

## PRESS RELEASE

Regulated information – Inside information

Almere, The Netherlands – 15 June 2020, 17.40 CEST

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE UNLAWFUL.

# Alfen N.V. announces the issuance and placement of up to 1,500,000 new ordinary shares via an accelerated book building offering

- Equity offering by way of an accelerated bookbuild for up to 1,500,000 new ordinary shares, i.e. up to 7.5% of the Company's issued share capital.
- The Company intends to raise additional funds in order to further strengthen its leading position as a provider of energy solutions in the field of electric vehicle charging, energy storage and smart grid solutions.
- Joh. Berenberg, Gossler & Co.KG ("Berenberg") is acting as Sole Global Coordinator and Sole Bookrunner in the Offering.

Today, Alfen N.V. ("Alfen" or the "Company") announced the launch of an issuance of up to 1,500,000 new ordinary shares (the "New Shares"), representing up to 7.5% of the Company's issued share capital, to qualified investors by means of an accelerated bookbuilding process (the "Offering").

The proposed Offering will be executed by way of a private placement of the New Shares with exclusion of pre-emption rights. The New Shares will be issued by the Company's management board, with the approval of the supervisory board, under the existing designation of the management board by the general meeting of the Company to issue shares and to exclude pre-emptive rights of existing shareholders in relation thereto.

The bookbuilding process will commence with immediate effect. The order book is expected to close on 16 June 2020 prior to the start of trading, although the Company reserves the right to close the order book at any earlier time.

The expected net proceeds from the offering will be used to further strengthen Alfen's leading position as a provider of energy solutions in the field of electric vehicle charging, energy storage and smart grid solutions.

The additional funds will allow the Company to fund investments and net working capital in conjunction with the build-up of its capacity, stronger market penetration in an increasing number of geographies and research & development for further innovation. The proceeds will also provide Alfen with sufficient financial flexibility to seize potential investment opportunities to further support its growth strategy.

The New Shares will be offered exclusively to qualified investors in the European Economic Area ("EEA"), Switzerland and the United Kingdom. The New Shares will only be offered and sold outside the United States in accordance with Regulation S under the US Securities Act of 1933, as amended. The offer price of the New Shares (the "Offer Price") will be determined following an accelerated bookbuild and will be announced upon completion of the bookbuilding process.

The final number of New Shares and the final Offer Price will be announced by the Company as soon as possible after closing of the bookbuilding in a press release which is expected to be published before market open on 16 June 2020, subject to acceleration. Admission to listing and trading of the New Shares (on an "as-if-and-when-issued basis") on Euronext Amsterdam is expected to take place on 19 June 2020. Delivery of the New Shares is envisaged for 19 June 2020 (the "Closing Date"). The New Shares will rank pari passu in all respects with the existing shares of the Company with the ISIN NL0012817175.

Alfen agreed to a 90 days lock-up period following the transaction, subject to customary exceptions.

No prospectus is required and no such prospectus or similar document will be published in connection with the Offering.

Berenberg is acting as Sole Global Coordinator and Sole Bookrunner in the Offering.

#### **About Alfen:**

Netherlands-based Alfen is operating internationally in the heart of the energy transition, as a specialist in energy solutions for the future. With over 80-years' history, Alfen has a unique combination of activities. Alfen designs, develops and produces smart grids, energy storage systems, and electric vehicle charging equipment and combines these in integrated solutions to address the electricity challenges of its clients. Alfen has a market leading position in the Netherlands and experiences fast international growth benefitting from its first mover advantage. For further information see Alfen's website at: [www.alfen.com](http://www.alfen.com).

#### **For more information:**



Mr. Adriaan van Tets

Investor Relations Manager

ir@alfen.com

+31 36 526 0019

### Disclaimer

This is a public announcement by Alfen N.V. pursuant to section 17 of the European Market Abuse Regulation (596/2014).

The information contained in this announcement is for information purposes only and is not intended to constitute, and should not be construed as, an offer to sell or subscribe for, or the announcement of a forthcoming offer to sell or subscribe for, or a solicitation of any offer to buy or subscribe for, or the announcement of a forthcoming solicitation of any offer to buy or subscribe for, ordinary shares in the share capital of Alfen N.V. (the “Company” or “Alfen”, and such shares, the “Securities”) in any jurisdiction, including the United States of America (the “United States”), Australia, Canada, Japan and South Africa. No offer to sell or subscribe for Securities, or announcement of a forthcoming offer to sell or subscribe for Securities, or solicitation of any offer to buy or subscribe for Securities, or announcement of a forthcoming solicitation of any offer to buy or subscribe for, Securities will be made in the United States or in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of such jurisdiction, and the distribution of this communication in such jurisdictions may be similarly restricted or unlawful. Persons into whose possession this communication comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the security laws of any such jurisdiction. This announcement is not for publication or distribution, directly or indirectly, in or into the United States. This announcement is not an offer of securities for sale into the United States. The Securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States, absent registration or an applicable exemption from registration. No public offering of securities is being made in the United States.

