

## **INTRALOT S.A. - INTEGRATED LOTTERY SYSTEMS AND SERVICES**

### **ANNOUNCEMENT - INVITATION TO THE INVESTORS**

**THIS ANNOUNCEMENT IS NOT ADDRESSED TO, AND WILL NOT BE ACCESSED BY, PERSONS IN THE UNITED STATES OR PERSONS RESIDENT OR LOCATED IN AUSTRALIA, JAPAN, SWITZERLAND, CANADA, SOUTH AFRICA, UNITED ARAB EMIRATES, DUBAI INTERNATIONAL FINANCIAL CENTRE, QATAR, SINGAPORE, KUWAIT, BRAZIL OR ANY OTHER JURISDICTION WHERE AN EXTENSION OF THE AVAILABILITY OF THE ANNOUNCEMENT WOULD CONSTITUTE A VIOLATION OF ANY APPLICABLE LAW OR REGULATION OR WOULD REQUIRE ANY REGISTRATION OR LICENSE WITHIN SUCH JURISDICTION.**

REGARDING THE PUBLIC OFFERING IN GREECE OF NOT LESS THAN 73,500,000 AND NOT MORE THAN 94,500,000 NEW, COMMON, REGISTERED VOTING DEMATERIALIZED SHARES, WITH A NOMINAL VALUE OF €0.30 EACH OF "INTRALOT S.A. - INTEGRATED LOTTERY SYSTEMS AND SERVICES" ("INTRALOR" OR THE "COMPANY"), WHICH WILL BE ISSUED IN THE CONTEXT OF THE CASH SHARE CAPITAL INCREASE AND THE ABOLITION OF THE PRE-EMPTIVE RIGHT OF EXISTING SHAREHOLDERS, WITH THE POSSIBILITY OF A PARTIAL COVERAGE FURTHER TO THE COMPANY'S BOARD OF DIRECTORS RESOLUTION DATED 30.09.2025, IN EXERCISE OF THE AUTHORIZATION GRANTED TO IT BY THE DECISION OF THE ORDINARY GENERAL MEETING OF THE COMPANY'S SHAREHOLDERS DATED 28.08.2025 AND THE LISTING OF THE NEW SHARES OF THE COMPANY ON THE REGULATED MARKET OF THE ATHENS STOCK EXCHANGE

### **PUBLIC OFFER**

**FROM WEDNESDAY 01 OCTOBER 2025 UNTIL FRIDAY 3 OCTOBER 2025**

TRADING UNIT: TITLE OF ONE (1) SHARE

### **COORDINATORS AND COMPANY ADVISORS**



### **UNDERWRITERS**



AMBROSIA CAPITAL HELLAS



The Ordinary General Meeting of the Company's shareholders dated 28.08.2025 decided, inter alia, to grant authorization, in accordance with article 24 par. 1(b) Law 4548/2018 and valid for 12 months, to the Board of Directors of the Company:

a. to decide and proceed, with the quorum and majority provided for in the law, in the context of one or more transactions, once or repeatedly, to increase the share capital of the Company by an amount that may not exceed in total three times the paid-up share capital existing on the date of granting the said authority, i.e. to increase it by an amount of up to €543,686,058.90 (nominal value), with the issuance of up to 1,812,286,863 new common registered voting shares, with contributions in cash and/or in kind, and to determine the more

specific terms of the increase, including, but not limited to, the schedule and structure of the increase, by public offering and/or private placement, the issue and/or disposal price of the new shares, the selection of investors and the allocation criteria among the various categories of investors, the conclusion of the necessary contracts or agreements with intermediary, organizing, coordinating or managing banks and/or other investment service providers, and, more generally, to proceed with any necessary, desired or deliberate act, action, declaration and legal transaction for the implementation of the increase, including the relevant amendment of the Company's Articles of Association and the listing and trading of the new shares on the regulated market of the Athens Stock Exchange; and

b. to restrict or even abolish, at its absolute discretion with the quorum and majority provided for in the law, the pre-emptive right of existing shareholders, in accordance with the provisions of article 27 par. 4 of Law 4548/2018 in the context of the share capital increase decided by the Board of Directors in accordance with the authorization under (a) above, was approved. It will also have the option to decide that if the increase is not fully covered, there will be a possibility for a partial coverage and, furthermore, to define relevant terms and conditions for this purpose.

