



Not to publish, distribute or broadcast, directly or indirectly, in the United States, Canada, Australia or Japan and in any other jurisdiction in which it is unlawful to broadcast, publish or distribute this press release

La Défense, October 9, 2023

Press Release

Indigo Group S.A. announces the launch of a tender offer on its €650,000,000 2.125% bonds due 16 April 2025 (ISIN: FR0012236669, of which €528,500,000 are currently outstanding following the partial tender of May 2022) and its intention to issue new bonds

As part of its active debt management, Indigo Group S.A. (formerly named Infra Foch S.A.S.) (the "**Company**") today announces its intention to issue, subject to market conditions, new senior unsecured fixed rate bonds (the "**New Bonds**"). The terms and conditions of the New Bonds will be described in a prospectus which will be available on the Company's website (www.group-indigo.com) and on the website of the *Autorité des Marchés Financiers* (www.amf-france.org).

The Company also announces the launch today of a cash tender offer (the "**Tender Offer**") on its €650,000,000 2.125% bonds issued on October 16, 2014 and May 7, 2015 and due on April 16, 2025 (ISIN: FR0012236669, of which €528,500,000 are currently outstanding following the partial tender of May 2022) listed on Euronext Paris (the "**Existing Bonds**"), up to a maximum acceptance amount of €100,000,000 in aggregate principal amount of the Existing Bonds. The Company has appointed BNP Paribas, Crédit Agricole Corporate and Investment Bank and J.P. Morgan SE as Dealer Managers.

The Company intends to finance the repurchase of the Existing Bonds with the net proceeds of the New Bonds. The balance (if any) of the proceeds remaining from the issue of the New Bonds will be used for the Company's general corporate purposes and in particular for the refinancing of the outstanding Existing Bonds following the Tender Offer. A mechanism of priority allocation of the New Bonds may be applied at the sole and absolute discretion of the Company for holders of the Existing Bonds expressing their intention to tender Existing Bonds pursuant to the Tender Offer in accordance with the terms and conditions described in a tender offer memorandum dated October 9, 2023 (the "**Tender Offer Memorandum**").

The New Bonds are intended to be admitted to trading on Euronext Paris and have been rated BBB (S&P).

The Tender Offer is subject to the terms and conditions described in the Tender Offer Memorandum. The acceptance by the Company of the Existing Bonds tendered to the Tender Offer is at its sole discretion. It will depend, in particular, on compliance with the conditions set forth in the Tender Offer Memorandum.

The period during which the Existing Bonds may be tendered will begin on October 9, 2023 and end at 5 p.m. (Paris time) on October 16, 2023, with the results of the Tender Offer being announced as soon as reasonably practicable on October 17, 2023 (all subject to change due to extension, withdrawal, termination or modification of the Tender Offer). The completion of the Tender Offer will be conditional upon the settlement of the New Bonds in the sole discretion and satisfaction of the Company (or the waiver of this condition by the Company). Settlement of the Tender Offer is expected to occur on October 19, 2023.

Indigo Group

Société Anonyme à Directoire et Conseil de Surveillance au capital de 160 044 282 Euros

Siège Social : Tour Voltaire - 1 place des Degrés - 92800 PUTEAUX

800 348 146 RCS Nanterre

www.group-indigo.com



Indigo Group

Analysts / investors contact:

Mathieu Barnavon
ir@group-indigo.com

Press contact:

Benjamin Voron
benjamin.voron@group-indigo.com

About Indigo Group S.A.

The Indigo Group, which owns almost 100% of Indigo Infra, Indigo Neo and INDIGO®weel, is a global player in parking and urban mobility, managing more than 1.4 million parking spaces and related services in 9 countries.

Indigo Group is indirectly owned by Crédit Agricole Assurances (49.2%), Vauban Infrastructure Partners (34.3%), MR Infrastructure Investment (Meag) (14.9%), treasury stock (0.2%) and the balance by the Group's management.

www.group-indigo.com

Disclaimer

Offering of the New Bonds

This press release does not constitute or form part of any offer or solicitation to purchase or subscribe for or to sell securities and the issue of the New Bonds will not be an offer to the public (other than to qualified investors) in any jurisdiction, including France.

Important Information

This press release may not be published, distributed or released, directly or indirectly, in the United States of America, Australia, Canada or Japan or in any jurisdiction in which the offer of the New Bonds is unlawful. The distribution of this press release may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes, should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

No communication or information relating to the offering of the New Bonds may be transmitted to the public in a country where there is a registration obligation or where an approval is required. No action has been or will be taken in any country in which such registration or approval would be required. The issuance or the subscription of the New Bonds may be subject to legal and regulatory restrictions in certain jurisdictions; the Company assumes no liability in connection with the breach by any person of such restrictions.

*The New Bonds will be offered only by way of a placement in France and/or outside France (excluding the United States of America, Australia, Canada and Japan), solely to qualified investors (investisseurs qualifiés) as defined in Article 2(e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the "**Prospectus Regulation**"). There will be no public offering in any country (including France) in connection with the New Bonds, other than to qualified investors. This press release does not constitute a recommendation concerning the issue of the New Bonds. The*

Indigo Group

Société Anonyme à Directoire et Conseil de Surveillance au capital de 160 044 282 Euros
Siège Social : Tour Voltaire - 1 place des Degrés - 92800 PUTEAUX
800 348 146 RCS Nanterre
www.group-indigo.com



value of the New Bonds can decrease as well as increase. Potential investors should consult a professional adviser as to the suitability of the investment in the New Bonds for the person concerned.

