

Paris, 10 May 2021

Signing of a binding offer with certain of the Group's existing financial partners in order to provide a new money financing up to EUR 300 million

Pierre et Vacances S.A. announces that it has accepted today a binding financing offer from some of its existing banking partners, EuroPP 2022 and 2025 holders, and Ornane holders (the "**Financial Lenders**") for a maximum aggregate amount, in principal, of EUR 300 million (the "**New Money Financing**"), following a competitive process open to third party lenders.

This financing will mainly be used to meet the Group's short-term needs in relation to its activities and operational constraints pending the completion of an equity strengthening transaction (*opération de renforcement des fonds propres*).

The main terms and conditions of the New Money Financing are detailed below.

- The New Money Financing will consist of the following two successive tranches:
 - (i) a first tranche in the form of a term loan for an amount, in principal, of EUR 175 million subscribed (a) by banking partners for EUR 125 million and (b) by certain Ornane holders for EUR 50 million. This first tranche is to be made available in full by early June 2021 at the latest; and
 - (ii) a second tranche (cancellable without penalty) of a maximum amount, in principal, of EUR 125 million, subscribed (a) for EUR 49 million by banking partners in the form of a term loan, (b) for EUR 34.5 million by banking partners in the form of a loan guaranteed by the French State (the "**New PGE Group**"), (c) for EUR 8 million by certain EuroPP holders in the form of a term loan or, as the case may be, a bond issuance, and (d) for EUR 33.5 million by certain Ornane holders in the form of a term loan or, as the case may be, a bond issuance. The second tranche may be drawn down, in whole or in part, at the option of the borrower, by the end of October 2021 at the latest.
- The borrower of the New Money Financing will be the Dutch subsidiary Center Parcs Europe N.V. As an exception, the borrower of the New PGE Group will be Pierre et Vacances S.A.
- The New Money Financing will have a maturity of 15 months as from the date of drawdown of the first tranche (to the exception of the New PGE Group which will have a maturity set in accordance with customary conditions). The Group will also have the option of extending the New Money Financing in the form of a revolving credit facility (RCF), subject to certain conditions, for an additional period of 12 to 24 months, up to the amounts made available by the banking partners (excluding the amounts made available under the New PGE Group).
- As from the drawdown of the first tranche, the New Money Financing will be guaranteed by the granting of various first-ranking guarantees over securities, brands and intragroup receivables of certain subsidiaries and sub-subsidiaries of the Center Parcs division of the Group, and in particular by the granting of pledges over the securities of Center Parcs Holding, and on the securities of the sub-subsidiaries Center Parcs Europe N.V., Center Parcs NL Holding BV, Center Parcs Germany Holding, Center Parcs Holding Belgium and other subsidiaries of Center Parcs Europe N.V., as well as pledges over the "*Center Parcs*" brands.
- As soon as the required conditions are met (as detailed below), the New Money Financing will also be guaranteed by a *fiducie-sûreté* relating to the securities of the French subsidiary Center Parcs Holding. It is specified that the cash pooling agreements, the scope of consolidation and the existing tax consolidation groups and agreements will remain in place and will continue to operate in accordance with the past practices of the Group. This *fiducie-sûreté* will be released and terminated upon completion of the equity

strengthening transaction (*opération de renforcement des fonds propres*), provided that the New Money Financing has been fully repaid. It is specified that the New PGE Group will not benefit from any security but from a conciliation privilege, subject to the ruling of the Paris Commercial Court on a judgment approving the conciliation agreement (*jugement d'homologation*) in connection with the current conciliation proceedings.

