

**CMJ Holdings S.A.**

**Offer to Exchange any and all of its outstanding  
Zero Coupon Notes due 15 December 2022  
(ISIN XS1336192163)**

CMJ Holdings S.A. (the “Issuer”), a Luxembourg *société anonyme*, having its registered office at 4a, boulevard Grand-Duchesse Charlotte, L-1330 Luxembourg, registered with the Luxembourg Companies and Trade Register under number B 111.733 is offering, upon the terms and conditions set forth in the offering memorandum dated December 8, 2022 (the “Offering Memorandum”), to exchange on 8 December 2022 (the “Exchange Offer”) any and all outstanding Zero Coupon Notes due 15 December 2022 (the “Old Notes”) for newly issued EUR 222,000,000.- Convertible Zero Coupon Notes due 8 December 2029 (the “New Notes”).

The Exchange Offer will commence on November 18, 2022 and will expire at 4:00 p.m., Luxembourg City time, on November 30, 2022 (the “Expiration Date”), unless extended. If the Exchange Offer is extended, we will publish a notice in Luxembourg, and we will notify the Luxembourg Stock Exchange of the new Expiration Date. The terms of the New Notes are subject to the terms and conditions of the Offering Memorandum.

We will apply, through Banque Internationale à Luxembourg S.A. (the “Luxembourg Listing Agent”), to have the New Notes listed on the Luxembourg Stock Exchange and admitted to trading on the Euro MTF market. All of the Old Notes are currently listed on the Luxembourg Stock Exchange and are admitted to trading on the Euro MTF market.

You should consider the risk factors set forth in the Offering Memorandum before participating in the Exchange Offer.

The present notice is issued in order to collect the confirmation that the Noteholders agree to participate to the Exchange Offer, by directing its bank to participate and present the Old Notes to the Exchange Offer.

Any Noteholder which would not direct its bank to participate and present the Old Notes for exchange at the latest on the Expiration Date, will be considered as having agreed to present the Old Notes on the present Exchange Offer

You may also obtain additional copies of the Offering Memorandum and related documents from our Luxembourg Listing Agent at the following address:

**Banque Internationale à Luxembourg S.A.**  
69 route d’Esch  
L - 2953 Luxembourg  
Grand Duchy of Luxembourg

**18 November, 2022**