



PRESS RELEASE

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Neither this announcement nor anything contained herein shall form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction. Any offer to acquire ordinary shares pursuant to the proposed offering (the "Offering") by Cox ABG Group, S.A. ("Cox" or the "Company") of its new ordinary shares (the "Initial Offered Shares") (together with the Over-allotment Shares (as defined below) (the "Offered Shares") will be made, and any investor should make their investment decision solely on the basis of the information that is contained in the prospectus (the "Prospectus") to be published by the Company in due course in connection with the admission to listing and trading of the Company's ordinary shares (the "Shares") on the Barcelona, Bilbao, Madrid and Valencia Stock Exchanges (the "Spanish Stock Exchanges"). Copies of the Prospectus will, following publication, be available on both the CNMV's website (www.cnmv.es) and the Company's website (<https://grupocox.com/>).

Cox launches its IPO on the Spanish Stock Exchanges at a price range of €10.23 and €11.38 per share

Madrid, Spain, 5th November 2024 – Cox ABG Group, S.A (the "Company" or "Cox" and, collectively with its subsidiaries, the "Group"), a vertically and horizontally integrated utility of water and energy, today announces the publication of its prospectus and the start of the book-building process, as part of its intention to conduct an Initial Public Offering (the "IPO" or the "Offering"). As announced on 7th October 2024, the Company intends to apply for admission of the shares to listing on the Barcelona, Madrid, Bilbao and Valencia Stock Exchanges (respectively, the "Admission" and the "Spanish Stock Exchanges") and trading through the Automated Quotation System (*Mercado Continuo*). The Company is offering new ordinary shares to qualified investors (the "Initial Offered Shares") at a price per share (the "Offering Price") expected to be comprised within the non-binding offering price range of €10.23 and €11.38 (the "Offering Price Range"). Based on the indicative Offering Price Range, the Company will reach a market capitalization of between c.€820 million and c.€890 million (excluding exercise of the Over-allotment Option). The final price of the Offering will be determined upon completion of the book-building period and will be announced through a communication of inside information (*comunicación de información privilegiada*).

Key Offering Details

- The Company is offering new ordinary shares to qualified investors to raise gross proceeds of approximately €200 million.
- In addition, the Company will grant an option to the Managers (as defined below), exercisable by BofA Securities Europe SA, in its capacity as stabilizing manager (the "Stabilization Manager"), acting on behalf of the Managers (as defined below), no later than 30 calendar days after the date on which the



ordinary shares of the Company (the “Shares”) are listed and commence trading on the Spanish Stock Exchanges, to subscribe for a number of additional new ordinary shares of the Company (the “Over-allotment Shares” and, together with the Initial Offered Shares, the “Offered Shares”) at the Offering Price, representing up to 15% of the Initial Offered Shares, solely to cover over allotments in the Offering, if any, and short positions resulting from stabilization transactions, if any (the “Over allotment Option”).

- The book-building period commences today, 5th November 2024, and is expected to end on 12th November 2024.
- The listing and the first day of trading are expected to take place on 14th November 2024.
- The Company, in agreement with the Joint Global Coordinators, reserves the right to end the book-building period once the first three days of the book-building period have elapsed by publishing the corresponding other relevant information notice (*comunicación de otra información relevante*) with the CNMV.

Key Offering Data

Listing	Spanish Stock Exchanges
Ticker	COXG
ISIN	ES0105848016
Offering Price Range	€10.23–€11.38 per share
Initial Offered Shares	€200 million/between 17,574,693 and 19,550,343 (100% primary)
Over-allotment Option	Up to 15% of the Initial Offered Shares(100% primary)
Maximum Offer Size (incl. Over-allotment Option)	Up to €230 million (100% primary)



Expected Offering Timetable

Prospectus Approval & Publication	5 th November 2024
Commencement of the book-building period for qualified investors	5 th November 2024
Finalization of the book-building period	12 th November 2024
Setting of the Offering Price	12 th November 2024
Final allocations of Initial Offered Shares	12 th November 2024
Settlement Date, commencement of trading and commencement of the stabilization period (on or about)	14 th November 2024
End of stabilization period (no later than)	13 th December 2024

