

PRESS RELEASE | BRUSSELS, 26 March 2025, 7:00 am - Elia Group (Euronext: ELI)

**REGULATED INFORMATION – INSIDE INFORMATION** 

# Elia Group launches a rights offering of a maximum of 21,814,521 new shares, amounting to a maximum €1.35 billion

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES (INCLUDING ITS TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES AND THE DISTRICT OF COLUMBIA), AUSTRALIA, CANADA, JAPAN OR SOUTH AFRICA OR ANY OTHER STATE OR JURISDICTION IN WHICH SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE UNLAWFUL.

Warning: An investment in shares and trading in preferential subscription rights involves economic and financial risks, as it is the case for every investment in shares. A prospective investor must consider, when taking its investment decision, that it may lose all or part of its investment.

Before investing in the offered shares or trading in preferential subscription rights, investors are invited to read all the information provided in the prospectus approved by the FSMA and available on the website of Elia Group (https://investor.eliagroup.eu/offering). See Section "Risk Factors" of the prospectus prepared by Elia Group for a description of the factors that should be considered before subscribing for the shares or trading in the preferential subscription rights, and in which the most material risk factors have been presented first within each (sub)category. All of these factors should be considered before investing in shares, preferential subscriptions rights or scrips. Specifically, potential investors should be aware that the Group is subject to an extensive set of regulations and its income is in large part dependent on the applicable tariff methodology in its core markets, which is subject to potential changes and periodic revisions. In addition, failure by the Group to maintain a balance between energy demand and supply on the grid may lead to load shedding, have significant adverse consequences on the country's security of supply and may, in certain circumstances, lead to liability and adversely impact its results of operations. In addition, The Group's future profits will in part depend on its ability to realise its contemplated investment programme and the anticipated organic growth of its regulated asset base (RAB). Moreover, a downgrade in Elia Group's, Elia Transmission Belgium's and/or Eurogrid GmbH's credit rating could affect their ability to access capital markets as well as impact their financial position and refinancing capacity.

These materials are not for release, publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia), except to qualified institutional buyers ("**QIBs**") within the meaning of Rule 144A under the US Securities Act of 1933, as amended (the "**U.S. Securities Act**"). These materials do not constitute or form a part of any offer or solicitation to purchase or subscribe for, or otherwise invest in, securities in the United States. The securities mentioned herein have not been, and will not be, registered under the U.S. Securities Act and may not be offered or sold in the United States absent registration or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.



Any decision to invest in securities in the framework of the offering must be based on all information provided in the prospectus, and any supplements thereto, as the case may be. The approval of the prospectus by the FSMA should not be understood as an endorsement of the company or the quality of the preferential rights or the new shares offered. Information on costs and taxation in relation to the offering can be found in the prospectus relating to the offering which is available on the above-mentioned website of Elia Group. Subject to exemptions and/or reduced rates, a Belgian withholding tax of 30 per cent. is in principle levied on dividends paid on the shares.

BRUSSELS - Elia Group SA (the "Company", "Group" or "Elia Group") has announced today the launch of a public offering to existing shareholders and any holders of an extra-legal preferential right (the "Preferential Right") (the "Rights Offering") of maximum €1,349,882,559.48, through the issuance of maximum 21,814,521 new ordinary shares at an issue price of €61.88 per share (the "New Shares"). Existing shareholders will be granted one Preferential Right per existing share in the Company held at that time. The holders of Preferential Rights are entitled to subscribe to the New Shares in the ratio of 1 New Share for 4 Preferential Rights (the "Ratio"). Preferential Rights that are not exercised during the rights subscription period (the "Rights Subscription Period") will be converted into an equal number of scrips (the "Scrips") and will be offered up for sale through a private placement to institutional investors (the "Scrips Private Placement" and together with the Rights Offering, the "Offering").

"This transaction will support the Group's future growth. The proceeds raised via the rights issue along with the  $\in$ 850 million private placement transaction recently executed, will provide the Group with a significant capital infusion that will address its equity funding requirements. This will enable us to execute our investment plan. Elia Group remains committed to drive clean energy competitiveness and strengthen Europe's strategic autonomy through secure and resilient energy systems."

