SECOND PROSPECTUS SUPPLEMENT DATED 25 AUGUST 2026
TO THE BASE PROSPECTUS DATED 31 OCTOBER 2025

NEW IMMO HOLDING
€3,000,000,000
Euro Medium Term Note Programme

This second prospectus supplement (the "**Second Prospectus Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 31 October 2025 as supplemented by a first prospectus supplement dated 25 March 2026 (the "**Base Prospectus**") prepared in relation to the Euro 3,000,000,000 Euro Medium Term Note Programme (the "**Programme**") of NEW IMMO HOLDING (the "**Issuer**").

The Base Prospectus constitutes a base prospectus for the purposes of article 8(1) of Regulation (EU) 2017/1129 of 14 June 2017, as amended (the "**Prospectus Regulation**") and was approved in Luxembourg by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") in its capacity as competent authority under the Prospectus Regulation.

Application has been made for approval of this Second Prospectus Supplement to the CSSF in its capacity as competent authority pursuant to the Prospectus Regulation.

This Second Prospectus Supplement has been prepared pursuant to article 23(1) of the Prospectus Regulation, for the purposes of incorporating by reference the Issuer's 2026 half-year financial report.

Save as disclosed in this Second Prospectus Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus which may affect the assessment of the Notes since the publication of the Base Prospectus.

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this Second Prospectus Supplement.

To the extent there is any inconsistency between (a) any statement in this Second Prospectus Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Copies of this Second Prospectus Supplement (a) will be available on the website of the Issuer (https://newimmoholding.com/) and (b) will be available on the website of the Luxembourg Stock Exchange (www.luxse.com).

RISK FACTORS

The paragraph entitled "*Risk Factors relating to the Issuer*" appearing on page 11 of the Base Prospectus is hereby deleted and replaced with the following:

I. RISK FACTORS RELATING TO THE ISSUER

Risk factors relating to the Issuer are described (i) on pages 32-33 and 36 to 43 of the 2025 Annual Financial Report and (ii) on pages 35 and 54 to 57 of the 2026 Half-Year Financial Report (each as defined in "Documents Incorporated by Reference" below) and include the following categories:

- Financial risks (*risques financiers*): pages 54 to 57 of the 2026 Half-Year Financial Report;
- Risks related to the external environment (*risques liés à l'environnement externe du Groupe*): pages 37-38 of the 2025 Annual Financial Report and page 35 of the 2026 Half-Year Financial Report;
- Risks related to the offer and partners (*risques liés à l'offre et aux Partenaires*): page 38 of the 2025 Annual Financial Report;
- Risks related to physical assets (*risques liés aux actifs physiques*): page 39 of the 2025 Annual Financial Report;
- Risks related to human resources (*risques liés aux ressources humaines*): pages 40-41 of the 2025 Annual Financial Report;
- Legal and compliance risks (*risques juridique & conformité*): pages 41-42 of the 2025 Annual Financial Report;
- Risks related to information systems (*risques liés aux systèmes d'informations*): page 43 of the 2025 Annual Financial Report.

DOCUMENTS INCORPORATED BY REFERENCE

The section entitled "Documents Incorporated by Reference" appearing on pages 19 to 21 of the Base Prospectus is hereby deleted and replaced with the following:

This Base Prospectus should be read and construed in conjunction with the pages set out in the cross-reference list below from the following documents:

- the Issuer's French language 2023 annual financial report which includes the consolidated financial statements and audit report for the financial year ended on 31 December 2023 (the "**2023 Annual Financial Report**"); https://cl3-app-sit-wordp-p1.azurewebsites.net/wp-content/uploads/2025/09/2023-Rapport-financier-annuel-au-31-decembre-rapportCAC.pdf;

- the Issuer's French language 2024 annual financial report which includes the consolidated financial statements and audit report for the financial year ended on 31 December 2024 (the "**2024 Annual Financial Report**"); https://cl3-app-sit-wordp-p1.azurewebsites.net/wp-content/uploads/2025/04/NIH-Rapport-financier-annuel-2024.pdf;