Prohibition of sales to European Economic Area retail investors

The New Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**").

For these purposes, the expression "**retail investor**" means a person who is one (or both) of the following:

- (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or
- (ii) a customer within the meaning of Directive 2016/97/EU, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the New Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the New Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

Prohibition of sales to UK retail investors

The New Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**").

For these purposes, the expression "**retail investor**" means a person who is one (or both) of the following:

- (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); or
- (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the "**FSMA**") and any rules or regulations made under FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA.

Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the New Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the New Bonds or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

United Kingdom

In the United Kingdom, this announcement is directed only at persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"), (ii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Order, (iii) are outside the United Kingdom or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "**Relevant Persons**"). The New Bonds are only available to, and

Indigo Group

Société Anonyme à Directoire et Conseil de Surveillance au capital de 160 044 282 Euros

Siège Social : Tour Voltaire - 1 place des Degrés - 92800 PUTEAUX

800 348 146 RCS Nanterre

www.group-indigo.com



any invitation, offer or agreement to subscribe, purchase or otherwise acquire such New Bonds will be engaged in only with, Relevant Persons.

United States of America

The New Bonds have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or with any securities regulatory authority of any State or other jurisdiction in the United States of America, and may not be offered or sold, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons except in certain transactions exempt from the registration requirements of the Securities Act. The New Bonds are being offered and sold only outside the United States to non-U.S. persons in compliance with Regulation S under the Securities Act ("**Regulation S**"). Terms used in this paragraph and not otherwise defined have the meanings given to them in Regulation S.

Tender Offer

The Tender Offer is addressed to the Qualifying Holders (as defined in the Tender Offer Memorandum) of the Existing Bonds, excluding U.S. Persons, the United States of America and any other jurisdiction where the Tender Offer would be prohibited by applicable law. Neither the Tender Offer Memorandum nor any other document relating to the Tender Offer has been submitted to the Autorité des marchés financiers or any other authority for approval.

No communication and no information in respect of the repurchase of the Existing Bonds may be distributed to the public in any jurisdiction where a registration or approval is required. No steps have been or will be taken outside of France in any jurisdiction where any steps would be required.

This press release does not constitute an invitation to participate in the Tender Offer or an offer to purchase the Existing Bonds in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such repurchase or offer under applicable securities laws. The release, publication or distribution of this press release in certain jurisdictions may be restricted by law. Consequently, any persons in such jurisdiction in which this press release is released, published or distributed are required by the Company to inform themselves about, and to observe, any such restrictions.

The Company makes no recommendation as to whether or not the holders of the Existing Bonds should participate in the Tender Offer.

France

This press release is only intended in France for qualified investors as defined in Article 2(e) of the Prospectus Regulation and only qualified investors in France and the EEA are eligible to participate in the Tender Offer. The Tender Offer Memorandum and any other document relating to the Tender Offer may only be distributed in France to qualified investors within the meaning of Article 2(e) of the Prospectus Regulation and in accordance with Article L. 341-2, 1 of the French Code monétaire et financier.

United States of America

The Tender Offer is not being made, and will not be made, directly or indirectly in the United States by means of the mails, or any other means or instrumentality (including, without limitation, facsimile, telex, telephone, electronic mail, or any other means of electronic transmission) of interstate or foreign commerce, or the facilities of a national securities exchange of, or to owners of Existing Bonds who are located in the United States or to, or for the account or benefit of, any U.S. Person, as defined in Regulation S (each, a "**U.S. Person**"). The Existing Bonds referred to above may not be tendered in the

Indigo Group

Société Anonyme à Directoire et Conseil de Surveillance au capital de 160 044 282 Euros

Siège Social : Tour Voltaire - 1 place des Degrés - 92800 PUTEAUX

800 348 146 RCS Nanterre

www.group-indigo.com



Tender Offer by any such means or contest in or from the United States, by persons located or resident in the United States or by U.S. Persons. Accordingly, no copy of this document, the Tender Offer Memorandum or any other document relating to the Tender Offer is being or shall be, directly or indirectly, distributed, transferred or transmitted in any manner whatsoever (including, without limitation, by custodians, agents or trustees) in or into the United States or to any such person. Any offer to sell in response to the Tender Offer resulting directly or indirectly from a violation of these restrictions will be void, and any offer to sell made by a person located in or resident in the United States, a U.S. Person, any person acting for the account or benefit of a U.S. Person, or any agent, trustee or other intermediary acting, in a non-discretionary manner, in the name of and on behalf of a principal instructing from within the United States, or any U.S. Person will be void and will not be accepted.

The securities may not be offered or sold in the United States because of absent registration or an applicable exemption from the registration requirements of the Securities Act. This press release does not constitute an offer for sale of any financial securities in the United States. The financial securities referred to in this press release have not been and will not be registered under the Securities Act or the securities laws of any State of the United States or any other jurisdiction and may not be offered, sold or delivered, directly or indirectly, in the United States or to any U.S. Person.

*For purposes of the foregoing paragraphs, "**United States**" means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States and the District of Columbia.*

Indigo Group

Société Anonyme à Directoire et Conseil de Surveillance au capital de 160 044 282 Euros

Siège Social : Tour Voltaire - 1 place des Degrés - 92800 PUTEAUX

800 348 146 RCS Nanterre

www.group-indigo.com