



PHM Group Holding Oyj will issue a EUR 140 million tap issue of its EUR 125 million senior secured callable floating rate notes due 2026

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PHM GROUP HOLDING OYJ | STOCK EXCHANGE RELEASE | 19 OCTOBER 2023 AT 10.08 EEST

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PHM Group Holding Oyj (the “**Company**”) will issue a tap issue of senior secured callable floating rate notes in a nominal amount of EUR 140 million (the “**Subsequent Notes**”). The Subsequent Notes will be issued on the same terms (save for the issue date, the interest commencement date and the issue price) as the Company’s EUR 125 million senior secured callable floating rate notes due 2026 (ISIN: FI4000541685) which were issued on 15 December 2022 with an initial nominal amount of EUR 70 million and subsequently on 29 June 2023 with a nominal amount of EUR 55 million under a framework of EUR 450 million (as amended in the written procedure on 5 September 2023) and have since been admitted to trading on the official list of Nasdaq Helsinki Ltd under the trading code “PHMGJVAIH26”.

The Subsequent Notes which mature on 19 June 2026 have an issue price of 100.25 per cent of the nominal amount plus accrued and unpaid interest from (and including) 19 September 2023 to (but excluding) the issue date. The net proceeds from the tap issue will be used towards acquiring 100 per cent. of the shares in Sefbo Holding AS, payment of transaction costs, general corporate purposes and working capital purposes of the Group, including, but not limited to, capital expenditure and acquisitions.

The issue date of the Subsequent Notes is expected to be 26 October 2023 and PHM will submit an application to have the Subsequent Notes listed on Frankfurt Open Market and on Nasdaq Helsinki Ltd.

Nordea Bank Abp and Pareto Securities AS act as Joint Bookrunners for the tap issue.

For more information:

PHM Group Holding Oyj

- Petri Pellonmaa, CFO, +358 40 568 3841, petri.pellonmaa@phmgroup.com
- Ville Rantala, CEO, +358 50 385 1442, ville.rantala@phmgroup.com

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 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 Subsequent Notes may, in certain jurisdictions, be restricted by law. No actions have been taken to register or qualify the Subsequent Notes, or otherwise to permit a public offering of the Subsequent Notes, in any jurisdiction. If the Company decides to proceed with the issue of the Subsequent Notes, any offering material or documentation related to the Subsequent 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 Subsequent Notes and this release and any related material concerning the issuance of the Subsequent 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 Subsequent 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 Subsequent Notes, are aware of such restrictions.

The Subsequent 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 Subsequent 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 Subsequent 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 Subsequent 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 Subsequent 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 Subsequent Notes may not be made in a relevant state, except that an offer of the Subsequent 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 Subsequent 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 Subsequent 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 Subsequent Notes to be offered so as to enable an investor to decide to purchase any Subsequent Notes.

The information provided in this release and any offer materials relating to the Subsequent 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.

Contacts

- Petri Pellonmaa, CFO, +358 40 568 3841, petri.pellonmaa@phmgroup.com
- Ville Rantala, CEO, +358 50 385 1442, ville.rantala@phmgroup.com

Attachments

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