- the Issuer's French language 2025 half-year financial report which includes the condensed consolidated financial statements and auditors' limited review report for the financial half-year ended on 30 June 2025 (the "**2025 Half-Year Financial Report**"); https://cl3-app-sit-wordp-p1.azurewebsites.net/wp-content/uploads/2025/07/RFS_NIH_2025_OPTI.pdf;

- the Issuer's French language 2025 annual results press release for the financial year ended on 31 December 2025 (the "**2025 Results Press Release**"); https://www.newimmoholding.com/content/download/57395/file/Communiqu%C3%A9%20de%20presse%20-%20R%C3%A9sultats%20financiers%20annuels%202025;

- the Issuer's French language 2025 annual financial report which includes the consolidated financial statements and audit report for the financial year ended on 31 December 2025 (the "**2025 Annual Financial Report**"); https://www.newimmoholding.com/content/download/58217/file/2025%20-%20Rapport%20financier%20annuel%20au%2031%20d%C3%A9cembre;

- the Issuer's French language 2026 half-year financial report which includes the condensed consolidated financial statements and auditors' limited review report for the financial half-year ended on 30 June 2026 (the "**2026 Half-Year Financial Report**"); https://www.newimmoholding.com/content/download/67678/file/2026%20-%20Rapport%20financier%20semestriel; and

- the Issuer's French language 2026 half-year results press release for the financial half-year ended on 30 June 2026 (the "**2026 Half-year Results Press Release**"); https://www.newimmoholding.com/content/download/67676/file/Communiqu%C3%A9%20de%20presse%20-%20NIH%20r%C3%A9sultats%20semestriels.

Such pages shall be incorporated by reference in, and shall be deemed to form part of, this Base Prospectus, save that any statement contained in a document which is incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Base Prospectus.

So long as Notes may be issued pursuant to this Base Prospectus, this Base Prospectus and the documents incorporated by reference in this Base Prospectus will be available for viewing on the websites of (a) the Luxembourg Stock Exchange (www.luxse.com) and (b) the Issuer (https://newimmoholding.com/) for at least ten (10) years from the date of their publication in accordance with the Prospectus Regulation.

Free translations in the English language of the 2023 Annual Financial Report, the 2024 Annual Financial Report, the 2025 Half-Year Financial Report, the 2025 Annual Financial Report and the 2026 Half-Year Financial Report are available on the Issuer's website (https://newimmoholding.com/). Such English translations are available for information purposes only and are not incorporated by reference in this Base Prospectus. The only binding versions are the French language versions.

No information on the website of the Issuer (https://newimmoholding.com/) nor the website itself forms any part of this Base Prospectus unless that information is incorporated by reference into this Base Prospectus.

For the purposes of the Prospectus Regulation, the information incorporated by reference in this Base Prospectus shall be identified in accordance with the cross-reference list set out below in which the numbering refers to the relevant items of Annex 7 of the Commission Delegated Regulation (EU) 2019/980, as amended. Any information not incorporated by reference into this Base Prospectus but contained in one of the documents mentioned as source documents in the cross-reference lists below is either not relevant for the investor or covered in another part of this Base Prospectus.