Neither this announcement nor any copy of it may be taken or transmitted, directly or indirectly, into the United States, Australia, Canada, Japan, South Africa, or any other jurisdiction in which such release, publication or distribution would be unlawful. This announcement does not constitute or form part of any offer or invitation to sell, or any solicitation of any offer to purchase or subscribe nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefore. The distribution of this announcement and other information in connection with the envisaged private placement may in certain jurisdictions be restricted by law and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any

such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Company has not authorised any offer to the public of Securities in any Member State of the European Economic Area or the United Kingdom. With respect to any Member State of the European Economic Area and the United Kingdom (each a “Relevant Member State”), no action has been undertaken or will be undertaken to make an offer to the public of Securities requiring publication of a prospectus in any Relevant Member State. As a result, the Securities may only be offered in Relevant Member States: (i) to any legal entity which is a “qualified investor” as defined in the Prospectus Regulation; or (ii) in any other circumstances falling within Article 1(4) of the Prospectus Regulation; provided that no such offer of Securities shall result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Regulation and each person who initially acquires Securities or to whom any offer is made will be deemed to have represented, warranted and agreed to and with the Company that it is a “qualified investor” within the meaning of the Prospectus Regulation. For the purpose of this paragraph, the expression “offer of securities to the public” means the communication in any form and by any means of sufficient information on the terms of the Offering and the Securities to be offered so as to enable the investor to decide to purchase or subscribe for the Securities and the expression “Prospectus Regulation” means Regulation (EU) 2017/1129 and includes any relevant delegated regulations. Any such investor will also be deemed to have represented and agreed that any Securities acquired by it in the contemplated offering of Securities have not been acquired on behalf of persons other than such investor. This announcement is not an advertisement within the meaning of the Prospectus Regulation and does not constitute a prospectus.

In the United Kingdom, this announcement and any other materials in relation to the Securities is only being distributed to, and is only directed at, and any investment or investment activity to which this relates is available only to, and will be engaged in only with, persons who are “qualified investors” (as defined in section 86(7) of the UK Financial Services and Markets Act 2000, as amended) and who are (i) persons having professional experience in matters relating to investments who fall within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (“Financial Promotion”) Order 2005 (the “Order”); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as “relevant persons”). Persons who are not relevant persons should not take any action on the basis of this document and should not act or rely on it. No action has been taken by the Company that would permit an offer of Securities or the possession or distribution of this announcement or any other offering or publicity material relating to such Securities in any jurisdiction where action for that purpose is required.

This press release may include statements that are or may be deemed to be, “forward-looking statements”. All statements other than statements of historical facts may be forward-looking statements. These forward-looking statements may be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will” or “should” or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect Alfen’s current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and

assumptions relating to Alfen's business, results of operations, financial position, liquidity, prospects, growth or strategies. Forward-looking statements reflect the current views of Alfen and assumptions based on information currently available to Alfen. Forward-looking statements speak only as of the date they are made, and each of Alfen and Berenberg and their respective affiliates expressly disclaims any obligation to update, review or revise such statements whether as a result of new information, future developments or otherwise, except as required by law.

Berenberg is acting exclusively for the Company and no-one else in connection with any offering of Securities and will not regard any other person as its clients in relation to such offering and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the transactions, the contents of this announcement or any other matter referred to herein. None of Berenberg or any of its affiliates or any of its respective directors, personally liable partners, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted) or any other information relating to the Company or its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. Accordingly, Berenberg and its affiliates expressly disclaim, to the fullest extent permitted by applicable law, all and any liability, whether arising in tort or contract or that they might otherwise be found to have in respect of this announcement and/or any such statement.

In connection with the Offering, Berenberg and any of its affiliates, may take up a portion of the New Shares in the Offering as a principal position and in that capacity may retain, purchase, sell, offer to sell for its own accounts such New Shares and other securities of the Company or related investments in connection with the Offering or otherwise. In addition, Berenberg and any of its affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which Berenberg and any of its affiliates may from time to time acquire, hold or dispose of shares in the capital of the Company or other securities of the Company. Berenberg does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the New Shares subject of the Offering have been subject to a product approval process, which has determined that such New Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, "distributors" (for the purposes of the MiFID II Product Governance Requirements) should note that: the price of the New Shares may decline and investors could

lose all or part of their investment; the New Shares offer no guaranteed income and no capital protection; and an investment in the New Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the New Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the New Shares and determining appropriate distribution channels.