

Replacement: Raise, GM Notice & Corporate Update
RNS Number : 7673S
Coro Energy PLC
09 January 2025

The following amendments have been made to the Proposed Fundraise, GM Notice & Corporate Update announcement released on 09 January 2025 at 07:08:44 under RNS No 7288S ("the Announcement").

The Announcement should have stated:

- *Unaudited closing cash as being US\$0.25 million as at 31 December 2024 (not £0.25 million);*
- *The aggregate amount outstanding under the Bonds (including interest) at today's date being EUR 29.2 million (not EUR 22.5 million);*
- *The Company intending on or before 17 January 2025 to publish its proposals in relation to the Bonds (not on or about 13 January 2025); and*
- *Rather than being posted shortly, a circular convening the General Meeting is expected to be posted to Shareholders on or before 24 January 2025*

These amendments have been made below.

All other details remain unchanged.

9 January 2025

Coro Energy Plc

("Coro" or the "Company")

Proposed Equity Fundraising and Share Capital Reorganisation

Proposed Redemption and Conversion of Bonds

Proposed Convertible Loan Repayment

Notice of General Meeting

Vietnam Monetisation

Corporate Update

Coro Energy PLC, the South East Asian energy company with a natural gas and clean energy portfolio, is delighted to announce a proposed recapitalisation of the business to be implemented by way of an equity

fundraising, a share capital reorganisation and the deemed redemption of part of the Company's existing secured listed bonds with the balance being converted into equity ("**the Recapitalisation**"). Once completed, it is proposed that the convertible loan notes of the Company be repaid in full and accordingly, this Recapitalisation will position Coro as a corporate debt-free regional clean energy developer with a blended renewables and gas portfolio.

Equity Fundraising and Share Consolidation

The Company today announces that it is proposing to raise gross proceeds of approximately £2 million by way of an equity fundraising of which £1.9 million has already been conditionally committed by investors ("**Equity Fundraising**").

In addition, the Company is proposing to effect a share capital reorganisation ("**Share Capital Reorganisation**") of the Company's existing ordinary shares of 0.1 pence each ("**Existing Ordinary Shares**"). The Company is therefore proposing to consolidate the Existing Ordinary Shares so that every 100 Existing Ordinary Shares are consolidated into one new ordinary share of 10 pence ("**Consolidated Share**") and a further sub-division of every Consolidated Share into one new ordinary share of 0.5 pence each ("**New Ordinary Share**") and one new deferred share of 9.5 pence each ("**Deferred Shares**"). The Share Capital Reorganisation will reduce the number of ordinary shares in issue from 2,866,858,800 Existing Ordinary Shares to 28,668,588 New Ordinary Shares. The Share Capital Reorganisation is conditional on approval by shareholders of the Company at a General Meeting which is expected to occur on or before 26 February 2025.

The Equity Fundraising comprises:

- a subscription raising gross proceeds of at least £1.9 million ("**Subscription**") through the issue of New Ordinary Shares ("**Subscription Shares**") at 1.5 pence ("**Issue Price**") per Subscription Share; and
- a retail offer ("**Retail Offer**") raising further funds through the issue of New Ordinary Shares ("**Retail Offer Shares**") at the Issue Price.

The Company has received binding conditional commitments from new investors and certain existing shareholders in respect of 126,666,667 Subscription Shares.

The Retail Offer will be organised by the Company's broker Hybridan LLP with one of the retail platforms directly. The Retail Offer will open on 10 January

2025. Details of the Retail Offer will be announced separately.

It is anticipated that the Equity Fundraising will raise gross proceeds of approximately £2 million and is subject to a minimum amount of £1.9 million. The Company reserves the right to raise in excess of £2 million subject to investor demand.

The net proceeds of the Equity Fundraising will, if completed and together with the Group's cash on hand of US\$0.25 million at 31 December 2024 (unaudited), provide the Company with sufficient funds to repay its existing convertible loan, continue to develop its pipeline of renewable energy projects, with a particular focus on its Vietnamese C&I rooftop solar projects, and to meet ongoing Duyung PSC general and administrative expenses.

