

Dominion Energy South Carolina Announces Early Tender Results, Increase in Offer Cap

2019-09-12

RICHMOND, Va., Sept. 12, 2019 /PRNewswire/ -- Dominion Energy South Carolina, Inc. (DESC), a wholly owned subsidiary of Dominion Energy, Inc. (NYSE: D), today announced the early results of its previously announced offer to purchase for cash up to \$400,000,000 aggregate principal amount of its 4.250% First Mortgage Bonds due 2028, 4.350% First Mortgage Bonds due 2042 and 4.600% First Mortgage Bonds due 2043 (collectively, the Bonds) (such offer, the Offer), subject to the acceptance priority levels set forth in the table below (the Acceptance Priority Levels), the Early Tender Priority and proration, as applicable.

DESC also announced today an increase in the maximum aggregate principal amount of Bonds to be purchased pursuant to the Offer from \$400,000,000 to \$552,334,000 (as so increased, the Offer Cap), which will result in all Bonds in Acceptance Priority Levels 1 and 2 validly tendered and not properly withdrawn at or prior to 5:00 p.m., New York City time, on Sept. 11, 2019 (the Early Tender Deadline), being accepted for purchase and none of the Bonds in Acceptance Priority Level 3 validly tendered and not properly withdrawn at or prior to the Early Tender Deadline being accepted for purchase. Except for such increase of the Offer Cap, all other terms and conditions of the Offer remain unchanged.

The Offer is being made upon and is subject to the terms and conditions set forth in the Offer to Purchase, dated Aug. 28, 2019 (the Offer to Purchase). Copies of the Offer to Purchase are available at www.dfking.com/dominion. Terms used and not defined in this press release have the meanings given to them in the Offer to Purchase.

The withdrawal deadline for the Offer of 5:00 p.m., New York City time on Sept. 11, 2019 has passed. Accordingly, Bonds validly tendered in the Offer may no longer be withdrawn except where additional withdrawal rights are

required by law.

The following table sets forth certain information regarding the Offer, including the aggregate principal amount of each series of Bonds that were validly tendered and not properly withdrawn and the aggregate principal amount of such Bonds that are expected to be accepted for purchase, and paid for, on the Early Settlement Date (as defined below).

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Title of Security	CUSIP Number	Principal Amount Outstanding	Acceptance Priority Level	Reference U.S. Treasury Security	Bloomberg Reference Page	Early Tender Premium ⁽¹⁾	Fixed Spread (basis points) ⁽²⁾	Principal Amount Tendered ⁽³⁾	Principal Amount to be Accepted
4.250% First Mortgage Bonds due 2028	837004CM0	\$400,000,000	1	1.625% due August 15, 2029	FIT1	\$30	65	\$346,749,000	\$346,749,000
4.350% First Mortgage Bonds due 2042	837004CF5	\$324,433,000	2	2.875% due May 15, 2049	FIT1	\$30	95	\$205,585,000	\$205,585,000
4.600% First Mortgage Bonds due 2043	837004CG3	\$400,000,000	3	2.875% due May 15, 2049	FIT1	\$30	100	\$262,462,000	\$0.00

(1) Per \$1,000 principal amount.

(2) The Total Consideration for Bonds validly tendered prior to or at the Early Tender Deadline (as defined above) and accepted for purchase will be calculated using the applicable Fixed Spread (as set forth in the table above) and is inclusive of the applicable Early Tender Premium (as set forth in the table above).

(3) As reported by D.F. King & Co., Inc., the tender agent for the Offer.

Holders of Bonds that were validly tendered and not properly withdrawn at or prior to the Early Tender Deadline and are accepted for purchase will receive the applicable Total Consideration, as defined in the Offer to Purchase, which includes the applicable Early Tender Premium specified in the table above. DESC expects to issue a press

release later today announcing the Total Consideration payable with respect to each series of Bonds for which DESC will accept Bonds for purchase.

In addition to the Total Consideration, holders of Bonds that were validly tendered and not properly withdrawn at or prior to the Early Tender Deadline and are accepted for purchase will also receive accrued and unpaid interest from, and including, the last interest payment date for such Bonds to, but not including, the Early Settlement Date (defined below). The applicable Total Consideration and accrued interest will be payable on the Early Settlement Date.

The settlement date for Bonds validly tendered at or prior to the Early Tender Deadline and accepted for purchase is expected to be Sept. 13, 2019 (the Early Settlement Date). The obligation of DESC to accept for payment and pay for Bonds validly tendered and not properly withdrawn in the Offer is subject to the conditions set forth in the Offer to Purchase.

Although the Offer is scheduled to expire at 11:59 p.m., New York City time, on Sept. 25, 2019 (the Expiration Time), unless extended by DESC in its sole discretion, because the Offer was fully subscribed as of the Early Tender Deadline, DESC does not expect to accept for purchase any Bonds tendered after the Early Tender Deadline. As described in the Offer to Purchase, Bonds tendered and not accepted for purchase will be promptly returned or credited to the tendering holder's account.

