



PHM Group Holding Oyj issues a EUR 70 million bond

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PHM Group Holding Oyj's Stock Exchange Release on 9 December 2022 at 9:00 a.m. (EET).

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PHM Group Holding Oyj ("**PHM**" or the "**Company**") issues a new euro-denominated senior secured floating rate notes in a nominal amount of EUR 70 million under a framework of EUR 200 million with ISIN FI4000541685 (the "**New Notes**"). The New Notes will have an interest rate of 3-month EURIBOR plus 7.50% and will mature on 19 June 2026.

The proceeds from the New Notes issue will be used towards (i) the refinancing of drawings under the Company's Super Senior RCF, (ii) general corporate purposes including M&A, and (iii) finance transaction-related costs.

The issue date of the New Notes is expected to be 15 December 2022 and PHM will submit an application to have the New Notes listed on Frankfurt Open Market within 60 days and Nasdaq Helsinki Ltd within six months.

Nordea Bank Abp and Pareto Securities AS acted as Joint Bookrunners for the issue of the New Notes.

PHM GROUP HOLDING OYJ

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PHM Group Holding Oyj in brief

PHM Group is a Nordic property services group whose mission is to care about people by taking care of their surroundings. PHM Group consists of the best local enterprises, who share the same values and motives; entrepreneurship and a fair and responsible way of working. PHM Group believes that the only thing better than local service is local service with big resources. With PHM Group you do not have to choose between your well-known local entrepreneur and a big Nordic provider. With PHM Group, you get both. Read more at <https://www.phmgroup.com/>.

Important information

This release is for information purposes only and is not to be construed as an offer to purchase or sell or a solicitation of an offer to purchase or sell with respect to any securities of the Company. The distribution of this release and the related material concerning the issuance of the New Notes may, in certain jurisdictions, be restricted by law. No actions have been taken to register or qualify the New Notes, or otherwise to permit a public offering of the New Notes, in any jurisdiction. If the Company decides to proceed with the issue of the New Notes, any offering material or documentation related to the New Notes may be received only in compliance with applicable exemptions or restrictions. Persons into whose possession this release or any such offering material or documentation may come are required to inform themselves of and observe all such restrictions. This release and any such offering material or documentation may not be distributed or published in any country or jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction or would require actions under the laws of a state or jurisdiction other than Finland. In particular, this release and any such offering material or documentation may not be distributed in the United States, Australia, Canada, Hong Kong, Japan, New Zealand, Singapore or South Africa or any other jurisdiction in which it would not be permissible to offer the New Notes and this release and any related material concerning the issuance of the New Notes may not be sent to any person in the before mentioned jurisdictions. The information contained herein shall not constitute an offer to sell or tender, or a solicitation of an offer to buy or sell any of the Company's securities, including the New Notes, to any person in any jurisdiction in which such offer, solicitation or sale or tender would be unlawful. None of the Company nor the Joint Bookrunners or their representatives accept any legal responsibility for any violation by any person, whether or not the persons contemplating investing in or divesting the Company's securities, including the New Notes, are aware of such restrictions.

The New Notes have not been and will not be registered under the U.S. Securities Act, or under the securities laws of any state or other jurisdiction of the United States. The New Notes may not be offered, sold, pledged or otherwise transferred directly or indirectly within the United States or to, or for the account or benefit of, U.S. Persons, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

The Company has not authorised the offering of the New Notes to the public in any member state of the European Economic Area (the “**EEA**”) or in the United Kingdom (each a “**relevant state**”). All offers of the New Notes in that relevant state will be made pursuant to an exemption under Regulation 2017/1129 of the European Parliament and of the Council (as amended, the “**Prospectus Regulation**”) (as the Prospectus Regulation forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018) from the requirement to produce a prospectus under the Prospectus Regulation for offers of securities. Accordingly, any person making or intending to make any offer of the New Notes within that relevant state should only do so in circumstances in which no obligation arises for the Company or the Bookrunners to publish a prospectus under the Prospectus Regulation for such offer. Neither the Company nor the Joint Bookrunners have authorised, nor do they authorise, the making of any offer of securities through any financial intermediary. In relation to each relevant state an offer to the public of any New Notes may not be made in a relevant state, except that an offer of the New Notes to the public in a relevant state may be made as part of the offering pursuant to the following exemptions from the Prospectus Regulation: (i) an offer is addressed solely to qualified investors as defined in the Prospectus Regulation, (ii) an offer is addressed to fewer than 150 natural or legal persons per relevant state (other than qualified investors as defined in the Prospectus Regulation) or (iii) in any other circumstances falling within Article 1(4) of the Prospectus Regulation, provided that no such offer of New Notes shall require the Company or the Joint Bookrunners to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation. For the purposes of this provision, the expression an “**offer to the public**” in relation to any of the New Notes in any relevant state means the communication in any form and by any means of sufficient information on the terms of the offer and any New Notes to be offered so as to enable an investor to decide to purchase any New Notes.

The information provided in this release and any offer materials relating to the New Notes is addressed to and directed only at persons in the United Kingdom in circumstances where provisions of section 21(1) of the Financial Services and Markets Act 2000, as amended, do not apply and are solely directed at persons in the United Kingdom who (a) have professional experience in matters relating to investments falling within Article 19(1) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”) or (b) persons falling within Article 49(2)(a) to (d) of the Order, or other persons to whom they may be lawfully communicated (all such persons together being referred to as “**relevant persons**”). This release is directed only at relevant persons and any person who is not a relevant person must not act or rely on this release or any of its contents.

MIFID II PRODUCT GOVERNANCE – PROFESSIONAL INVESTORS, ELIGIBLE COUNTERPARTIES AND RETAIL INVESTORS – Manufacturer target market is eligible counterparties, professional clients and retail clients (all distribution channels).

IMPORTANT – EEA RETAIL INVESTORS – The New Notes are not PRIIPs for the purposes of Regulation ((EU) No 1286/2014) (the “**PRIIPs Regulation**”) and, accordingly, no key information document pursuant to the PRIIPs Regulation has been or will be made available in respect of the New Notes.

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Attachments

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