



This press release must not be published, distributed or diffused, directly or indirectly, in the territory of the United States of America, Canada, Australia or Japan

This press release is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129

Bezannes, November 23, 2021 – 8:00 am

FREY launches a rights issue for an amount of approximately €102 million

Subscription ratio: 3 new shares for 22 existing shares

Subscription price: €30.00 per new share

**Trading period of the preferential subscription rights: from November 24, 2021 to
December 6, 2021 (included)**

Subscription period: from November 26, 2021 to December 8, 2021 (included)

FREY (Euronext Paris: FREY – ISIN FR0010588079) (the "**Company**") announces today the launch of a share capital increase with shareholders' preferential subscription rights (the "**Rights**") in a gross amount of approximately €102 million, including issue premium (the "**Share Capital Increase**").

The funds from the Share Capital Increase will allow the Company to strengthen its financial structure with a view to launching several secured projects in the portfolio of projects under development, in particular in Saint-Ouen (the Docks of St-Ouen-sur-Seine) and in Saint-Genis-Pouilly (Open) in France, and in Lleida (Shopping Promenade) in Spain.

The net proceeds of the Share Capital Increase (estimated around €101.3 million) will allow the Company to partly finance the secured projects of its French and international development pipeline, which represent a total investment of approximately €300 million, the balance being financed by external debt (including the financing agreements entered into by the Company on November 10, 2021) and by the Company's available cash.

Disbursements for the completion of these projects will be spread over several years. The drawdowns of new credit lines intended to finance them will also be spread over several years and will ultimately result in an increase in the Company's LTV (*Loan to Value*) ratio while remaining within the limit of the maximum ratio of 50% set by the Company.

The transaction is backed by irrevocable subscription commitments from its main shareholders, which represent 100% of the amount of the Share Capital Increase.

Key terms of the Share Capital Increase

The Share Capital Increase will result in the issuance of 3,404,016 new shares at a subscription price of €30.00 per share (i.e., a nominal value of €2.50 plus an issue premium of €27.50), representing a gross proceed, including the issue premium, of €102,120,480.

On November 23, 2021, each of the Company's shareholders will receive one (1) Right for one share recorded in their accounts at the end of the accounting day on November 23, 2021. Existing shares will therefore trade ex-right from November 24, 2021.

22 Rights will entitle holders to subscribe for 3 new shares at a subscription price of €30.00 per share (i.e., a nominal value of €2.50 plus an issue premium of €27.50 per share).

Based on the closing price of FREY's share on the regulated market of Euronext Paris ("Euronext Paris") on November 19, 2021, i.e. €33.40:

- the theoretical value of one (1) Right is €0.41 (this value may fluctuate during the rights trading period, in particular depending on changes in the price of the FREY's share)
- the theoretical value of the ex-right share is €32.99
- the subscription price reflects a discount of 10.2% to the closing price on November 19, 2021 and of 9.1% to the theoretical ex-right share price on the basis of the same closing price.

Subscriptions on a reducible basis (*à titre réductible*) will be accepted subject to reduction in the event of over-subscription. Any new shares not subscribed on an irreducible basis (*à titre irréductible*) will be distributed and allocated to the holders of the Rights having submitted additional subscription orders on a reducible basis (*à titre réductible*). New shares not subscribed on an irreducible basis (*à titre irréductible*) and on a reducible basis (*à titre irréductible*) will be freely allocated by the Board of directors pursuant to the subscription commitments detailed below.

BNP Paribas, Crédit Agricole Corporate and Investment Bank et Natixis are acting as Joint Lead Managers and Joint Bookrunners.

Indicative timetable

The offer will be open to the public only in France.

The Rights will be traded on Euronext Paris under the ISIN code FR0014006040 from November 24, 2021 until December 6, 2021, included. It will not be possible to buy or sell the Rights on the market after the close of trading on December 6, 2021. **The subscription period for the new shares will run from November 26, 2021 to December 8, 2021, included.**

Any Rights not exercised before the end of the subscription period, i.e. the close of trading on December 8, 2021, shall automatically become null and void.

Settlement and delivery and admission of the new shares to trading on Euronext Paris are expected to take place on December 15, 2021. The new shares will entitle their holders to any dividends declared by Frey as from the date of issuance. The new shares will be fully fungible with FREY's existing shares and will be traded under the same trading line and ISIN code as FREY's existing shares (ISIN code FR0010588079).

Lock-up undertaking from the Company

The Company has agreed to a lock-up period ending 180 calendar days after the settlement and delivery date of the Share Capital Increase, subject to certain customary exceptions.

