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# QUALCO

## QUALCO GROUP S.A.

### ANNOUNCEMENT – INVITATION TO INVESTORS

REGARDING THE INITIAL PUBLIC OFFERING IN GREECE, OF ORDINARY, REGISTERED VOTING SHARES, EACH WITH A NOMINAL VALUE OF €1.00 OF QUALCO GROUP S.A. (THE “**COMPANY**”) CONSISTING OF (A) NEW ORDINARY, REGISTERED VOTING SHARES, WITH A NOMINAL VALUE OF €1.00 ISSUED BY THE COMPANY FOLLOWING THE SHARE CAPITAL INCREASE OF THE COMPANY BY UP TO €10,500,000 MADE WITH CASH PAYMENT AND THE DISAPPLICATION OF THE PRE-EMPTIVE RIGHTS OF ITS EXISTING SHAREHOLDERS AND (B) EXISTING ORDINARY REGISTERED VOTING SHARES ISSUED BY THE COMPANY OWNED BY AMELY S.À R.L. AND WOKALON FINANCES LIMITED (COLLECTIVELY THE “**SELLING SHAREHOLDERS**”) IN THE CONTEXT OF THE LISTING ALL ORDINARY SHARES OF THE COMPANY (THE “**ORDINARY SHARES**”) FOR TRADING ON THE REGULATED SECURITIES MARKET OF THE ATHENS EXCHANGE (THE “**ATHEX**”).

### GREEK PUBLIC OFFERING PERIOD

Wednesday 07.05.2025 - Friday 09.05.2025

**OFFERING PRICE RANGE: €5.04 - €5.46 PER OFFER SHARE**

TRADING UNIT AT THE ATHEX: THE TITLE OF ONE (1) SHARE

### COORDINATORS OF THE GREEK PUBLIC OFFERING

/// Piraeus



### LEAD UNDERWRITERS OF THE GREEK PUBLIC OFFERING



### UNDERWRITERS



### LISTING ADVISOR

/// Piraeus

The extraordinary General Meeting of the Company on March 14, 2025 and the Board of Directors of the Company at its meetings dated 29 April, 2025 and May 1, 2025, as well as the board of directors of Amely S.à r.l on March 13, 2025 and May 5, 2025 and the board of directors of Wokalon Finances Limited (by unanimous written resolution) on March 13, 2025 and May 2, 2025 approved, among other matters:

- the issue and the initial offering to the public in Greece, namely to retail and qualified investors pursuant to the Prospectus Regulation (as defined below), and to institutional investors outside of Greece of up to 10,500,000 new ordinary registered voting shares in the Company with a nominal value of €1.00 each (the “**New Shares**”) by the Company following the Share Capital Increase (as defined below);
- the sale of up to 7,500,000 existing ordinary registered voting shares (the “**Sale Shares**” and together with the New Shares, the “**Initial Offer Shares**”) by the Selling Shareholders, each with a nominal value of €1.00, to the public in Greece namely to retail and qualified investors pursuant to the Prospectus Regulation (as defined below) and to institutional investors outside of Greece; and
- the listing and admission to trading of the Ordinary Shares on the Main Market of the Regulated Securities Market of the ATHEX, in accordance with the provisions of Law 3371/2005, as in force (the “**Admission**”).

Moreover, the Board of Directors of the Company and the Board of Directors of Amely S.à r.l and Wokalon Finances Limited at their above meetings approved, among other matters, the structure, terms and conditions of the offering of the Offer Shares (as defined below) through the Combined Offering (as defined below). It is clarified that in accordance with the decision of the General Meeting dated March 14, 2025 and the decisions of the Board of Directors dated April 29, 2025 and May 1, 2025, the Company decided a share capital increase by up to €10,500,000.00 and the issue of up to 10,500,000 New Shares by a cash contribution and with the cancellation of the pre-emptive rights of existing shareholders (the “**Share Capital Increase**”). There is no subscription guarantee for the Initial Offer Shares and if the Share Capital Increase is not fully subscribed for, the Company’s share capital will be increased by up to the amount actually subscribed and paid for, in accordance with Article 28, paragraph 1 of Law 4548/2018. Additionally, the Board of Directors of the Company at its meeting on May 1, 2025 determined a) the Offering Price Range (as defined below) of the Offer Shares and b) the maximum offering price of €5.46 per Offer Share (the “**Maximum Offering Price**”).

