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 Press Release

McPhy Announces New Strategic Partnerships with Chart Industries and Technip Energies and Simultaneous Launch of Anticipated € 150m Capital Increase to Fund Global Scale-Up of Zero-Carbon Hydrogen

- Launch of an anticipated 150 million euros Capital Increase by way of an Accelerated Bookbuild comprising:
 - Strategic Cornerstone investment from Chart Industries of € 30m
 - Strategic Cornerstone investment from Technip Energies of € 15m
 - Existing Shareholders Cornerstone investments totaling € 14m from EDF Pulse Croissance Holding and the Ecotechnologies Fund managed by Bpifrance Investissement

La Motte-Fanjas, October 13 (17h35 CEST) – McPhy (Euronext Paris : MCPHY – ISIN : FR0011742329), (the “**Company**”), specialized in zero-carbon hydrogen production and distribution equipment, announces today the launch of a capital increase without shareholders’ preferential subscription rights, by means of an Accelerated Bookbuild to the benefit of certain categories of beneficiaries, in accordance with Article L. 225-138 of the French Commercial Code for an anticipated aggregate amount of € 150m (the “**Offering**”).

The Offering comprises Cornerstone subscription commitments from Chart International Holdings, Inc., part of Chart Industries, Inc. (NASDAQ: GTLS) (“**Chart Industries**”) and Technip Energies B.V. (“**Technip Energies**” a segment of TechnipFMC plc) (the “**Strategic Investors**”) and from historical strategic shareholders EDF Pulse Croissance Holding and the Ecotechnologies Fund, managed by Bpifrance Investissement as part of the *Programme d’Investissements d’Avenir*.

The funds raised under the Offering will be used primarily to finance the acceleration of the change of scale of McPhy manufacturing capacities, to fund continued research and innovation with an emphasis on large-capacity stacks and large-capacity hydrogen refueling stations, as well as for working capital and operating expenses of the Company.

McPhy is also pleased to announce the concomitant signing of Memorandum of Understandings (“**MoU**”) with each of the two Strategic Investors.





McPhy is well positioned to play a leadership role in the global build-out of competitive zero-carbon hydrogen.

Laurent Carme, Chief Executive Officer of McPhy, comments: *“We are thrilled to welcome Chart Industries and Technip Energies as Strategic Investors in McPhy. In addition to a significant capital injection, these new strategic partners bring deep expertise in their respective domains, and we anticipate new commercial opportunities in hydrogen across Europe and globally.*

Moreover, the complementarity of their activities with our own will put McPhy in an optimal position to work on large projects in Industry, Mobility and Energy and to scale-up our industrial capabilities. We look forward to strengthening the Board of Directors with the presence of Jillian Evanko from Chart Industries and a representative of Technip Energies and to see our respective teams collaborating on a number of already identified projects.

I would like to thank EDF Pulse Croissance Holding and Ecotechnologies Fund for their continuous support to McPhy, both from an operational and financial perspective. We are also excited to welcome participation from existing investors and new institutions into the share capital of McPhy in conjunction with the announced capital raise.

More than six years after our IPO on Euronext in 2014, zero-carbon Hydrogen is now at major inflection point. With this fundraising, new Strategic Investors, the continued support of EDF Pulse Croissance and the Ecotechnologies Fund, as well as all our shareholders, McPhy is well positioned to play a leadership role in the global build-out of competitive zero-carbon hydrogen and on the decarbonization of industrial processes, of mobility sector, and in the energy storage.”

