UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported): September 21, 2023

Radius Global Infrastructure, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware	**001-39568**	**88-1807259**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

3 Bala Plaza East, Suite 502 **Bala Cynwyd, PA** **(Address of Principal Executive Offices)**	**19004** **(Zip Code)**

Registrant's telephone number, including area code: (610) 660-4910

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value $0.0001 per share	RADI	NASDAQ Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Introductory Note

On September 21, 2023 (the "Closing Date"), Radius Global Infrastructure, Inc., a Delaware corporation ("Radius" or the "Company"), EQT Active Core Infrastructure ("EQT") and the Public Sector Pension Investment Board ("PSP"), completed the previously announced acquisition of Radius by EQT and PSP, through certain of their respective controlled affiliates. Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of March 1, 2023, by and among Radius, APW OpCo LLC, a Delaware limited liability company ("OpCo"), Chord Parent, Inc., a Delaware corporation ("Parent"), Chord Merger Sub I, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Merger Sub I") and Chord Merger Sub II, LLC, a Delaware limited liability company and a wholly owned subsidiary of Merger Sub I ("Merger Sub II"), (a) Merger Sub II merged with and into OpCo (the "OpCo Merger"), with OpCo surviving the OpCo Merger as a subsidiary of Parent and the Company (the "Surviving LLC"), and (b) Merger Sub I merged with and into the Company, (the "Company Merger" and, together with the OpCo Merger, the "Mergers"), with the Company surviving the Company Merger as a subsidiary of Parent (the "Surviving Corporation").

Item 1.01 Entry into a Material Definitive Agreement.

In connection with the consummation of the Mergers, on the Closing Date, the Company, OpCo and U.S. Bank Trust Company, National Association (as successor to U.S. Bank National Association), as trustee (the "Trustee"), entered into the first supplemental indenture (the "First Supplemental Indenture") to the indenture, dated as of September 13, 2021, between the Company, OpCo and the Trustee ("Indenture"), pursuant to which the Company issued its 2.50% Convertible Senior Notes due 2026 (the "Notes"), of which $264,500,000 aggregate principal amount was outstanding on September 20, 2023.

Pursuant to the terms of the Indenture, the Company was required to enter into the First Supplemental Indenture prior to or at the effective time of the Company Merger (the "Company Merger Effective Time"). The First Supplemental Indenture provides that the right to convert each $1,000 principal amount of the Notes will be changed into the right to convert such principal amount of the Notes into the merger consideration (which is $15.00 of cash per share) (the "Merger Consideration") that a holder of a number of shares of Class A Common Stock equal to the conversion rate immediately prior to the Company Merger Effective Time would have owned or been entitled to receive upon the closing of the Mergers. Accordingly, any reference in respect of a holder's conversion rights to a share of Class A Common Stock in the Indenture will be deemed a reference to a right to receive the Merger Consideration.

The foregoing descriptions of the Indenture and the First Supplemental Indenture contained in this Item 1.01 do not purport to be complete, and are subject to, and qualified in their entirety by reference to the full text of the Indenture and the First Supplemental Indenture. A copy of the Indenture was filed as Exhibit 4.1 to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission (the "SEC") on September 13, 2021 and a copy of the First Supplemental Indenture is filed as Exhibit 4.1 to this Current Report on Form 8-K. The Indenture and the First Supplemental Indenture are incorporated herein by reference.

Item 1.02. Termination of a Material Definitive Agreement.

As previously disclosed, in connection with the pricing of the Notes and the exercise in full of the over-allotment option granted to the initial purchasers of the Notes on September 8, 2021 and September 9, 2021, the Company entered into privately negotiated capped call transactions (the "Capped Call Transactions") with each of Goldman Sachs & Co. LLC, Jefferies LLC, Mizuho Securities USA LLC and Nomura Securities International, Inc. (collectively, the "Option Counterparties" and each, an "Option Counterparty").

In connection with the Mergers, the Company agreed with each of the Option Counterparties to terminate the Capped Call Transactions with each such Option Counterparty. As a result, each Option Counterparty made separate payments to the Company for a total of $14,344,337 in the aggregate from all Option Counterparties. Upon the Company's receipt of such payments on the Closing Date, all of the Capped Call Transactions were terminated.

