



La Financière ATALIAN S.A.S.

(the “Issuer”)

8.50% Senior Secured PIK Notes due 2028

Rule 144A Notes (ISIN: XS2783772531, Common Code: 278377253)
Regulation S Notes (ISIN: XS2783772374, Common Code: 278377237)
IAI Notes (ISIN: XS2783773000, Common Code: 278377300)

(the “Notes”)

Date: February 2, 2026

The Issuer has today launched a consent solicitation by publishing a consent solicitation statement (the “**Consent Solicitation Statement**”) with respect to (i) the indenture governing the Notes dated as of March 28, 2024 among, *inter alios*, the Issuer, Kroll Trustee Services Limited as Trustee (the “**Trustee**”) and Security Agent (the “**Security Agent**”), Citibank N.A., London Branch as Paying Agent and Transfer Agent and Citibank Europe PLC, as Registrar (as amended or supplemented from time to time, the “**Indenture**”) and (ii) the Intercreditor Agreement dated March 28, 2024 among, *inter alios*, the Issuer, the original debtors named therein, Kroll Trustee Services Limited, as initial senior secured notes trustee and Kroll Trustee Services Limited, as security agent (as amended, supplemented or restated from time to time, the “**Intercreditor Agreement**”). All capitalized terms used in this release but not defined herein have the meanings ascribed to them in the Indenture or the Consent Solicitation Statement.

Upon the terms, and subject to the conditions, set forth in the Consent Solicitation Statement, the Issuer is soliciting the consents (each, a “**Consent**” and, collectively, the “**Consents**”) (the “**Consent Solicitation**”) from holders of the Notes (the “**Noteholders**”) to:

1. (x) amend the credit facilities basket in the Indenture (the “**Credit Facilities Basket**”) to remove conditions (A) to (D) therein and provide that any debt thereunder may only be incurred in the form of New Super Senior Notes (as defined below) or otherwise only with the prior written consent of holders (or beneficial owners) of a majority in aggregate principal amount of the outstanding Notes (as determined in good faith by the Issuer based on representations provided to it by beneficial owners of the Notes or their advisors); and (y) provide that the incurrence of any debt under the Credit Facilities Basket other than as described in clause (x) above, shall immediately constitute an Event of Default; and
2. amend the Intercreditor Agreement to allow additional types of instruments (including the New Super Senior Notes) to qualify as a “Credit Facility” under the Intercreditor Agreement, ((1) and (2) above together, the “**Proposed Majority Amendments**”); and
3. increase the size of the Credit Facilities Basket from €50.0 million to €100.0 million (the “**Proposed 90% Amendment**”) and, together with the Proposed Majority Amendments, the “**Proposed Amendments**”).

Pursuant to Section 9.02 of the Indenture:

1. the effectiveness of the Proposed Majority Amendments requires the Consents of Noteholders representing at least a majority in aggregate principal amount of the Notes then outstanding (the “**Requisite Majority Consents**”); and

2. the effectiveness of the Proposed 90% Amendment requires the Consents of Noteholders representing at least 90% in aggregate principal amount of the Notes then outstanding (the “**Requisite 90% Consents**” and, together with the Requisite Majority Consents, the “**Requisite Consents**”).

On January 22, 2026 the Issuer launched a consent solicitation to amend the Indenture and to waive certain Defaults or Events of Default under the Indenture and the corresponding provisions of the Notes (the “**First Consent Solicitation**”). On January 27, 2026, it obtained the consents from Noteholders representing at least a majority in aggregate principal amount of the Notes then outstanding. As those consents and waivers have been granted and are currently in effect, they do not form part of the Consent Solicitation.

As of the date of this Consent Solicitation Statement, €874,788,876.15 aggregate principal amount of Notes was outstanding. On January 30, 2026, the Issuer and Noteholders, which held and continue to hold, as of the date of the Consent Solicitation Statement, more than 50% in aggregate principal amount of the Notes outstanding (the “**Supporting Holders**”), signed a certain framework agreement (the “**Framework Agreement**”) and a certain backstop letter (the “**Backstop Letter**”).

Pursuant to, and subject to the terms and conditions of the Framework Agreement and the Backstop Letter, the Supporting Holders have agreed to (i) vote in favor of the Proposed Amendments and (ii) backstop €0,000,000 in aggregate principal amount of new super senior notes (the “**New Super Senior Notes**”) to be issued by the Issuer in accordance therewith. It is expected that, subject to the Proposed Majority Amendments becoming effective in accordance with the Consent Solicitation Statement, the Issuer will issue the New Super Senior Notes in two tranches. The initial tranche of New Super Senior Notes (the “**Original New Super Senior Notes**”) will be issued to the Supporting Holders in an amount *pro rata* to their holdings of the Notes as at January 30, 2026 (the “**Eligibility Date**”).

The Issuer intends to offer (the “**Offer**”) the second tranche of New Super Senior Notes (the “**Additional New Super Senior Notes**”) (which shall be fungible with the Original New Super Senior Notes) to all remaining Noteholders *pro rata* to their respective holdings of the principal amount of the Notes outstanding as at the Record Date (as defined below); *provided* that the Supporting Holders who purchase any Notes after the Eligibility Date, but prior to the Record Date (such Notes, “**Additional Eligible Notes**”) shall be entitled to participate in the Offer to the extent of their holdings of such Additional Eligible Notes in accordance with the above. Such Offer may be subject to certain customary terms and conditions, as well as eligibility requirements for relevant investors. In particular, to be eligible to participate in the Offer, Noteholders must hold beneficial interests in the Notes as of the Eligibility Date. Relevant Noteholders will have the ability to commit to subscribe for their portion of the Additional New Super Senior Notes determined as described above by reference to their beneficial holdings of the Notes as of the end of the Offer subscription period (the “**Record Date**”). Any Additional New Super Senior Notes not purchased by the remaining Noteholders will be subscribed by the Supporting Holders pursuant to the Backstop Letter.

The Consent Solicitation will expire at 5:00 p.m., Paris time, on February 6, 2026, unless terminated or extended by us (such date and time, as we may extend or terminate it from time to time, the “**Expiration Time**”). The Expiration Time may be extended, with respect to the consent solicitation, at the discretion of the Issuer.

No consent payment will be made to any Noteholders in respect of the Consent Solicitation.

Nothing in this announcement or the Consent Solicitation Statement constitutes, or may be construed to constitute, an offer, sale or solicitation to purchase any securities. Under no circumstances should any person tender or deliver any Notes to the Issuer, any other member of the Group, the Trustee, the Security Agent or the Information and Tabulation Agent at any time.

The Information and Tabulation Agent for the Consent Solicitation is:

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