



Waga Energy announces the resounding success of its IPO on the Euronext regulated market in Paris



Meylan (France), 26 October 2021 -6.30pm

- Offer oversubscribed 4 times with total demand of €345m, including:
 - €328m requested by institutional investors
 - €17m requested by individual investors
- Total gross transaction amount of €110m, which may be raised to €126m if the over-allotment option is fully exercised, of which:
 - €108m through the issuance of new shares, which may be raised to €124m if the over-allotment option is fully exercised
 - €2m through the sale of existing shares
- Offering price: €23.54, representing a market capitalisation of €449m
- Start of trading in shares (in the form of a promise of shares) on the Euronext Paris regulated market on 27 October 2021
- Settlement/delivery of the offered shares on 28 October 2021
- End of stabilisation period on 29 November 2021

Waga Energy, a European specialist in the production of biomethane from landfill gas, announces the success of its IPO with a view to having its shares accepted for trading on the Euronext regulated market in Paris (ISIN code: FR0012532810/ticker: WAGA).

The Offering was a huge success among leading French and international institutional investors and French individual investors. It also benefited from the support of cornerstone investors such as Viva Energy, Vitol, CMA CGM, Hermitage Gestion Privée and Svenska Handelsbanken.

The Board of Directors of Waga Energy, meeting today, set the Offering Price at €23.54 per share, which is the upper end of the indicative price range. Based on the IPO price of €23.54 per share, Waga Energy has a market capitalisation of approximately €449m.



The Offer is made up of (i) the issuance of 4,585,233 new ordinary shares (the "New Shares"), including by offsetting of debt, of which 519,813 new ordinary shares related to the full exercise of the primary extension clause and (ii) the sale of 90,000 existing shares for approximately €2 million, by Mathieu Lefebvre, Nicolas Paget and Guénaël Prince (the "Seller Shareholders"), as part of the full exercise of the secondary extension clause (the "Sold Shares") (together with the New Shares, the "Offered Shares").

If the over-allotment option is exercised in full, a maximum of 687,784 new ordinary shares may be offered. According to the indicative timetable, the deadline for exercising the over-allotment option is set at 29 November 2021.

The total gross proceeds from the issuance of 4,585,233 New Shares will be approximately €107.9m for the Company (of which approximately €11.9m through the offsetting of debt).

The gross proceeds from the 90,000 Sold Shares will amount to approximately €2 million for the Seller Shareholders. The Company will not receive any proceeds from the Sold Shares.

In this context, 4,675,233 Offered Shares will be allocated as follows:

- 4,207,710 shares as part of the Global Placement, i.e. 90% of the total number of Offered Shares, representing approximately €99m. Due to high demand, orders placed under the Global Placement could not be honoured in full and were significantly reduced.
- 467,523 shares as part of the Open Price Offer, i.e. 10% of the total number of Offered Shares, representing approximately €11m. Consequently, A1 orders (from 10 shares up to and including 200 shares) will be served at 94.6% and A2 orders (above 200 shares) will not be served.

Trading of shares on the Euronext Paris market will begin in the form of a promise of shares on 27 October 2021, under ISIN code FR0012532810 and the ticker WAGA. Settlement-delivery of the Offering is scheduled for 28 October 2021.

On the success of this operation, Mathieu Lefebvre, Guénaël Prince and Nicolas Paget, founders of Waga Energy, commented:

"Waga Energy's initial public offering marks the culmination of fifteen years of commitment to help combat climate change. This transaction will help us to speed up the international deployment of a French technological innovation designed to produce high volumes of biomethane at a competitive price, with the aim of replacing fossil fuels as quickly as possible. We are pleased and proud to see that this common sense project is attracting the support of investors, both professional and individual, who wish to see the economy in step with environmental protection. We would like to thank all of the investors who have made a commitment alongside us, and in particular the historic shareholders who have supported us from the beginning, and the strategic investors who have helped make this transaction a success."



