



fives

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Nova Alexandre III Announces Offering of Senior Secured Notes

Nova Alexandre III S.A.S. (the “Issuer”), a *société par actions simplifiée* organized and established under the laws of France, intends to raise €425 million of gross proceeds through an offering of senior secured notes due 2029 (the “Notes”), subject to market and other conditions. The Notes will be guaranteed by the Issuer’s direct parent company, Nova Orsay S.A.S., and by the Issuer’s subsidiaries Novafives S.A.S. (“Novafives”) and Fives S.A.S. (together with Novafives, the “Subsidiary Guarantors”) and will be secured on a first-priority basis by pledges over certain assets of the Issuer and the Subsidiary Guarantors. The Issuer intends to use the proceeds of the Notes, together with cash on balance sheet, to redeem in full Novafives’ €325 million aggregate principal amount of 5.00% Senior Secured Notes due 2025 and €275 million aggregate principal amount of Floating Rate Senior Secured Notes due 2025 (the “Existing Notes”) and pay certain fees and expenses related to the transaction.

The Existing Notes are expected to be redeemed concurrently with the issuance of the Notes at the applicable redemption price of 100% of the aggregate outstanding principal amount of the Existing Notes plus accrued and unpaid interest to, but excluding, the redemption date of the Existing Notes.

In connection with the the offering of the Notes, the Issuer intends to enter into a new €140 million super senior revolving credit facility (the “New RCF”) on or prior to the issuance of the Notes pursuant to which it and Fives S.A.S. will be permitted to draw from time to time. The Issuer is currently in discussions for a further €25 million of commitments under the New RCF. The New RCF will be secured by the collateral securing the Notes on a *pari passu* basis with the Notes, although the lenders under the New RCF will have priority with respect to proceeds received upon enforcement of the collateral.

This announcement constitutes a public disclosure of inside information under Regulation (EU) 596/2014 (16 April 2014) and Implementing Regulation (EU) No 2016/1055 (10 June 2016).

The Notes will be offered only to persons in offshore transactions outside the United States pursuant to Regulation S under the U.S. Securities Act of 1933, as amended (the “Securities Act”) and in the United States to qualified institutional buyers pursuant to Rule 144A under the Securities Act, subject to prevailing market and other conditions. There is no assurance that the issuance of the Notes will be completed or, if completed, as to the terms on which it is completed. The Notes have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or unless pursuant to an applicable exemption from the registration requirements of the Securities Act and any other applicable securities laws. This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The Notes 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 (EU) 2016/97 (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the “Prospectus Regulation”).

The Notes 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 (as defined above) in the United Kingdom. The expression “retail investor” in relation to the United Kingdom means a person who is one (or more) of the following: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “EUWA”); (ii) a customer within the meaning of the provisions of the



Financial Services and Markets Act 2000 and any rules or regulations made thereunder to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA.

This announcement does not constitute and shall not, in any circumstances, constitute a public offering nor an invitation to the public in connection with any offer within the meaning of the Prospectus Regulation or otherwise. The offer and sale of the Notes will be made pursuant to an exemption under the Prospectus Regulation from the requirement to produce a prospectus for offers of securities.

In the United Kingdom, this announcement is directed only at (i) persons having professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"), or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order, or (iii) persons to whom it would otherwise be lawful to distribute them, all such persons together being referred to as "Relevant Persons." The Notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Notes will be engaged in only with, Relevant Persons.

MiFID II professionals/ECPs-only/ No PRIIPs KID – Manufacturer target market (MIFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail investors in EEA.

UK MIFIR professionals/ECPs-only/ No UK PRIIPs KID – Manufacturer target market (UK MIFIR product governance) is eligible counterparties and professional clients only (all distribution channels). No UK PRIIPs key information document (KID) has been prepared as not available to retail investors in the United Kingdom.

Neither the content of the Issuer's website nor any website accessible by hyperlinks on the Issuer's website is incorporated in, or forms part of, this announcement. The distribution of this announcement into certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Forward-looking statements

This announcement may include forward-looking statements. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts and include statements regarding the Issuer's or its affiliates' intentions, beliefs or current expectations concerning, among other things, the Issuer's or its affiliates' results of operations, financial condition, liquidity, prospects, growth, strategies and the industries in which they operate. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Readers are cautioned that forward-looking statements are not guarantees of future performance and that the Issuer's or its affiliates' actual results of operations, financial condition and liquidity, and the development of the industries in which they operate may differ materially from those made in or suggested by the forward-looking statements contained in this announcement. In addition, even if the Issuer's or its affiliates' results of operations, financial condition and liquidity, and the development of the industries in which they operate are consistent with the forward-looking statements contained in this announcement, those results or developments may not be indicative of results or developments in subsequent periods.

The forward-looking statements and information contained in this announcement are made as of the date hereof and the Issuer undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.