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## **Arverne Group becomes a publicly-listed company on Euronext Paris after successfully completing its business combination with Transition**

*Merging with Transition and going public will enable Arverne Group to accelerate its growth and create the future French leader in geothermal energy and low-carbon lithium to drive the energy transition*

*Arverne benefits from a strengthened capital structure and the support of new major strategic and financial investors such as Eiffel Investment Group, ADEME Investissement, Crédit Mutuel Equity and Sycomore AM*

*Renault Group becomes a major shareholder and partner of Lithium de France, a subsidiary of Arverne Group, by signing a lithium supply contract*

Paris, September 19, 2023 – Arverne Group (ISIN: FR001400JWR8, Euronext Paris: ARVEN) (“Arverne” or the “Company”) announces the definitive completion of its business combination with Transition, its listing today on the Professional Segment (*Compartment Professionnel*) of the regulated market of Euronext Paris, and its inclusion in the Tech Leaders index.

Arverne is a new French industrial and multidisciplinary player in the energy transition. The Group, founded by Pierre Brossollet in 2018, has unique expertise in geosciences and extensive experience in exploration and drilling operations to access untapped underground resources in order to transform them into renewable energy. Integrated across the entire value chain, Arverne combines geothermal energy, for a local and cost-effective heat production, with the extraction and processing of low-carbon lithium to supply the electric vehicle battery industry. As a mission-driven company, Arverne's ambition is to accelerate the energy transition using local underground geo-resources by becoming a leading player in the renewable energies sector in France.

The combination of Arverne's and Transition's expertise and resources, together with the Company's listing on Euronext Paris, will allow to accelerate the growth of the subsurface resource business to create the future French leader in low-carbon geothermal and lithium energy, driving the energy transition.

*"The listing on Euronext Paris is a major step forward for Arverne, enabling us to accelerate our growth and achieve our objectives to begin geothermal energy production in 2025 and lithium production in 2027. By capitalizing on our unique know-how and strategic positioning across the entire subsurface value chain, we will be accelerating our growth in France to support the energy transition,"* commented Pierre Brossollet, Founder, Chairman and CEO of Arverne Group.

*"With Transition, we wanted to play an active role in the energy transition, which is entering a decisive new phase and will see the emergence of a new type of players. By leveraging the power of finance to drive the energy*

transition, our goal was to support a leading player to evolve into a champion. Thanks to its unique know-how, Arverne has the ideal profile: the Company can unlock the value of geothermal resources and sustainably develop them to drive a pragmatic energy transition that contributes to the prosperity of local territories", added the three founders of Transition, Xavier Caïtuoli, Erik Maris and Fabrice Dumonteil, Chairman of Eiffel Investment Group, the management company of the Eiffel Essentiel SLP fund.

Arverne Group's strategy is based on three pillars. Firstly, maximizing value creation by accompanying the fundamental trends in the European energy transition market, which is generating long-term needs for geothermal energy and lithium. Secondly, the pursuit of profitable growth by building on a portfolio of identified strategic projects to transform the Company into a major player, capable of fully exploiting subsurface resources. Finally, optimizing the vertical integration of its activities (from subsurface analysis to drilling to commercialization) in order to multiply its opportunities.

Arverne has now around €162 million to finance its portfolio of projects in the best possible conditions and develop the most appropriate technologies for lithium extraction and processing.

These financial resources come from (i) funds raised by Transition as part of its initial public offering which were not subject to redemption request, (ii) funds raised by Transition as part of the PIPE carried out in conjunction with the business combination between Transition and Arverne Group, and (iii) funds previously invested in Arverne Group by Transition's sponsors in the form of convertible bonds<sup>1</sup>.

Following this operation, Arverne benefits from a strengthened capital structure, with the support of major new strategic and financial investors such as ADEME Investissement, Renault Group, Crédit Mutuel Equity and Sycomore AM. Having these new investors just a few months after Hydro and Equinor Ventures invested in Lithium de France (a subsidiary of Arverne Group) at the time its latest financing, highlights the growing interest of leading players in Arverne's projects. In addition, the strategic lithium supply agreement signed between Renault Group and Lithium de France, evidences the relevance of the Company's solutions to tackle the future energy transition challenges, particularly in the field of electric mobility.

To the best of the Company's knowledge and excluding the 15,246,672 Class B preferred shares to be redeemed and cancelled by the Company on October 5, 2023, its share capital and voting rights are currently distributed as follows:

Shareholders	Ordinary shares	On a non-diluted basis		
		Founders' Shares	% of capital	% of voting rights (4)
Pierre Brossollet*(1)	8 545 293	-	21,5 %	24,6 %
Sébastien Renaud*(2)	628 947	-	1,6 %	1,8 %
<i>Sub-total Executive Officers</i>	<i>9,174,240</i>	<i>-</i>	<i>23 %</i>	<i>26,4 %</i>
Xavier Caïtuoli*(3)	1 482 062	1 455 901	7,4 %	4,3 %
Eiffel Essentiel SLP	2 495 178	1 455 901	9,9 %	7,2 %
ADEME Investissement*	3 364 358	340 037	9,3 %	9,7 %
Renault SAS*	2 944 736	340 037	8,2 %	8,5 %
Sycomore AM	1 900 000	-	4,8 %	5,5 %
Other shareholders	13 425 428	1 455 901	37,4 %	38,6 %

<sup>1</sup> In accordance with their terms and conditions, the convertible bonds were converted into ordinary shares (at the same value per share retained in the merger between Arverne Group and Transition) immediately prior to the effective completion of the aforementioned combination.

