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ANNOUNCEMENT

Brussels, 7 October 2024

The enclosed information constitutes inside information as defined in Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and regulated information as defined in the Royal Decree of 14 November 2007 regarding the duties of issuers of financial instruments, which have been admitted for trading on a regulated market.

Share capital increase by issue of new ordinary shares of the Company by an amount of up to €200 million (including issue premium) within the authorised capital with disapplication of the statutory preferential subscription rights of existing shareholders and application of Preferential Allocation to Existing Minority Shareholders (each as defined below) of the Company, subject to approval of the prospectus that the Company intends to issue in respect of the transaction

WARNING

This announcement is not an offer to invest in the shares of Cenergy Holdings S.A. ("**Cenergy Holdings**") or the "**Company**", and together with its subsidiaries, the "**Group**"). An investment in the New Shares (as defined below) can only be based on the prospectus that Cenergy Holdings S.A. intends to issue in connection with the Offer (as defined below) subject to approval by the Belgian Financial Services and Markets Authority (the "**FSMA**") (the "**Prospectus**").

An investment in the New Shares involves significant economic and financial risks, as it is the case for every investment in shares. Prospective investors must read the entire Prospectus, once approved and published, and, in particular, Part 1 (*Risk Factors*) for a description of the factors that should be considered before subscribing for New Shares. All of these factors should be considered before investing in the New Shares. Specifically, prospective investors should be aware that the sales of and profitability from certain products and projects of the Company's subsidiaries are volatile and depend on the availability of major energy and electrical infrastructure projects, the ability to secure contracts to supply these projects and their timely completion.

Cenergy Holdings (Euronext Brussels, Athens Stock Exchange: CENER) announces today that, further to the press release issued by the Company on 27 August 2024 and pursuant to an authorisation granted by the Company's extraordinary shareholders' meeting dated 2 October 2024, on 6 October 2024, the board of directors of the Company (the "**Board of Directors**") decided to increase the Company's share capital by a maximum amount of €200 million (including issue premium) through the issuance of new ordinary shares of no nominal value of and by the Company (the "**New Shares**", and together with the existing ordinary shares of no nominal value of the Company, the "**Shares**") at a maximum price per new share of €9.86 (including issue premium), with disapplication of the statutory preferential subscription right of the existing shareholders of the Company and application of a Preferential Allocation (as defined below) to Existing Minority Shareholders (as defined below) of the Company (the "**Capital Increase**"), as further described below. The Company has the right to proceed with a capital increase for a reduced amount. No minimum amount has been set for the Offer (as defined below). The actual number of New Shares will be equal to the quotient of the final amount to be raised through the Capital Increase, divided by the Offer Price (as defined below).

HIGHLIGHTS

Subject to the approval of the Prospectus under Regulation (EU) 1129/2017 (the "**Prospectus Regulation**"):

- Capital increase by a maximum amount of €200 million (including issue premium) by way of a public offer in Belgium and Greece, and exempt private placements in various jurisdictions, of New Shares.
- Maximum price of €9.86 per New Share.
- The net proceeds of the Capital Increase are intended to be used primarily to finance the first phase of the Group's planned construction of a cable manufacturing facility in Baltimore, Maryland, United States, as well as for general corporate purposes and, to the extent deemed required by the Group, to finance further improvements to, and expansion of the production capacity of, the Group's existing facilities in Greece.
- Disapplication of the statutory preferential subscription rights of the existing shareholders of the Company and application of a Preferential Allocation to Existing Minority Shareholders of the Company. The Record Date (as defined below) for the Preferential Allocation is 7 October 2024 (after closing of Euronext Brussels).
- Dividend right: the New Shares will rank equally with all of the Company's outstanding Shares for any dividends that may be declared and paid in respect of the financial year ending 31 December 2024 and future fiscal years.
- The Offer is expected to be launched in the next days, whilst delivery of the New Shares is expected to be completed around mid-October, subject to market conditions.
- Goldman Sachs International is acting as sole global coordinator and joint bookrunner for the Offer (the "**Sole Global Coordinator**").

