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THOM



Object : Press Release – January 29, 2024

Goldstory S.A.S. Communication

GOLDSTORY S.A.S. announces launch of offering of Sustainability-Linked Senior Secured Notes due 2030

Goldstory S.A.S. ("**Goldstory**" and, together with its consolidated subsidiaries, the "**Group**") announced today the launch of an offering of €850 million aggregate principal amount of sustainability-linked senior secured notes due 2030 (the "**Notes**") to be issued by Goldstory. Goldstory intends to use the proceeds of the Notes to (i) redeem in full Goldstory's senior secured notes due 2026, including paying accrued and unpaid interest, (ii) fund distributions to the Group's shareholders and (iii) pay all fees and expenses related to the transactions.

About THOM

We are a leading European jewelry retailer by number of stores, with a strong position in Europe in the affordable jewelry sector. Our product offering comprises primarily precious jewelry, complemented by watches and costume jewelry. We are active primarily in France and Italy, where we hold a leading market position in each national market. Our products are available through our network of 1,017 directly operated stores and 60 corners, including 543 stores and wedding fairs in France as well as 37 corners, 389 stores in Italy, 54 stores in Germany, 25 stores and wedding fairs in Belgium, 3 stores and 23 corners in Spain, 2 stores in China and 1 store in Luxembourg as of September 30, 2023, as well as 6 e-commerce platforms in France and Belgium (histoireedor.com and marc-orian.com, agatha.fr), Italy (stroilioro.com), Spain (agatha.es) and Germany (orovivo.de). We also have 38 affiliated partner stores in France as well as wholesale activity through our French subsidiary (Timeway France) and our Italian subsidiary (Timeway Italy).

Contact

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Cautionary Statement

The Offering is being made by means of an offering memorandum. This press release is for information purposes only and does not constitute a prospectus or an offer to sell or the solicitation of an offer to buy the Notes any security in the United States or in any other jurisdiction, and shall, in any circumstance, not constitute an offer, solicitation or sale in the United States or in any jurisdiction in which, or to any persons to whom, such an offering, solicitation or sale would be unlawful. The Notes have not been, and will not be, registered under the securities act, or the securities laws of any state of the United States or any other jurisdiction and the securities may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in regulations under the U.S. securities act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the securities act and applicable state or local securities laws or laws of other jurisdictions. Accordingly, in order to be eligible to view the offering memorandum or make an investment decision with respect to the securities, investors must be either (1) qualified institutional buyers within the meaning of Rule 144A under the Securities Act or (2) non-U.S. persons outside the United States in accordance with Regulation S under the Securities Act; provided that investors resident in a Member State of the European Economic Area are qualified investors (within the meaning of Article 2(e) of Regulation (EU) 2017/1129, as amended (the "Prospectus Regulation") and any relevant implementing measure in each Member State of the European Economic Area) and not retail investors (as defined below). Any public offering of securities to be made in the United States will be made by means of an offering memorandum that may be obtained from Goldstory and that will contain detailed information about Goldstory, the Group and its management, as well as financial statements.

The materials relating to the Offering do not constitute, and may not be used in connection with, an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any place where such offers, solicitations or sales are not permitted by law.

This press release and the offering memorandum relating to the Notes have not been prepared in the context of an offer to the public of financial securities within the meaning of the Prospectus Regulation. Consequently, the Notes may not be, directly or indirectly, offered or sold to the public in France (offre au public de titres financiers), and neither the offering memorandum nor any other offering material may be distributed to the public in France. Notwithstanding the foregoing, the Notes may be offered and sold in France exclusively to a limited number of investors acting for their own account (cercle restreint d'investisseurs agissant pour compte propre) in accordance with Article L.411-2 of the French Monetary and Financial Code (Code monétaire et financier) or to qualified investors (investisseurs qualifiés) as defined by Article 2(e) of the Prospectus Regulation. Prospective investors are informed that: (i) this Offering Memorandum has not been and will not be submitted for clearance to the Autorité des marchés financiers (the "AMF"); and (ii) the direct and indirect distribution or sale to the public of the Notes acquired by them may only be made in compliance with Articles L.411-1, L.411-2 and D.411-4 of the French Monetary and Financial Code (Code monétaire et financier) and applicable regulation thereunder. Investors in France and persons into whose possession offering materials come must inform themselves about, and observe, any such restrictions.

This press release and the offering memorandum relating to the Notes are not being distributed by, nor have they been approved by, an authorized person in the United Kingdom and are for distribution only to persons who (i) 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 "Financial Promotion Order"), (ii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Financial Promotion Order, (iii) are outside the United Kingdom or (iv) are 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 any securities may otherwise lawfully be communicated or caused to be communicated (all such persons in (i), (ii), (iii) and (iv) together being referred to as "relevant persons"). Accordingly, by accepting delivery of the Offering Memorandum, the recipient warrants and acknowledges that it is such a relevant person. The Offering Memorandum is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Offering Memorandum relates is available only to relevant persons and will be engaged in only with relevant persons.

In addition, the Notes described in the offering memorandum are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor (as defined below in relation to the EEA) in the EEA. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been 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. The expression "retail investor" in relation to any Member State of the EEA means a person who is one (or more) of the following: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the "IDD"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 (as amended, the "Prospectus Regulation").

Further, the Notes are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor (as defined below in relation to the United Kingdom) in the United Kingdom. Consequently, 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 United Kingdom has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation. The expression "retail investor" in relation to the United Kingdom means a person who is one (or more) of the following: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made thereunder to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in the UK Prospectus Regulation.

In connection with the issuance of the Notes, two of the initial purchasers will serve as stabilizing managers (or any person acting on behalf of such stabilizing managers) 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, stabilization may not necessarily occur. 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 ceased 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 by the stabilizing managers (or person acting on behalf of the stabilizing managers) 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 Goldstory's intentions, beliefs or current expectations concerning, among other things, Goldstory'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 Goldstory'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 Goldstory 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.