Item 2.01. Completion of Acquisition or Disposition of Assets.

The information set forth in the Introductory Note of this Current Report on Form 8-K is incorporated by reference into this Item 2.01.

At the Company Merger Effective Time, (a) each share of Class A common stock, par value $0.0001 per share, of the Company (the "Class A Common Stock"), issued and outstanding immediately prior to the Company Merger Effective Time, except as otherwise specified in the Merger Agreement, was converted into the right to receive the Merger Consideration, without interest

and subject to any required withholding of tax, (b) each share of Class B common stock, par value $0.0001 per share, of the Company, issued and outstanding immediately prior to the Company Merger Effective Time was canceled for no consideration, (c) each share of preferred stock, par value $0.0001 per share, of the Company designated as "Series A Founder Preferred Stock", issued and outstanding immediately prior to the Company Merger Effective Time was converted into the right to receive the Merger Consideration, without interest and subject to any required withholding of tax and (d) each share of preferred stock, par value $0.0001 per share, of the Company designated as "Series B Founder Preferred Stock", issued and outstanding immediately prior to the Company Merger Effective Time was canceled for no consideration.

At the effective time of the OpCo Merger (the "OpCo Merger Effective Time"), (a) each unit of limited liability company interests of OpCo designated as "Class A Common" units ("Class A Common Units") under the Second Amended and Restated Limited Liability Company Agreement of OpCo, dated as of July 31, 2020 (the "OpCo LLC Agreement"), issued and outstanding immediately prior to the OpCo Merger Effective Time was converted into one unit of limited liability company interests in the Surviving LLC, (b) each unit of limited liability company interests of OpCo designated as "Class B Common" units ("Class B Common Units") under the OpCo LLC Agreement issued and outstanding immediately prior to the OpCo Merger Effective Time, except as otherwise specified in the Merger Agreement, was converted into the right to receive the Merger Consideration, without interest and subject to any required withholding of tax, (c) the single unit of limited liability company interests of OpCo designated as the "Carry Unit" under the OpCo LLC Agreement was canceled for no consideration, (d) each unit of limited liability company interests of OpCo designated as a "Series A Rollover Profits" unit was canceled for no consideration and (e) each unit of OpCo designated as "Series B Rollover Profits" unit outstanding immediately prior to the OpCo Merger Effective Time was deemed fully vested (to the extent unvested) and treated in the same manner as other Class B Common Units.

In addition, at the Company Merger Effective Time or OpCo Merger Effective Time, as applicable, except as otherwise agreed by Parent and the applicable award holder: (a) each stock option and LTIP Unit (as defined in the Merger Agreement) that was outstanding as of the date of the Merger Agreement vested (to the extent unvested) and was converted into the right to receive the Merger Consideration (less any applicable exercise price and with all applicable performance conditions deemed satisfied), without interest; (b) each share of restricted stock held by an employee and that was outstanding and unvested as of the Company Merger Effective Time was converted into a cash-based award based on the Merger Consideration, and generally remained outstanding and will continue to vest in accordance with its terms, subject to accelerated vesting upon a termination of the holder's employment without cause, or as a result of the holder's death or disability, following the Company Merger Effective Time; and (c) each share of restricted stock that was held by a non-employee director of the Company and that was outstanding as of the Company Merger Effective Time vested (to the extent unvested) and was converted into the right to receive the Merger Consideration, without interest.

Pursuant to (a) the Rollover Agreement (as defined in the Merger Agreement) entered into by William H. Berkman and certain of his affiliates, (i) Mr. Berkman and/or his affiliates contributed 100% of his existing interests in OpCo to Merger Sub II (the "Initial Rolled Units") and (ii) at the closing of the Mergers, 75% of the Class A Common Units of the Surviving LLC received by Mr. Berkman and/or his affiliates in the OpCo Merger in respect of the Initial Rolled Units were automatically redeemed by the Surviving LLC for cash consideration equal to the amount that Mr. Berkman and/or his affiliates would have received with respect to 75% of the Initial Rolled Units had such units instead been cashed out in the OpCo Merger, and (b) the Rollover Agreements entered into by each of Scott G. Bruce, Richard I. Goldstein and Glenn J. Breisinger, each of Mr. Bruce, Mr. Goldstein and Mr. Breisinger rolled over a portion of his existing equity interests in OpCo into equity interests in the Surviving LLC.

