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PHM Group Holding Oy Contemplates Notes Tap Issue

PHM Group Holding Oy (the “Company”) is contemplating a tap issue of senior secured fixed rate notes in a nominal amount up to EUR 40 million (the “Subsequent Notes”) under the Company's existing EUR 450 million Notes’ Framework (ISIN FI4000507876). The current outstanding amount is EUR 300 million with maturity in June 2026.

The proceeds from the tap issue would be applied towards (i) the refinancing of drawings under the Company’s Super Senior RCF; (ii) general corporate purposes including M&A; and (iii) finance transaction-related costs.

The Company has engaged Nordea Bank Abp and Pareto Securities AS as Joint Bookrunners for the contemplated tap issue and the Company has mandated the Joint Bookrunners to hold meetings with investors, commencing on 24 January 2022. Subject to prevailing market conditions and final decision by the Company, a tap issue of Subsequent Notes may follow.

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About PHM

PHM Group is a Nordic market leader in property maintenance and management focusing primarily on serving residential real estate. PHM Group is made up of strong local companies that take care of their clients’ properties and yards locally with a proactive approach. The Group offers a wide range of services according to its customer needs, and our versatile professionals with decades of experience in the property maintenance industry together with local management guarantee the quality of our service.

We operate in Finland, Sweden, Norway and Denmark across 60 cities and we are continuously growing. Currently the Group has an employee base of over 4,000 professionals. PHM Group is owned by funds managed by Norvestor and Intera Partners together with the Group’s senior management.

Important Information

This announcement is for information purposes only and does not constitute or form part of, and should not be construed as an offer or the solicitation of any offer to buy or subscribe for, any securities. In connection with this transaction there has not been, nor will there be, any public offering of the Subsequent Notes. The information contained herein is not for release, publication or distribution, in whole or in part, directly or indirectly, in or into the United States, Australia, Canada, Hong Kong, Japan, Singapore or any other countries or otherwise in such circumstances in which the release, publication or distribution would be unlawful. Persons into whose possession this announcement may come are required to inform themselves of and observe all such restrictions. None of the Company, Joint Bookrunners or their respective representatives accept any legal responsibility for any violation by any person, whether or not the persons contemplating investing in or divesting the Company’s securities, including the Subsequent Notes, are aware of such restrictions.

The Company has not authorized the offering of the Subsequent Notes to the public in any member state of the European Economic Area (the “EEA”). All offers of the Subsequent Notes in the EEA will be made pursuant to an exemption under the Prospectus Directive (Directive 2003/71/EC as amended),

as implemented in the member states of the EEA (each, a “Relevant Member State”), from the requirement to produce a prospectus under the Prospectus Directive for offers of securities. An offer to the public of the Subsequent Notes may not be made in that Relevant Member State, except that an offer of the Subsequent Notes to the public in that Relevant Member State may be made under the following exemptions from the Prospectus Directive, if they have been implemented in that Relevant Member State: (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive; (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive; or (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of securities shall result in a requirement for the Company or the Lead Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive. The expression an “offer to the public” in relation to the Subsequent Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any securities to be offered so as to enable an investor to decide to purchase any securities, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State.

This announcement does not constitute an offer of securities for sale in the United States. The Subsequent Notes have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”) or under the applicable securities laws of any state of the United States and the Subsequent Notes may not be offered or sold, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons (as such terms are defined in Regulation S under the Securities Act) except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

Joint Bookrunners are acting exclusively for the Company in connection with the new issue and will not be responsible to anyone other than the Company for providing the protections afforded to their clients nor giving investment or other advice in relation to the Subsequent Notes or any other transaction or any other matter mentioned herein.

MIFID II PRODUCT GOVERNANCE / ELIGIBLE COUNTERPARTIES AND PROFESSIONAL INVESTORS ONLY – Manufacturer target market is eligible counterparties and professional clients only (all distribution channels).

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Subsequent Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a “retail investor” means a person who is one (or more) of: (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 2002/92/EC (as amended), 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 Directive 2003/71/EC (as amended). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “PRIIPs Regulation”) for offering or selling the Subsequent Notes or otherwise making them available to retail investors in the EEA has been or will be prepared and, therefore, offering or selling the Subsequent Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.