Details of the proposed offering

- The Offering is expected to comprise a primary offering of newly issued Shares of the Company in an amount of approximately up to €200m (€230m including Over-allotment Option) to be used for (i) new and recently awarded water concessions, (ii) captive energy projects and (iii) new energy transmission concessions.
- An Over-allotment Option is expected to be granted by the Company over up to 15% of the Initial Offered Shares.
- Cox confirms it has received binding commitments from cornerstone investors (subject to the approval of the prospectus by CNMV and, in certain cases, confirmation from the relevant cornerstone investor that it is satisfied with the contents of the prospectus) for the following amounts: (i) Amea Power LLC: €30 million; (ii) Corporación Cunext Industries, S.L.: €20 million; (iii) Enrique Riquelme: €15 million; and (iv) Alberto Zardoya: between €5 and €10 million, at the discretion of Alberto Zardoya. Additionally, Cox continues to have support from Attijariwafa Bank for up to €5 million, subject to compliance with applicable internal regulations and approval processes, as well as local domestic law.
- Each of Amea Power LLC and Corporación Cunext Industries, S.L., cornerstone investors that have committed to participate in the Offering, have agreed to certain lock-up arrangements with the Company and the Managers during a period from the date on which their respective subscription agreements are signed to and including 180 calendar days from admission to listing and trading on the Spanish Stock Exchanges, subject to carveouts for transfers to affiliates and pledges, certain customary carveouts and waiver by the Joint Global Coordinators.



- The Company and any of its existing shareholders¹ that are investing in the Offering, will agree to certain lock-up arrangements with the Managers during a period from the date on which the underwriting agreement is signed to and including 180 calendar days from admission to listing and trading on the Spanish Stock Exchanges, subject to customary carveouts and waiver by the Joint Global Coordinators. Furthermore, Enrique Riquelme Vives through Inversiones Riquelme Vives, S.L. and Lusaka Investments, S.L.U., will agree to certain lock-up arrangements with the Managers during a period from the date on which the underwriting agreement is signed to and including 365 calendar days from admission to listing and trading on the Spanish Stock Exchanges, subject to customary carveouts and waiver by the Joint Global Coordinators.
- Banco Santander, S.A., BofA Securities and Citigroup Global Markets Europe AG are acting as Joint Global Coordinators (together, the "Joint Global Coordinators"), and JB Capital Markets, Sociedad de Valores, S.A.U. and Alantra Capital Markets, S.V., S.A. are acting as Joint Bookrunners (together with the Joint Global Coordinators, the "Joint Bookrunners"). Banco BTG Pactual S.A. is acting as Co-lead Manager (the "Co-Lead Manager" and together with the Joint Global Coordinators and the Joint Bookrunners, the "Managers"). Latham & Watkins LLP is acting as the Company's legal counsel and Clifford Chance, S.L.P. is acting as the Managers' legal counsel. Lazard is acting as sole independent financial advisor.
- The board of directors of the Company has also approved an extraordinary remuneration in the form of Shares to certain directors, members of the senior management and certain key employees of the Company, who will also agree to certain lock-up commitments with the Company and the Managers during a period from the date of receipt of such Shares to and including 365 calendar days from admission to listing and trading on the Spanish Stock Exchanges, subject to customary carveouts and waiver by the Joint Global Coordinators.
- Further details of the Offering are included in the Prospectus approved by, and registered with, the Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores, the "CNMV") in connection with the Offering and the Admission. The Prospectus is available at the Company's website (www.grupocox.com), in subsection IPO, and at the CNMV's website (www.cnmv.es).
- Any acquisition of Shares in the Company should be made solely on the basis of the Prospectus approved by, and registered with, the CNMV. The approval of the Prospectus by the CNMV does not constitute an evaluation of the merits of the Offering.

Information on the Company

Cox: a vertically and horizontally integrated utility of water and energy

Cox is a vertically and horizontally integrated utility of water and energy. In addition to the water and energy divisions, Cox also provides services including engineering and procurement (EP) and operations & maintenance (O&M) for third parties.

¹ Other than Inversiones Riquelme Vives, S.L. and Lusaka Investments, S.L.U.



The Company's integrated utility business model encompasses the entire value chain for both water (i.e., desalination, purification, reutilization, treatment, and integrated water resource management) and energy (i.e., generation and transmission). Through its divisions, Cox takes advantage of the synergies derived from its complementary capabilities to maximize value creation. Water concessions unlock new opportunities in the energy division. For example, electricity demand in desalination projects can be supplied through projects developed by Cox, with a view to enable the project's efficiency and cost optimization. This model ("Energy Follows Water") is a key pillar of the Company's forward-looking strategy.