OFFER STRUCTURE

Subject to the approval of the Prospectus under the Prospectus Regulation, the New Shares are expected to be offered through (i) a public offer in Belgium (the "**Belgian Public Offer**") and Greece (the "**Greek Public Offer**") within the meaning of Article 2(d) of the Prospectus Regulation (together, the "**Public Offer**"); and (ii) private placements to certain institutional investors in various jurisdictions, in reliance upon the exemptions from the requirement to publish a prospectus under the Prospectus Regulation and other applicable laws, including: (a) a private placement in the European Economic Area (the "**EEA**") exclusively to "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation, (b) a private placement in the United States of America (the "**United States**" or "**US**") to persons reasonably believed to be "qualified institutional buyers" ("**QIBs**") as defined in, and in reliance on, Rule 144A ("**Rule 144A**") under the US Securities Act of 1933, as amended (the "**US Securities Act**"), or pursuant to another available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and applicable state and other securities laws of the United States, and (c) a private placement to certain qualified and/or institutional investors under applicable laws of the relevant jurisdiction in the rest of the world (the "**Institutional Offer**" and, together with the Public Offer, the "**Offer**"). All offers and sales of New Shares outside the United States will be made in

offshore transactions in reliance on Regulation S under the US Securities Act (“**Regulation S**”). The New Shares are expected to be admitted to trading on the regulated market of Euronext Brussels and the Main Market of the Regulated Securities Market of the Athens Exchange (the “**ATHEX**”).

Subject to the Prescribed Allocation and the Preferential Allocation (each as defined below), and subject to demand, allocation of the New Shares is expected to be provisionally split between the Institutional Offer and the Public Offer as follows:

- (A) 80.0% of the New Shares to be allocated to Institutional Investors (as will be defined in the Prospectus, once published) subscribing for the Institutional Offer, and
- (B) 20.0% of the New Shares to be allocated to Retail Investors and/or Qualified Investors (each within the meaning of Article 2(e) of the Prospectus Regulation) subscribing for the Public Offer, including a minimum of 10.0% of the New Shares reserved to Retail Investors resident (in the case of individual persons) or located (in the case of legal entities) in Belgium (the “**Belgian Retail Investors**”), in accordance with Belgian regulations (the “**Prescribed Allocation**”, and such 10.0% of the New Shares, the “**Prescribed Belgian Retail Tranche**”).

For the avoidance of doubt, the remaining New Shares described in (B) above are intended to be allocated to other Retail Investors and/or to Qualified Investors subscribing for the Public Offer, depending on demand and subject to the Preferential Allocation.

The final number of New Shares that will be allocated to the Institutional Offer, the Belgian Public Offer and the Greek Public Offer (including in the event that such Offers are over-subscribed) will be determined at the end of the Offer period by the Company in consultation with the Sole Global Coordinator, on the basis of the respective demand in each of the Institutional Offer, the Belgian Public Offer and the Greek Public Offer, and on the quantitative, and, for Institutional Investors only, the qualitative analysis of the order book, subject in each case to the Prescribed Allocation and the Preferential Allocation, as applicable.

