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This press release is for information purpose only and does not constitute an offer to sell or a solicitation of an offer to buy any securities and the offer of the Bonds (as defined below) does not constitute a public offering (other than to qualified investors) in any jurisdiction, including France.

The Bonds have been offered only to qualified investors which include, for the purpose of this press release, professional clients and eligible counterparties. The securities may not be offered or sold or otherwise made available to retail investors. No key information document under the EU PRIIPs Regulation or the UK PRIIPs Regulation has been and will be prepared

## **SUCCESSFUL ISSUANCE BY NEXITY OF BONDS CONVERTIBLE INTO NEW SHARES AND/OR EXCHANGEABLE FOR EXISTING SHARES (OCEANES) DUE 2028 FOR APPROXIMATELY €240M AND RESULTS OF THE CONCURRENT REPURCHASE OF THE OUTSTANDING OCEANES DUE 2023 ISSUED IN MAY 2016 BY WAY OF A REVERSE BOOKBUILDING PROCESS**

Paris, April 13<sup>th</sup> 2021

### **Final terms of the bonds convertible into new shares and/or exchangeable for existing shares due April 19<sup>th</sup> 2028 (the “2028 OCEANES” or the “Bonds”)**

Nexity (the “**Company**” or “**Nexity**”) has successfully completed today an issuance of 2028 OCEANES, for a nominal amount of €239,999,945.86 (the “**Issuance**”).

The net proceeds of this Issuance will be used to extend the maturity of Nexity’s indebtedness by financing the repurchase of part the outstanding €270m OCEANES due 2023 issued on May 13<sup>th</sup> 2016 (the “**2023 OCEANES**”) tendered by their holders during the repurchase proposal (as detailed further below).

The nominal unit value per 2028 OCEANE has been set at EUR 59.81, representing a premium of 35% above Nexity’s reference share price<sup>1</sup> on the regulated market of Euronext in Paris (“**Euronext Paris**”).

The 2028 OCEANES will be issued at par and will bear interest at an annual rate of 0.875%, payable semi-annually in arrears on April 19<sup>th</sup> and October 19<sup>th</sup> of each year (or on the following business day if such date is not a business day) and for the first time on October 19<sup>th</sup> 2021.

The settlement and delivery of the 2028 OCEANES is expected to take place on April 19<sup>th</sup> 2021 (the “**Issue Date**”).

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<sup>1</sup> The reference share price is equal to the volume-weighted average price of Nexity’s share on Euronext Paris between the opening of trading on April 13<sup>th</sup> 2021 and the pricing of the Bonds on the same day

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### **Dilution**

Given the issuance of a €240 million euros nominal amount and a par value of 59.81 euros per 2028 OCEANEs, and the repurchase by the Company of 92.8% of the 2023 OCEANEs initially issued through the Repurchase, the resulting dilution approximately represents 7.83% of the outstanding share capital, if the Company decided to deliver only new shares.

For information purposes, in the event of a repurchase or early redemption by the Company of all the 2023 OCEANEs initially issued, the potential dilution would be reduced from 9.46% of the share capital of the Company prior to the transaction to 7.15% of the share capital of the Company after completion of the transaction, if the Company decided to deliver only new shares.

### **Redemption**

Unless previously converted and/or exchanged, redeemed or repurchased and cancelled, the 2028 OCEANEs will be redeemed at par on April 19<sup>th</sup>, 2028 (or on the following business day if this date is not a business day) (the “**Maturity Date**”).

The 2028 OCEANEs may be redeemed before the Maturity Date at the option of Nexity, under certain conditions, and at the option of bondholders in case of Change of Control or a Delisting Event (as defined in the terms and conditions of the 2028 OCEANEs).

In particular, the 2028 OCEANEs may be fully redeemed at Nexity’s option at any time from May 12<sup>th</sup>, 2025 until the Maturity Date, subject to a minimum 30 (but no more than 60) days’ prior notice, if the arithmetic average of the products of Nexity’s share volume-weighted average price on Euronext Paris and the prevailing conversion ratio (calculated over a period of 20 consecutive trading days chosen by the Company from among the 30 consecutive trading days ending on (and including) the trading day immediately preceding the day of the publication of the early redemption notice) exceeds 130% of the nominal value of the 2028 OCEANEs.

The 2028 OCEANEs may also be fully redeemed at any time, subject to a minimum 30 (and a maximum 60) days’ prior notice, if 85% or more in principal amount of the 2028 OCEANEs originally issued have been converted/exchanged and/or redeemed and/or purchased by Nexity and cancelled.

