

CONSUMERS ENERGY CO
 Form 424B2
 October 30, 2018

Filed Pursuant to Rule 424(b)(2)
Registration No 333-216355-01

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered	Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)
3.80% First Mortgage Bonds due 2028	\$300,000,000	99.752%	\$299,256,000	\$36,270
4.35% First Mortgage Bonds due 2049	\$550,000,000	99.618%	\$547,899,000	\$66,405

(1) This filing fee is calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended. In accordance with Rules 456(b) and 457(r) under the Securities Act, the registrant initially deferred payment of all of the registration fees for Registration Statement No. 333-216355 filed by the registrant on March 1, 2017.

Table of Contents

PROSPECTUS SUPPLEMENT TO PROSPECTUS DATED MARCH 1, 2017

\$850,000,000

Consumers Energy Company

\$300,000,000 3.80% First Mortgage Bonds due 2028

\$550,000,000 4.35% First Mortgage Bonds due 2049

We are offering \$300,000,000 aggregate principal amount of our 3.80% First Mortgage Bonds due 2028, referred to as the 2028 Bonds, and \$550,000,000 aggregate principal amount of our 4.35% First Mortgage Bonds due 2049, referred to as the 2049 Bonds. We refer to the 2028 Bonds and the 2049 Bonds together as the Bonds. The 2028 Bonds will bear interest at the rate of 3.80% per year, and the 2049 Bonds will bear interest at the rate of 4.35% per year. Interest on the 2028 Bonds is payable semi-annually in arrears on May 15 and November 15 of each year, commencing on May 15, 2019. Interest on the 2049 Bonds is payable semi-annually in arrears on April 15 and October 15 of each year, commencing on April 15, 2019. The 2028 Bonds will mature on November 15, 2028, and the 2049 Bonds will mature on April 15, 2049.

We may redeem some or all of the Bonds of each series at our option at any time for cash at the applicable redemption price described in this prospectus supplement, plus accrued and unpaid interest, if any, thereon to, but not including, the redemption date. See Description of the Bonds Optional Redemption . There will be no sinking fund for the Bonds.

The Bonds of each series will be issued only in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. The Bonds will rank equal in right of payment with all of Consumers Energy Company's other existing and future first mortgage bonds issued either independently or as collateral for outstanding or future indebtedness.

Each series of Bonds will constitute a new series of securities with no established trading market. We do not intend to apply to list the Bonds for trading on any securities exchange or to include the Bonds in any automated quotation system.

This investment involves risk. See **Risk Factors** on page S-8 of this prospectus supplement and page 3 of the accompanying prospectus and the **Risk Factors** section beginning on page 35 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which is incorporated by reference into this prospectus supplement and the accompanying prospectus.

	Per 2028 Bond	2028 Bonds Total	Per 2049 Bond	2049 Bonds Total

Interest on each series of Bonds will accrue from November 13, 2018 to the date of delivery.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

We expect to deliver the Bonds on or about November 13, 2018 only in book-entry form through the facilities of The Depository Trust Company for the accounts of its participants, including Euroclear Bank SA/NV, as operator of the Euroclear System, and Clearstream Banking, SA.

Joint Book-Running Managers

Citigroup	J.P. Morgan	KeyBanc Capital Markets	Mizuho Securities	MUFG	SMBC Nikko
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Co-Managers

C.L. King & Associates	Comerica Securities	US Bancorp	The Williams Capital Group, L.P.
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The date of this prospectus supplement is October 29, 2018.

Table of Contents

TABLE OF CONTENTS

	Page
<u>Prospectus Supplement</u>	
<u>ABOUT THIS PROSPECTUS SUPPLEMENT</u>	S-3
<u>SUMMARY</u>	S-4
<u>RISK FACTORS</u>	S-8
<u>USE OF PROCEEDS</u>	S-9
<u>RATIOS OF EARNINGS TO FIXED CHARGES</u>	S-9
<u>CAPITALIZATION</u>	S-10
<u>DESCRIPTION OF THE BONDS</u>	S-11
<u>MATERIAL UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS</u>	S-17
<u>UNDERWRITING</u>	S-22
<u>LEGAL MATTERS</u>	S-27
<u>EXPERTS</u>	S-27
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	S-28
<u>Prospectus</u>	
<u>PROSPECTUS SUMMARY</u>	3
<u>RISK FACTORS</u>	3
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	3
<u>DOCUMENTS INCORPORATED BY REFERENCE</u>	4
<u>SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995</u>	5
<u>THE REGISTRANTS</u>	6
<u>USE OF PROCEEDS</u>	6
<u>RATIO OF EARNINGS TO FIXED CHARGES AND RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND</u>	
<u>PREFERRED DIVIDENDS</u>	7
<u>DESCRIPTION OF SECURITIES</u>	7
<u>BOOK-ENTRY SYSTEM</u>	34
<u>LEGAL OPINIONS</u>	36
<u>EXPERTS</u>	36

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering of the Bonds and also adds to and updates information contained or incorporated by reference in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. The second part is the accompanying prospectus, which contains a description of the securities registered by us and gives more general information, some of which may not apply to the Bonds. To the extent there is a conflict between the information contained or incorporated by reference in this prospectus supplement (or any free writing prospectus), on the one hand, and the information contained or incorporated by reference in the accompanying prospectus, on the other hand, the information contained or incorporated by reference in this prospectus supplement (or any free writing prospectus) shall control.

This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed jointly with our parent, CMS Energy Corporation, with the Securities and Exchange Commission (**SEC**) using a shelf registration process. Under the registration statement, we may sell securities, including Bonds, of which this offering is a part.

It is important for you to read and consider all information contained in this prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein and therein, in making your investment decision. This prospectus supplement and the accompanying prospectus incorporate important business and financial information about us and our subsidiaries that is not included in or delivered with these documents. This information is available without charge to security holders upon written or oral request. See [Where You Can Find More Information](#) .

The terms **Consumers** , **we** , **our** and **us** as used in this document refer to Consumers Energy Company and its subsidiaries and predecessors as a combined entity, except where it is made clear that such term means only Consumers Energy Company.

This prospectus supplement, the accompanying prospectus and any free writing prospectus that we prepare or authorize contain and incorporate by reference information that you should consider when making your investment decision. We have not, and the underwriters and their affiliates and agents have not, authorized anyone to provide you with different or additional information. If anyone provides you with different or additional information, you should not rely on it. We are not, and the underwriters and their affiliates and agents are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. This prospectus supplement may only be used where it is legal to sell these securities. You should assume that the information contained in this prospectus supplement, the accompanying prospectus, any such free writing prospectus and the documents incorporated by reference herein and therein is accurate only as of their respective dates or on other dates that are specified in those documents, regardless of the time of delivery of this prospectus supplement and the accompanying prospectus. Our business, financial condition, liquidity, results of operations and prospects may have changed since these dates.

Table of Contents

SUMMARY

This summary may not contain all of the information that may be important to you. You should read carefully this prospectus supplement and the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus in their entirety before making an investment decision.

Consumers Energy Company

Consumers, a wholly-owned subsidiary of CMS Energy Corporation, is an electric and gas utility company serving Michigan's lower peninsula. Consumers owns and operates electric generation, transmission and distribution facilities and gas transmission, storage and distribution facilities. Consumers serves individuals and businesses operating in the alternative energy, automotive, chemical, metal and food products industries, as well as a diversified group of other industries. Consumers provides electricity and/or natural gas to 6.7 million of Michigan's 10 million residents. Consumers' rates and certain other aspects of its business are subject to the jurisdiction of the Michigan Public Service Commission and the Federal Energy Regulatory Commission, as well as to North American Electric Reliability Corporation reliability standards. Consumers' principal executive offices are located at One Energy Plaza, Jackson, Michigan 49201, and Consumers' telephone number is (517) 788-0550.



s-4

Table of Contents**The Offering**

The following summary is qualified in its entirety by reference to the more detailed information appearing elsewhere in this prospectus supplement and the accompanying prospectus. For additional information concerning the Bonds, see Description of the Bonds .