Financial intermediaries and advisers



Bryan, Garnier & Co

*Strategic Financial Advisor,
Global Coordinator and
Joint Bookrunner*



PORTZAMPARC
BNP PARIBAS GROUP

Portzamparc
(Groupe BNP Paribas)

Joint Bookrunner



Jones Day

Issuer's legal counsel



Alcya Conseil

Issuer's legal counsel



GIDE LOYRETTE NOUËL

Gide

*Associate Bookrunners'
legal counsel*



Apparius
Corporate Finance

Issuer's advisor



EY

*Statutory
auditor*



BM&A

*Statutory
auditor*



Actifin

*Financial Communication
Agency*

MAIN TERMS OF THE TRANSACTION

CHARACTERISTICS OF THE SHARES

- Name: WAGA ENERGY
- Ticker: WAGA
- ISIN code: FR0012532810
- Listing market: Euronext Paris
- ICB Classification: 60102010 - Alternative Fuels
- LEI : 96950003NXA5XJF97623
- Eligibility for the PEA-PME equity savings plans*

OFFERING PRICE

The Open Price Offer and the Global Placement have been set at €23.54 per share, at the upper end of the indicative range.

SIZE AND GROSS PROCEEDS OF THE OFFERING

4,585,233 New Shares were issued under the Offering and 90,000 existing ordinary shares were sold by the Seller Shareholders as part of the full exercise of the secondary extension clause. The total gross proceeds from the issuance of 4,585,233 New Shares amounts to approximately €107.9 million for the Company (of which approximately €11.9 million through the offsetting of debt).

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■ ALLOTMENT OF THE OFFER

- Global Placement: 4,207,710 shares were allocated to institutional investors, i.e. €99m and approximately 90% of the total share allotment;
- Open Price Offering: 467,523 shares were allocated to the public, i.e. €11m and 10% of the total share allotment; A1 orders (from 10 shares up to and including 200 shares) will be served at 94.6% and A2 orders (above 200 shares) will not be served.;
- Sale of 90,000 existing shares by the founding shareholders as part of the Offer;
- Subscription for 506,816 new shares through the offsetting of debt in respect of the first tranche of 2021 convertible bonds.

■ USE OF THE FUNDS RAISED

The funds raised in connection with the issuance of the New Shares will be allocated as follows:

- **for approximately 15%:** to the reinforcement, over a period of three years, of its prospecting and project development teams in the targeted regions, notably in North America, France and Europe, including, where appropriate, the creation of subsidiaries or the structuring of existing subsidiaries;
- **for approximately 85%:** to the equity portion of additional financing to reach 100 WAGABOX® units that the Group intends to operate by the end of 2026, mainly covering two types of asset financing:
 - **Pre-financing of projects:** equity financing of the construction of WAGABOX® units in order to reduce the use of intermediary financing (such as bond issues) and to be able to negotiate bank financing under the best conditions. This allocation of the net proceeds of the issue would be intended mainly for international projects for which bank financing may take a long time to implement, including a portion of the investment expenses of the Can Mata (Spain) and Brome (Canada) projects. In addition to the use of surplus cash flows generated by the WAGABOX® units in operation, the Group also reserves the right to implement additional bridge financing depending on specific needs.
 - **Equity contribution:** financing of the share of equity on total investments (bank debt leverage of between 50% and 80% depending on the project and local banking conditions) as well as the possible buyback of majority co-shareholders' shares in SPVs (*Special Purpose Vehicles*).

Thus, the financing required to reach 100 WAGABOX® units in operation at the end of 2026 will come from the net proceeds of the issue (excluding the proceeds from the subscription of shares by offsetting receivables) as well as financing obtained from financial institutions, supplemented by the excess cash flow generated by the projects in operation. To achieve this objective and the roll-out of an additional 90 WAGABOX® units, the Company plans to invest some €450 to €600 million over this period (depending on the average size of WAGABOX® units in the fleet), including a debt proportion of approximately 50% to 80% which may vary depending on the type of project, the cash flows from the units under operation and the amount raised during the planned IPO.
- **on an ancillary basis** and in the amount of €1.5 million, to the repayment of the loan on a shareholder's current account with Les Saules.