Annex 7 of Commission Delegated Regulation (EU) 2019/980, as amended		2026 Half-year Results Press Release	2026 Half-year Financial Report	2025 Results Press Release	2025 Annual Financial Report
1.	**RISK FACTORS**				
1.1	A description of the material risks that are specific to the issuer and that may affect the issuer's ability to fulfil its obligations under the securities, in a limited number of categories, in a section headed "Risk Factors". In each category, the most material risks, in the assessment by the issuer, offeror or person asking for admission to trading on a regulated market, taking into account the negative impact on the issuer and the probability of their occurrence shall be listed in an order which is consistent with that assessment. The risks shall be corroborated by the content of the registration document.		Pages 35 and 54 to 57		Pages 36 to 43
3.	**STRATEGY, PERFORMANCE AND BUSINESS ENVIRONMENT**				
3.1	Information about the Issuer:				
(e)	Any recent events particular to the issuer and which are to a material extent relevant to an evaluation of the issuer's solvency	Pages 1 to 8	Pages 19 to 25 and 33 to 35		
3.2	Business overview				
3.2.1	Principal Activities: a brief description of the issuer's principal activities, stating the main categories of products sold and/or services performed.		Page 7		
3.3	Organisational structure				
3.3.1	Where the issuer is part of a group, a brief description of the group and the issuer's position within the group. That may be in the form of, or accompanied by, a diagram of the organisational structure where that helps to clarify the structure.		Page 8		
4.	**CORPORATE GOVERNANCE**				
4.1	Administrative, management, and supervisory bodies and senior management				
4.1.1	Names, business addresses and functions within the issuer of the following persons and an indication of the principal activities performed by those persons outside of that issuer where those activities are significant with respect to that issuer:				Pages 56-57

Annex 7 of Commission Delegated Regulation (EU) 2019/980, as amended		2026 Half-year Results Press Release	2026 Half-year Financial Report	2025 Results Press Release	2025 Annual Financial Report
	(a) members of the administrative, management and/or supervisory bodies; (b) partners with unlimited liability, in the case of a limited partnership with a share capital.				
5.	**FINANCIAL INFORMATION**				
5.1	Historical Financial Information				
5.1.1	Audited historical financial information covering the last financial year (or such shorter period as the issuer has been in operation) and the audit report in respect of that year.		Pages 27 to 70 and 72 to 73 (limited review report)		Pages 210 to 273 and 275 to 279
	(a) balance sheet;		Page 27		Page 210
	(b) income statement;		Page 28		Page 211
	(c) cash flow statement and statement of changes in shareholders' equity; and		Pages 29-30		Pages 212-213
	(d) accounting policies and explanatory notes.		Pages 33 to 70		Pages 215 to 273
5.1.3	Accounting standards (Wholesale-specific) The financial information shall be prepared in accordance with the International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002. Where Regulation (EC) No 1606/2002 is not applicable, the financial information shall be prepared in accordance with: (a) a Member State's national accounting standards for issuers from the EEA, as required by Directive 2013/34/EU; (b) a third country's national accounting standards equivalent to Regulation (EC) No 1606/2002 for third country issuers. Otherwise, the following information shall be included in the registration document:		Page 36		Page 219

Annex 7 of Commission Delegated Regulation (EU) 2019/980, as amended		2026 Half-year Results Press Release	2026 Half-year Financial Report	2025 Results Press Release	2025 Annual Financial Report
	(a) a prominent statement that the financial information included in the registration document has not been prepared in accordance with International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002 and that there may be material differences in the financial information had Regulation (EC) No 1606/2002 been applied to the historical financial information; (b) immediately following the historical financial information, a description of the differences between Regulation (EC) No 1606/2002 as adopted by the Union and the accounting principles adopted by the issuer in preparing its annual financial statements.				
5.2	Auditing of historical annual financial information				
5.2.1	The historical annual financial information shall be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014. Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the historical financial information shall be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard. Otherwise, the following information shall be included in the registration document: (a) a prominent statement disclosing which auditing standards have been applied; (b) an explanation of any significant departures from International Standards on Auditing.		Pages 72-73 (limited review report)		Pages 275 to 279
6.	**SHAREHOLDER AND SECURITY HOLDER INFORMATION**				
6.1	Major shareholders				
6.1.1	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control and describe the measures in place to ensure that such control is not abused.		Page 33		