- The New Money Financing will also provide for (i) several commitments to do or to refrain to do, (ii) financial disclosures and (iii) a liquidity test as covenant, as well as (iv) a list of major events of default, all of which are customary for this type of financing, taking into account the Group's situation.
- In consideration for the provision of part of the New Money Financing by certain bank lenders and certain EuroPP holders, such bank lenders and EuroPP holders will benefit from an elevation of their existing receivables up to a maximum total amount of EUR 127.5 million (the "**Elevated Indebtedness**"), of which EUR 125 million under the first tranche and a maximum of EUR 2.5 million under the second tranche. This elevation will be achieved by granting second-ranking securities on all of the above-mentioned securities provided for under the New Money Financing. In the event of a repayment of the New Money Financing as part of the equity strengthening transaction (*opération de renforcement des fonds propres*), the guarantees provided for the Elevated Indebtedness will be limited, subject to certain conditions, to a pledge over 65% of the shares of the sub-subsidiary Center Parcs NL Holding BV.
- The portion of the New Money Financing subscribed by certain banking partners and certain EuroPP holders under Tranche 1 and, if applicable, under Tranche 2, will bear interest at Euribor (0% floor) plus a cash margin of 3.75% payable quarterly. The portion of the New Money Financing subscribed by certain Ornane holders will be remunerated at the Euribor rate (0% floor) plus a cash margin of 2%, payable quarterly, plus a capitalised interest rate of 10% (PIK). The New PGE Group will be remunerated according to customary conditions.
- The portion of the New Money Financing subscribed by certain Ornane holders, for a maximum amount, in principal, of EUR 83.5 million, will be subject to a specific remuneration (without any reduction of the above-mentioned total subscription amount in cash) consisting of (i) a backstop fee of 2% of this amount (the "**Backstop Fee**") for the benefit of the Ornane holders who have committed to subscribe to the New Money Financing in the context of the binding offer (the "**Guarantors**"), and (ii) a commitment fee of 3% of this amount for the benefit of the subscribers (the "**Commitment Fee**"). It is specified that the minimum return for this part of the New Money Financing (MOIC) made by the Ornane holders (excluding the Backstop Fee and the Commitment Fee) has been set at (i) 1.15 times during the first 12 months and (ii) 1.20 times as from the 13th month (included).
- In consideration of the subordination of the bondholders resulting from the Elevated Indebtedness, the current remuneration of the Ornane holders will be increased by a PIK coupon of 1% of the principal amount of the Ornane as of the drawdown date of the first tranche. EuroPP holders will receive a consent fee of 1% of the principal amount of the EuroPP bonds, which will be paid in cash on the day the first tranche of the New Money Financing is drawn.

The New Money Financing has received the unanimous approval of the Board of Directors of Pierre et Vacances S.A. Its implementation remains subject to the satisfaction of the usual conditions precedent, in particular related to internal authorizations and procedures, and to the entering into of the corresponding final legal documentation. In addition, the drawdown of the first tranche of the New Money Financing will be conditional upon:

- the request by the Group's conciliators for a renewal of the conciliation procedure opened on 2 February 2021 for the benefit of certain French companies of the Group; and
- the convening (*avis de réunion*) of the shareholders' meeting of Pierre et Vacances S.A. in connection with the consultation on the implementation of a *fiducie-sûreté* on all the shares of the subsidiary CP Holding, pursuant to the *position-recommandation* of the French regulator the *Autorité des Marchés Financiers* ("**AMF**") n°2015-05 dated 15 June 2015.

The drawdown of the second tranche of the New Money Financing will be conditional upon, among other things:

- the favourable vote of the shareholders' meeting of Pierre et Vacances S.A. on the implementation of the *fiducie-sûreté* in accordance with the aforementioned AMF *position-recommandation*;
- the granting to SITI S.A. of a decision by the AMF not to file a public repurchase offer (*offre publique de retrait*) due to the implementation of the *fiducie-sûreté*;
- the implementation of the *fiducie-sûreté* to be completed by 15 September 2021 at the latest, subject, where applicable, to the consent of certain third parties involved; and

- obtaining the judgment approving the conciliation protocol (*jugement d'homologation*) of Pierre et Vacances S.A.'s, granting, among other things, the conciliation privilege in respect of the New PGE Group.

