

NOT FOR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS ANNOUNCEMENT. OTHER RESTRICTIONS APPLY (SEE “OFFER, SOLICITATION AND DISTRIBUTION RESTRICTIONS” BELOW).

DTEK ANNOUNCES RESULTS OF TENDER OFFER AND CONSENT SOLICITATION

11 October 2023

Reference is made to the Tender Offer and Consent Solicitation announced by DTEK Holdings Limited (the “**Offeror**”) and DTEK Energy B.V. (the “**Issuer**”) on 12 September 2023, relating to the 7.0/7.5% Senior Secured PIK Toggle Notes due 2027, originally issued by DTEK Finance plc, with DTEK Energy B.V. as successor issuer to DTEK Finance plc (ISIN: XS2342930521) (the “**Notes**”).

The Tender Offer and Consent Solicitation were made on the terms and subject to the conditions contained in the amended and restated tender offer and consent solicitation memorandum dated 25 September 2023, which was further amended on 5 October 2023 (the “**Tender Offer and Consent Solicitation Memorandum**”). Capitalised terms used in this announcement but not otherwise defined have the meanings given to them in the Tender Offer and Consent Solicitation Memorandum.

Final Results of the Tender Offer

The Offeror, in consultation with the Tender and Tabulation Agent, has determined that tenders representing Notes in the aggregate principal amount of U.S.\$82,347,384 will be accepted for purchase. The sum of all Purchase Price Payments equals U.S.\$50,000,000.

The Settlement Date is on or about 30 October 2023.

Following the settlement of the Tender Offer, the aggregate principal amount of Notes outstanding will be U.S.\$1,496,874,012 (of which U.S.\$353,577,019.35 will be held by the Group and will not be outstanding for the purposes of the Indenture).

Notes that have not been tendered and accepted for purchase by the Offeror pursuant to the Tender Offer will remain outstanding and will remain subject to the terms and conditions of such Notes.

Results of the Consent Solicitation

Taking into account the foregoing results of the Tender Offer (including the Tender Instructions provided on the basis that the Consent is to be revoked for any of the Notes not accepted in the Tender Offer), the Issuer announces that the Requisite Consents have been obtained. The Issuer delivered to the Trustee today an Officers’ Certificate, accompanied by the Tabulation Agent Certificate, confirming that such Requisite Consents have been received and accepted by the Issuer, and, accordingly, the Effective Time has now occurred.

The Issuer and the Trustee have executed today the Supplemental Indenture implementing the Proposed Amendments. The Proposed Amendments have now become effective.

If you need further information about the Tender Offer or the Consent Solicitation, please contact the Tender and Tabulation Agent, the Offeror or the Issuer.

Contact Details:

THE TENDER AND TABULATION AGENT

GLAS Specialist Services Limited

Telephone: +44 (0) 20 3597 2940

Attention: DCM Liability Management – DTEK Tender and Consent

Email: lm@glas.agency

THE ISSUER

DTEK Energy B.V.

Strawinskyalaan 1531, Tower B, Level 15, grid TB-15-046/089
1077XX, Amsterdam, the Netherlands

THE OFFEROR

DTEK Holdings Limited

Themistokli Dervi, 3, Julia House
1066 Nicosia, Cyprus

DISCLAIMER

This announcement must be read in conjunction with the Tender Offer and Consent Solicitation Memorandum. No offer or invitation to acquire or exchange any securities is being made pursuant to this announcement. This announcement and the Tender Offer and Consent Solicitation Memorandum contain important information, which must be read carefully before any decision is made with respect to the Tender Offer and Consent Solicitation. If any Noteholder is in any doubt as to the action it should take, it is recommended to seek its own legal, tax and financial advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent financial adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to participate in the Tender Offer or Consent Solicitation. None of the Offeror, the Issuer, the Tender and Tabulation Agent, the Trustee or their respective directors, employees or affiliates makes any recommendation as to whether Noteholders should tender their Notes or otherwise participate in the Consent Solicitation and none of the Offeror, the Issuer, the Tender and Tabulation Agent or the Trustee will have any liability or responsibility in respect thereto.

This announcement is released by the Offeror and the Issuer and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (“**MAR**”), encompassing information relating to the Tender Offer and Consent Solicitation described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by the Directors of the Offeror and the Issuer.

Offer, Solicitation and Distribution Restrictions

European Economic Area

In any member state of the European Economic Area (a “**EEA Member State**”), this announcement is only addressed to and is only directed at qualified investors within the meaning of Article 2(e) of Regulation (EU) 2017/1129, as amended in that EEA Member State.

Italy

Neither this announcement nor any other documents or materials relating to the Tender Offer or the Consent Solicitation have been or will be submitted to the clearance procedure of the *Commissione Nazionale per le Società e la Borsa* (CONSOB) pursuant to Italian laws and regulations.

The Tender Offer and the Consent Solicitation are being carried out in the Republic of Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the “**Financial Services Act**”) and article 35-bis, paragraph 4 of

CONSOB Regulation No. 11971 of 14 May 1999, as amended (the “**Issuers’ Regulation**”). The Tender Offer and the Consent Solicitation are also being carried out in compliance with article 35-bis, paragraph 7 of the Issuers’ Regulation.

A holder of Notes located in the Republic of Italy can tender Notes or provide Consents through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Notes, the Tender Offer and the Consent Solicitation.

United Kingdom

The communication of this announcement by the Offeror and the Issuer and any other documents or materials relating to the Tender Offer or the Consent Solicitation is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the “**FSMA**”). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may be communicated to (1) those persons who are existing members or creditors of the Offeror or the Issuer or other persons within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, and (2) to any other persons to whom these documents and/or materials may lawfully be communicated.

Ireland

This announcement will only be distributed in Ireland in conformity with the provisions of the Companies Act 2014 (as amended), the Central Bank Acts 1942 – 2019 (as amended) and the European Union (Markets in Financial Instruments) Regulation 2017, including, without limitation, Regulation 5 thereof or any applicable provisions of Irish law.

General

This announcement does not constitute an offer to sell or buy or the solicitation of an offer to sell or buy the Notes (and offers of Notes for sale pursuant to the Tender Offer will not be accepted from the Noteholders) in any circumstances in which such offer or solicitation is unlawful.

Each Noteholder participating in the Tender Offer and/or the Consent Solicitation will be deemed to give certain representations in respect of the jurisdictions referred to above and generally as set out in “*Procedures for Participating in the Tender Offer or the Consent Solicitation*” in the Tender Offer and Consent Solicitation Memorandum. Any offer of Notes pursuant to the Tender Offer from a Noteholder that is unable to make these representations will not be accepted. Each of the Offeror and the Tender and Tabulation Agent reserves the right, in its absolute discretion, to investigate, in relation to the offer of Notes for sale pursuant to the Tender Offer, whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Offeror determines (for any reason) that such representation is not correct, such tender of Notes shall not be accepted. Any Consent submitted pursuant to the Consent Solicitation by a Noteholder that is unable to make these representations will not be accepted. Each of the Issuer and the Tender and Tabulation Agent reserves the right, in its sole and absolute discretion, to investigate, in relation to any Consent submitted pursuant to the Consent Solicitation, whether any such representation given

by a Noteholder is correct and, if such investigation is undertaken and as a result the Issuer determines (for any reason) that such representation is not correct, such Consent shall not be accepted.