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PRESS RELEASE DATED MAY 30, 2022 REGARDING THE FILING OF THE DRAFT DOCUMENT

ESTABLISHED BY THE COMPANY



IN RESPONSE

TO THE TENDER OFFER FOR THE SHARES AND WARRANTS OF ALBIOMA INITIATED BY THE COMPANY

KYOTO BIDCO SAS



This press release was prepared and made available to the public in accordance with the provisions of Article 231-26 of the general regulation of the *Autorité des marchés financiers* (the "**AMF**").

The proposed tender offer, the draft offer document and the draft response document (the "**Draft Response Document**") remain subject to AMF's review.

The Draft Response Document filed with the AMF on May 30, 2022 is available on the websites of the AMF (www.amf-france.org) and of Albioma (www.albioma.com) and is available to the public free of charge at the registered office of Albioma (Tour Opus 12, 77 esplanade du Général de Gaulle, 92081 Paris La Défense).

Pursuant to Article 231-28 of the AMF's general regulation, a description of the legal, financial and accounting characteristics of Albioma will be filed with the AMF and made available to the public, in the same manner, no later than the day before the opening of the tender offer.

A press release will be issued, at the latest the day before the opening of the tender offer, to inform the public of the manner in which this information will be made available.

1. REMINDER OF THE MAIN TERMS AND CONDITIONS OF THE OFFER

1.1 Presentation of the Offer

In accordance with Title III of Book II and more specifically Articles 232-1 and seq. of the general regulation of the AMF (“**AMF’s General Regulation**”), Kyoto BidCo, a simplified joint stock company (*société par actions simplifiée*) having its registered office at 27 avenue de l’Opéra, 75001 Paris, registered with the Paris Trade and Companies Register under number 911 295 533 (hereafter, “**Kyoto BidCo**” or the “**Offeror**”), makes an irrevocable offer to the shareholders and holders of redeemable share subscription and/or acquisition warrants (*bons de souscription et/ou d’acquisition d’actions remboursables*) (the “**Warrants**”) of Albioma, a French public limited company (*société anonyme*) with a board of directors, having its registered office at 77 Esplanade du Général de Gaulle – Tour Opus 12 - 92081 Paris la Défense, registered with the Nanterre Trade and Companies Register under number 775 667 538 (the “**Company**” or “**Albioma**”), and whose shares are listed on compartment A of the Euronext Paris regulated market under ISIN code FR0000060402, mnemonic “**ABIO**” (the “**Shares**”, together with the Warrants, the “**Securities**”) and whose Warrants are listed Euronext Growth Paris under ISIN code FR0013368438, mnemonic “**ABIBS**”, to acquire, in cash (i) all of their Shares (subject to the exceptions below) at a price of €50 per Share (dividend coupon detached¹) (the “**Share Offer Price**”), and (ii) all of their Warrants at a price of €29,10 per Warrant (the “**Warrant Offer Price**” together with the Share Offer Price, the “**Offer Price**”) through a tender offer (the “**Offer**”), the terms of which are described in the draft offer document filed by the Offeror with the AMF on May 13, 2022 (the “**Draft Offer Document**”).

The Offeror has indicated in the Draft Offer Document that, as of the date of the Draft Offer Document, it does not hold any Shares or Warrants.

The Offer targets:

- all the Shares, which are:
 - i. already issued, other than the Excluded Shares (as defined below), i.e. as of April 30, 2022, a number of 30,770,868 Shares²;
 - ii. may be issued before the closing of the Offer or the reopened Offer as a result of the exercise of the Warrants, i.e., as of April 30, 2022, a maximum of 686,483 new Shares;
- all of the Warrants issued by the Company, i.e. as of April 30, 2022, a maximum total number of 686,483 Warrants.

It is specified that the Offer does not target:

- the Shares that Bpifrance Investissement has undertaken to contribute to the Offeror in the context of an investment agreement³ and which are subject to a lock-up undertaking⁴, as described in section **Erreur ! Source du renvoi introuvable.** of the Draft Response Document and in section 1.3.2 of the Draft Offer Document, i.e. 1,164,791 Shares,

¹ Dividend proposed by Albioma for year 2021: €0.84 per Share which will be paid in cash only.

² On the basis of a capital composed of 32,285,221 shares representing as many theoretical voting rights as of April 30, 2022, in accordance with the provisions of Article 223-11 of the AMF’s General Regulation.

³ Entered into on May 13, 2022 between Kyoto LuxCo 1 and ETI 2020, managed by Bpifrance Investissement.

⁴ Bpifrance Investissement has undertaken not to tender the Shares which are the subject of the contribution in kind and has given irrevocable instructions to its financial intermediary to block the said Shares and to register them in a sub-account "unavailable securities" until the day following the end of the initial period of the Offer.

The draft offer and this draft response document remain subject to review by the AMF.