The foregoing description of the transactions contemplated by the Merger Agreement contained in the Introductory Note and this Item 2.01 does not purport to be complete, and is subject to, and qualified in its entirety by reference to the full text of the Merger Agreement. A copy of the Merger Agreement was filed as Exhibit 2.1 to the Current Report on Form 8-K filed by Radius with the SEC on March 2, 2023, and is incorporated herein by reference.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

The information set forth in the Introductory Note and Item 2.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.01.

In connection with the consummation of the Mergers, the Company requested that Nasdaq Global Market suspend trading of the Class A Common Stock at the close of market trading on the Closing Date and file with the SEC a Notification of Removal from Listing and/or Registration on Form 25 to delist and deregister the Class A Common Stock under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In addition, the Surviving Corporation intends to file with the SEC on behalf of the Company a certification on Form 15 requesting that the Company's reporting obligations under Sections 13 and 15(d) of the Exchange Act be suspended.

Item 3.03. Material Modification to Rights of Security Holders.

The information set forth in the Introductory Note, Item 2.01, Item 3.01 and Item 5.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

Item 5.01. Changes in Control of Registrant.

The information set forth in the Introductory Note, Item 2.01 and Item 5.02 of this Current Report on Form 8-K is incorporated by reference into this Item 5.01.

As a result of the consummation of the Company Merger, a change of control of the registrant occurred and Merger Sub I merged with and into the Company, with the Company surviving the Company Merger as a wholly owned subsidiary of Parent.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The information set forth in the Introductory Note and Item 2.01 of this Current Report on Form 8-K is incorporated by reference into this Item 5.02.

In connection with the consummation of the Mergers, William H. Berkman, Michael D. Fascitelli, Nick S. Advani, Antoinette Cook Bush, Noam Gottesman, Paul A. Gould, Thomas C. King, William D. Rahm and Ashley Leeds, being all of the directors of the Company immediately prior to the Company Merger Effective Time, resigned and ceased to be directors of the Company as of the Company Merger Effective Time. Effective as of the Company Merger Effective Time, Alex Greenbaum, William Berkman and Jean-Bastien Auger became directors of the Surviving Corporation.

Item 8.01. Other Events.

On September 21, 2023, Radius issued a press release announcing the completion of the Mergers, a copy of which is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference into this Item 8.01.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
2.1	Agreement and Plan of Merger, dated as of March 1, 2023, by and among Radius Global Infrastructure, Inc., APW OpCo LLC, Chord Parent, Inc., Chord Merger Sub I, Inc. and Chord Merger Sub II, LLC (incorporated by reference to Exhibit 2.1 to the Current Report on Radius Global Infrastructure, Inc. 8-K (File No. 001-39568) filed on March 2, 2023)*
4.1	First Supplemental Indenture to the Indenture, dated as of September 21, 2023, by and among Radius Global Infrastructure, Inc., APW OpCo LLW and U.S. Bank Trust Company, National Association, as trustee.
99.1	Press Release, dated as of September 21, 2023.
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document

* The schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Company agrees to furnish supplementally a copy of such schedules and exhibits, or any section thereof to the SEC upon request.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RADIUS GLOBAL INFRASTRUCTURE, INC.

Date: September 21, 2023

By: /s/ Glenn J. Bresinger
Name: Glenn J. Bresinger
Title: Chief Financial Officer and Treasurer

Exhibit 4.1

Execution Version

FIRST SUPPLEMENTAL INDENTURE

FIRST SUPPLEMENTAL INDENTURE (this "**Supplemental Indenture**") dated as of September 21, 2023, among Radius Global Infrastructure, Inc., a Delaware corporation (the "**Company**"), APW OpCo LLC, a Delaware limited liability company, as guarantor (the "**Guarantor**" or "**OpCo**"), and U.S. Bank Trust Company, National Association (as successor to U.S. Bank National Association), a national banking association, as trustee (the "**Trustee**").

