

THIS ANNOUNCEMENT IS NOT DIRECTED AT OR INTENDED TO BE ACCESSIBLE BY PERSONS IN THE UNITED STATES OR PERSONS RESIDENT OR LOCATED IN AUSTRALIA, CANADA, JAPAN OR ANY OTHER JURISDICTION WHERE THE EXTENSION OF AVAILABILITY OF THIS ANNOUNCEMENT WOULD BREACH ANY APPLICABLE LAW OR REGULATION OF OR WOULD REQUIRE ANY REGISTRATION OR LICENCING WITHIN SUCH JURISDICTION.



**REGULATED INFORMATION
INSIDE INFORMATION
ADVERTISEMENT**

ANNOUNCEMENT – MINIMUM PRICE GUIDANCE OF €9.00 PER NEW SHARE

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.

WARNING

This announcement is not an offer to invest in the shares of Cenergy Holdings. An investment in the New Shares can only be based on the prospectus of Cenergy Holdings dated 7 October 2024 in connection with the Offer (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, 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 S.A. announces today that, in view of the strong demand expressed so far in the context of the book building for the Institutional Offer, and further to its announcement on 8 October 2024 in connection with publication of its Prospectus, it is informing investors participating in the Institutional Offer that bids below the amount of nine euros (€9.00) per New Share will most likely not be considered for allocation of New Shares in the Institutional Offer.

As announced on 8 October 2024 and further described in the Prospectus, 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 bookbuilding 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.

Capitalised terms used but not defined herein shall have the meaning ascribed to such terms in the Prospectus.

The Offer period began on 8 October 2024 at 9.00 a.m. Central European Time (CET) (10.00 a.m. Greek time) and is expected to end at 15.00 CET (16.00 Greek time) on 10 October 2024 (the “**Offer Period**”), subject to extension of the timetable for the Offer.

The Belgian Financial Services and Markets Authority (the “**FSMA**”) approved the Prospectus in accordance with Article 20 of the Prospectus Regulation on 7 October 2024. The FSMA only approved the Prospectus (including the summary of the Prospectus) as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the New Shares that are the subject of the Prospectus. Investors should make their own assessment as to the suitability of investing in the New Shares. The Prospectus has, following its approval by the FSMA, been notified to the Hellenic Capital Market Commission (the “**HCMC**”) for passporting in accordance with Articles 24 and 25 of the Prospectus Regulation. The Prospectus in English as well as the Summary in Greek have been made available to investors, as of 8 October 2024, in accordance with Article 21, paragraph 2 of the Prospectus Regulation, in electronic form on the internet at 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/enimerosi-ependuton/enimerotika-deltia/enimerotika-deltia-sumboulos-anadoxos-trapeza-eurobank-ergasias-ae>),
- Euroxx Securities S.A.: (<https://www.euroxx.gr/gr/content/article/cenergyholdings>),
- 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>),
- Pantelakis Securities S.A.: (<https://www.pantelakis.gr/pantelakis/services/amk-cenergy/>), and
- Piraeus Bank S.A.: (<https://www.piraeusholdings.gr/cenergyholdings>).

Moreover, the Prospectus in English and the Summary (as the case may be) in Greek, French and Dutch have been made available at the websites of:

- the Company (<https://cenergyholdings.com/investors/shareholders-information/offering-materials/>),
- the FSMA: (www.fsma.be),
- the ATHEX: (<https://www.athexgroup.gr/el/companies-information-memorandum-informative-material>), and
- the HCMC: ([www.hcmc.gr/el GR/web/portal/elib/deltia](http://www.hcmc.gr/el_GR/web/portal/elib/deltia)).

In addition, during the Public Offer, printed copies of the Prospectus in English and the Summary also in Greek, French and Dutch will be made available 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, the Prospectus in English and the Summary in Greek will 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).

Further information concerning the Company, the New Shares, the Public Offer (such as,

indicatively, and not restrictively, the procedure for the participation of investors in the Public Offer and the terms and conditions of the offering and allocation of the New Shares) and the Institutional Offer are set out in the Prospectus and, more particularly, under Part 14 “*Information on the Offer*” thereof.

Brussels, 9 October 2024

Cenergy Holdings S.A.

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. 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 securities. This announcement and the approval of the Prospectus, as the case may be, should not be understood as an endorsement of the New Shares offered or admitted to trading on a regulated market. The value of the New Shares can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of the intended offering for the person concerned.

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 US 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 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.

The date of completion of listing of the New Shares on the regulated market of Euronext Brussels and the Main Market of the Regulated Securities Market of the ATHEX may be influenced by things such as market conditions. There is no guarantee that such listing will occur and potential investors should not base their financial decisions on the Company's intentions in relation to such listing at this stage.

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, any of Goldman Sachs International, Alpha Bank S.A., HSBC Continental Europe, 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 (together, "**Underwriters**") and any of their 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.