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SOCIETE DE LA TOUR EIFFEL LAUNCHES A RIGHTS ISSUE OF APPROXIMATELY €600M

- Subscription price: €5.15 (including share premium) per new share, i.e. a premium of 21.7% to the closing price on 16 December 2024
- Subscription ratio: 7 new shares for 1 existing share
- Rights trading period: from 19 December 2024 to 8 January 2025 (included)
- Subscription period: from 23 December 2024 to 10 January 2025 (included)
- Subscription commitment by SMABTP group such that at least 75% of the capital increase amount is subscribed

Société de la Tour Eiffel (the “**Company**”) today announces the launch of a share capital increase with preferential subscription rights for shareholders of approximately €600m (the “**Capital Increase**”). SMABTP group has committed to subscribe to the transaction, so that it is subscribed up to at least 75%.

‘This capital increase marks a decisive step in the development of Société de la Tour Eiffel. The proceeds of this capital increase will enable us to support the continued rollout of our roadmap by providing the resources we need to sustainably transform our assets portfolio in response to the challenges of the property market, and ultimately to return to value creation and distributive capacity. I would like to thank the shareholders who have renewed their confidence in us, as well as the SMABTP group, our longstanding shareholder, for their support over the long term’ says Christel Zordan, Chief Executive Officer of Société de la Tour Eiffel.

Context of the transaction

In a market environment that remains constrained, the Company has been implementing its strategic roadmap since the beginning of 2022, with the aim of transforming its portfolio to meet current social and property challenges.

The Capital Increase aims at enabling the Company to cover short-term refinancing maturities, reducing the use of its credit facilities and continuing its operations while being able to seize market opportunities in the medium term, and restore a sustainable shareholder distribution capacity. The transaction takes place in a context where the Company will risk failing to comply with one or more of its banking covenants within the next twelve months, which could lead to the early repayment of all of its financial debt.

Main terms and conditions of the Capital Increase

The Capital Increase will be carried out with shareholders' preferential subscription rights, in accordance with the 1st resolution of the Extraordinary General Meeting held on 16 December 2024 and will result in the issuance of a maximum of 116,279,198 new ordinary shares (the “**New Shares**”), to be subscribed for in cash at a price of 5.15 euros per share (i.e. 5.00 euros par value and 0.15 euro issue premium), to be fully paid up at the time of subscription, representing maximum gross proceeds, including issue premium, of 598,837,869.70 euros (in the event of subscription for 100% of the issuance).

The preferential subscription rights will be listed and tradable on the regulated market of Euronext in Paris (“**Euronext Paris**”) from 19 December 2024 until 8 January 2025 (included) under ISIN number FR001400TN89, and exercisable from 23 December 2024 until 10 January 2025 (included) according to the indicative timetable. Unexercised preferential subscription rights shall automatically lapse at the close of the subscription period, i.e. 10 January 2025, according to the indicative timetable.

Each existing shareholder will receive one preferential subscription right for each share registered in his securities account at the end of the day on 20 December 2024, in accordance with the indicative timetable. In order for the

shares to be registered in the securities account on that date, purchases of existing shares on the market must be completed by 18 December 2024 at the latest, in accordance with the indicative timetable.

Holders of preferential subscription rights may subscribe on an irreducible basis (*à titre irréductible*) for 7 New Shares for 1 preferential subscription right at a price of 5.15 euros per New Share.

Subscriptions on a reducible basis (*à titre réductible*) will be accepted. Any New Shares not subscribed on an irreducible basis (*à titre irréductible*) will be distributed and allocated to the holders of the rights having submitted additional subscription orders on a reducible basis (*à titre réductible*), subject to reduction in the event of oversubscription.

The preferential subscription rights detached from the Company's treasury shares will be sold in the market before the end of the preferential subscription rights trading period, in accordance with Article L. 225-210 of the French Commercial Code. For information purposes, as of 30 November 2024, the Company held 17,103 of its own shares, representing approximately 0.10% of the share capital at that date.

