



Azerion initiates a Written Procedure and launches a Subsequent Bond Issue

Amsterdam, 14 June 2024 - Azerion Group N.V. (the "**Company**" or "**Azerion**") announces today that it has:

- Instructed the agent for the Company's senior secured bonds with ISIN NO0013017657 held within a EUR 300 million framework, (the "**Existing Bonds**") to initiate a written procedure to request the bondholders to vote in favour of amending the terms and conditions of the Bonds (the "**Terms and Conditions**") (the "**Written Procedure**"), and
- Instructed Pareto Securities to conduct a series of fixed income investor meetings. Subject to market conditions a subsequent bond issue of up to EUR 50 million (the "**Subsequent Bond Issue**" and the "**Subsequent Bonds**") under the framework detailed above may follow.

For the Subsequent Bond Issue to be allowed under the Terms and Conditions, the Company is proposing the following adjustments to the Terms and Conditions:

- An increase of the Leverage Ratio for the purpose of the Incurrence Test from 2.50:1 to 3.00:1
- A decrease of the ratio of Net Interest Bearing Debt to EBITDA for the purpose of the Distribution Test from 2.25:1 to 2.00:1
- Certain changes to the calculation adjustments of the Leverage Ratio with respect to the French subsidiary Hawk SAS, registration number 795 236 868 ("**Hawk**")

(together, the "**Proposal**").

The full details of the Proposal are set out in the notice of Written Procedure. Furthermore, the Company has had discussions with a number of its largest bondholders and obtained signed voting undertakings from bondholders representing over 40% of the total bond volume. In addition, certain other investors have communicated that they will vote in favour of the proposal, which combined with the voting undertakings, brings the support obtained from bondholders to over 60% of the total bond volume.

The agent will deliver the notice of the Written Procedure to all bondholders on 14 June 2024. The written procedure will end on 2 July 2024. To be eligible to participate in the Written Procedure a person must fulfil the formal criteria for being a bondholder on 25 June 2024.

Pareto Securities AB has been retained as financial advisor in connection with the Written Procedure and the Subsequent Bond Issue.

The notice to the Written Procedure is available on the Company's website (www.azerion.com/reports/) and on Stamdata (www.stamdata.com).

About Azerion

Founded in 2014, Azerion (EURONEXT: AZRN) is one of Europe's largest digital advertising and entertainment media platforms. Azerion brings global scaled audiences to advertisers in an easy and cost-effective way, delivered through our proprietary technology, in a safe, engaging, and high quality environment, utilizing our strategic portfolio of owned and operated content with entertainment and other digital publishing partners.

Having its roots in Europe and with its headquarters in Amsterdam, Azerion has commercial teams based in over 23 offices around the world to closely support our clients and partners to find and execute creative ways to make a real impact through advertising.

For more information visit: www.azerion.com

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Information:

This information is information that Azerion Group N.V. is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out above, at 07:30 CET on 14 June 2024.