

7 novembre 2022

LA FINANCIERE ATALIAN ANNONCE LE REMBOURSEMENT INTEGRAL CONDITIONNEL DES *SENIOR NOTES* A ECHEANCE 2024 ET 2025

La Financière Atalian (« **LFA** ») annonce le remboursement intégral conditionnel des (i) *Senior Notes* de 625 millions d'euros à échéance 2024, (ii) *Senior Notes* de 350 millions d'euros à échéance 2025 et (iii) *Senior Notes* de 225 millions de livres sterling à échéance 2025 ((i), (ii) et (iii) ensemble, les « **Senior Notes** »).

Le rachat est conditionné à la réalisation du projet d'acquisition de la totalité du capital social émis et des droits de vote de LFA par une société affiliée de Clayton, Dubilier & Rice (« **CD&R** ») qui est soumis pour consultation aux instances représentatives du personnel compétentes et reste soumis à un certain nombre de conditions, notamment celles visées dans le communiqué de presse de LFA du 28 juillet 2022. Les modalités de remboursement et les conditions sont détaillées dans les avis de remboursement (chacun, un « **Avis de remboursement** ») annexés au présent communiqué de presse.

Le remboursement devrait avoir lieu le premier jour ouvrable suivant la réalisation du projet d'acquisition de LFA par CD&R. LFA estime que la date de réalisation de la transaction proposée pourrait intervenir dès le 15 décembre 2022, ce qui conduirait provisoirement à une date de remboursement du 16 décembre 2022. Comme détaillé plus loin dans les avis de remboursement, avant la date de remboursement provisoirement fixée, les avis conditionnels de remboursement pourraient être modifiés par LFA par avis délivré au plus tard deux jours ouvrables avant la date de remboursement qui y est indiquée afin notamment de reporter la date de remboursement.

INVESTOR CONTACT

Jean-Michel Bonamy, *Head of Investor Relations & M&A*
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NOTICE OF CONDITIONAL FULL REDEMPTION

LA FINANCIERE ATALIAN

Notes	ISIN / Common Code
€625,000,000 4.00% Senior Notes due 2024	Regulation S Global Notes: ISIN XS1605600532 Common Code 160560053 144 A Global Notes: ISIN XS1605695813 Common Code 160569581

This notice of redemption is conditional

NOTICE IS HEREBY GIVEN by La Financière Atalian (the “**Issuer**”) in accordance with Section 3.03 (*Notice of Redemption*) of the indenture dated May 5, 2017 among the Issuer, Atalian S.A.S.U. and Atalian Propreté (formerly known as Atalian Cleaning) as Subsidiary Guarantors, The Bank of New York Mellon, London Branch, as Trustee, Principal Paying Agent and Transfer Agent and The Bank of New York Mellon SA/NV, Luxembourg Branch, as Registrar (the “**Indenture**”) relating to the Issuer’s 4.00% Senior Notes due 2024 (the “**Notes**”), to the Holders of the Notes that, pursuant to clause (d) of Section 3.07 (*Optional Redemption*) of the Indenture, the Issuer has exercised its right to redeem, and does hereby call for redemption and will redeem on the Redemption Date (as defined below), subject to the Condition (as defined below), all Notes not heretofore delivered to the Trustee for cancellation at a redemption price of 100.00% of the principal amount of such Notes, plus accrued and unpaid interest thereon, to the Redemption Date.