▪ LOCK-UP AND HOLDING COMMITMENTS

- Company's lock-up agreement: 180 days from settlement/delivery of the new shares.
- Seller Shareholder (co-founders Mathieu Lefebvre, Guénaël Prince and Nicolas Paget) holding commitments: 360 calendar days following the settlement/delivery date of the Offering (on a non-diluted basis), subject to certain usual exceptions.
- Holding commitments of Holweb, Aliad SA, Les Saules SARL and Starquest: 360 calendar days following the settlement/delivery date of the Offering, subject to certain usual exceptions.
- Holding commitments of Noria, Tertium, Swift and Mr Benoit Lemaignan: 180 calendar days following the settlement/delivery date of the Offering, subject to certain usual exceptions.
- Holding commitments of Viva Energy, Vitol and CMA CGM: 360 calendar days following the settlement/delivery date of the Offering, subject to certain usual exceptions.

▪ OVER-ALLOTMENT OPTION

The Company has granted Bryan Garnier, in the name and on behalf of the Joint Lead Managers and Bookrunners, an option allowing the acquisition of a number of shares representing a maximum of 15% of the number of New Shares within the scope of the initial Offering (i.e. 687,784 New Shares) (the "Over-allotment Option").

This Over-allotment Option will cover all potential future over-allotments and will facilitate stabilisation operations intended to stabilise or support the price of the Company's shares. It may be exercised only once and at any time, in full or in part, during the 30 calendar days following the admission of the Company's shares for trading on Euronext Paris, according to the indicative timetable, until 29 November 2021 (inclusive).



■ NEXT STEPS IN THE TRANSACTION

27 October 2021	– Start of trading of the Company’s shares on Euronext Paris until the settlement-delivery date of the French Public Offering and the International Offering), on a listing line entitled “Waga Energy Prom”
28 October 2021	– Settlement-delivery of the French Public Offering and International Offering
29 October 2021	– Start of trading on Euronext Paris on a listing line entitled “Waga Energy”.
29 November 2021	– Last day to exercise the over-allotment option – End of possible stabilisation period

■ POST-TRANSACTION SHARE OWNERSHIP

Following the Operation, Waga Energy’s share capital breaks down as follows:

Shareholders	Capital position		Theoretical and exercisable voting rights	
	Number of shares	% owned	Number of voting rights	% of voting rights
Aliad SA	2,848,739	14.9%	2,848,739	14.9%
Holweb	1,857,500	9.7%	1,857,500	9.7%
Les Saules SARL	1,831,658	9.6%	1,831,658	9.6%
Mathieu Lefebvre	1,730,000	9.1%	1,730,000	9.1%
Starquest	2,030,912	10.7%	2,030,912	10.7%
Nicolas Paget	990,000	5.2%	990,000	5.2%
Guénaël Prince	829,900	4.4%	829,900	4.4%
Noria	935,819	4.9%	935,819	4.9%
Tertium	898,139	4.7%	898,139	4.7%
Other founders	639,600	3.4%	639,600	3.4%
SWIFT / SWIFT Gaz Vert	304,043	1.6%	304,043	1.6%
Free float	4.168.323	21,9%	4.168.323	21,9%
TOTAL	19,064,633	100.0%	19,064,633	100.0%



Offering eligible to PEA and PEA-PME equity savings plans¹

Waga 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. As a result, Waga Energy's shares can be fully integrated into equity savings plans (PEAs) as well as PEA-PME accounts which enjoy the same tax benefits as traditional PEAs*.