Highlights of the Transaction:

- McPhy intends to raise € 150m under the Offering, representing a dilution of c. approximately 27.30% based on the number of shares outstanding prior to the Offering¹.
- Strategic Cornerstone Investment of € 30m from Chart Industries, a leading independent global manufacturer of liquefaction and cryogenic equipment servicing multiple applications in the energy and industrial gas markets, including hydrogen; which will hold c. 4.3% of the capital of McPhy post-Offering¹.
- Strategic Cornerstone Investment of € 15m from Technip Energies, a segment of TechnipFMC and a leading international contractor in engineering, procurement, construction and installation for the global energy industry, with proprietary hydrogen technology installed in 270 hydrogen production plants worldwide; which will hold c. 2.1% of the capital of McPhy post-Offering¹.
- Strategic Cornerstone Investments will all be made at the same price as that of institutional investors achieved in the Accelerated Bookbuild.
- Cornerstone Investment of € 6m from EDF Pulse Croissance Holding.
- Cornerstone Investment € 8m from the Ecotechnologies Fund, managed by Bpifrance Investissement as part of the *Programme d’Investissements d’Avenir*.
- Intended incremental institutional placing of c. approximately € 90m by means of an Accelerated Bookbuilding.
- Net proceeds from the Offering will be used primarily to finance over the next 48 months:
 - Acceleration of the change of scale of McPhy manufacturing capacities;

¹ Based on the closing price on October 12, 2020, of € 27.30



- Research & Innovation expenses, with a focus on the development of large capacity stacks to target large-scale projects (>100MW) and large-capacity hydrogen refueling stations (>2 tons per day);
- Sales and Marketing expenses, to accelerate the international commercial ramp-up;
- Acceleration of the recruitment policy;
- Working capital.
- Appointment of Jillian Evanko as McPhy Board representative of Chart Industries and a representative of Technip Energies at the Board of Directors of McPhy to be proposed at the next shareholders' general meeting to be held on or before January 31, 2021.
- Signing of a MoU with each Strategic Investor focusing on unlocking commercial opportunities across the Hydrogen value-chain globally, for a renewable period of five years.

Advisors to the Company:

Bryan, Garnier & Co Limited is acting as Sole Global Coordinator and Sole Bookrunner in connection with the Offering, as well as Sole Advisor in connection with the Cornerstone Investments from the Strategic Investors as well as EDF Pulse Croissance Holding and Ecotechnologies Fund (the "**Sole Global Coordinator**"). King & Spalding is acting as Legal Advisor to the Company and to Bryan, Garnier & Co Limited as Transaction Counsel.

Summary of the Offering:

The Offering comprises the Cornerstone Investment commitments and the Accelerated Bookbuild directed at institutional investors. Cornerstone commitments from Strategic Investors Chart Industries and Technip Energies and existing long-term shareholders EDF Pulse Croissance Holding and the Ecotechnologies Fund amount to € 59m. Via the Accelerated Bookbuild, McPhy intends to raise an estimated additional approximately € 90m for the Company from French and international institutional investors. In total, McPhy anticipates raising approximately € 150m of gross proceeds from the Offering, which will in any case be limited to a maximum number of 11,000,000 shares, in accordance with the terms of the 19th resolution of the Company's general meeting held on May 20, 2020.

The offering price per McPhy ordinary share for the Offering will be determined by the Board of Directors following the Accelerated Bookbuilding process commencing immediately and expected to end before markets open on the market of Euronext Paris ("**Euronext**") on October 14, 2020. The offering price will not be less than 80% of the volume weighted average price of the share over the three preceding trading days (i.e. October 9 to October 13). All investors, including the Strategic Investors, EDF Pulse Croissance Holding and the Ecotechnologies Fund, and institutional investors will subscribe at the price determined in the Accelerated Bookbuild.

The Company will announce the results of the Offering and the final number of ordinary shares sold in the Offering as soon as feasible thereafter in a subsequent press release.

The Offering is made as part of a share capital increase without shareholders' preferential subscription rights pursuant to Article L. 225-138 of the French Commercial Code, reserved to categories of beneficiaries satisfying determined characteristics under the 19th resolution of the Company shareholders' general meeting held on May 20, 2020 following (i) in the EEA a book building process to qualified investors in accordance with Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 and belonging to the categories of persons satisfying determined characteristics and (ii) a private placement to investors belonging to the categories of persons satisfying determined characteristics outside the EEA in accordance with the rules specific to each country concerned, in particular outside the United States in reliance on Regulation S under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") and in the United States pursuant to an exemption from registration under the Securities Act.



