

Paris La Défense, January 20, 2025

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THE SECURITIES REFERRED TO HEREIN HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES, OR TO OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS, EXCEPT PURSUANT TO AN APPLICABLE EXEMPTION FROM REGISTRATION. NO PUBLIC OFFERING OF SECURITIES IS BEING MADE IN THE UNITED STATES.

Elior Group S.A. announces offering of €500 million senior notes due 2030 and offer to purchase for cash any and all of its outstanding senior notes due 2026

Elior Group S.A. (the “Company”), has launched an offering (the “New Notes Offering”) of €500 million in aggregate principal amount of fixed rate senior notes due 2030 (the “New Notes”).

The New Notes will rank pari passu with the Company’s senior debt, including its new revolving credit facility. The Company will also enter into a new revolving credit facility agreement for an amount of €430 million upon the completion of the New Notes Offering and cancel its existing senior facilities agreement.

The Company additionally announces today that it has commenced an offer to holders of its outstanding senior notes due 2026 (the “Existing Notes”) to tender for cash any and all of their Existing Notes (the “Tender Offer” and, collectively with the New Notes Offering, the “Transactions”), subject to the conditions set out in the tender offer memorandum dated today’s date (the “Tender Offer Memorandum”). The Tender Offer Memorandum sets forth full details of the Tender Offer and holders of the Existing Notes are urged to read the Tender Offer Memorandum in its entirety. Any terms not defined herein have the meaning ascribed to them in the Tender Offer Memorandum.

The Company intends to use the gross proceeds from the New Notes Offering, together with cash on hand and amounts drawn under the new revolving credit facility agreement, to (i) repurchase the Existing Notes in the Tender Offer, (ii) repay the drawing under its existing revolving credit facility, and pay certain fees and expenses in connection with the Transactions. If not all the Existing Notes are repurchased in the Tender Offer, the Company intends to redeem them at or prior to their maturity in accordance with the terms of the indenture governing the Existing Notes.

Description of the Existing Notes	Outstanding Principal Amount	ISIN/Common Code	Purchase Price ⁽¹⁾	Amount subject to the Tender Offer
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3.750% Senior Notes due 2026	€550,000,000	ISIN: XS2360381730 / Common Code: 236038173	100%	Any and all, subject to the New Financing Condition.
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- (1) Expressed as a percentage of principal amount of Existing Notes validly tendered, exclusive of any accrued and unpaid interest, which will be paid to, but not including, the Settlement Date.

Whether the Company will accept for purchase any Existing Notes validly tendered in the Tender Offer and complete the Tender Offer is subject, without limitation, to the successful completion (in the sole determination of the Company) of the issue of the New Notes. Other conditions to the consummation of the Tender Offer are described in the Tender Offer Memorandum. Subject to applicable law, the Company reserves the right, in its sole discretion, to waive any and all conditions to the Tender Offer.

Existing Notes purchased by the Company pursuant to the Tender Offer are expected to be cancelled and will not be re-issued or resold.

Set forth below is a summary of the important dates in connection with the Transactions. Holders of the Existing Notes are advised to check with any bank, securities broker or other intermediary through which they hold Existing Notes when such intermediary would need to receive instructions from a holder of the Existing Notes in order for such holder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke its instruction to participate in, the Tender Offer before the deadlines specified below. The deadlines set by any such intermediary and each Clearing System for the submission of Tender Instructions (as defined in the Tender Offer Memorandum) will be earlier than the relevant deadlines specified below.

- *Commencement of Tender Offer and launch of the New Notes Offering:* January 20, 2025.
- *Pricing of the New Notes (if any):* Expected to be prior to the Expiration Time.
- *Expiration Time of the Tender Offer:* 4:00 p.m. London time on January 27, 2025, unless extended, re-opened, amended or earlier terminated pursuant to the terms set forth in the Tender Offer Memorandum.
- *Announcement of Tender Offer Results:* as soon as reasonably practicable after the Expiration Time
- *Settlement Date of the Tender Offer:* We currently anticipate this date would be February 5, 2025, and in any case, one Business Day after the settlement of the New Notes, provided that all conditions to the occurrence of the Settlement Date have been satisfied or waived.

