

ANNOUNCEMENT

APPROVAL OF THE METLEN ENERGY & METALS PLC REQUEST TO COMPULSORILY ACQUIRE THE REMAINING ORDINARY REGISTERED SHARES OF METLEN ENERGY & METALS S.A.

07.08.2025

1. In accordance with Article 2 of the decision 1/644/22.4.2013 ("**Decision 1/644**") of the Board of Directors of the Hellenic Capital Market Commission ("**HCMC**"), Metlen Energy & Metals PLC ("**Metlen PLC**") announces that, on 07.08.2025, the Board of Directors of the HCMC approved Metlen PLC's written request made on 04.08.2025 in relation to the exercise of its right pursuant to Article 27 of Law 3461/2006 (the "**Law**") to compulsorily acquire (the "**Right of Squeeze-Out**") the remaining ordinary registered shares, each having a nominal value of €0.97 (each a "**Metlen S.A. Share**") issued by Metlen Energy & Metals S.A. ("**Metlen S.A.**"), which Metlen PLC has not acquired through the voluntary share exchange tender offer it submitted on 25.06.2025 in accordance with the Law (the "**Tender Offer**"), in consideration for newly issued Euro denominated ordinary registered shares, each having a nominal value of €11.00 issuable by Metlen PLC (the "**Consideration Shares**").

The above approval of the Board of Directors of the HCMC was notified to Metlen PLC on 07.08.2025, while 25.08.2025 was set as the date on which trading of the Metlen S.A. Shares on the Athens Exchange ("**ATHEX**") will cease. As of the same date, the ability to exercise the sell-out right pursuant to Article 28 of the Law will also cease, due to the end of trading of the Metlen S.A. Shares.

2. At the end of the trading session on the ATHEX on 07.08.2025, the Right of Squeeze-Out relates to the acquisition of 14,083,937 Metlen S.A. Shares (the "**Relevant Shares**"), corresponding to c. 9.84% of the total share capital and voting rights of Metlen S.A., in consideration for, at the election of the relevant holder of Relevant Shares, either one Consideration Share for each Relevant Share, or payment of €39.62 in cash per Relevant Share (the "**Cash Alternative**").

It is noted that Metlen PLC will assume payment of the clearing duties in favour of the Hellenic Central Securities Depository S.A., which would otherwise be payable by the holders of Relevant Shares.

3. The following are noted in connection with the Right of Squeeze-Out:

- (a) In the context of the Right of Squeeze-Out, the holders of Relevant Shares will be entitled to elect to receive Consideration Shares in book-entry form through either CREST or the Greek Dematerialised Securities System ("**DSS**").
- (b) In the context of the Right of Squeeze-Out, the holders of Relevant Shares will be entitled to elect to receive Consideration Shares in book-entry form through either CREST or the Greek Dematerialised Securities System ("**DSS**").
- (c) To be able to elect to receive either Consideration Shares or the Cash Alternative pursuant to the Right of Squeeze-Out, the holders of Relevant Shares should promptly instruct and authorise their participant/intermediary at the DSS (each a "**DSS Participant/Intermediary**") to proceed with all necessary actions to receive on their behalf the type of consideration, which they will have elected at the Right of Squeeze-Out process. A relevant election form will be made available to the holders of Relevant Shares through the DSS Participants/Intermediaries.
- (d) If, in the context of the Right of Squeeze-out, a holder of Relevant Shares:
 - (i) Has not elected to receive the Cash Alternative or Consideration Shares through either CREST or the DSS, such holder shall receive Consideration Shares, which will be initially credited to the securities account of the Greek Consignments Deposits and Loans Fundat the DSS.
 - (ii) Has elected to receive Consideration Shares at CREST but failed to either make promptly the necessary arrangements with such holder's participant at CREST to receive such shares through CREST, or to provide or to timely provide the required information or documents to be able to do so, or such information or documents are erroneous or incomplete, such holder will initially receive Consideration Shares in certificated form.

Important Notices

*No person receiving a copy of this announcement or of any other document or material relevant to the Tender Offer or the Right of Squeeze-Out (the "**Relevant Documents**") in any jurisdiction outside the Hellenic Republic may treat any such document as if it constituted a solicitation or offer to such person and under no circumstances may such person use any Relevant Document if, in the relevant jurisdiction, such solicitation or offer may not be lawfully made to such person or if such Relevant Document may not be lawfully used without breaching any legal requirements. In those instances, any such Relevant Document is sent for information purposes only.*

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