The new shares will carry current dividend rights, will give right, from their issuance, to all distributions decided by the Company as of that date and will be admitted to trading on Euronext under the same ISIN code FR0011742329 – MCPHY on October 16, 2020.

Application will be made to list the new shares to be issued pursuant to the Offering on Euronext pursuant to a listing prospectus subject to a visa application with the French *Autorité des marchés financiers* ("**AMF**") and comprising the 2019 Universal Registration Document (*Document d'Enregistrement Universel 2019*) registered with the AMF on April 22, 2020 under the number 20-0334, an amendment to the 2019 Universal Registration Document and a Securities Note (*Note d'opération*), including a summary of the prospectus.

This press release does not constitute an offer to sell or the solicitation of an offer to buy securities, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction.

Proposal for the Appointment of Representatives from the Strategic Investors at the Board of Directors:

The subscription commitments from the Strategic Investors provide for the appointment at the Company's Board of Directors of

- Jillian Evanko as representative of Chart Industries, and
- a representative of Technip Energies.

Such appointments will be proposed for approval to the next shareholders' general meeting to be held on or before January 31, 2021 at the latest. EDF Pulse Croissance Holding and Bpifrance Investissement Ecotechnologies Fund, as well as the Strategic Investors, have committed to vote in favor of the related resolutions.

In the meantime, these representatives will be invited to the meetings of the Board of Directors.

Highlights of the Collaborations between McPhy and the Strategic Investors:



Chart Industries is a leading independent global manufacturer of highly engineered equipment servicing multiple applications in the Energy, Industrial Gas and Clean Energy Transition markets. With a 2019 total revenue of USD 1.3bn Chart's unique product portfolio is used in every phase of the liquid gas supply chain, from liquefaction and purification to distribution, storage and end-use. Being at the forefront of the clean energy transition, Chart is a leading provider of technology, equipment and services related to liquefied hydrogen, natural gas, biogas and CO₂ capture, amongst other applications. Chart is listed on NASDAQ under the symbol GTLS.

The MoU between McPhy and Chart Industries sets the pace of commercial collaboration to stimulate new hydrogen demand for the parties' respective equipment and solutions globally, by identifying new customers and projects. Chart and McPhy will also work on studying options to scale up projects for production, storage, transport and fueling in all addressable markets. Chart Industries also intends to financially support the joint collaboration and partnership beyond the strategic investment contemplated today.



TechnipFMC is a global leader in the energy industry; delivering projects, products, technologies and services. With its proprietary technologies and production systems, integrated expertise, and comprehensive solutions, it is transforming its customers' project economics. TechnipFMC is organized in three business segments — Subsea, Surface Technologies and Technip Energies. TechnipFMC is listed on NYSE and Euronext Paris under the symbol FTI.

Technip Energies offers extensive experience, technologies, know-how and unique project management capabilities for the global energy industry. Its expertise includes a full range of design and project development services, from feasibility studies to project delivery. With 60 years history executing some of the world's largest and most complex projects, Technip Energies combines leading engineering and construction management capabilities with technological know-how to develop new solutions that will support the world's energy transition. Technip Energies' ambition is to accelerate the journey to a low-carbon society with a focus on core pillars of liquefied natural gas, sustainable chemistry, decarbonization and carbon-free energy solutions.

Technip Energies is already a market leader in hydrogen having provided proprietary technology for more than 270 hydrogen production plants worldwide.

The MoU between McPhy and Technip Energies establishes a collaboration framework for the manufacturing and commercialization of (i) hydrogen electrolysis production systems for heavy industry, renewable energy storage and large mobility projects and (ii) hydrogen distribution systems for large mobility projects. Through the MoU, McPhy and Technip Energies will jointly address commercial opportunities, work on integrating their respective offerings and work jointly on research and development for hydrogen technology.

