



Amendments to the terms and conditions of PHM Group Holding Oyj's floating rate notes due 2026 and increase of the framework were approved in written procedure

5.9.2023 18:00:00 EEST | PHM Group Holding Oyj | Other information disclosed according to the rules of the Exchange

PHM GROUP HOLDING OYJ | STOCK EXCHANGE RELEASE | 5 SEPTEMBER 2023 AT 6.00 P.M. EEST

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PHM Group Holding Oyj ("**PHM**") announced on 25 August 2023 the commencement of a consent solicitation process and approached the noteholders (the "**Noteholders**") with a request (the "**Request**") to amend the terms and conditions of its outstanding EUR 125,000,000 floating rate notes due 2026 (ISIN FI4000541685) (the "**Notes**"). PHM has successfully completed its consent solicitation by way of a written procedure (the "**Written Procedure**") in order to amend the terms and conditions (the "**Terms and Conditions**") of its Notes to increase the framework relating to the Notes from EUR 200,000,000 to EUR 450,000,000 by amending Clauses 17.5(a) and 27 of the Terms and Conditions. The capitalized terms in this release shall have the same meaning as in the Request.

The Written Procedure commenced on 25 August 2023 and the requisite majority of consents of the total Adjusted Nominal Amount and votes has been received on 5 September 2023. In accordance with the Request, PHM sought the approval of the Noteholders in a Written Procedure to execute the changes to the Terms and Conditions. Pursuant to the Terms and Conditions, quorum in respect of a Written Procedure in relation to the Request existed if Noteholders representing at least 50 per cent of the Adjusted Nominal Amount reply to the Request in the Written Procedure. The Request is approved if at least two thirds (2/3) of the votes cast in the Written Procedure consent to the Request. Quorum in respect of a Written Procedure in relation to the Request existed and the amendments to the Terms and Conditions as described in the Request were approved by required majority of the Noteholders participating in the Written Procedure. Thus, the requested amendments to the Terms and Conditions will become effective as of 5 September 2023. The Terms and Conditions as approved in the Written Procedure are attached to this stock exchange release.

In accordance with the Request, PHM shall pay each noteholder a consent fee (the "Consent Fee") in an amount equal to 0.50 per cent. of the nominal amount of each Note. In addition to the Consent Fee, PHM shall pay an early bird consent fee ("Early Bird Consent Fee") in an amount equal to 0.25 per cent. of the nominal amount of each Note to each noteholder for which a valid voting instruction has been submitted to Nordic Trustee Oy (the "Noteholders' Agent") prior to 3:00 p.m. (Finnish time) on 5 September 2023 (the "Early Bird Consent Fee Deadline"). The Consent Fee and the Early Bird Consent Fee shall be paid on 12 September 2023 at the latest as described in more detail in the Request.

Nordea Bank Abp and Pareto Securities AS act as solicitation agents in respect of the consent solicitation. Borenium Attorneys Ltd acts as the legal advisor to PHM, and White & Case act as legal advisor to the solicitation agents.

Noteholders' Agent:

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For further information

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Attached

The Terms and Conditions as approved in the Written Procedure

PHM Group Holding Oyj in brief

PHM Group is a property services group whose mission is to care about people by taking care of their surroundings. PHM Group consists of the best local enterprises sharing the same values and motives, entrepreneurship, and a fair and responsible way of working. We believe 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 provider. With PHM Group, you get both. Read more at <https://www.phmgroup.com/>.

IMPORTANT NOTICE

In respect of the consent solicitation process, this announcement must be read in conjunction with the notice of written procedure. If any noteholder is in any doubt as to the contents of this stock exchange release, the information contained in the notice of written procedure or the action it should take, such noteholder should seek its own financial and legal advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial tax or legal adviser.

Neither this announcement nor the notice of written procedure constitutes an invitation to participate in the consent solicitation in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws.

In a number of jurisdictions, in particular in Australia, Canada, South Africa, Singapore, Japan and the United States, the distribution of this announcement or the notice of written procedure may be subject to restrictions imposed by law (such as registration of the relevant offering documents, admission, qualification and other regulations). Persons into whose possession this announcement or the notice of written procedure comes are required to inform themselves about, and to observe, any such restrictions. In particular, none of the securities referenced in this announcement, including the notes, nor the notice of written procedure have been registered or will be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or the securities laws of any state of the United States and as any securities may not be offered or sold (and the consent solicitation is not being made) in the United States except pursuant to an exemption from registration under the Securities Act.

The consent solicitation is only being made outside the United States. Neither this announcement nor the notice of written procedure is an offer to sell or the solicitation of an offer to buy any securities and shall not constitute an offer solicitation or sale in the United States or any other jurisdiction in which such offering solicitation or sale would be unlawful. This announcement or the notice of written procedure must not be released or otherwise forwarded, distributed, or sent, directly or indirectly, in whole or in part, in or into the United States or any jurisdiction where the distribution of these materials would breach any applicable law or regulation or would require any registration or licensing within such jurisdiction. Failure to comply with the foregoing limitation may result in a violation of the Securities Act or other applicable securities laws.

The information herein may contain forward-looking statements. All statements other than statements of historical facts included in the information are forward-looking statements. Forward-looking statements give PHM’s current expectations and projections relating to its financial condition, results of operations, plans, objectives, future performance, and business. These statements may include, without limitation, any statements preceded by, followed by, or including words such as “expect”, “aim”, “intend”, “may”, “plan”, “would”, “could” and other words and terms of similar meaning or the negative thereof. Such forward-looking statements involve known and unknown risks, uncertainties, and other important factors beyond PHM’s control that could cause PHM’s actual results, performance, or achievements to be materially different from the expected results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding PHM’s present and future business strategies and the environment in which it will operate in the future.

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Attachments

- [Download announcement as PDF.pdf](#)
- [PHM - New Notes - Amended Terms Conditions.pdf](#)