In accordance with the approving resolutions of the Company and the Selling Shareholders, the Initial Offer Shares, i.e., up to 18,000,000 Ordinary Shares, will be initially offered as follows:

- (a) up to 13,292,947 Initial Offer Shares, including the 8,585,894 Cornerstone Shares (as defined below) (the “**Greek Public Offering Initial Offer Shares**”), will be offered in Greece, to Retail Investors and Qualified Investors pursuant to the Regulation (EU) 2017/1129 of the European Parliament on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended and in force (the “**Prospectus Regulation**”), the delegated Regulation (EU) 2019/980 of March 14, 2019, as amended and in force, as well as the delegated Regulation (EU) 2019/979 of March 14, 2019, as amended and in force (together, the “**Delegated Regulations**”) the applicable provisions of Law 4706/2020 and the relevant implementing decisions of the Board of Directors of the Hellenic Capital Market Commission (the “**Greek Public Offering**”); and
- (b) up to 4,707,053 Initial Offer Shares (the “**Institutional Offering Initial Offer Shares**”), will be offered outside of Greece to institutional investors addressed only (i) in the United States, to persons reasonably believed to be QIBs as defined in, and in reliance on, Rule 144A, adopted under the U.S. Securities Act, and (ii) outside the United States, in compliance with Regulation S to investors who, if resident in a member state of the EEA, are “qualified investors” within

the meaning of Article 2(e) of the Prospectus Regulation (including any relevant implementing measure in each relevant member state of the EEA) or, if resident in the UK, are “qualified investors” within the meaning of Article 2(e) of the Regulation (EU) 2017/1129, as it forms part of the national law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”), as applied and in force, (and who meet certain other criteria), as applicable, (the “**Institutional Offering**” and together with the Greek Public Offering, the “**Combined Offering**”).

In case of excess demand over the number of the Initial Offer Shares, the Selling Shareholders may sell up to 2,700,000 additional Ordinary Shares (the “**Over-allotment Shares**” and, together with the Initial Offer Shares, the “**Offer Shares**”) as follows: (i) in the Greek Public Offering up to 1,350,000 Over-allotment Shares (the “**Greek Public Offering Over-allotment Shares**”) and (ii) in the Institutional Offering, up to 1,350,000 Over-allotment Shares (the “**Institutional Offering Over-allotment Shares**”).

**The final split and the actual number of Offer Shares sold in the Greek Public Offering and the Institutional Offering will be determined at the discretion of the Company and the Selling Shareholders, in consultation with the joint global coordinators for the Institutional Offering upon completion of the book-building process based on the demand expressed in each part of the Combined Offering.**

The Offering Price in the Greek Public Offering and the Institutional Offering will be identical.

In addition, the Company’s Board of Directors of April 29, 2025 (by virtue of the authorisation provided to it by the Company’s extraordinary General Meeting of March 14, 2025) approved the Company’s share capital increase by €600,000.00 by capitalization of distributable reserves of an equal amount (the “**Share Capital Increase by Capitalization of Distributable Reserves**”), pursuant to which 600,000 new Ordinary Shares with a nominal value of €1.00 each, issued by the Company, will be distributed to the beneficiaries identified by the Board of Directors’ resolution of 11 April 2025 for free (the “**IPO Awards**”) in accordance with the provisions of Article 114 of Law 4548/2018 and the Company’s IPO Awards Plan, subject to the Admission occurring.

#### **OFFERING PRICE RANGE**

The offering price range within which the Offer Shares are being offered in the Combined Offering is between €5.04 and €5.46 per Offer Share (the “**Offering Price Range**”), according to the resolution of the Board of Directors made on May 1, 2025, which has also set the Maximum Offering Price at €5.46 per Offer Share. The lower end of the Offering Price Range is indicative only and it may change during the course of the Combined Offering. In this case the new lower end of the Offering Price Range will be notified to the Hellenic Capital Market Commission (the “**HCMC**”) and will be stated in a public announcement which will be published in accordance with Article 17 para. 2 of the Prospectus Regulation in the Daily Statistical Bulletin (the “**DSB**”) of the ATHEX.