After its approval by the FSMA, which will only be an approval as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation and which approval should not be considered as an endorsement of the New Shares that are the subject of the Prospectus, the Prospectus is expected to be made available in English and the Summary also in Greek, French and Dutch to investors upon request at no cost at the registered office of the Company, at 1000 Brussels, 30 Avenue Marnix, Belgium. Upon request made to the Greek Managers (as will be defined in the Prospectus, once published), the Prospectus in English and the Summary in Greek are expected to be made available at the offices of Alpha Bank S.A. (45 Panepistimiou Str., Athens 10564, Greece), Eurobank S.A. (2-6 Pasmazoglou Str., Athens 10559, Greece), the offices of Euroxx Securities S.A. (7 Paleologou Str., Chalandri 15232, Greece), the offices and the branch of National Bank of Greece S.A. (128-132 Athinon Ave. and Ifigenias Str., Athens 10442, Greece and 86 Aiolou Str., Athens 10559, Greece), the offices of Optima bank S.A. (32 Aigialeias & Paradissou Str. Marousi 15125, Greece), the offices of Pantelakis Securities S.A. (57B Ethnikis Antistaseos Str., Chalandri 15231, Greece) and the offices and the branch of Piraeus Bank S.A. (10 Stadiou Str., Athens 10564, Greece and 31 Panepistimiou Str., Athens 10564, Greece). Subject to selling and transfer restrictions, the Prospectus is expected to be made also available on the internet at the Company’s website (<https://ceneryholdings.com/investors/shareholders-information/offering-materials/>), while the Prospectus in English as well as the Summary in Greek will be made available at the websites of Alpha Bank S.A.: (<https://www.alpha.gr/el/idiotes/ependuseis/xrimatistiriakes-upiresies/enimerotika-deltia>), Eurobank S.A.: (<https://www.eurobank.gr/el/omilos/enimerosipenduton/enimerotika-deltia/enimerotika-deltia-sumboulos-anadoxos-trapeza-eurobank-ergasias-ae>), Euroxx Securities S.A.: (<https://www.euroxx.gr/gr/content/article/ceneryholdings>), National Bank of Greece S.A.: (<https://www.nbg.gr/el/footer/enimerwtika-deltia>), Optima bank S.A.: (<https://www.optimabank.gr/business/investment-banking/enimerotika-pliroforiaka-deltia>), Piraeus Bank S.A.: (<https://www.piraeusholdings.gr/ceneryholdings>) and Pantelakis Securities S.A.: (<https://www.pantelakis.gr/pantelakis/services/amk-cenery/>). Moreover, the Prospectus in English and the Summary (as the case may be) in Greek, French and Dutch is expected to be

made available at the websites of the FSMA: (www.fsma.be), the ATHEX: (<https://www.athexgroup.gr/el/companies-information-memorandum-informative-material>), and the Hellenic Capital Markets Commission: (www.hcmc.gr/el_GR/web/portal/elib/deltia).

OFFER PRICE

All New Shares are intended to be sold for a price per New Share (the “**Offer Price**”) to be determined after the Offer period. The maximum Offer Price for which the New Shares may be sold will be €9.86 per New Share (the “**Maximum Offer Price**”). At any time during the period of the Offer Period, the Company may determine a downward revision to the Maximum Offer Price in the form of a range (whose upper end will not be higher than the Maximum Offer Price), and/or establish a price point guidance (which will not be higher than the Maximum Offer Price), in which case the Company will duly and timely inform investors pursuant to a regulatory announcement that will also be posted on the websites of the Company, Euronext Brussels and the ATHEX.

The Offer Price in the Belgian Public Offer, the Greek Public Offer and the Institutional Offer will be identical. The Offer Price is expected to be determined by the Company on the basis of a book-building process for the Institutional Offer, taking into account various relevant qualitative and quantitative elements, including but not limited to the number of New Shares for which subscription applications are received, the size of subscription applications received, the quality of the investors submitting such subscription applications and the prices at which the subscription applications were made, as well as market conditions at that time.

The Offer Price and the number of New Shares are expected to be made public by way of regulatory announcements by the Company that will be also posted on the websites of the Company, Euronext Brussels and the ATHEX.

RATIONALE FOR THE CAPITAL INCREASE

The net proceeds of the Capital Increase are intended to be used primarily to finance the first phase of the Group’s planned construction of a cable manufacturing facility in Baltimore, Maryland, United States, as well as for general corporate purposes and, to the extent deemed required by the Group, to finance further improvements to, and expansion of the production capacity of, the Group’s existing facilities in Greece.

