



PRESS RELEASE

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This announcement is not a prospectus and not an offer of securities for sale to U.S. persons or in any jurisdiction, including in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia), Canada, Japan or Australia.

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") and the supplement thereto (the "Supplement") published by the Company 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 and the Supplement will, following publication, be available on both the CNMV's website (www.cnmv.es) and the Company's website (<https://grupocox.com/>).

Cox prices its IPO at €10.23 per share and expects to start trading on the Spanish Stock Exchanges by no later than 15 November

Madrid, Spain, 13 November 2024 – Following the end of the book-building period, 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, announces the pricing of its Initial Public Offering (the "IPO" or the "Offering") at €10.23 per share. The shares will be listed on the Barcelona, Madrid, Bilbao and Valencia Stock Exchanges (the "Spanish Stock Exchanges") and will start trading under the ticker symbol "COXG" through the Automated Quotation System ("*Mercado Continuo*") no later than 15 November ("*Admission*").

- Cox's IPO was priced at €10.23 per share for an Offering size of approximately €175 million without considering the Over-allotment Option and approximately €185 million assuming the exercise of the Over-allotment Option in the amount of approximately €10 million granted by the Company to Banco Santander, S.A., as stabilisation manager for the Offering (the "Stabilisation Manager").
- The IPO offer price implies a market capitalization of approximately €805 million on Admission, assuming exercise of the Over-allotment Option in the amount of approximately €10 million.
- On Admission, assuming such exercise of the Over-allotment Option, Enrique Riquelme Vives (through Inversiones Riquelme Vives, S.L. and Lusaka Investments, S.L.U) will retain 63.1% of the economic rights of the Company.

Enrique Riquelme Vives, Executive Chairman of Cox, said: "We are excited to take this significant step, with today's announcement marking a major milestone in the company's growth journey. Despite a tough IPO market, the investor demand reflected in our pricing is testament to the value that investors see in our strategy and track-record, as well as the growth prospects ahead of us in water and energy. We'd like to thank all those



who have supported us, particularly our investors, as well as the Cox team, whose vision and experience has got us to this point.”

The Offering consisted of 17,106,549 Initial Offered Shares, resulting in approximately €175 million in primary gross proceeds for the Company. As announced, the proceeds will be deployed to finance part of the equity needs for projects in the medium-term, which are described in full detail in the Prospectus, as amended by the Supplement. This includes the expansion of the SEDA and AEB desalination plants, those water concessions identified opportunities that are awarded to Cox so as to reach a water portfolio of 2,000,000 m³/day aggregated capacity, the São Paulo and Bahia transmission concessions, those transmission concessions identified opportunities that are awarded to us so as to reach 575 kilometers of transmission concessions, as well as certain projects of the energy generation pipeline.

In addition, an Over-allotment Option of approximately €10 million will be granted by the Company, to cover over-allotments and any short positions resulting from stabilization transactions which shall last until 13 December 2024.

Based on the final Offering price of €10.23 per Share, the Company’s market capitalization on Admission will be approximately €805 million, assuming such exercise of the Over-allotment Option.

The process is progressing accordingly, and trade date is scheduled for Thursday 14 November. The admission to listing and trading of the Shares on the Spanish Stock Exchanges is scheduled by no later than 15 November.

The Company and Ondainvest, S.L. will be subject to a 180-day lock-up restriction after Admission, and Inversiones Riquelme Vives, S.L. and Lusaka Investments, S.L.U. will be subject to a 365-day lock-up restriction after Admission. Certain directors, senior managers and key employees of the Group may receive extraordinary remuneration from the Company in the form of Shares and will be subject to a lock-up period from the date they receive shares of the Company until the date falling 365 days after Admission. Certain cornerstone investors (Amea Power LLC and Corporación Cunext Industries, S.L.) will be subject to a 180-day lock-up restriction after Admission. These lock-up restrictions provide for certain exceptions and may be waived 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.

Further details regarding the Offering are included in the Prospectus and the Supplement 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 inside information notice published in the CNMV’s website today (the “Inside Information Notice”). The Prospectus and the Supplement (taken together with the Inside Information Notice) includes full details on the Offering and its expected timetable and have been published and made available at the Company’s website (<https://ipo.grupocox.com/key-documents/>), and at the CNMV’s website (www.cnmv.es).

Information on the Company



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.

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 $\leq 1.0x$ Adj. Net Debt / Adj. EBITDA¹.

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

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Disclaimer

The contents of this announcement have been prepared by and are the sole responsibility of the Company.

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness.

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.

¹ 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.



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 and the Supplement 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, Banco Santander, S.A., 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. Banco Santander, S.A., 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 Banco Santander, S.A. 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 Banco Santander, S.A. 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 approximately 5.71% 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 Banco Santander, S.A., in its capacity as stabilization manager (the "**Stabilization Manager**"), pursuant to which Banco Santander, S.A. 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 Banco Santander, S.A., at any time on or before the 30th calendar day after the commencement of trading of the Shares on the Spanish Stock Exchanges.

Information to Distributors

Solely for the purposes of the product governance requirements contained within: (i) Directive 2014/65/EU on markets in financial instruments, as amended ("**EU MiFID II**"); (ii) articles 9 and 10 of Commission Delegated



Directive (EU) 2017/593 supplementing MiFID II; and (iii) local implementing measures (together, the “**EU MiFID II Product Governance Requirements**”), and disclaiming any and all liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the EU MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Offered Shares have been subject to a product approval process, which has determined that the Offered 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 defined in EU MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by EU MiFID II (the “**Target Market Assessment**”).

Notwithstanding the foregoing, “distributors” (for the purposes of EU MiFID II Product Governance Requirements) should note that the price of the Offered Shares may decline and investors could lose all or part of their investment in the Offered Shares; the Offered Shares offer no guaranteed income or capital protection; and an investment in the Offered 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 advisor) 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 and, if applicable the Over-allotment Option. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Managers will procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (i) an assessment of suitability or appropriateness for the purposes of EU MiFID II; or (ii) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Offered Shares.

Each distributor is responsible for undertaking its own Target Market Assessment in respect of the Offered Shares and determining appropriate distribution channels.