- Bernard Gustin, CEO of Elia Group

The principal purpose of the Offering is to finance Elia Group's organic growth and to support the Company's societal mission to accelerate the energy transition. The Offering will strengthen Elia Group's balance sheet and support regulated investments in Belgium and Germany through their respective subsidiaries. Additionally, it will partially finance WindGrid (including the participation in energyRe Giga). The Offering is needed to support the targeted gearing ratio and rating at Group and subsidiary levels (minimum BBB at Group level) to fund the capex programs.

The gross proceeds of the Offering amounting to maximum €1,349,882,559.48 alongside the gross proceeds of the private placement ("**PIPE**") transaction of €849,999,954.44 (announced on 7 March 2025), with a total of maximum €2,199,882,513.92, which after the deduction of relevant expenses are to be used primarily as follows:

- Approximately €1,050 million: to finance the regulated activities in Belgium, mainly the realisation of the investment programme (via an increase of the equity portion in Elia Transmission Belgium) in accordance with the gearing ratio defined in the regulatory framework applicable in Belgium;



- Approximately €1,000 million: to finance the regulated activities, primarily the execution of the investment programme in Germany (via an increase of equity portion in Eurogrid GmbH, holding company above 50Hertz) to strengthen the balance sheet; and
- Between €100 million and €150 million: to partially reimburse the €300 million term loan facility agreement which has been used to finance the Company's investment in energyRe Giga through WindGrid. The final amount that will be allocated to WindGrid from the net proceeds of the Offering, will depend on the outcome of various alternative funding options which the Company is currently exploring, among others, a co-investor for its participation in WindGrid.

At the closing of Euronext Brussels on 26 March 2025, the existing shareholders will be granted one Preferential Right per existing share in the Company held at that time. The Preferential Rights will be detached from the existing shares on 26 March 2025 after closing of Euronext Brussels and, provided they are in dematerialised form, will be negotiable during the entire Rights Subscription Period. Holders of Preferential Rights can subscribe for the New Shares from 27 March 2025, at 9 a.m. CET up to and including 3 April 2025 (4:00 p.m. CET), in line with the conditions described in the prospectus, at an issue price of €61.88 per New Share in the ratio of 1 New Share for 4 Preferential Rights.

Any Preferential Rights that are unexercised at the closing date of the Rights Subscription Period will be automatically converted into an equal number of Scrips and these Scrips will be sold to institutional investors by way of a private placement. The private placement is expected to last for one day and is expected to take place on 4 April 2025.

The Company reserves the right to revoke or suspend the Offering, following consultation with the Underwriters (as defined below) if (i) it determines that market conditions would make the Offering more difficult in a material way; or (ii) the underwriting agreement has not been signed or has been terminated in accordance with its terms and conditions.

Publi-T/NextGrid Holding<sup>1</sup> has committed to exercise all of its Preferential Rights received on both its existing and newly issued PIPE shares and to subscribe for the resulting number of New Shares. Additionally, Publi-T/NextGrid Holding will acquire Publipart's Preferential Rights corresponding to their ownership of Class A shares (2.5%), it being understood that upon the transfer of the Class A Preferential Rights to Publi-T or NextGrid Holding such Class A Preferential Rights shall automatically be converted to Class C Preferential Rights. ATLAS Infrastructure ("ATLAS") with The Future Fund, Funds and accounts under management by direct and indirect investment management subsidiaries of BlackRock Inc. ("BlackRock"), and Canada Pension Plan Investment Board ("CPP Investments") have committed to exercise all of their Preferential Rights received for the shares they acquired in the context of the previous PIPE transaction and to subscribe for the resulting number of New Shares.

In aggregate, Elia Group has thus received irrevocable commitment subscriptions representing in excess of 55% of the contemplated rights issue size. The portion of the Rights Offering that has not received commitment subscriptions, is being hard underwritten pursuant to an underwriting agreement entered into on 25 March 2025.

<sup>&</sup>lt;sup>1</sup> NextGrid Holding was incorporated in January 2025 and is a joint venture between Publi-T and Fluxys. The subsidiary is jointly financed by Publi-T and Fluxys.