Issuer		Consumers Energy Company.
Securities Offered		\$300,000,000 aggregate principal amount of 3.80% First Mortgage Bonds due 2028 (the 2028 Bonds) and \$550,000,000 aggregate principal amount of 4.35% First Mortgage Bonds due 2049 (the 2049 Bonds and, together with the 2028 Bonds, the Bonds), each to be issued as a separate series of first mortgage bonds under the indenture dated as of September 1, 1945 between us and The Bank of New York Mellon (ultimate successor to City Bank Farmers Trust Company), as trustee (the trustee), as amended and supplemented from time to time, including as supplemented by a supplemental indenture thereto establishing the terms of the Bonds to be dated as of November 13, 2018 (collectively, the indenture). The indenture is referred to in the accompanying prospectus as the Mortgage Indenture.
Issue Prices		Each 2028 Bond will be issued at a price of 99.752% of its principal amount plus accrued interest, if any, from November 13, 2018 if settlement occurs after that date. Each 2049 Bond will be issued at a price of 99.618% of its principal amount plus accrued interest, if any, from November 13, 2018 if settlement occurs after that date.
Maturity		The 2028 Bonds will mature on November 15, 2028, unless earlier redeemed. The 2049 Bonds will mature on April 15, 2049, unless earlier redeemed.
Interest Rates		The 2028 Bonds will bear interest at 3.80% per annum. The 2049 Bonds will bear interest at 4.35% per annum.
Interest Payment Dates		Interest on the 2028 Bonds is payable semi-annually in arrears on May 15 and November 15 of each year, commencing on May 15, 2019. Interest on the 2049 Bonds is payable semi-annually in arrears on April 15 and October 15 of each year, commencing on April 15, 2019.
Record Date for Interest Payments		We will pay interest to holders of record of the 2028 Bonds at 5:00 p.m., New York City time, on the May 1 and November 1 preceding the relevant interest payment date (whether or not a business day). We will pay interest to holders of record of the

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		2049 Bonds at 5:00 p.m., New York City time, on the April 1 and October 1 preceding the relevant interest payment date (whether or not a business day).
Use of Proceeds		We estimate that the net proceeds from the sale of the Bonds, after deducting underwriting discounts and commissions but before deducting estimated offering expenses, will be approximately \$840.4 million. We intend to use the net proceeds of the offering of the Bonds to redeem our (1) 6.125% First Mortgage Bonds due March 15, 2019, of which \$350,000,000 aggregate principal amount is outstanding, and (2) 6.700% First Mortgage Bonds due September 15, 2019, of which \$500,000,000 aggregate principal amount is outstanding. See Use of Proceeds .
Ranking		The Bonds will rank equal in right of payment with all of Consumers Energy Company's other existing and future first mortgage bonds issued either independently or as collateral for outstanding or future indebtedness. As of September 30, 2018, Consumers Energy Company had outstanding

Table of Contents

	approximately \$5.835 billion aggregate principal amount of first mortgage bonds (excluding first mortgage bonds securing credit facilities and pollution control and solid waste revenue bonds) and, on October 1, 2018, Consumers Energy Company issued an additional \$500 million aggregate principal amount of first mortgage bonds in a private placement.
Optional Redemption by Consumers	At any time, we may redeem all or a part of the Bonds of either series for cash at a redemption price equal to 100% of the principal amount of the Bonds being redeemed, plus, in the case of any redemption of the 2028 Bonds prior to August 15, 2028 (which is defined as the 2028 Bonds par call date under Description of the Bonds Optional Redemption) or in the case of any redemption of the 2049 Bonds prior to October 15, 2048 (which is defined as the 2049 Bonds par call date under Description of the Bonds Optional Redemption), any applicable premium thereon at the time of redemption, plus (at any time) accrued and unpaid interest, if any, thereon to, but not including, the redemption date. See Description of the Bonds Optional Redemption .
Form of Bonds	For each series of Bonds, one or more global securities held in the name of The Depository Trust Company (DTC) or its nominee in a minimum denomination of \$2,000 and any integral multiple of \$1,000 in excess thereof.
Trustee and Paying Agent	The Bank of New York Mellon.
Trading	Each series of Bonds will constitute a new series of securities with no established trading market. We do not intend to apply to list the Bonds for trading on any securities exchange or to include the Bonds in any automated quotation system. No assurance can be given as to the liquidity of or trading market for the Bonds.
Risk Factors	You should carefully consider each of the factors referred to or as described in the section of this prospectus supplement entitled Risk Factors on page S-8, the Risk Factors and Forward-Looking Statements and Information sections in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 and the Forward-Looking Statements and Information section in our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2018, June 30, 2018 and September 30, 2018 before purchasing any Bonds.

Table of Contents

Summary Historical Consolidated Financial Data

The following summary historical consolidated financial data for the fiscal years ended December 31, 2017, 2016, 2015, 2014 and 2013 have been derived from our audited consolidated financial statements, which have been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm. The following summary historical consolidated financial data for the nine months ended September 30, 2018 and 2017 have been derived from our unaudited consolidated financial statements. The financial information set forth below is qualified by and should be read in conjunction with our consolidated financial statements, related notes and other financial information also incorporated by reference in this prospectus supplement. See "Where You Can Find More Information". Operating results for the nine months ended September 30, 2018 are not necessarily indicative of results that may be expected for the entire year ending December 31, 2018. For selected balance sheet information, see "Capitalization".

	Nine Months Ended		Year Ended December 31,									
	September 30,		2017		2016		2015		2014		2013	
	2018		2017		2016		2015		2014		2013	
	(Unaudited)											
	(Dollars in millions except ratios)											
Income Statement Data:												
Operating revenue	\$4,752	\$4,536	\$6,222	\$6,064	\$6,165	\$6,800	\$6,321					
Net income	574	496	632	616	594	567	534					
Net income available to common stockholder	573	495	630	614	592	565	532					
Balance Sheet Data (At Period End Date):												
Total assets	\$21,492	\$20,380	\$21,099	\$19,946	\$18,635	\$17,824	\$16,157					
Long-term debt, excluding current portion	5,239	5,275	5,561	5,253	5,183	5,131	4,557					
Non-current portion of capital leases and financing obligation	75	97	91	110	118	123	138					
Total preferred stock	37	37	37	37	37	37	37					
Cash Flow or Other Data:												
Net cash provided by operations	1,255	\$1,209	\$1,715	\$1,681	\$1,794	\$1,354	\$1,375					
Capital expenditures, excluding assets placed under capital lease	1,339	1,196	1,632	1,656	1,537	1,573	1,320					
Ratio of earnings to fixed charges (a)	3.89	4.10	4.18	4.10	4.26	4.19	4.27					

(a) For purposes of computing the ratio, earnings represent the sum of pre-tax income, net interest charges and the estimated interest portions of lease rentals, plus distributed income of equity investees less earnings from equity investees.

s-7

Table of Contents

RISK FACTORS

An investment in the Bonds involves a significant degree of risk. You should consider carefully the following risk factors, together with all of the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus. In particular, you should carefully consider the factors listed in Forward-Looking Statements and Information as well as the Risk Factors contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 and the factors listed in Forward-Looking Statements and Information contained in our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2018, June 30, 2018 and September 30, 2018, each of which is incorporated by reference into this prospectus supplement, before you decide to purchase the Bonds. This prospectus supplement, the accompanying prospectus and the documents that we incorporate by reference or that are deemed to be incorporated by reference in this prospectus supplement or the accompanying prospectus, and other written and oral statements that we make, contain forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995 and relevant legal decisions. Our intention with the use of words such as might, may, could, should, anticipates, believes, estimates, expects, intends, plans, projects, forecasts, predicts, assumes and other similar words is to identify forward-looking statements that involve risk and uncertainty. We have no obligation to update or revise any forward-looking statements regardless of whether new information, future events or any other factors affect the information contained in the statements. The risks and uncertainties described below and those incorporated from the referenced Annual Report on Form 10-K and Quarterly Reports on Form 10-Q are not the only ones we may confront. Additional risks and uncertainties not currently known to us or that we currently deem not material also may impair our business operations. If any of those risks actually occur, our business, financial condition, operating results, cash flow and prospects could be materially adversely affected. This section contains forward-looking statements.

We may choose to redeem the Bonds of either series prior to maturity.

We may redeem all or a portion of the Bonds of either series at our option at any time at the applicable redemption prices described in this prospectus supplement. See Description of the Bonds Optional Redemption. If prevailing interest rates are lower at the time of redemption, holders of the series of Bonds to be redeemed may not be able to reinvest the redemption proceeds in a comparable security at an interest rate as high as the interest rate of the Bonds being redeemed.

We cannot provide assurance that an active trading market will develop for the Bonds.

Each series of Bonds will constitute a new series of securities with no established trading market. We do not intend to apply to list the Bonds for trading on any securities exchange or to include the Bonds in any automated quotation system. We cannot provide assurance that an active trading market for the Bonds will develop or as to the liquidity or sustainability of any market, the ability of holders of the Bonds to sell their Bonds or the price at which holders of the Bonds will be able to sell their Bonds. Future trading prices of the Bonds will also depend on many other factors, including, among other things, prevailing interest rates, the market for similar securities, our financial performance and other factors. Generally, the liquidity of, and trading market for, each series of Bonds may also be materially and adversely affected by declines in the market for similar debt securities. Such a decline may materially and adversely affect that liquidity and trading independent of our financial performance and prospects.

Table of Contents**USE OF PROCEEDS**

We estimate that the net proceeds from the sale of the Bonds, after deducting underwriting discounts and commissions but before deducting estimated offering expenses, will be approximately \$840.4 million. We intend to use the net proceeds of the offering of the Bonds to redeem our (1) 6.125% First Mortgage Bonds due March 15, 2019, of which \$350,000,000 aggregate principal amount is outstanding, and (2) 6.700% First Mortgage Bonds due September 15, 2019, of which \$500,000,000 aggregate principal amount is outstanding.