RECITALS OF THE COMPANY

WHEREAS, the Company, the Guarantor and the Trustee are parties to that certain Indenture, dated as of September 13, 2021 (as amended and supplemented, the "**Indenture**"), pursuant to which the Company issued its 2.50% Convertible Senior Notes due 2026 (the "**Notes**");

WHEREAS, the Company is a party to that certain Agreement and Plan of Merger, dated as of March 1, 2023 (the "**Merger Agreement**"), by and among OpCo, Chord Parent, Inc., a Delaware corporation ("**Parent**"), Chord Merger Sub I, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("**Merger Sub I**"), and Chord Merger Sub II, LLC, a Delaware limited liability company and a wholly owned subsidiary of Merger Sub I ("**Merger Sub II**"), pursuant to which (a) Merger Sub II will be merged with and into OpCo (the "**OpCo Merger**"), with OpCo surviving the OpCo Merger as a subsidiary of Parent and the Company, and (b) Merger Sub I will be merged with and into the Company, (the "**Company Merger**" and, together with the OpCo Merger, the "**Mergers**"), with the Company surviving the Company Merger as a subsidiary of Parent and, subject to the terms and conditions contained in the Merger Agreement, each share of common stock of the Company, par value $0.0001 per share ("**Company Common Stock**"), issued and outstanding prior to the effective time of the Company Merger will be cancelled and automatically converted into the right to receive $15.00 in cash (the "**Merger Consideration**");

WHEREAS, the Merger Consideration is to be paid to each holder of Company Common Stock without interest and less any applicable withholding taxes;

WHEREAS, the Company Merger has been consummated on the date hereof in accordance with the Merger Agreement, substantially concurrently with the execution and delivery of this Supplemental Indenture;

WHEREAS, the Company Merger constitute a Merger Event and a Make-Whole Fundamental Change;

WHEREAS, in connection with the foregoing, Section 14.07(a) of the Indenture provides that the Company shall execute a supplemental indenture providing that each Note shall, without the consent of any holders of Notes as permitted by Section 10.01(g), become convertible solely into Reference Property (as defined below);

WHEREAS, pursuant to Section 10.01, the Company has requested the Trustee to join with the Company and the Guarantor in the execution of this Supplemental Indenture; and

WHEREAS, all conditions for the execution and delivery of this Supplemental Indenture have been complied with or have been done or performed.

NOW, THEREFORE, THIS SUPPLEMENTAL INDENTURE WITNESSETH:

In consideration of the foregoing and for other good and valuable consideration, receipt of which is hereby acknowledged, the Company, the Guarantor and the Trustee agree as follows for the equal and ratable benefit of the holders of the Notes:

ARTICLE 1
DEFINITIONS

Section 1.01 *General.* Capitalized terms used but not defined herein shall have the meanings assigned to them in the Indenture.

ARTICLE 2
EFFECT OF MERGER

Section 2.01 *Conversion of Notes.* In accordance with Sections 10.01(g) and 14.07 of the Indenture, the right to convert each $1,000 principal amount of Notes shall be changed to a right to convert such principal amount of Notes into the Merger Consideration that a holder of a number of shares of Company Common Stock equal to the Conversion Rate immediately prior to the Company Merger would have owned or been entitled to receive (the "**Reference Property**") upon the closing of the Company Merger, which Reference Property shall be cash in an amount equal to $633.13 per $1,000 principal amount of Notes (based on a Conversion Rate of 44.2087 units of Reference Property per $1,000 principal amount of Notes and reflecting the Merger Consideration of $15.00 in cash per share of Company Common Stock), in accordance with the Indenture, at any time from, and including, the closing date of the Company Merger (the "**Closing Date**"). The provisions of the Indenture, as modified herein, shall continue to apply, mutatis mutandis, to the holders' right to convert the Notes into the Reference Property.

ARTICLE 3
MISCELLANEOUS PROVISIONS

Section 3.01 *Effectiveness; Construction.* This Supplemental Indenture shall become effective upon its execution and delivery by the Company, the Guarantor and the Trustee as of the closing of the Company Merger. For the avoidance of doubt, the closing of the Company Merger is to occur on September 21, 2023. Upon such effectiveness, the Indenture shall be supplemented in accordance herewith. This Supplemental Indenture shall form a part of the Indenture for all purposes, and every holder of Notes heretofore or hereafter authenticated and delivered under the Indenture shall be bound thereby. The Indenture and this Supplemental Indenture shall henceforth be read and construed together.