## Key terms of the Rights Offering

**Preferential Rights:** Each existing share will entitle its holder to receive one Preferential Right. The dematerialised Preferential Right is represented by coupon nr. 24. The Preferential Rights will be detached from the existing shares on 26 March 2025, after the closing of Euronext Brussels and, provided they are in dematerialised form, will be negotiable during the entire Rights Subscription Period on Euronext Brussels under the ISIN code BE0970187903.

**Ratio:** The holders of Preferential Rights are entitled to subscribe to the New Shares in the ratio of 1 New Share for 4 Preferential Rights.

**Issue price for the New Shares:** €61.88. The Issue price represents a discount to the closing price of 25 March 2025, (which amounted to €82.00), of 24.5%. Based on the closing price, the theoretical ex-right price ("**TERP**") is €77.98; the theoretical value of a Preferential Right is €4.02; and the discount of the Issue Price compared to TERP is 20.6%.

**Rights Subscription Period:** The Rights Subscription Period shall run from 27 March 2025, 9 a.m. CET up to and including 3 April 2025 4 p.m. CET. After the Rights Subscription Period, the Preferential Rights may no longer be exercised or traded and as a result subscription requests received thereafter will be void.

**Subscription procedure and costs:** Subject to selling and transfer restrictions, investors holding Preferential Rights in dematerialised form (including existing shareholders) can, during the Rights Subscription Period, irreducibly subscribe to the New Shares directly at the counters of BNP Paribas Fortis, KBC Bank, CBC Banque, KBC Securities, and Belfius Bank if they have a client account there, or indirectly through any other financial intermediary. Subscribers should inform themselves about any costs that financial intermediaries, including the banks mentioned above in the paragraph, might charge and which they will need to pay themselves. At the time of subscription, the subscribers should remit a corresponding number of Preferential Rights in accordance with the Ratio. Shareholders whose holding of shares in the Company is registered in the share register of the Company, must elect to exercise their Preferential Rights and remit the respective amount for such subscription into the blocked account of the Company (as will be indicated in the instruction letter of the Company) by 3 April 2025, 4 p.m. CET latest. Subject to selling and transfer restrictions, they can, during the Rights Subscription Period, subscribe to the New Shares free of charge.

Scrips Private Placement: Preferential Rights that are not exercised during the Rights Subscription Period will be converted into an equal number of Scrips. The Scrips will be offered for sale through a private placement to institutional investors that is expected to start on or about 4 April 2025 and to end on the same date. The net proceeds from the sale of the Scrips (rounded down to a whole eurocent per unexercised Preferential Right) after deducting expenses, charges and all forms of expenditure which the Company has to incur for the sale of the Scrips (the "Net Scrips **Proceeds**") (if any) will be distributed proportionally between all holders of Preferential Right, the holders of Preferential Rights who have not exercised them. If the Net Scrips Proceeds are less than €0.01 per unexercised Preferential Right, the holders of Preferential Rights who have not exercised them are not entitled to receive any payment and, instead, the Net Scrips Proceeds will be transferred to the Company. If the Company announces that Net Scrips Proceeds are available for distribution to holders of unexercised Preferential Rights and such holders have not received payment thereof by 9 April 2025, such



holders should contact their financial intermediary, except for registered shareholders who should contact the Company.

Admission to trading and place of listing of the New Shares: expected on 8 April 2025 on Euronext Brussels.

**Announcement of the results:** The result of the subscription with Preferential Rights will be announced through a press release on or about 4 April 2025. The results of the Offering, detailing the subscription with Preferential Rights and with Scrips, the results of the sale of the Scrips and the amount due to holders of unexercised Preferential Rights (if any) will be published on or about 4 April 2025.

**Payment and delivery of the New Shares:** The payment of the subscriptions with dematerialised Preferential Rights is expected to take place on or around 8 April 2025 and will be done by debit of the subscriber's account with the same value date (subject to the relevant financial intermediary procedures). Payment of subscriptions with registered Preferential Rights will be done by payment into a blocked account of the Company. Payment must have reached such account by 3 April 2025, 4 p.m. CET as indicated in the instruction letter from the Company. The payment of the subscriptions in the Scrips Private Placement is expected to take place on or around 8 April 2025. The payment of the subscriptions in the Scrips Private Placement will be made by delivery against payment. Delivery of the New Shares will take place on or around 8 April 2025. The New Shares will be delivered under the form of dematerialised shares (booked into the securities account of the subscriber) or as registered shares recorded in the Company's Share register.

