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**Premier Energy Group Announces Publication of Prospectus and Start of Offer Period**

**Bucharest, Romania, 7 May 2024.** Premier Energy PLC (“Premier Energy” or the “Company”), one of the fastest growing privately owned vertically integrated energy infrastructure companies in SEE and one of the largest renewable energy players in Romania and the Republic of Moldova (“Moldova”), today announces the approval by the Romanian Financial Supervisory Authority (the “FSA”) and the publication of the prospectus (the “Prospectus”) for the initial public offering (the “IPO” or the “Offering”, or “Offer”) of its ordinary shares (the “Shares”) and for the admission of the Shares to trading on the Bucharest Stock Exchange (the “BSE”).

Premier Energy also announces that the Offer period for the Shares (the “Offer Period”) will commence on 8 May 2024, and is expected to end on 15 May 2024.

**Offering highlights**

- The indicative price range for the Offering has been set at between RON 19.00 and RON 21.50 per Offer Share (“the Offer Price Range”), implying a market capitalisation for Premier Energy from RON 2,375,023,750 to RON 2,687,526,875 (EUR 477,266,996 to EUR 540,065,284), as the per the Base Deal Scenario below.
- The Offering comprises an offering of up to 35,937,859 Offer Shares: (i) up to 25,000,250 New Shares offered for subscription by the Company and (ii) up to 6,250,063 Existing Shares offered for sale by its main shareholder EMMA Alpha Holding Ltd (“EMMA Capital”, “the Selling Shareholder”) (together “the Base Shares”), and a maximum number of 4,687,546 Over-Allotment Shares provided by EMMA Capital.
- In addition, upon the recommendation of, and in consultation with, the Joint Global Coordinators, the Company and the Selling Shareholder may jointly decide to increase the number of Offer Shares by up to 20% of the number of Base Shares, representing up to 6,250,063 Upsize Shares, out of which additional New Shares will be 80% and additional Existing Shares will be 20%. Following the completion of the IPO, EMMA Capital will continue to hold the majority of shares in Premier Energy Group.
- The Offering will consist of a public offering to retail and institutional investors in Romania and an offering to eligible international institutional investors. The Offering is split into two Offering Tranches as follows: (i) 20% of the Offer Shares will be initially offered to retail investors; and (ii) the remaining Offer Shares will be initially offered to institutional investors.

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- The Offer Period will commence on 8 May 2024 and is expected to end on 15 May 2024. The Offer Price and the exact number of Offer Shares to be sold will be determined following the bookbuilding process during the Offer Period and are expected to be announced on or around 16 May 2024. Settlement is expected to take place on or around 20 May 2024. The Admission and start of trading on the BSE are expected to take place on or around 27 May 2024. The Shares are expected to be traded under the symbol "PE".
- Retail investors are entitled to a discount of 5% of the Final Offer Price (the "Discounted Final Offer Price") for applications validly submitted in the first three business days of the Offer Period (i.e., until and including 10 May 2024). Offer Shares which are subscribed for by retail investors starting with 11 May 2024 will be sold to retail investors at the Final Offer Price.
- Retail investors can subscribe through BT Capital Partners, and at Banca Transilvania and Alpha Bank branches, as well as through eligible participants from the list published on the website of BSE. Further information is available on the websites of the respective banks.
- The Company will use the proceeds of the Offering for acquiring renewable energy assets in Romania and Moldova, as well as for capital expenditure on the development of renewable energy production assets. The Company intends to pay out 30% - 70% of its consolidated annual net profit in dividends.
- Lock-up arrangements will apply, as customary, to both the Company (360 days) and EMMA Capital (180 days). In addition, there will be a lock-up of two years for Premier Energy's CEO, Mr Jose Garza, and CFO, Mr Petr Stohr, who intend to subscribe in the Offering.
- The Prospectus has been approved by the FSA and is available on Premier Energy's and BSE's websites [www.premierenergygroup.eu](http://www.premierenergygroup.eu) and [www.bvb.ro](http://www.bvb.ro). Copies of the Prospectus can be obtained upon request during normal business hours on any weekday at the Company's offices in Bucharest: 4 Vasile Alecsandri Street, District 1, Bucharest.
- Citigroup, UniCredit Bank GmbH (Milan Branch), and WOOD & Company are acting as Joint Global Coordinators in connection with the Offering. Alpha Bank Romania S.A. and BT Capital Partners S.A. are acting as Joint Bookrunners. STJ Advisors is acting as Financial Adviser to the Company in connection with the Offering. UniCredit S.p.A. is also acting as ESG adviser to the Company in connection with the Offering.