Section 3.02 *Indenture Remains in Full Force and Effect.* Except as supplemented hereby, all provisions in the Indenture shall remain in full force and effect.

Section 3.03 *Trustee Matters.* The Trustee accepts the Indenture, as supplemented hereby, and agrees to perform the same upon the terms and conditions set forth therein, as supplemented hereby. The Trustee shall be entitled to the benefit of every provision of the Indenture relating to the conduct or affecting the liability or affording protection to the Trustee, whether or not elsewhere herein so provided. The recitals contained in this Supplemental Indenture shall be taken as the statements of the Company and the Guarantor and the Trustee assumes no responsibility for their correctness. The Trustee makes no representation as to the validity or sufficiency of this Supplemental Indenture.

Section 3.04 *No Third-Party Beneficiaries.* Nothing in this Supplemental Indenture, expressed or implied, shall give to any Person, other than the parties to the Indenture, any Paying Agent, any Conversion Agent, any authenticating agent, any Note Registrar and their successors under the Indenture or the holders of the Notes, any benefit or any legal or equitable right, remedy or claim under the Indenture, as supplemented hereby.

Section 3.05 *Severability.* In the event any provision of this Supplemental Indenture shall be invalid, illegal or unenforceable, then (to the extent permitted by law) the validity, legality or enforceability of the remaining provisions shall not in any way be affected or impaired.

Section 3.06 *Headings.* The Article and Section headings of this Supplemental Indenture have been inserted for convenience of reference only and are not to be considered a part of this Supplemental Indenture and shall in no way modify or restrict any of the terms or provisions hereof.

Section 3.07 *Successors.* All agreements of the Company, the Guarantor and the Trustee in this Supplemental Indenture shall bind their respective successors and assigns whether so expressed or not.

Section 3.08 *Governing Law.* THIS SUPPLEMENTAL INDENTURE SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF NEW YORK.

Section 3.09 *No Defaults.* The Company represents and warrants that immediately after giving effect to the Mergers, no Default or Event of Default shall have occurred or be continuing under the Indenture.

Section 3.10 *Counterpart Signatures.* This Supplemental Indenture may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument. The exchange of copies of this Supplemental Indenture and of signature pages by facsimile or PDF transmission shall constitute effective execution and delivery of this Supplemental Indenture as to the parties hereto and may be used in lieu of the original Supplemental Indenture for all purposes. Signatures of the parties hereto transmitted by facsimile or PDF shall be deemed to be their original signatures for all purposes.

[*Signature page follows*]

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed.

RADIUS GLOBAL INFRASTRUCTURE, INC.

By /s/ Scott G. Bruce
Name: Scott G. Bruce
Title: President

[Signature Page to Supplemental Indenture]

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed.

APW OPCO LLC,
as Guarantor

By /s/ Scott G. Bruce
Name: Scott G. Bruce
Title: President

[Signature Page to Supplemental Indenture]

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed.

U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION
(as successor to U.S. Bank National Association),
as Trustee

By /s/ Brandon Bonfig
Name: Brandon Bonfig
Title: Vice President

[Signature Page to Supplemental Indenture]

Exhibit 99.1

EQT and PSP complete acquisition of Radius Global Infrastructure

Radius begins next stage of growth as a private company

NEW YORK – September 21, 2023 – Radius Global Infrastructure, Inc. ("Radius") (NASDAQ: RADI), a leading global aggregator of real property interests underlying wireless telecommunications cell sites and other digital infrastructure assets, announced the completion of its approximately $3.0 billion acquisition (the "Acquisition") by the EQT Active Core Infrastructure Fund ("EQT Active Core Infrastructure" or "EQT") and the Public Sector Pension Investment Board ("PSP Investments" or "PSP").

Under the terms of the merger agreement, which was approved by Radius stockholders at a special meeting held on June 15, 2023, Radius stockholders will receive $15.00 in cash per share of Radius common stock (the "Merger Consideration"). As a result of the completion of the Acquisition, Radius is now privately held and its common stock has ceased trading on the NASDAQ.

