

Announcement of the Publication of the Prospectus of Metlen Energy & Metals PLC

Metlen Energy & Metals PLC (the “**Company**” or “**Metlen PLC**”) announce that, as of 26 June 2025, it makes available to investors in Greece the prospectus, as approved by the Board of Directors of the Hellenic Capital Market Commission (**HCMC**) at its meeting held on 26 June 2025, which was drafted in English and includes a Greek translation of the Summary (ΠΕΡΙΛΗΠΤΙΚΟ ΣΗΜΕΙΩΜΑ) thereof, in accordance with Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”), the delegated Regulations (EU) 2019/979 and 2019/980, the applicable provisions of Greek Law 4706/2020, as in force, and Resolution 1/892/13.10.2020 of the HCMC (the “**Prospectus**”), in relation to (i) the public offering in Greece by Metlen PLC, of up to 143,108,161 new Euro denominated ordinary registered voting shares (the “**Ordinary Shares**”) of the Company (the “**Public Offering**”) addressed to the holders of existing ordinary registered voting shares (the “**Existing Shares**”) in Metlen Energy & Metals S.A. (“**Metlen S.A.**”) and (ii) the secondary listing and admission to trading of all Ordinary Shares, issued and to be issued, on the Main Market of the Regulated Securities Market of the Athens Exchange (“**Athens Exchange**” or “**ATHEX**”), by virtue of the resolutions of the board of directors of Metlen PLC dated 20th and 24th June 2025.

The new Ordinary Shares are being issued and offered in connection with a voluntary share exchange tender offer in Greece in accordance with Greek Law 3461/2006, as in force (“**Share Exchange Offer**”). On 25 June 2025, pursuant to Greek Law 3461/2006, the Company informed the HCMC and the board of directors of Metlen S.A. of the initiation of the Share Exchange Offer and submitted to HCMC and the board of directors of Metlen S.A. a draft of the information memorandum to be issued in the context of the Share Exchange Offer (the “**Information Memorandum**”). On 26 June 2025, the Board of Directors of the HCMC approved the Information Memorandum which was published the same day. The Acceptance Period of the Share Exchange Offer will commence on 27 June 2025.

Additional information regarding the Company and the Share Exchange Offer (including, for example, but not limited to, the process that holders of Existing Shares need to follow in order to accept the Share Exchange Offer) and the terms and conditions thereof is set out in (i) the Prospectus, and more specifically under section PART IV: INFORMATION ON THE SHARE EXCHANGE OFFER, THE GREEK STATUTORY SQUEEZE-OUT AND THE GREEK STATUTORY SELL-OUT, and (ii) the Information Memorandum.

Set out below is the expected timetable of principal events:

Event	Date^(*)
Publication of the Prospectus	26 June 2025
Publication of the Information Memorandum	26 June 2025
Commencement of the Acceptance Period of the Share Exchange Offer.....	27 June 2025
End of the Acceptance Period of the Share Exchange Offer and final date for satisfaction of the conditions to the Share Exchange Offer	25 July 2025
Announcement of the results of the Share Exchange Offer	29 July 2025
Completion and settlement of the Share Exchange Offer and issue of new Ordinary Shares - Crediting of Ordinary Shares to CREST accounts or DSS....	01 August 2025
Admission and expected commencement of trading in the Ordinary Shares on the London Stock Exchange and the Athens Exchange	04 August 2025

Latest date for the Company to exercise the squeeze-out right pursuant to Greek Law 3461/2006 (the “Greek Statutory Squeeze-out”) ⁽¹⁾ 27 October 2025
 Final date for the exercise of Sell-out pursuant to Greek Law 3461/2006 (the “Greek Statutory Sell-out”) ⁽²⁾ 30 October 2025

*Each of the dates in the above timetable is subject to change without further notice.

(1) If the 90 per cent. threshold is achieved at the end of the Acceptance Period, the Company shall initiate the Greek Statutory Squeeze-out by submitting an application for the exercise of the Greek Statutory Squeeze-out to the HCMC as soon as practicable after the settlement of the Share Exchange Offer. The Company expects that the Greek Statutory Squeeze-out will be completed within up to six weeks after the completion of the Share Exchange Offer. For any Ordinary Shares issued as consideration in the Greek Statutory Squeeze-out, the Company intends to apply for admission and commencement of trading on ATHEX, and expects that the listing and trading of such shares on the Official List of the FCA and trading on the Main Market of the LSE will commence, as soon as practicable following completion of the Greek Statutory Squeeze-out.

(2) The Greek Statutory Sell-out will automatically terminate upon completion of the Greek Statutory Squeeze-out. As a result, the Company expects that the settlement of the Greek Statutory Sell-out will, in practice, be pre-empted by the Greek Statutory Squeeze-out. If settlement of the Greek Statutory Sell-Out is not pre-empted by the Greek Statutory Squeeze-Out, for any Ordinary Shares issued as consideration in the Greek Statutory Sell-out, the Company intends to apply for admission and commencement of trading on ATHEX, and expects that the listing and trading of such shares on the Official List of the FCA and trading on the Main Market of the LSE will commence, as soon as practicable following completion of the Greek Statutory Sell-out.

