

NOT FOR PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA CANADA OR JAPAN OR IN OR INTO ANY OTHER JURISDICTION WHERE SUCH PUBLICATION OR DISTRIBUTION WOULD BE UNLAWFUL. FURTHER RESTRICTIONS APPLY.



Publication of inside information pursuant to Article 17 MAR

6 April 2022
Berlin, Germany

Enapter AG ("**Enapter**") announces that the Management Board and the Supervisory Board of Enapter plan a capital increase by issuing new shares ("**New Shares**") under granting subscription rights ("**Offer**") to the shareholders. The total volume of the capital increase will be divided into two tranches. One part with a volume of at least EUR 30 million is intended for a private placement with institutional investors. A second part with a volume of up to EUR 70 million is intended for subscription by strategic investors with whom Enapter is in advanced negotiations on co-operation agreements. BluGreen Company Limited, the majority shareholder of Enapter with a stake of approximately 71.5% of the share capital, has committed itself in a backstop agreement to participate in the capital increase with an amount of up to EUR 15 million as far as the shares - apart from the shares intended for the strategic investors - are not subscribed otherwise. To enable the pre-placement and the allocation to strategic investors, the major shareholder waives the exercise of its subscription rights. The offer price will be at least EUR 19.00 and at maximum EUR 21.00 per New Share. The number of shares offered in the rights offering and for the capital increase as a whole will be determined and published after the close of the bookbuilding (expected for April 7, subject to early closing).

The net proceeds from the offering will be used primarily for the financing:

- Construction of the Enapter Campus in Saerbeck, Germany, which will comprise a dedicated manufacturing facility for mass production and extensive R&D facilities;
- working capital for the operating business and G&A expenses and other general corporate purposes

Enapter will offer the New Shares contemplated for the Pre-Placement through an accelerated bookbuilding process to qualified institutional buyers outside the United States pursuant to Regulation S under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and to qualified institutional buyers in the United States in reliance on Section 4(a)(2) of the Securities Act or any other applicable exemption from the registration requirements of the Securities Act. The pre-placement is expected to be settled on April 11, 2022. The rights

offering is expected to commence in mid-May 2022 and is subject to the approval and publication of the required securities prospectus. For the pre-placement, First Berlin Securities Brokerage GmbH is acting as Sole Global Coordinator and Joint Bookrunner with Clarksons Platou Securities AS as Joint Bookrunner.

End of public disclosure under MAR Article 17

Additional Information

About Enapter AG:

Enapter is an award-winning energy technology company producing highly efficient hydrogen generators to replace fossil fuels. Its patented and proven Anion Exchange Membrane (AEM) technology allows for the mass production of low-cost, plug-&-play electrolyzers for green hydrogen at any scale. The modular systems are used in 47 countries in sectors like energy, mobility, industry, heating and telecommunications.

Company Contacts

Enapter AG · Reinhardstr. 35 · 10117 Berlin

info@enapterag.de · <https://enapterag.de/en/>

IMPORTANT INFORMATION

This communication constitutes neither an offer to sell nor a solicitation to buy securities. Any public offering (in Germany) will be made solely by means of, and on the basis of, a securities prospectus which is to be published. An investment decision regarding the publicly offered securities of ENAPTER AG should only be made on the basis of the securities prospectus. The securities prospectus will be published promptly upon approval by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht* – "**BaFin**"), and will be available at no charge on <https://enapterag.de/investor-relations/>.

There will be no public offering of securities of ENAPTER AG in the United States of America. The securities of ENAPTER AG referred to herein have not been and will not be registered under the Securities Act and may not be offered or sold in the United States absent registration under the Securities Act, or in a transaction exempt from, or not subject to, the registration requirements under the Securities Act. Neither ENAPTER AG nor any other party to the transaction described herein intends to register the securities described herein under the Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States of America in connection with this announcement.

In the United Kingdom, such information may be distributed only and is directed only at (i) professional investors within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended ("**Order**"), or (ii) high net worth companies falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to herein as "**Relevant Persons**"). The securities are available only to Relevant

Persons and any invitation, offer or agreement to subscribe for, purchase or otherwise acquire such securities will be engaged in only with Relevant Persons. Any person who is not a Relevant Person should not act or rely on this announcement or its contents.

This communication is not, and does not purport to be, a document containing disclosure to investors for the purposes of Part 6D.2 or 7.9 of the Australian Corporations Act 2001 (Cth) ("**Corporations Act**"). In respect of offers or invitations received in Australia, securities may only be issued or sold if the consideration payable by the relevant purchaser is a minimum of A\$500,000 or its foreign currency equivalent (disregarding amounts, if any, lent by the Issuer or other person offering securities or its associates (within the meaning of those expressions in Part 6D.2 of the Corporations Act)) unless the issue or sale is otherwise in circumstances such that by virtue of the Corporations Act no disclosure is required to be made under Part 6D.2 or Part 7.9 of the Corporations Act.

In Member States of the European Economic Area ("**EEA**"), this announcement is directed only at persons who are "qualified investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129.