**Jose Garza, Chief Executive Officer of Premier Energy Group, commented:**

*"In the past few weeks Premier Energy's attractive equity story appears to have been well-received amongst potential investors and we are now very much looking forward to meeting with them over the coming days. For both Romanian and international investors, Premier Energy offers access to an energy-transition investment opportunity in markets with considerable growth potential, and to a financially strong company with ambitious renewable energy plans, a generous dividend policy, and a solid ESG angle."*

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## About Premier Energy Group

Premier Energy Group is one of the fastest growing privately-owned vertically integrated energy infrastructure companies in SEE and one of the largest renewable energy players in the region. The Company has over 1,000 MW of renewable electricity generation under ownership, management or in development in Romania and Moldova along with one of the fastest growing renewable electricity supply businesses in both countries.

Premier Energy Group is the third largest natural gas distributor and supplier in Romania with over 150,000 consumption points. It is also the largest electricity distributor and the largest supplier in Moldova with almost one million consumption points and more than 840,000 supply clients serving approximately 70% of the Moldovan population. Following the acquisition of the CEZ Vanzare supply business in Romania, Premier Energy Group serves a combined total of approximately 2.4 million electricity and natural gas supply clients in Romania and Moldova (an increase of approximately 1.4 million), the vast majority of which are households and small businesses.

Premier Energy Group was incorporated at the end of 2012, entered the Romanian gas market in 2013, and entered the Moldovan energy market in 2019. It is currently 100% owned by EMMA Capital, one of the most experienced investment teams in CEE and SEE with a strong growth and value creation history and a well-established investor operator model.

The Company has grown without additional shareholder equity support and in the year ended 31 December 2023, it generated consolidated revenues of EUR 912 million, net profit of EUR 78.8 million, and Adjusted EBITDA of EUR 127.7 million.

## Selected Financial Data

EUR thousand	2021	2022	2023	2023 Pro-Forma <sup>[1]</sup>
Revenues	401,680	1,096,170	911,975	1,296,494
Adjusted EBITDA <sup>[2]</sup>	45,998	241,191	127,730	140,591
Profit after tax	22,312	183,244	78,962	99,490
Normalized EBITDA <sup>[3]</sup>	70,135	241,876	89,732	102,593

[1] Pro-Forma financial information unaudited for the year ended 31 December 2023 illustrating the impact of the acquisition of CEZ Vanzare as if the Acquisition had been completed on 1 January 2023.

[2] The Company defines Adjusted EBITDA as Profit from Operations, plus depreciation and amortization, minus gain on bargain purchase.

[3] The Company defines Normalized EBITDA as Adjusted EBITDA adding positive/(negative) tariff adjustments and positive/(negative) energy unbilled adjustments, both coming from the Group's operations in Moldova.

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Premier Energy Group's business strategy is aligned with the UN Sustainable Development Goals with a focus on Europe's Green Deal initiatives representing the EU's proposals to make climate, energy, transport and taxation policies appropriate for reducing net greenhouse emissions by at least 55% by 2030 with clear ESG guidelines and policies in place.

### **Investment highlights**

Management believes that the Company's historical business success, strong leadership, and high potential for future growth builds on the following strengths:

#### ***Vertical integration and subsector diversification capturing value and stability***

- Within the electricity sector in Romania, Premier Energy Group is vertically integrated and present throughout the value chain, including in renewable electricity generation, management, and supply to end clients.
- The Company also benefits from partial vertical integration within the natural gas segment in Romania and from vertical integration within the Moldovan electricity sector.
- Premier Energy Group's vertical integration and subsector diversification aims to realise full value throughout the value chain and provides increased operational and financial stability.