**Lock-up and standstill arrangements:** The Company has agreed to a standstill commitment for a period of 180 calendar days after the first listing date of the New Shares (except with the prior consent of the Joint Global Coordinators (acting on behalf of the Underwriters). Publi-T/NextGrid Holding has agreed to a lock-up undertaking for a period of 90 days after the closing date of the Rights Subscription Period (except with the prior consent of the Joint Global Coordinator Global Coordinators (acting on behalf of the Underwriters)).

**Taxation:** The tax treatment depends on the individual circumstances of each investor and may change in the future. The general provisions are included in the prospectus. The purchase and the sale and any other acquisition or transfer for consideration of existing shares (secondary market transactions) in Belgium through a professional intermediary is subject to the tax on stock exchange transactions ("*taxe sur les opérations de bourse*"/"*taks op de beursverrichtingen*") if (i) it is entered into or carried out in Belgium through a professional intermediary, or (ii) deemed to be entered into or carried out in Belgium, which is the case if the order is directly or indirectly made to a professional intermediary established outside of Belgium, either by private individuals with habitual residence in Belgium, or legal entities for the account of their seat or establishment in Belgium. The tax on stock exchange transactions is levied at a rate of 0.35%. of the purchase price, capped at €1,600 per transaction and per party.

**Right to dividends:** The New Shares will not be entitled to the 2024 dividend, which is scheduled to be paid in June 2025. The total proposed 2024 dividend per share (DPS) of  $\in$ 2.05 consists of bonus adjusted DPS of  $\in$ 1.95 (pre-rights issue 2024 DPS of  $\in$ 2.05 multiplied by the bonus adjustment factor of 0.95) and special dividend per share of  $\in$ 0.10. The New Shares will be entitled to a share in the results of the financial year that started on 1 January 2025 and of the following years.



**Syndicate:** BNP Paribas Fortis SA/NV, Citigroup Global Markets Limited and Goldman Sachs International are acting as Joint Global Coordinators and Joint Bookrunners of the Rights Offering, and Belfius Bank (SA/NV) acting together with its subcontractor Kepler Cheuvreux (SA) and Kepler Cheuvreux (Suisse) (SA), JPMorgan SE, KBC Securities NV and Morgan Stanley & Co. International plc are acting as Joint Bookrunners (together, the "**Underwriters**").

**Underwriting:** The portion of the Rights Offering that has not received commitment subscriptions, is being hard underwritten pursuant to an underwriting agreement entered into on 25 March 2025 with a syndicate of banks including BNP Paribas Fortis SA/NV, Citigroup Global Markets Limited and Goldman Sachs International acting as Joint Global Coordinators and Belfius Bank (SA/NV) acting together with its subcontractor Kepler Cheuvreux (SA) and Kepler Cheuvreux (Suisse) (SA), J.P. Morgan SE, KBC Securities NV, Morgan Stanley & Co. International plc acting as Joint Bookrunners.

## **Financial outlook for 2025**

As a result of the Offering, Elia Group expects to deliver a net profit Elia Group share, in a range between €490 million and €540 million.

- In Belgium, we aim to achieve a net profit ranging between €255 million to €285 million, factoring in a Belgian 10- year OLO of around 2.8% over the year, while also planning to invest approximately €1.7 billion in 2025. The realisation of this investment programme is always prone to external risks.
- In Germany (100%), we aim to achieve a net profit ranging between €380 million to €420 million, factoring in a base rate of 2.3% for regulatory return on equity, while also planning to invest approximately €3.8 billion in 2025. The realisation of this investment programme is always prone to external risks.
- The non-regulated segment and Nemo Link, which comprises the return of Nemo Link, the return of the non-regulated activities (mainly re.alto, EGI, WindGrid and energyRe Giga) and the operating costs inherent in the management of a holding company, is expected to report a loss to the Group's result in the range of €35 million to -€45 million. This loss includes Nemo Link, which is expected to contribute around €25 million, contingent on the availability.

The guidance does not consider any potential M&A transactions. Further details on the financial outlook for 2025 can be found in the prospectus.