RATIOS OF EARNINGS TO FIXED CHARGES

The ratios of earnings to fixed charges for the nine months ended September 30, 2018 and each of the fiscal years ended December 31, 2013 through 2017 are as follows:

	Nine Months Ended		Year Ended December 31,			
	<u>September 30, 2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
Ratio of earnings to fixed charges: (a)	3.89	4.18	4.10	4.26	4.19	4.27

(a) For purposes of computing the ratio, earnings represent the sum of pre-tax income, net interest charges and the estimated interest portions of lease rentals, plus distributed income of equity investees less earnings from equity investees.

See Exhibit 12.2 to Consumers' Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2018 for the items constituting earnings and fixed charges, including the estimated interest portion of lease rental in respect of fixed charges.

Table of Contents**CAPITALIZATION**

The following table sets forth our capitalization at September 30, 2018 on an actual basis and on an as adjusted basis to reflect the sale of \$300,000,000 of 2028 Bonds and \$550,000,000 of 2049 Bonds in this offering and the application of the net proceeds as described under "Use of Proceeds". This table should be read in conjunction with "Summary Historical Consolidated Financial Data" contained in this prospectus supplement and our consolidated financial statements and related notes and other financial information incorporated by reference in this prospectus supplement. See "Where You Can Find More Information".

On October 1, 2018, we issued \$500,000,000 aggregate principal amount of first mortgage bonds in a private placement, the net proceeds of which we are using for general corporate purposes. The following table does not reflect the sale of those first mortgage bonds or the application of the net proceeds of those first mortgage bonds.

	At September 30, 2018	
	Actual	As Adjusted
	(Unaudited, dollars in millions)	
Cash and cash equivalents	\$ 9	\$ (1)
Current portion of long-term debt, capital leases, and financing obligation	\$ 898	\$ 48
Non-current portion of capital leases and financing obligation	\$ 75	\$ 75
Long-term debt:		
3.80% First Mortgage Bonds due 2028		300
4.35% First Mortgage Bonds due 2049		550
Other long-term debt (excluding current maturities)	5,239	5,239
Preferred stock	37	37
Common stockholder's equity	<u>\$ 6,886</u>	<u>\$ 6,886</u>
Total capitalization	<u>\$12,237</u>	<u>\$13,087</u>

Table of Contents

DESCRIPTION OF THE BONDS

General

Each series of Bonds will be issued as a series of first mortgage bonds under the indenture that is referred to in the accompanying prospectus as the Mortgage Indenture, as supplemented by a supplemental indenture thereto establishing the terms of the Bonds to be dated as of November 13, 2018 (the **supplemental indenture**). In connection with the change of the state of incorporation from Maine to Michigan in 1968, Consumers succeeded to, and was substituted for, the Maine corporation under the indenture. The 2028 Bonds will be initially limited in aggregate principal amount to \$300,000,000, and the 2049 Bonds will be initially limited in aggregate principal amount to \$550,000,000. The indenture permits us to re-open the offering of each series of Bonds without the consent of the holders of such series of Bonds. Accordingly, the principal amount of each series of Bonds may be increased in the future on the same terms and conditions (except the price to the public, the date of original issuance and, if applicable, the initial interest accrual date and the first interest payment date) and with the same CUSIP number as such series of Bonds being offered by this prospectus supplement, provided that such additional bonds must be part of the same issue as such series of Bonds offered hereby for U.S. federal income tax purposes or, if they are not part of the same issue for such purposes, such additional bonds must be issued with a separate CUSIP number. Each series of Bonds offered by this prospectus supplement and any such additional bonds in respect of such series will constitute a single series of debt securities. This means that, in circumstances where the indenture provides for the holders of bonds to vote or take any action, the holders of such series of Bonds offered by this prospectus supplement and the holders of any such additional bonds in respect of such series will vote or take that action as a single class.

At September 30, 2018, 26 series of first mortgage bonds in an aggregate principal amount of approximately \$5.835 billion were outstanding under the indenture, excluding five series of first mortgage bonds in an approximate aggregate principal amount of \$1.130 billion to secure credit facilities and one series of first mortgage bonds in an approximate aggregate principal amount of \$35 million to secure outstanding pollution control and solid waste revenue bonds. On October 1, 2018, an additional three series of first mortgage bonds in an aggregate principal amount of \$500 million were issued under the indenture.

The statements herein concerning the Bonds and the indenture are a summary and do not purport to be complete and are subject to, and qualified in their entirety by, all of the provisions of the indenture, including the supplemental indenture, which are incorporated herein by this reference. They make use of defined terms and are qualified in their entirety by express reference to the indenture, including the supplemental indenture, a copy of which will be made available upon request to the trustee.

Payment and Maturity

The 2028 Bonds will mature on November 15, 2028 unless earlier redeemed. The 2049 Bonds will mature on April 15, 2049 unless earlier redeemed. The 2028 Bonds will bear interest at a rate of 3.80% per year, and the 2049 Bonds will bear interest at a rate of 4.35% per year. At maturity of each series of Bonds, Consumers will pay the aggregate principal amount of such series of Bonds then outstanding. The 2028 Bonds will bear interest from the original date of issue, payable semi-annually in arrears on May 15 and November 15 of each year, commencing on May 15, 2019, and at the date of maturity. The 2049 Bonds will bear interest from the original date of issue, payable semi-annually in arrears on April 15 and October 15 of each year, commencing on April 15, 2019, and at the date of maturity. We will pay interest to holders of record of the 2028 Bonds at 5:00 p.m., New York City time, on the May 1 and November 1 preceding the relevant interest payment date (whether or not a business day), except that interest payable at stated maturity shall be paid to the person or entity to whom the principal amount is paid. We will pay interest to holders of record of the 2049 Bonds at 5:00 p.m., New York City time, on the April 1 and October 1 preceding the relevant interest payment date (whether or not a business day), except that interest payable at stated maturity shall be paid to the person or entity to whom the principal amount is paid. Interest payable on any interest payment date or on the date of maturity will be the amount of interest accrued from

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and including the date of original issuance or from and including the most recent interest payment date on which interest has been paid or duly made available for payment to, but not including, such interest payment date or the date of maturity, as the case may be. So long as the Bonds are in book-entry form, principal of and premium and interest on the Bonds will be payable, and the Bonds may be transferred, only through the facilities of DTC. Interest on the Bonds will be computed on the basis of a 360-day year consisting of twelve 30-day months.

In any case where any interest payment date, redemption date or maturity date of any Bond shall not be a business day at any place of payment, then payment of interest or principal (and premium, if any) need not be made on such date, but may be made on the next succeeding business day at such place of payment with the same force and effect as if made on the interest payment date, redemption date or maturity date, and no interest shall accrue on the amount so payable for the period from and after such interest payment date, redemption date or maturity date, as the case may be, to such business day.

Table of Contents

Registration, Transfer and Exchange

Each series of Bonds will be initially issued in the form of one or more bonds in registered, global form, without coupons, in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof as described under **Book-Entry System** below. The global Bonds will be registered in the name of the nominee of DTC. Except as described under **Book-Entry System** below, owners of beneficial interests in a global Bond will not be entitled to have Bonds registered in their names, will not receive or be entitled to receive physical delivery of any such Bond and will not be considered the registered holder thereof under the indenture.

Optional Redemption

Each series of Bonds will be redeemable at Consumers' option, in whole or in part, at any time or from time to time, at a redemption price equal to 100% of the principal amount of such Bonds being redeemed plus, in the case of any redemption of the 2028 Bonds prior to the 2028 Bonds par call date (as defined below), the 2028 Bonds applicable premium (as defined below), if any, thereon at the time of redemption or, in the case of any redemption of the 2049 Bonds prior to the 2049 Bonds par call date (as defined below), the 2049 Bonds applicable premium (as defined below), if any, thereon at the time of redemption, together with (at any time) accrued and unpaid interest, if any, thereon to, but not including, the redemption date. In no event will the redemption price be less than 100% of the principal amount of the Bonds being redeemed plus accrued and unpaid interest, if any, thereon to, but not including, the redemption date.

The following definitions are used to determine the 2028 Bonds applicable premium and the 2049 Bonds applicable premium:

2028 Bonds par call date means August 15, 2028.

2049 Bonds par call date means October 15, 2048.

2028 Bonds applicable premium means, with respect to a 2028 Bond (or portion thereof) being redeemed at any time prior to the 2028 Bonds par call date, the excess of (i) the present value at the redemption date of (A) the principal amount of such 2028 Bond (or portion thereof) being redeemed as though such 2028 Bond (or portion thereof) matured on the 2028 Bonds par call date plus (B) all remaining scheduled interest payments on such 2028 Bond (or portion thereof) after such redemption date that would be due if such 2028 Bond matured on the 2028 Bonds par call date (but, for the avoidance of doubt, excluding any portion of such payments of interest accrued to such redemption date), which present value shall be computed by Consumers using a discount rate equal to the treasury rate (as defined below) plus 15 basis points, over (ii) the principal amount of such 2028 Bond (or portion thereof) being redeemed at such time. For purposes of this definition, the present values of interest and principal payments will be determined in accordance with generally accepted principles of financial analysis.