- the Company's treasury Shares, i.e. 144,853 Shares as of April 30, 2022,
- the unavailable performance shares that have not yet been issued or are unavailable and will remain so until the estimated closing date of the Offer (or the reopened Offer, as the case may be), i.e., as of the date hereof, a maximum of 948,145 performance shares (of which 204,709 of which have already been issued, i.e. 204,473 performance shares subject to a retention period and 236 performance shares subject to an additional retention obligation⁵, these Shares are legally and technically unavailable and cannot therefore be tendered to the Offer). The situation of the beneficiaries of performance shares in the context of the Offer is described in the section **Erreur ! Source du renvoi introuvable.** of the Draft Response Document and in section 2.3.1 of the Draft Offer Document,

(together the "**Excluded Shares**").

The Company specifies that, as indicated in the section **Erreur ! Source du renvoi introuvable.** of the Draft Response Document, and following the exercise of BSAARs since April 30, 2022, the share capital of the Company amounted, as at May 23, 2022, to €1,246,040.68, divided into 32,364,693 ordinary Shares, and the number of BSAARs that could be exercised amounted to 607,011 as at such date.

As of the date of the Draft Response Document, there are no other equity securities or other financial instruments issued by the Company or rights granted by the Company that may give access, immediately or in the future, to the share capital or voting rights of the Company.

The Offer will be carried out under the normal procedure, in accordance with the provisions of Articles 232-1 et seq. of the AMF's General Regulation, and will be open for a period of 25 trading days.

The Offer is subject to the acceptance threshold described in section 2.5.1 of the Draft Offer Document and to the waiver threshold described in section 2.5.2 of the Draft Offer Document as well as, in accordance with article 231-11 of the AMF General Regulation, to the obtaining of the merger control approval from the European Commission identified in section in section 2.5.3 of the Draft Offer Document. The opening of the Offer is also conditional upon obtaining the regulatory authorizations described in section 2.5.3 of the Draft Offer Document.

The Offeror intends, if the required conditions are met, to implement the squeeze-out procedure pursuant to Articles L. 433-4, II of the French Monetary and Financial Code and 237-1 et seq. of the AMF General Regulation.

The Offer is presented by Société Générale ("**Société Générale**") who guarantees the content and the irrevocable nature of the commitments made by the Offeror in connection with the Offer, in accordance with the provisions of Article 231-13 of the AMF's General Regulation.

The background to and reasons for the Offer are set out in Section 2.1 of the Draft Response Document and in Section 1.1 of the Offeror's Draft Offer Document.

The indicative timetable of the Offer is presented in section 2.9 of the Draft Offer Document.

⁵ Which are unavailable due to the provisions of Article L. 225-197-1, II of the French Commercial Code, pursuant to which the Board of Directors of the Company has imposed on the Company's corporate officers an obligation to retain their shares until the termination of their functions.

1.2 Reminder of the terms of the Offer

Pursuant to article 231-13 of the AMF's General Regulation, Société Générale, acting on behalf of the Offeror, filed the proposed Offer with the AMF on May 13, 2022. On the same day, a notice of filing was published by the AMF on its website⁶.

The Offer is voluntary and will be carried out in accordance with the normal procedure pursuant to Articles 232-1 et seq. of the AMF's General Regulation.

In the context of the Offer, the Offeror irrevocably undertakes to acquire from the shareholders of the Company, (i) at a price of € 50 per Share (ex-dividend⁷) and (ii) at a price of € 29.10 per BSAAR, subject to the adjustments described in section 2.2 of the Draft Offer Document, all of the Shares and BSAAR that will be tendered to the Offer during the Offer Period.

Societe Generale guarantees the content and the irrevocable nature of the commitments made by the Offeror in the context of the Offer, in accordance with the provisions of Article 231-13 of the AMF's General Regulation.

2. REASONED OPINION OF THE BOARD OF DIRECTORS OF THE COMPANY

2.1 Composition of the Board of Directors

As of the date of the Draft Response Document, the Company's Board of Directors is composed as follows

- Mr. Frédéric Moyne, Chairman and CEO,
- Mr. Jean-Carlos Angulo, independent director,
- Mr. Pierre Bouchut, independent director,
- Bpifrance Investissement, director, represented by Mr. Sébastien Moynot,
- Ms. Marie-Claire Daveu, independent director,
- Mr. Frank Lacroix, independent director,
- Ms. Florence Lambert, independent director, and
- Ms. Ulrike Steinhorst, independent director.

⁶ Opinion n°222C1123.

⁷ The General Meeting of Shareholders held on May 25, 2022 approved the payment of a dividend of 0.84 euro per share for fiscal year 2021 (0.924 euro for shares eligible for the bonus dividend). The dividend will be detached from the share on June 9, 2022 and paid on June 13, 2022.