#### ***Strong infrastructure position leading to vertical integration and stability***

- With over 3,600 km of distribution network, Premier Energy Group is Romania's 3<sup>rd</sup> largest natural gas distributor. It has, as of 31 December 2023, 116 natural gas concessions, out of the total of c. 950 concessions granted for the entire territory of Romania.
- As of December 2023, approximately 80% of Premier Energy Group's distribution network was built using Polyethylene 100 material, making it well positioned to support potential future green hydrogen distribution.
- The Company's electricity distribution business is the largest in Moldova, both in terms of volume of electricity distributed and number of users.
- In Romania, Premier Energy Group is one of the largest renewable energy players and manages approximately 16% of the installed solar and wind energy production capacity by independent producers. The Company has a renewable energy generation capacity of 919 MW either owned, managed or in-development in Romania.
- In Moldova, Premier Energy Group is the largest renewable energy supplier with a 22% market share and 111 MW of renewable capacity either owned, managed or in development.

#### ***Strong client portfolio with substantial upside and potential for subsector cross-selling***

- Premier Energy Group is a key energy supplier in the SEE region, currently supplying electricity and/or natural gas to approximately 2.4 million customers in Romania and Moldova.
- In Romania, the Company has been one of the fastest growing natural gas suppliers over the last seven years in terms of volume of natural gas supplied, following market liberalisation in 2016.
- Premier Energy Group aims to capitalise on the CEZ Vanzare acquisition by cross-selling its gas supply services to the 1.4 million newly acquired clients, the majority of which were supplied only electricity by CEZ Vanzare.

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***Established renewables presence key to benefiting from further development focus on renewables***

- Currently, wind and solar energy only account for approximately 16% of total consumption and 25% of total installed electricity generation capacity in Romania which is planning a further shift towards electricity consumption coming from renewable energy sources. Installed capacity is expected to increase by 5.1 GW of solar energy and 5.3 GW of wind energy by 2030, reaching an installed total capacity of c.8 GW of solar energy and c.8 GW of wind energy.
- In Moldova, renewables currently only account for approximately 4% of installed electricity generation capacity, with new renewable energy generation expected to be deployed in the short-term as a result of feed-in-tariffs and auctions established by law in force since 2018.
- Premier Energy Group has a successful track record of renewables acquisitions including a tangible pipeline of continued investment opportunities. It is well-positioned to benefit from the planned renewables development focus and the start of the longer-term PPA market in Romania and Moldova.

***Commodities sourcing expertise resulting in a resilient business, despite power market volatility***

- Premier Energy Group's experienced management team proactively reacts to the overall market situation and has been innovative in sourcing the underlying energy, resulting in strong operational flexibility and results in a volatile environment.
- The Company has been gaining profitable market share in the volatile environment of the past few years, while many natural gas suppliers returned or liquidated their licenses in Romania and all non-distribution suppliers of electricity left the Moldovan market during 2021, creating a more favourable market environment for the Company with less competition.

***Track record of accretive acquisitions with strong management expertise***

- Premier Energy Group benefits from the substantial M&A experience and capabilities of its senior executives, and is committed to best-in-class governance and ESG principles.
- Growth has been supported by a successful track record of strategic, value-enhancing add-on acquisitions. To date, the Company has made over 25 add-on acquisitions since 2013 in both Romania and Moldova.

***Attractive financial profile to support growth and dividends***

- Premier Energy Group has achieved robust top-line and profitability growth as a result of infrastructure expansion, improved client penetration and operational and cost effectiveness, amplified with strategic add-on acquisitions.
- Revenue has grown from EUR 13 million in 2012 to EUR 912 million in 2023, while Adjusted EBITDA has increased from EUR 0 million in 2012 to EUR 127.7 million in 2023.
- Revenue and profitability levels are also relatively predictable due to the regulated nature of various segments of the business and operational efficiency enhanced by strong client service levels. Furthermore, Premier Energy Group's operations generated net cash from operating activities of EUR 25.9 million in 2021, EUR 104.6 million in 2022 and EUR 118.2 million in 2023.
- The combination of the Company's top-line growth and strong free cash flow generation provide support for future growth and dividend payments.