2049 Bonds applicable premium means, with respect to a 2049 Bond (or portion thereof) being redeemed at any time prior to the 2049 Bonds par call date, the excess of (i) the present value at the redemption date of (A) the principal amount of such 2049 Bond (or portion thereof) being redeemed as though such 2049 Bond (or portion thereof) matured on the 2049 Bonds par call date plus (B) all remaining scheduled interest payments on such 2049 Bond (or portion thereof) after such redemption date that would be due if such 2049 Bond matured on the 2049 Bonds par call date (but, for the avoidance of doubt, excluding any portion of such payments of interest accrued to such redemption date), which

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present value shall be computed by Consumers using a discount rate equal to the treasury rate (as defined below) plus 20 basis points, over (ii) the principal amount of such 2049 Bond (or portion thereof) being redeemed at such time. For purposes of this definition, the present values of interest and principal payments will be determined in accordance with generally accepted principles of financial analysis.

Treasury rate means the yield to maturity at the time of computation of United States Treasury securities with a constant maturity (as compiled and published in the most recent Federal Reserve Statistical Release H.15 (the **statistical release**)) that has become publicly available at least two business days prior to the redemption date (or, if such statistical release is no longer published, any publicly available source of similar market data) most nearly equal to the then remaining average life to stated maturity of the Bonds of the relevant series being redeemed (assuming for this purpose that such Bonds of such series matured on the 2028 Bonds par call date or the 2049 Bonds par call date, as the case may be); provided, however, that if the average life to stated maturity of the Bonds of such series being redeemed is not equal to the constant maturity of a United States Treasury security for which a weekly average yield is given, the treasury rate shall be obtained by Consumers by linear interpolation (calculated to the nearest one-twelfth of a year) from the weekly average yields of United States Treasury securities for which such yields are given.

If less than all of the Bonds of a series are to be redeemed and (i) the Bonds of such series are in global form, the interests in the Bonds of such series to be redeemed shall be selected for redemption by DTC in accordance with DTC's standard procedures therefor,

Table of Contents

or (ii) the Bonds of such series are in definitive form, the Bonds of such series to be redeemed shall be selected by lot. Notice of redemption shall be delivered not less than 10 nor more than 60 days prior to the date fixed for redemption to the holders of the Bonds of such series to be redeemed (which, as long as such series of Bonds are held in the book-entry only system, will be DTC (or its nominee) or a successor depository (or the successor's nominee)); provided, however, that the failure to duly deliver such notice, or any defect therein, shall not affect the validity of any proceedings for the redemption of the Bonds of such series as to which there shall have been no such failure or defect. On and after the date fixed for redemption (unless Consumers shall default in the payment of the Bonds of such series or portions thereof to be redeemed at the applicable redemption price, together with accrued and unpaid interest, if any, thereon to, but not including, such date), interest on the Bonds or the portions thereof of such series so called for redemption shall cease to accrue.

Sinking Fund Requirement

The Bonds will not have the benefit of any sinking fund or be subject to redemption at the option of the holder.

Issuance of Additional First Mortgage Bonds

Additional first mortgage bonds may be issued under the indenture in principal amount of up to 60% of unfunded net property additions or against the deposit of an equal amount of cash, if, for any period of twelve consecutive months within the fifteen preceding calendar months, the net earnings of Consumers (before income or excess profit taxes) shall have been at least twice the interest requirement for one year on all first mortgage bonds outstanding and to be issued and on indebtedness of prior or equal rank. Additional first mortgage bonds may also be issued to refund first mortgage bonds outstanding under the indenture. Deposited cash may be applied to the retirement of first mortgage bonds or be withdrawn in an amount equal to the principal amount of first mortgage bonds that may be issued on the basis of unfunded net property additions. Such future issuances are also subject to certain other requirements set forth in the indenture. As of September 30, 2018, unfunded net property additions were approximately \$8.7 billion, and Consumers could issue approximately \$5.2 billion of additional first mortgage bonds on the basis of such property additions. In addition, as of September 30, 2018, Consumers could issue approximately \$472 million of additional first mortgage bonds on the basis of first mortgage bonds previously retired.

The Bonds are to be issued upon the basis of unfunded net property additions.

Limitations on Dividends

The supplemental indenture does not restrict Consumers' ability to pay dividends on its common stock.

Repurchase and Cancellation

We may, to the extent permitted by law, repurchase any Bonds in the open market or by tender offer at any price or by private agreement. Any Bonds repurchased by us may, at our option, be surrendered to the trustee for cancellation. Any Bonds surrendered for cancellation may not be

reissued or resold and will be promptly cancelled.

The Trustee

The Bank of New York Mellon is the trustee and paying agent for the Bonds under the indenture. Consumers and its affiliates maintain depositary and other normal banking relationships with The Bank of New York Mellon.

Additional Information

For additional information about the Bonds, see "Description of Securities - Consumers' First Mortgage Bonds" in the accompanying prospectus, including information about the priority and security of the Bonds, information about the release and substitution of property subject to the lien of the indenture, modification of the indenture and a description of events of default under the indenture.

Table of Contents

Book-Entry System

Each series of Bonds will be evidenced by one or more global Bonds. We will deposit the global Bonds with or on behalf of DTC and register the global Bonds in the name of Cede & Co. as DTC's nominee. Except as set forth below, a global Bond may be transferred, in whole or in part, only to DTC, to another nominee of DTC or to a successor of DTC or its nominee.

Beneficial interests in a global Bond may be held through organizations that are participants in DTC (called **participants**). Transfers between participants will be effected in the ordinary way in accordance with DTC rules and will be settled in clearing house funds. The laws of some states require that certain persons take physical delivery of securities in definitive form. As a result, the ability to transfer beneficial interests in the global Bonds to such persons may be limited.

Beneficial interests in a global Bond held by DTC may be held only through participants, or certain banks, brokers, dealers, trust companies and other parties that clear through or maintain a custodial relationship with a participant, either directly or indirectly (called **indirect participants**). So long as Cede & Co., as the nominee of DTC, is the registered owner of a global Bond, Cede & Co. for all purposes will be considered the sole holder of such global Bond. Holders of the Bonds of a series may elect to hold interests in a global Bond through DTC, through Clearstream Banking, SA (**Clearstream**), or Euroclear Bank SA/NV, as operator of the Euroclear System (**Euroclear**), if they are participants of such systems, or indirectly through organizations that are participants in such systems. Clearstream and Euroclear will hold interests on behalf of their participants through customers' securities accounts in Clearstream's and Euroclear's names on the books of their respective depositaries, which in turn will hold such interests in customers' securities accounts in the depositaries' names on DTC's books. Except as provided below, owners of beneficial interests in a global Bond will:

- not be entitled to have certificates registered in their names;
- not receive physical delivery of certificates in definitive registered form; and
- not be considered holders of the global Bonds.

We will pay principal of, premium, if any, and interest on, a global Bond to Cede & Co., as the registered owner of the global Bonds, by wire transfer of immediately available funds on the maturity date, any redemption date or each interest payment date, as the case may be. None of us, the trustee or any paying agent will be responsible or liable:

- for any aspect of the records relating to, or payments made on account of, beneficial ownership interests in a global Bond; or

- for maintaining, supervising or reviewing any records relating to the beneficial ownership interests.

DTC has advised us that it will take any action permitted to be taken by a holder of the Bonds of a series only at the direction of one or more participants to whose account with DTC interests in the global Bonds of such series are credited, and only in respect of the principal amount of the Bonds of such series represented by the global Bonds as to which the participant or participants has or have given such direction.

DTC has advised us that it is:

- a limited purpose trust company organized under the laws of the State of New York, and a member of the Federal Reserve System;
- a clearing corporation within the meaning of the Uniform Commercial Code; and
- a clearing agency registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended (the **Exchange Act**).

DTC was created to hold securities for its participants and to facilitate the clearance and settlement of securities transactions between participants through electronic book-entry changes to the accounts of its participants. Participants include securities brokers, dealers, banks, trust companies and clearing corporations and other organizations. Some of the participants or their representatives, together with other entities, own DTC. Indirect access to the DTC system is available to others such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a participant, either directly or indirectly.

Table of Contents

If DTC at any time is unwilling or unable to continue as a depository, defaults in the performance of its duties as depository or ceases to be a clearing agency registered under the Exchange Act or other applicable statute or regulation, and a successor depository is not appointed by us within 90 days, we will issue Bonds in definitive form in exchange for the global securities relating to the Bonds. In addition, we may at any time and in our sole discretion and subject to DTC's procedures determine not to have a series of the Bonds or portions of a series of the Bonds represented by one or more global securities and, in that event, will issue individual Bonds of such series in exchange for the global security or securities representing the Bonds of such series. Further, if we so specify with respect to any Bonds of a series, an owner of a beneficial interest in a global security representing the Bonds of such series may, on terms acceptable to us and the depository for the global security, receive individual Bonds of such series in exchange for the beneficial interest. In any such instance, an owner of a beneficial interest in a global security will be entitled to physical delivery in definitive form of Bonds represented by the global security equal in principal amount to the beneficial interest, and to have the Bonds registered in its name. Bonds so issued in definitive form will be issued as registered Bonds in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof, unless otherwise specified by us.

