

## Envipco launches private placement

NOT FOR DISTRIBUTION OR RELEASE, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA (INCLUDING ITS TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES OF AMERICA AND THE DISTRICT OF COLUMBIA) (THE "UNITED STATES"), AUSTRALIA, CANADA, THE HONG KONG SPECIAL ADMINISTRATIVE REGION OF THE PEOPLE'S REPUBLIC OF CHINA OR JAPAN, OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL.

Amersfoort, The Netherlands, 23 September 2025 – Envipco Holding N.V. ("Envipco" or the "Company") has retained Skandinaviska Enskilda Banken AB (publ) ("SEB") as Sole Global Coordinator and Joint Bookrunner, and DNB Carnegie, a part of DNB Bank ASA, and Pareto Securities AS as Joint Bookrunners (together, the "Managers") to advise on and effect a private placement of new ordinary shares in the Company (the "Offer Shares") raising gross proceeds of the NOK equivalent of EUR 50 million (the "Private Placement"). The number of Offer Shares and price per share (the "Offer Price") will be determined by the Company's Board of Directors (the "Board") in consultation with the Managers on the basis of an accelerated bookbuilding process conducted by the Managers. The Offer Price will be denominated in NOK.

The net proceeds will be used (i) to position the Company to execute on upcoming significant market opportunities arising in e.g. Poland, Portugal, Spain and the UK, and (ii) for general corporate purposes.

Mark A. Bouri, Maurice A. Bouri and Charles A. Bouri (the "Bouri Family"), together holding 8,923,803 shares or 15.47% of the Company remains under their one-year lockup agreement with SEB following the 15<sup>th</sup> January 2025 secondary transaction

The bookbuilding period will commence on 23 September 2025 at 17:30 CEST and close on 24 September 2025 at 08:00 CEST. The Company may, after consulting the Managers, at any time and for any reason, and on short or without notice, resolve to close or extend the bookbuilding period. If the bookbuilding period is shortened or extended, any other dates referred to herein may be amended accordingly.

Completion of the Private Placement for investors allocated Offer Shares is subject to (i) all corporate resolutions of the Company required to implement the Private Placement being validly made by the Company, including, without limitation, the resolution by the Board to increase the share capital of the Company and issue the Offer Shares and exclude pre-emptive rights pursuant to an authorisation to increase the share capital in the Company granted by the Company's general meeting held on 23 August 2024 (the "Authorisation"), and (ii) the share lending agreement remaining in full force and effect.

The Private Placement is directed towards investors subject to applicable exemptions from relevant registration, filing and prospectus requirements, (i) outside the United States in reliance on Regulation S under the US Securities Act of 1933 (the "US Securities Act") and (ii) in the United States to "qualified institutional buyers" (QIBs) as defined in Rule 144A under the US Securities Act as well as to major U.S. institutional investors under SEC Rule 15a-6 to the United States Exchange Act of 1934, pursuant to an exemption from the registration requirements under the US Securities Act. Other customary selling restrictions will apply. The minimum subscription amount has been set to the NOK equivalent of EUR 100,000. However, the Board may, at its sole discretion, allocate Offer Shares to applicants for an amount below EUR 100,000 to the extent applicable exemptions from the prospectus requirement are available.

Notification of allocation in the Private Placement are expected to be distributed to investors on 24 September 2025. Allocation of the shares in the Private Placement will be determined at the end of the bookbuilding period, and final allocation will be made by the Board at its sole discretion, in consultation with the Managers. Allocation will be based on criteria such as (but not limited to), indications from the pre-sounding phase of the Private Placement, existing ownership in the Company, timeliness of the application, price leadership, relative order size, sector knowledge, investment history, perceived investor quality and investment horizon.

The Offer Shares will be tradable on Euronext Oslo Børs from notification of allocation. The first day of trading in the allocated Offer Shares in the Private Placement on Euronext Oslo Børs is thus expected on 24 September 2025 (T).

