

Press release



Groupe OKwind announces the launch of a transaction for the sale of approximately 490,000 shares of Groupe OKwind by its historical shareholders

Torcé - France, April 24, 2023 - 5:45 p.m. CEST – Groupe OKwind (FR0013439627 - ALOKW), which is specialized in the design, manufacture and sale of intelligent energy generation and management systems dedicated to self-consumption, announces that it has been informed by a group of historical shareholders (the "Selling Shareholders") of their intention to sell approximately 490,000 shares of Groupe OKwind, corresponding to approximately 6.0% of the share capital of the company by way of an accelerated bookbuilding with institutional investors and by way of a public offering to individuals in France via the PrimaryBid platform (the "**Transaction**").

OBJECTIVE OF THE TRANSACTION

The main purpose of the Transaction is to increase the liquidity of Groupe OKwind's shares, by increasing the free float from 27% to approximately 33% of the total share capital of Groupe OKwind.

The Transferring Shareholders, consisting of the founding families, including the Maurice, Sallé and Heulot families, will retain the majority of the voting rights at the closing of the Transaction. The effective transferors will undertake to retain for a period of 180 days 100% of the shares that would not have been transferred in the context of the Transaction, in accordance with their intent to remain controlling shareholders of Groupe OKwind over the long term.

As a reminder, as no new shares will be issued as a result of the Transaction, the latter is therefore non-dilutive.

TERMS AND CONDITIONS OF THE TRANSACTION

The Selling Shareholders intend to dispose of approximately 490,000 shares Groupe OKwind through:

- a private placement by accelerated bookbuilding ("ABB") with institutional investors in France and in Europe, which will close no later than tomorrow (Tuesday, April 25, 2023) before the opening of the markets of Euronext Paris, managed by the Global Coordinators and Joint Bookrunners (the "Private Placement"), and
- a public offering to retail investors in France via the PrimaryBid platform, with a closing of the offering today at 10:00 p.m., subject to early closing (the "PrimaryBid Offer"). In the framework of the PrimaryBid Offer, investors will only be able to

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subscribe via the PrimaryBid partners mentioned on the PrimaryBid website (<http://www.primarybid.fr>) and the allocation will be proportional to the requests within the limit of the amount allocated to this public offering, with a reduction of the allocations in case of oversubscription.

It is specified that the PrimaryBid Offer intended for retail investors is incidental to the Private Placement and will be limited to 20% of the total amount of the Transaction. The two transactions being linked, the PrimaryBid Offer will only be carried out in case of completion of the Private Placement.

The sale price of the shares will be the same in the Private Placement and in the Primary Bid.

Prior to the Transaction, the Transferring Shareholders hold 4,531,715 shares Groupe OKwind, corresponding to approximately 55% of the share capital and representing 63.5% of the voting rights of Groupe OKwind. In the event of a sale of 490,000 shares Groupe OKwind, the Selling Shareholders would retain approximately 49.0% of the share capital and 58.7% of the voting rights of the Company and would thus remain controlling shareholders of Groupe OKwind.

Depending on demand, the Selling Shareholders reserve the right to sell more than 490,000 shares, up to 10% of the share capital, while conserving the majority of the voting rights. The accelerated bookbuilding process for the Private Placement will start upon publication of this press release and is expected to close before the opening of the markets tomorrow, subject to any early closing.

A press release will be issued after the completion of the Transaction in order to communicate the results and the terms (number of shares sold) of the Transaction.

As described above, the effective transferors will enter into a 180-day lock-up commitment with the Global Coordinators and Joint Bookrunners, on 100% of the shares that would not have been transferred in the framework of the Transaction.

The settlement-delivery of the shares is scheduled on April 27, 2023.

INTERMEDIARIES

In the framework of the Transaction, Portzamparc (BNP Paribas Group) and TP ICAP are acting as Joint Global Coordinators and Joint Bookrunners. D'hoir Beaufre Associés is acting as Legal Counsel.

About Groupe OKwind

Founded in 2009 by Louis Maurice, Chairman and CEO, Groupe OKwind develops solutions for the production and consumption of green energy in short supply chains. Our comprehensive approach, combining energy generation and management, aims to strengthen energy autonomy and thus accelerate the ecological transition. Thanks to its unique technological ecosystem, Groupe OKwind enables self-consumption to assert itself as a new avenue for energy. A solution that can be quickly deployed, managed in real time and at a competitive price, without subsidies. Every day, we work to deploy local, low-carbon, fixed-cost energy for professionals and individuals. In 2022, Groupe OKwind generated consolidated revenues of €41.8 million and today has 164 employees, with more than 3,280 installations throughout France.

For more information: www.okwind.fr



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Disclaimer

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In the Member States of the European Economic Area, this press release and the offerings that could arise from this press release are directed only to "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation.

This press release does not constitute an offer of securities for sale nor the solicitation of an offer to purchase securities in the United States. The shares or any other securities of GROUPE OKWIND may not be offered or sold in the United States except pursuant to a registration under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or pursuant to an exemption from such registration requirement. The shares of GROUPE OKWIND will be offered or sold exclusively outside of the United States and in offshore transactions, pursuant to Regulation S of the Securities Act. GROUPE OKWIND does not intend to register the offering in whole or in part in the United States or to make a public offer in the United States.

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