Subscription commitments and transactions on the Rights

Firmament Participations, which holds 28.16% of the share capital of the Company as of the approval of the Prospectus, committed to subscribe, on an irrevocable and unconditional basis, for up to €14,999,940 (corresponding to 499,998 new shares) by exercising 3,666,652 Rights and to sell the balance of its Rights in the proportions indicated below.

Foncière AG Real Estate, which holds 10.06% of the share capital of the Company as of the approval of the Prospectus, committed to sell, on an irrevocable and unconditional basis, all its Rights in the proportions indicated below.

Louvresses Developpement II¹, which holds 2.64% of the share capital of the Company as of the approval of the Prospectus, committed to sell, on an irrevocable and unconditional basis, all its Rights in the proportions indicated below.

Primonial Capimmo, which holds 6.90% of the share capital of the Company as of the approval of the Prospectus, committed to subscribe, on an irrevocable and unconditional basis, for up to €19,999,980 (corresponding to 666,666 new shares) by exercising 4,888,884 Rights (including 3,166,198 Rights acquired from Firmament Participations, as indicated below).

Predica, subsidiary of Crédit Agricole Assurances specialized in the personal insurance, which holds 19.40% of the share capital of the Company as of the approval of the Prospectus, committed to subscribe (i) on an irreducible basis (*à titre irréductible*) for a total amount, issue premium included, of €19,814,940 (corresponding to 660,498 new shares) by exercising 4,843,652 Rights and (ii) on a reducible basis (*à titre réductible*) for a total amount, issue premium included, of €2,558,580 (corresponding to 85,286 new shares).

Cardif Assurance Vie, which holds 11.43% of the share capital of the Company as of the approval of the Prospectus, committed, on an irrevocable and unconditional basis, to subscribe (i) on an irreducible basis (*à titre irréductible*) for a total amount, issue premium included, of €18,554,850 (corresponding to 618,495 new shares) by exercising 4,535,630 Rights (including 1,683,434 Rights acquired from Firmament Participations, Foncière AG and Louvresses Developpement II, as indicated below) and (ii) on a reducible basis (*à titre réductible*) for a total amount, issue premium included, of €3,818,670 (corresponding to 127,289 new shares).

Sogecap, which holds 11.43% of the share capital of the Company as of the approval of the Prospectus, committed, on an irrevocable and unconditional basis, to subscribe (i) on an irreducible basis (*à titre irréductible*) for a total amount, issue premium included, of €18,554,850 (corresponding to 618,495 new shares) by exercising 4,535,630 Rights (including 1,683,434 Rights acquired from Foncière AG, as indicated below) and (ii) on a reducible basis (*à titre réductible*) for a total amount, issue premium included, of €3,818,670 (corresponding to 127,289 new shares).

Moreover, in the event where, at the end of the subscription period, the total amount of the Share Capital Increase would not have been covered by the subscriptions made on an irreducible basis (*à titre irréductible*) and, as the case may be, on a reducible basis (*à titre irréductible*), Predica et Sogecap each committed to subscribe a number of new shares representing 33 1/3% of the shares not subject to a subscription commitment, not subscribed at the end of the subscription period, without the total sum of all the aforementioned subscriptions for Sogecap exceeding the amount of € 26,243,458.

In total, subscription commitments made on an irreducible basis (*à titre irréductible*) and on reducible basis (*à titre réductible*) represent 100% of the Share Capital Increase.

¹ Louvresses Development II and Foncière AG Real Estate are subsidiaries of AG Insurance.

Summary table of transactions on Rights

	Number of Rights detached from existing shares	Number of Rights acquired	Number of Rights sold	Number of Rights exercised pursuant to the subscription commitments made on irreducible basis (à titre irréductible)
Shareholders				
Firmament Participations	7,028,748	0	3,362,096	3,666,652
Foncière AG Real Estate	2,510,771	0	2,510,746	0
Louvresses Developpement II	660,224	0	660,224	0
Primonial Capimmo	1,722,686	3,166,198	0	4,888,884
Predica	4,843,667	0	0	4,843,652
Cardif	2,852,196	1,683,434	0	4,535,630
Sogecap	2,852,196	1,683,434	0	4,535,630

Summary table of subscription commitments

	%, on a irreducible basis (à titre irréductible), of the maximum amount of the Share Capital Increase	%, on a reducible basis (à titre réductible), of the maximum amount of the Share Capital Increase	Total
Shareholders			
Firmament Participations	14.69%	0.00%	14.69%
Foncière AG Real Estate	0.00%	0.00%	0.00%
Primonial Capimmo	19.58%	0.00%	19.58%
Predica	19.40%	2.51%	21.91%
Cardif	18.17%	3.74%	21.91%
Sogecap	18.17%	3.74%	21.91%
Total	90.02%	9.98%	100%

Impact on the share capital of the Company

To the best of the Company's knowledge, the table below shows the breakdown of capital before the issue of the new shares as at October 31, 2021:

	Number of shares	% of the share capital	Number of voting rights	% of voting rights ⁽¹⁾
Shareholders				
Firmament Participations	7,028,748	28.16%	7,028,748	28.20%
Predica	4,843,667	19.40%	4,843,667	19.43%
Foncière AG Real Estate	3,170,995	12.70%	3,170,995	12.72%
EFFI Invest II	1,130,460	4.53%	1,130,460	4.54%
Cardif	2,852,196	11.43%	2,852,196	11.44%
Sogecap	2,852,196	11.43%	2,852,196	11.44%
SCI Primonial Capimmo	1,722,686	6.90%	1,722,686	6.91%
Treasury Shares	36,919	0.15%	0	0.00%
Public	1,324,920	5.31%	1,324,920	5.32%
Total	24,962,787	100.00%	24,925,868	100.00%

- (1) The percentages of voting rights indicated in this table are calculated taking into account the treasury shares held by the Company which are deprived of voting rights pursuant to the provisions of article L. 225-210 of the French Commercial Code.
- (2) Firmament Participations is approximately 50.66% owned by Antoine Frey and his wife Aude Frey, 35.32% by Crédit Mutuel Equity and 14.02% by other shareholders. The manager of Firmament Participations is its general partner (associé commandité), Firmament Gestion SAS, registered in the Reims Trade and Companies Register under number 800 554 982, whose share capital is wholly owned by Mr. Antoine Frey. Firmament Participations operates as a holding company.
- (3) Le sous-total Foncière AG Real Estate inclut les actions détenues par la Foncière AG Real Estate et Louvresses Development II, entités du groupe AG Insurance.

To the best of the Company's knowledge, the table below shows the distribution of the Company's capital and voting rights after the Capital Increase, in the event that all the 3,404,016 new shares are subscribed for in compliance with the subscription undertakings, on an irreducible basis:

	Number of shares	% of the share capital	Number of voting rights	% of voting rights ⁽¹⁾
Shareholders				
Firmament Participations	7,528,746	26.54%	7,528,746	26.58%
Predica	5,504,165	19.40%	5,504,165	19.43%
Foncière AG Real Estate	3,170,995	11.18%	3,170,995	11.19%
EFFI Invest II	1,130,460	3.99%	1,130,460	3.99%
Cardif	3,470,691	12.24%	3,470,691	12.25%
Sogecap	3,470,691	12.24%	3,470,691	12.25%
SCI Primonial Capimmo	2,389,352	8.42%	2,389,352	8.43%
Treasury Shares	36,919	0.13%	0	0.00%
Public	1,664,784	5.87%	1,664,784	5.88%
Total	28,366,803	100.00%	28,329,884	100.00%

- (1) The percentages of voting rights indicated in this table are calculated taking into account the treasury shares held by the Company which are deprived of voting rights pursuant to the provisions of article L. 225-210 of the French Commercial Code.

To the best of the Company's knowledge, the table below shows the breakdown of the Company's capital and voting rights following the Share Capital Increase in the event all 3,404,016 new shares are subscribed for, on an irreducible and reducible basis, pursuant to the subscription commitments and the subscription commitments given as guarantees described above and where no other person or entity would subscribe to the Share Capital Increase:

	Number of shares	% of the share capital	Number of voting rights	% of voting rights ⁽¹⁾
Shareholders				
Firmament Participations	7,528,746	26.54%	7,528,746	26.58%
Predica	5,589,451	19.70%	5,589,451	19.73%
Foncière AG Real Estate	3,170,995	11.18%	3,170,995	11.19%
EFFI Invest II	1,130,460	3.99%	1,130,460	3.99%
Cardif	3,597,980	12.68%	3,597,980	12.70%
Sogecap	3,597,980	12.68%	3,597,980	12.70%
SCI Primonial Capimmo	2,389,352	8.42%	2,389,352	8.43%
Treasury Shares	36,919	0.13%	0	0%
Public	1,324,920	4.67%	1,324,920	4.68%
Total	28,366,803	100.0%	28,329,884	100.0%

- (1) The percentages of voting rights indicated in this table are calculated taking into account the treasury shares held by the Company which are deprived of voting rights pursuant to the provisions of article L. 225-210 of the French Commercial Code.

Lock-up undertakings from shareholders

Firmament Participations, Primonial Capimmo, Predica, Cardif Assurance Vie et Sogecap, shareholders of the Company, have agreed to lock-up periods ending 90 calendar days after the settlement and delivery date of the Share Capital Increase, subject to certain customary exceptions.