### **Lock-up**

In the context of the Issuance, the Company agreed to a lock-up undertaking for a period starting from the announcement of the final terms of the 2028 OCEANEs and ending 90 calendar days after the settlement and delivery date of the 2028 OCEANEs, subject to certain customary exceptions.

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## **Legal framework**

An application will be made for the admission of the 2028 OCEANEs to trading on Euronext Access™, the non-regulated market of Euronext Paris. Such admission to trading is expected within 30 days from the settlement date.

The 2028 OCEANEs, will be issued as per the 28<sup>th</sup> resolution approved by the shareholders' ordinary and extraordinary general meeting held on May 19<sup>th</sup>, 2020 and have been offered by way of a placement, in France and outside France (excluding the United States of America, Canada, Australia, South Africa and Japan) to qualified investors only as defined in article 2(e) of Regulation (EU) 2017/1129 in accordance with Article L.411-2 1° of the French Monetary and Financial Code (*Code monétaire et financier*).

## **Available information**

The Issuance and the admission to trading on Euronext Access™ are not subject to a prospectus approved by the French Financial Market Authority (*Autorité des marchés financiers*) (the "AMF"). Detailed information on Nexity, including its business, results, prospects and related risk factors are described in the Company's universal registration document (*document d'enregistrement universel*) filed with the AMF on April, 9<sup>th</sup> 2021 under number D.21-0283, which is available together with other regulated information and all press releases of the Company, on Nexity's website ([www.nexity.fr](http://www.nexity.fr)).

The offering is being managed by BNP PARIBAS, Crédit Agricole Corporate and Investment Bank, J.P. Morgan AG acting as Joint Global Coordinators and Joint Bookrunners (together the "**Joint Bookrunners**"). The Repurchase (as defined below) is being managed by BNP PARIBAS, Crédit Agricole Corporate & Investment Bank, J.P. Morgan AG acting as Joint Dealer Managers.

## **Repurchase under certain conditions of the "2023 OCEANEs" (ISIN code: FR0013170925)**

Concurrently to the launch of the offering of the 2028 OCEANEs, Nexity has collected today indication of interests to tender 92.8% of the 2023 OCEANEs, whose outstanding amount is equal to the initial issue amount, i.e. €269,999,943.80 corresponding to 4,199,066 2023 OCEANEs.

The repurchase price for the Repurchase is equal to 66.90 euros per 2023 OCEANE (including accrued interest).

## **Transaction Conditions**

The Repurchase was targeted at holders of the 2023 OCEANEs that are eligible in their respective jurisdictions, in particular that are not persons located or resident in the United States or persons acting for the account or benefit of such persons willing to sell their 2023 OCEANEs to Nexity.

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The settlement and delivery of the Repurchase is expected to occur on April 20<sup>th</sup> 2021, subject to the condition precedent of the settlement and delivery of the 2028 OCEANEs on April 19<sup>th</sup> 2021.

The 2023 OCEANEs repurchased by the Company will be cancelled in accordance with their terms and conditions and in accordance with the law.

The Company also reserves the right, after completion of Repurchase, to exercise its right to redeem, at its option, the outstanding 2023 OCEANEs in accordance with their terms and conditions.

#### INDICATIVE TIMETABLE

April 19 <sup>th</sup> 2021	Settlement and delivery of the 2028 OCEANEs issuance
April 20 <sup>th</sup> 2021	Settlement and delivery of the Repurchase

#### **AT NEXITY, WE AIM TO SERVE ALL OUR CLIENTS AS THEIR REAL ESTATE NEEDS EVOLVE**

With more than 11,000 employees and €4.9 billion in revenue in 2020, Nexity is France's leading integrated real estate group, with a nationwide presence and business operations in all areas of real estate development and services for individuals, companies and local authorities.

Our services platform is designed to serve all our clients as their real estate needs evolve.

Firmly committed to focusing on people and how they are connected with each other, their cities and the environment, Nexity was named the number-one low-carbon project owner in France among real estate developers ranked by BBKA in 2020, is a member of the Bloomberg Gender-Equality Index (GEI) and obtained Great Place to Work certification in 2020.

Nexity is listed on the SRD, Euronext's Compartment A and the SBF 120.

