擇是否同意此收購計畫，或繼續持有原券。若選擇同意則須按照收購順序進行收購，且收購申請不保證一定成功。

收購要約之相關資訊如下：

	收購債券										
本行商品代號	7555										
是否限專業投資人	否										
商品名稱/發行機構	沃爾瑪百貨有限公司公司債 /沃爾瑪百貨有限公司										
債券評等/發行機構信用評等	穆迪 Aa2、標準普爾 AA、惠譽 AA/穆迪 Aa2、標準普爾 AA、惠譽 AA										
商品風險等級	RR3										
證券識別碼(ISIN Code)	US931142CK74										
受償順位/保證機構(GUARANTOR OF NAME)	優先無擔保/無										
發行總額	美元 30 億										
發行面額	美元 1,000 元										
面額(年)利率/配息頻率	6.50% /每半年配息										
計息基礎	30/360 計算										
發行日期	2007/08/24										
到期日期	2037/08/15										
發行機構提前贖回權	發行機構得因稅務規定或狀態之變更行使提前贖回權。										
交割/起息日	截止日後二個工作日內，或依債券交易發行條件調整。										
收購價格說明	<p>沃爾瑪(Walmart Inc.)於 2021/09/08 最新現金收購要約(Offer To Purchase for Cash)公告，本次現金收購要約總面額上限為 80 億美元。</p> <p>(1) 早鳥優惠截止日前參與的投資人可以拿到 Total Consideration，即為以各項約定指標公債利率 bid price + fixed spread 折現後的價格(不含息)，其中已包含提前參與貼水(Early Participation of \$50 per \$1000 par value)；如在早鳥優惠後、最終截止日前參與的投資人則會拿到 Tender Offer Consideration，未能加上提前參與貼水。</p> <p>(2) *指標公債為 T 1.75% 8/15/41 Govt (ISIN:US912810TA60)</p> <table border="1" data-bbox="555 1666 1422 2022"> <thead> <tr> <th colspan="2">早鳥期間</th> </tr> </thead> <tbody> <tr> <td>截止日</td> <td>2021/09/21 5:00 p.m.(紐約時間)</td> </tr> <tr> <td>定價日</td> <td>2021/09/22 10:00 a.m.(紐約時間)</td> </tr> <tr> <td>交割日</td> <td>預計為早鳥截止日後第二個營業日(2021/09/23)</td> </tr> <tr> <td>收購金額</td> <td>Total Consideration，包含 Early Participation Amount (\$50 per \$1000 par value)另計應計且未支付利息(不包含交割當日)</td> </tr> </tbody> </table>	早鳥期間		截止日	2021/09/21 5:00 p.m.(紐約時間)	定價日	2021/09/22 10:00 a.m.(紐約時間)	交割日	預計為早鳥截止日後第二個營業日(2021/09/23)	收購金額	Total Consideration，包含 Early Participation Amount (\$50 per \$1000 par value)另計應計且未支付利息(不包含交割當日)
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交割日	預計為早鳥截止日後第二個營業日(2021/09/23)										
收購金額	Total Consideration，包含 Early Participation Amount (\$50 per \$1000 par value)另計應計且未支付利息(不包含交割當日)										

收購債券

(3) 以下紅框標示處為本債券，總收購上限為面額 80 億美元，收購順序按下表 Acceptance Priority Level 排序；若較高順位的債券收購完畢而未達上限，則繼續接受下一順位之債券收購。若在某一順位時，總收取面額超過收購面額上限，則該順位將按比例接受收購，若因 proration 導致返還面額小於個別券次的最小單位，公司將全數接受或拒絕該持有人提交之債券。