The Company sees a significant opportunity in the United States, which represents a large and fast-moving market, with similar long-term megatrends to existing core markets, such as a growing population, urbanisation, and rising number of data centres, which the Group believes are increasing the overall demand for energy. The Group believes it is well positioned to capture this promising market opportunity in the United States, given its established technological capabilities and proven track record.

The expansion programme is in line with the Group’s clearly defined strategy of (i) value over volume, (ii) growing export sales, and (iii) optimising operational performance, complemented by a parallel focus on environmental responsibility.

INFORMATION FOR THE PREFERENTIAL ALLOCATION TO EXISTING SHAREHOLDERS

The Board of Directors of the Company has decided that investors that subscribe for New Shares in either the Public Offer or the Institutional Offer (in each case, other than Viohalco S.A.), and who are registered as shareholders of the Company at closing of Euronext Brussels on 7 October 2024 (the “**Record Date**”) (the “**Existing Minority Shareholders**”), will be entitled to preferential allocation, which will be proportionate to the shareholding participation of an Existing Minority Shareholder in the Company at closing of Euronext Brussels on the Record Date (the “**Preferential Allocation**”). The right to Preferential Allocation is not the statutory preference right within the meaning of Article 7:194 of the Belgian Code on Companies and Associations. The Preferential Allocation is intended to be at least equal to such Existing Minority Shareholders’ shareholding participation in the Company’s share capital at closing of Euronext Brussels on the Record Date, so that such shareholders maintain at least the same shareholding participation after the Offer. For the avoidance of doubt, however, it should be noted that existing shareholders who do not subscribe for New Shares in either the Public Offer or the Institutional Offer (including

for the avoidance of doubt, as a result of any restrictions under applicable securities laws), or whose subscription applications specify a number of New Shares (in the case of the Belgian Public Offer and the Institutional Offer) or monetary amount (in the case of the Greek Public Offer) that is not sufficient to maintain their shareholding percentage as at the Record Date, will undergo a dilution of their participation in the Company, including their voting rights and dividend rights.

SYNDICATE

Goldman Sachs International is acting as Sole Global Coordinator and joint bookrunner for the Offer. Alpha Bank S.A. and HSBC Continental Europe are acting as joint bookrunners for the Offer (together with the Sole Global Coordinator, the “**Joint Bookrunners**”). Eurobank S.A. Euroxx Securities S.A., National Bank of Greece S.A., Optima bank S.A., Pantelakis Securities S.A., Piraeus Bank S.A. and ING Belgium NV/SA are acting as co-lead managers for the Offer (together with the Joint Bookrunners, the “**Underwriters**”).

LEGISLATION UNDER WHICH THE NEW SHARES ARE CREATED

The New Shares will be issued in accordance with Belgian law.

About Cenergy Holdings

Cenergy Holdings is a Belgian holding company listed on both Euronext Brussels and Athens Stock Exchange, investing in leading industrial companies, focusing on the growing global demand of energy transfer, renewables and data transmission. The Cenergy Holdings portfolio consists of Corinth Pipeworks and Hellenic Cables, companies positioned at the forefront of their respective high growth sectors. Hellenic Cables is one of the largest cable producers in Europe, manufacturing power and telecom cables as well as submarine cables. Corinth Pipeworks is a world leader in steel pipe manufacturing for the energy sector and major producer of steel hollow sections for the construction sector. For more information, please visit our website at www.cenergyholdings.com.

IMPORTANT DISCLAIMER

The information contained in this announcement is for background purposes only and does not purport to be full or complete.

Neither this announcement nor anything contained in it shall form the basis of, or be relied upon in conjunction with, any offer or commitment whatsoever in any jurisdiction. Investors should not acquire any New Shares except on the basis of the information contained in the Prospectus, once published. Potential investors must read the Prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the New Shares.