2.2 Reasoned opinion of the Board of Directors

The Company's Board of Directors, at its meeting on May 30, 2022, unanimously rendered the following reasoned opinion:

*"The Board of Directors of Albioma SA ("**Albioma**" or the "**Company**") met on May 30, 2022 in order, in accordance with the provisions of Article 231-19 of the General Regulations of the Autorité des marchés financiers (the "**AMF**") to give a reasoned opinion on the interest and consequences for the Company, its shareholders and employees of the proposed tender offer (the "**Offer**") for the shares of the Company at a price of 50 euros per share (ex dividend of 0.84 per share, which will be detached from the share on June 9, 2022 "ex-date" and paid on June 13, 2022) and of 29.1 euros per warrant ("**BSAAR**") of the Company, initiated by Kyoto BidCo SAS, a company indirectly controlled by investment funds and separately managed accounts advised and/or managed by Kohlberg Kravis Roberts & Co. L.P. and its affiliates ("**Kyoto BidCo**" or the "**Offeror**").*

All members of the Board of Directors were present by videoconference.

The Chairman reminds that the terms of the Offer are described in the draft offer document of the Offeror which was filed with the AMF on May 13, 2022.

*The Chairman also reminds that, in accordance with the provisions of Article 261-1, III of the AMF's general regulation ("**AMF's General Regulation**") and AMF recommendation no. 2006-15, the Board of Directors, at its meeting of March 10, 2022, set up an ad hoc committee (the "**Committee**") in charge of examining the terms and conditions of the proposed transaction, proposing to the Board of Directors the appointment of an independent expert under the terms of Article 261-1 of the AMF's General Regulation and supervising the work carried out by this expert, and preparing in due course the draft reasoned opinion of the Board of Directors.*

The Committee is composed of four members, a majority of whom are independent directors: Mr. Frank Lacroix, Mr. Jean-Carlos Angulo, Mr. Pierre Bouchut, who was appointed Chairman of the Committee by the Board of Directors, and the Company's Chairman and Chief Executive Officer, Mr. Frédéric Moyne.

The Chairman also recalls that, at its meeting of April 27, 2022, the Board of Directors approved the principle of the proposed Offer, subject to an in-depth analysis of the Offer and the work of the independent expert.

Prior to today's meeting, the members of the Board of Directors were able to consult the following documents to enable them to have all the information they need to issue a reasoned opinion:

- the draft offer document prepared by the Offeror and filed with the AMF on May 13, 2022, containing, inter alia, the background to and reasons for the Offer, the Offeror's intentions, the terms and conditions of the Offer, and the elements for assessing the Offer price that have been prepared by the presenting bank, Société Générale (this institution also being the guarantor);*
- the report by Ledouble, acting as independent expert, which concludes that the financial terms of the offer, namely the price offered of €50 per share (€0.84 dividend coupon detached) and €29.1 per Warrant of the Company, are fair to the shareholders of the Company and the holders of BSAAR of the Company whose securities are targeted by the Offer;*
- the report of ECA, the chartered accountant appointed by the Group's Committee, issued on 24 May 2022;*
- the opinion of the Group's Committee on the Offer issued on 24 May 2022; and*
- the draft response document prepared by the Company to be filed with the AMF on May 30, 2022, which has yet to be completed with the reasoned opinion of the Board of Directors.*

1. Appointment of the independent expert

At its first meeting on March 15, 2022, the Committee interviewed two firms likely to meet the standard of skill and independence required by the applicable regulations. These two firms had submitted a presentation of their experience in this area and a remuneration proposal to the Committee members prior to the meeting.

Following the Committee's in-depth review of the detailed proposals of these two firms' and theirs interviews, the quality of which the Committee praised, Ledouble was selected by the Committee mainly on the basis of (i) the absence of any present or past link between it and the Company that could affect its independence, (ii) its recent experience in large-scale market transactions, (iii) the financial terms of its proposal, and (iv) more generally, its professional reputation and the human and material resources it has available to carry out its assignment.

Ledouble confirmed that it was not in conflict of interest with the various parties involved and that it had sufficient material resources and the necessary availability to carry out its mission during the period in question.

In view of the above, the Committee decided on March 15, 2022 to recommend the appointment of Ledouble to the Board of Directors to act as an independent expert if the proposed transaction were to be completed following discussions then in progress.

At its meeting of April 27, 2022, the Board of Directors of the Company, upon the recommendation of the Committee, appointed the firm Ledouble, represented by Ms. Agnès Piniot and Mr. Olivier Cretté, as independent expert pursuant to the provisions of Article 261-1, I 2°, 4° and 5° of the AMF's General Regulation, with the task of preparing a report on the financial terms of the Offer.