Clearstream has advised us that it is incorporated under the laws of Luxembourg as a professional depository. Clearstream holds securities for its participating organizations (**Clearstream participants**) and facilitates the clearance and settlement of securities transactions between Clearstream participants through electronic book-entry changes in accounts of Clearstream participants, thereby eliminating the need for physical movement of certificates. Clearstream provides to Clearstream participants, among other things, services for safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Clearstream interfaces with domestic markets in several countries. As a professional depository, Clearstream is subject to regulation by the Luxembourg Commission for the Supervision of the Financial Sector, also known as Commission de Surveillance du Secteur Financier. Clearstream participants are recognized financial institutions around the world, including underwriters, securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations and may include the underwriters. Indirect access to Clearstream is also available to others such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a Clearstream participant, either directly or indirectly. Distributions with respect to interests in the Bonds held beneficially through Clearstream will be credited to cash accounts of Clearstream participants in accordance with its rules and procedures.

Euroclear has advised us that it was created in 1968 to hold securities for participants of Euroclear (**Euroclear participants**) and to clear and settle transactions between Euroclear participants through simultaneous electronic book-entry delivery against payment, thereby eliminating the need for physical movement of certificates and any risk from lack of simultaneous transfers of securities and cash. Euroclear provides various other services, including securities lending and borrowing, and interfaces with domestic markets in several countries. Euroclear is operated by Euroclear Bank SA/NV (**Euroclear Operator**) under contract with Euroclear Clearing Systems S.C., a Belgian cooperative corporation (the **Cooperative**). All operations are conducted by the Euroclear Operator, and all Euroclear securities clearance accounts and Euroclear cash accounts are accounts with the Euroclear Operator, not the Cooperative. The Cooperative establishes policy for Euroclear on behalf of Euroclear participants. Euroclear participants include banks (including central banks), securities brokers and dealers and other professional financial intermediaries and may include the underwriters. Indirect access to Euroclear is also available to other firms that clear through or maintain a custodial relationship with a Euroclear participant, either directly or indirectly. Securities clearance accounts and cash accounts with the Euroclear Operator are governed by the terms and conditions governing the use of Euroclear and the related operating procedures of Euroclear, and applicable Belgian law, which we refer to collectively as the **Terms and Conditions** . The Terms and Conditions govern transfers of securities and cash within Euroclear, withdrawals of securities and cash from Euroclear, and receipts of payments with respect to securities in Euroclear. All securities in Euroclear are held on a fungible basis without attribution of specific certificates to specific securities clearance accounts. The Euroclear Operator acts under the Terms and Conditions only on behalf of Euroclear participants and has no records of or relationship with persons holding through Euroclear participants.

We have provided the descriptions of the operations and procedures of Clearstream and Euroclear in this prospectus supplement solely as a matter of convenience. These operations and procedures are solely within the control of those organizations and are subject to change by them from time to time. None of us, the trustee, the registrar or the paying agent takes any responsibility for these operations or procedures, and you are urged to contact Clearstream and Euroclear or their participants directly to discuss these matters.

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Euroclear advises that investors that acquire, hold and transfer interests in the Bonds by book-entry through accounts with the Euroclear Operator or any other securities intermediary are subject to the laws and contractual provisions governing their relationship with their intermediary, as well as the laws and contractual provisions governing the relationship between such an intermediary and each other intermediary, if any, standing between themselves and the global Bonds.

s-15

Table of Contents

Secondary market trading between Clearstream participants and/or Euroclear participants will occur in the ordinary way in accordance with the applicable rules and operating procedures of Clearstream and Euroclear, as applicable.

Cross-market transfers between persons holding directly or indirectly through DTC, on the one hand, and directly or indirectly through Clearstream participants or Euroclear participants, on the other hand, will be effected through DTC in accordance with DTC's rules; however, such cross-market transactions will require delivery of instructions to the relevant European international clearing system by the counterparty in such system in accordance with its rules and procedures and within the established deadlines of such system.

Due to time-zone differences, credits of the Bonds received in Clearstream or Euroclear as a result of a transaction with a DTC participant will be made during subsequent securities settlement processing and dated the business day following the DTC settlement date. Such credits or any transactions in such Bonds settled during such processing will be reported to the relevant Clearstream participants or Euroclear participants on such business day. Cash received in Clearstream or Euroclear as a result of sales of the Bonds by or through a Clearstream participant or a Euroclear participant to a DTC participant will be received with value on the DTC settlement date but will be available in the relevant Clearstream or Euroclear cash account only as of the business day following settlement in DTC.

Although DTC, Clearstream and Euroclear have agreed to the foregoing procedures in order to facilitate transfers of Bonds among participants of DTC, Clearstream and Euroclear, they are under no obligation to perform or continue to perform such procedures, and such procedures may be changed or discontinued at any time. None of us, the trustee, the registrar or the paying agent will have any responsibility or liability for any aspect of the records relating to or payments made on account of the Bonds by Clearstream or Euroclear, or for maintaining, supervising or reviewing any records of those organizations relating to the Bonds.

None of us, the trustee, the registrar or the paying agent will have any responsibility or liability for the performance by DTC or its participants or indirect participants of their respective obligations under the rules and procedures governing their operations.

Table of Contents

MATERIAL UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

General

The following is a discussion of the material U.S. federal income tax considerations applicable to an investment in the Bonds by a purchaser of Bonds in the offering at the issue price (which is the initial offering price to the public (excluding bond houses and brokers) at which a substantial amount of the Bonds are sold) that holds the Bonds as capital assets within the meaning of the Internal Revenue Code of 1986, as amended (the **Code**). This discussion does not address any tax considerations that may apply to holders subject to special tax rules, such as financial institutions, banks, insurance companies, dealers in securities or currencies, persons that mark-to-market their securities, former U.S. citizens or long-term residents, life insurance companies, tax-exempt entities, tax-deferred or other retirement accounts, regulated investment companies, persons subject to the alternative minimum tax, persons that hold Bonds as a position in a straddle or as part of a hedging, constructive sale or conversion transaction for U.S. federal income tax purposes, or U.S. Holders (as defined below) that have a functional currency other than the U.S. dollar or that hold their Bonds through a foreign broker or other foreign intermediary.

If a holder purchases Bonds at a price other than the issue price, the amortizable bond premium, acquisition premium or market discount rules may also apply to such holder. This summary also does not deal with holders other than original purchasers who purchase the Bonds upon original issuance at their original issue price.

For purposes of this discussion, a **U.S. Holder** means a beneficial owner of Bonds that is, for U.S. federal income tax purposes:

- an individual who is a citizen or resident of the United States;

- a corporation, or other entity treated as a corporation for U.S. federal income tax purposes, created or organized in or under the laws of the United States, any State thereof or the District of Columbia;

- an estate the income of which is subject to U.S. federal income taxation regardless of its source; or

- a trust if (i) the administration of the trust is subject to the primary supervision of a court in the United States and for which one or more U.S. persons have the authority to control all substantial decisions or (ii) it has a valid election in effect to be treated as a U.S. person.

If an entity or arrangement treated as a partnership for U.S. federal income tax purposes holds Bonds, the U.S. federal income tax treatment of a partner generally will depend on the status of the partner and the activities of the partnership. Partnerships and partners of partnerships that will hold Bonds should consult their tax advisors.

As used herein, a **Non-U.S. Holder** is a beneficial owner of Bonds that is not a U.S. Holder and is not a partnership (including an entity or arrangement treated as a partnership for U.S. federal income tax purposes).

This summary is based on the Code, Treasury regulations promulgated under the Code and judicial and administrative interpretations thereof, all as in effect on the date hereof and all of which are subject to change, which change may be retroactive and may affect the tax consequences described herein.

This discussion is not intended to constitute a complete analysis of all tax considerations relevant to an investment in the Bonds. It does not take into account the individual circumstances of any particular prospective investor, nor does it address any aspect of estate, generation-skipping or gift tax laws or of state, local or foreign tax laws. We strongly urge a holder to consult its own tax advisor for advice concerning the application of the U.S. federal tax laws to that holder's particular situation, as well as any tax consequences arising under state, local or foreign tax laws.

U.S. Holders

Interest

Stated interest on the Bonds will be included in the income of a U.S. Holder as ordinary income at the time it is received or accrued, in accordance with such holder's regular method of accounting for U.S. federal income tax purposes. It is expected (and this

Table of Contents

discussion assumes) that the Bonds will be issued with no more than a *de minimis* amount of original issue discount for U.S. federal income tax purposes.