The Board of Directors of the Company, at its meeting of 30.09.2025, in exercise of the above authorization granted to it by the shareholders' Ordinary General Meeting in accordance with article 24 para 1(b) of Law 4548/2018, decided and approved, among others:

**I. The increase of the share capital of the Company (the "Increase"):**

(i) in part for a contribution in kind in the amount of Euro 262,112,121.90 (nominal value) through the issuance to companies Premier Entertainment Sub, LLC and PE Sub Holdings, LLC of 873,707,073 new, common, dematerialized, registered shares with voting rights of the Company with a nominal value of €0.30 and an Offer Price of €1.30 each (the "**New Contribution Shares**") (the "**Increase by Contribution**"), and

(ii) in part by payment in cash in an amount not less than €105,000,000 (nominal value) nor more than €135,000,000 (nominal value) by issuing new, common, dematerialized, registered voting shares of the Company, with a nominal value of €0.30 each, the number of which will not be less than 350,000,000 nor greater than 450,000,000 (the "**Cash Increase**"),

by abolishing the pre-emptive right of existing shareholders, and with the possibility of partial coverage.

The final number of new shares issued in the context of the Cash Increase will be calculated by dividing the total amount raised through the Combined Offering (as defined below) over the Offer Price (as defined below) of each New Combined Offering Share (as defined below), as determined by a subsequent decision of the Board of Directors.

**II. The offering of new shares of the Company from the Cash Increase (the "New Combined Offering Shares" through (i) a public offering in Greece to Retail Investors and Qualified Investors, in accordance with article 1.4.db) of Regulation (EU) 2017/1129 of the European Parliament and of the European Council (the "Prospectus Regulation"), with a duration of three (3) working days (the "Greek Public Offering"), and (ii) a private placement abroad that does not constitute a public offering (the "Institutional Offering" and together with the Greek**

Public Offering, the "**Combined Offering**") and the listing, in accordance with article 1.5.ba) of the Prospectus Regulation, of all the shares resulting from the Increase (the Contribution Shares and the Combined Offering Shares together the "**New Shares**") on the Regulated Market of the Athens Stock Exchange (the "**Listing**"), in any case subject to the applicable exemptions from the prospectus requirements.

III. The setting of a maximum offer price per New Combined Offering Share that will not exceed €1,27 (the "**Maximum Offer Price**") with the possibility for the Company to proceed to a downward revision of the Maximum Offer Price in the form of a range (the upper limit of which will not be higher than the Maximum Offer Price) and/or to set price guidance (which will not be higher than the Maximum Offer Price); in which case the Company will duly and timely inform the investing public by means of a regulatory announcement that will also be posted on the websites of the Company and the Athens Stock Exchange.

The final offer price of the New Combined Offering Shares (the "**Offer Price**") will be decided by the Board of Directors by a subsequent decision, after the expiration of the Combined Offering, in any case at a price not exceeding the Maximum Offer Price, based on the offers that will be submitted in the book-building process of the Institutional Offering. The Offer Price will be common for the Greek Public Offering and the Institutional Offering and will be notified to the Hellenic Capital Market Commission and will be published in the ATHEX Statistical Bulletin no later than the next working day after the completion of the Greek Public Offering.

The total difference between the nominal value of the New Combined Offering Shares and their Offer Price will be credited to the share premium account.

If the Cash Increase is not covered in a total amount of net funds raised of at least €350 million, resulting in the Company not being able, subject to the Company finding alternative ways of financing the remaining amount, to pay the price in cash, as provided for in the terms of the Transaction Agreement dated 18.07.2025 concluded between the Company and Bally's Corporation, the Company reserves the right to cancel the Increase, either in whole or only in the part relating to the Cash Increase.

Without prejudice to any cancellation of the Increase, as above, if the Cash Increase is not fully covered, the capital will increase up to the amount of coverage and the Board of Directors will adjust the article of the Articles of Association on share capital, in accordance with article 28 par. 2 of Law 4548/2018.

IV. Not to issue fractions of the New Shares and the New Shares resulting from the Increase to be entitled to a dividend from the profits of the current year (01.01.2025-31.12.2025) onwards, in accordance with the applicable legislation and the Company's Articles of Association, provided that the Ordinary General Meeting of the Company decides to distribute a dividend for the said fiscal year and, in addition, provided that the New Shares have been credited to the securities accounts of the beneficiaries identified through the Dematerialized Securities System managed by the Company "Hellenic Central Securitit Depository S.A.", on the dividend record date.

