

Not to be published, transmitted or distributed directly or indirectly in the United States of America, Canada, Japan or Australia
Promotional communication

Press release

Saint-Nolff, 8 July 2022



Success of Charwood Energy's Initial Public Offering on Euronext Growth® Paris

- Capital increase for an amount of €12.4 million
- Offering price set at €11.38 per share
- Market capitalisation of approximately €59.2 million (after transaction)
- Start of trading on Euronext Growth® Paris on 13 July 2022

Charwood Energy, (ISIN: FR001400AJ60, ticker: ALCWE), specialised in tailor-made biomass energy recovery solutions, announces the success of its Initial Public Offering (IPO) on the Euronext Growth® Paris market.

"We are very pleased to announce the success of our IPO in an adverse market environment, and warmly thank all our new institutional and retail shareholders, as well as Eiffel Gaz Vert for the trust they have shown in us," said Adrien Haller, founder and CEO of Charwood Energy. "With these new financial resources, we are now ready to accelerate our roadmap, actively develop our biomass renewable energy production plants in France and internationally, and thus help tackling the current challenges of energy transition and autonomy. Our ambitions are strong, and our market very buoyant, two key points that should lead us to exceed €100 million in revenue by 2027. We are excited about starting this new phase alongside our new shareholders and together building the Company's stock market history." »

The Board of Directors of Charwood Energy, meeting today, set the Offering Price at €11.38 per share, which is at the lower end of the indicative Offering price range.

The total gross proceeds from the issuance amounts to approximately €12.4 million for the Company (of which €8.46 million through the offsetting of debt).

As such, 1,088,407 new shares were issued, of which 88.7% in respect of the global placement (through orders from institutional investors, representing a demand of approximately €11.0 million) and 11.3% for the open-price offer (through 1,418 private individual investors, representing a demand of approximately €1.4 million).

At the end of this transaction, Charwood Energy's capital consists of 5,198,407 ordinary shares, representing a market capitalisation of approximately €59.2 million, based on the unit price set at €11.38 per share.

*Not to be published, transmitted or distributed directly or indirectly in the United States of America, Canada, Japan or Australia
Promotional communication*

In accordance with the indicative timetable of the transaction, settlement-delivery of the new shares is scheduled for 12 July 2022 and trading of Charwood Energy shares on the Euronext Growth® Paris market will begin on 13 July 2022 under the ISIN code: FR001400AJ60 and ticker: ALCWE.

MAIN CHARACTERISTICS OF THE OFFER

■ CHARACTERISTICS OF THE SHARES

- Name: Charwood Energy
- Ticker: ALCWE
- ISIN: FR001400AJ60
- Listing market: Euronext Growth® Paris
- ICB classification: 60102020 Renewable Energy Equipment
- LEI: 969500SXZ02H39IRH345

■ OFFERING PRICE

The Open-Price Offer and the Global Placement is set at €11.38 per share.

■ SIZE OF AND ALLOTMENT OF THE OFFER

The Offer is constituted by the issuance of 1,088,407 new shares (of which 743,664 by offsetting of debt) for total gross proceeds of approximately €12.4 million (of which €8.46 million subscribed by offsetting of convertible debt held by Eiffel Gaz Vert SLP and initially subscribed for €6.79 million at issuance and approximately €3.9 million in cash).

The new shares will be allocated as follows:

- 965,643 new shares, allocated as part of the Global Placement, for institutional investors, i.e. around 88.7% of the total number of shares issued;
- 122,764 new shares, allocated as part of the Open-Price Offer for private individual investors, i.e. 11.3% of the total number of shares issued, showing a service rate for A1 orders (from 1 share to 250 shares included) and A2 orders (over 250 shares) of 100%.

It is noted that the extension clause and over-allotment option will not be exercised.

Not to be published, transmitted or distributed directly or indirectly in the United States of America, Canada, Japan or Australia
Promotional communication

■ **BREAKDOWN OF SHARE CAPITAL AND VOTING RIGHTS**

Shareholders	Number of shares	% of share capital	Number of voting rights	% voting rights
Adrien Haller	2,400,000	46.17%	4,800,000	51.57%
Julie Bouvier	600,000	11.54%	1,200,000	12.89%
together subtotal	3,000,000	57.71%	6,000,000	64.46%
Johes SAS	852,755	16.40%	1,674,755	17.99%
1M86	204,000	3.92%	408,000	4.38%
Franck Mainard	84,000	1.62%	168,000	1.80%
Eiffel Gaz Vert	743,664	14.31%	743,664	7.99%
Public	313,988	6.04%	313,988	3.37%
TOTAL	5,198,407	100.00%	9,308,407	100.00%

■ **USE OF THE FUNDS RAISED**

The proceeds of funds raised under the offering will be allocated as follows:

- approximately 70% to finance the capital contribution to the project companies (SPVs) intended to carry the pyrogasification units;
- approximately 20% to strengthen the Group’s investment capacity as part of the financing of external growth transactions aimed at incorporating additional technical skills;
- approximately 10% for the Group’s general needs, notably the strengthening of its development, construction and operation/maintenance teams at biomass recovery units.