#### **OFFERING PRICE**

The Offering Price may be set within the Offering Price Range or below its lower end but may not exceed the Maximum Offering Price.

The Offering Price is expected to be determined, following the results of the book-building process of the Combined Offering, in consultation with the Joint Global Coordinators (i.e. UBS Europe SE, Piraeus Bank S.A. and Euroxx Securities S.A.) on or about May 09, 2025, by resolution of the Company’s Board

of Directors, and will be notified to the HCMC and stated in a public announcement which will be published in accordance with Article 17 para. 2 of the Prospectus Regulation in the DSB of the ATHEX, no later than the next business day after the completion of the Combined Offering.

Simultaneously with the determination of the Offering Price, the final size and allocation of the Offer Shares will also be decided. The Offering Price in the Greek Public Offering and the Institutional Offering will be identical. The Offering Price will be the same for all investors participating in the Greek Public Offering.

For more information on the Offering Price, see section 19.2. “General Terms of the Combined Offering” of the Prospectus dated 06.05.2025 (the “**Prospectus**”).

## **PARTICIPATION PROCEDURE IN THE GREEK PUBLIC OFFERING**

The offer of the 13,292,947 Ordinary Shares will take place through a Greek Public Offering to the investing public within the Greek territory through the Electronic Book Building (E.B.B.) of the ATHEX.

The Greek Public Offering will be carried out in accordance with the Prospectus Regulation and the Delegated Regulations, the applicable provisions of Law 4706/2020, the ATHEX Resolution 34 and the decision of the General Meeting dated March 14, 2025 and the Board of Directors dated April 29, 2025 and May 1, 2025, the resolutions of the board of managers of Amely S.à r.l as of March 13, 2025 and May 5, 2025 and the unanimous written resolutions of Wokalon Finances Limited as of March 13, 2025 and May 2, 2025. Piraeus Bank S.A. and Euroxx Securities S.A. (the “**Coordinators**”) have been designated as the entities running the E.B.B. process, as defined in the ATHEX Resolution 34.

The Greek Public Offering and the operation of the Electronic Book of Offers will last three (3) working days. In particular, the application period of the Greek Public Offering will commence on 07.05.2025 at 10:00 a.m. Greek time and will end on 09.05.2025 at 3:00 p.m. Greek time. The E.B.B. will remain open, during the Greek Public Offering, from 10:00 a.m. Greek time to 5:00 p.m. Greek time, except May 9, 2025, when it will end at 3:00 p.m. Greek time (the “**Greek Public Offering Book-Building Period**”). The Greek Public Offering Book-Building Period may, at the Company’s discretion, in consultation with the joint global coordinators for the Institutional Offering, be extended, and the Combined Offering may be revoked at any time, without cause. In this case, investors will be informed through the publication of a respective announcement on the Company’s website.

Detailed information in relation to the participation procedure is provided in section 19.3 “Participation Procedure in the Greek Public Offering” of the Prospectus.

## **PARTICIPATION PROCEDURE OF QUALIFIED INVESTORS IN THE GREEK PUBLIC OFFERING**

For their participation in the Greek Public Offering, interested Qualified Investors should contact the Coordinators, the Lead Underwriters and the Underwriters, in order to submit a relevant subscription application. The process of submitting the applications of the Qualified Investors will last from the first to the last day of the Greek Public Offering.

The applications of Qualified Investors in E.B.B. process must include at least one of the following:

- the number of the Offer Shares the investor wishes to acquire in the Greek Public Offering regardless of the Offering Price per Offer Share resulting from the process;
- the number of Offer Shares and the maximum price it wishes to pay per share, in the context of the Greek Public Offering; and
- up to three numbers of Offer Shares, with two (minimum) or three (maximum) maximum prices per Offer Shares, one for each number of Offer Shares, in the context of the Greek Public Offering. Also, the Qualified Investors will have the option to determine the maximum number

of Offer Shares they wish to be allocated as a percentage (%) of the total amount of Offer Shares. The allocation of the shares in the above cases will be done with a rounding rule to the previous whole share unit.

The price that will be included in the application request, which will be within the Offering Price Range, will be in increments of €0.01.