"We are excited to begin this next chapter as a private company under EQT and PSP ownership," said Bill Berkman, Co-Chairman and CEO of Radius. "This transaction is an exciting outcome for the company as well as our employees, customers, former shareholders, and the new ownership group. As the largest real property-focused digital infrastructure investment platform globally, we look forward to continuing to grow our portfolio both organically and inorganically and expanding our collaborative and constructive partnerships with our mobile network operator, tower company, and telco tenants around the world."

"Our investment in Radius demonstrates our conviction that the company will continue to be a leading aggregator of critical digital infrastructure. This investment aligns directly with our thematic investment approach and our focus on partnering with best-in-class companies and management teams. We are excited to partner with the Radius team on this next stage of growth, as we capitalize on the growing global demand for data." said Alex Greenbaum, Partner within EQT Active Core Infrastructure's Advisory Team.

"The acquisition of Radius provides PSP Investments with an important opportunity to further increase its exposure to core, high-quality digital infrastructure assets benefiting from inflation passthrough mechanisms. We are excited to partner with EQT who brings valuable expertise to help this partnership reach its full potential and we look forward to working closely with the experienced management team at Radius as the company embarks on its next phase of growth," said Patrick Samson, Senior Vice President and Global Head of Real Assets Investments at PSP.

Convertible Senior Notes

The Acquisition constitutes a "Fundamental Change" and a "Make-Whole Fundamental Change" under Radius' 2.50% Convertible Senior Notes due 2026 (the "Notes"), as such terms are defined in the indenture governing the Notes (the "Indenture"). The effective date of such Fundamental Change and such Make-Whole Fundamental Change is September 21, 2023. Capitalized terms used in this section but not defined shall have the meanings ascribed to such terms in the Indenture.

The Fundamental Change Repurchase Date is October 20, 2023, and the Fundamental Change Repurchase Price is $1,002.43055554, per $1,000 principal amount, representing $1,000 principal amount plus accrued and unpaid interest to, but excluding, the Fundamental Change Repurchase Date. The last date on which a Holder may exercise the repurchase right pursuant to the Indenture's Article 15 will be 5:00 p.m. New York City time on October 19, 2023.

To exercise this repurchase right, each Holder must follow the procedures set forth in Section 15.02 of the Indenture, which include, but are not limited to, compliance with the Depositary's procedures for surrendering interests in Global Notes.

Holders are also entitled to convert their Notes at any time until October 20, 2023. Conversions will be made at a Conversion Rate equal to 44.2087 units of Reference Property per $1,000 principal amount. The dollar value of each unit of Reference Property shall be $15.00, an amount equal to the Merger Consideration.

The Notes with respect to which a Holder has delivered a Fundamental Change Repurchase Notice may be converted only if the Holder withdraws such Fundamental Change Repurchase Notice in accordance with the terms of the Indenture. For the avoidance of doubt, such withdrawal must occur by 5:00 p.m. New York City time on October 19, 2023. If you exercise your right to convert the Notes prior to 5:00 p.m. New York City Time on October 20, 2023, you will receive $633.13 cash per $1,000 principal amount of Notes.

The name and address of the Conversion and Paying Agent if you choose to convert your Notes or exercise the repurchase right described herein is:

U.S. Bank Global Corporate Trust Services
111 Fillmore Ave, St. Paul, MN 55107
Corporate Trust Support & Operations
EP-MN-WS1P
cts.specfinance@usbank.com

Advisors

Citi served as lead financial advisor, Goldman Sachs & Co. LLC served as financial advisor and Cravath, Swaine & Moore LLP served as legal advisor to Radius. Barclays served as financial advisor and Morris, Nichols, Arsht & Tunnel LLP served as legal advisor to the Transaction Committee of the Board of Directors of Radius.

Morgan Stanley & Co. LLC and Simpson Thacher & Bartlett LLP served as financial and legal advisors, respectively, to EQT Active Core Infrastructure. Evercore and Weil, Gotshal & Manges LLP served as financial and legal advisors, respectively, to PSP.