Sale, Exchange or Other Taxable Disposition of the Bonds

Upon the sale, exchange, redemption, retirement or other taxable disposition of a Bond, a U.S. Holder generally will recognize gain or loss equal to the difference between the amount realized on the disposition, excluding any amounts attributable to accrued but unpaid interest (which will be taxable as ordinary interest income to the extent not already included in income), and the U.S. Holder's tax basis in the Bond. A U.S. Holder's tax basis in a Bond generally will equal its cost. This gain or loss will generally be capital gain or loss and will generally be long-term capital gain or loss if the U.S. Holder has held the Bond for more than one year and otherwise will be short-term capital gain or loss. For individuals, long-term capital gains are currently taxed at a lower rate than ordinary income. Short-term capital gains are taxed at rates applicable to ordinary income. The deductibility of capital losses is subject to limitations.

Net Investment Income Tax

Certain U.S. Holders who are individuals, estates or trusts are subject to a 3.8% tax on all or a portion of their net investment income, which may include all or a portion of their interest income and gains from the sale or other disposition of a Bond. U.S. Holders should consult their tax advisors regarding the effect, if any, of the net investment income tax on their ownership or disposition of a Bond.

Recent Tax Legislation

Pursuant to recently enacted legislation, for taxable years beginning after December 31, 2017, an accrual method taxpayer that reports revenues on an applicable financial statement generally must recognize income for U.S. federal income tax purposes no later than the taxable year in which such income is taken into account as revenue in an applicable financial statement of the taxpayer. For this purpose, an applicable financial statement generally means a financial statement certified as having been prepared in accordance with generally accepted accounting principles or that is made on the basis of international financial reporting standards and that is used by the taxpayer for various specified purposes. This rule could potentially require such a taxpayer to recognize income for U.S. federal income tax purposes with respect to the Bonds prior to the time such income would be recognized pursuant to the rules described above. Potential investors in the Bonds should consult their tax advisors regarding the potential applicability of these rules to their investment in the Bonds.

Information Reporting and Backup Withholding

A U.S. Holder generally will be subject to information reporting with respect to (i) payments of principal, premium, if any, and interest on the Bonds and (ii) proceeds from the sale, exchange, redemption, retirement or other disposition of the Bonds. Backup withholding at the applicable statutory rate also may apply to such payments if the U.S. Holder fails to supply an accurate taxpayer identification number or otherwise fails to comply with applicable certification requirements or otherwise establish an exemption from backup withholding. The current backup withholding rate is 24%.

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Information reporting and backup withholding will not apply with respect to payments made to certain exempt recipients, including corporations and certain other persons who, when required, demonstrate their exempt status; however, exempt recipients that are not subject to backup withholding and do not provide an Internal Revenue Service (**IRS**) Form W-9 will nonetheless generally be treated as foreign payees subject to withholding under FATCA (as defined below), and may be withheld upon at the 30% rate discussed below under FATCA. Backup withholding tax is not an additional tax and generally may be credited against a U.S. Holder's regular U.S. federal income tax liability or refunded by the IRS provided that the required information is timely furnished to the IRS.

If you do not provide your correct taxpayer identification number on the IRS Form W-9 or substantially similar form, you may be subject to penalties imposed by the IRS. Unless you have established on a properly executed IRS Form W-9 or substantially similar form that you are a corporation or come within another enumerated exception, interest and other payments on the Bonds paid to you during the calendar year, and the amount of tax withheld, if any, may be reported to you and to the IRS. It is anticipated that income on the Bonds will be reported to U.S. Holders on Form 1099-INT and mailed to U.S. Holders by January 31 following each calendar year.

Table of Contents

Non-U.S. Holders

The rules governing the United States federal income taxation of Non-U.S. Holders are complex, and no attempt will be made herein to provide more than a summary of such rules. Special rules may apply to certain Non-U.S. Holders such as controlled foreign corporations and passive foreign investment companies. Non-U.S. Holders should consult their tax advisors about the rules concerning the tax consequences to them of the purchase, ownership and disposition of the Bonds, including withholding on payments to Non-U.S. Holders and the potential application of tax treaties.

Payments of Interest

Under present United States federal income tax law, subject to the discussions of backup withholding and FATCA below, principal or interest on Bonds paid to a Non-U.S. Holder will not be subject to U.S. federal income or withholding tax unless: (i) the interest is effectively connected with the conduct by the Non-U.S. Holder of a U.S. trade or business; (ii) the Non-U.S. Holder owns, actually, indirectly or constructively, 10% or more of the total combined voting power of all classes of our stock entitled to vote, is a controlled foreign corporation related, directly or indirectly, to us through stock ownership or is a bank that acquired the Bonds in consideration for an extension of credit made pursuant to a loan agreement entered into in the ordinary course of business; or (iii) the Non-U.S. Holder fails to satisfy the nonresident status certification requirements (as described below).

The certification requirements will be satisfied in respect of a Non-U.S. Holder if either (i) the beneficial owner of a Bond timely certifies, under penalties of perjury, to us or to the person who otherwise would be required to withhold U.S. federal income tax, that such owner is not a U.S. person and provides its name and address or (ii) a custodian, broker, nominee or other intermediary acting as an agent for the beneficial owner (such as a securities clearing organization, bank or other financial institution that holds customers' securities in the ordinary course of its trade or business) that holds the Bond in such capacity timely certifies, under penalties of perjury, to us or to the person who otherwise would be required to withhold U.S. federal income tax, that such statement has been received from the beneficial owner of the Bond by such intermediary, or by any other financial institution between such intermediary and the beneficial owner, and furnishes to us or to the person who otherwise would be required to withhold U.S. tax a copy thereof. The foregoing certification may be provided on a properly completed IRS Form W-8BEN, W-8BEN-E or W-8IMY, as applicable.

A Non-U.S. Holder that is not exempt from tax under the foregoing rules generally will be subject to U.S. federal income tax withholding on payments of interest at a rate of 30% unless:

- the interest is effectively connected with a U.S. trade or business conducted by such holder (and, if an applicable income tax treaty so provides, is attributable to a permanent establishment maintained in the United States by the Non-U.S. Holder), in which case the Non-U.S. Holder will be subject to U.S. federal income tax on a net income basis at the rates applicable to U.S. Holders generally; or
- an applicable income tax treaty provides for a reduced rate of, or exemption from, U.S. federal withholding tax.

A corporate Non-U.S. Holder that has effectively connected interest income (as described in the first bullet point above) may also, under certain circumstances, be subject to an additional branch profits tax at a 30% rate (or such lower rate as may be specified by an applicable income tax treaty), which is generally imposed on a foreign corporation on the deemed repatriation from the United States of effectively connected earnings and profits.

Special rules regarding exemption from, or reduced rates of, U.S. withholding tax may apply in the case of Bonds held by partnerships or certain types of trusts. Partnerships and trusts that are prospective purchasers should consult their own tax advisors regarding special rules that may be applicable in their particular circumstances.

To claim an exemption from U.S. federal withholding tax with respect to interest on the Bonds that is effectively connected with a Non-U.S. Holder's U.S. trade or business, the holder generally must provide to us or the withholding agent a properly executed IRS Form W-8ECI (or appropriate substitute form). To claim the benefit of an applicable income tax treaty for an exemption from (or reduced rate of) U.S. federal withholding tax, a Non-U.S. Holder must timely provide the appropriate and properly executed IRS forms (generally IRS Form W-8BEN or IRS Form W-8BEN-E, as applicable).

Non-U.S. Holders may be required to periodically update their IRS forms. Non-U.S. Holders should consult their tax advisors concerning certification requirements.

Table of Contents

Sale, Exchange or Other Taxable Disposition of the Bonds

Subject to the discussions of backup withholding and FATCA below, gain recognized by a Non-U.S. Holder on the sale, exchange, redemption, retirement or disposition of Bonds generally will not be subject to U.S. federal income tax unless: (i) the gain is effectively connected with the conduct by the Non-U.S. Holder of a U.S. trade or business (and, if required under an applicable income tax treaty, is attributable to a permanent establishment maintained in the United States by the Non-U.S. Holder); or (ii) in the case of gain recognized by a Non-U.S. Holder who is an individual, he or she is present in the United States for a total of 183 days or more during the taxable year in which such gain is recognized and certain other conditions are met.

Except to the extent that an applicable income tax treaty otherwise provides, generally a Non-U.S. Holder will be taxed in the same manner as a U.S. Holder with respect to gain that is effectively connected with the Non-U.S. Holder's conduct of a U.S. trade or business. A corporate Non-U.S. Holder may also, under certain circumstances, be subject to the branch profits tax described above. A Non-U.S. Holder who is an individual present in the United States for 183 days or more in the taxable year and meets certain other conditions will be subject to U.S. federal income tax at a rate of 30% (or at a reduced rate under an applicable income tax treaty) on the amount by which capital gains from U.S. sources (including gains from the sale or other disposition of the Bonds) exceed capital losses allocable to U.S. sources. To claim the benefit of an applicable income tax treaty, a Non-U.S. Holder may be required to file an income tax return and disclose its position under the Treasury regulations concerning treaty-based return positions.

