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**iQera Group S.A.S. Commences Offer to Exchange
the outstanding 4.25% Senior Secured Notes due 2024, the outstanding 6.50% Senior Secured Notes due 2024 and the outstanding Floating Rate Notes due 2024 for new Senior Secured Floating Rate Notes due 2027**

Paris, France — January 17, 2023. iQera Group S.A.S. (the “**Issuer**”) announced today that it has commenced offers to Eligible Holders (as defined below) to exchange any and all of their issued and outstanding 4.25% Senior Secured Notes due 2024, their issued and outstanding 6.50% Senior Secured Notes due 2024, and their issued and outstanding Senior Secured Floating Rate Notes due 2024, all the series set forth in the table below (together, the “**Existing Notes**” and each a “**Series**” of Existing Notes) for new Senior Secured Floating Rate Notes due 2027 (the “**Exchange Notes**”) of the Issuer, plus the applicable Cash Consideration (as defined below), on the terms and subject to the conditions set forth in the exchange offer memorandum dated January 16, 2023 (the “**Exchange Offer Memorandum**”). The Issuer will accept for exchange any and all of the Existing Notes validly exchanged for exchange by Eligible Holders pursuant to the Exchange Offers, subject to the conditions described herein, but reserves the right not to exchange any Existing Notes validly offered for exchange pursuant to the Exchange Offers.

Title of Security	ISIN/Common Code ⁽¹⁾	Aggregate Principal Amount Outstanding	Exchange Consideration ⁽²⁾	Cash Consideration ⁽³⁾	Total Consideration ⁽⁴⁾
4.25% Senior Secured Notes due 2024 ⁽⁵⁾	ISIN: XS1685582105 Common Code: 168558210	€270,000,000	€1,000 in aggregate principal amount of Senior Secured Floating Rate Notes due 2027	€50	€1,050
6.50% Senior Secured Notes due 2024 ⁽⁶⁾	ISIN: XS2239815777 Common Code: 223981577	€199,900,000	€1,000 in aggregate principal amount of Senior Secured Floating Rate Notes due 2027	€50	€1,050
Senior Secured Floating Rate Notes due 2024 ⁽⁷⁾	ISIN: XS1885543691 Common Code: 188554369	€100,000,000	€1,000 in aggregate principal amount of Senior Secured Floating Rate Notes due 2027	€50	€1,050

(1) The Issuer will only accept offers of Existing Notes for exchange with respect to book-entry interests held by Eligible Holders in the Regulation S global notes bearing the ISINs and Common Codes in the above table (the “**Regulation S Existing Notes**”). The Issuer will not accept offers of Existing Notes for exchange with respect to book-entry interests held in any Rule 144A global notes representing the Existing Notes (the “**Rule 144A Existing Notes**”). In order to participate in the Exchange Offers, Eligible Holders of Rule 144A Existing Notes must exchange such Rule 144A Existing Notes for Regulation S Existing Notes and offer the Regulation S Existing Notes by the Expiration Time in the Exchange Offers.

- (2) Per €1,000 principal amount of Existing Notes validly offered for exchange (and not validly withdrawn) and accepted for exchange in the Exchange Offers (exclusive of any accrued and unpaid interest, which will be paid in addition to the Exchange Consideration to, but not including, the Settlement Date).
- (3) Per €1,000 principal amount of Existing Notes accepted for exchange pursuant to the Exchange Offers.
- (4) Per €1,000 principal amount of Existing Notes accepted for exchange pursuant to the Exchange Offers. The “**Total Consideration**” means collectively, the Exchange Consideration and the Cash Consideration (as defined below).
- (5) Referred to herein as the “**2017 Existing Fixed Rate Notes**.”
- (6) Referred to herein as the “**2020 Existing Fixed Rate Notes**.”
- (7) Referred to herein as the “**Existing Floating Rate Notes**.” A pool factor of 57.1429% is applicable to the Existing Floating Rate Notes. When submitting their Exchange Instructions, Eligible Holders of the Existing Floating Rate Notes should incorporate the pool factor in their calculations of the amount of the Existing Floating Rate Notes required to receive at least the minimum denomination of the Exchange Notes.

The Issuer refers to its offers to exchange a Series of Existing Notes individually as an “**Exchange Offer**” and together as the “**Exchange Offers**.”

Concurrently with the Exchange Offer, the Issuer is making an offer to eligible holders of the Existing Notes to tender their Existing Notes for repurchase by the Issuer (the “**Tender Offer**”). The settlement of the Tender Offer is conditioned upon, among other things, satisfaction of the Minimum Condition (as defined below). Eligible Holders may not participate in both the Tender Offer and the Exchange Offers with respect to the same series of Existing Notes.

