

In compliance with the reporting requirements under article 227 of the consolidated text of the Securities Market Act, approved by Royal Legislative Decree 4/2015, of 23 October, AEDAS Homes, S.A. (hereinafter, "**AEDAS**" or the "**Company**") hereby informs the National Securities Market Commission on the following

OTHER RELEVANT INFORMATION

The Board of Directors of AEDAS has approved the accession of the Company, as guarantor, to an offering of secured senior notes to be made by its affiliate AEDAS Homes Opco, S.L.U. (the "**Issuer**") for an aggregate principal amount of 325 million euros (the "**Offering**" and the "**Notes**"). It is hereby announced that, on the date hereof, the pricing process has been completed and the terms and conditions of the Notes have been determined.

The issue price of the Notes will be 100% of their nominal value. The Notes will bear interest at a fixed rate of 4.00% per annum from the issue date up to 15 August 2026 and will be payable semi-annually.

The Issuer may redeem the Notes in certain circumstances and upon the occurrence of certain events, as described in the terms and conditions of the Notes.

The Notes will be secured senior obligations of the Issuer and will be guaranteed (i) by a personal guarantee granted by AEDAS and will be secured on a first-ranking basis by (ii) a Spanish law governed *in rem* right of pledge over the entire issued share capital of the Issuer and (iii) a Spanish law governed *in rem* right of pledge in respect of intercompany loan receivables (if any) owed to AEDAS. The granting of the mentioned guarantee and securities by AEDAS will be approved in the forthcoming Ordinary General Meeting of shareholders of AEDAS, and, for such purposes, the major shareholder of AEDAS has entered into a lock-up agreement relating to its shares in the Company until said General Meeting of shareholders is held.

The Company intends to use the gross proceeds of the Offering for general corporate purposes, including for the repayment of certain existing financial debt, to fund cash on balance sheet and to pay fees, commissions and expenses incurred in connection with the Offering.

In addition to the use of gross proceeds indicated in the preceding paragraph, the Company intends to allocate an amount equal to the net proceeds of the Offering to eligible green projects.

The Company will apply for the Notes to be admitted to trading on the Global Exchange Market of the Irish Stock Exchange plc trading as Euronext Dublin.

In Madrid, on 12 May 2021

*This information does not constitute or form a part of any offer of, or solicitation to purchase or subscribe for, any securities (the "**Notes**") in the United States. The Notes referenced to herein have not been, and will not be, registered under the United States Securities Act of 1933 (the "**Securities Act**"). The Notes will only be offered for sale in the United States to QIBs as defined in Rule 144A, in reliance on the exemption from registration under Rule 144A and outside the United States in reliance on Regulation S under the Securities Act. No public offering of Notes will be made in the United States of America or in any other jurisdiction where such an offering is restricted or prohibited. The Company does not intend to conduct a public offering in the United States or any other jurisdiction. It may be unlawful to distribute this announcement in certain jurisdictions.*

The information in this announcement does not constitute an offer, or a solicitation of an offer, of securities for sale in the United States, Canada, the EEA, the UK, Switzerland, Panama, Hong Kong, Japan, Singapore, or any other jurisdiction in which such an offer, solicitation or sale is not permitted.

*In member states of the EEA ("**Member States**") or the UK, this announcement and any offer of securities if made subsequently is directed only at persons who are "qualified investors" (any such person a "**Qualified Investor**") as defined in Regulation (EU) 2017/1129 (as amended and superseded) (the "Prospectus Regulation"). Any person in the EEA or the UK who acquires securities in any offer of securities (an "**investor**") or to whom any offer of securities is made will be deemed to have represented and agreed that it is a Qualified Investor. Any investor will also be deemed to have represented and agreed that any securities acquired by it in the offer have not been acquired on behalf of persons in the EEA or the UK other than Qualified Investors or persons in the UK and other Member States for whom the investor has authority to make decisions on a wholly discretionary basis, nor have the securities been acquired with a view to their offer or resale in the EEA or the UK to persons where this would result in a requirement for publication by the Company of a prospectus pursuant to the Prospectus Regulation. The Company and others will rely upon the truth and accuracy of the foregoing representations and agreements. References to Regulations or Directives include, in relation to the UK, those Regulations or Directives as they form part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**") or have been implemented in UK domestic law, as appropriate.*

*This communication is only directed 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, as amended, (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 to or direct at, all such persons together being referred to as "relevant persons". The Notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this communication or any of its contents.*

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

Certain information contained in this news release constitutes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements or information involve known and unknown risks, uncertainties and other factors which may cause the actual results, financial condition, performance or achievements of the Company to be materially different from any future results, financial condition, performance or achievements expressed or implied by such forward-looking statements or information.

PROHIBITION OF SALES TO EEA OR UK RETAIL INVESTORS

*The 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 ("**MiFID II**") or (ii) a customer within the meaning of Directive 2016/97/EU, 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. Consequently, no key information document required by Regulation (EU) No 1286/2014 (the "**PRiIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRiIPs Regulation.*

*The 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 UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of the EUWA or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the Financial Services and Markets Act 2000 (the "**FSMA**") 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. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRiIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRiIPs Regulation.*