

*This press release does not constitute an offer to purchase securities or any form of solicitation and is not intended to be distributed in jurisdictions where the proposed Offer would not be authorized.*

*Translation for information purposes only. In case of discrepancy between the French and English version, the French version shall prevail.*

**PRESS RELEASE DATED 12 FEBRUARY 2025**

**RELATING TO THE AVAILABILITY OF THE INFORMATION RELATING IN PARTICULAR TO THE LEGAL, FINANCIAL AND ACCOUNTING CHARACTERISTICS OF**

**NEOEN**

**IN RELATION TO THE SIMPLIFIED TENDER OFFER ON NEOEN'S SHARES AND BONDS CONVERTIBLE INTO AND/OR EXCHANGEABLE FOR NEW AND/OR EXISTING NEOEN SHARES**

**INITIATED BY**

**BROOKFIELD RENEWABLE HOLDINGS SAS**



This press release was prepared by Neoen and issued on 12 February 2025 pursuant to Article 231-28 I of the French stock market authority (*Autorité des Marchés Financiers*) general regulation (the “**AMF General Regulation**”).

Pursuant to Article L. 621-8 of the French Monetary and Financial Code and Article 231-26 of the AMF General Regulation, the AMF has, pursuant to its clearance decision dated 11 February 2025, regarding the simplified tender offer for Neoen securities (the “**Offer**”), granted visa no. 25-031 to the response document prepared by Neoen (“**Response Document**”).

**IMPORTANT NOTICE**

In accordance with Articles L. 433-4 III of the French Monetary and Financial Code and 237-1 et seq of the AMF General Regulation, in the event that the number of Shares not tendered to the Offer by the minority shareholders of the Company (excluding treasury Shares held by the Company and Shares covered by Liquidity Agreements) does not represent more than 10% of the share capital and voting rights of the Company following the Offer, the Offeror intends to

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implement, at the latest within three (3) months following the closing of the Offer, a Squeeze-Out procedure in order to transfer the Shares not tendered to the Offer (excluding treasury Shares held by the Company and Shares covered by Liquidity Agreements, but including the PEE Unavailable Shares) in exchange for compensation equal to the Offer Price per Share. The implementation of this procedure will result in the delisting of the Shares from Euronext Paris.

In addition, in the event that the number of Shares not tendered to the Offer by the minority shareholders of the Company (excluding treasury Shares held by the Company and Shares covered by Liquidity Agreements) and the number of Shares that may be issued following the conversion of the OCEANEs not tendered in the Offer do not represent more than 10% of the sum of the existing Shares and the Shares that may be issued as a result of the conversion of the OCEANEs following the Offer<sup>1</sup>, the Offeror also intends to implement, at the latest within three (3) months following the closing of the Offer, in accordance with Articles L. 433-4 III of the French Monetary and Financial Code and 237-1 et seq of the AMF General Regulation, a Squeeze-Out procedure in order to transfer the OCEANEs not tendered to the Offer in exchange for compensation equal to the Offer Price per 2020 OCEANE and the Offer Price per 2022 OCEANE, as applicable. The implementation of this procedure will result in the delisting of the OCEANEs from Euronext Access.

This press release shall be read jointly with all other published documents relating to the Offer. In particular, in accordance with Article 231-28 of the AMF General Regulation, information relating in particular to the legal, financial and accounting characteristics of the Offeror will be the subject of a specific document filed with the AMF and made available to the public in a manner intended to ensure full and effective disclosure, no later than the day prior to the opening of the Offer.

A press release will be issued no later than the day prior to the opening of the Offer, informing the public of the availability of these documents.

The information relating in particular to the legal, financial and accounting characteristics of Neoen, which supplements the Response Document prepared by Neoen, has been filed with the AMF on 11 February 2025.

The document presenting the other information relating in particular to the legal, financial and accounting characteristics is available on the websites of Neoen ([www.neoen.com](http://www.neoen.com)) and of the AMF ([www.amf-france.org](http://www.amf-france.org)) and may be obtained free of charge at the registered office of Neoen, 22 rue Bayard, 75008 Paris, France.

It is further specified that, Neoen will publish, on March 5, 2025, its consolidated financial statements for 2024, which have not been audited by the statutory auditors. Such non-audited financial statements will be available on the website of Neoen ([www.neoen.com](http://www.neoen.com)).

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<sup>1</sup> This conversion would be done on the basis of the adjusted conversion/exchange ratios, as determined in Section 2.9 of the Draft Response Document.

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### **Important Notice**

This press release has been prepared for information purposes only. This press release does not constitute a public offer (*offre au public*). Dissemination of this press release, the Offer and its acceptance may be subject to specific regulations or restrictions in some countries. The Offer is not addressed to persons directly or indirectly subject to such restrictions and may not be accepted in any way from a country in which the Offer is subject to such restrictions. This press release shall not be distributed in these countries. Therefore, persons in possession of this press release must inform themselves about and comply with any local restrictions that may apply.

Neoen declines any responsibility resulting from any breach of these restrictions by any person.