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***Attractive macroeconomic fundamentals coupled with favourable energy demand and consumption***

- The Romanian and Moldovan markets are supported by healthy historical and forecasted GDP growth in stable currency environments and growing energy needs. Both economies are expected to grow faster than the EU27 average between 2023 and 2025.
- Romania has been experiencing a significant increase in EU funding, with approximately EUR 80 billion allocated between 2021 and 2027.
- Moldova is targeting full EU membership by 2030, with the accession path requiring the adaptation of its energy legislation and integration of its energy market.

***Experienced management team and supportive core shareholder***

- Premier Energy Group is managed by an experienced management team with substantial experience in the industry and in the SEE region.
- EMMA Capital, its 100% shareholder, has one of the most experienced investment teams in the CEE and SEE regions with book equity of approximately EUR 1 billion as of 31 December 2022, a strong growth and value creation history, and a well-established investor operator model.

**Strategic priorities**

Premier Energy Group's strategy is primarily focused on creating a sustainable future by continuing to grow through renewable acquisitions, ensuring the resilience of its energy platform, capturing new growth opportunities, and building on its competitive strengths and strong leadership in order to increase shareholder value through:

***Ambitious renewables plans***

- Premier Energy Group is seeking to emerge as one of the regional leaders in the transition to green energy with a clear strategy to grow its renewable portfolio in line with sustainable growth and decarbonisation efforts.
- Premier Energy Group's target is to reach between 1,400 MW and 1,600 MW of installed owned and managed renewable energy capacity by the end of 2026. It is expecting a continued investment into renewable energy generating assets and developments as Romania is expected to deploy approximately 11 GW of additional wind and solar capacity to reach a total of approximately 16 GW by 2030.
- Moldova has untapped renewables potential, due to favourable weather conditions and low population density. The draft National Energy and Climate Plan confirms a target of a 27% share of renewables in final energy consumption by 2030.

***Moldovan EU candidacy and energy market integration with deregulation***

- Due to Moldova's EU candidacy and planned accession, Premier Energy Group is expecting an increase in electricity demand driven by the expected higher foreign direct investment into Moldova.
- It is targeting higher regulated absolute margin as Moldova is expected to join the EU energy market and the Company also considers Moldova as a potential energy hub addressing the energy import/export opportunities to and from Romania and Ukraine.
- In Moldova, the Company is targeting an upside from deregulation with the expected full liberalization of the market on the supply side, which is expected to lead to increased supply side margins.

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***Seeking new and diversified growth opportunities***

- Premier Energy Group aims to continue acquiring and developing renewable generation assets or other regulated businesses on an opportunistic basis in line with its current business segments or complementary to such current business segments.
- As of 31 December 2023, the Company had a 180 MW portfolio of wind and solar developments in Romania and 24 MW of solar developments in Moldova. Additionally, Premier Energy Group has identified tangible renewables acquisition opportunities with a combined size of approximately 350 MW.
- Management believes that the Company is well positioned to pursue future acquisition opportunities on a competitive basis.

***Supporting the resilience and flexibility of the energy system***

- To keep its energy assets as modern and efficient as the technology allows, Premier Energy Group intends to continue investing in both Romania and Moldova to ensure network resilience and energy efficiency for the Company's business and clients, with a focus on network maintenance, new connection points and upgrades, and network digitalisation and automation.

***A sustainable future***

- Premier Energy Group is committing to align all its operations with the goals of the Paris Agreement and has developed a Decarbonisation Plan with the goal of reaching Net Zero GHG emissions from operations by 2045.
- Premier Energy Group is one of the greenest, most hydrogen-ready energy companies in Romania and believes that this technology will be an important environmentally friendly energy source.

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Certain data in this announcement, including financial, statistical, and operating information has been rounded. As a result of the rounding, the totals of data presented in this announcement may vary slightly from the actual arithmetic totals of such data. Unless otherwise indicated, market,

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**industry and competitive position data are estimated (and accordingly, approximate) and should be treated with caution. Such information has not been audited or independently verified, nor has the Company ascertained the underlying economic assumptions relied upon therein. For the avoidance of doubt, the contents of the Group's websites are not incorporated by reference into, and do not form part of, this announcement.**

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