V. The setting of a deadline of a maximum of four (4) months from the day of registration of the decision of the Board of Directors on the Increase with the General Commercial Registry, for the payment of the Increase, in accordance with article 20 par. 2 of

Law 4548/2018, which can be completed earlier based on the described payment and certification procedure.

**VI.** The manner and procedure of making the offer Of New Combined Offering Shares.

The announcement regarding the Increase is available on the Company's website <https://www.intralot.com/gr/share-capital-increase-2025>.

#### **OFFER PRICE OF THE NEW SHARES THROUGH THE PUBLIC OFFERING**

The price per New Combined Offering Share will be determined by the Company on or about 06.10.2025, based on the offer book of the Institutional Offering, after the expiration of the Combined Offering and will be the same in the Greek Public Offering and the Institutional Offering. The Company may, at its discretion, set a price guidance (which will not be higher than the Maximum Offer Price), in which case it will duly and timely inform the investing public by means of a regulatory announcement that will also be posted on the Company's websites and the Athens Stock Exchange.

The Offer Price and will be published on the ATHEX Daily Schedule no later than the next working day after the completion of the Public Offering, i.e. on 06.10.2025.

The allocation of the New Combined Offering Shares to the investors who participated in the Greek Public Offering will be carried out as described below.

#### **PROCEDURE FOR THE DISPOSAL OF THE NEW COMBINED OFFERING SHARES IN THE GREEK PUBLIC OFFERING**

The distribution of the New Combined Offering Shares through the Greek Public Offering will be effected through the Electronic Book Building (the “**EBB**”) Service.

The Greek Public Offering and the book-building through the EBB will be carried out in accordance with Decision 34/08.03.2017 of the Steering Committee of the Athens Stock Exchange, as amended and in force (“**EBB Decision**”) and the decision of the Board of Directors of the Company dated 30.09.2025, in exercise of the authorization granted to it by the decision of the Ordinary General Meeting dated 28.08.2025. Piraeus Bank and Alpha Bank have been appointed as coordinators of the EBB process, in accordance with the provisions of the EBB Decision.

The Institutional Offering and the Greek Public Offering will be conducted in parallel. The Greek Public Offering and the EBB book-building will last three (3) working days, from Wednesday 01.10.2025 at 10:00 a.m. Greek time until Friday 03.10.2025 at 16:00 Greek time. The EBB will remain open during the Greek Public Offering from 10:00 a.m. to 17:00 Greek time except Friday 03.10.2025, during which it will end at 16:00 Greek time.

In order for the interested investor to participate in the Greek Public Offering, he/she must maintain a DSS investor's account and a securities account with the DSS or act through an Intermediary or a Registered Intermediary in accordance with the ATHEXCSD Regulation. (subject to the provisions of the Priority Allocation (as defined below)) and to submit, during the Greek Public Offering, an application for subscription for the New Combined Offering Shares corresponding to the Greek Public Offering.

By signing and submitting the application for subscription, the investor declares that he/she agrees to participate in the Greek Public Offering and undertakes to cover the New Combined Offering Shares allocated to him/her, with a minimum allowance of one (1) New Combined Offering Share and a maximum permissible limit of 73,500,000 New Combined Offering Shares offered for cash and initially allocated to the Greek Public Offering, (on the basis of the lowest number of shares), against payment of the corresponding amount. For the purposes of submitting the subscription application, the value of the subscription for investors is defined as the number of New Combined Offering Shares requested multiplied by the Maximum Offer Price. The final number of New Combined Offering Shares that may be allocated to investors participating in the Greek Public Offering depends, subject to the Priority Allocation (as defined below) where applicable, on the final number of New Combined Offering Shares to be allocated to the Institutional Offering and the Greek Public Offering as well as the Offer Price.

The subscription application for the New Combined Offering Shares must include the Investor's Share account number, the Securities Account, while in the event that any of these numbers is incorrect, the investor will be excluded from the allocation of New Combined Offering Shares.

Investors are invited to consult the section "*Procedure for the Disposal of New Combined Offering Shares in the Greek Public Offering*" section of the Document (as defined below) (only available in Greek) for more information on the proper submission of their applications and the obligations they undertake under them.

Amendment or cancellation of an application for subscription to cover New Combined Offering Shares is possible during the Greek Public Offering, following a procedure similar to the initial submission. If the subscription application is not duly completed, based on the terms of participation in the Greek Public Offering and the EBB Decision, the subscription application will not be accepted and will be considered as not submitted and the interested investor will be excluded from the allocation of New Combined Offering Shares.

