

## Notice

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION DIRECTLY OR INDIRECTLY TO ANY U.S. PERSON (AS DEFINED IN REGULATION S OF THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT")) OR ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES OF AMERICA, ITS TERRITORIES AND POSSESSIONS (INCLUDING PUERTO RICO, THE US VIRGIN ISLANDS, GUAM, AMERICAN SAMOA, WAKE ISLAND AND THE NORTHERN MARIANA ISLANDS), ANY STATE OF THE UNITED STATES OR THE DISTRICT OF COLUMBIA OR IN ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS DOCUMENT.**

**6 July 2020**

**Merrialys  
(the "Company")**

### **ANNOUNCES THE RESULTS OF THE TENDER OFFER IN RESPECT OF ITS**

**€750,000,000 1.787 PER CENT. BONDS DUE MARCH 2023 (OF WHICH €750,000,000 ARE CURRENTLY OUTSTANDING) (ISIN: FR0012332203) ADMITTED TO TRADING ON THE REGULATED MARKET OF EURONEXT PARIS (THE "EXISTING BONDS")**

*This notice must be read in conjunction with the tender offer memorandum dated 26 June 2020 (the "Tender Offer Memorandum") which has been prepared by the Company in relation to the Tender Offer. Capitalised terms used in this notice and not otherwise defined herein shall have the meanings ascribed to them in the Tender Offer Memorandum.*

On 26 June 2020, the Company announced the launch of a Tender Offer to Qualifying Holders (as defined in the Tender Offer Memorandum) of their Existing Bonds. Under the terms of the Tender Offer, Qualifying Holders (subject to offer restrictions), were invited to tender Existing Bonds held by such holders for purchase by the Company for cash up to a Maximum Acceptance Amount. The Tender Offer expired at 16:00 hours Paris time on 3 July 2020.

#### **The details of such results are as follows:**

Maximum Acceptance Amount: €181,300,000

Aggregate principal amount of Existing Bonds validly tendered: €181,300,000

Pro-ration Factor: N/A

Aggregate principal amount of Existing Bonds validly tendered and accepted for purchase: €181,300,000

Aggregate principal amount of Existing Bonds that remain outstanding after the Settlement Date: €68,700,000

Accrued Interest in respect of Existing Bonds accepted for purchase: 0.479797%

#### **Transaction Condition / Settlement**

The Company confirms that the Transaction Condition has been satisfied.

The Settlement Date is 7 July 2020. All sales pursuant to the Tender Offer will settle through the normal procedures of Euroclear France, Euroclear and Clearstream. On the Settlement Date, the Company shall pay or procure the payment of, to each Qualifying Holder which has validly submitted an Offer to Sell by the

Expiration Deadline, an amount in cash equal to the Tender Consideration in respect of each principal amount of Existing Bonds so tendered and delivered by such Qualifying Holder and accepted for purchase by the Company.

## Contact Information

The Dealer Managers of the Tender Offer are:

### STRUCTURING ADVISORS AND DEALER MANAGERS

**BNP Paribas**  
16, boulevard des Italiens  
75009 Paris  
France  
Tel: +33 1 55 77 78 94  
Attn: Liability Management Group  
Email: liability.management@bnpparibas.com

**Crédit Agricole Corporate and Investment Bank**  
12, place des Etats-Unis  
CS 70052  
92547 Montrouge Cedex  
France  
Attn: Liability Management  
Tel: +44 20 7214 5903  
Email: liability.management@ca-cib.com

**Société Générale**  
17 Cours Valmy  
92987 Paris La Défense Cedex  
France  
Tel: +33 1 42 13 32 40  
Attn: Liability Management  
Email: liability.management@sgcib.com

The Information Agent for the Tender Offer is:

**BNP Paribas Securities Services**  
Les Grands Moulins de Pantin  
9, rue du Débarcadère  
93500 Pantin  
France  
Tel: +33 1 57 43 10 77  
Email: paris.bp2s.information.agent@bnpparibas.com

The Tender Agent for the Tender Offer is:

**BNP Paribas Securities Services**  
Les Grands Moulins de Pantin  
9, rue du Débarcadère  
93500 Pantin  
France  
Attn: Corporate Trust Services  
Tel: +33 1 55 77 61 60  
Fax: +33 1 57 43 31 38  
Email: paris.bp2s.offers@bnpparibas.com

Copies of the Tender Offer Memorandum are available upon request addressed to the Information Agent. Prior to making a decision as to whether to participate in the Tender Offer, Qualifying Holders should carefully consider all of the information in the Tender Offer Memorandum.

**DISCLAIMER**

The Dealer Managers do not take responsibility for the contents of this notice. This notice must be read in conjunction with the Tender Offer Memorandum. No invitation to tender any Notes is being made pursuant to this notice. Any such invitation was only made in the Tender Offer Memorandum. This notice and the Tender offer Memorandum contain important information.

## **OFFER RESTRICTIONS**

*The distribution of this notice in certain jurisdictions may be restricted by law. Persons into whose possession this notice or the Tender Offer Memorandum comes are required by each of the Company, the Dealer Managers, the Information Agent and the Tender Agent to inform themselves about, and to observe, any such restrictions. Please see the Tender Offer Memorandum for a full description of such restrictions.*