ESPI report

Company: Photon Energy N.V.
Number: 48/2021
Date: 2021-11-17
Market types: Warsaw Stock Exchange and Prague Stock Exchange regulated markets

Title: Photon Energy N.V. announces results of new 6-year 6.50% corporate green bond placement.

Detailed data:

NOT FOR PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA OR JAPAN OR IN OR INTO ANY OTHER JURISDICTION WHERE SUCH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

The management board of Photon Energy N.V. announces the results of the offer of its new 6.50% Green Bond 2021/27 (ISIN: DE000A3KWKY4, the ‘Bond’). The Company’s Bond was oversubscribed and an aggregate principal amount of EUR 50 million, the maximum amount offered, will be issued at a price of 100%.

A public offer of the Bond took place in the Federal Republic of Germany, the Republic of Austria and the Grand Duchy of Luxemburg starting on 2 November 2021 through 17 November 2021. In addition, the Bond was offered to bondholders of the existing 2017/2022 corporate bond in form of an exchange offer starting on 18 October 2021 through 12 November 2021.

The Bond issue attracted strong demand from the Company’s existing bondholders who subscribed to 21,281,000 euros in the exchange offer as well as from numerous new institutional as well as private investors across Europe including the European Bank for Reconstruction and Development (‘EBRD’).

DISCLAIMERS

This communication constitutes neither an offer to sell nor a solicitation to buy securities. The public offering (in Germany, Austria and Luxembourg) will be made solely by means of, and on the basis of, a published securities prospectus. An investment decision regarding the publicly offered securities of Photon Energy N.V. should only be made on the basis of the securities prospectus. The securities prospectus was published promptly upon approval by the CSSF, and is available at no charge on www.photonenergy.com.

This announcement is for informational purposes only and does not constitute an offer to buy, sell, exchange or transfer any securities, or the solicitation of an offer to buy any securities of Photon Energy N.V. in the United States of America or any other jurisdiction. There will be no public offering of securities of Photon Energy N.V. The securities of Photon Energy N.V. referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold in the United States absent registration under the Securities Act. Neither Photon Energy N.V. 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 (the "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.
Subject to certain exceptions, the securities referred to in this announcement may not be offered or sold in Australia, Canada or Japan, or to or for the account of persons resident in Australia, Canada or Japan.

Neither Photon Energy N.V. nor any of its affiliates has taken any action that would permit a public offering of the securities or the possession or distribution of this announcement or any other offer or solicitation in connection with the securities in any jurisdiction where such action is required. Accordingly, in Member States of the European Economic Area ("EEA") other than the Federal Republic of Germany, the Republic of Austria and the Grand Duchy of Luxembourg, this announcement is directed only at persons who are "qualified investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129.

This announcement contains forward-looking statements that are subject to certain risks and uncertainties. Future results could differ materially from those described in these forward-looking statements due to various factors, including changes in business, economic and competitive conditions, foreign exchange rate fluctuations, uncertainties in litigation or investigative proceedings and the availability of financing. Photon Energy N.V. assumes no responsibility to update any forward-looking statements contained in this release.

Information for Distributors

Pursuant to EU product governance requirements, the corporate bonds have been subject to a product approval process, under which each distributor has determined that such bonds 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. Any distributor subsequently offering the corporate bonds is responsible for undertaking its own target market assessment in respect of the corporate bonds and determining appropriate distribution channels.

Legal basis: Article 17(1) MAR – inside information