In order for the Existing Shareholders (as defined below) participating in the Greek Public Offering to receive a preferential allocation of New Combined Offering Shares, based on the Priority Allocation mechanism (as defined below), they must submit an application for subscription which will indicate, inter alia, the securities account in the DSS in which they hold in their name and through which they hold shares of the Company on the Record Date. and the details of the investor included in the electronic records of the ATHEXCSD on the Record Date must be identical to the information mentioned in the registration application. In case an existing shareholder holds shares in more than one securities accounts, then he must submit separate subscription applications for each of them, in order to participate in the Priority Allocation for the shares held in each of these securities accounts. It is noted that in the event of an application for registration of Existing Shareholders through omnibus accounts, each Participant and Registered Intermediary in which the relevant collective account is held, accepts full responsibility for ensuring the implementation of the allocation of the New Combined Offering Shares to its clients in accordance with the terms of the Greek Public Offering, as it will result through the EBB process

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

Retail Investors will submit the registration applications through the Coordinators and Company Advisors, the Placement Agents, as well as the EBB Members, and the Participants who hold their securities accounts with the DSS and who cooperate with the EBB Members for the submission of registration applications.

In order to participate in the Greek Public Offering, Retail Investors must provide their identity card or passport, their tax identification number and the printout of the details of the ATHEXCSD. (DSS).

Applications for registration of Retail Investors are accepted, provided that the equivalent price of the application has been paid, in cash or by bank cheque, or the equivalent amount has been blocked in any kind of bank deposit accounts of Retail Investors or bank accounts of clients held in the context of the provision of investment services and in which they appear as beneficiaries or co-beneficiaries. Following the allocation of the New Combined Offering Shares in the context of the Greek Public Offering, amounts deposited or committed for each Retail Investor, in accordance with the above but not used, are returned interest-free to the beneficiaries or released, as the case may be.

## **PROCEDURE FOR THE PARTICIPATION OF QUALIFIED INVESTORS IN THE PUBLIC TENDER**

In order to participate in the Greek Public Offering, interested Qualified Investors should contact the Coordinators and Company Advisors, i.e., Piraeus Bank and Alpha Bank and the Placement Agents, i.e., Optima Bank, CrediaBank, Ambrosia Capital Hellas S.A. and Euroxx Securities S.A. in order to submit a relevant subscription application without committing the corresponding amount of money. The amount corresponding to the value of the New Combined Offering Shares, which will ultimately be allocated to each Qualified Investor who submitted a timely and proper subscription application, must have been paid to the account of ATHEXCSD. until 11:00 hours of the second working day from the allocation of the New Combined Offering Shares, in accordance with the provisions of the EBB Decision. The Coordinators, in cooperation with the Company, may, at their sole discretion, extend the said time limit within the same day.

Qualified Investors may participate in the Greek Public Offering and the Institutional Offering at the same time. For the avoidance of doubt, the Priority Allocation for Existing Shareholders is provided only in the Greek Public Offering (see more details below).

## **PROCEDURE FOR THE ALLOCATION OF THE PUBLIC OFFERING**

Following the completion of the Greek Public Offering, the determination of the Offer Price, the final number of New Combined Offering Shares to be issued, as well as the final number of New Combined Offering Shares to be offered through the Greek Public Offering based on the above, the allocation of the New Combined Offering Shares to the investors who participated in the Greek Public Offering will be carried out as described below:

Specifically, in the Greek Public Offering only, a priority allocation mechanism of New Combined Offering Shares will be applied in favor of the existing shareholders of the Company (the “**Existing Shareholders**”), over, at most, the maximum number of New Combined Offering Shares initially allocated to the Greek Public Offering, in proportion to their participation in the

Company's existing share capital (the "**Priority Allocation**") held on Record Date. It is clarified that in the event that the final number of New Combined Offer Shares that will ultimately be allocated to the Greek Public Offering is less than the above maximum number, the Existing Shareholder will be entitled to participate in the Priority Allocation over this final number. Existing Shareholders participating in the Institutional Offering are not eligible for Priority Allocation. More information on Priority Allocation can be found in the Document (as defined below).

It is noted that the Priority Allocation mechanism does not constitute a pre-emptive right within the meaning of article 26 of Law 4548/2018, and is not subject to negotiation or transfer in any way.