■ **NEXT STEPS IN THE TRANSACTION**

12 July 2022	Settlement-Delivery of the Open-Price Offer and the Global Placement
13 July 2022	Start of trading on the Euronext Growth Paris market

■ **LOCK-UP AND HOLDING COMMITMENTS**

- Company’s lock-up agreement: 180 calendar days.
- Lock-up commitment:
 - The Company’s historical shareholders have made a lock-up commitment for shares held prior to the Offering, of 360 calendar days for Adrien Haller and Julie Bouvier and 180 days for Johes SAS, 1M86 and Franck Mainard;
 - Eiffel Gaz Vert SLP has made a lock-up commitment of 360 calendar days for the shares to be subscribed as part of the Offering and paid up through the offsetting of debt.

Not to be published, transmitted or distributed directly or indirectly in the United States of America, Canada, Japan or Australia
Promotional communication

Eligibility of securities






Charwood Energy complies with the eligibility criteria for PEA-PME equity savings plans specified by the provisions of Articles L. 221-32-2 and D.221-113-5 *et seq.* of the French Monetary and Financial Code. Charwood Energy shares can therefore be fully integrated into PEA plans and PEA plans for SMEs and ISEs and benefit from the corresponding tax benefits.

The Company also confirms that it complies with the eligibility criteria for income tax reduction for investments in SMEs. In addition, Charwood Energy has been awarded the “Innovative Company” label by Bpifrance.

The Company is eligible for the provisions of Article 150-0 B ter of the French General Tax Code, which allows persons having sold securities contributed within three years of the contribution to benefit from the continuation of the tax deferral in the event of a subscription in cash.

A summary of the tax regime that may apply is described in the Transaction Memorandum (refer to section 4.1.9). The persons concerned are invited to consult their usual tax advisor about the taxation applicable to their particular case, in particular regarding the subscription, acquisition, holding and disposal of Charwood Energy shares.

Financial intermediaries and advisers

	Global Coordinator Associate Lead Arranger and Bookrunner Listing Sponsor
	Associate Lead Arranger and Bookrunner
	Legal advice
	Statutory Auditor
	Financial Communication

Availability of the Prospectus

The Prospectus approved by the Autorité des Marchés Financiers (“AMF”) on 22 June 2022 under number 22-238, consisting of the Registration Document approved by the AMF on 15 June 2022 under number I. 22-026, the Transaction Memorandum and the Prospectus Summary (included in the Transaction Memorandum), is available free of charge and upon request from the Company, at the registered office of Charwood Energy (P.A. de Kerboulard, 1, rue Benjamin Franklin - 56250 Saint-Nolff) and on the websites of the AMF(<https://www.amf-france.org>) and Charwood Energy (<https://investir.charwood.energy>). The Registration Document contains a detailed description of

*Not to be published, transmitted or distributed directly or indirectly in the United States of America, Canada, Japan or Australia
Promotional communication*

Charwood Energy, including its business activity, strategy and financial position, as well as corresponding risk factors.

Risk factors

Investors are encouraged to carefully read Chapter 3 “Risk Factors” of the Registration Document and the Transaction Memorandum before making any investment decisions – in particular, those related to W&nergy associate covenants that govern relations between Charwood Energy and other associates of the subsidiary, as described in section 6.4.2, 3.3.1 and 3.3.2 of the Registration Document, under which Charwood Energy may be forced under a certain set of circumstances to sell its stake in the subsidiary dedicated to hold investments in owned pyrogasification units via SPVs. The occurrence of some or all of these risks may have an adverse impact on the company’s business, results, financial position, development and outlook. Furthermore, other risks not yet identified or considered as immaterial by the Company at the date of approval of the Registration Document may also have an adverse impact. Investors are also encouraged to carefully read Chapter 3 “Risk factors associated with the Offering” of the Transaction Memorandum.