Availability of Prospectus

Waga Energy's registration document, which was approved by the AMF on 28 September 2021 under number I. 21-056, and the supplement to the registration document approved by the AMF on 13 October 2021 under number I.21-060, are available on the websites of the AMF (<https://www.amf-france.org/fr>) and Waga Energy (<https://investir.waga-energy.com>). Copies may also be requested from the company free of charge. The registration document and its supplement contain a detailed description of Waga Energy, including its business activity, strategy and financial position, as well as corresponding risk factors. Waga Energy would like to draw the public's attention to Chapter 3: "Risk Factors" in the registration document approved by the AMF.

Information on the IPO of Waga Energy can be found on:

<https://investir.waga-energy.com>

About Waga Energy (www.waga-energy.com)

Created in 2015 in Grenoble, France, Waga Energy has established itself over the course of six years as the major European player in the recovery of gas from waste storage sites into biomethane. An innovative company, Waga Energy has developed a purification technology that is unique in the world, combining membrane filtration and cryogenic distillation. Waga Energy finances, builds and operates its purification units, called WAGABOX[®], under long-term partnerships with waste storage site operators, and generates income through the resale of biomethane. As of 31 July 2021, Waga Energy operates ten WAGABOX[®] units in France, with a maximum installed capacity of 225 GWh/year. Ten new units are currently under construction, including one in Spain and two in Canada.

¹ This mechanism is conditional and subject to the limit of available caps. Interested parties should contact their financial advisor.



Disclaimer

No communication or information relating to Waga Energy's issuance of shares (the "**Shares**") may be disseminated to the public in a country in which a registration or approval obligation applies. No action has been taken (or will not be undertaken) in any country other than France in which such steps are required. The issuance or subscription of Shares may be subject to specific legal or regulatory restrictions in certain countries. Waga Energy assumes no liability for any breach by any person of these restrictions.

This press release does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the "**Prospectus Regulation**").

The offering will be open to the public exclusively in France after the AMF has issued its approval in the corresponding prospectus.

For EEA Member States other than France (the "**Member States**") that have enacted the Prospectus Directive into national law, no action has been or will be undertaken to enable a public share offering that would require a prospectus to be published in any of said Member States. Accordingly, the Shares may and shall only be offered in Member States (i) to qualified investors within the meaning of the Prospectus Regulation or (ii) in accordance with the other exceptions provided for by Article 1(4) of the Prospectus Regulation.

For the purposes of this paragraph, the concept of "**public offering**" in each of the Member States shall be defined as any communication addressed in any form and by any means to persons and presenting sufficient information on the conditions of the offering and the Shares to be offered to enable an investor to decide whether to purchase or subscribe to such Shares.

This investment restriction is in addition to other investment restrictions applicable in Member States.

This press release and the information contained herein is intended for use only by persons located (x) outside the United Kingdom or (y) in the United Kingdom, who are "qualified investors" (as defined in the Prospectus Regulation which is part of internal law in accordance with the European Union (Withdrawal) Act 2018) and (i) who are "investment professionals" within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Financial Promotion Order**"), (ii) who are referred to in Article 49(2) (a) to (d) of the Financial Promotion Order ("high net worth companies, unincorporated associations etc.") or (iii) are persons to whom an invitation or incentive to participate in an investment activity (within the meaning of Article 21 of the Financial Services and Markets Act 2000) may be legally communicated or transmitted (the persons referred to in paragraphs (y)(i), (y)(ii) and (y)(iii) being jointly referred to as "**Qualified Persons**"). Any invitation, offer or agreement for the subscription or purchase of financial securities covered by this press release shall be accessible only to Qualified Persons and may only be made by the Qualified Persons. This press release is intended solely for Qualified Persons and may not be used by anyone other than a Qualified Person.

This press release does not constitute an offer of securities or any solicitation to buy or subscribe to securities nor a solicitation to sell securities in the United States. The securities which are the subject of this press release are not and will not be registered within the meaning of the U.S. Securities Act of 1933 as amended (the "**U.S. Securities Act**") and may not be offered or sold in the United States of America without registration or exemption from the registration requirement pursuant to the U.S. Securities Act.