Cox has a concessional business model focused on water and energy, with additional engineering, procurement and O&M services. The Company has 3 operating concessions in water, 2 concessions in transmission (recently awarded in 2024) and 5 operating concessions in energy, which generate recurrent revenues, combined with a conservative capital structure and a firm commitment of recourse net leverage of $\leq 1.0 \times$ Adj. Net Debt / Adj. EBITDA².

The Company's businesses are well diversified geographically in strategically selected high-growth countries.

Recognized global water operator with more than 55 years of experience

The world's water market is undergoing a rapid transformation as it confronts the escalating challenges of water scarcity, demand increases driven by growing global populations, and mass migration to urban centres.

As a result of the acquisition in 2023 of certain productive units of the former Abengoa group (a Spanish multinational group specialized in infrastructure, water and energy), Cox's water concessions division has over 55 years of experience, particularly in management of upstream infrastructure assets.

Cox has been recognized in industry world rankings, having received over 20 sector awards from different industry sources such as the Global Water Intelligence ("GWI"), the Global Water Awards, the International Desalination Association, and MEED Projects Awards and it counts with over 250 client certificates (the key entry barrier of the business). In addition to that, the Company was ranked in the top three for the 2014-2021 period by GWI³, and is a global reference as it continues developing and implementing innovative, competitive, and sustainable technology solutions in water.

It is also important to consider that in the water sector, the competitive landscape remains very limited, as the industry requires a specialized know-how and has high barriers of entry (mainly the client certificates mentioned above) and Cox enjoys a strong positioning and recognition within the industry.

International renewables player

Cox's energy division includes generation and transmission, and covers all phases of the energy value chain: from project development to operation, as a pioneer and operator of recognised technological prestige in the industry.

² Adj. Net Debt/ Adj. EBITDA is an Alternative Performance Metric ("APM") calculated as Adjusted Net Debt (comprised of debts with credit institutions, plus lease liabilities and other financial liabilities, less cash and cash equivalents) divided by Adjusted EBITDA (comprised of EBITDA excluding concessions). Post IFRS 16 figure.

³ Source: 1) IDRA Desalination & Reuse Handbook (2023 2024), GWI



Cox has a proven track record in developing and operating energy projects globally. The Company employs different technologies including solar PV, BESS, combined cycle and ISCC, theromosolar and bioenergy plants. The Company currently has 5 generation plants under operation and concession and two transmission line concessions (recently awarded in 2024). The pipeline under development amounts to more than 3.6 GW (attributable capacity of 3.3GW) of which to note 1.4 GW are captive projects.

The Company has a well defined strategy for generation assets focused around "Energy Follows Water", generating captive energy projects linked with water concessions.

Premium engineering capabilities

The Company specializes in identifying, designing and operating desalination and water treatment plants, hydraulic infrastructures, energy generation projects, and transmission lines. The Company further benefits from in-house O&M and asset management services to its own portfolio, and also for third parties, resulting in economies of scale that propitiate increased margins.

Financial position to capture growth and increase cash generation

Cox delivered EBITDA⁴ of c.€103m on c.€581m revenues for the year ended on December 31, 2023, and a positive Adjusted Operating Cash Flow⁵ of €37.4 million for the year ended on December 31, 2023.

In H1 2024, the Company released revenues of €306 m (+€196m vs H12023); €81m EBITDA (+€24m vs H1 2023) and delivered a strong increase services contract backlog reaching €1.6bn with an estimated EBITDA⁶ margin of 11.7%.

Corporate structure

Cox's current shareholder structure consists of a 77.85% stake held by Mr. Enrique José Riquelme Vives⁷, a 14.96% held by Mr. Alberto Zardoya Arana⁸, a 4.65% held by Hermandad Nacional de Arquitectos, Arquitectos Técnicos y Químicos (HNA); and 2.54% by other shareholders, none of which, hold directly or indirectly, 3.00% or more of the share capital of the Company.

Contact information

4 EBITDA is an Alternative Performance Metric ("APM") calculated as the sum of the Group's Operating profit and Amortization and charges due to impairments, provisions and amortizations. Post IFRS 16 figure.

