



NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION DIRECTLY OR INDIRECTLY IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN

## COMMUNIQUÉ DE PRESSE

### **Placement réussi** – Implenia SA émet un emprunt obligataire convertible subordonné pour un montant de CHF 175 millions

**Dietlikon, le 23 juin 2015** - Implenia SA (l'«émettrice», SIX Swiss Exchange: IMPN) a émis aujourd'hui avec succès un emprunt obligataire convertible subordonné pour un montant de CHF 175 millions avec échéance en 2022 (l'«emprunt convertible»). La transaction a été très bien accueillie par le marché, l'offre a été sursouscrite plusieurs fois. En raison de la demande positive de la part d'un groupe d'investisseurs largement diversifié, le volume d'émission prévu à l'origine de CHF 150 millions a été augmenté – une preuve de confiance dans la solidité d'Implenia.

L'emprunt convertible présente un coupon de 0.5%. Le prix de conversion s'élève à CHF 75.06, ce qui correspond à une prime de conversion de 32.5% par rapport au cours moyen pondéré par volume des actions d'Implenia SA entre l'annonce de ce jour et la fixation du prix de l'emprunt convertible. L'emprunt convertible est émis à 100% de sa valeur nominale et arrivera à échéance le 30 juin 2022 également à 100% de sa valeur nominale, dans la mesure où il n'est pas remboursé, converti ou racheté et annulé auparavant.

L'emprunt convertible sera convertible en 2.33 millions d'actions nominatives d'Implenia SA, ce qui correspond à 12.6% des actions nominatives actuellement en circulation (les «actions»). Les actions à livrer lors de la conversion seront créées à partir du capital conditionnel. Les droits préférentiels de souscription des actionnaires à l'emprunt convertible ont été exclus pour cette offre.

Une demande d'autorisation de négoce de l'emprunt convertible sera faite à la SIX Swiss Exchange et le début du négoce provisoire de l'emprunt convertible à la SIX est attendu pour le ou autour du 26 juin 2015. La date de paiement et livraison de l'emprunt convertible sera probablement le ou autour du 30 juin 2015.

Credit Suisse et UBS agissent en tant que bookrunners conjoints pour l'emprunt convertible. ZKB intervient en tant que Co-Lead Manager.

**Contact Investor Relations chez Implenia:**

Serge Rotzer

Head of Investor Relations

Tél.: +41 58 474 07 34

[serge.rotzer@implenia.com](mailto:serge.rotzer@implenia.com)

**Contact médias chez Implenia:**

Natascha Mathyl

Communications Manager

Tél.: +41 58 474 74 77

[communication@implenia.com](mailto:communication@implenia.com)

Leader de la construction et des services de construction en Suisse, Implenia occupe également une forte position sur les marchés des infrastructures allemand, autrichien et scandinave. Née en 2006, héritière de près de 150 ans de tradition dans la construction, Implenia rassemble, au sein d'une même entreprise active à l'échelle européenne, le savoir-faire de ses unités sectorielles et régionales hautement spécialisées. Son modèle d'activité intégré et ses spécialistes travaillant dans tous les domaines de construction permettent au Groupe d'accompagner un ouvrage sur l'ensemble de son cycle de vie, au plus près de ses clients et de manière économique et intégrée. A cet égard, l'accent est mis sur l'équilibre entre réussite économique, d'une part, et responsabilité sociale et écologique, d'autre part.

Implenia, dont le siège principal se trouve à Dietlikon près de Zurich, emploie environ 8500 personnes en Europe et a généré en 2014 un chiffre d'affaires pro forma (y compris Bilfinger Construction GmbH) d'environ 3,6 milliards de francs. L'entreprise est cotée à la SIX Swiss Exchange (IMPN, CH0023868554). D'autres informations sont disponibles sur [www.implenia.com](http://www.implenia.com).

## Important Note

This document does neither constitute an offer to buy or to subscribe for Bonds or shares of Implenla AG nor a prospectus within the meaning of applicable Swiss law (i.e. Art. 652a or Art. 1156 of the Swiss Code of Obligations or Art. 27 et seq. of the SIX Swiss Exchange Listing Rules). Investors should make their decision to buy or exercise Bonds solely based on the prospectus (the "Prospectus") which is expected to be published as of 23 June 2015 by Implenla AG and available free of charge from Credit Suisse AG, Zurich, Switzerland (phone: +41 44 333 43 85; fax: +41 44 333 35 93; e-mail: [equity.prospectus@credit-suisse.com](mailto:equity.prospectus@credit-suisse.com)); UBS AG, Zurich, Switzerland (fax: +41 44 239 69 14, e-mail: [swiss-prospectus@ubs.com](mailto:swiss-prospectus@ubs.com)) and Implenla AG (phone: +41 58 474 07 34, e-mail: [serge.rotzer@implenia.com](mailto:serge.rotzer@implenia.com)). Investors are furthermore advised to consult their bank or financial adviser before making any investment decision.

This publication may contain specific forward-looking statements, e.g. statements including terms like "believe", "assume", "expect", "forecast", "project", "may", "could", "might", "will" or similar expressions. Such forward-looking statements are subject to known and unknown risks, uncertainties and other factors which may result in a substantial divergence between the actual results, financial situation, development or performance of the Company and those explicitly or implicitly presumed in these statements. Against the background of these uncertainties, readers should not rely on forward-looking statements. Implenla AG assumes no responsibility to update forward-looking statements or to adapt them to future events or developments.

The information contained herein shall not constitute an offer to sell or the solicitation of an offer to buy the Bonds or shares of Implenla AG, in any jurisdiction in which such offer or solicitation would be unlawful prior to registration, exemption from registration or qualification under the securities laws of any jurisdiction.

This announcement is not for distribution, directly or indirectly, in or into the United States (including its territories and dependencies, any state of the United States and the District of Columbia), Canada, Japan, Australia or any jurisdiction into which the same would be unlawful. This announcement does not constitute or form a part of any offer or solicitation to purchase, subscribe for or otherwise acquire securities in the United States, Canada, Japan, Australia or any jurisdiction in which such an offer or solicitation is unlawful. The Bonds and Implenla AG shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act") or under any securities laws of any state or other jurisdiction of the United States and may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, within the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. Subject to certain exceptions, the Bonds and the Implenla AG shares are being offered and sold only outside the United States in accordance with Regulation S under the Securities Act. There will be no public offer of the Bonds in the United States.

The Bonds and the Implenla AG shares have not been approved or disapproved by the US Securities and Exchange Commission, any state's securities commission in the United States or any US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Bonds or the accuracy or adequacy of this announcement. Any representation to the contrary is a criminal offence in the United States.

The information contained herein does not constitute an offer of securities to the public in the United Kingdom. No prospectus to the public on the Bonds will be published in the United Kingdom. This document is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) to investment professionals falling within article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) high net worth entities, and other persons to whom it may lawfully be communicated,

falling within article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). The Bonds are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Bonds 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.

Any offer of Bonds to the public that may be deemed to be made pursuant to this communication in any EEA Member State that has implemented Directive 2003/71/EC (together with any applicable implementing measures in any Member State, the "Prospectus Directive") is only addressed to qualified investors in that Member State within the meaning of the Prospectus Directive.