TABLE I: SECURITIES SUBJECT TO THE TENDER OFFER⁽¹⁾

Title of Security	Security Identifier	Applicable Maturity Date/ Par Call Date	Principal Amount Outstanding (millions)	Acceptance Priority Level	Reference Security	Bloomberg Reference Page Screen	Fixed Spread (basis points)
7.55% Notes due 2030	CUSIP: 93114Z BF9 ISIN: US1865V8XU25	February 15, 2030	\$588	1	1.250% U.S. Treasury due 08/15/2031	FIT1	15
6.750% Debentures due 2023	CUSIP: 93114Z AU7 ISIN: US93114Z8173	October 15, 2023	\$152	2	0.125% U.S. Treasury due 08/15/2023	FIT1	10
6.500% Notes due 2037	CUSIP: 93114Z CK7 ISIN: US93114ZCK74	August 15, 2037	\$1,300	3	1.750% U.S. Treasury due 08/15/2041	FIT1	45
5.875% Notes due 2027	CUSIP: 93114Z CB4 ISIN: US93114ZCB46	April 5, 2027	\$483	4	0.750% U.S. Treasury due 08/31/2026	FIT1	20
6.000% Notes due 2038	CUSIP: 93114Z CB3 ISIN: US93114ZCB31	April 15, 2038	\$919	5	1.750% U.S. Treasury due 08/15/2041	FIT1	50
5.625% Notes due 2040	CUSIP: 93114Z CS0 ISIN: US93114ZCS01	April 1, 2040	\$751	6	1.750% U.S. Treasury due 08/15/2041	FIT1	55
5.625% Notes due 2041	CUSIP: 93114Z DB6 ISIN: US93114ZDB66	April 15, 2041	\$918	7	1.750% U.S. Treasury due 08/15/2041	FIT1	55
5.25% Notes due 2035	CUSIP: 93114Z CB7 ISIN: US93114ZCB79	September 1, 2035	\$1,368	8	1.250% U.S. Treasury due 08/15/2031	FIT1	60
5.000% Notes due 2040	CUSIP: 93114Z CV7 ISIN: US93114ZCV78	October 25, 2040	\$519	9	1.750% U.S. Treasury due 08/15/2041	FIT1	60
4.875% Notes due 2040	CUSIP: 93114Z CV3 ISIN: US93114ZCV30	July 8, 2040	\$378	10	1.750% U.S. Treasury due 08/15/2041	FIT1	60
4.750% Notes due 2043 ⁽²⁾	CUSIP: 93114Z EK6 ISIN: US93114ZEK65	April 2, 2043*	\$289	11	1.750% U.S. Treasury due 08/15/2041	FIT1	65
4.500% Notes due 2044 ⁽²⁾	CUSIP: 93114Z EQ9 ISIN: US93114ZEQ96	October 22, 2044*	\$302	12	1.750% U.S. Treasury due 08/15/2041	FIT1	60
3.625% Notes due 2047 ⁽²⁾	CUSIP: 93114Z DW0 ISIN: US93114ZDW04	June 15, 2047*	\$1,000	13	2.375% U.S. Treasury due 05/15/2051	FIT1	60
4.000% Notes due 2049 ⁽²⁾	CUSIP: 93114Z DG5 ISIN: US93114ZDG55	October 11, 2049*	\$709	14	1.750% U.S. Treasury due 08/15/2041	FIT1	60
4.050% Notes due 2048 ⁽²⁾	CUSIP: 93114Z EC3 ISIN: US93114ZEC31	December 29, 2047*	\$3,000	15	2.375% U.S. Treasury due 05/15/2051	FIT1	55
3.950% Notes due 2038 ⁽²⁾	CUSIP: 93114Z FB3 ISIN: US93114ZFB37	December 28, 2037*	\$1,500	16	1.750% U.S. Treasury due 08/15/2041	FIT1	40
2.950% Notes due 2048 ⁽²⁾	CUSIP: 93114Z EF4 ISIN: US93114ZEF44	March 24, 2048*	\$1,000	17	2.375% U.S. Treasury due 05/15/2051	FIT1	50
3.700% Notes due 2029 ⁽²⁾	CUSIP: 93114Z EF9 ISIN: US93114ZEF96	March 26, 2029*	\$2,750	18	1.250% U.S. Treasury due 08/15/2031	FIT1	-5
3.550% Notes due 2025 ⁽²⁾	CUSIP: 93114Z ED1 ISIN: US93114ZED14	April 26, 2025*	\$1,500	19	0.375% U.S. Treasury due 04/02/2025	FIT5	12.5
3.400% Notes due 2023 ⁽²⁾	CUSIP: 93114Z EK3 ISIN: US93114ZEK36	May 26, 2023*	\$2,750	20	0.125% U.S. Treasury due 05/31/2023	FIT4	10
3.250% Notes due 2029 ⁽²⁾	CUSIP: 93114Z EN9 ISIN: US93114ZEN95	April 8, 2029*	\$1,250	21	1.250% U.S. Treasury due 08/15/2031	FIT1	5
3.050% Notes due 2026 ⁽²⁾	CUSIP: 93114Z EM1 ISIN: US93114ZEM13	May 8, 2026*	\$1,250	22	0.750% U.S. Treasury due 08/31/2026	FIT1	5
2.850% Notes due 2024 ⁽²⁾	CUSIP: 93114Z EL3 ISIN: US93114ZEL30	June 8, 2024*	\$1,500	23	0.250% U.S. Treasury due 06/15/2024	FIT5	10
2.650% Notes due 2024 ⁽²⁾	CUSIP: 93114Z DV2 ISIN: US93114ZDV21	October 15, 2024*	\$1,000	24	1.500% U.S. Treasury due 08/20/2024	FIT5	10
2.375% Notes due 2028 ⁽²⁾	CUSIP: 93114Z EQ2 ISIN: US93114ZEQ27	June 24, 2028*	\$500	25	1.250% U.S. Treasury due 08/15/2031	FIT1	10

(1) Early Participation Amount is \$50 per \$1,000 principal amount of Securities validly tendered at or prior to the Early Participation Date and accepted for purchase by Walmart.
 (2) For such series of Securities, the calculation of the applicable Total Consideration will be performed taking into account the par call date. See Schedule A to this Offer to Purchase for an overview of the calculation of the Total Consideration (including the par call detail).
 * Refers to the par call date for such series of Securities.

ISIN	早鳥參考價格 (9/09 試算)	贖回價格 (9/09 市價)
US93114ZCK74	155.25	152.70

(收購參考價以 2021/09/09 早上 10:00 之公債價格試算，僅供參考，並不代表實際收購價格。定價日為 9/22 日，實際收購金額以發行機構公告為準)

其他注意事項：

- 一、本債券收購要約悉依發行機構公布之內容節錄說明，詳細內容請見原文(英文版要約)放置於 <https://www.businesswire.com/news/home/20210908005692/en/Walmart-Inc.-Announces-Cash-Tender-Offer-for-Certain-of-its-Outstanding-Debt-Securities> 頁面。
- 本行受理參與債券要約收購，請 台端填妥參與意願書，至所屬分行辦理相關事宜，倘 台端未回覆，則視為不同意申請參與。
- 二、本通知函並不代表本行建議客戶是否進行參與，台端所提出之「參與意願書」亦不保證成功。在您作出決定前務請考慮自身狀況及可能之風險。

三、本行一向秉持關心客戶資產配置與資產變化情形之理念來服務客戶，如您對於此債券收購要約計畫需要任何的協助，敬請洽詢服務您的分行理財專員

日盛國際商業銀行
2021年09月08日