

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA OR JAPAN

THIS PRESS RELEASE DOES NOT CONSTITUTE AN OFFER OF SECURITIES IN THE UNITED STATES OF AMERICA. THE BONDS (AND THE UNDERLYING SHARES) MAY NOT BE OFFERED, SOLD OR DELIVERED IN THE UNITED STATES OF AMERICA ABSENT REGISTRATION OR AN EXEMPTION FROM REGISTRATION REQUIREMENTS PURSUANT TO THE U.S. SECURITIES ACT OF 1933, AS AMENDED. NEXITY DOES NOT INTEND TO REGISTER THE PROPOSED OFFERING IN WHOLE OR IN PART IN THE UNITED STATES OF AMERICA OR TO CONDUCT A PUBLIC OFFERING IN THE UNITED STATES OF AMERICA



RESULTS OF THE CENTRALIZED REPURCHASE PROCEDURE OF THE OCEANES DUE 2020 ISSUED IN JUNE 2014

Paris, 18 May 2016

Repurchase of the bonds convertible into new shares and/or exchangeable for existing shares due 1 January 2020 and issued on 19 June 2014 (the “2014 OCEANES”) (ISIN code: FR0011983105)

Nexity (the « **Company** » or « **Nexity** ») announces the repurchase of 98.5% of the 2014 OCEANES initially issued, pursuant to the reverse bookbuilding process conducted on 10 May 2016 and the centralized repurchase procedure carried out from 11 May 2016 (inclusive) to 17 May 2016 (inclusive).

The settlement and delivery of the 2014 OCEANES tendered in the reverse bookbuilding process occurred on 17 May 2016 and the settlement and delivery of the centralized repurchase procedure is expected to occur on 19 May 2016. The 2014 OCEANES repurchased will be cancelled in accordance with their terms and conditions and in accordance with the law.

The repurchase of the 2014 OCEANES acquired pursuant to the reverse bookbuilding process and the centralized repurchase procedure represents a total amount of 228,509,007.69 euros (i.e. 4,092,943 2014 OCEANES at a price of 55.83 euros per 2014 OCEANE).

The Company reserves the right to repurchase further 2014 OCEANES whether on or off market after completion of the centralized repurchase procedure.

The Company also reserves the right, after completion of the centralized repurchase procedure, to exercise its right to redeem, at its option, the 2014 OCEANES in accordance with their terms and conditions.

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA OR JAPAN

THIS PRESS RELEASE DOES NOT CONSTITUTE AN OFFER OF SECURITIES IN THE UNITED STATES OF AMERICA. THE BONDS (AND THE UNDERLYING SHARES) MAY NOT BE OFFERED, SOLD OR DELIVERED IN THE UNITED STATES OF AMERICA ABSENT REGISTRATION OR AN EXEMPTION FROM REGISTRATION REQUIREMENTS PURSUANT TO THE U.S. SECURITIES ACT OF 1933, AS AMENDED. NEXITY DOES NOT INTEND TO REGISTER THE PROPOSED OFFERING IN WHOLE OR IN PART IN THE UNITED STATES OF AMERICA OR TO CONDUCT A PUBLIC OFFERING IN THE UNITED STATES OF AMERICA



DISCLAIMER

This press release does not constitute an offer to purchase or to subscribe any securities in the United States of America, Canada, Australia or Japan.

No communication or information relating to the issuance by Nexity of bonds convertible into new shares and/or exchangeable for existing shares (the "Bonds") may be distributed to the public in a country where a registration obligation or an approval is required. No action has been or will be taken in any country where such action would be required. The offering and the subscription of the Bonds may be subject to specific legal and regulatory restrictions in certain jurisdictions; Nexity accepts no liability in connection with a breach by any person of such restrictions.

This press release constitutes an advertisement. It does not constitute a prospectus within the meaning of the Prospectus Directive (as defined hereinafter).

This press release does not, and shall not, in any circumstances, constitute an offer to the public of Bonds by Nexity nor an invitation to the public in connection with any offer in any jurisdiction, including France.

European Economic Area

In each of the various Member States of the European Economic Area other than France which has implemented the Prospectus Directive (the "Relevant Member States"), no action has been undertaken or will be undertaken to make an offer to the public of the Bonds requiring the publication of a prospectus in any Relevant Member State. As a result, the Bonds may only be offered in Relevant Member States:

- (a) to qualified investors, as defined in the Prospectus Directive (as defined below) as amended by the Prospectus Directive;*
- (b) to fewer than 150 individuals or legal persons (other than qualified investors as defined in the Prospectus Directive); or*
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive.*

provided that no such offer of Bonds referred to in (a) to (c) above shall require Nexity or any financial institution in charge of the placement to publish a prospectus pursuant to Article 3 of the Prospectus Directive, or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this paragraph, (i) the notion of an "offer to the public of Bonds" in any Relevant Member State, means any communication, to individuals or legal entities, in any form and by any means, of sufficient information on the terms and conditions of the offering and on the Bonds to be offered, thereby enabling an investor to decide to purchase or subscribe for the Bonds, as the same may be varied in the Relevant Member State by any measure implementing the Prospectus Directive, (ii) the expression "Prospectus Directive" means Directive 2003/71/EC of the European Parliament and Council of 4 November 2003 (and amendments thereto, including the PD Amending Directive, to the extent implemented to the Relevant Member State), and includes any relevant implementing measure in each Relevant Member State and (iii) the expression "PD Amending Directive" means Directive 2010/73/EU of the European Parliament and Council dated 24 November 2010.