In the context of the New Money Financing, SITI S.A. the majority shareholder of Pierre et Vacances S.A., has committed itself until 31 January 2022:

- to vote in favour of the resolution that will be submitted to the approval of the shareholders' meeting in order to set up the *fiducie-sûreté* (which will be conditional on obtaining the AMF's waiver to the obligation to file a public repurchase offer), provided in particular that this *fiducie-sûreté* will be released and terminated upon completion of the equity strengthening transaction (*opération de renforcement des fonds propres*) and the repayment of the New Money Financing;
- to file with the AMF a request to waive the filing obligation to launch a public repurchase offer on the shares of Pierre & Vacances S.A. due to the implementation of the above-mentioned *fiducie-sûreté*;
- to use its best efforts in order to implement the equity strengthening transaction (*opération de renforcement des fonds propres*) according to the indicative timetable set out below; and
- to negotiate in good faith with the Financial Lenders the reciprocal and balanced efforts that may be required from all creditors in the context of this equity strengthening transaction (*opération de renforcement des fonds propres*).

Reciprocally, the Financial Lenders have undertaken until 31 January 2022 to negotiate in good faith the balanced efforts of the Group, of SITI S.A. and of its shareholders in the context of any debt restructuring (including that of the Group) that may be required as a result of the equity strengthening transaction (*opération de renforcement des fonds propres*).

The subscription to the New Money Financing provided for certain Ornane holders (for a maximum total amount of EUR 83.5 million in principal) will be open to all Ornane holders up to the amount not represented by the Guarantors, in one go for both tranches of the New Money Financing. The calculation of the subscription rights of the Ornane holders to the New Money Financing will be determined on the basis of the registration of the holding of the Ornane on 7 May 2021 and the subscription to the New Money Financing will be guaranteed by the Guarantors according to the allocation agreed between them. The Guarantors will receive the 2% Backstop Fee and the 3% Commitment Fee will be allocated among all subscribers, including the Guarantors, in proportion to the amount of their subscription. The subscription period for the Ornane holders who wish to participate in the New Money Financing under the above-mentioned conditions will be 3 trading days and will be organised by the representative of the Ornane holders in coordination with the Company. The opening of the subscription period will occur on 24 May 2021, unless otherwise agreed between Pierre et Vacances S.A. and the Ornane holders who signed the offer.

State guaranteed loan (PGE) for Adagio SAS

In parallel with the New Money Financing granted to Pierre et Vacances S.A., the relevant banking partners have also undertaken to submit to their credit committees, with a favourable opinion, the setting up of a State-guaranteed loan for the benefit of Adagio SAS for the lower of EUR 27 million (amount requested by Adagio SAS to its banking partners) or the maximum amount for which Adagio SAS is eligible under the applicable regulations (the "**Adagio PGE**").

Subject to the agreement of the Adagio SAS's own governing bodies, the Adagio PGE, which is to be accompanied by a conciliation privilege, would be implemented as soon as the conditions for its approval by the Commercial court are met.

Discussions with the landlords

In view of the primary objective of using the New Money Financing in relation to the short-term needs of the Group, the Group's discussions with its landlords in the conciliation opened on 2 February 2021 will continue.

Process of equity strengthening (*opération de renforcement des fonds propres*)

As announced in the press release dated 14 April 2021, the Group is continuing to seek investors to strengthen its equity capital. In accordance with the terms of the offer accepted by the Group in the context of the New Money Financing, it is currently envisaged that an agreement will be signed on the equity strengthening transaction (*opération de renforcement des fonds propres*) at the latest in the beginning of year 2022.

Re-Invention Plan

As indicated in the press release dated 14 April 2021, the Group will present its new strategic plan "RE-INVENTION" on 18 May 2021 in order, *inter alia*, to set its new objectives.

For further information, please contact

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