As the issue price of the New Shares is higher than the closing price of the Company's shares on 16 December 2024, i.e. 4.23 euros, the theoretical value of the preferential subscription right is, as at the date of the Prospectus (as defined below), considered to be zero and the theoretical value of the share ex-rights identical to the closing price on 16 December 2024.

These values neither presuppose the preferential subscription rights value throughout the rights trading period, nor Société de la Tour Eiffel's ex-right share price as they will be observed in the market.

The Capital Increase will be open to the public in France only.

Application will be made for the New Shares to be admitted to trading on Euronext Paris (Compartment B). The issue, settlement and admission to trading of the New Shares on Euronext Paris is expected to take place on 17 January 2025. The New Shares will be entitled, as from their issuance date, to all dividends and distributions decided by the Company as from that date. They will be immediately fungible with the Company's existing shares, and will be traded on the same quotation line as the existing shares, under ISIN code FR0000036816.

Indicative Timetable

19 December 2024	Detachment of preferential subscription rights Start of the preferential subscription rights trading period on Euronext Paris
23 December 2024	Start of the subscription period for the Capital Increase
8 January 2025	End of the preferential subscription rights trading period
10 January 2025	End of the subscription period for the Capital Increase ¹
15 January 2025	Publication by the Company of a press release announcing the results of subscriptions to the Capital Increase. Publication by Euronext Paris S.A. of the notice of admission of the New Shares, indicating the final amount of the Capital Increase and the allocation rule for subscriptions on a reducible basis (<i>à titre réductible</i>).
17 January 2025	Issuance of New Shares Settlement and delivery of the Capital Increase Admission of the New Shares to trading on Euronext Paris

Underwriting

The issuance of the New Shares is not subject to any underwriting agreement.

However, the Capital Increase is subject to a subscription commitment, as described below.

On 17 December 2024, the Company entered into an agency agreement with BNP Paribas, Crédit Agricole Corporate and Investment Bank and Société Générale acting as Global Coordinators, Lead Managers and Joint Bookrunners. Furthermore, Crédit Agricole Corporate and Investment Bank acted as financial advisor of the Company.

¹ The processing times required by financial intermediaries may lead them to bring forward the deadlines for receiving instructions from their clients holding preferential subscription rights. In this respect, financial intermediaries must inform their customers through the notices of operation, and investors concerned are invited to contact their financial intermediaries.

Intentions and undertakings of the main shareholders

Given that the target amount of the Capital Increase is €600m, SMABTP group, which holds 8,693,401 existing shares representing 52.3% of the Company's capital and voting rights, has made an irrevocable and unconditional commitment to:

- i. subscribe on an irreducible basis (à titre irréductible) pro rata to its holding (i.e. 52.33%);
- ii. not subscribe on a reducible basis (à titre réductible);
- iii. subscribe such additional number of New Shares so as to ensure minimum subscription level of 75% of the Capital Increase;
- iv. regarding New Shares not subscribed on a irreducible and reducible basis (à titre irréductible et réductible) (and not covered by (iii) above) and in relation to the Company's financing requirement of c.€600m, subscribe for all or part of the New Shares not subscribed during the offering, which the Board of Directors would freely allocate in accordance with Article L. 225-134, I., 2° of the French Commercial Code.

AG Real Estate, which holds 890,957 existing shares representing 5.4% of the Company's share capital has indicated that it will not subscribe to the Capital Increase.

Suravenir, which holds 1,145,089 existing shares representing 6.9% of the Company's share capital has indicated that it will not subscribe to the Capital Increase.

The Company is not aware of the subscription intentions of any other shareholder or members of the board other than those mentioned above.

Dilution

For illustrative purposes only, a shareholder holding 1% of the capital prior to the Capital Increase and who does not participate in the Capital Increase, would hold 0.13% following the issuance of the New Shares (in the event of subscription for all the New Shares).