All capitalized terms used and not otherwise defined in this notice of redemption have the meaning given to them in the Indenture. This notice of redemption is given by La Financière Atalian, the Issuer. The terms and conditions of the redemption are as follows:

1. The entire outstanding aggregate principal amount of the Notes on the Redemption Date will, subject to the satisfaction or waiver of the Condition (as defined below), be redeemed in accordance with clause (d) of Section 3.07 (*Optional Redemption*) of the Indenture and paragraph 3(d) of the Notes.
2. The redemption date, subject to the satisfaction or waiver of the Condition (as defined below), will be December 16, 2022 (the “**Redemption Date**”) (or such later date stated in an Amended Notice of Redemption (as defined below)) and the record date (the “**Record Date**”), on which any Holder must hold any Notes to be entitled to the Redemption Amount (as defined below) will be December 15, 2022, the Business Day immediately prior to the Redemption Date (or such later date stated in an Amended Notice of Redemption (as defined below)).
3. The redemption price is 100.000% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest from November 15, 2022 to, but not including, the Redemption Date (and totalling €2,152,777.78 (or such other amount stated in an Amended Notice of Redemption (as defined below))), resulting in an aggregate payment to the Holders on the Record Date of €627,152,777.78 (the “**Redemption Amount**”), assuming that December 16, 2022 is the Redemption Date.
4. No Additional Amounts are expected to be payable in connection with the redemption of the

Notes unless there occurs a change of law after the date of this notice of redemption but prior to the Redemption Date requiring deduction or withholding of Taxes, in which case Additional Amounts (if any) will be payable in accordance with the terms of the Indenture.

5. To collect the redemption price, plus accrued and unpaid interest, if any, and Additional Amounts, if any, the Notes called for redemption must be surrendered to The Bank of New York Mellon, London Branch as Principal Paying Agent, at 160 Queen Victoria Street, London, EC4V 4LA, United Kingdom – Attn: Corporate Trust.
6. Subject to the satisfaction of the Condition, unless the Issuer defaults in making payment of the Redemption Amount or the Principal Paying Agent is prohibited from making such payment pursuant to the terms of the Indenture, interest and Additional Amounts, if any, on the Notes will cease to accrue on and after the Redemption Date.
7. The ISINs and Common Codes in relation to the Notes being redeemed are as set forth above. No representation is made as to the correctness or accuracy of such numbers listed in this notice of redemption or printed on the Notes. The ISINs and Common Codes are included herein solely for the convenience of the registered owners of the Notes.
8. The Issuer’s obligation to redeem any of the Notes on the Redemption Date is conditioned, in accordance with clause (g) of Section 3.07 (*Optional Redemption*) of the Indenture, upon the completion of the sale of the entire issued share capital and voting rights of the Issuer to an affiliate of Clayton, Dubilier & Rice (“**CD&R**”) in accordance with the provisions of a share purchase agreement entered or to be entered into between, among others, Atalian Holding Development and Strategy, the majority shareholder of the Issuer, and CD&R and the availability to the Issuer, on the Business Day immediately prior to the Redemption Date, of funds obtained from the proceeds of such completion, in an amount sufficient to allow for the reimbursement of the Redemption Amount (the “**Condition**”).
9. In the event that the Condition is not satisfied (or waived by the Issuer in its sole discretion) on or by December 15, 2022 (or such later date stated in an Amended Notice of Redemption (as defined below)), the redemption may not occur and this notice of redemption may be rescinded. Accordingly, none of the Notes shall be deemed due and payable on the Redemption Date unless and until the Condition is satisfied or waived by the Issuer in its sole discretion. If the Condition is not satisfied or waived, any Notes previously surrendered to the Paying Agent shall be returned to the Holders thereof. The Issuer will provide notice to the Trustee and the Paying Agent of any such revocation of this notice of redemption on or before December 13, 2022 (or such later date stated in an Amended Notice of Redemption (as defined below)).
10. The Issuer reserves its right, at any time prior to the Redemption Date (as extended, as the case may be, by an Amended Notice of Redemption (as defined below)), to amend and/or withdraw this notice of redemption with respect to all or any part of it. In particular, the Issuer may postpone the Redemption Date stated herein (the “**Initial Redemption Date**”) and amend, where necessary, other provisions of this notice of redemption in order to reflect such postponement, by delivery of an amended notice of redemption no later than two Business Days prior to (i) the Initial Redemption Date or (ii) the Initial Redemption Date as extended pursuant to a former Amended Notice of Redemption, as applicable (the “**Amended Notice of Redemption**”).