This announcement has been prepared for information purposes only and does not constitute or form a part of any offer of securities for sale or solicitation of an offer to purchase or subscribe for securities in any jurisdiction, including, without limitation, in the United States, Australia, Canada, and Japan or in any other jurisdiction. The New Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**US Securities Act**”) and may not offered or sold in the United States absent registration or an exemption from, or in a transaction not subject to, registration under the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction in the United States. No public offering of securities will be made in the United States. Further, any such New Shares may not be offered, sold, resold, taken up, exercised, renounced, transferred, delivered or distributed, directly or indirectly, in or into any jurisdiction if to do so would constitute a violation of the relevant laws of, or require registration of such New Shares in, the relevant jurisdiction.

Any offer of New Shares in any member state of the European Economic Area (the “**EEA**”), other than Belgium and Greece (each such member state, a “**Relevant Member State**”) will only be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of shares. As a consequence, the New Shares may only be offered and sold in any Relevant Member State pursuant to an exemption under the Prospectus Regulation. In any such Relevant Member State, the announcement is only addressed to and directed at persons who are “qualified investors” within the meaning of Article 2(e) of the Prospectus Regulation.

Any offer of the New Shares in the United Kingdom will be made pursuant to an exemption under the Prospectus Regulation as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”) from the requirement to publish a prospectus for offers of shares. As a consequence, the New Shares may only be offered and sold in the United Kingdom pursuant to an exemption under the UK Prospectus Regulation. In the United Kingdom, the announcement is being distributed only to, and is directed only at, “qualified investors” within the meaning of Regulation 2(e) of the UK Prospectus Regulation as amended and supplemented (including by the UK Prospectus Amendment Regulations 2019 and Financial Services and Market Act 2000 (Prospectus) Regulation 2019), who are also persons: (i) who have professional experience in matters relating to investments falling within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 as amended (the “**Order**”); (ii) who are high net worth bodies corporate, unincorporated associations and partnerships or the trustee of high value trusts falling within Article 49(2)(a) to (d) of the Order; or (iii) other persons to whom it may otherwise lawfully be communicated.

This announcement contains statements which are “forward-looking statements” or could be considered as such. Forward-looking statements are sometimes identified by the use of forward-looking terminology such as “aim”, “anticipate”, “believe”, “estimate”, “expect”, “intend”, “may”, “plan”, “predict”, “project”, “target”, “potential”, “would”, “could”, “should”, “continue”, or the negative thereof, other variations thereon or similar expressions. Other forward-looking statements can be identified by the context in which the statements are made. By their nature, forward-looking statements involve risks and uncertainties and readers are warned that none of these forward-looking statements offers any guarantee of future performance. Actual results may differ materially from those predicted by the forward-looking statements. The Company makes no

undertaking whatsoever to publish updates or adjustments to these forward-looking statements, unless required to do so by law.

In connection with the Offer, the Underwriters and any of their respective affiliates may (without prejudice to Article 7 of the Belgian Primary Markets Royal Decree) take up a portion of the New Shares in the Offer as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such New Shares and other securities of the Company or related investments in connection with the Offer or otherwise. Accordingly, references in this announcement to the New Shares being sold, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, any of the Underwriters and any of their affiliates acting in such capacity. In addition any of the Underwriters and any of their affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which the Underwriters and any of their affiliates may from time to time acquire, hold or dispose of New Shares.

The Underwriters do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so. None of the Underwriters nor any of their affiliates nor any of their or their respective affiliates' directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, or its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

Each of the Underwriters is acting on behalf of the Company and no one else in connection with the Offer. They will not regard any other person as their respective clients in relation to the Offer and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the Offer, the contents of this announcement or any transaction, arrangement or other matter referred to herein. For the avoidance of doubt, however, the Underwriters acting exclusively for the Company will be without prejudice to their obligations under Directive 2014/65/EU, as amended.