### **Key risk factors**

The following is a selection of key risks that, alone or in combination with other events or circumstances, could have a material adverse effect on the Company's business, financial condition, results of operations and prospects. In general, the Company is subject to five categories of risks:



- *(i) Risks* related to the regulatory environment in which the Group operates:
  - The Group is subject to an extensive set of regulations and its income is in large part dependent on the applicable tariff methodology in its core markets, which is subject to potential changes and periodic revisions; and
  - The TSO permits and certifications which are necessary for the Group's operations may be revoked, modified or become subject to more onerous conditions.
- (ii) Risks related to the activities of the Group and the security of supply:
  - Failure by the Group to maintain a balance between energy demand and supply on the grid may lead to load shedding, have significant adverse consequences on the country's security of supply and may, in certain circumstances, lead to liability and adversely impact its results of operations;
  - The Group may be subject to cyber-related incidents, data breaches, failure of information and communication technology (ICT) systems, sabotage or acts of terrorism which may adversely impact its business, results of operations and reputation;
  - Contingency events, system failures or business continuity disruptions may have widespread repercussions and adversely impact the Group's business, results of operations and reputation; and
  - The Group is subject to increasing physical and transitional climate risks and increasing expectations in relation to its sustainability agenda and decarbonisation goals which depend in part on a number of factors beyond its control and which it may not be able to meet.
- (iii) Risks related to the Group's planned investment programme:
  - the Group's future profits will in part depend on its ability to realise its contemplated investment programme and the anticipated organic growth of its Regulated Asset Base (RAB);
  - the Group's planned investment programme is subject to a number of risks and uncertainties, including increased costs and questions about the affordability of the energy transition, timely regulatory approvals and availability of supplies; and
  - The Group depends on a limited number of suppliers and counterparts and their ability to meet quality of work standards and deliver in a timely manner and within budgeted costs.
- (iv) Financial risks related to the Group's business:
  - A downgrade in the Company's, Elia Transmission Belgium's and/or Eurogrid GmbH's credit rating could affect their ability to access capital markets as well as impact their financial position and refinancing capacity;
  - Inability to access or raise the necessary financing (at acceptable cost) could impair the Group's ability to fund and realise its investment programme; and
  - The Group's progress in its inorganic growth strategy may result in less predictability and higher volatility in its revenues and additional financial debt at the level of the Company.
- (v) Risks relating to the New Shares, Preferential Rights, Scrips and the Offering:
  - The market price of the shares may be volatile and may decline below the Issue Price;
  - If the Rights Offering is discontinued or there is a substantial decline in the price of the Shares, the Preferential Rights may become void or worthless; and



- Certain significant shareholders of the Company after the Offering may have interests that differ from those of the Company and may be able to control the Company, including the outcome of shareholder votes.

### **Prospectus**

Full details of the Rights Offering will be included in the prospectus. The prospectus is available in English, French and Dutch. A German summary of the prospectus is also available. The prospectus will be made available to investors at no cost at the registered office of the Company, at Keizerslaan 20, B-1000 Brussels, Belgium. Subject to selling and transfer restrictions, the prospectus is also available on the internet at the following website: <u>https://investor.eliagroup.eu/offering</u>. The prospectus will also be made available to investors at no cost on the website of the relevant financial intermediaries:

- From BNP Paribas Fortis on the following websites: <u>https://www.bnpparibasfortis.be/beleggingsnieuws</u> (NL) and <u>https://www.bnpparibasfortis.be/actualitefinanciere</u> (FR) and, upon request by phone +32 2 433 41 13 (NL and FR);
- From KBC Securities: <u>http://www.kbc.be/elia2025</u> (NL, FR and ENG) and, upon request by phone +32 78 152 153 (NL, FR and ENG);
- From Belfius (in cooperation with Kepler Cheuvreux) on the following website:
   <u>www.belfius.be/elia2025</u> (NL and FR) and, upon request by phone + 32 2 222 12 02 (NL, FR and ENG).