Lock-up Undertakings:

In connection with the Offering, the Company has entered into a lock-up agreement restricting the issuance of additional ordinary shares for a period ending 180 days after the execution of the placement agreement to be entered into between the Company and the Sole Global Coordinator on October 14, 2020 (the "**Placement Agreement**").

The Strategic Investors, historical shareholders EDF Pulse Croissance Holding and Bpifrance Investissement's Ecotechnologies Fund will each be subject to a lock-up on the new shares subscribed under the Offering for a period of 180 days from the settlement date of the new shares, subject to customary exceptions.

Underwriting of the Offering:

The Offering is not underwritten. The Offering is subject to the Placement Agreement, in accordance to which the Sole Global Coordinator undertook, with respect to the Company and in connection with the new shares, to use its best efforts for the new shares to be subscribed at the issue price on the settlement date of the Offering. The Placement Agreement does not constitute a firm undertaking (*garantie de bonne fin*) within the meaning of article L. 225-145 of the French Commercial Code.

The Placement Agreement may be terminated by the Sole Global Coordinator at any time up to (and including) the settlement date expected on October 16, 2020 under certain conditions. In the event that the Placement Agreement is terminated in accordance with its terms, all the orders of investors and the subscription agreements entered into under the Offering will be null and void.



Risk factors:

The investors' attention is drawn to the risk factors associated with the Company and its business presented in Section 3 of the 2019 Universal Registration Document filed with the AMF on April 22, 2020, which is available free of charge on the Company's website (<https://mcphy.com/fr/investisseurs/information-financiere/information-financieredocuments-a-telecharger/>). The occurrence of all or part of these risks could have a negative impact on the Company's business, financial position, results, development and outlook.

In this respect, it is specified that the amendment to the 2019 Universal Registration Document (*Document d'Enregistrement Universel 2019*) filed with the AMF following the completion of the Offer will include an update of the summary table of the Company's main risk factors, the liquidity risk and the risk related to the uncertain nature of the additional financing, seeing their probability of occurrence and their degree of criticality reduced from "high" to "low". In addition, the risk factor relating to the Covid-19 epidemic was updated. As of the date hereof, due to the current health situation, the Company notes certain delays in the expected order intake and certain delays in planned maintenance operations in high-risk countries. These delays could have an impact on the Company's business in the short-term and/or generate a short-term billing and/or collection delay.

Additionally, investors are invited to consider the following risks specific to this Offering

- (i) **Dilution:** shareholders will see their participation in the Company's share capital diluted. In the event of a new call to the market, this would result in additional dilution for the shareholders;
- (ii) **Volatility and liquidity:** the market price and liquidity of the Company's shares may fluctuate significantly and fall below the subscription price of the new shares;
- (iii) **Impact on the stock market price:** the sale by the main shareholders of the Company at the end of the lock-up period of a large number of Company's shares may have a negative impact on the share price of the Company; and
- (iv) **Termination of the Placement Agreement:** the Placement Agreement in respect of the Offering may be terminated by the Sole Global Coordinator at any time up to (and including) the settlement date. In the event that the Placement Agreement is terminated in accordance with its terms, all the orders of investors and the subscription agreements entered into under the Offering will be null and void.

Next financial communication

2020 annual revenues release, on **January 26, 2021**, after close of market.

About McPhy

Specialized in hydrogen production and distribution equipment, McPhy is contributing to the global deployment of zero-carbon hydrogen as a solution for energy transition. With its complete range of products dedicated to the industrial, mobility and energy sectors, McPhy offers its customers turnkey solutions adapted to their applications in industrial raw material supply, recharging of fuel cell electric vehicles or storage and recovery of electricity surplus based on renewable sources. As designer, manufacturer and integrator of hydrogen equipment since 2008, McPhy has three development, engineering and production centers in Europe (France, Italy, Germany). Its international subsidiaries provide broad commercial coverage for its innovative hydrogen solutions. McPhy is listed on Euronext Paris (compartment C, ISIN code: FR0011742329, MCPHY).

