

WorxInvest launches a retail bond issuance for an amount between EUR 150 million and EUR 250 million

Antwerp, 2 October 2024 – WorxInvest (the “Issuer”), with registered seat in Antwerp (Belgium), announces the launch, as from Friday 4 October, of the issuance of bonds with a maturity of six years for an aggregate minimum amount of EUR 150 million and an aggregate maximum amount of EUR 250 million (the “Bonds”).

The issuance will be in the form of a public offering in Belgium and the Grand Duchy of Luxembourg open to retail investors and qualified investors. An application has been or will be made to Euronext Brussels for the Bonds to be listed and admitted to trading on the multilateral trading facility of Euronext Growth Brussels (“Euronext Growth Brussels”). The Bonds will be issued on 16 October 2024 in denominations of EUR 1,000 at an issue price of 100%. The Bonds will have an interest rate of 5.10% per annum, payable on 16 October of each year, starting on 16 October 2025 until and including the maturity date on 16 October 2030.

The Bond offering frames in the Issuer’s intention to (i) continue to play its role as a responsible, growth-oriented anchor investor, mainly through supporting the further growth trajectory of its existing portfolio companies, SD Worx and Gimv, (ii) diversify its funding sources which enables the Issuer to use its existing credit facility as a flexible (and quickly deployable) funding tool in the context of shorter term financing needs and (iii) create further visibility on the WorxInvest Group to the wider investor community in Belgium and Luxembourg.

The gross actuarial yield on the basis of the issue price will amount to 5.10%, while the net actuarial yield (namely the gross yield less deduction of the withholding tax of 30%) will amount to 3.57%. Potential investors will be able to subscribe to the Bonds through Belfius, BNP Paribas Fortis, ING, and KBC Bank (acting as Joint Bookrunners and Joint Lead Managers) without being charged any fees by the Issuer or the aforementioned banks. It is possible that other financial institutions through which an investor may subscribe to the Bonds would charge commissions, provisions or other fees. Investors should inform themselves about such costs.

The Bonds will be governed by Belgian law and will be repaid at 100% of their principal amount (excluding any costs that third parties may charge from time to time) on the maturity date.

IMPORTANT NOTICE

These Bonds constitute unsecured and unguaranteed debt instruments. An investment in the Bonds involves risks. By subscribing to the Bonds, investors lend money to the Issuer who undertakes to pay interest on an annual basis and to reimburse the principal amount of the Bonds on the Maturity Date. In case of bankruptcy or default by the Issuer, the investors may not recover the amounts they are entitled to and risk losing all or part of their investment. The Bonds are structurally subordinated to the current and future secured and unsecured debt of the Issuer’s subsidiaries, joint ventures and associated companies and do not benefit from a security or guarantee, which could affect the Bondholders’ ability to obtain full or partial repayment in respect of the Bonds and to receive interest payments under the Bonds in situations of insolvency or similar proceedings. The Bonds are fixed rate bonds that are exposed to interest rate risks due to changes in market interest rates and inflation and any investment decision should include an evaluation of interest rates.

An investment decision must solely be based on the information contained in the Prospectus. Before making any investment decision, the investors must read the Prospectus in its entirety in order to fully understand the potential risks and rewards associated with the decision to invest in the Bonds (and, in particular, Error! Reference source not found. (*Risk factors*)). Prospective investors should reach their own views before making an investment decision with respect to any Bonds. Each potential investor must investigate carefully whether it is appropriate for this type of investor to invest in the Bonds, taking into account its own circumstances, knowledge and experience and must, if needed, obtain professional advice.

Subscription

The minimum subscription and denomination amounts to EUR 1,000. The subscription period will run from 4 October 2024 at 9 a.m. (CET) until 9 October 2024 at 5.30 p.m. (CET), subject to early termination, which can occur at the earliest on 4 October 2024 at 5.30 p.m. (CET) (which is the minimum sales period). All subscriptions that have been validly introduced by the retail investors with the Joint Lead Managers before the end of the minimum sales period will be taken into account when the Bonds are allotted, taking into account that in case of oversubscription a proportional reduction may apply. **Retail investors are therefore encouraged to subscribe to the Bonds on the first day of the subscription period before 5.30 p.m. (CET).**

Belfius, BNP Paribas Fortis, ING and KBC Bank are acting in the capacity of Joint Bookrunners. Belfius is also mandated as agent in the context of the issue and placement of the Bonds.

Allocation

The initial allocation structure between the Joint Bookrunners for the placement of the Bonds is such that each of the Joint Bookrunners has the right to place 20% of the nominal amount of the Bonds on a best efforts basis (or 80% together), to be allocated exclusively to retail investors in its own retail and private banking network ("Retail Bonds"). In addition, the Joint Bookrunners, acting together on a best efforts basis, will place 20% of the nominal amount of the Bonds with third-party distributors and/or qualified investors as a pot deal ("QI Bonds"). If, at 5.30 pm (CET) on the first business day of the Subscription Period, the Retail Bonds assigned to a Joint Lead Manager are not fully placed by such Joint Lead Manager, each of the other Joint Lead Managers having fully placed the Retail Bonds assigned to it shall have the right (but not the obligation) to place such Retail Bonds with Retail Investors in its own retail and private banking network, on an equal share basis (if possible) between those other Joint Lead Managers. In the event that any Retail Bonds remain unplaced pursuant to the mechanisms described in this paragraph, such Bonds may be allocated by the Joint Lead Managers to the orders relating to QI Bonds, towards third party distributors and/or Qualified Investors. If the QI Bonds are not fully placed by the Joint Lead Managers, each of the Joint Lead Managers shall have the right (but not the obligation) to place such QI Bonds and any such QI Bonds shall be placed with Retail Investors in its own retail and private banking network, on an equal share basis (if possible) between those Joint Lead Managers.

Prospectus

The prospectus dated [1 October] 2024 and drafted in English (the "**Prospectus**") was approved on [1 October] 2024 by the Financial Services and Markets Authority (*Autoriteit voor Financiële Diensten en Markten/Autorité des Services et Marchés Financiers*) (the "**FSMA**") in its capacity as competent authority under 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 (as amended, the "**Prospectus Regulation**"). The Prospectus has been translated in Dutch. The Summary of the Prospectus included in **Error! Reference source not found.** (*Summary of the Prospectus*) has been translated in Dutch and French.

The FSMA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Approval by the FSMA should not be considered as an endorsement of the Issuer or of the quality of the Bonds. Investors should make their own assessment as to the suitability of investing in the Bonds. This Prospectus shall be notified by the FSMA to the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") in its capacity as competent authority for the purpose of the Prospectus Regulation in relation to the offer to the public of the Bonds in the Grand Duchy of Luxembourg.

The Prospectus may be consulted on the websites of the Issuer (<https://worxinvest.com/investor-relations/worxinvest-bond/>), the FSMA (<https://www.fsma.be/en/prospectus-iii-ems>) and the websites of the Joint Bookrunners.

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