BofA Merrill Lynch and U.S. Bancorp Investments, Inc. are acting as dealer managers for the Offer. For additional information regarding the terms of the Offer, please contact BofA Merrill Lynch at (888) 292-0070 (toll-free) or (980) 387-3907 (collect) or U.S. Bancorp Investments, Inc. at (877) 558-2607 (toll-free) or (612) 336-7604 (collect). Requests for the Offer to Purchase may be directed to D.F. King & Co., Inc., which is acting as the Tender Agent and Information Agent for the Offer, at (212) 269-5550 (for banks and brokers) or (866) 388-7535 (all others, toll-free) or email dominion@dfking.com.

THIS PRESS RELEASE IS FOR INFORMATIONAL PURPOSES ONLY AND IS NOT AN OFFER OR SOLICITATION TO PURCHASE BONDS. THE OFFER IS BEING MADE SOLELY PURSUANT TO THE OFFER TO PURCHASE, WHICH SETS FORTH THE COMPLETE TERMS OF THE OFFER THAT HOLDERS OF THE BONDS SHOULD CAREFULLY READ PRIOR TO MAKING ANY DECISION.

THE OFFER TO PURCHASE DOES NOT CONSTITUTE AN OFFER OR SOLICITATION TO PURCHASE BONDS IN ANY JURISDICTION IN WHICH, OR TO OR FROM ANY PERSON TO OR FROM WHOM, IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION UNDER APPLICABLE SECURITIES OR BLUE SKY LAWS. IN ANY JURISDICTION IN WHICH THE SECURITIES, BLUE SKY OR OTHER LAWS REQUIRE THE OFFER TO BE MADE BY A LICENSED BROKER OR DEALER, THE OFFER WILL BE DEEMED TO BE MADE ON BEHALF OF THE OFFEROR BY ANY OR ALL DEALER MANAGERS, IF ONE OR

MORE OF THE DEALER MANAGERS ARE LICENSED BROKERS OR DEALERS UNDER THE LAWS OF SUCH JURISDICTION, OR BY ONE OR MORE REGISTERED BROKER DEALERS THAT ARE LICENSED UNDER THE LAWS OF SUCH JURISDICTION.

None of DESC, its affiliates or board of directors, the dealer managers, the tender and information agent or the trustee with respect to any series of Bonds made any recommendation as to whether Holders should tender any Bonds in response to the Offer, and neither DESC nor any other such person authorized any person to make any such recommendation.

ABOUT DESC

Based in Cayce, S.C., Dominion Energy South Carolina, Inc. is a wholly owned subsidiary of Dominion Energy. The regulated public utility is engaged in the generation, transmission, distribution and sale of electricity to approximately 731,000 customers in the central, southern and southwestern portions of South Carolina. The company also provides natural gas service to approximately 379,000 customers throughout the state.

ABOUT DOMINION ENERGY

Nearly 7.5 million customers in 18 states energize their homes and businesses with electricity or natural gas from Dominion Energy (NYSE: D), headquartered in Richmond, Va. The company is committed to sustainable, reliable, affordable and safe energy and is one of the nation's largest producers and transporters of energy with more than \$100 billion of assets providing electric generation, transmission and distribution, as well as natural gas storage, transmission, distribution and import/export services. The company expects to cut generating fleet carbon dioxide emissions 80 percent by 2050 and reduce methane emissions from its gas assets 50 percent by 2030.

This news release contains "forward-looking statements" made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The statements relate to, among other things, expectations and projections. Actual results may differ from expectations, estimates and projections and, consequently, readers should not rely on these forward-looking statements as predictions of future events. Words such as "expect," "assume," "estimate," "project," "anticipate," "intend," "plan," "may," "will," "could," "should," "believe," "potential," and similar expressions are intended to identify such forward-looking statements. Such forward-looking

statements involve significant risks and uncertainties that could cause actual results to differ materially from expected results, and may include, but are not limited to, statements about proposed transactions, plans, objectives, expectations and intentions and the timing of future events. All statements relating to events or developments that DESC expects or anticipates will occur in the future are forward-looking statements, and DESC's ability to predict results or the actual effect of future events is inherently uncertain. Although DESC believes that the expectations reflected in any forward-looking statements are based on reasonable assumptions, it can give no assurance that actual outcomes and results will not differ materially from what is expressed in such forward-looking statements. There can be no assurance that the transactions will be consummated.

Forward-looking statements in this release are based on information available as of the date of this release, which such information is subject to change at any time. DESC undertakes no obligation to update any forward-looking statement to reflect developments after the statement is made.

SOURCE Dominion Energy