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CENERGY HOLDINGS S.A.
(the “Company” or “Cenergy Holdings” and together with its subsidiaries, the “Group”)

**REGULATED INFORMATION
ADVERTISEMENT**

Brussels, 15 October 2024

**ANNOUNCEMENT REGARDING THE OUTCOME OF THE OFFER BY CENERGY HOLDINGS S.A. OF
NEWLY ISSUED ORDINARY SHARES OF NO NOMINAL VALUE OF AND BY THE COMPANY**

LEAD MANAGER OF THE BELGIAN PUBLIC OFFER



COORDINATOR OF THE GREEK PUBLIC OFFER



CO-LEAD MANAGERS OF THE GREEK PUBLIC OFFER



The enclosed information constitutes 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.

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

Cenergy Holdings, ING Belgium NV/SA acting as the Lead Manager of the Belgian Public Offer (as defined below) and Alpha Bank S.A. acting as the Greek Public Offer Coordinator for the Greek Public Offer (and Eurobank S.A., Euroxx Securities S.A., National Bank of Greece S.A., Optima bank S.A., Pantelakis Securities S.A. and Piraeus Bank S.A. acting as Co-Lead Managers for the Greek Public Offer in the context of the Offer), announce pursuant to, inter alia, Article 6 of the Belgian Primary Markets Royal Decree and Circular 23/22.06.2004 issued by the Hellenic Capital Market Commission (the “**HCMC**”) that:

1. As announced by Cenergy Holdings on 11 October 2024, 22,222,222 new ordinary shares of no nominal value of the Company (the “**New Shares**”) at a price per New Share of €9.00 (the “**Offer Price**”) have been issued pursuant to the Offer.
2. The New Shares were offered in parallel through:
 - (a) a public offer in Belgium (the “**Belgian Public Offer**”) and Greece (the “**Greek Public Offer**”, and together with the Belgian Public Offer, the “**Public Offer**”) within the meaning of Article 2(d) of Regulation (EU) 1129/2017 (the “**Prospectus Regulation**”); and
 - (b) 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 (the “**Institutional Offer**” and, together with the Public Offer, the “**Offer**”). Goldman Sachs International acted as sole global coordinator and joint bookrunner for the Offer (the “**Sole Global Coordinator**”), Alpha Bank S.A. and HSBC Continental Europe acted as Joint Bookrunners for the Offer (together with the Sole Global Coordinator, the “**Joint Bookrunners**”) and 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 acted as co-lead managers for the Offer (the “**Co-Lead Managers**” and together with the Joint Bookrunners, the “**Underwriters**”).
3. Subject to the Prescribed Allocation and the Preferential Allocation, and subject to demand, and as set out in the Prospectus, allocation of the New Shares was provisionally split between the Institutional Offer and the Public Offer as follows:
 - (a) 80.00% of the New Shares were to be allocated to Institutional Investors subscribing for the Institutional Offer; and
 - (b) 20.00% of the New Shares were to be allocated to Retail Investors and/or Qualified Investors subscribing for the Public Offer, including a minimum of 10.00% 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**”).

As set out in the Prospectus, the final number of New Shares to 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) was to 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.

4. The Offer Period closed on 10 October 2024, with demand in excess of the New Shares in the Offer.

In the final allocation, the Company determined that the New Shares would be allocated between the Public Offer and the Institutional Offer as follows:

- (i) 4,436,444 New Shares (namely 19.96% of the totality of the New Shares) were allocated to Retail Investors and/or Qualified Investors who subscribed for the Greek Public Offer;
 - (ii) 8,000 New Shares (namely 0.04% of the totality of the New Shares) were allocated to Retail Investors who subscribed for the Belgian Public Offer (no Qualified Investors subscribed for the Belgian Public Offer); and
 - (iii) 17,777,778 New Shares (namely 80.00% of the totality of the New Shares) were allocated to Institutional Investors who subscribed for the Institutional Offer.
5. The total valid demand at the Offer Price that was expressed in the Offer (i.e. in aggregate through the Public Offer and the Institutional Offer) amounted to 65,819,045 New Shares, oversubscribing the 22,222,222 New Shares that have been issued pursuant to the Offer, equal to the quotient of the final amount to be raised through the Offer, divided by the Offer Price.