Availability of the Prospectus

The prospectus relating to the Share Capital Increase (the “**Prospectus**”) received approval from the Autorité des Marchés Financiers (the “**AMF**”) under number 21-498 on November 22, 2021. The prospectus includes (i) the universal registration document (*document d’enregistrement universel*) of the Company filed with the AMF on April 9, 2021 under number D.21-0282 (the “**Universal Registration Document**”), (ii) the amendment to the Universal Registration Document filed with the AMF on November 22, 2021 under number D.21-0282-A01 and (iii) a securities note (*note d’opération*) dated November 22, 2021 and (iv) the summary of the Prospectus (included in the Securities Note). The approval of the prospectus by the AMF should not be considered as a favorable opinion on the securities offered or admitted to trading on a regulated market.

Copies of the Prospectus are available free of charge at the Company’s registered office (Parc d’affaires TGV Reims- Bezannes – 1 rue René Cassin – 51430 Bezannes), on the website of the Company (www.frey.fr) and of the AMF (www.amf-france.org).

Investors’ attention is drawn to the risk factors included in section 1.4 of the Universal Registration Document and in section 2 of the Securities Note.

About FREY

A planner, developer, investor and manager, FREY is a real estate company specialising in the development and operation of open-air shopping centres. A pioneer in environmentally-friendly retail parks (with its Greencenter concept) and inventor of next generation “Feel Good” open-air shopping centres (Shopping Promenade), the “entreprise à mission”, B CORP certified FREY is fully engaged in a more responsible, greener society that is socially beneficial to its ecosystem and its stakeholders. As the company knows just how essential it is to urban diversity, social contact, local economic resilience and environmental transition, its mission is to restore retail as a service for the common good. FREY also supports major urban renewal operations and mixed-purpose projects through its dedicated subsidiary CITIZERS. FREY is listed on compartment B of Euronext Paris. ISIN: FR0010588079 - Mnemo: FREY

CONTACTS :

Sébastien Eymard – Deputy Chief Executive Officer

Mathieu Mollière – Communication, Marketing and Innovation Director

Victoire Birembaux – Corporate Communication and Public Relations Manager

v.birembaux@frey.fr – Tél. : +33 (0)6 07 35 64 04

Agnès Villeret – Investor and Financial Press Relations - KOMODO

agnes.villeret@agence-komodo.com - Tél. : +33 (0)6 83 28 04 15

Disclaimer

This press release, and its content, do not constitute an offer to sell or subscribe nor a solicitation of an order to buy or subscribe, any of the preferential subscription rights and shares of Frey in Australia, Canada, Japan or in the United States of America, or in any state or jurisdiction in which such an offer, solicitation would be unlawful.

The distribution of this document may, in certain jurisdictions, be restricted by local legislations. Persons into whose possession this document comes are required to inform themselves about and to observe any such potential local restrictions. This press release must not be disseminated, published or distributed, directly or indirectly, in Australia, Canada, Japan or the United States of America.

This press release is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing the Prospectus Directive 2003/71/EC (the "Prospectus Regulation").

No communication or information relating to this transaction may be disseminated to the public in any country in which registration or approval is required. No action has been taken (or will be taken) in any country (other than France) in which such action would be required. The subscription to or purchase of shares or preferential subscription rights of Frey may be subject to specific legal or regulatory restrictions in certain jurisdictions. Frey assumes no liability for any violation by any person of such restrictions.

With respect to the member states of the European Economic Area (other than France) and the United Kingdom (each a "Relevant State"), no action has been undertaken or will be undertaken to make an offer to the public of the securities referred to herein requiring a publication of a prospectus in any Relevant State. As a result, the securities may and will be offered in any Relevant State only (i) to qualified investors within the meaning of the Prospectus Regulation, for any investor in a Member State of the European Economic Area, or Regulation (EU) 2017/1129 as part of national law under the European Union (Withdrawal) Act 2018 (the "UK Prospectus Regulation"), for any investor in the United Kingdom, (ii) to fewer than 150 individuals or legal entities (other than qualified investors as defined in the Prospectus Regulation or the UK Prospectus Regulation, as the case may be), or (iii) in accordance with the exemptions set forth in Article 1 (4) of the Prospectus Regulation, the UK Prospectus Regulation and/or the regulations applicable in those Relevant State.

The distribution of this press release has not been made, and has not been approved, by an "authorised person" within the meaning of Article 21(1) of the Financial Services and Markets Act 2000. As a consequence, this press release is only being distributed to, and is only directed at, persons in the United Kingdom that (i) are "investment professionals" falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Order"), (ii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Order, or (iii) to any other person to whom this press release may be communicated in accordance with the law (the persons referred to in paragraphs (i), (ii) and (iii) together being referred to as the "Relevant Persons"). Any investment or investment activity to which this document relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. Any person who is not a Relevant Person should not act or rely on this document or any of its contents.