

Paris, 24 January 2025

Put Event Notice

Timetable and procedure for exercising the put option on the green bonds convertible into new shares and/or exchangeable for existing shares (OCEANE Verte) due 2027 and with a nominal value of €300,000,000 of Neoen (ISIN FR001400CMS2) (the “Bonds”)

Capitalised terms not otherwise defined in this notice shall have the meaning given to them in the terms and conditions of the Bonds (the “Conditions”).

The holders of the Bonds, listed on Euronext Access Paris, are hereby informed, in accordance with Article 1.9.1.5 and Article 2.9 of the Conditions, of the occurrence of a Change of Control.

The nature of the Change of Control and circumstances giving rise to it are as follows:

On 27 December 2024, Brookfield Renewable Holdings SAS completed the acquisition of a block representing approximately 53.12% of the outstanding shares of Neoen resulting in the occurrence of a Change of Control.

Neoen reminds the Bondholders of the timetable and procedure for the exercise relating to the early redemption option of the Bonds.

Each Bondholder will have the right to require the early redemption on the Optional Redemption Date (as defined below) of all (but not some only) of the Bonds held by it (the “**Put Event Option**”), provided that the Put Event Option is exercised during the period of at least fifteen (15) Business Days commencing on and (including) the date on which this Put Option Notice is given, i.e., **from 24 January 2025 (included) until 28 February 2025 (included)** (the “**Put Option Period**”).

To exercise the Put Event Option, each Bondholder must transfer (or cause to be transferred by its Account Holder) its Bonds to be so redeemed to the account of the Centralising Agent (CACEIS Corporate Trust, now Uptevia) (which details are as follows : **SICVAGRIFRPP23A054L10**) for the account of Neoen together with a duly signed and completed notice of exercise in the then current form obtainable from the specified office of the Centralising Agent (the “**Put Option Notice**”). The Put Option Notice shall be required to be received by the Centralising Agent on or before the last day of the Put Option Period, it being specified that the Put Option Notice shall be deemed to have been so received by the Centralising Agent on the day on which the last of the two conditions (a) and (b) below is satisfied (and further provided that if any such condition is satisfied on a day which is not a Business Day, or after 5:00 p.m. (Paris time) on a Business Day, it shall be deemed to have been satisfied instead on the following Business Day):

- (a) the receipt by the Centralising Agent of the Put Option Notice sent by the relevant Account Holder in the books of which the Bonds are held in a securities account;
- (b) the transfer of the Bonds to the Centralising Agent by the relevant Account Holder.



For the avoidance of doubt, any Put Option Notice that is so received (or deemed to be so received) by the Centralising Agent after 5:00 p.m. (Paris time) on the last day of the Put Option Period (being 28 February 2025) shall be deemed to be null and void.

The Optional Redemption Date for the Bonds has been set at 7 March 2025 at a price per Bond equal to €101,381.90, comprised of the par value (*i.e.*, €100,000), plus accrued interest of €1,381.90. Redemption will be made in cash.

Once validly presented by a Bondholder to the relevant financial intermediary, the early redemption request will be irrevocable, and Neoen will be bound to redeem on the Optional Redemption Date all the Bonds included in each request so forwarded to the Centralising Agent.

As of the date of this Put Event Notice, €300,000,000 in aggregate nominal value of the Bonds remain outstanding.