Enquiries about the above notice should be directed to the Issuer as set out below:

La Financière Atalian
56 rue Ampère
75017 Paris
France

NOTICE OF CONDITIONAL FULL REDEMPTION

LA FINANCIERE ATALIAN

Notes	ISIN / Common Code
€350,000,000 5.125% Senior Euro Notes due 2025	Regulation S Global Notes: ISIN XS1820759147 Common Code 182075914 144 A Global Notes: ISIN XS1820759576. Common Code 182075957
£225,000,000 6.625% Senior Sterling Notes due 2025	Regulation S Global Notes: ISIN XS1820760079 Common Code 182076007 144 A Global Notes: ISIN XS1820760319 Common Code 182076031

This notice of redemption is conditional

NOTICE IS HEREBY GIVEN by La Financière Atalian (the “**Issuer**”) in accordance with Section 3.03 (*Notice of Redemption*) of the indenture dated May 9, 2018 among the Issuer, Atalian S.A.S.U., Atalian Europe S.A. and Atalian Global Services UK 2 Limited as Subsidiary Guarantors, The Bank of New York Mellon, London Branch, as Trustee, Principal Paying Agent and Transfer Agent and The Bank of New York Mellon SA/NV, Luxembourg Branch, as Registrar (the “**Indenture**”) relating to the Issuer’s (i) 5.125% Senior Euro Notes due 2025 (the “**Euro Notes**”) and (ii) 6.625% Senior Sterling Notes due 2025 (the “**Sterling Notes**”, and together with the Euro Notes, the “**Notes**”), to the Holders of the Notes that, pursuant to clause (d) of Section 3.07 (*Optional Redemption – Euro Notes*) (in the case of the Euro Notes) and clause (d) of Section 3.08 (*Optional Redemption – Sterling Notes*) (in the case of the Sterling Notes) of the Indenture, the Issuer has exercised its right to redeem, and does hereby call for redemption and will redeem on the Redemption Date (as defined below), subject to the Condition (as defined below), all Notes not heretofore delivered to the Trustee for cancellation at a redemption price of 101.28125% of the principal amount of the Euro Notes and 101.65625% of the principal amount of the Sterling Notes, in each case plus accrued and unpaid interest thereon, to the Redemption Date.

All capitalized terms used and not otherwise defined in this notice of redemption have the meaning given to them in the Indenture. This notice of redemption is given by La Financière Atalian, the Issuer. The terms and conditions of the redemption are as follows:

1. The entire outstanding aggregate principal amount of the Notes on the Redemption Date will, subject to the satisfaction or waiver of the Condition (as defined below), be redeemed in accordance with clause (d) of Section 3.07 (*Optional Redemption – Euro Notes*) (in the case of the Euro Notes), clause (d) of Section 3.08 (*Optional Redemption – Sterling Notes*) (in the case of the Sterling Notes) of the Indenture and paragraph 3(c) of each of the Euro Notes and Sterling Notes.
2. The redemption date, subject to the satisfaction or waiver of the Condition (as defined below), will be December 16, 2022 (the “**Redemption Date**”) (or such later date stated in an Amended Notice of Redemption (as defined below)) and the record date (the “**Record Date**”), on which

any Holder must hold any Euro Notes or Sterling Notes, as applicable, to be entitled to the relevant Euro Notes Redemption Amount or Sterling Notes Redemption Amount (as defined below) will be December 15, 2022, the Business Day immediately prior to the Redemption Date (or such later date stated in an Amended Notice of Redemption) (as defined below).