The applications submitted by the Qualified Investors will be registered in the E.B.B., which will be managed by the Coordinators, for the purpose of determining the total number of Offer Shares requested in the Greek Public Offering. Interested Qualified Investors can obtain relevant information on the process of submitting and amending bids from the Coordinators.

The E.B.B. will close on the last day of the Greek Public Offering Book-Building Period, i.e., May 9, 2025 and 3:00 p.m. Greek time, so all valid offers at that time are considered final.

The amount corresponding to the value of the Offer Shares sold in the Greek Public Offering according to the above, must have been paid into the account of the ATHEXCSD, until 11:00 am Greek time no later than the second business day after the allocation, in accordance with the provisions of the ATHEX Resolution 34. The Coordinators in cooperation with the Company, may, at their absolute discretion, extend the time limit in question until 11:55 a.m. Greek time, of the same day.

For any additional information in relation to the participation procedure of Qualified Investors, see section 19.3 “Participation Procedure of Qualified Investors in the Greek Public Offering” of the Prospectus.

#### **PARTICIPATION PROCEDURE OF RETAIL INVESTORS IN THE GREEK PUBLIC OFFERING**

For their participation in the Greek Public Offering, the interested Retail Investors should present their identity card or passport, their tax registration number and the printout of the details of the ATHEXCSD (DSS).

The applications for subscription of Retail Investors will be submitted through the Coordinators, the Lead Underwriters and the Underwriters, as well as the E.B.B. Members and through the participants of their securities account who cooperate with the E.B.B. Members, from the first to the last day of the Greek Public Offering.

Interested Retail Investors will subscribe at the highest price of the Offering Price Range, i.e., at € 5.46 per Offer Share. The value of the subscription for Retail Investors is defined as the number of requested Offer Shares at the highest price of the Offering Price Range.

If after the end of the Greek Public Offering, based on the ATHEXCSD (DSS) data, more than one identical subscription applications are found either through a Client Securities Account, or through a Clients Securities Account for applications from Retail Investors, then all of these applications in the Greek Public Offering will be treated as a single application and will be consolidated either in one aggregate application of Retail Investors per Client Securities Account, or in one aggregate application of individuals per Client Securities Account, respectively. The applications for subscription of Retail Investors are accepted, as long as the equal amount of the application amount has been paid, in cash or by bank check, or the equal amount has been reserved in all kinds of deposit bank accounts of their investor clients or customer bank accounts maintained in the context of providing investment services and in which they appear as beneficiaries or co-beneficiaries.

For any additional information in relation to the participation procedure of Retail Investors, see section 19.3 “Participation Procedure of Retail Investors in the Greek Public Offering” of the Prospectus.

## **ALLOCATION PROCEDURE OF THE GREEK PUBLIC OFFERING INITIAL OFFER SHARES**

On May 2, 2025, Wokalon entered into (i) an agreement with Antenna Group BV, pursuant to which Antenna Group BV committed to subscribe, at the Offering Price, for 3,400,000 Initial Offer Shares, directly or through affiliates, (ii) an agreement with Latsco Hellenic Holdings S.à r.l., pursuant to which Latsco Hellenic Holdings S.à r.l. committed to subscribe, at the Offering Price, for 3,400,000 Initial Offer Shares, and (iii) an agreement with Green Hydepark Investment Limited, pursuant to which Green Hydepark Investment Limited committed to subscribe, at the Offering Price, for 1,785,894 Initial Offer Shares, (together the “**Cornerstone Shares**”).

After the completion of the Greek Public Offering, the determination of the Offering Price, and the final size of the Greek Public Offering, by the Company, the allocation of the Greek Public Offering Initial Offer Shares to the investors will be carried out as follows:

- a percentage of at least 30% of the Greek Public Offering Initial Offer Shares, excluding the 8,585,894 Cornerstone Shares (i.e., at least 1,412,116 Ordinary Shares) will be allocated to satisfy the applications of Retail Investors, and
- the remaining up to 70% of the Greek Public Offering Initial Offer Shares, excluding the 8,585,894 Cornerstone Shares (i.e., up to 3,294,937 Ordinary Shares) will be allocated between the Qualified and Retail Investors based on the total demand expressed in each category of investors (Qualified and Retail Investors).

The calculations above have been carried out excluding the Cornerstone Shares, i.e. on the basis of 4,707,053 Greek Public Offering Initial Offer Shares.

