

**THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF
NOTEHOLDERS**

24 May 2024



NEXITY

A société anonyme established under the laws of the Republic of France
With a share capital of €280,648,620.00
Registered office: 19, rue de Vienne – TSA 50029, 75801 Paris Cedex 08
444 346 795 RCS Paris
(the "Issuer" or "Nexity")

WRITTEN CONSULTATION OF THE HOLDERS OF THE FOLLOWING NOTES

**€156,000,000 2.464 per cent Notes issued by Nexity on 20 December 2019
and due on 20 December 2027 (of which €156,000,000 are currently outstanding)
ISIN: FR0013470010
(the "Notes")**

by
the Issuer

Introduction

NOTICE IS HEREBY GIVEN that, pursuant to Condition 10 (*Representation of Noteholders*) of the terms and conditions of the Notes, (the "**Conditions**") and pursuant to article L. 228-65, I of the French *Code de commerce*, Madame Véronique BEDAGUE, Chief Executive Officer (*Présidente-Directrice Générale*) of Nexity, is seeking approval from the holders of the Notes (the "**Noteholders**", or individually, a "**Noteholder**") on the resolution detailed hereunder by way of the present written consultation (the "**Consultation**").

Noteholders wishing to participate in the Consultation shall return a Valid Voting Form (as defined and detailed below) to the Issuer, to the email addresses provided in the paragraph "Contacts" below, no later than 6.00 p.m. (Paris time) on 10 June 2024 (the "Written Resolution Date").

Unless the context otherwise requires, capitalised terms used in this notice shall have the meaning ascribed to them in the Conditions.

As a reminder, the Noteholders accepted on 22 April 2024, by way of written consultation, to waive the undertakings of Nexity (A) to maintain the Leverage Ratio and the Financial Expense Covenant Ratio at a certain level pursuant to Condition 4.1, at the closing dates of 30 June 2024 and 31 December 2024 and (B) to send to the Representative and to the Paying Agent a compliance or non-compliance certificate relating to such Leverage Ratio and Financial Expense Covenant Ratio pursuant to the Conditions in respect of such dates and to amend the Conditions accordingly.

Agenda

Madame Véronique BEDAGUE, Chief Executive Officer (*Présidente-Directrice Générale*) of Nexity has decided that the following written resolution shall be presented for approval (the "**Written Resolution**"):

- Approval of (A) the modification of Condition 3 (Negative Pledge), (B) the addition of an information undertaking of the Issuer relating to the Consolidated Net Debt, the consolidated cash position of the Group and the amounts drawn and undrawn under the Credit Facility Agreement, (C) the modification of the cross default clause (paragraph (c) of Condition 9) and the addition of an information undertaking of the Issuer in that respect and (D) the addition of an event of default in case of (i) any refusal by the Issuer's statutory auditors to certify the Issuer's financial statements and/or the Annual Financial Statements and Semi-Annual Financial Statements (if they are certified) or (ii) any qualification, revealing a Material Adverse Event, by the Issuer's statutory auditors in their report on the Issuer's financial statements and/or the Annual Financial Statements.

Please note the following important dates relating to the Consultation:

Events	Dates
Publication of the notice of Consultation <i>via Euroclear and on the website of the Issuer</i>	24 May 2024
<i>Required time and date for the book-entry statement evidencing the right of each Noteholder to participate in the Consultation</i>	6 June 2024 at 0:00 a.m. (Paris time)
Written Resolution Date <i>Required time and date for the submission of the Valid Voting Form</i>	10 June 2024 Not later than 6.00 p.m. (Paris time)
Announcement and publication of the result of the Consultation <i>via Euroclear and on the website of the Issuer</i>	As soon as possible on 11 June 2024

This notice is issued on 24 May 2024 by the Issuer and is published in accordance with the Conditions.

Documents available

In accordance with the paragraph "*Information to the Noteholders*" of Condition 10 (*Representation of Noteholders*) of the Conditions, each Noteholder or representative thereof, has the right, during the fifteen (15) calendar day period preceding the Written Resolution Date, to consult or make a copy of the text of the proposed Written Resolution.

The following documents are available on the date of this notice upon request to the Issuer at the email address given in the paragraph "Contact" below:

- the present notice of consultation (annexing the Voting Form);
- the draft revised Conditions; and
- the text of the proposed Written Resolution.

General

As a reminder, in accordance with article L.228-46-1 of the French *Code de commerce* and the paragraph "*Written Resolutions*" of Condition 10 (*Representation of the Noteholders*) of the Conditions, Collective Decisions of the Masse may be taken following a written consultation, including by electronic means.