The Prospectus, as approved by the Board of Directors of the Hellenic Capital Market Commission on 26.06.2025, will be available to the public in electronic form, in accordance with article 21, par. 2, of Regulation (EU) 2017/1129, on the following websites:

- ✓ Athens Exchange: <https://www.athexgroup.gr/el/raise-capital/list/how-to/new-listed-issuers>,
- ✓ Group website: <https://www.metlengroup.com/share-exchange>,
- ✓ National Bank of Greece: <https://www.nbg.gr/el/footer/enimerwtika-deltia>,
- ✓ Piraeus Bank: <https://piraeusholdings.gr/metlen>.

In accordance with article 21 paragraph 5 of the Prospectus Regulation, the HCMC publishes on its website (http://www.hcmc.gr/el_GR/web/portal/elib/deltia) all prospectuses approved.

Holders of Existing Shares may receive additional information or clarifications by calling at the following numbers during business days and hours:

- ✓ for Retail Investors: +30 800 888 8018 (a toll-free number for landline callers in Greece), +30 211 234 0240 (a direct line that can be called from landlines, mobile and abroad),
- ✓ for Institutional Investors: +442037502973.

Athens, 26 June 2025
Metlen Energy & Metals PLC

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 Ordinary Shares except on the basis of the information contained in the Information Memorandum and the Prospectus.

*This announcement does not constitute an offer of, or the solicitation of an offer to subscribe for or buy, any Ordinary Shares to any person in any jurisdiction in which such offer or solicitation is unlawful to make such an offer or solicitation in such jurisdiction (each a "**Restricted Territory**"). This announcement does not constitute an offer to purchase, subscribe for, sell or issue or the solicitation of an offer to purchase, subscribe for, sell or issue shares in the capital of the Company in any Restricted Territory or to any person to whom it is unlawful to make such offer or solicitation. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdictions. Subject to certain exemptions, the securities referred to herein may not be offered or sold in any Restricted Territory or for the account or benefit of any national resident or citizen of any Restricted Territory.*

The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law. No action has been or will be taken by the Company to permit a public offering of any Ordinary Shares or to permit the possession or distribution of this announcement (or any other offering or publicity materials relating to the Share Exchange Offer and the Public Offering) in any jurisdiction where action for that purpose may be required. Accordingly, neither this announcement, any advertisement nor any other material relating to it may be released, published or distributed in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. No public offering of the securities referred to herein is being made in the United Kingdom, the United States or elsewhere, other than in Cyprus.

This announcement is not for publication or distribution, directly or indirectly, in whole or in part, in or into the United States of America. This announcement is not a prospectus and not an offer of securities for sale in any jurisdiction, including the United States, Australia, Canada, Japan or the Republic of South Africa. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or with any securities regulatory authority of any state or other jurisdiction of the United States, or under the applicable laws of Australia, Canada, Japan or the Republic of South Africa. The securities may not be offered or sold, directly or indirectly, into or within the United States, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. Subject to certain exceptions, the securities referred to herein may not be offered or sold in Australia, Canada, Japan, the Republic of South Africa or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada, Japan, the Republic of South Africa or elsewhere. No public offering of the securities referred to herein is being made in the United States, Australia, Canada, Japan, the Republic of South Africa or elsewhere, other than in Cyprus.

*Any offer of Ordinary Shares in any member state of the European Economic Area (the "**EEA**") other than Greece and Cyprus that has implemented the Prospectus Regulation (each a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Regulation) from the requirement to publish a prospectus for offers of shares. As a*

consequence, the Ordinary Shares may only be offered and sold in any Relevant Member State, the announcement is only addressed to and directed at persons who are “qualified investors” within the meaning of Article 2(e) of the Prospectus Regulation (“**Qualified Investors**”).

Any offer of the Ordinary Shares in the United Kingdom will be made pursuant to an exemption under the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”) from the requirement to publish a prospectus for offers of shares. As a consequence, the Ordinary Shares may only be offered and sold in the United Kingdom pursuant to an exemption under the UK Prospectus Regulation. In the United Kingdom, the announcement is being distributed only to, and is directed only at, “qualified investors” within the meaning of Regulation 2(e) of the UK Prospectus Regulation as amended and supplemented (including by the UK Prospectus Amendment Regulations 2019 and Financial Services and Market Act 2000 (Prospectus) Regulation 2019), who are also persons: (i) 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”); (ii) who are high net worth entities falling within Article 49(2)(a) to (d) of the Order; or (iii) other persons to whom it may otherwise lawfully be communicated (the “**Relevant Persons**”).

Any investment or investment activity to which this communication relates is available only to, and will be engaged in only with (i) in any Relevant Member State, the Qualified Investors and (ii) in the United Kingdom, the Relevant Persons. Any person who is not (i) in any Relevant Member State, a Qualified Investor and (ii) in the United Kingdom, a Relevant Person, should not act or rely on this communication or any of its contents.

The offering of the Ordinary Shares may be influenced by a range of circumstances, such as market conditions, and there is no guarantee that the offering will proceed to closing and that the listing will occur.