2. Work of the Committee and the Board and interactions with the independent expert

Mr. Pierre Bouchut, in his capacity as Chairman of the Committee, then reported on his mission and briefly summarized the work accomplished by the Committee in this context:

- on March 15, 2022, the Committee met, with some members participating by videoconference, in the presence of Ms. Agnès Piniot and Mr. Olivier Cretté, who presented the Ledouble team to be involved in this independent appraisal assignment, the provisional timetable for its involvement, as well as the terms and methods for conducting the appraisal work, and decided to propose Ledouble as the independent appraiser, as mentioned above. The Committee also decided that information concerning the Company would be provided to the independent expert so that he could begin his initial work;*
- on April 6, 2022, the Committee met, with some members participating by videoconference and without the presence of the independent expert, in order to study the structure of the Kyoto BidCo's proposed tender offer and the draft offer agreement, with particular attention to the points open to negotiations;*
- on April 19, 2022, a first preliminary engagement letter was entered into with the firm Ledouble;*
- on April 19, 2022, the Committee met, with some members participating by videoconference, to study the main terms and conditions of the investment plan to the benefit of certain executives and managers of the Company and outcome of the employee profit-sharing mechanisms in the context of the proposed transaction, and on this occasion the independent expert intervened to confirm that he had already received the documents necessary for the conduct of his preliminary work, and that the latter was carried-out properly;*
- on April 27, 2022, the Committee met, with some members participating by videoconference, to review the final version of the support agreement for the Offer and to review the draft press release announcing the transaction, and decided to recommend to the Board of Directors that it approve the Offer. The*

The draft offer and this draft response document remain subject to review by the AMF.

Board of Directors then met and unanimously approved the proposed transaction and, following the Committee's recommendation, appointed the firm Ledouble as independent expert. On the same day, the Offeror and the Company entered into the Offer Support Agreement;

- on May 16, 2022, the Committee held a videoconference during which the independent expert presented the initial conclusions of his valuation report and discussed his work with the Committee members. In particular, the independent expert indicated that the offer price of €50.00 per share (€0.84 dividend coupon detached) and €29.1 per warrant of the Company was at the high end of all the valuation criteria that it had used;*
- on May 23, 2022, the Committee met, with some members participating by videoconference, to discuss the draft report of the independent expert sent in advance of the meeting. The independent expert stated in particular that, subject to the completion of its work, its preliminary report concluded that the Offer was fair from a financial point of view;*
- on May 30, 2022, the Committee held a videoconference prior to the Board of Directors' meeting in charge of giving its reasoned opinion on the Offer with the participation of the independent expert. The Committee reviewed the latter's final report, took note of and discussed the opinion of the Group's Committee issued on May 24 and finalized its recommendations to the Board of Directors regarding its opinion on the Offer;*
- the Committee ensured in particular that the independent expert had in its possession all the information necessary for the performance of its assignment and that it had been able to carry out its work under satisfactory conditions; and*
- the Committee noted that it had not received any questions or comments from shareholders that had been addressed to it or to the independent expert.*

The details of the interactions between the members of the Committee and the independent expert are set out in full in the report of the firm Ledouble.

The Committee also indicated that it had not been informed of or noted any factors that might call into question the proper performance of the independent expert's assignment.

The Committee noted that the business plan of the Albioma group transmitted to the independent expert is the one approved on December 29, 2021 by the Board of Directors, that it reflects the best possible estimate of the Company's forecasts and that there is no other relevant forecast data.

3. Conclusions of the independent expert's report

As indicated above, the Committee had several exchanges with the independent expert and monitored its work.

Ledouble, represented by Mrs Agnès Piniot and Mr Olivier Cretté, then summarised the conclusions of its assignment to the Board of Directors:

"In accordance with the scope of the Independent Expert's assignment (§ 1.1), we have mainly focused on verifying that :

- the Offer Price of the Share and the Offer Price of the BSAAR are fair to the Shareholders and the holders of the BSAAR in the context of the Offer;*
- the conditions of the Offer Price of the Share and the Offer Price of the BSAAR are not such as to affect the equal treatment of the Shareholders or the holders of BSAAR whose Securities are subject to the Offer;*

The draft offer and this draft response document remain subject to review by the AMF.

- *all of the Agreements and Related Transactions that we have identified in connection with the investment in the share capital of Kyoto TopCo are not of such a nature as to be prejudicial to the interests of the Shareholders and the holders of BSAAR whose Securities are the subject of the Offer; we have in particular focused our attention, in the context of the investment in the share capital of Kyoto TopCo, on :*
 - *the conditions of contribution to the Offer and contribution to Kyoto TopCo of the Shares held by Bpifrance;*
 - *the principle of investing in the Mix Pari Passu, alongside Kyoto LuxCo 1, on the one hand, Bpifrance and, on the other hand, the Managers, remunerated in AO and ADPa ;*
 - *the principle and terms of granting to the Managers of the ADPb entitling them, according to IRR objectives, to a share of the Exit capital gain alongside the Investor.*

We note that, through the Offer:

- *the Shareholders benefit from a liquidity of their Shares at the Offer Price of the Share⁸, externalizing premiums with regard to :*
 - *the VWAP before rumors of negotiations between the Investor and the Company⁹, and before the announcement of the Offer;*
 - *all the central values resulting from the intrinsic valuation methods (SOTP, DCF, DDM), on a primary basis, and analogous by the Stock Market Comparables, on a secondary basis;*
- *the holders of BSAAR benefit from a liquidity of their Securities by transparency with the Offer Price of the Share.*

We have not identified any provisions in the Agreements and Related Transactions that would be contrary to the interests of the Shareholders or the holders of BSAARs.