Adoption of the Written Resolution

The Written Resolution hereby proposed to Noteholders may only be considered as validly passed if the Noteholders answer the present Consultation by sending back to the Issuer a Valid Voting Form (as defined below) in accordance with the terms and conditions set out below.

In accordance with the Conditions, the Written Resolution shall be deemed adopted if signed by one or more Noteholders holding together at least two-third (2/3) of the principal amount of the Notes outstanding.

Each Noteholder is entitled to one vote for each Note held by such Noteholder. Any Noteholder entitled to more than one vote shall not be required to cast all of such votes in the same manner.

Participation in the Consultation

Each Noteholder wishing to participate in the Consultation shall provide evidence of its right to participate in the Consultation by presenting evidence that it is registered in the books of the relevant Account Holder in accordance with the paragraph "Voting requirements and procedures" below.

If a Noteholder wishes to vote on the Written Resolution and the Notes it owns are held by a financial intermediary such as a broker, dealer, commercial bank, trustee, custodian or other nominee, such Noteholder should contact such financial intermediary and instruct it to vote in respect of its Notes on its behalf.

The Noteholders expressing their approval or rejection on or before the Written Resolution Date will undertake not to dispose of their Notes until after the Written Resolution Date.

Voting requirements and procedures

In accordance with article R.228-71 of the French *Code de commerce*, the right of each Noteholder to participate in the Consultation will be evidenced by the entries in the books of the relevant Account Holder of the name of such Noteholder as of 0:00 (Paris time), on the second business day in Paris preceding the Written Resolution Date (i.e. on 6 June 2024).

Voting Forms will only be taken into account for the vote count if such forms: (i) are duly completed and signed, (ii) attach a book-entry statement in such form as is regularly used by the relevant Account Holder, duly completed and signed by such Account Holder (a "**Valid Book Entry Statement**") and (iii) are received by the Issuer (to the email addresses set out in paragraph "Contacts" below) before 6.00 p.m. on the Written Resolution Date (Paris time) (i.e. on 10 June 2024) (such forms being a "**Valid Voting Form**" if the above listed conditions are met).

Contacts

The Noteholders may submit their queries with regard to the Consultation to the Issuer at the following email addresses: CRICAUDLEBORGNE@nexity.fr; KRENAISON@nexity.fr; massquote@gmail.com.

Attachment

- Voting Form

Madame Véronique BEDAGUE

Présidente-Directrice Générale

ANNEX

Please return (i) this voting form and (ii) the book entry statement as at 6 June 2024 delivered by your Account Holder **by 6.00 p.m. (Paris time) on 10 June 2024 at the latest to:**

1. the Issuer at the following email addresses: CRICAUDLEBORGNE@nexity.fr; KRENAISON@nexity.fr; **and**
2. the representative of the masse as appointed in the Conditions at the following email address: massquote@gmail.com.

Unless the context otherwise requires, capitalised terms used in this form shall have the meaning ascribed to them in the consultation notice issued by the Issuer.

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WRITTEN CONSULTATION OF THE HOLDERS OF

**€156,000,000 2.464 per cent Notes issued by Nexity on 20 December 2019
and due on 20 December 2027 (of which €156,000,000 are currently outstanding)**

ISIN: FR0013470010

(the "Notes")

VOTING FORM

1/ Noteholder information

Name or corporate denomination:	
Number of Notes held:	
Address or registered office:	
Email address:	
Tel:	

2/ Vote

Following the written consultation addressed by the Issuer to the holders of Notes on 24 May 2024 seeking their consent on the following Written Resolution:

- Approval of (A) the modification of Condition 3 (Negative Pledge), (B) the addition of an information undertaking of the Issuer relating to the Consolidated Net Debt, the consolidated cash position of the Group and the amounts drawn and undrawn under the Credit Facility Agreement, (C) the modification of the cross default clause (paragraph (c) of Condition 9) and the addition of an information undertaking of the Issuer in that respect and (D) the addition of an event of default in case of (i) any refusal by the Issuer's statutory auditors to certify the Issuer's financial statements and/or the Annual Financial Statements and Semi-Annual Financial Statements (if they are certified) or (ii) any qualification, revealing a Material Adverse Event, by the Issuer's statutory auditors in their report on the Issuer's financial statements and/or the Annual Financial Statements.

I hereby vote as follows, after having acknowledged the text of the Written Resolution and the draft revised Conditions:

Written Resolution

- ☐ **Approval**
- ☐ **Rejection**

3/ Signature

Name of the signatory:		Date:	
Title:		Signature:	