**Information on Charwood Energy’s IPO on Euronext Growth®
Paris can be found at:**

<https://investir.charwood.energy>

Contacts

CHARWOOD ENERGY

investisseurs@charwood.energy
+33 (0)2 97 26 46 30

ACTIFIN

Investor Relations

charwood@actifin.fr
+33 (0)1 56 88 11 14

ACTIFIN

Press Relations

mjordan@actifin.fr
+33 (0)1 56 88 11 26

About Charwood Energy

Convinced that biomass is a key response to the challenges of the energy transition, Charwood Energy designs, installs and maintains tailored solutions for the production of biomass renewable energy. With a wealth of technical know-how and expertise in all biomass recovery technologies - heating and heating networks, methanisation and pyrogasification - Charwood Energy generated revenue of €4.6 million in 2021 from its third-party activities and EBITDA of €1 million (23% of revenue). With the market driven by environmental, regulatory and economic factors, the Group is now committed to developing pyrogasification in France and selling energy through its proprietary pyrogasification plant bases.

Not to be published, transmitted or distributed directly or indirectly in the United States of America, Canada, Japan or Australia
Promotional communication

Forward-looking statements

This press release contains statements about Charwood Energy's objectives and forward-looking statements. Such statements are not historical data and should not be interpreted as a guarantee that the facts and data set forth will occur. This information is based on data, assumptions and estimates considered as reasonable by Charwood Energy. Charwood Energy operates in a competitive and rapidly changing environment. Charwood Energy is not able to anticipate all the risks, uncertainties or other factors that may affect its business, their potential impact on its business or the extent to which the occurrence of any one risk or combination of risks could cause results to differ significantly from those expressed in any forward-looking information. Charwood Energy cautions that forward-looking statements are not guarantees of future performance and that its actual financial condition, results and actual cash flows and the development of the industry in which Charwood Energy operates may differ significantly from those contemplated or implied by the forward-looking statements contained in this release. In addition, even if Charwood Energy's financial condition, results, cash flows and the development of the industry in which Charwood Energy operates were consistent with the forward-looking statements contained in this release, those results or developments may not be a reliable indication of Charwood Energy's future results or developments. This information is given only as of the date of this release. Charwood Energy does not undertake any obligation to publish updates to this information or to the assumptions on which it is based, save for any legal or regulatory obligation applicable to it, including pursuant to Regulation No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse.

Disclaimer

This press release does not constitute or should not be considered as a public offering, an offer to subscribe company's securities or a public solicitation in preparation for a public offering of Charwood Energy's securities.

Copies of the Prospectus approved by the AMF on 22 June 2022 under number 22-238, are available free of charge and upon request from the Company at the registered office of Charwood Energy (P.A. de Kerboulard, 1, rue Benjamin Franklin – 56250 Saint-Nolff) and the websites of the AMF (<https://www.amf-france.org>) and of Charwood Energy (<https://investir.charwood.energy>). Investors are encouraged to read chapters related to risk factors in the Prospectus.

This press release is a promotional communication and does not constitute a prospectus pursuant to the disposal of Regulation (EU) 2017/1129 of the European parliament of June 14, 2017 (the "**Prospectus Regulation**").

With respect to the member states of the European Economic Area, other than France and the United Kingdom (the "**Relevant States**"), no action has been or will be taken to permit an offer to the public of Charwood Energy's securities that would require the publication of a Prospectus in any of the Relevant States. Accordingly, Charwood Energy's shares may be offered in the Relevant States only: (a) to legal entities that are accredited investors as defined in the Prospectus Regulation or (b) in other cases not requiring the publication by the Company of a prospectus under the Prospectus Regulation.

In the United Kingdom, this document is addressed to and intended solely for those persons who are (i) "qualified investors" (persons with professional investing experience) within the meaning of the Article 19(5) of the 2000 Financial Services and Markets Act (Financial Promotion) Order 2005

*Not to be published, transmitted or distributed directly or indirectly in the United States of America, Canada, Japan or Australia
Promotional communication*

(as amended, the "Order"), (ii) persons included in the scope of Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Order, or (iii) persons invited or urged to participate in an investment activity (pursuant to Article 21 of the 2000 Financial Services and Markets Act) in connection with the issuance or the sale of financial securities (all such persons being designated together as the "interested Persons"). In the United Kingdom, this document is addressed solely to the Interested Persons and no person other than an interested person must use or rely on this document.

This document does not constitute an offer to sell Charwood Energy's securities in the United States of America. Charwood Energy's securities cannot be sold in the United States of America without the registration or an exemption from registration under the United States Securities Act of 1933, as amended. Charwood Energy does not intend to register an offer or any public offering of securities, in the United States of America.

The diffusion of this document in other countries may result in violating applicable rules governing securities law. This document does not constitute an offer of securities in the United States of America, Canada, Australia, Japan or in any other country. This document must not be published, transmitted or distributed, directly or indirectly, in the United States, Canada, Australia or Japan.

Finally, this press release may be drafted in the French and English languages. If both versions are interpreted differently, the French language version shall prevail.