Following the Priority Allocation, any subscriptions of the Existing Shareholders who participated in the Greek Public Offering and which may not have been satisfied (i.e. in the case of Existing Shareholders who have subscribed to the Greek Public Offering for a number of New Combined Offering Shares greater than the number attributable to them as above), will be added to the subscriptions of new investors and will be satisfied pro rata, to the extent that there are still unsubscribed New Combined Offering Shares available through the Greek Public Offering.

Where applicable, the number of New Combined Offering Shares allotted to each investor in the Greek Public Offering (if it is a decimal place) will be rounded to the nearest lowest whole number, while in the event that as a result of such rounding there are unallocated New Combined Offering Shares corresponding to the Greek Public Offering, one New Combined Offering Share will be allocated to investors who have, per investor, the largest fraction of unallocated New Combined Offering Shares in the Greek Public Offering. In the event that two or more investors have the same unsatisfied amount of New Combined Offering Shares, priority will be given to investors who submitted their application for registration in the Greek Public Offering earlier.

Furthermore, in case of partial coverage of the above New Combined Offering Shares, all subscription applications validly submitted by both the new investors and the Existing Shareholders (who have submitted an application for subscription for a number of New Combined Offering Shares in excess of their corresponding percentage in accordance with the Priority Allocation) will be fully satisfied. in the context of the Greek Public Offering.

The delivery of the New Combined Offering Shares is effected upon their final registration in the Securities Accounts of the beneficiaries, which will be announced by the Company in the ATHEX Statistical Bulleting and the Company's website, at least one (1) business day prior to the commencement of trading of the New Combined Offering Shares on the Athens Stock Exchange.

Following the finalization of the number of New Combined Offering Shares to be acquired by each Retail Investor as well as the Offer Price, any excess blocked amount will be returned to the beneficiary by releasing the corresponding amounts and simultaneously debiting the deposit account for the equivalent amount of the value of the New Combined Offering Shares allocated to the Retail Investor. The blocked deposit amounts are subject to the terms of the initial deposit (deadline, interest rate, etc.) until their release.

## AVAILABILITY OF A DOCUMENT

Information on the Company, the Greek Public Offering, the Offer Price, the procedure for participation in the Public Offer as well as the manner in which the New Shares are to be disposed of are included in the document prepared in accordance with Annex IX ("**Document**") to the Prospectus Regulation, for the purpose of Article 1.4.db) and Article 1.5.ba) of the Regulation on the Public Offering. Offering and Listing of the New Shares on the Athens Stock Exchange.

It is noted that the Document does not constitute a prospectus within the meaning of the Regulation and has not been subject to review and approval by the Hellenic Capital Market Commission. It is also noted that for the Public Offering and the Listing of the New Shares on the Main Market of the Regulated Market of the Athens Stock Exchange, no prospectus has been published, nor will it be published, due to the application of the provisions of articles 1 par. 4 (db) and 1 par. 5 (ba) of the Regulation, Exceptions. The Document has been prepared in accordance with Article 1.4.db) and Article 1.5.ba) of the Regulation, and the requirements set out in Annex IX of the Regulation. Investors should make their own assessment as to the suitability of the investment in the New Combined Offering Shares. Investors of the Intralot shares are advised to consult all financial information and announcements published by the Company, which are available on its corporate website (<https://www.intralot.com/gr/share-capital-increase-2025https://www.idealholdings.gr/el/>) and the website of the Athens Stock Exchange (<https://www.athexgroup.gr/el>).

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

- of the Athens Stock Exchange: <https://www.athexgroup.gr/el/market-data/informative-material>
- of the Company: <https://www.intralot.com/gr/share-capital-increase-2025> ,
- of Piraeus Bank: <https://www.piraeusholdings.gr/intralot2025> ,
- of Alpha Bank: <https://www.alpha.gr/el/idiotes/ependuseis/xrimatistiriakes-upiresies/enimerotika-deltia> ,
- of Optima Bank: <https://www.optimabank.gr/business/investment-banking/enimerotika-pliroforiaka-deltia> ,
- of CrediaBank: <https://www.atticabank.gr/el/individuals/investment-products/#enimerotika-kai-pliroforiaka-deltia> ,
- of Ambrosia Capital Hellas S.A.: <https://ambrosiacapital.gr/intralot-2025/> , and
- of EUROXX Securities S.A.: [https://www.euroxx.gr/gr/content/article/intralot\\_2025](https://www.euroxx.gr/gr/content/article/intralot_2025)

In addition, during the Public Offering period, a copy of the Document will be provided in electronic form to any potential investor, upon request and free of charge, by the Company Piraeus Bank, Alpha Bank, Optima Bank, CrediaBank, Ambrosia Capital Hellas Securities S.A. and EUROXX Securities S.A.