In addition, the Issuer is proposing to issue new senior secured floating rate notes for cash consideration (the “**New Cash Notes**”) in a separate offering (the “**New Cash Notes Offering**”). The Exchange Notes and the New Cash Notes, if any, will have identical terms and form a single class issued under the same indenture on the Settlement Date. If and to the extent any New Cash Notes are issued, the Issuer intends to use the gross proceeds from the Offering to pay the consideration for the Tender Offer and fees and expenses incurred in connection with the Refinancing, with any remaining proceeds being used for general corporate purposes. The Issuer does not intend to issue a combined aggregate principal amount of New Cash Notes and Exchange Notes that is greater than the aggregate principal amount of Existing Notes outstanding immediately prior to the Refinancing (i.e. €570.0 million) and may, at its sole discretion, decide whether or not to issue any New Cash Notes.

It is expected that the New Cash Notes Offering, the Exchange Offers and the Tender Offer will settle simultaneously on the Settlement Date.

Set forth below is a summary of the important dates in connection with the Exchange Offers. Eligible Holders are advised to check with any bank, securities broker or other intermediary through which they hold Existing Notes as to when such intermediary would need to receive instructions from an Eligible Holder in order for such Eligible Holder to be able to participate in, or revoke its instruction to participate in, the Exchange Offers before the deadlines specified below. The deadlines set by any such intermediary and the relevant Clearing System for the submission of Exchange Instructions may be earlier than the relevant deadlines specified below:

- *Commencement of the Exchange Offers:* January 17, 2023.
- *Commencement of the New Cash Notes Offering:* January 17, 2023
- *Commencement of the Tender Offer:* January 17, 2023
- *Exchange Offers Expiration Time:* 4:00 p.m. London time on January 23, 2023, unless extended, re-opened, amended or earlier terminated pursuant to the terms set forth in the Exchange Offer Memorandum.
- *Tender Offer Expiration Time:* 4:00 p.m. London time on January 23, 2023 (unless extended in accordance with the terms of the Tender Offer)
- *Pricing of the New Cash Notes Offering (if any):* A date to be determined by the Issuer in its sole discretion, which may be on or after the Expiration Time but prior to the Settlement Date.

- *Announcement Date*: As soon as reasonably practicable after the Expiration Time or, in the event that any New Cash Notes are priced prior to the Settlement Date, as soon as reasonably practicable after such pricing.
- *Settlement Date*: Expected to be February 7, 2023 (which is 10 Business Days after the expected Announcement Date), provided that all conditions to the occurrence of the Settlement Date have been satisfied or waived.

The Issuer will accept for exchange any and all of the Existing Notes validly offered for exchange by Eligible Holders pursuant to the Exchange Offers, subject to the conditions described herein, but reserves the right not to exchange any Existing Notes validly offered for exchange pursuant to the Exchange Offers.

The occurrence of the Settlement Date will be conditioned upon not less than €425,000,000 in aggregate principal amount of the Existing Notes then outstanding having been validly offered for exchange (and not validly withdrawn) pursuant to the Exchange Offers on or prior to the Expiration Time (the “**Minimum Condition**”), and on satisfaction of certain other customary conditions, which the Issuer may waive, in whole or in part, in its sole discretion (including, without limitation, satisfactory evidence of all relevant corporate authorizations being in place and valid execution of all relevant transaction documents) (collectively, the “**Settlement Conditions**”).

Each Exchange Offer is directed, and the Exchange Notes will be issued, only to those holders of the Existing Notes (the “Noteholders”) who are not “U.S. persons” (as that term is defined in Rule 902 under the U.S. Securities Act, as amended (the “U.S. Securities Act”)) and are outside the United States transacting in an offshore transaction in accordance with Regulation S under the U.S. Securities Act) (and if they are resident in any member state of the European Economic Area (“EEA”) or the United Kingdom, who are not “retail investors” in the EEA or the United Kingdom) (each such Noteholder, an “Eligible Holder”). The Exchange and Tabulation Agent will require that Noteholders certify that they are Eligible Holders in order for them to access the Exchange Offer Memorandum and participate in the Exchange Offers. Only Noteholders who have certified that they are Eligible Holders are authorized to receive and review the Exchange Offers and to participate in the Exchange.

Only Eligible Holders are authorized to participate in the Exchange Offers. Eligible Holders may participate in the Exchange Offers (such Eligible Holders, the “**Participating Holders**”) prior to the Expiration Time by validly submitting an Exchange Instruction in the form described in the Exchange Offer Memorandum (an “**Exchange Instruction**”) to the Issuer and the Exchange and Tabulation Agent. The purpose of the Exchange Offers is to extend a significant proportion of maturities related to the Existing Notes as part of the Issuer’s proactive liability management program. Each Exchange Instruction submitted by an Eligible Holder pursuant to the Exchange Offers is irrevocable and cannot be withdrawn, except in the limited circumstances described in the Exchange Offer Memorandum.

On the Settlement Date, subject to the Minimum Condition and the Settlement Conditions provided in the Exchange Offer Memorandum, including the Issuer’s ability, in its sole discretion, to waive such conditions or terminate the Exchange Offers, the Issuer will accept all Existing Notes validly offered for exchange (and not validly withdrawn), and the Issuer will issue the Exchange Notes, as applicable, in respect of such Existing Notes offered for exchange. Existing Notes that are exchanged for Exchange Notes will be retired and cancelled.