In case demand for Offer Shares is lower than the total number of the Greek Public Offering Initial Offer Shares, the New Shares will take priority over the Sale Shares for the allocation of the Greek Public Offering Initial Offer Shares to Retail Investors and Qualified Investors.

As long as the Retail Investors’ applications for 30% of the Greek Public Offering Initial Offer Shares have been satisfied, the following will be taken into account for the final determination of the allocation percentage per category of investors: (a) the demand from the Qualified Investors, (b) the demand from the Retail Investors exceeding 30%, (c) the number of subscription applications concerning Retail Investors, as well as (d) the need to achieve sufficient initial free float. In the event that the total demand from Retail Investors falls short of 30% of the total number of Greek Public Offering Initial Offer Shares, excluding the Cornerstone Shares, to be made available, the applications of Retail Investors will be fully satisfied, up to the amount for which demand was actually expressed, while the Greek Public Offering Initial Offer Shares, excluding the Cornerstone Shares, which correspond to the shortfall against the total percentage of 30% of the total number of Greek Public Offering Initial Offer Shares, excluding the Cornerstone Shares, will be transferred to the category of Qualified Investors.

The Selling Shareholders will offer up to 1,350,000 Over-allotment shares through the Greek Public Offering in case of excess of demand.

The treatment of subscriptions or bids to subscribe in the Greek Public Offering will not be determined on the basis of which of the Greek Underwriters or E.B.B. Members are placed through.

The number of Offer Shares that will be allocated to each investor will correspond to an integer number of trading units. A trading unit is the title of one (1) Ordinary Share. The Offer Shares are denominated in Euros.

### **Allocation of Shares to Qualified Investors**

For the allocation of the Greek Public Offering Initial Offer Shares to the Qualified Investors, who will participate in the E.B.B. process, an evaluation of the submitted offers will be carried out, in which the following criteria, or a subset of them, may be taken into account:

- that it is the intention of the Company and the Greek Underwriters that the Cornerstone Investors (as defined in the Prospectus) will have priority in the allocation of the Initial Offer Shares to Qualified Investors under the Greek Public Offering;
- the type of professional investor in the category of Qualified Investors;
- the estimated, at the discretion of the Coordinators, time horizon for holding the shares per Qualified Investor, with a higher allocation factor to Qualified Investors, who are estimated to hold the shares for a longer period of time;
- the amount of the subscription application;
- the offered price and in particular the contribution of a Qualified Investor's offers to the formulation of an attractive final Offering Price;
- the time of submission of the subscription application, in such a way as to give a higher allocation factor to the offers that will be submitted earlier; and
- Qualified Investors who subscribe through any Intermediary, without disclosing their identity, will be treated equally in the allotment process.

Save for the above priority allocation to the Cornerstone Investors, it is at the discretion of the Coordinators to use one or any combination of the above criteria. It is pointed out that there is no obligation of proportional or any allocation for the submitted offers of Qualified Investors, subject to the agreements with the Cornerstone Investors.

The Coordinators, the Lead Underwriters and the Underwriters are responsible for the correct inclusion of investors, who register directly with them, in the category of Qualified Investors. Accordingly, the Intermediaries are responsible for the correct categorization of the investors, since the relevant subscription is carried out through them, i.e., the investment firm and the credit institutions that register in their name on behalf of final Qualified Investors, through the Coordinators, the Lead Underwriters and the Underwriters are responsible for the correct inclusion of the investors in the category of Qualified Investors.

#### **Allocation of Shares to Retail Investors**

After the determination of the total number of the Offer Shares of the Greek Public Offering to be allocated to Retail Investors, the shares will be allocated per Retail Investor proportionally (pro rata) based on the level of demand.

If, after applying the proportional allotment, the Offer Shares of the Greek Public Offering to be allotted to a Retail Investor are specified in quantity as a number with decimal places, this number is rounded to the nearest lower whole number, i.e., without taking into account the decimal places.

If, due to the rounding of the number of shares to be allotted, in accordance with the above, there are unallocated shares, which must be allotted to Retail Investors, one (1) additional whole trading unit (i.e., one (1) Offer Share) will be allotted to the investors with an amount of the unallocated balance per Retail Investor in descending order.