3. The redemption price is 101.28125% of the principal amount of the Euro Notes to be redeemed and 101.65625% of the principal amount of the Sterling Notes to be redeemed, in each case plus accrued and unpaid interest from December 15, 2022 to, but not including, the Redemption Date (and totalling €49,826.39 in the case of the Euro Notes and £41,406.25 in the case of the Sterling Notes (or such other amount stated in an Amended Notice of Redemption (as defined below))), resulting in an aggregate payment to the Holders on the Record Date of €354,534,201.39 (the “**Euro Notes Redemption Amount**”), and Holders of Sterling Notes on the Record Date of £228,767,968.75 (the “**Sterling Notes Redemption Amount**”), in each case assuming that December 16, 2022 is the Redemption Date.
4. No Additional Amounts are expected to be payable in connection with the redemption of the Notes unless there occurs a change of law after the date of this notice of redemption but prior to the Redemption Date requiring deduction or withholding of Taxes, in which case Additional Amounts (if any) will be payable in accordance with the terms of the Indenture.
5. To collect the redemption price, plus accrued and unpaid interest, if any, and Additional Amounts, if any, the Notes called for redemption must be surrendered to The Bank of New York Mellon, London Branch as Principal Paying Agent, at 160 Queen Victoria Street, London, EC4V 4LA, United Kingdom – Attn: Corporate Trust.
6. Subject to the satisfaction of the Condition, unless the Issuer defaults in making payment of the Euro Notes Redemption Amount or the Sterling Notes Redemption Amount, as applicable, or the Principal Paying Agent is prohibited from making such payment pursuant to the terms of the Indenture, interest and Additional Amounts, if any, on the Notes will cease to accrue on and after the Redemption Date.
7. The ISINs and Common Codes in relation to the Notes being redeemed are as set forth above. No representation is made as to the correctness or accuracy of such numbers listed in this notice of redemption or printed on the Notes. The ISINs and Common Codes are included herein solely for the convenience of the registered owners of the Notes
8. The Issuer’s obligation to redeem any of the Notes on the Redemption Date is conditioned, in accordance with clause (g) of Section 3.07 (*Optional Redemption – Euro Notes*) (in the case of the Euro Notes) and clause (g) of Section 3.08 (*Optional Redemption – Sterling Notes*) (in the case of the Sterling Notes) of the Indenture, upon the completion of the sale of the entire issued share capital and voting rights of the Issuer to an affiliate of Clayton, Dubilier & Rice (“**CD&R**”) in accordance with the provisions of a share purchase agreement entered or to be entered into between, among others, Atalian Holding Development and Strategy, the majority shareholder of the Issuer, and CD&R and the availability to the Issuer, on the Business Day immediately prior to the Redemption Date, of funds obtained from the proceeds of such completion, in an amount sufficient to allow for the reimbursement of the Redemption Amount (the “**Condition**”).
9. In the event that the Condition is not satisfied (or waived by the Issuer in its sole discretion) on or by December 15, 2022 (or such later date stated in an Amended Notice of Redemption (as defined below)), the redemption may not occur and this notice of redemption may be rescinded. Accordingly, none of the Notes shall be deemed due and payable on the Redemption Date unless and until the Condition is satisfied or waived by the Issuer in its sole discretion. If the Condition is not satisfied or waived, any Notes previously surrendered to the Paying Agent shall be returned to the Holders thereof. The Issuer will provide notice to the Trustee and the Paying Agent of any such revocation of this notice of redemption on or

before December 13, 2022 (or such later date stated in an Amended Notice of Redemption (as defined below)).

10. The Issuer reserves its right, at any time prior to the Redemption Date (as extended, as the case may be, by an Amended Notice of Redemption (as defined below)), to amend and/or withdraw this notice of redemption with respect to all or any part of it. In particular, the Issuer may postpone the Redemption Date stated herein (the “**Initial Redemption Date**”) and amend, where necessary, other provisions of this notice of redemption in order to reflect such postponement by delivery of an amended notice of redemption no later than two Business Days prior to (i) the Initial Redemption Date or (ii) the Initial Redemption Date as extended pursuant to a former Amended Notice of Redemption, as applicable (the “**Amended Notice of Redemption**”)

Enquiries about the above notice should be directed to the Issuer as set out below:

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56 rue Ampère
75017 Paris
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