FATCA

Legislation enacted as part of the Hiring Incentives to Restore Employment Act (the **HIRE Act**), commonly referred to as the Foreign Account Tax Compliance Act (**FATCA**), generally imposes U.S. federal withholding tax at a rate of 30% on (i) U.S. source interest (including interest paid on the Bonds) and (ii) the gross proceeds from the sale or other disposition of obligations that produce U.S. source interest (including the sale, exchange, redemption, retirement or other disposition of the Bonds) made after December 31, 2018, in each case to certain foreign entities, unless various information reporting, withholding and other requirements are satisfied. In the case of payments made to a foreign financial institution (as defined in Section 1471(d)(4) of the Code and the Treasury regulations promulgated thereunder), subject to certain exceptions, the tax will generally be imposed unless the foreign financial institution enters into an agreement with the U.S. Treasury Department to collect and disclose certain information regarding its U.S. account holders (including certain account holders that are foreign entities that have U.S. owners) and satisfies certain other requirements or is deemed to be compliant with the requirements of FATCA, pursuant to an intergovernmental agreement in respect of FATCA or otherwise. In the case of payments made to certain other non-U.S. entities, the tax generally will be imposed unless such entity provides the payor with certain information regarding certain direct and indirect U.S. owners of the entity, or certifies that it has no such U.S. owners, and complies with certain other requirements. No additional amounts will be payable on account of any withholding obligation that is imposed with respect to payments on the Bonds as a result of the failure of any holder or beneficial owner of a Bond, or any intermediary through which it directly or indirectly owns such Bond, to comply with the requirements of FATCA. Holders are encouraged to consult with their own tax advisors regarding the possible implications of FATCA and the HIRE Act on their investment in the Bonds.

The HIRE Act also imposes U.S. return disclosure obligations (and related penalties for failure to disclose) on U.S. individuals that hold certain specified foreign financial assets (which include financial accounts in foreign financial institutions).

Holders are encouraged to consult with their own tax advisors regarding the possible implications of this legislation on their investment in the Bonds.

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Information Reporting and Backup Withholding

Payments of interest to Non-U.S. Holders will generally be reported to the IRS and to the Non-U.S. Holders. Copies of the information returns reporting such interest payments (generally, IRS Form 1042-S) and any withholding may also be made available to the tax authorities in the country in which the Non-U.S. Holder resides under the provisions of an applicable income tax treaty.

Additional information reporting and backup withholding generally will not apply to payments of interest on a Bond to a Non-U.S. Holder if the Non-U.S. Holder has certified under penalties of perjury on an applicable IRS Form W-8 that the Non-U.S. Holder is not a U.S. person or has otherwise established an exemption provided that the payor does not have actual knowledge or reason to know that the beneficial owner is a U.S. person or that the conditions of any exemption are not in fact satisfied.

s-20

Table of Contents

Payment of the proceeds from a sale, exchange, redemption, retirement or other taxable disposition of a Bond made to or through a U.S. office of a broker generally will be subject to information reporting and backup withholding unless the Non-U.S. Holder certifies that it is not a U.S. person under penalties of perjury, and the payor does not have actual knowledge or reason to know that the beneficial owner of the Bond is a U.S. person, or the Non-U.S. Holder otherwise establishes an exemption. Payment of the proceeds from a sale, exchange or other taxable disposition of a Bond made to or through a non-U.S. office of a broker generally will not be subject to information reporting or backup withholding. However, if the broker is a U.S. person, a controlled foreign corporation, a foreign person that derives 50% or more of its gross income for certain periods from the conduct of a U.S. trade or business or a foreign partnership, in which one or more U.S. persons, in the aggregate, own more than 50% of the income or capital interests in the partnership or which, at any time during the taxable year, is engaged in a trade or business in the United States, then such payment generally will be subject to information reporting (but not backup withholding) unless the Non-U.S. Holder certifies under penalties of perjury on an applicable IRS Form W-8 that the Non-U.S. Holder is not a U.S. person or otherwise establishes an exemption, or unless the broker has documentary evidence in its records that the beneficial owner of the Bond is not a U.S. person and certain other conditions are met.

For purposes of the two preceding paragraphs, the term U.S. person shall have the meaning ascribed to it in Section 7701(a)(30) of the Code.

The current backup withholding rate is 24%. Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against the beneficial owner's U.S. federal income tax liability provided the required information is furnished to the IRS in a timely manner.

The U.S. federal income tax discussion set forth above is included for general information only and may not be applicable depending upon a holder's particular situation. Prospective purchasers of the Bonds should consult their own tax advisors with respect to the tax consequences to them of the ownership and disposition of Bonds, including the tax consequences under state, local, foreign and other tax laws, any applicable tax treaties and the possible effects of changes in U.S. or other tax laws.

Table of Contents**UNDERWRITING****General**

Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Mizuho Securities USA LLC and MUFG Securities Americas Inc. are acting as representatives of the underwriters and joint book-running managers of this offering. Subject to the terms and conditions stated in the underwriting agreement for the Bonds dated the date of this prospectus supplement, each underwriter named below has severally agreed to purchase, and we have agreed to sell to that underwriter, the respective principal amounts of 2028 Bonds and 2049 Bonds set forth opposite the underwriter's name at the public offering price less the underwriting discounts and commissions set forth on the cover page of this prospectus supplement.

<u>Underwriters</u>	<u>Principal Amount of 2028 Bonds</u>	<u>Principal Amount of 2049 Bonds</u>
Citigroup Global Markets Inc.	\$ 46,200,000	\$ 84,700,000
J.P. Morgan Securities LLC	46,200,000	84,700,000
Mizuho Securities USA LLC	46,200,000	84,700,000
MUFG Securities Americas Inc.	46,200,000	84,700,000
KeyBanc Capital Markets Inc.	30,300,000	55,550,000
SMBC Nikko Securities America, Inc.	30,300,000	55,550,000
Comerica Securities, Inc.	17,100,000	31,350,000
U.S. Bancorp Investments, Inc.	17,100,000	31,350,000
The Williams Capital Group, L.P.	17,100,000	31,350,000
C.L. King & Associates, Inc.	3,300,000	6,050,000
Total	\$ 300,000,000	\$ 550,000,000

The underwriting agreement provides that the obligations of the underwriters to purchase the Bonds are subject to approval of legal matters by counsel and to other conditions. The underwriters are obligated to purchase and accept delivery of all Bonds if any are purchased. The offering of the Bonds by the underwriters is subject to receipt and acceptance of any order and to the underwriters' right to reject any order in whole or in part.

The underwriters propose to offer the Bonds directly to the public at the respective offering prices set forth on the cover page of this prospectus supplement and may offer each series of the Bonds to certain dealers at a price that represents a concession not in excess of 0.400% of the principal amount of the 2028 Bonds and not in excess of 0.525% of the principal amount of the 2049 Bonds. Any underwriter may allow, and any such dealer may reallow, a concession not in excess of 0.250% of the principal amount of the 2028 Bonds, and not in excess of 0.350% of the principal amount of the 2049 Bonds, on sales to certain other dealers. After the initial offering of the Bonds, the underwriters may from time to time vary the respective offering prices and other selling terms.

We estimate that our out-of-pocket expenses for this offering, not including the underwriting discounts and commissions, will be approximately \$1,250,000.

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We have agreed to indemnify the several underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the **Securities Act**), or to contribute to payments that the underwriters may be required to make because of any of those liabilities.

The underwriters have advised us that the representatives currently intend to make a market in the Bonds. However, they are not obligated to do so and they may discontinue any market-making activities with respect to the Bonds at any time without notice. In addition, market-making activity will be subject to the limits imposed by the Securities Act and the Exchange Act.

In connection with this offering, the underwriters may purchase and sell Bonds in the open market. These transactions may include over-allotment, syndicate covering transactions and stabilizing transactions. Over-allotment involves sales of Bonds in excess of the principal amount of Bonds to be purchased by the underwriters in this offering, which creates a short position for the underwriters. Covering transactions involve purchases of the Bonds in the open market after the distribution has been completed in order to cover short positions. Stabilizing transactions consist of certain bids or purchases of Bonds made for the purpose of preventing or retarding a decline in the market price of the Bonds while the offering is in progress. Any of these activities may have the effect of preventing or retarding a decline in the market price of the Bonds. They may also cause the price of the Bonds to be higher than the price that otherwise would exist in the open market in the absence of these transactions. The underwriters may conduct these transactions in the over-the-counter market or otherwise. If the underwriters commence any of these transactions, they may discontinue them at any time without notice.

Table of Contents

The underwriters also may impose a penalty bid. This occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representatives have repurchased Bonds sold by or for the account of such underwriter in stabilizing or short covering transactions.

