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## **ANNOUNCEMENT**

**REGARDING THE OFFER PRICE AND THE FINAL NUMBER OF NEW SHARES OFFERED BY  
“CENERGY HOLDINGS S.A.”**

**Brussels, 11 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.*

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## **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.

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Cenergy Holdings S.A. (the “**Company**” or “**Cenergy**”) following the announcement of 8 October 2024, regarding, inter alia, the public offer within the meaning of Article 2(d) of Regulation (EU) 1129/2017 (the “**Prospectus Regulation**”) in Belgium (the “**Belgian Public Offer**”) and Greece (the “**Greek Public Offer**”, and together with the Belgian Public Offer, the “**Public Offer**”), and private placements to certain institutional investors (the “**Institutional Offer**” and, together with the Public Offer, the “**Offer**”) in various jurisdictions in reliance upon the exemptions from the requirement to publish a prospectus under the Prospectus Regulation and other applicable laws, of new ordinary shares of no nominal value of the Company (the “**New Shares**”), which will be issued in the context of the share capital increase of the Company by a maximum amount of €200,000,000 (including issue premium) (the “**Capital Increase**”), at a price per New Share (the “**Offer Price**”) which shall not be higher than €9.86 per New Share (the “**Maximum Offer Price**”) announces, in accordance with article 17 par.2 and article 21 par.2 of the Prospectus Regulation, that the Company approved on 10 October 2024, inter alia, the following:

- On the basis of the results of the book-building process conducted from 8 October 2024 until 10 October 2024 (the “**Offer Period**”) in the Institutional Offer, the Offer Price is determined at €9.00 per New Share.
- The Offer Price for the Belgian Public Offer, the Greek Public Offer and the Institutional Offer is identical.
- 22,222,222 New Shares will be issued pursuant to the Offer.
- The allocation to the various categories of investors will be announced on 15 October 2024.

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

**Brussels, 11 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.