

PRESS RELEASE

Paris, 2 September 2020

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SFL – Launch of a tender offer to purchase its existing notes due November 2021 and November 2022 for cash up to a maximum acceptance amount of €300,000,000

SFL (the “**Company**”) is launching a tender offer intended to purchase its (i) €500,000,000 1.875 % notes due 26 November 2021 (ISIN Code: FR0012346856) listed on Euronext Paris (of which €350,000,000 is currently outstanding) (the “**2021 Notes**”), and (ii) €500,000,000 2.25 % notes due 16 November 2022 (ISIN Code: FR0013053030) listed on Euronext Paris (of which €350,000,000 is currently outstanding) (the “**2022 Notes**”, and together with the 2021 Notes, the “**Notes**”), up to a maximum acceptance amount in nominal amount of Notes of €300,000,000, subject to the discretion of the Company (the “**Tender Offer**”).

The Tender Offer is made under the terms and conditions set out in the tender offer memorandum dated 2 September 2020 (the “**Tender Offer Memorandum**”).

The tender price payable in respect of the 2021 Notes validly submitted for tender and accepted for purchase by the Company will be determined by reference to a yield of 0.00 %.*

The tender price payable for the 2022 Notes validly submitted for tender and accepted for purchase by the Company has been fixed at 104.15 % of the principal amount of the 2022 Notes.

The purpose of the Tender Offer is to optimise the Company’s cost of debt and to improve the balance sheet structure.

The Tender Offer will start on 2 September 2020 and will expire at 4:00 p.m (CEST) on 8 September 2020. The results of the Tender Offer will be announced on 9 September 2020 (subject to changes as a result of any extension, withdrawal, termination or amendment of the Tender Offer). Settlement is expected to take place on 10 September 2020.

* For information purposes only, the tender offer price in respect of the 2021 Notes will be 101.797 % assuming a settlement date of 10 September 2020. This tender offer price reflects a yield to the 3-month par call date, i.e. 26 August 2021.

Disclaimer

This press release does not constitute an invitation to participate in the Tender Offer 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 invitation under applicable securities laws. The distribution of this press release in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions and should refer to the Offer Restrictions section contained in the Tender Offer Memorandum.

Tenders of Notes for purchase pursuant to the Tender Offer will not be accepted from qualifying holders in any circumstances in which such offer or solicitation is unlawful. The Company does not make any recommendation as to whether or not qualifying holders should participate in the Tender Offer.

United States

*The Tender Offer is not being made and will not be made directly or indirectly in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone, email and other forms of electronic transmission) of interstate or foreign commerce of, or any facility of a national securities exchange of, the United States or to U.S. Persons as defined in Regulation S of the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) (each a “**U.S. Person**”) and the Notes may not be tendered in the Tender Offer by any such use, means, instrumentality or facility from or within the United States, by persons located or resident in the United States (“**U.S. holders**” within the meaning of Rule 800(h) under the Securities Act). Accordingly, copies of the present press release, the Tender Offer Memorandum and any documents or materials related to this Tender Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any such person. Any purported Offer to Sell in response to this Tender Offer resulting directly or indirectly from a violation of these restrictions will be invalid, and Offers to Sell made by a person located or resident in the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will not be accepted.*

Securities may not be offered or sold in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act. This press release does not constitute an offer of securities for sale in the United States. The securities referred to in this press release have not been registered under the Securities Act, or the securities laws of any state of the United States or other jurisdiction and the securities may not be offered, sold or delivered within the United States or to any U.S. person as defined in Regulation S under the Securities Act.

*For the purposes of the above 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 of America and the District of Columbia.*

France

*The Tender Offer is only being made, directly or indirectly, to qualified investors as such term is defined under Article 2(e) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council dated 14 June 2017 (the “**Prospectus Regulation**”) in the Republic of France and only qualified investors are eligible to participate in the Tender Offer. The Tender Offer Memorandum and any other documents or offering materials relating to the Tender Offer may only be distributed to qualified investors as such term is defined under Article 2(e) of the Prospectus Regulation and in accordance with Article L.341-2, 1 of the French Code Monétaire et Financier. The Tender Offer Memorandum, nor any other such offering material has been submitted for clearance to the French Autorité des marchés financiers*

About SFL

Leader in the prime segment of the Parisian commercial real estate market, Société Foncière Lyonnaise stands out for the quality of its property portfolio, which is valued at €7.2 billion and is focused on the Central Business District of Paris (#cloud.paris, Edouard VII, Washington Plaza, etc.), and for the quality of its client portfolio, which is composed of prestigious companies in the consulting, media, digital, luxury, finance and insurance sectors. As France’s oldest property company, SFL demonstrates year after year an unwavering commitment to its strategy focused on creating a high value in use for users and, ultimately, substantial appraisal values for its properties.

Stock market: Euronext Paris Compartment A – Euronext Paris ISIN FR0000033409 – Bloomberg: FLY FP – Reuters: FLYP PA

S&P rating: BBB+ stable outlook