## Expected timetable of the Rights Offering

Event	Timing	Date
Approval of the Prospectus by the FSMA and notification of the approved Prospectus to BaFin	T-1	25 March 2025
Publication of the launch press release and availability to the public of the Prospectus	Т	26 March 2025
Detachment of coupon nr. 24 (representing the Preferential Right) after closing of the markets	Т	26 March 2025
Trading of Shares ex-Right	T+1	27 March 2025
Opening of Rights Subscription Period	T+1	27 March 2025, 9 a.m. CET
Listing and trading of the Preferential Rights on Euronext Brussels	T+1	27 March 2025
Payment Date for the Registered Preferential Rights exercised by subscribers	T+8	3 April 2025
Closing Date of the Rights Subscription Period	T+8	3 April 2025, 4 p.m. CET
End of listing and trading of the Preferential Rights on Euronext Brussels	T+8	3 April 2025
Announcement via press release of the result of the subscription with Preferential Rights	T+9	4 April 2025
Suspension of trading of Shares	T+9	4 April 2025
Accelerated private placement of the Scrips	T+9	4 April 2025
Allocation of the Scrips and the subscription with Scrips	T+9	4 April 2025
Announcement via press release of the results of the subscription with Preferential Rights and with Scrips and the Net Scrip Proceed (if any) due to holders of coupons nr. 24 and end of suspension of trading of Shares	T+9	4 April 2025
Payment Date for the dematerialised Preferential Rights exercised subscribers	T+13	8 April 2025
Realisation of the capital increase	T+13	8 April 2025
Delivery of the New Shares to the subscribers	T+13	8 April 2025
Listing and trading of the New Shares on Euronext Brussels	T+13	8 April 2025
Payment to holders of non-exercised Preferential Rights	T+14	As from 9 April 2025



#### **IMPORTANT INFORMATION**

These materials are not for release, publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia), except to qualified institutional buyers ("**QIBs**") within the meaning of Rule 144A under the US Securities Act of 1933, as amended (the "**Securities Act**"). These materials do not constitute or form a part of any offer or solicitation to purchase or subscribe for, or otherwise invest in, securities in the United States. The Shares mentioned herein have not been, and will not be, registered under the Securities Act.

The Shares may not be offered or sold in the United States absent registration or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There will be no public offer of securities in the United States.

These materials (and the information contained herein) are not for release, publication or distribution, directly or indirectly, in whole or in part, into or within Australia, Canada, Japan or South Africa or any other jurisdiction where to do so might constitute a violation of the relevant laws or regulations of such jurisdiction.

This communication is being distributed to and is only directed only at (i) persons who are outside the United Kingdom; (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); (iii) high net worth entities falling within Article 49(2)(a) to (d) of the Order; and (iv) other persons to whom it may lawfully be communicated (all such persons in (i), (ii), (iii) and (iv) above) together being referred to as "relevant persons").

In any member state of the European Economic Area other than Belgium and Germany, these materials are only addressed to and are only directed at persons in member states of the European Economic Area (the "**EEA**") who are "qualified investors" within the meaning of Article 2 (e) of the Prospectus Regulation (Regulation (EU) 2017/1129) (the "**Prospectus Regulation**"), and no person that is not a qualified investor may act or rely on this communication or any of its contents. In addition, in the United Kingdom, these materials are addressed solely to, and is directed solely at, persons who qualified investors within the meaning of the Prospectus Regulation as it forms part of domestic law by virtue of European Union (Withdrawal) Act 2018, and no person that is not a qualified investor may act or rely on this communication or investment activity to which these materials relate is available only to, and any invitation, offer or agreement to subscribe for, purchase or otherwise acquire any securities referred to herein will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this communication or any of its contents.

These materials are not a prospectus and investors should not subscribe for any shares referred to in these materials except on the basis of information in the prospectus to be published by the Company in due



course in connection with the offer to the public and the admission to trading of the shares in the capital of the Company to the regulated market of Euronext Brussels (the **"Prospectus"**).

The Prospectus is not a prospectus or product disclosure statement or other disclosure statement under the Corporations Act 2001 of the Commonwealth of Australia ("**Corporations Act**") and does not constitute a recommendation to acquire, an invitation to apply for, an offer to apply for or buy, an offer to arrange the issue or sale of, or an offer for issue or sale of, any securities in Australia, except as set out below. The Prospectus has not been prepared specifically for Australian investors and is not required to, and does not purport to, include all of the information which would be required in a prospectus or product disclosure statement under the Corporations Act. The Company has not authorised or taken any action to prepare or lodge with the Australian Securities and Investments Commission ("**ASIC**") an Australian law compliant prospectus or product disclosure statement.