A mechanism of priority allocation in the New Notes may be applied at the sole and absolute discretion of the Company for holders of the Existing Notes who participate in the Tender Offer and who wish to subscribe to the New Notes.

Additional Information

The Tender Offer Memorandum will also be made available to holders of Existing Notes through the Tender Agent:

Kroll Issuer Services Limited

The Shard
32 London Bridge Street
London SE1 9SG
United Kingdom
Tel: +44 20 7704 0880
Attention: David Shilson
Email: eliorgroup@is.kroll.com
Website: <https://deals.is.kroll.com/eliorgroup>

For other information, please contact:

The Dealer Managers**BNP Paribas**

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

Crédit Agricole Corporate and Investment Bank

12 place des États-Unis
CS 70052 92547
Montrouge Cedex
France
Tel: +44 207 214 5903
Attention: Liability Management
liability.management@ca-cib.com

Important notice

This press release constitutes a public disclosure of inside information under Regulation (EU) 596/2014 (16 April 2014) and Implementing Regulation (EU) No 2016/1055 (10 June 2016).

The New Notes will be offered and the Tender Offer is being made only in offshore transactions outside the United States pursuant to Regulation S under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), subject to prevailing market and other conditions. There is no assurance that the Transactions will be completed or, if completed, as to the terms on which it is completed. The New Notes have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or unless pursuant to an applicable exemption from the registration requirements of the Securities Act and any other applicable securities laws. This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The New 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 European Economic Area (“**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 (EU) 2016/97 (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 Regulation (EU) 2017/1129 (as amended, the “**Prospectus Regulation**”).

The New 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 (as defined above) in the United Kingdom. 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 European Union (Withdrawal) Act 2018 (the “**EUWA**”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 and any rules or regulations made thereunder to implement Directive (EU) 2016/97, 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 Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA.

This announcement does not constitute and shall not, in any circumstances, constitute a public offering nor an invitation to the public in connection with any offer within the meaning of the

Prospectus Regulation or otherwise. The offer and sale of the New Notes will be made pursuant to an exemption under the Prospectus Regulation from the requirement to produce a prospectus for offers of securities.

In the United Kingdom, this announcement is directed only at (i) persons having professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”), or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order, or (iii) persons to whom it would otherwise be lawful to distribute them, all such persons together being referred to as “Relevant Persons.” The New Notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such New Notes will be engaged in only with, Relevant Persons.

MiFID II professionals/ECPs-only/ No PRIIPs KID – Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail investors in EEA.

UK MIFIR professionals/ECPs-only/ No UK PRIIPS KID – Manufacturer target market (UK MIFIR product governance) is eligible counterparties and professional clients only (all distribution channels). No UK PRIIPs key information document (KID) has been prepared as not available to retail investors in the United Kingdom.

Neither the content of the Company’s website nor any website accessible by hyperlinks on the Company’s website is incorporated in, or forms part of, this announcement. The distribution of this announcement into certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

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 “believes”, “estimates”, “anticipates”, “expects”, “intends”, “may”, “will” or “should” 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 Company’s or its affiliates’ intentions, beliefs or current expectations concerning, among other things, the Company’s or its affiliates’ results of operations, financial condition, liquidity, prospects, growth, strategies and the industries in which they operate. 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 Company’s or its affiliates’ actual results of operations, financial condition and liquidity, and the development of the industries in which they operate may differ materially from those made in or suggested by the forward-looking statements contained in this press release. In addition, even if the

Company's or its affiliates' results of operations, financial condition and liquidity, and the development of the industries in which they operate 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.

The forward-looking statements and information contained in this announcement are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

About Elior Group

Founded in 1991, Elior Group is a world leader in contract catering and multiservices, and a benchmark player in the business & industry, local authority, education and health & welfare markets. With strong positions in eleven countries, the Group generated €6.053 million in pro forma revenue in fiscal 2023-2024. Our 133,000 employees cater for 3.2 million people every day at 20,200 restaurants and points of sale on three continents.

The Group's business model is built on both innovation and social responsibility. Elior Group has been a member of the United Nations Global Compact since 2004, reaching advanced level in 2015.

To find out more, visit www.eliorgroup.com / Follow Elior Group on Twitter: @Elior_Group

Investor contact

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