Given its status as a pure holding company, the Investor does not anticipate the realization of cost or revenue synergies with the Company (§ 2.7). The Offer is in line with the logic of continuing the activity and development of the Company under the operational management of the Managers, supported by the means made available by the Investor.

Conclusion

After having analyzed the general economics of the Offer, and following our valuation of the Shares and the BSAARs in view of the Offer, as well as the examination of the characteristics of the ADPa and the ADPb in the context of the investment in the capital of the Holding, and more generally of the Agreements and Related Transactions :

- *we are in a position to conclude, from a financial point of view, on the fairness, for the Shareholders as well as for the holders of BSAAR likely to tender their Securities to the Offer which is of a voluntary nature, of the terms of the Offer covering :*
 - *the Offer Price of the Share of € 50.00 (ex-dividend);*
 - *the Offer Price of the BSAAR of € 29.10;*

⁸ 50.84 dividend attached (€0.84), i.e. €50.0 ex-dividend.

⁹ With reference to the date of March 7, 2022.

The draft offer and this draft response document remain subject to review by the AMF.

- *we did not identify :*
 - *in the Agreements and Related Transactions, of provisions likely to be prejudicial to the interests of the Shareholders, as well as the holders of BSAAR whose Securities are subject to the Offer;*
 - *in the conditions for the determination of the Offer Price of the Share and the Offer Price of the BSAAR, of provisions that may affect the equal treatment of the Shareholders or holders of BSAAR whose Securities are subject to the Offer.”.*

4. Conclusions and recommendations of the Committee

On May 30, 2022, the Committee finalized its recommendation to the Board of Directors in light of the final report of the independent expert, the opinion of the Group’s Committee on the Offer and the report of the chartered accountant appointed by the Group’s Committee.

- *With regard to the interest of the Offer for the Company, the Committee notes that:*
 - *the Offer is of a friendly nature, which was acknowledged by the Board of Directors during its previous meetings. In this context, Kyoto BidCo has cooperated with the Company for the purposes of the proper understanding of the Offer and for the purposes of the works of the independent expert and the chartered accountant appointed by the Group’s Committee;*
 - *the proposed transaction will provide Albioma with a leading renewable energy investor that supports its strategy, shares the same long-term investment horizons as Albioma, is committed to preserving the integrity of the group and will enable Albioma to accelerate its development through its network. In this regard, the Offeror has indicated that it intends “to maintain the Group’s integrity, and, with the support of the current management team, to continue the main strategic orientations implemented by the Company and does not intend to modify, in case of success of the Offer, the operational model of the Company”;*
 - *the Offeror stated that it “intends to support the improvement of the environmental, social and governance profile of the Company, the current conversion of assets into biomass and the maximization of the local sources of biomass in the Company’s power generation mix in order to stimulate local economy and reduce CO2 footprint.”;*
 - *the Offeror also stated that it “is prepared to maintain all of the Company’s planned investments to convert existing power plants to biomass with the aim of achieving the Company’s transition to 100% renewable energy by 2030 and supports the Company’s plan to invest at least €1 billion between 2022 and 2026, in particular to support the overseas territories”;*
 - *in the context of the TOA, the Offeror has undertaken not to, for a five-year period, roll over the acquisition debt to the Company, except in the context of a possible significant external growth transaction carried out by the Company or the group companies;*
 - *Bpifrance, a shareholder of Albioma since 2016, will continue to support Albioma by investing alongside Kyoto LuxCo 1 in Kyoto TopCo.*

In view of the above, the Committee considers that the Offer, which is of a friendly nature, is in the interest of the Company and the Albioma group.

- *With respect to the interest of the Offer for the shareholders, from a financial point of view, the Committee notes that:*
 - *the offered price of €50 per share (with a €0.84 dividend coupon detached) represents a premium of 51.6% over the closing share price on March 7 (the last trading day prior to the market rumors of a potential takeover bid) and 43.4%, 46.6% and 47.9% respectively over the volume weighted average share price for the month, three months and six months prior to that date, as set out in the Offeror’s draft offer document;*

The draft offer and this draft response document remain subject to review by the AMF.

- *the offered price of €29.1 per warrant represents a premium of 142.5% over the closing share price on March 7 (the last trading day prior to the market rumours of a potential takeover bid) and of 123.3%, 127.1% and 133.7% respectively over the volume-weighted average share price for the month, three months and six months prior to that date, as set out in the Offeror's draft offer document;*
- *the independent expert noted that the offer price represented a premium in relation to all of the valuation criteria that it retained and that this price was fair, from a financial point of view, for the shareholders of the Company who would choose to tender their shares to the Offer; and*
- *with respect to dividends, the Offeror indicated that it "reserves the right to modify the Company's dividend policy following the Offer" but that "following the Offer, the Company's dividend policy and any modification thereof will continue to be determined by its corporate bodies in accordance with the Law and the Company's articles of association, and on the basis of the Company's distributive capacity, financial situation and financial needs";*
- *Kyoto BidCo does not hold any of the Company's securities and the Offer is voluntary. The Offer will only be successful if the securities tendered to the Offer and those contributed to the Offeror by Bpifrance and certain officers and employees enable the Offeror to hold 50.01% of the Company's capital and "theoretical" voting rights. The success of the Offer is therefore conditional upon its broad acceptance by the shareholders.*

In light of the foregoing, the Committee believes that the Offer is in the interest of the Company's shareholders, who will be able to benefit from immediate liquidity at a price offering a premium to the market price.