SIIC status

In accordance with article 208 C I and IV of the French General Tax Code, if the SMABTP group were to exceed the thresholds of 60% of the Company's capital and/or voting rights, it would result in the suspension from SIIC (*Sociétés d'Investissement Immobilier Cotées* or Listed Real Estate Investment Companies) status ("**SIIC status**"), or the exit from this status if this threshold is not met again at the end of the financial year during which the Capital Increase is completed (i.e. 31 December, 2025). Based on the analysis carried out by the Company's tax advisors, and taking into account the data provided by the Company, the financial impact of this change of status should be limited (exit cost contained with regards to the expected unrealized capital gains, and taxation that should be minimal - the Company does not anticipate any tax expense in excess of €2m in 2025, and between €3m and €6m in subsequent years), and more particularly in comparison with regards to the need to strengthen the Company's equity.

In addition to the impact on the Company and its subsidiaries, an exit from SIIC status would also have consequences for the Company's shareholders. As a reminder, the SIIC status requires the payout of 95% of the profits deriving from the rental of properties, 70% of capital gains on the disposals of properties, and 100% of dividend distributions received by the Company from other companies subject to the SIIC status. If the Company exits the SIIC status, it will no longer be subject to these obligations. However, the Company has not generated any distributable profits since 2021, so it is not required to make any distribution (its distribution obligations being deferred until the Company has the legal and accounting capacity to make distributions), and the amounts paid out to shareholders comes entirely from the share premium account. In these circumstances, the SIIC status is not currently a determining factor in our shareholder return policy.

Although the Capital Increase is likely to jeopardise the Company's SIIC status, it is part of the process of rebuilding cash flow generation and restoring the property company's ability to pay dividends. Even though the Company does not intend to pay a dividend in the short term, the Board of Directors will examine the possibility of returning, in the long term, to a distribution policy in line with peers', based on its payout capacity.

Lastly, should an exit from SIIC status occur, the Company's shares would be eligible again to the French tax-advantaged shares saving plan (*PEA - Plan d'Épargne en Actions*).

Use and estimated net amount of proceeds from the issuance of the New Shares

The net proceeds from the issuance of the New Shares are estimated to approximately €596.6m (in the event the issuance is subscribed in full).

The Company will use the proceeds of the Capital Increase, in the event the issuance is subscribed in full, as follows:

- In priority, to redeem the €200m EURO PP (maturity in July 2025);
- To reduce the drawdown by €160m of the RCF Pool CADIF 2018 (maximum drawdown of €100m (to be renewed by July 2025)) and the SLL CADIF 2024 (maximum drawdown of €90m);
- After securing compliance with the ICR, to redeem the €180m 2020 perpetual subordinated loan. This repayment will simplify the Group's liabilities and reduce its financing costs, thus avoiding an increase in the cost of the TSDI from 4.5% to 9.5% in June 2025, and also realigning the interests of TSDI holders with those of shareholders;
- And for the remainder (i.e. €60m), to take advantage of market opportunities in the medium term, while maintaining its banking covenants at market levels over the long term, and to repay €14m in secured financing.

In the event of a 75% subscription to the Capital Increase, the net proceeds of the issue estimated at c.€446.9m will be used: (i) to repay the Euro PPs in the amount of €200m, (ii) to reduce the drawdown by €160m of the RCF Pool CADIF 2018 and the SLL CADIF 2024 facilities, and (iii) to secure compliance with banking covenants.

The Company will invest the proceeds between the settlement-delivery date of the Capital Increase and their utilization date, thereby reducing net financial expenses over the period to comply with the ICR ratio as of 30 June 2025.

Company's lock up

From the date of the Prospectus until 180 calendar days after the settlement and delivery date of the New Shares, subject to certain customary exceptions.

SMABTP group lock up commitments

From the date of the Prospectus and until 180 calendar days after the settlement and delivery date of the New Shares, subject to certain customary exceptions.