Annex 7 of Commission Delegated Regulation (EU) 2019/980, as amended		2026 Half-year Results Press Release	2026 Half-year Financial Report	2025 Results Press Release	2025 Annual Financial Report
6.2	Legal and arbitration proceedings				
6.2.1	Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending of which the issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past, significant effects on the issuer and/or group's financial position or profitability or, where that is not the case, a statement to that effect.		Pages 14 to 15 and 33 to 34		Pages 18-19 and 216

RECENT DEVELOPMENTS

The following paragraph is hereby included in section "*Recent Developments*" appearing on page 65 of the Base Prospectus:

On July 23, 2026, the judgment of the Paris Administrative Court of February 9, 2026 - ordering SNCF GARES & CONNEXIONS to pay GARE DU NORD 2024 — was executed in the amount of €215.8 million. As secured creditor of GARE DU NORD 2024, NEW IMMO HOLDING received the entire amount.

GENERAL INFORMATION

Paragraphs (4), (6), (11) and (12) of section "*General Information*" appearing on pages 90 to 92 of the Base Prospectus are hereby deleted and replaced with the following:

(4) There has been no significant change in the financial performance or financial position of NIH or of the Group since 30 June 2026.

(6) Except as disclosed in item 6.2 under section "Documents Incorporated by Reference" and in section "Recent Developments" of this Base Prospectus, neither NIH nor any of its Subsidiaries is or has been involved in any governmental, legal or arbitration proceedings (including any such proceeding which are pending of which NIH is aware) during the previous twelve (12) months which may have, or have had in the recent past, significant effects on the financial position or profitability of either NIH or the Group.

(11) So long as Notes may be issued pursuant to this Base Prospectus, copies of the following documents will be available, free of charge on the Issuer's website (https://newimmoholding.com/), it being specified that this Base Prospectus and the documents incorporated by reference in this Base Prospectus will be so available for at least ten years from the date of their publication in accordance with the Prospectus Regulation:

(i) the up-to-date *statuts* of the Issuer;

(ii) the published annual reports and consolidated financial statements of the Issuer (in French and in English) for the financial years ended on 31 December 2023, 31 December 2024 and 31 December 2025 and the published half-year financial reports and condensed consolidated financial statements of the Issuer (in French and in English) for the financial half-years ended on 30 June 2025 and 30 June 2026;

(iii) the Final Terms for Notes that are listed on the official list of the Luxembourg Stock Exchange and admitted to trading on the Regulated Market of the Luxembourg Stock Exchange or any other Regulated Market in the EEA;

(iv) a copy of this Base Prospectus together with any supplement to this Base Prospectus; and

(v) all reports, letters and other documents, valuations and statements prepared by any expert at the Issuer's request any part of which is included or referred to in this Base Prospectus.

(12) KPMG SA, at Tour Eqho, 2 avenue Gambetta, 92066 Paris La Défense Cedex, France and PricewaterhouseCoopers Audit at 63 rue de Villiers, 92208 Neuilly-sur-Seine, France, respectively (both entities regulated by the *Haute Autorité de l'Audit*, members of the *Compagnie Régionale des Commissaires aux Comptes de Versailles et du Centre* and duly authorised as *Commissaires aux comptes*), have audited and rendered audit reports on the consolidated financial statements of NIH for the years ended 31 December 2023, 31 December 2024 and 31 December 2025 which were prepared in accordance with IFRS as adopted by the European Union. They also reviewed and rendered a limited review reports on the condensed consolidated financial statements of NIH for the 6-month periods ended 30 June 2025 and 30 June 2026, which were prepared in accordance with IAS 34, the standard of the IFRS as adopted by the European Union applicable to interim financial statements.

PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THIS SECOND PROSPECTUS SUPPLEMENT

To the best knowledge of NEW IMMO HOLDING, the information contained or incorporated by reference in this Second Prospectus Supplement is in accordance with the facts and this Second Prospectus Supplement makes no omission likely to affect its import. The Issuer accepts responsibility accordingly.

NEW IMMO HOLDING

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