The Offer Shares will be settled on a delivery-versus-payment (DVP) basis on or about 26 September 2025 (T+2). Settlement of the allocated Offer Shares are expected to be facilitated through the delivery of existing and unencumbered shares in the Company, currently admitted to trading on Euronext Amsterdam and which will be transferred to Euronext Oslo Børs prior to settlement, pursuant to a share lending agreement entered into between the Managers, the Company and certain members of the Board. The Offer Shares will be included and registered in Euroclear Netherlands, the central security depository in the Netherlands, but secondary recorded in book-entry form under the name of a "share" in the Norwegian Central Securities Depository (the "VPS"). Further settlement details will be stated in the allocation notice. The new shares to be issued in connection with the Private Placement to settle the share loan will be issued based on the Authorisation.

The Company's shares are listed on Euronext Amsterdam and Euronext Oslo Børs, under the ticker ENVI and ENVIP, respectively. The Offer Shares delivered in the Private Placement will be recorded in book-entry form in Euroclear Nederland, the central security depository in the Netherlands and secondary recorded in book-entry form under the name of a "share" in the Norwegian Central Securities Depository. The Offer Shares will not be tradable on Euronext Amsterdam unless subject to a registration process through Euroclear Netherlands, the central security depository in the Netherlands.

The Board has considered the structure of the contemplated capital raise in light of the equal treatment obligations under the rules on equal treatment of Oslo Rule Book II for companies listed on the Oslo Stock Exchange and the Oslo Stock Exchange's guidelines on the rule of equal treatment, and is of the opinion that the proposed Private Placement is in compliance with these requirements. By structuring the transaction as a private placement, the Company will be in a position to raise capital in an efficient manner, with a lower discount to the current trading price and with significantly lower completion risks compared to a rights issue. In addition, the Private Placement is subject to marketing through a publicly announced bookbuilding process and a market-based offer price should therefore be achieved. On this basis and based on an assessment of the current equity markets, the Board has considered the Private Placement to be in the common interest of the Company and its shareholders.

Subject to (but not limited to) completion of the Private Placement, required shareholder approvals (if any), approval of a prospectus and prevailing market price of the Company's shares, the Board will consider whether it is appropriate to propose to carry out a subsequent offering (the "Subsequent Offering") at the Offer Price. Any such Subsequent Offering, if applicable and subject to applicable securities laws, would be directed towards existing shareholders in the Company as of 23 September 2025 (as registered in the VPS and Euroclear Netherlands two trading days thereafter) who (i) were not included in the pre-sounding phase of the Private Placement, (ii) were not allocated Offer Shares in the Private Placement, and (iii) are not resident in a jurisdiction where such offering would be unlawful, or would (in jurisdictions other than Norway) require any prospectus filing, registration or similar action.

#### Advisers

Skandinaviska Enskilda Banken AB (publ) has been retained as Sole Global Coordinator and Joint Bookrunner, and DNB Carnegie, a part of DNB Bank ASA and Pareto Securities AS have been retained as Joint Bookrunners in connection with the Private Placement. Advokatfirmaet Thommessen AS is acting as the Company's Norwegian legal advisor and Bird & Bird (Netherlands) LLP is acting as the Company's Dutch legal advisor. Advokatfirmaet Wiersholm AS is acting as legal advisor to the Managers.

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**About Envipco Holding N.V.**

Envipco Holding N.V. (Envipco), [www.envipco.com](http://www.envipco.com), is a Netherlands-based holding company listed on Euronext Amsterdam and Euronext Oslo Børs (Symbols: ENVI/ENVIP). Envipco, with operations in several countries around the globe, is a recognized leader in the development and operation of reverse vending machines (RVMs), automated technological systems for the recovery of used beverage containers. Known for its innovative technology and market leadership, Envipco holds several intellectual property rights for RVM systems, including but not limited to beverage refund deposit markings, material type identification, compaction, and accounting.

*This information has been submitted pursuant to the Securities Trading Act § 5-12 and MAR Article 17. The information was submitted for publication at 2025-09-23 17:30 CEST.*