- *With regard to the interest of the Offer for the employees, the Committee notes that:*
 - *Kyoto BidCo is an investor controlled by KKR's infrastructure funds which states that it "[fully] supports the Company's current strategy and operations" and "[intends] to maintain and retain the Company's workforce to implement that strategy";*
 - *Kyoto BidCo states that it "does not contemplate any cost or employment synergies";*
 - *Kyoto BidCo states that "The Offer is part of the continuity of the Company's business and its success would not have any particular impact on the employees and the human resources management policy of the Company, nor on the working conditions of the employees or their collective or individual status";*
 - *Kyoto BidCo states that it intends to "rely on, preserve and develop the talent and know-how of the Company's local workforce in the French overseas territories in order to continue the Company's development and growth";*
 - *Kyoto BidCo also stated that it intends to "offer employees of Group companies the opportunity to make investments, consistent with the Company's past practice to acquire Shares of the Company or the Offeror or an entity controlling the Offeror through dedicated investment vehicles (FCPE)."*
 - *the interests of holders of free performance shares granted will be preserved, including those during a vesting or retention period, through the implementation of liquidity agreements;*
 - *the Committee has heard the conclusions of the Group's Committee and has taken note of the fact that the Group's Committee issued a majority unfavorable opinion regarding the Offer on May 24, 2022.*

The Committee, after having taken note of the opinion of the Group Committee, nevertheless considers, and in light of all of the foregoing, that the Offer preserves the interests of the Company's employees and of the Albioma group.

The draft offer and this draft response document remain subject to review by the AMF.

- *Finally, the Committee notes that Kyoto BidCo intends to request the implementation of a squeeze-out procedure for the shares of Albioma, subject to reaching 90% of the share capital and voting rights of Albioma following the Offer.*

In conclusion:

- *the Committee has taken note of the elements resulting from the intentions and objectives declared by the Offeror in its draft offer document;*
- *the Committee has examined the interest of the proposed Offer for the Company, its shareholders and its employees and has considered that the proposed Offer, which is of a friendly nature, is in the interests of all;*
- *following its meeting on May 30, 2022, it recommends that the Board of Directors take a position in the same direction.*

Reasoned opinion of the Board of Directors

The Board of Directors takes note of the work of the Committee and its recommendations on the Offer as well as the conclusions of the independent expert and the opinion of the Group's Committee.

In view of the elements submitted and in particular (i) the objectives and intentions expressed by Kyoto BidCo, (ii) the valuation elements prepared by the presenting institution, (iii) the work of the Committee, (iv) the conclusions of the independent expert's report, (v) the report of the Group Committee's chartered accountant, (vi) the opinion of the Group's Committee and (vii) more generally, in view of the elements set out above and, in particular, of the fact that the Offer is intended to maintain the integrity of the Albioma group, its durability, its managerial continuity and the preservation of the interests of the employees, the Board of Directors decides unanimously after having deliberated:

- *to endorse in all respects the observations, conclusions and recommendations of the Committee;*
- *to issue, in light of the observations, conclusions and recommendations of the Committee, a favorable opinion on the proposed Offer as presented to it;*
- *to recommend accordingly to the shareholders of the Company to tender their shares to the Offer;*
- *to take note that the Company will not tender the treasury shares to the Offer (reopened if applicable);*
- *to approve the Company's draft response document;*
- *to authorize, as necessary, the Chairman and Chief Executive Officer to:*
 - *to finalise the draft response document relating to the Offer, as well as any document that may be necessary in the context of the Offer, and in particular the "Other Information" document relating to the legal, financial and accounting characteristics of the Company;*
 - *prepare, sign and file with the AMF all documentation required in connection with the Offer;*
 - *sign any certifications required in connection with the Offer; and*
 - *more generally, to take all steps and measures necessary or useful for the completion of the Offer, including entering into and signing, in the name and on behalf of the Company, all transactions and documents necessary and related to the completion of the Offer, including any press release."*

3. INTENTIONS OF THE MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY

In accordance with Article 20 of the Company's Articles of Association, each director must hold at least 400 registered Shares of the Company.

The draft offer and this draft response document remain subject to review by the AMF.