More specifically, taking into account valid subscriptions only and in connection with the Public Offer:

- (i) the total demand that was expressed in the Greek Public Offer amounted to EUR 96,631,767, corresponding to 10,736,863 New Shares (on the basis of the Offer Price), divided as follows:
 - (a) the demand from Retail Investors subscribing for the Greek Public Offer amounted to EUR 38,320,506, corresponding to 4,257,834 New Shares (on the basis of the Offer Price); and
 - (b) the demand from Qualified Investors subscribing for the Greek Public Offer amounted to EUR 58,311,261, corresponding to 6,479,029 New Shares.
 - (ii) the total demand that was expressed in the Belgian Public Offer (in which only Retail Investors participated) amounted to 8,000 New Shares, corresponding to EUR 72,000 (on the basis of the Offer Price).
 - (iii) Moreover, in the Institutional Offer, taking into account valid subscriptions only, the total demand that was expressed exceeded multiple times the New Shares provisionally allocated in the Institutional Offer as described above.
6. The total of 4,444,444 New Shares allocated to the Public Offer were allocated as follows:
- (i) 4,436,444 New Shares (namely 19.96% of totality of the New Shares) were allocated in the Greek Public Offer, on the basis of the valid demand, as follows:
 - (a) 1,296,312 New Shares (29.22% of the Greek Public Offer) were allocated to Existing Minority Shareholders that validly subscribed for New Shares in the Greek Public Offer and were entitled to Preferential Allocation;
 - (b) the remaining 3,140,132 New Shares (namely 70.78 % of New Shares allocated to the Greek Public Offer) to Existing Minority Shareholders who oversubscribed

and new investors, following the *pro-rata* allocation based on the unsubscribed New Shares in the Greek Public Offer; and

- (c) 2,788,087 New Shares (namely 62.85% of New Shares) were allocated to Qualified Investors and 1,648,357 New Shares (namely 37.15% of New Shares) to Retail Investors.

The total valid demand in the Greek Public Offer exceeded multiple times the provisionally allocated amount to the Greek Public Offer. The investors in the Greek Public Offer are informed about any reduction percentage of their subscription applications through their DSS Participants.

- (ii) 8,000 New Shares (namely 0.04% of totality of the New Shares) were allocated in the Belgian Public Offer, on the basis of the valid demand expressed at the Offer Price, equal to total valid demand by investors subscribing for the Belgian Public Offer.

It is noted that out of the 8,000 New Shares which were allocated in the Belgian Public Offer, 8,000 New Shares (namely 100.00% of the Belgian Public Offer) were allocated to Existing Minority Shareholders that validly subscribed for New Shares in the Belgian Public Offer and were entitled to Preferential Allocation, equal to total valid demand by Existing Minority Shareholders subscribing for the Belgian Public Offer that were entitled to Preferential Allocation (which demand and therefore allocation, however, exceeded such investors' Preferential Allocation).

7. It is noted that out of the 17,777,778 New Shares which were allocated in the Institutional Offer, 14,854,408 New Shares (namely 83.56% of the Institutional Offer) were allocated to new investors that validly subscribed for New Shares in the Institutional Offer and 2,923,370 New Shares (namely 16.44% of the Institutional Offer) were allocated to existing shareholders that validly subscribed for New Shares in the Institutional Offer and were entitled to Preferential Allocation (this allocation, however, exceeded such investors' Preferential Allocation).
8. As a result of the above, 6.78% of the New Offer Shares were allocated pursuant to the Preferential Allocation. Existing Minority Shareholders who subscribed for the Offer in accordance with the process described in the Prospectus did not undergo any dilution, unless they submitted a subscription application for a lower number of New Shares (in the Belgian Public Offer or in the Institutional Offer) or monetary amount (in the Greek Public Offer), in which case they received Preferential Allocation only to the extent of such number of New Shares or monetary amount subscribed for.
9. The total gross proceeds raised by the Company from the Offer, before deducting expenses, will amount to €199,999,998 (22,222,222 New Shares multiplied by the Offer Price of €9.00).
10. Pursuant to the underwriting agreement dated 10 October 2024, entered into between the Underwriters and the Company (the "**Underwriting Agreement**"), the Underwriters have agreed to procure that investors pay, or failing which to themselves pay (in accordance with each Underwriters' commitment as set out in Prospectus, each acting severally and not jointly nor jointly and severally), to the Company an amount equal to the product of the Offer Price and the number of New Shares. It is noted that the Greek Underwriters did not submit subscription applications in the Greek Public Offer for their own account, with the exception of (a) Alpha Bank S.A. which was allocated 29,566 New Shares for its own account in the Greek Public Offer; and (b) Eurobank S.A. which was allocated 13,426 New Shares for its own account in the Greek Public Offer.

Brussels, 15 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 the 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.