#### **CONTACT**

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#### **Disclaimer**

#### **Important information**

*This press release may not be released, published or distributed, directly or indirectly, in or into the United States of America, Australia, Canada, South Africa or Japan. The distribution of this press release may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes, should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.*

*No communication or information relating to the offering of the Bonds may be transmitted to the public in a country where there is a registration obligation or where an approval is required. No action has been or will be taken in any country in which such registration or approval would be required. The issuance or the subscription*

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*of the Bonds may be subject to legal and regulatory restrictions in certain jurisdictions; none of Nexity and the Joint Bookrunners assumes any liability in connection with the breach by any person of such restrictions.*

*This press release is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129 (as amended the “**Prospectus Regulation**”) and Regulation (EU) 2017/1129 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”).*

*This press release is not an offer to the public, an offer to subscribe or designed to solicit interest for purposes of an offer to the public other than to qualified investors in any jurisdiction, including France.*

*The Bonds have been offered only by way of a placement in France and outside France (excluding the United States of America, Australia, Canada, South Africa and Japan), solely to qualified investors as defined in point (e) of article 2 of the Prospectus Regulation and article 2 of the UK Prospectus Regulation and there will be no public offering in any country (including France) in connection with the Bonds, other than to qualified investors. This press release does not constitute a recommendation concerning the issue of the Bonds. The value of the Bonds and the shares can decrease as well as increase. Potential investors should consult a professional adviser as to the suitability of the Bonds for the person concerned.*

#### **Prohibition of sales to retail investors in the European Economic Area**

*No action has been undertaken or will be undertaken to make available any Bonds to any retail investor in the European Economic Area.*

*For the purposes of this press release,*

- a) *the expression “retail investor” means a person who is one (or more) of the following:*
- i. *a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or*
  - ii. *a customer within the meaning of Directive (EU) 2016/97 (as amended, the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or*
  - iii. *a person other than a “qualified investor” as defined in the Prospectus Regulation.*
- b) *the expression “offer” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Bonds to be offered so as to enable an investor to decide to purchase or to subscribe to the Bonds.*

*Consequently no key information document required by Regulation (EU) 1286/2014 (as amended, the “**EU PRIIPs Regulation**”) for offering or selling the Bonds or otherwise making them available to retail investors in the European Economic Area has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the European Economic Area may be unlawful under the PRIIPs Regulation.*

#### **Prohibition of sales to retail investors in the United Kingdom**

*No action has been undertaken or will be undertaken to make available any Bonds to any retail investor in the United Kingdom.*

*For the purposes of this provision:*

- (a) *the expression retail investor 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**”); or*

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- ii. *a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, "FSMA") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, 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 the UK Prospectus Regulation as it forms part of domestic law by virtue of the EUWA; and*

*(b) the expression an "offer" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Bonds to be offered so as to enable an investor to decide to purchase or subscribe for the Bonds.*

*Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Bonds or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.*

#### **France**

*The Bonds have not been and will not be offered or sold or caused to be offered or sold, directly or indirectly, to the public in France other than to qualified investors. Any offer or sale of the Bonds and distribution of any offering material relating to the Bonds have been and will be made in France only to qualified investors as defined in point (e) of article 2 of the Prospectus Regulation.*

#### **United Kingdom**

*In the United Kingdom, this press release is addressed and directed only (i) to investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Order") or (ii) to 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 (the persons mentioned in paragraphs (i) and (ii) all deemed relevant persons ("Relevant Persons")). The Bonds are only available to Relevant Persons, and any invitation, offer or agreement to subscribe, purchase, or otherwise acquire the Bonds may be addressed and/or concluded only with Relevant Persons. All persons other than Relevant Persons must abstain from using or relying on this document and all information contained therein.*

*This press release is not a prospectus which has been approved by the Financial Conduct Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the FSMA.*

#### **United States of America**

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*of the United States of America, in accordance with Regulation S under the Securities Act. Nexity does not intend to register any portion of the proposed offering in the United States of America and no public offering will be made in the United States of America.*

***Australia, Canada, South Africa and Japan***

*The Bonds may not and will not be offered, sold or purchased in Australia, Canada, South Africa or Japan. The information contained in this press release does not constitute an offer of securities for sale in Australia, Canada, South Africa or Japan.*

*The distribution of this press release in certain countries may constitute a breach of applicable law.*

***MiFID II – Target Market: Professional Investors and Eligible Counterparties and Retail Investors (France only)***

*Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Bonds has led to the conclusion that: (i) the target market for the Bonds is French retail investors, eligible counterparties and professional clients, each as defined in MiFID II; and (ii) all channels for distribution of the Bonds to French retail investors, eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Bonds (a "distributor") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.*