This selling restriction supplements the other selling restrictions applicable in the Member States which have implemented the Prospectus Directive.

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA OR JAPAN

THIS PRESS RELEASE DOES NOT CONSTITUTE AN OFFER OF SECURITIES IN THE UNITED STATES OF AMERICA. THE BONDS (AND THE UNDERLYING SHARES) MAY NOT BE OFFERED, SOLD OR DELIVERED IN THE UNITED STATES OF AMERICA ABSENT REGISTRATION OR AN EXEMPTION FROM REGISTRATION REQUIREMENTS PURSUANT TO THE U.S. SECURITIES ACT OF 1933, AS AMENDED. NEXITY DOES NOT INTEND TO REGISTER THE PROPOSED OFFERING IN WHOLE OR IN PART IN THE UNITED STATES OF AMERICA OR TO CONDUCT A PUBLIC OFFERING IN THE UNITED STATES OF AMERICA



France

The Bonds have not been and will not be offered or sold, directly or indirectly, to the public in France. The Bonds will be offered or sold in France only to (x) persons providing investment services relating to portfolio management for the account of third parties (personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers), and/or (y) qualified investors (investisseurs qualifiés) acting for their own account, and/or (z) a restricted circle of investors (cercle restreint d'investisseurs), with the meanings ascribed to them in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 and D.411-4 of the French Code monétaire et financier and applicable regulations thereunder.

United Kingdom

This press release is only directed at (i) persons who are not located in the United Kingdom, (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"); (iii) persons falling within Article 49(2)(a) to (d) (high net worth entities, non-incorporated associations, etc.) of the Order, or (iv) persons to whom an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the "FSMA")) in connection with the issue or sale of the Bonds and, if any, the Shares (together being referred to as the "Securities"), may otherwise lawfully be communicated (all such persons mentioned in paragraphs (i), (ii), (iii) and (iv) above, together being referred to as "Relevant Persons"). The Securities are only available to Relevant Persons, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be addressed or concluded only with Relevant Persons. Any person that is not a Relevant Person must abstain from using or relying on this press release and the information contained therein.

This press release does not constitute a prospectus and has not been approved by the Financial Conduct Authority or by another United Kingdom regulatory authority falling within Section 85 of the FSMA.

United States of America

This press release may not be published, distributed or transmitted in the United States of America (including their territories and dependencies, any state of the United States of America and the District of Columbia). This press release does not constitute any solicitation to purchase or an offer to purchase or to subscribe the Bonds in the United States of America. The Bonds have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold in the United States of America, except pursuant to an exemption from the registration requirements of the Securities Act. The Bonds will be offered or sold only outside of the United States of America in offshore transactions in accordance with Regulation S of the Securities Act. Nexity does not intend to register all or any portion of the offering of the Bonds in the United States of America or to conduct a public offering of the Bonds in the United States of America.

Canada, Australia and Japan

The Bonds have not been offered or sold and may not be offered, sold or purchased in Canada, Australia or Japan.

This press release does not constitute an invitation to sell 2014 OCEANEs in any country where or to any person to which such invitation is restricted by applicable laws or regulations, including the United States of America. In particular, the Repurchase of Reference and the Centralized Repurchase Procedure are not and will not be opened, directly or indirectly, to U.S. residents (as defined under Rule 800(h) of the Securities Act) under any form and by any

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA OR JAPAN

THIS PRESS RELEASE DOES NOT CONSTITUTE AN OFFER OF SECURITIES IN THE UNITED STATES OF AMERICA. THE BONDS (AND THE UNDERLYING SHARES) MAY NOT BE OFFERED, SOLD OR DELIVERED IN THE UNITED STATES OF AMERICA ABSENT REGISTRATION OR AN EXEMPTION FROM REGISTRATION REQUIREMENTS PURSUANT TO THE U.S. SECURITIES ACT OF 1933, AS AMENDED. NEXITY DOES NOT INTEND TO REGISTER THE PROPOSED OFFERING IN WHOLE OR IN PART IN THE UNITED STATES OF AMERICA OR TO CONDUCT A PUBLIC OFFERING IN THE UNITED STATES OF AMERICA



mean. Persons in such jurisdictions into which this press release is released, published or distributed must inform themselves about and comply with such laws or regulations.

AT NEXITY, WE AIM TO SERVE ALL OUR CLIENTS AS THEIR REAL ESTATE NEEDS EVOLVE

Nexity offers the widest range of advice and expertise, products, services and solutions for private individuals, companies and local authorities, so as to best meet the needs of our clients and respond to their concerns.

Our business lines – real estate brokerage, management, design, development, planning, advisory and related services – are now optimally organised to serve and support our clients. As the benchmark operator in our sector, we are resolutely committed to all of our clients, but also to the environment and society as a whole.

Nexity is listed on the SRD and on Euronext's Compartment A

Member of the indices: SBF 80, SBF 120, CAC Mid 60, CAC Mid & Small and CAC All Tradable

Ticker symbol: NXI - Reuters: NXI.PA - Bloomberg: NXI FP

ISIN: FR0010112524

CONTACTS

Julien Carmona – Chief Financial Officer / +33 (0)1 85 55 14 97 - investorrelations@nexity.fr

Blandine Castarède – Head of Communication and Brand Strategy / + 33(0) 1 85 55 15 52 – bcastarede@nexity.fr

Anne Gindt – Press Contact / + 33(0) 1 85 55 10 54 – agindt@nexity.fr