Detailed information on the allocation procedure is provided in section 19.4 "Allocation Procedure of the Greek Public Offering Initial Offer Shares" of the Prospectus.

#### **WITHDRAWAL RIGHTS OF THE INVESTORS**

If a supplement to this Prospectus is published in accordance with Article 23 of the Prospectus Regulation, investors who subscribed for Offer Shares will have the right to withdraw their subscription made prior to the publication of the supplement within the time period set forth in the supplement, which shall not be shorter than three (3) business days after the publication of the supplement.

## STABILIZATION

In case of excess demand over the number of the Initial Offer Shares, the Selling Shareholders may sell the Over-allotment Shares, namely up to 2,700,000 Offer Shares (equal to up to 15% of the total number of the Initial Offer Shares to be sold in the Combined Offering). In addition, in connection with the Combined Offering, UBS as the stabilization manager (or any other person acting for the stabilization manager) may (but will be under no obligation to), to the extent permitted by applicable law, in whole or in part from time to time for 30 calendar days from the trading date, namely 15.05.2025, purchase up to 2,700,000 Ordinary Shares or otherwise effect transactions with the view to supporting the market price of the Ordinary Shares during the stabilization period, namely 15.05.2025-15.06.2025 (the **"Stabilization Period"**), in each case at a level higher than that which might otherwise prevail. For the purposes of funding any stabilization transactions, the Selling Shareholders have agreed that the stabilization manager will retain and may use the proceeds from the sale of the Ordinary Shares pursuant to the relevant stabilization agreement (the **"Stabilization Proceeds"**). However, there is no assurance that the stabilization manager (or persons acting on behalf of it) will undertake stabilization action and any stabilization action, if commenced, may be discontinued at any time. In accordance with Article 7 of the Commission Delegated Regulation (EU) 2016/1052 of March 8, 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programs and stabilization measures (the **"Stabilization Regulation"**), stabilization transactions will not be carried out at a price higher than the Offering Price. In the event that the stabilization manager carries out stabilization transactions, according to the above, at the end of the Stabilization Period it is expected that it will sell to the Selling Shareholders, pursuant to the terms of the Put Option (as defined below), any Over-allotment Shares it acquired during the stabilization transactions. Notifications on the results of stabilization operations will be made in accordance with Article 6 of the Stabilization Regulation. At the end of the Stabilization Period, the stabilization manager will transfer to the Selling Shareholders any remaining Stabilization Proceeds not used to fund stabilization transactions, net of any fees and commissions payable to the managers (i.e. the Joint Global Coordinators, the Senior Joint Bookrunners and the Bookrunner and together the **"Managers"**).

The Selling Shareholders have granted a put option to the stabilization manager on behalf of the Managers, to sell up to 2,700,000 Ordinary Shares to the Selling Shareholders at a price equal to the sum of (i) the Offering Price; and (ii) any associated costs and expenses (the **"Put Option"**). The Put Option will be exercisable up to the sixth business day following the end of the Stabilization Period.

If the Put Option is not exercised, the number of Offer Shares sold by the Selling Shareholders will remain unchanged and the free float (shareholders <5%) will be equal to 29.56%. If the Put Option is exercised in full, (i) the number of Offer Shares sold by the Selling Shareholders will be reduced by 2,700,000 and amount to 7,500,000 Offer Shares and (ii) the free float (shareholders <5%) of the Company will be reduced to 25.70%.

The net proceeds of the Selling Shareholders will be reduced to the extent that the Stabilization Manager exercises the Put Option.

Detailed information on the stabilization is provided in section 19.9 "Stabilization" of the Prospectus.

## PROSPECTUS AVAILABILITY

Further information about the Company, the Selling Shareholders, the Offer Shares and the Greek Public Offering are included in the Prospectus, which was drafted and is available in English and includes a translation of the Summary in Greek, in accordance with Article 27 of the Prospectus Regulation and



Decision 1/892/13.10.2020 of the board of directors of the Hellenic Capital Market Commission, as amended and in force.

The Prospectus was approved on 06.05.2025 by the board of directors of the Hellenic Capital Market Commission. The Hellenic Capital Market Commission approved the Prospectus only as meeting the standards of completeness, comprehensibility and consistency provided for in the Prospectus Regulation and the Law 4706/2020. This approval shall not be considered as an endorsement of the Company or of the quality of the Offer Shares that are the subject of the Prospectus. In making an investment decision, prospective investors must rely upon their own examination and analysis as to their investment in the Initial Offer Shares.