The directors of the Company who attended the meeting at which the Board of Directors issued its reasoned opinion reproduced in section 2 above stated their intentions as follows :

Name	Function	Number of Shares and BSAAR held at the date of the reasoned opinion	Intent
Frédéric Moyne	Chairman and CEO	119,214 Shares and 103,256 Warrants	Contribution in kind to the Holding and contribution to the Offer of the balance of its shareholding, if any
Jean-Carlos Angulo	Independent Director	762 Shares	Contribution to the Offer ¹⁰
Pierre Bouchut	Independent Director	407 Shares	Contribution to the Offer ¹¹
Bpifrance Investissement	Director	1,624,791 Shares	Contribution of 1,164,791 Shares in kind to the Holding and contribution of 460,000 Shares to the Offer
Frank Lacroix	Independent Director	400 Shares	Contribution to the Offer ¹²
Marie-Claire Daveu	Independent Director	412 Shares	Contribution to the Offer ¹³
Florence Lambert	Independent Director	400 Shares	Contribution to the Offer ¹⁴
Ulrike Steinhorst	Independent Director	409 Shares	Contribution to the Offer ¹⁵

¹⁰ Subject to the Shares that the director would be required to continue to hold if he were to continue his office.

¹¹ Subject to the Shares that the director would be required to continue to hold if he were to continue his office.

¹² Subject to the Shares that the director would be required to continue to hold if he were to continue his office.

¹³ Subject to the Shares that the director would be required to continue to hold if she were to continue her office.

¹⁴ Subject to the Shares that the director would be required to continue to hold if she were to continue her office.

¹⁵ Subject to the Shares that the director would be required to continue to hold if she were to continue her office.

4. MEETING OF THE ALBIOMA GROUP COMMITTEE

At its meeting on May 24, 2022, the Company's Group Committee issued the following unfavorable majority opinion:

"On the offer:

Having regard to the report of the Chartered Accountant to the Group Committee on the proposed tender offer initiated by KKR;

In view of the elements brought to light on the nature of the offer, in particular on the absence of commitment by KKR beyond 12 months on the sustainability of employment, on the application of collective agreements, on the organization of the structures of ALBIOMA's subsidiaries and therefore on the integrity of the Group;

Given the absence of KKR's financial investment program (excluding the 2022-2026 development plan as planned and financed prior to its offer) for any industrial project that could support ALBIOMA and its subsidiaries in the French overseas territories;

Considering the absence of any participation of KKR in ALBIOMA's projects since its listing on the stock exchange until today;

Given the absence of perspectives on the exit of KKR and in particular on the modalities of resale of the group, which legitimately worries the employees of the whole ALBIOMA Group;

Whereas, the KKR interview did not allow for the recording of any corporate commitments beyond 12 months, except for more than very rough intentions;

Appreciating KKR's offer as a purely financial and not industrial interest;

On the context of the tender offer:

Given the energy transition initiated by ALBIOMA accompanied by the CRE (Commission de Régulation de l'Énergie) on the basis of French public funds;

Given the importance of ALBIOMA's share of electricity production in the overseas territories;

Given the need to maintain energy sovereignty in the French Overseas Territories;

Given the importance of keeping our strategic industrial technologies under the French flag;

Given the project plan from 2022 to 2026 already financed by the ALBIOMA Group, which suggests significant natural growth for the Group without the presence of KKR;

In view of the fact that during the KKR interview, discussions were held between representatives of KKR and the two previous chairmen of the ALBIOMA Group;

Considering the irregular information / consultation started on May 02, 2022 but expected dates of creation of companies :

- Kyoto Bidco as of March 7, 2022 with headquarters in France;
- Kyoto Topco as of March 21, 2022 with headquarters in France;
- Kyoto Midco as of March 21, 2022 with headquarters in France;

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- Kyoto Luxco1 as of March 30, 2022 with its registered office in Luxembourg.

On the form in law of the Information / Consultation:

Having regard to the announcement of the tender offer by press release dated April 28, 2022;

In view of the tender offer agreement of the Board of Directors dated April 27, 2022, without prior information of the Group Committee;

In view of the absence of an invitation signed by the Chairman for the holding of the meeting of the Extraordinary Group Committee on May 02, 2022;

In view of the irregular agenda due to the absence of the signature of the President for the holding of the Group Committee in extraordinary session on May 02, 2022;

Considering the signature on May 12, 2022 of a term sheet of plan with Frédéric MOYNE Chairman and CEO and Julien GAUTHIER Deputy CEO of ALBIOMA, not indicated for information on May 02, 2022 during the 1st information meeting.

In view of the failure of the offeror of the tender offer to transmit to the Group Committee within the period of three days after the filing of its tender offer, its detailed offer document to the express address of the Group Committee;

BY THE ABOVE;

This May 24, 2022;

The elected representatives of the employees sitting on the ALBIOMA Group Committee give an UNFAVORABLE majority opinion to the tender offer of KKR as presented.

The elected representatives of the personnel sitting on the ALBIOMA Group Committee reserve the right to all legal challenges deemed useful under the reasons listed. To this end, the Secretary of the Group Committee will have a special mandate of representation in order to go to court. The elected representatives of the personnel sitting within the ALBIOMA Group Committee request the vote of this resolution.