It is expected that delivery of the Bonds will be made on or about the date specified on the cover page of this prospectus supplement, which will be the tenth business day (T+10) following the date of this prospectus supplement. Under Rule 15c6-1 under the Exchange Act, trades in the secondary market generally are required to settle in two business days (T+2), unless the parties to any such trade expressly agree otherwise. Accordingly, the purchasers who wish to trade the Bonds prior to the second business day prior to settlement will be required to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement and should consult their own advisors.

Other Relationships

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. Certain of the underwriters and their affiliates have performed, and the underwriters and their affiliates may in the future perform, investment banking, commercial banking and advisory services for us and our affiliates from time to time for which they have received, or may in the future receive, customary fees and expenses. Affiliates of certain of the underwriters are lenders to us and our affiliates under our credit facilities.

In the ordinary course of their various business activities, the underwriters and their respective affiliates may make or hold a broad array of investments, including serving as counterparties to certain derivative and hedging arrangements, and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investment and securities activities may involve securities and instruments of ours and our affiliates.

If any of the underwriters or their affiliates has a lending relationship with us, certain of those underwriters or their affiliates routinely hedge, and certain other of those underwriters or their affiliates may hedge, their credit exposure to us consistent with their customary risk management policies. A typical such hedging strategy would include these underwriters or their affiliates hedging such exposure by entering into transactions that consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the Bonds. Any such credit default swaps or short positions could adversely affect future trading prices of the Bonds. The underwriters and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

Selling Restrictions

European Economic Area

The Bonds 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 (**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**); (ii) a customer within the meaning of Directive 2002/92/EC, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) anyone who is not a qualified investor as defined in Directive 2003/71/EC (as amended, the **Prospectus Directive**). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIPs Regulation**) for offering or selling the Bonds or otherwise making them available to retail investors in the EEA has been prepared, and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation. This prospectus supplement and the accompanying prospectus have been prepared on the basis that any offer of Bonds in any Member State of the EEA will be made pursuant to an exemption under the Prospectus Directive from the requirement to publish a prospectus for offers of Bonds. This prospectus supplement and the accompanying prospectus are not a prospectus for the purposes of the Prospectus Directive.

Table of Contents

United Kingdom

Any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000, as amended (the **FSMA**)), in connection with the issue or sale of the Bonds may only be communicated or caused to be communicated in circumstances in which Section 21(1) of the FSMA does not apply to us.

Anything done by any person in relation to the Bonds in, from or otherwise involving the United Kingdom must only be done in compliance with all applicable provisions of the FSMA.

The communication of this prospectus supplement, the accompanying prospectus and any other document or materials relating to the issue of the Bonds offered hereby is not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the FSMA. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom.

The communication of such documents as financial promotions are made only to and directed only at: (i) persons who are outside the United Kingdom; (ii) those persons in the United Kingdom who have professional experience in matters relating to investments and who fall within the definition of investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the **Order**); (iii) high net worth companies, unincorporated associations and other persons falling within Article 49(2)(a) to (d) of the Order; or (iv) any other persons to whom it may otherwise be lawfully communicated in accordance with the Order (all such persons falling within (i)-(iv) together being referred to as **relevant persons**). The Bonds are only available to, and an invitation, offer or agreement to subscribe, purchase or otherwise acquire the Bonds will be engaged only with, relevant persons. Any person who is not a relevant person should not act or rely on this prospectus supplement, the accompanying prospectus or any of their contents.

Switzerland

The Bonds may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange (**SIX**) or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under art. 27 ff. of the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the Bonds or the offering may be publicly distributed or otherwise made publicly available in Switzerland.

Neither this document nor any other offering or marketing material relating to this offering, Consumers or the Bonds have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of the Bonds will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA), and the offer of the Bonds has not been and will not be authorized under the Swiss Federal Act on Collective Investment Schemes (**CISA**). The investor protection afforded to acquirers of interests in collective investment schemes under the CISA does not extend to acquirers of the Bonds.

Canada

The Bonds may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 Prospectus Exemptions or subsection 73.3(1) of the Securities Act (Ontario), and are permitted clients, as defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations. Any resale of the Bonds must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this prospectus supplement and the accompanying prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal advisor.

Pursuant to section 3A.3 of National Instrument 33-105 Underwriting Conflicts (NI 33-105), the underwriters are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with this offering.

Table of Contents

United Arab Emirates

The Bonds have not been, and are not being, publicly offered, sold, promoted or advertised in the United Arab Emirates (including the Dubai International Financial Centre) other than in compliance with the laws of the United Arab Emirates (and the Dubai International Financial Centre) governing the issue, offering and sale of securities. Further, this prospectus supplement and the accompanying prospectus do not constitute a public offer of securities in the United Arab Emirates (including the Dubai International Financial Centre) and are not intended to be a public offer. This prospectus supplement and the accompanying prospectus have not been approved by or filed with the Central Bank of the United Arab Emirates, the Securities and Commodities Authority or the Dubai Financial Services Authority.

Australia

No placement document, prospectus, product disclosure statement or other disclosure document (including as defined in the Corporations Act 2001 (Cth) (**Corporations Act**)) has been or will be lodged with the Australian Securities and Investments Commission (**ASIC**) or any other governmental agency in relation to the offering. This prospectus supplement does not constitute a prospectus, product disclosure statement or other disclosure document for the purposes of the Corporations Act and does not purport to include the information required for a prospectus, product disclosure statement or other disclosure document under the Corporations Act. No action has been taken that would permit an offering of the Bonds in circumstances that would require disclosure under Part 6D.2 or 7.9 of the Corporations Act.

The Bonds may not be offered for sale, nor may application for the sale or purchase of any Bonds be invited in Australia (including an offer or invitation that is received by a person in Australia), and neither this prospectus supplement nor any other offering material or advertisement relating to the Bonds may be distributed or published in Australia unless, in each case:

- (a) the aggregate consideration payable on acceptance of the offer or invitation by each offeree or invitee is at least A\$500,000 (or its equivalent in another currency, in either case, disregarding moneys lent by the person offering the Bonds or making the invitation or its associates) or the offer or invitation otherwise does not require disclosure to investors in accordance with Part 6D.2 or 7.9 of the Corporations Act;
- (b) the offer, invitation or distribution complied with the conditions of the Australian financial services license of the person making the offer, invitation or distribution or an applicable exemption from the requirement to hold such license;
- (c) the offer, invitation or distribution complies with all applicable Australian laws, regulations and directives (including, without limitation, the licensing requirements set out in Chapter 7 of the Corporations Act);
- (d) the offer or invitation does not constitute an offer or invitation to a person in Australia who is a retail client as defined for the purposes of Section 761G of the Corporations Act; and

- (e) such action does not require any document to be lodged with ASIC or the Australian Securities Exchange.

Hong Kong

The contents of this prospectus supplement and the accompanying prospectus have not been reviewed or approved by any regulatory authority in Hong Kong. The Bonds may not be offered or sold in Hong Kong by means of any document other than (i) in circumstances that do not constitute an offer to the public within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32, Laws of Hong Kong) (the **CO**) or (ii) to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the **SFO**) and any rules made thereunder or (iii) in other circumstances that do not result in the document being a prospectus within the meaning of the CO; and no advertisement, invitation or document relating to the Bonds may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to Bonds that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors within the meaning of the SFO and any rules made thereunder.

The offer of the Bonds is personal to the person to whom this prospectus supplement and the accompanying prospectus have been delivered, and a subscription for the Bonds will only be accepted from such person.

Table of Contents

No person to whom a copy of this prospectus supplement and the accompanying prospectus are issued may issue, circulate or distribute this prospectus supplement and the accompanying prospectus in Hong Kong or make or give a copy of this prospectus supplement and the accompanying prospectus to any other person. You are advised to exercise caution in relation to the offer. If you are in any doubt about any of the contents of this prospectus supplement and the accompanying prospectus, you should obtain independent professional advice.

Japan

The Bonds have not been and will not be registered pursuant to Article 4, Paragraph 1 of the Financial Instruments and Exchange Act of Japan (Law No. 25 of 1948, as amended, the **Financial Instruments and Exchange Act**), and each underwriter has agreed that it will not offer or sell any Bonds, directly or indirectly, in Japan or to, or for the account or benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the account or benefit of any resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and any other applicable laws, regulations and ministerial guidelines of Japan in effect at the relevant time.

Taiwan

The Bonds have not been and will not be registered or filed with, or approved by, the Financial Supervisory Commission of Taiwan and/or any other regulatory authority of Taiwan pursuant to relevant securities laws and regulations and may not be sold, issued or offered within Taiwan through a public offering or in circumstances that could constitute an offer within the meaning of the Securities and Exchange Act of Taiwan or relevant laws and regulations that require a registration, filing or approval of the Financial Supervisory Commission of Taiwan and/or any other regulatory authority of Taiwan. No person or entity in Taiwan has been authorized to offer or sell the Bonds in Taiwan through a public offering or in any offering that requires registration, filing or approval of the Financial Supervisory Commission of Taiwan except pursuant to the applicable laws and regulations of Taiwan and the competent authority's rulings thereunder.