Prospectus availability

The prospectus approved by the Autorité des marchés financiers (the “**AMF**”) on December 17, 2024 under number 24-525 (the “**Prospectus**”), consisting of (i) the Company's universal registration document filed with the AMF on March 28, 2024 under number D.24-0204 (the “**Universal Registration Document**”), (ii) the amendment to the Universal Registration Document filed with the AMF on December 17, 2024 under number D.24-0204-A01 (the “**Amendment to the Universal Registration Document**”), (iii) a *note d'opération* (the “**Note d'Opération**”) and (iv) the summary of the Prospectus included in the Note d'Opération, is available on the websites of the AMF (www.amf-france.org) and the Company (www.societetoureiffel.com).

Copies of the Prospectus are available free of charge from the Company's registered office (11-13 avenue de Friedland, 75008, Paris, France).

Risk factors

Investors are invited to consider the risk factors relating to the Company described in sections 3.1 “Risk Factors” and 3.2 “Risk Management” of the Universal Registration Document as updated in section 4 “Risk Factors” of the Amendment to the Universal Registration Document and the risk factors relating to the transaction or the New Shares mentioned in chapter 2 “Risk Factors” of the Note d'Opération, before making any investment decision.

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About Société de la Tour Eiffel

With a property portfolio amounting to €1.7bn, Société de la Tour Eiffel is an integrated property company with a strong culture of services. This agile company operates in various asset classes, including offices, urban logistics, managed residential and retail, in Greater Paris and other major French metropolitan areas. An active player throughout the property cycle, it assists its tenants – companies of all sizes and sectors – through high-standard

direct management of its properties. Société de la Tour Eiffel conducts a pro-active and transversal CSR policy that is an integral part of its strategic orientations.

Société de la Tour Eiffel is listed on Euronext Paris (B board) – ISIN code: FR0000036816 – Reuters: TEIF.PA – Bloomberg: EIFF.FP

www.societetoureffel.com

Disclaimer:

No communication and no information in respect of the Capital Increase, may be distributed to the public in any jurisdiction in which such registration or approval is required. No action has been or will be undertaken outside of France in any jurisdiction in which such actions would be required. The issue, the exercise or the sale of preferential subscription rights, and the subscription for or the purchase of New Shares or preferential subscription rights may be subject to specific legal or regulatory restrictions in certain jurisdictions. The Company assumes no responsibility for any violation of any such restrictions by any person.

This announcement is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (as amended, the “**Prospectus Regulation**”).

With respect to the member States of the European Economic Area, other than France (each, a “**Relevant Member State**”), no action has been or will be undertaken to make an offer to the public of the securities requiring a publication of a prospectus in any Relevant Member State. As a result, the preferential subscription rights and the New Shares may not and will not be offered except in accordance with the exemptions set forth in Article 1(4) of the Prospectus Regulation or under any other circumstances that do not require the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Regulation and/or to applicable regulations of that Relevant Member State.

This press release and the information it contains are being distributed to and are only intended for persons who are (x) outside the United Kingdom or (y) in the United Kingdom who are qualified investors (as defined in the Prospectus Regulation as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018) and are (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005, as amended, (the “**Order**”), (ii) high net worth entities and other such persons falling within Article 49(2)(a) to (d) of the Order (“high net worth companies”, “unincorporated associations”, etc.) or (iii) other persons to whom an invitation or inducement to participate in investment activity (within the meaning of Section 21 of the Financial Services and Market Act 2000) may otherwise lawfully be communicated or caused to be communicated (all such persons in (y)(i), (y)(ii) and (y)(iii) together being referred to as “**Relevant Persons**”). Any invitation, offer or agreement to subscribe, purchase or otherwise acquire securities to which this press release relates will only be engaged with Relevant Persons. Any person who is not a Relevant Person should not act or rely on this press release or any of its contents.

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