<b>Total</b>	<b>34 786 001</b>	<b>5 047 776</b>	<b>100,00%</b>	<b>100,00%</b>
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\* Corporate officers and directors of the Company.

- (1) Held through Arosco, Pierre Brossollet's holding company. Mr Pierre Brossollet is the direct beneficiary of the free shares allocated by Arverne Group.
- (2) Held through Sébastien Renaud's holding company. Mr. Sébastien Renaud is the direct beneficiary of the free shares allocated by Arverne Group.
- (3) Held through Crescendix (or an entity controlled by Crescendix), a French *société par actions simplifiée* 100% owned directly by Mr. Xavier Caïtucoli.
- (4) Excluding class A2 preferred shares, class A3 preferred shares and ;class A4 preferred shares, which do not carry voting rights.
- (5) Including the shareholding of Erik Maris, one of the founders of Transition SA.

Arverne Group shares began trading today on the Professional Segment (*Compartiment Professionnel*) of the regulated market of Euronext Paris , under the symbol ARVEN for ordinary shares and ARVBS for warrants.



### **About Arverne Group**

Arverne Group, a mission-driven company, is an industrial and multidisciplinary player in the energy transition, putting its expertise and professional ethics at the service of local communities, in the context of local and ecologically responsible development of subsurface resources, for an innovative energy mix adapted to the needs of future generations.

[www.arverne.earth](http://www.arverne.earth)

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### **Advisors:**

<b>Arverne Group</b>	<b>Transition SA</b>
<ul style="list-style-type: none"> <li>. Law firm: Jones Day</li> <li>. Financial advisors: Rothschild &amp; Co</li> </ul>	<ul style="list-style-type: none"> <li>. Law firm: Bredin Prat</li> <li>. Financial advisors: Atlas Financial Solutions et CIC Market Solutions</li> <li>. Lead Manager and Bookrunner: CIC Market Solutions</li> </ul>

### **Important notice**

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### European Economic Area - France

*This press release does not constitute a prospectus, but rather a promotional communication of an exclusively informative nature. It does not constitute, and shall not under any circumstances be deemed to constitute, an offer to the public of financial securities by the Company, nor a solicitation of the public for an offer of any kind whatsoever in any country, including France.*

*Copies of the prospectus prepared by Transition for the admission to listing and trading on the professional segment of the regulated market of Euronext Paris of the ordinary shares to be issued as a result of the completion of the merger of Transition and Arverne Group (the "Merger" and the "Merger Prospectus") and a copy of the prospectus prepared by Transition for the admission to trading on the professional segment of the regulated market of Euronext Paris of the ordinary shares to be issued in connection with the "PIPE" capital increases (the "Prospectus"). prospectus prepared by Transition for the purpose of the admission to trading on the professional segment of the regulated market of Euronext Paris of the ordinary shares to be issued in connection with the "PIPE" capital increases (the "PIPE Admission Prospectus") approved by the AMF on July 27, 2023 under numbers 23-331 and 23-332 respectively, are available free of charge from the Company's registered office at 2, avenue du Président Pierre Angot, 64000 Pau, France, as well as on the Arverne Group*

(<https://arverne.earth/en/investors>) and of the AMF ([www.amf-france.org](http://www.amf-france.org)) websites. The Merger Prospectus and the "PIPE" Admission Prospectus include a detailed description of Transition, including a section describing certain risk factors relating to the merged entity Arverne Group, the Merger, and the "PIPE" capital increases. The approval of the Merger Prospectus and the "PIPE" Admission Prospectus by the AMF should not be construed as a favorable opinion on the Company's securities covered by these prospectuses.

Investors may not subscribe for or acquire the securities referred to in this press release except on the basis of the information contained in the Merger Prospectus and the Admission Prospectus, as applicable.

The distribution of this press release may be subject to specific regulations in certain countries. Persons in possession of this press release should inform themselves of and observe any local restrictions.

The Company's shares admitted to trading on the professional segment of the Euronext Paris regulated market are intended solely for Qualified Investors, as defined in Regulation (EU) 2017/1129 of June 14, 2017 and in accordance with the provisions of Article L. 411-2, 1° of the French Monetary and Financial Code.

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This announcement is not made, and copies thereof may not be distributed or sent, directly or indirectly, in the United States of America, Canada, Australia or Japan.

#### **Public information**

Potential investors in the Company are invited to consult the Merger Prospectus and the "PIPE" Admission Prospectus before making an investment decision in order to fully understand the potential risks and benefits associated with the decision to invest in the Company's securities. In particular, potential investors are invited to read the risk factors described in the Merger Prospectus and the "PIPE" Admission Prospectus approved by the AMF on July 27, 2023.

Copies of the Merger Prospectus and a copy of the Admission Prospectus "PIPE" approved by the AMF on July 27, 2023 under numbers 23-331 and 23-332 respectively, are available free of charge at the Company's registered office, located at 2, avenue du Président Pierre Angot, 64000 Pau, France, as well as on the Arverne Group (<https://arverne.earth/en/investors>) and AMF ([www.amf-france.org](http://www.amf-france.org)) websites.