

Notice of Tender Offer

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

11 June 2024

CCF HOLDING (formerly Promontoria MMB)

Announces the results of, subject to the satisfaction or waiver of the Financing Condition, the Tender Offer on the following outstanding Notes

€100,000,000 Perpetual Fixed Rate Resettable Additional Tier 1 Notes
(ISIN: FR0013457702) (of which €100,000,000 is currently outstanding)
(the "Notes")

This Notice must be read in conjunction with the tender offer memorandum dated 3 June 2024 (the "Tender Offer Memorandum") which has been prepared by CCF Holding (the "Company") in relation to the Tender Offer and will be made available, upon request to the Tender Agent. Capitalised terms used in this Notice and not otherwise defined herein shall have the meanings ascribed to them in the Tender Offer Memorandum.

On 3 June 2024, the Company announced the launch of a Tender Offer to Qualifying Holders (as defined in the Tender Offer Memorandum) of the Notes. Under the terms and subject to the conditions contained in the Tender Offer Memorandum, Qualifying Holders were invited, subject to applicable offer restrictions, to tender any and all of their Notes for purchase by the Company in an amount in cash equal to the Tender Consideration.

The Tender Offer expired at 5:00 pm (CEST) on 10 June 2024.

Results of the Tender Offer

The Company is pleased to announce, subject to the satisfaction or waiver of the Financing Condition (as defined in the Tender Offer Memorandum), the results of the Tender Offer as follows:

- the aggregate principal amount of Notes validly tendered and accepted for purchase is: €51,800,000;
- the Accrued Interest Amount is: €498,185.78; and
- the aggregate principal amount for the Notes that remain outstanding after the Settlement Date is: €48,200,000.

The Company confirms that it accepts for purchase all such Notes validly tendered in the Tender Offer in full.

Settlement

Subject to satisfaction or waiver of the Financing Condition, the Settlement Date for the Tender Offer is expected to take place on 13 June 2024. All sales pursuant to the Tender Offer will settle through the normal procedures of Euroclear France, Euroclear and Clearstream, or any other clearing system in which the Notes are cleared and held through the relevant Direct Participants. 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 Time, an amount in cash equal to the Tender Consideration in respect of each Note so tendered and delivered by such Qualifying Holder and accepted for purchase by the Company.

Payment of the Tender Consideration by or on behalf of the Company shall fully and finally discharge its obligations to the relevant Qualifying Holders in respect of the Notes validly tendered and delivered and accepted for purchase by the Company pursuant to the Tender Offer. Under no circumstances will any additional interest be payable by the Company to a Qualifying Holder due to any delay in the transmission of funds from the relevant Clearing System or any other intermediary with respect to the Notes of that Qualifying Holder.

Further purchases

Following the settlement of the Tender Offer, the Company reserves the right to offer to purchase or exchange Notes in individually negotiated transactions or in an offer extended to all Qualifying Holders, in each case on terms that may be more or less favourable than those contemplated by the Tender Offer.

CONTACT INFORMATION

THE COMPANY

CCF HOLDING
103 rue de Grenelle
75007 Paris
France

DEALER MANAGERS

GOLDMAN SACHS BANK EUROPE SE

Taunusanlage 9-10
60329 Frankfurt am Main,
Germany

Attention: Liability Management Group
Telephone: +44 20 7774 4836
Email: liabilitymanagement.eu@gs.com

J.P. MORGAN SE

Taunustor 1 (TaunusTurm)
60310 Frankfurt am Main
Germany

Attention: EMEA Liability Management Group
Telephone: + 44 207 134 2468
Email: liability_management_EMEA@jpmorgan.com

THE TENDER AGENT AND INFORMATION AGENT

BNP PARIBAS

Les Grands Moulins de Pantin,
9, rue du Débarcadère
93500 Pantin
France

Attn: Corporate Trust Services
Tel: +33 1 40 14 14 30
Email: paris.bp2s.information.agent@bnpparibas.com

Tel: +33 1 40 14 14 30
Fax: +33 1 57 43 31 38
Email: paris.bp2s.offers@bnpparibas.com

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 and Tender Agent to inform themselves about, and to observe, any such restrictions. Please also see the Tender Offer Memorandum for a fuller description of such restrictions.

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.