Any offer in Australia of the securities may only be made to persons ("**Exempt Investor**") who are "sophisticated investors" (within the meaning of section 708(8) of the Corporations Act), "professional investors" (within the meaning of section 708(11) of the Corporations Act) or otherwise pursuant to one or more exemptions contained in section 708 of the Corporations Act so that it is lawful to offer the securities without disclosure to investors under Chapter 6D of the Corporations Act.

In Canada, no Prospectus has been filed with any securities commission or similar regulatory authority in respect of the securities of the Company to which this press release relates. No such securities commission or similar regulatory authority in Canada has reviewed or in any way passed upon the merits of any proposed offering of such securities and any representation to the contrary is an offence.

In Canada, the press release may only be directed to a person ("**Eligible Canadian Investor**") in the provinces of Alberta, British Columbia, Ontario and Québec that is (a) an "accredited investor" as defined in section 1.1 of National Instrument 45-106 Prospectus Exemptions or, in Ontario, as defined in subsection 73.3(1) of the Securities Act (Ontario); and (b) a "permitted client", as defined in section 1.1 of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations.

These materials do not constitute, or form part of, any offer or any solicitation of an offer to subscribe for any shares or other securities.

BNP Paribas Fortis SA/NV is authorised and regulated by the European Central Bank and the National Bank of Belgium and regulated by the Financial Services and Markets Authority, Citigroup Global Markets Limited and Goldman Sachs International are authorised by the Prudential Regulation Authority ("PRA") and regulated by the PRA and the Financial Conduct Authority in the United Kingdom. They are acting exclusively for the Company and no one else in connection with the Rights Offering and will not be



responsible to anyone other than the Company for providing the protections afforded to clients of BNP Paribas Fortis SA/NV, Citigroup Global Markets Limited and Goldman Sachs International respectively nor for providing advice in connection with the Rights Offering.



## **About Elia Group**

#### One of Europe's top five TSOs

Elia Group is a key player in electricity transmission. We ensure that production and consumption are balanced around the clock, supplying 30 million end users with electricity. Through our subsidiaries in Belgium (Elia) and the north and east of Germany (50Hertz), we operate 19,741 km of high-voltage connections, meaning that we are one of Europe's top 5 transmission system operators. With a reliability level above 99%, we provide society with a robust power grid, which is important for socioeconomic prosperity. We also aspire to be a catalyst for a successful energy transition, helping to establish a reliable, sustainable and affordable energy system.

## We are making the energy transition happen

By expanding international high-voltage connections and incorporating ever-increasing amounts of renewable energy into our grid, we are promoting both the integration of the European energy market and the decarbonisation of society. We also continuously optimise our operational systems and develop new market products so that new technologies and market parties can access our grid, thus further facilitating the energy transition.

#### In the interest of society

As a key player in the energy system, Elia Group is committed to working in the interest of society. We are responding to the rapid increase in renewable energy by constantly adapting our transmission grid. We also ensure that investments are made on time and within budget, with a maximum focus on safety. In carrying out our projects, we manage stakeholders proactively by establishing two-way communication channels between all relevant parties very early on in the development process. We also offer our expertise to different players across the sector in order to build the energy system of the future.

#### International focus

In addition to its activities as a transmission system operator, Elia Group provides consulting services to international customers through its subsidiary Elia Grid International. In recent years, the Group has launched new non-regulated activities such as re.alto - the first European marketplace for the exchange of energy data via standardised energy APIs - and WindGrid, a subsidiary which will continue to expand the Group's overseas activities, contributing to the development of offshore electricity grids in Europe and beyond.

The legal entity Elia Group is a listed company whose core shareholder is the municipal holding company Publi-T/NextGrid Holding.

#### For further information, please contact:

⊞⊞⊞

Investor Relations Yannick Dekoninck | M +32 478 90 13 16 | <u>investor.relations@elia.be</u> Stéphanie Luyten | M +32 467 05 44 95 | <u>investor.relations@elia.be</u> Corporate Communication

Marleen Vanhecke | M +32 486 49 01 09 | marleen.vanhecke@elia.be