5 Adjusted Operating Cash Flow is an APM calculated as the sum of the Group's Operating profits and Amortization and charges due to impairments, provisions and amortizations minus Changes in working capital, Corporate taxes collected/(paid) and Investments. Post IFRS 16 figure.

6 EBITDA is an Alternative Performance Metric ("APM") calculated as the sum of the Group's Operating profit and Amortization and charges due to impairments, provisions and amortizations. Post IFRS 16 figure.

7 Indirectly held through Inversiones RiquelmeVives, S.L. (72.85%) and Lusaka Investments, S.L.U. (5.00%) (two entities of which Mr. Enrique José Riquelme is ultimately the majority and sole shareholder, respectively).

8 Held indirectly as majority shareholder of Ondainvest, S.L., in which Mr. Alberto Zardoya Arana holds 71.59% of the share capital.



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This announcement is not for publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia). The distribution of this announcement may be restricted by law in certain jurisdictions 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.

This announcement does not contain or constitute an offer of, or the solicitation of an offer to buy, Offered Shares to any person in the United States (including its territories and possessions, any State of the United States and the District of Columbia), Australia, Canada or Japan or in any jurisdiction to whom or in which such offer or solicitation is unlawful.

The Offered Shares referred to herein may not be offered or sold in the United States (including its territories and possessions, any State of the United States and the District of Columbia) unless registered under the US Securities Act of 1933 (the "**Securities Act**") or offered in a transaction exempt from, or not subject to, the registration requirements of the Securities Act. The Offered Shares have not been, and will not be, registered under the Securities Act, or applicable state or foreign securities laws and may not be offered or sold in the United States without registration under federal or applicable state securities laws or an applicable exemption from such registration requirements. Any such securities may only be offered (a) in the United States to "qualified institutional buyers" as defined in Rule 144A under the Securities Act ("**QIBs**") or (b) in offshore transactions in compliance with Regulation S under the Securities Act.

The offer and sale of Offered Shares referred to herein has not been and will not be registered under the Securities Act or under the applicable securities laws of Australia or Japan. Subject to certain exceptions, the Offered Shares referred to herein may not be offered or sold in Australia, Canada or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia or Japan. There will be no public offer of the Offered Shares in the United States (including its territories and possessions, any State of the United States and the District of Columbia), Australia, Canada or Japan or elsewhere.

In member states of the European Economic Area (the "**EEA**"), this announcement and any offer if made subsequently is directed exclusively at persons who are "qualified investors" within the meaning of the Prospectus Regulation (Regulation (EU) 2017/1129) ("**Qualified Investors**").

In the United Kingdom this announcement and any offer if made subsequently is directed exclusively at persons who are "qualified investors" within the meaning of the Prospectus Regulation as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**") (i) who have professional experience in



matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") or (ii) who fall within Article 49(2)(A) to (D) of the Order, or (iii) to whom it may otherwise lawfully be communicated (all such persons together with Qualified Investors in the EEA being referred to herein as "**Relevant Persons**"). This document is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this document relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

This announcement and its contents must not be acted on or relied upon (i) in the United States, by persons who are not QIBs, (ii) in the United Kingdom, by persons who are not Relevant Persons, or (iii) in any Member State of the EEA, by persons who are not Qualified Investors. The communication of this announcement (i) in the United States, to persons who are not QIBs, (ii) in the United Kingdom, to persons who are not Relevant Persons or (iii) in any Member State of the EEA, to persons who are not Qualified Investors, is unauthorized and may contravene applicable law.

