

NOT FOR RELEASE, DISTRIBUTION OR PUBLICATION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA (OR TO U.S. PERSONS), AUSTRALIA, CANADA OR JAPAN, OR IN ANY OTHER JURISDICTION IN WHICH OFFERS OR SALES OF SECURITIES WOULD BE PROHIBITED BY APPLICABLE LAW

PRESS RELEASE



Histoire d'Or

Marc Orian

TRESOR

Stroili

OROVIVO

FRANCO GIOIELLI

**GOLDSTORY S.A.S. ANNOUNCES PRICING OF ITS
SENIOR SECURED NOTES DUE 2026 AND
FLOATING RATE SENIOR SECURED NOTES DUE 2026**

Paris, France — January 28, 2021. Goldstory S.A.S. (the “**Issuer**”) announces the pricing of its €250 million aggregate principal amount of floating rate senior secured notes due 2026, at three-month EURIBOR (subject to a 0% floor) *plus* 550 basis points (the “**Floating Rate Notes**”) and its €370 million aggregate principal amount of 5.375% senior secured notes due 2026 (the “**Fixed Rate Notes**” and, together with the Floating Rate Notes, the “**Notes**”). The Notes will be issued at 100% of their nominal value.

The proceeds from the sale of the Notes will be deposited into escrow accounts, pending consummation of the acquisition of Thom Group S.A.S. by Altamir S.C.A. and certain co-investors (the “**Acquisition**”). Upon the release of the proceeds from escrow, the Issuer will use the gross proceeds, together with equity contributions from its shareholders and cash on the balance sheet of Thom Group S.A.S., to fund the purchase price of the Acquisition, the repayment of certain indebtedness of Thom Group S.A.S. and the payment of certain transaction costs.

Settlement of the Notes is expected to occur on February 4, 2021.

Contact

For further information, please contact:

Carole Danel
Tel: +33 (0) 1 44 52 76 35
E-mail: cdanel@thomgroup.com

Cautionary Statement

This press release is for information purposes only and does not constitute a prospectus or any offer to sell or the solicitation of an offer to buy any security in the United States or in any other jurisdiction, and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any state or country. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the “Securities Act”). The Notes have not been, and will not be, registered under the Securities Act, and no public offering of securities will be made in the United States. Accordingly, the Notes are being offered and sold in the United States only to qualified institutional buyers in accordance with Rule 144A under the Securities Act and outside the United States to non-U.S. persons in accordance with Regulation S under the Securities Act.

This announcement is directed only at (i) persons who are outside the United Kingdom (the “UK”), (ii) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “Order”), (iii) high net worth entities, and other persons to whom it may otherwise lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order and (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) in connection with the issue or sale of any notes may otherwise lawfully be communicated or cause to be communicated (all such persons together being referred to as “relevant persons”). Any investment activity to which this announcement relates will only be available to, and will only be engaged in with, relevant persons. Any person who is not a relevant person should not act or rely on this announcement or any of its contents. People distributing this announcement must satisfy themselves that it is lawful to do so. Any offer of the Notes in the UK will be made pursuant to an exemption under Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “EUWA”) from the requirement to publish a prospectus for offers of securities. No key information document required by Regulation (EU) No. 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been or will be prepared and, therefore, offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Any offer of the Notes in any member state of the European Economic Area (“EEA”) will be made pursuant to an exemption under Regulation (EU) 2017/1129 (the “Prospectus Regulation”) from the requirement to publish a prospectus for offers of securities. This announcement is not a prospectus for the purposes of the Prospectus Regulation and any relevant implementing measure in each member state of the EEA. No key information document required by Regulation (EU) No. 1286/2014 (the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been or will be prepared and, therefore, offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

In connection with the issuance of the Notes, one of the initial purchasers will serve as stabilizing manager and may over-allot the Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the stabilizing manager (or persons acting on behalf of the stabilizing manager) will undertake stabilization actions. Any stabilization action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Notes is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the Notes and 60 days after the date of the allotment of the Notes. Any stabilization action or over-allotment must be conducted in accordance with all applicable laws and rules.

Forward Looking Statements

This press release may include forward looking statements. These forward looking statements can be identified by the use of forward looking terminology, including the terms “anticipates,” “believes,” “estimates,” “expects,” “intends,” “may,” “should” or “will” or, in each case, their negative, or other variations or comparable terminology. These forward looking statements include all matters that are not historical facts and include statements regarding the Issuer’s intentions, beliefs or current expectations concerning, among other things, the Issuer’s results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which it operates. By their nature, forward looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Readers are cautioned that forward looking statements are not guarantees of future performance and that the Issuer’s actual results of operations, financial condition and liquidity, and the development of the industry in which it operates may differ materially from those made in or suggested by the forward looking statements contained in this press release. In addition, even if the Issuer’s results of operations, financial condition and liquidity, and the development of the industry in which the Issuer operates are consistent with the forward looking statements contained in this press release, those results or developments may not be indicative of results or developments in subsequent periods.