About Radius

Radius Global Infrastructure, Inc., through its various subsidiaries, is a multinational owner and acquiror of triple net rental streams and real properties leased to wireless operators, wired operators, wireless tower companies, and other digital infrastructure operators as part of their infrastructure required to deliver a wide range of services. As of June 30, 2023, Radius had interests in the revenue streams of approximately 9,662 assets that were situated on approximately 7,412 different communications sites located throughout the United States and 20 other countries. Annualized contractual revenue from the rents expected to be collected on the leases in-place at that time from the assets was approximately $176.7 million.

About EQT

EQT is a purpose-driven global investment organization with EUR 224 billion in total assets under management (EUR 126 billion in fee-paying assets under management) within two business segments – Private Capital and Real Assets. EQT owns portfolio companies and assets in Europe, Asia-Pacific and the Americas and supports them in achieving sustainable growth, operational excellence and market leadership.

For more information, please visit www.eqtgroup.com.

About PSP Investments

The Public Sector Pension Investment Board (PSP Investments) is one of Canada’s largest pension investment managers with $243.7 billion of net assets under management as of March 31, 2023. It manages a diversified global portfolio composed of investments in capital markets, private equity, real estate, infrastructure, natural resources and credit investments. Established in 1999, PSP Investments manages and invests amounts transferred to it by the Government of Canada for the pension plans of the federal Public Service, the Canadian Forces, the Royal Canadian Mounted Police and the Reserve Force. Headquartered in Ottawa, PSP Investments has its principal business office in Montréal and offices in New York, London and Hong Kong.

For more information, please visit www.investpsp.com.

Forward-Looking Statements and Disclaimers

Certain matters discussed in this press release, including the attachments, contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that are subject to risks and uncertainties. For these statements, we claim the protections of the safe harbor for forward-looking statements contained in such Sections. These forward-looking statements include information about possible or assumed future results of our business, financial condition, liquidity, capital expenditures, plans and objectives, macroeconomic conditions and our transaction with certain affiliates of EQT and PSP. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believe," "expect," "anticipate," "estimate," "outlook," "plan," "continue," "intend," "should," "may," "will," or similar expressions, their negative or other variations or comparable terminology.

Forward-looking statements are subject to significant risks and uncertainties and are based on current beliefs, assumptions and expectations based upon our historical performance and on our current plans, estimates and expectations in light of information available to us. Any forward-looking statement speaks only as of the date on which it is made. Except as required by law, we are not obligated to, and do not intend to, publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Forward-looking statements are subject to various risks and uncertainties and assumptions relating to our operations, financial results, financial condition, business, prospects, growth strategy, liquidity and our transaction with certain affiliates of EQT and PSP. Actual results may differ materially from those set forth in the forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results.

Certain important factors that we think could cause our actual results to differ materially from expected results are summarized below. Other factors besides those summarized could also adversely affect us. We operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time and it is not possible for management to predict all such risks and uncertainties or how they may affect us. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

Important other factors that could cause our actual results to differ materially from those expressed in or contemplated by the forward-looking statements include, but are not limited to: the extent that wireless carriers (mobile network operators, or "MNOs") or tower companies consolidate their operations, exit the wireless communications business or share site infrastructure to a significant degree; the extent that new technologies reduce demand for wireless infrastructure; competition for assets; whether the tenant leases for the wireless communication tower, antennae or other digital communications infrastructure located on our real property interests are renewed with similar rates or at all; the extent of unexpected lease cancellations, given that most of the tenant leases associated with our assets may be terminated upon limited notice by the MNO or tower company and unexpected lease cancellations could materially impact cash flow from operations; economic, political, cultural, and regulatory risks and other risks to our operations, including risks associated with fluctuations in foreign currency exchange rates and local inflation rates; the effect of the Electronic Communications Code in the United Kingdom, which may limit the amount of lease income we generate in the United Kingdom; the extent that we continue to grow at an accelerated rate, which may prevent us from achieving profitability or positive cash flow at a company level (as determined in accordance with GAAP) for the foreseeable future, particularly given our history of net losses and negative net cash flow; the fact that we have incurred a significant amount of debt and may in the future incur additional indebtedness; the extent that the terms of our debt agreements limit our flexibility in operating our business; and the other factors, risks and uncertainties described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 and in our subsequent filings under the Exchange Act.