To learn more: www.mcphy.com

McPhy is eligible PEA-PME



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In France, the Offering described above will take place solely as a placement to a category of qualified investors, in accordance with Article 1(4)(a) of the Prospectus Regulation (EU) 2017/1129 of the European Parliament and the Council and applicable regulations, including Article L. 225-138 of the French Code de commerce. In addition, in accordance with the authorization granted by the general meeting of the Company's shareholders dated May 20, 2020, only the persons pertaining to the categories specified in the 19th resolution of such general meeting may subscribe to the Offering.

Application will be made to list the new shares to be issued pursuant to the Offering on Euronext pursuant to a listing prospectus subject to a visa application with the French Autorité des marchés financiers ("AMF") and comprising the 2019 Universal Registration Statement (Document d'Enregistrement Universel 2019) registered with the AMF on April 22, 2020 under the number 20-0334, an amendment to the 2019 Universal Registration Document and a Securities Note (Note d'opération), including a summary of the prospectus.

This press release and the information it contains does not constitute an offer to sell, nor the solicitation of an offer to subscribe for or buy, new shares in the United States or any other jurisdiction where restrictions may apply including notably Canada, Australia or Japan.

The securities will be offered in the United States to persons reasonably believed to be qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"). The securities have not been and will not be registered under the Securities Act or any state or other jurisdiction's securities laws. Accordingly, the securities may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements under the Securities Act and any applicable state or other jurisdiction's securities laws. Copies of this document are not being, and should not be, distributed in or sent into the United States.

This communication is being distributed only to, and is directed only at (a) persons outside the United Kingdom, (b) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"), and (c) high net worth entities, and other persons to whom it may otherwise lawfully be communicated, falling within Article 49(2) of the Order (all such persons together being referred to as "relevant persons"). Any investment or investment activity to which this communication relates is available only to relevant persons and will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this communication or any of its contents.

Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the new shares has led to the conclusion in relation to the type of clients criteria only that: (i) the type of clients to whom the new shares are targeted is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU, as amended ("MiFID II"); and (ii) all channels for distribution of the new shares to eligible counterparties, professional clients and retail clients are appropriate. Any person subsequently offering, selling or recommending the new shares (a "distributor") should take into consideration the manufacturers' type of clients assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the new shares (by either adopting or refining the manufacturers' type of clients assessment) and determining appropriate distribution channels. For the avoidance of doubt, even if the target market includes retail clients, the Sole Global Coordinator has decided it will only procure investors for the new shares who meet the criteria of eligible counterparties and professional clients.



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This press release provides information on McPhy's objectives, as well as forward-looking statements that do not constitute historical data and should not be considered as a guarantee that the facts stated will occur. This information is based on data, assumptions and estimates that McPhy considers reasonable. The Company operates in a competitive environment subject to rapid change and is therefore unable to anticipate all the risks, uncertainties or other factors likely to affect its business, their potential impact on its business or assess the extent to which the occurrence of a risk or combination of risks could cause actual results to differ materially from those identified in forward-looking information. This information is provided only as of the date of this press release. McPhy does not undertake to update any of this information or the forward-looking statements it is based on, unless a legal or regulatory obligation requires otherwise.

The Sole Global Coordinator is acting exclusively for the Company and no one else in connection with the Offering and will not regard any other person (whether or not a recipient of this press release) as its client in relation to the Offering and will not be responsible to anyone other than the Company for providing the protections afforded to its client nor for providing advice in relation to the proposed Offering. The Sole Global Coordinator is authorized and regulated by the Financial Conduct Authority in the United Kingdom.

