

Taking control of the portfolio of projects in Italy held by EcoGreenDev, through a share allocation, update of the corporate governance arrangements and redemption of the golden share

The Company hereby reports that on 6 October 2026, Econergy Archmore S.à r.l., a second-tier subsidiary of the Company incorporated in Luxembourg (“Archmore”), Infragreen IV (“RG”), EcoGreenDev S.A., a private company incorporated in Luxembourg (“EGD”), and Econergy Management Italy Ltd, an affiliate of the Company (“Eco Management Italy”), entered into binding agreements, approved by a notary, as detailed in this report (the “Transaction”).

As of the date of this report, Archmore and RG each hold 50% of EGD’s issued ordinary share capital. Eco Management Italy holds one share that entitles its holder to a monetary payment, subject to certain conditions being met (the “Golden Share”).

EGD holds, through project companies, photovoltaic projects in Italy with a total capacity of approximately 390 MW, at various stages of operation, construction and development.

Under the Transaction, the following steps will be taken, among others:

1. **Allocation of shares to Archmore and change in the holding structure** – EGD will allocate to Archmore new ordinary shares representing 0.5% of EGD’s ordinary shares, in consideration of €618,000.
2. **Redemption and cancellation of the Golden Share** – As part of the Transaction, EcoManagement Italy, the holder of the Golden Share, waives it. Accordingly, EGD’s shareholders agreed that the Golden Share will be redeemed and cancelled against payment of its nominal value.
3. **Following the share allocation and the redemption of the Golden Share** – EGD’s issued shares will be held as follows: 50.5% by Archmore and 49.5% by RG.
4. **Amendment of the shareholders’ agreement and articles of association, and change of control** – The shareholders’ agreement and EGD’s articles of association were amended, among other things, as follows. Except for extraordinary resolutions, which are subject to separately agreed arrangements, resolutions of the board of directors and of the general meeting will be passed by an ordinary majority. Any shareholder holding 25% of EGD’s share capital may recommend that EGD’s board of directors appoint one director. Accordingly, Archmore will be entitled to appoint two directors to EGD’s board, and RG will be entitled to appoint one director. In light of the above, upon completion of the Transaction, control and management of EGD will pass to Archmore.

In the Company's assessment, the Transaction will strengthen its ability to influence the management of EGD and to advance EGD's business activity and the renewable energy projects it holds. It will also allow the corporate governance mechanisms and the holding structure of EGD to be aligned with the Group's operating structure and business needs.

The Company's assessments regarding the completion of the Transaction, the receipt of the required approvals, the completion of the share allocation, the redemption and cancellation of the Golden Share, the transfer of control and management of EGD to Archmore, and the effect of the Transaction on the Company's activity, results and financial position constitute forward-looking information, as that term is defined in the Securities Law, 1968. This information is based on the Company's assessments as of the date of this report and on the Transaction documents. It may not materialise, in whole or in part, or may materialise in a manner that differs materially from that described above, among other things as a result of the Transaction's conditions not being met, the required approvals not being received, changes in the relevant business or legal circumstances, or the materialisation of risk factors that are not within the Company's control.