This announcement may include statements that are, or may be deemed to be, "forward-looking statements, which are based on current expectations, projections and assumptions about future events. Forward-looking statements are statements that are not historical facts and may be identified by words such as "plans", "targets", "aims", "believes", "expects", "anticipates", "intends", "estimates", "forecast", "project", "plan", "will", "may", "continues", "should" and similar expressions or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements reflect, at the time made, the Company's beliefs, intentions and current targets/aims concerning, among other things, the Company's or the Group's results of operations, financial condition, liquidity, prospects, growth and strategies. Forward-looking statements include statements regarding: objectives, goals, strategies, outlook and growth prospects; future plans, events or performance and potential for future growth; liquidity, capital resources and capital expenditures; economic outlook and industry trends; developments of the Company's or the Group's markets; the impact of regulatory initiatives; and the strength of the Company's or any other member of the Group's competitors. Forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. The forward-looking statements in this announcement are based upon various assumptions, many of which are based, in turn, upon further assumptions, including without limitation, management's examination of historical operating trends, data contained in the Company's records (and those of other members of the Group) and other data available from third parties, the Group's investments and its business strategy, regarding, among other matters, relevant industry, regulatory and economic trends and the Group's ability to successfully develop its business, fund and carry out its growth plan, meet its targets and deliver on its backlog and pipeline. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond its control. Forward-looking statements are not guarantees of future performance and such risks, uncertainties, contingencies and other important factors could cause the actual outcomes and the results of operations, financial condition and liquidity of the Company and other members of the Group or the industry to differ materially from those results expressed or implied in this announcement by such forward-looking statements. No representation or warranty is made that any of these forward-looking statements or forecasts will come to pass or that any forecast result will be achieved. Undue influence should not be given to, and no reliance should be placed on, any forward-looking statement in this announcement. No statement in this announcement is intended to be nor may be construed as a profit forecast. Forward-looking statements speak only as of the date they are made.



Each of the Company, the Managers and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in this announcement whether as a result of new information, future developments or otherwise.

Any purchase of Offered Shares in the proposed Offering should be made solely on the basis of the information contained in the Prospectus to be issued by the Company in connection with the Offering. The information in this announcement is subject to change.

The Managers are acting exclusively for the Company and no-one else in connection with the Offering. They will not regard any other person as their respective clients in relation to the 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 Offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the Offering of the Offered Shares, the Managers and any of their affiliates, may take up a portion of the Offered Shares in the Offering as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such Offered Shares and other securities of the Company or related investments in connection with the Offering or otherwise. Accordingly, references to the Offered Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Managers and any of their affiliates acting in such capacity. In addition, the Managers and any of their affiliates may enter into financing arrangements (including swaps, warrants or contracts for differences) with investors in connection with which the Managers and any of their affiliates may from time to time acquire, hold or dispose of Offered Shares. The Managers do 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.

A communication that a transaction is or that the book is "covered" (i.e., indicated demand from investors in the book equals or exceeds the amount of the Offered Shares being offered) is not any indication or assurance that the book will remain covered or that the transaction and Offered Shares will be fully distributed by the Managers. The Managers and any of their affiliates reserve the right to take up a portion of the Offered Shares in the offering as a principal position at any stage at their sole discretion, inter alia, to take account of the objectives of the Company, EU MiFID II requirements and in accordance with allocation policies.

None of the Managers or any of their respective directors, 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 from the announcement) or any other information relating to the Company, 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.

In connection with the Offering, BofA Securities Europe SA, as stabilization manager, or any of its agents, may (but will be under no obligation to), effect transactions aimed at supporting the market price of the Offered Shares at a higher level than that which might otherwise prevail in the open market. BofA Securities Europe SA is not required to enter into such transactions and such transactions may be effected on any stock market, over-the-counter market, stock exchange or otherwise and may be undertaken at any time during the period commencing on the date on which the ordinary shares of the Company (the "**Shares**") are listed and commence trading on the Spanish Stock Exchanges and ending no later than 30 calendar days thereafter. However, there will be no obligation on BofA Securities Europe SA or any of its agents to effect stabilising



transactions and there is no assurance that stabilising transactions will be undertaken. Such stabilising measures, if commenced, may be discontinued at any time without prior notice. Save as required by law or regulation, neither BofA Securities Europe SA nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilization transactions conducted in relation to the Offering.

In connection with the Offering, the Company will grant an option to the Managers to subscribe for a number of additional ordinary shares of the Company representing up to 15% of the Initial Offered Shares (the "**Over-allotment Shares**", together with the Initial Offered Shares, the "**Offered Shares**") at the offering price to cover over-allotments of Initial Offered Shares in the Offering and short positions resulting from stabilization transactions, if any (the "**Over-allotment Option**"). The Over-allotment Option will be exercisable, in whole or in part, by BofA Securities Europe SA, in its capacity as stabilization manager (the "**Stabilization Manager**"), pursuant to which BofA Securities Europe SA may acquire or procure purchasers for Over-allotment Shares comprised in the Offering at the offer price. The Over-allotment Option will be exercisable in whole or in part, upon notice by BofA Securities Europe SA, at any time on or before the 30th calendar day after the commencement of trading of the Shares on the Spanish Stock Exchanges.