The elected representatives of the employees sitting on the ALBIOMA Group Committee request that this opinion be attached to the response document to the KKR offer from ALBIOMA's General Management and that it be read out during the General Meeting of the ALBIOMA Group scheduled for May 25, 2022."

The report of the Chartered Accountant appointed by the Group Committee is reproduced in Annex 2 of the Draft Response Document.

5. REPORT OF THE INDEPENDENT EXPERT IN ACCORDANCE WITH ARTICLE 261-1 OF THE AMF GENERAL REGULATIONS

Pursuant to Articles 261-1, I, 2°, 4° and 5° of the AMF General Regulations, the firm Ledouble, represented by Mrs. Agnès Piniot and Mr. Olivier Cretté, has been appointed as independent expert by the Board of Directors of the Company on April 27, 2022 in order to prepare a report on the financial terms of the Offer

The conclusion of this report, dated May 30, 2022, is reproduced below:

" In accordance with the scope of the Independent Expert's assignment (§ 1.1), we have mainly focused on verifying that :

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- *the Offer Price of the Share and the Offer Price of the BSAAR are fair to the Shareholders and the holders of the BSAAR in the context of the Offer;*
- *the conditions of the Offer Price of the Share and the Offer Price of the BSAAR are not such as to affect the equal treatment of the Shareholders or the holders of BSAAR whose Securities are subject to the Offer;*
- *all of the Agreements and Related Transactions that we have identified in connection with the investment in the share capital of Kyoto TopCo are not of such a nature as to be prejudicial to the interests of the Shareholders and the holders of BSAAR whose Securities are the subject of the Offer; we have in particular focused our attention, in the context of the investment in the share capital of Kyoto TopCo, on :*
 - *the conditions of contribution to the Offer and contribution to Kyoto TopCo of the Shares held by Bpifrance;*
 - *the principle of investing in the Mix Pari Passu, alongside Kyoto LuxCo 1, on the one hand, Bpifrance and, on the other hand, the Managers, remunerated in AO and ADPa ;*
 - *the principle and terms of granting to the Managers of the ADPb entitling them, according to IRR objectives, to a share of the Exit capital gain alongside the Investor.*

We note that, through the Offer:

- *the Shareholders benefit from a liquidity of their Shares at the Offer Price of the Share¹⁶, externalizing premiums with regard to :*
 - *the VWAP before rumors of negotiations between the Investor and the Company¹⁷, and before the announcement of the Offer;*
 - *all the central values resulting from the intrinsic valuation methods (SOTP, DCF, DDM), on a primary basis, and analogous by the Stock Market Comparables, on a secondary basis;*
- *the holders of BSAAR benefit from a liquidity of their Securities by transparency with the Offer Price of the Share.*

We have not identified any provisions in the Agreements and Related Transactions that would be contrary to the interests of the Shareholders or the holders of BSAARs.

Given its status as a pure holding company, the Investor does not anticipate the realization of cost or revenue synergies with the Company (§ 2.7). The Offer is in line with the logic of continuing the activity and development of the Company under the operational management of the Managers, supported by the means made available by the Investor.

Conclusion

After having analyzed the general economics of the Offer, and following our valuation of the Shares and the BSAARs in view of the Offer, as well as the examination of the characteristics of the ADPa and the ADPb in the

¹⁶ 50.84 dividend attached (€0.84), i.e. €50.0 ex-dividend.

¹⁷ With reference to the date of March 7, 2022.

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context of the investment in the capital of the Holding, and more generally of the Agreements and Related Transactions :

- *we are in a position to conclude, from a financial point of view, on the fairness, for the Shareholders as well as for the holders of BSAAR likely to tender their Securities to the Offer which is of a voluntary nature, of the terms of the Offer covering :*
 - *the Offer Price of the Share of € 50.00 (ex-dividend);*
 - *the Offer Price of the BSAAR of € 29.10;*
- *we did not identify :*
 - *in the Agreements and Related Transactions, of provisions likely to be prejudicial to the interests of the Shareholders, as well as the holders of BSAAR whose Securities are subject to the Offer;*

in the conditions for the determination of the Offer Price of the Share and the Offer Price of the BSAAR, of provisions that may affect the equal treatment of the Shareholders or holders of BSAAR whose Securities are subject to the Offer.”

6. MEANS FOR THE PROVISION OF OTHER INFORMATION ABOUT THE COMPANY

The other information relating to the characteristics, in particular the legal, financial and accounting characteristics of the Company will be filed with the AMF at the latest on the day before the opening of the Offer. Pursuant to article 231-28 of the AMF's General Regulation, it will be available on the websites of Albioma (www.albioma.com) and of the AMF (www.amf-france.org) the day before the opening of the Offer and may be obtained free of charge at the registered office of Albioma (Tour Opus 12, 77 esplanade du Général de Gaulle, 92081 Paris La Défense).