Waga Energy does not intend to register the offering mentioned in this press release or part of this offering in the United States of America or to carry out any public offering in the United States of America.

No prospectus, product disclosure statement or other disclosure document has been or will be lodged with the Australian Securities and Investments Commission in relation to the International Offering. Any offer in Australia of the Shares may only be made to those persons to whom it is lawful to offer the Shares without disclosure under Chapter 6D or Part 7.9 of the Corporations Act 2001 (Cth).

The distribution of this press release in certain countries may constitute a breach of local laws and regulations. The information contained in this press release does not constitute an offer of securities in the United States of America, Canada, Australia or Japan.

This press release may not be published, transmitted or distributed either directly or indirectly in the United States of America, Canada, Australia or Japan.

In case of exercise of the over-allotment option, Bryan Garnier Securities SAS (or any entity acting on its behalf), acting as a stabilizing agent in the name and on behalf of the underwriters may, without being bound and having the right to terminate at any time, during a period of 30 days following the date on which the price for the offering is determined, i.e., according to the indicative timetable, from 26 October 2021 up to and including 29 November 2021, carry out transactions with a view to maintaining the market price of Waga Energy shares in a manner consistent with applicable laws and regulations and, in particular, Regulation (EU) No. 596/2014 of the European Parliament and of Council of April 16, 2014 supplemented by Commission Delegated Regulation (EU) 2016/1052 of March 8, 2016. Any stabilizing action aims to support the market price of Waga Energy shares and may affect the share price

MiFID II product governance/target market: In accordance with the product governance requirements provided for by: (a) Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local transposition measures, assessment of the target market relating to shares offered under the Offering (the "**Offered Shares**") led to the following conclusion: (i) the target market for the Offered Shares is made up of eligible counterparties, professional clients and retail clients, as defined in the MiFID II directive; and (ii) all distribution channels for the Offered Shares are appropriate (the "**Assessment of the Target Market**"). Anyone who subsequently offers, markets or recommends the Offered Shares (a "**distributor**") must take into account the Assessment of the Target Market carried out by the producers. However, a distributor subject to MiFID II is required to conduct its own assessment of the target market relating to the Offered Shares (by adopting or refining the Assessment of the Target Market conducted by the producers) and to determine the appropriate distribution channels.

The Assessment of the Target Market is conducted for the sole purpose of the producer's product approval process and does not constitute an assessment for a specific customer of the suitability or adequacy under MiFID II, nor a recommendation to invest, buy or take any other action with respect to the Offered Shares.

Notwithstanding the Assessment of the Target Market, the distributors' attention is drawn to the fact that: the price of the Offered Shares may fall and investors could lose all or part of their investment; the Offered Shares do not provide any guaranteed income or capital guarantees; and an investment in the Offered Shares is only suitable for investors who do not need guaranteed income or capital guarantees and are



able (alone or with the help of a financial advisor or other) to assess the benefits and risks of such an investment and have sufficient resources to bear any resulting losses.

Forward-Looking Statements

Certain information contained in this press release are forward-looking statements, not historical data. These forward-looking statements are based on current opinions, forecasts and assumptions, including, but not limited to, assumptions relating to the current and future strategy of the group, as well as the environment in which the group operates. They involve known or unknown risks, uncertainties and other factors, which could cause actual results, performance or achievements, or industry results or other events, to differ significantly from those described or suggested by these forward-looking statements. These risks and uncertainties include those appearing in Chapter 3: "Risk factors" in the registration document and its supplement.

These forward-looking statements are given only as of the date of this press release, and the group expressly disclaims any obligation or commitment to publish any updates or corrections to the forward-looking statements included in this press release in order to reflect any change affecting forecasts or events, conditions or circumstances upon which these forward-looking statements are based. Forward-looking information and statements are not guarantees of future performance and are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of the group. Actual results could differ significantly from those described, suggested or projected by forward-looking information and statements.