The Exchange Instruction will include an authorization to Euroclear Bank SA/NV (“**Euroclear**”) and Clearstream Banking, S.A. (“**Clearstream**”), as applicable, to block the Existing Notes so offered for exchange, so that no transfers of such Existing Notes may be effected at any time from and including the date on which such Participating Holder submits its Exchange Instruction until the earlier of (i) the time of settlement on the Settlement Date and (ii) the date of any termination of the Exchange Offers (including where such Existing Notes are not accepted for exchange) or on which the Exchange Instruction is validly withdrawn.

Any investor whose Existing Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to participate in the Exchange Offers.

The Exchange Notes will not be registered under the U.S. Securities Act, any U.S. state securities laws or the securities laws of any other jurisdiction. Accordingly, the Exchange Notes will be subject to restrictions on transferability and resale and may not be transferred or resold except as set forth in the Exchange Offer Memorandum.

Consummation of the Exchange Offers and delivery of the Total Consideration for the Existing Notes accepted for exchange are subject to the satisfaction or waiver of certain conditions described in the Exchange Offer Memorandum. Subject to applicable law, the Issuer has reserved the right, at its option and in its discretion, at any time and in relation to any or all Exchange Offers: (a) extend the Expiration Time or the Settlement Date or re-open the Exchange Offers; (b) otherwise extend, re-open or amend the Exchange Offers in any respect with or without extending the Expiration Time; (c) delay the exchange of validly offered for exchange (and not validly withdrawn) Existing Notes accepted for exchange in the Exchange Offers until satisfaction or waiver (to the extent permitted by law) of the Settlement Conditions; (d) terminate the Exchange Offers, including with respect to Exchange Instructions, submitted before the time of such termination; or (e) withdraw the Exchange Offers from any one or more jurisdictions.

This announcement is a summary of the Exchange Offer Memorandum only. It highlights selected information contained in the Exchange Offer Memorandum and does not contain all of the information that Eligible Holders should consider before making a determination with respect to the Exchange Offer. The Exchange Offer Memorandum sets forth full details of the transactions summarized in this announcement and Eligible Holders (as defined below) are urged to read the Exchange Offer Memorandum in its entirety. Capitalized terms used but not defined in this announcement have the meanings given to them in the Exchange Offer Memorandum. Capitalized terms used in this announcement but not otherwise defined have the meaning given in the Exchange Offer Memorandum.

Additional Information

The Exchange Offer Memorandum will also be made available to all Eligible Holders through the Exchange and Tabulation Agent:

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This document is not an offer of securities to U.S. persons or in the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States.

This document, the Exchange Offer Memorandum and any other documents or materials relating to the Exchange Offer are 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 Financial Services and Markets Act 2000, as amended (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 and/or materials is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may only be communicated to (1) persons who have professional experience in matters relating to investments, being “investment professionals” as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”); (2) persons who fall within Article 43(2) of the Order; (3) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order; or (4) any other persons to whom these documents and/or materials may lawfully be communicated. Any investment or investment activity to which the Exchange Offer Memorandum relates is available only to such persons or will be engaged in only with such persons and other persons should not rely on it.

In addition, if and to the extent that this announcement is communicated in, or the offer of securities to which it relates is made in any EEA member state, this announcement and the offering of any securities described

herein are only addressed to and directed at persons in that member state of the EEA who are “qualified investors” within the meaning of Regulation (EU) 2017/1129 (as amended, the “**EU Prospectus Regulation**”) (or who are other persons to whom the offer may lawfully be addressed) and must not be acted on or relied on by other persons in that member state of the EEA. The offer and sale of the Notes will be made pursuant to an exception under the EU Prospectus Regulation from the requirement to produce a prospectus for offers of securities. This announcement does not constitute a prospectus within the meaning of the EU Prospectus Regulation or an offer to the public.

If and to the extent that this announcement is communicated in, or the offer of securities to which it relates is made in the United Kingdom, this announcement and the offering of any securities described herein are only addressed to and directed at persons in the United Kingdom who are “qualified investors” within the meaning of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”) (or who are other persons to whom the offer may lawfully be addressed) and must not be acted on or relied on by other persons in the United Kingdom. The offer and sale of the Notes will be made pursuant to an exception under the UK Prospectus Regulation from the requirement to produce a prospectus for offers of securities. This announcement does not constitute a prospectus within the meaning of the UK Prospectus Regulation or an offer to the public.

The distribution of the Exchange Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession the Exchange Offer Memorandum comes are required by the Issuer and the Trustee to inform themselves about, and to observe, any such restrictions.

Forward-looking statements

This press release may include forward looking statements. These forward looking statements can be identified by the use of forward looking terminology, including the terms as “believe”, “expect”, “anticipate”, “may”, “assume”, “plan”, “intend”, “will”, “should”, “estimate”, “risk” and 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 iQera Group’s or any of its affiliates’ intentions, beliefs or current expectations concerning, among other things, iQera Group’s or any of 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 iQera Group’s or any of 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 press release. In addition, even if iQera Group’s or any of 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 press release, those results or developments may not be indicative of results or developments in subsequent periods.

This announcement shall not constitute an offer to sell or a solicitation of an offer to purchase securities.