## TIMETABLE

Below is the expected timetable for the completion of the Public Offering and the Listing of the New Shares of the Company on the Regulated Market of the Athens Stock Exchange:

| Date       | Fact                                                                                                                                                                                                                                                                                                                                                                                                                        |
|------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 30.09.2025 | Submission of the Document to the HCMC                                                                                                                                                                                                                                                                                                                                                                                      |
| 30.09.2025 | Record Date                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 30.09.2025 | Publication of the Document on the Athens Stock Exchange and the Company's websites, the Coordinators and Company Advisors and the Placement Agents                                                                                                                                                                                                                                                                         |
| 30.09.2025 | Publication of the announcement for the invitation to investors and the commencement of the Greek Public Offering                                                                                                                                                                                                                                                                                                           |
| 01.10.2025 | Commencement of the Greek Public Offering                                                                                                                                                                                                                                                                                                                                                                                   |
| 03.10.2025 | End of the Greek Public Offering                                                                                                                                                                                                                                                                                                                                                                                            |
| 06.10.2025 | Announcement of the Offer Price                                                                                                                                                                                                                                                                                                                                                                                             |
| 08.10.2025 | Free-up of retail investors' funds and payment of allocated shares by qualified investors                                                                                                                                                                                                                                                                                                                                   |
| 08.10.2025 | Decision of the Board of Directors regarding the certification of the payment to the Company of the funds raised in the context of the Increase in so far as it concerns the Increase by Contribution from the Board of Directors of the Company, and in so far as it concerns the Cash Increase with a report by a certified auditor, accountant or auditing firm, under the care of the Board of Directors of the Company |
| 08.10.2025 | Announcement regarding the outcome of the Combined Offering on the ATHEX Statistical Bulletin and the Company's website                                                                                                                                                                                                                                                                                                     |
| 08.10.2025 | Approval by the competent committee of the Athens Stock Exchange of the admission to trading of the New Shares                                                                                                                                                                                                                                                                                                              |
| 08.10.2025 | Announcement regarding the date of commencement of trading of the New Shares on the Daily Statistical Bulletin of the Athens Stock Exchange and on the Company's website                                                                                                                                                                                                                                                    |
| 09.10.2025 | Commencement of trading of the New Shares                                                                                                                                                                                                                                                                                                                                                                                   |

It is noted that the above timetable depends on several unpredictable factors and may change. In this case, there will be information to the investing public on the ATHEX and the Company's website.

For more information, shareholders can contact the Company's Shareholder Services Department, at the emails [tsagalakis@intralot.com](mailto:tsagalakis@intralot.com) and [mandilas@intralot.com](mailto:mandilas@intralot.com) to the attention of Mr. Michael Tsagalakis and Mr. Antonios Mandylas tel. +302106156000.

**Peania, 30.09.2025**

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## 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 New Combined Offering Shares except on the basis of the information contained in the Document.

This announcement has been prepared for information purposes only and does not constitute or form a part of any offer of securities for sale or solicitation of an offer to purchase or subscribe for securities in any jurisdiction in which such offers or sale are unlawful, including the United States, Japan, Switzerland, Canada, South Africa, United Arab Emirates, Dubai International Financial Centre, Qatar, Singapore, Kuwait, Brazil, or in any jurisdiction in which such offers or sales are unlawful or constitute a breach of any applicable regulations (the “Excluded Territories”). The New Combined Offering 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 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 New Combined Offering 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 securities in the United States. Further, the New Combined Offering 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 New Combined Offering 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.

Any offer of New Combined Offering Shares in any member state of the European Economic Area (the “EEA”) (each a “Member State”) (with the exception of Greece) will be made pursuant to an exemption under 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 (together with any related implementing and delegated regulations, the “Prospectus Regulation”) from the requirement to publish a prospectus for offers of shares. As a consequence, the New Combined Offering Shares may only be offered and sold in any Member State pursuant to an exemption under the Prospectus Regulation. In any member state of the EEA, other than Greece, that has implemented the Prospectus Regulation (each a “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 New Combined Offering 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 New Combined Offering 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 the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 as amended (the “Order”); (ii) who are high net worth bodies corporate, unincorporated associations and partnerships or the trustee of high value trusts falling within Article 49(2)(a) to (d) of the Order; or (iii) other persons to whom it may otherwise lawfully be communicated.

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