The Prospectus will be made available to investors in electronic form on the following websites:

- ATHEX: <https://www.athexgroup.gr/el/raise-capital/list/how-to/new-listed-issuers>
- Company: <https://qualco.group/prospectus>
- Piraeus Bank S.A.: <https://piraeusholdings.gr/qualcoipo>,
- Euroxx Securities S.A.: <https://www.euroxx.gr/gr/content/article/qualco>
- Alpha Bank S.A.: <https://www.alpha.gr/el/idiotes/ependuseis/xrimatistiriakes-upiesies/enimerotika-deltia>
- Eurobank S.A.: <https://www.eurobank.gr/el/omilos/enimerosi-ependuton/enimerotika-deltia/enimerotika-deltia-sumboulos-anadoxos-trapeza-eurobank-ergasias-ae>
- National Bank of Greece S.A.: <https://www.nbg.gr/el/footer/enimerwtika-deltia>
- Optima bank S.A.: <https://www.optimabank.gr/business/investment-banking/enimerotika-pliioforiaka-deltia>
- Attica Bank S.A.: <https://www.atticabank.gr/el/individuals/investment-products/#enimerotika-kai-pliioforiaka-deltia>
- Pantelakis Securities: <https://www.pantelakis.gr/pantelakis/services/qualcogroup/>

According to Article 21, par. 5 of the Prospectus Regulation, the HCMC shall publish on its website ([http://www.hcmc.gr/el GR/web/portal/elib/deltia](http://www.hcmc.gr/el_GR/web/portal/elib/deltia)) all approved prospectuses.

Moreover, throughout the Greek Public Offering and at the Company's initiative, a copy of the Prospectus will be available to investors free of charge in printed form upon request. Copies can be obtained at the Company's offices (66 Kifisias Ave., Marousi) 151 25, Athens), the central offices and branch network of Piraeus Bank, Alpha Bank, Eurobank, NBG, Optima bank and Attica Bank and the central offices of Euroxx Securities and Pantelakis Securities.

For additional information and clarifications related to the Prospectus, investors may contact the Company's offices in Greece, during business days and hours, at Kifisias 66 Ave, Marousi 151 25, Athens, Greece (Ms. Despoina Tripylioti, Investor Relations Officer, +30 210 6198903).

**Marousi, 06.05.2025**

**QUALCO GROUP S.A.**

## IMPORTANT DISCLAIMER

*The information contained in this announcement is for background purposes only and does not purport to be full or complete. Neither this announcement nor anything contained in it shall form the basis of, or be relied upon in conjunction with, any offer or commitment whatsoever in any jurisdiction. Investors should not acquire any Offer Shares except on the basis of the information contained in the Prospectus.*

*This announcement has been prepared for information purposes only and does not constitute or form a part of any offer of the Offer Shares for sale or solicitation of an offer to purchase or subscribe for the Offer Shares in any jurisdiction in which such offers or sale are unlawful, including the United States, Australia, Canada, Japan, South Africa, or in any jurisdiction in which such offers or sales are unlawful or constitute a breach of any applicable regulations (the “**Excluded Territories**”). The Offer Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the “**US Securities Act**”) and may not be offered or sold in the United States absent registration or an exemption from, or in a transaction not subject to, registration under the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction in the United States. The Offer Shares may be offered in the United States to qualified institutional buyers pursuant to Rule 144A under the US Securities Act, and outside the United States in offshore transactions in reliance on Regulation S under the US Securities Act. There will be no public offer of the Offer Shares in the United States. Further, the Offer Shares referred to herein will not be registered and may not be offered or sold under any applicable securities laws of any state, province, territory, country or jurisdiction of the Excluded Territories. Accordingly, unless an exemption under relevant securities laws is applicable, any such Offer Shares may not be offered, sold, resold, taken up, exercised, renounced, transferred, delivered or distributed, directly or indirectly, in or into the Excluded Territories or any other jurisdiction if to do so would constitute a violation of the relevant laws of, or require registration of such Offer Shares in, the relevant jurisdiction.*

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