The Equity Fundraising is conditional, inter alia, on:

- the resolution (to grant the relevant shareholder authorities to issue New Ordinary Shares pursuant to the Equity Fundraising and the Bond Proposals and to approve the Share Capital Reorganisation) being proposed at a General Meeting of shareholders of the Company to be held on or before 26 February 2025 ("**Shareholder Resolution**") being duly passed;
- the resolutions being proposed at the relevant meetings of bondholders (as referred to below) to be held on or before 26 February 2025 being duly passed;
- admission of the Subscription Shares, the Retail Offer Shares and the Bond Conversion Shares (as defined below) being admitted to trading on the AIM market of the London Stock Exchange ("**Admission**").

The Subscription Shares and the Retail Offer Shares will represent approximately 28% of the enlarged issued share capital following the completion of the Recapitalisation and Admission.

It is expected that completion of the Equity Fundraising and Admission will occur before the end of February.

Should Shareholders not vote in favour of the Shareholder Resolution set out in the notice of General Meeting, the Board would not be able to proceed with the Recapitalisation and the Company would be unable to repay the Bonds on their due date. In these circumstances, in the absence of substantial capital being provided to the Company in the short term, the Board would likely seek to cancel the Company's admission to trading on AIM and commence an orderly winding up of the Company. In this event it is highly unlikely that

Shareholders would see any return on their current investment.

Bond Redemption and Conversion

As previously announced on 12 April 2024 the Company was granted a standstill in respect of the Company's Luxembourg listed EUR 22.5 million 10.0% secured notes ("**Bonds**") which were due to mature on 12 April 2024. The aggregate amount outstanding under the Bonds (including interest) at today's date is EUR 29.2 million.

The Company is intending on or before 17 January 2025 to publish its proposals in relation to the Bonds ("**Bond Proposals**") which will comprise:

- the deemed repayment of 75 % of the principal amount of the Bonds together with all accrued interest; and
- the conversion of the balance of principal outstanding under the Bonds into 311,617,085 New Ordinary Shares ("**Bond Conversion Shares**") at the Issue Price.

The Company is proposing that meetings of the holders of the two tranches of Bonds (the "**Bondholders**") will be convened on or before 26 February 2025 (the "**Bondholder Meetings**"). Bondholders, who hold approximately 68% of the principal outstanding under the Bonds have signed irrevocable undertakings to vote in favour of the Bond Proposals at the Bondholder Meetings.

The Bond Proposals will be conditional, inter alia, on:

- the Shareholder Resolution being duly passed;
- the Bondholders passing the requisite resolutions at the Bondholder Meetings; and
- Admission of the Bond Conversion Shares, Subscription Shares and Retail Offer Shares on the AIM market of the London Stock Exchange.

On completion of the Bond Proposals all the principal and interest outstanding under the Bonds will be deemed to have been repaid in full of approximately 75 % of the principal and all accrued interest having been effectively written off and with the balance of the principal being converted into the Bond Conversion Shares. The Bond Conversion Shares will represent approximately 66% of the enlarged issued share capital following the completion of the Recapitalisation and Admission. As part of the Bond Proposals the Bondholders will agree not to dispose of any of the Bond Conversion Shares for a period of six months from the date of Admission.

A copy of the circular ("**Bondholder Circular**") containing the Bond Proposals which will be sent to Bondholders shortly and once sent, will be available on the Company's website at www.coroenergyplc.com

Convertible Loan Repayment

As previously announced on 15 August 2024 and 6 November 2024, the Company has US\$750,000 of convertible loan notes. Once the Recapitalisation has been completed it is intended that the amount outstanding (approximately US\$900,000) under the convertible loan notes, including accrued interest, will be repaid .

General Meeting

The Company is intending to hold a general meeting ("**General Meeting**") on or about 26 February 2025 at which the Shareholder Resolution will be proposed. A circular ("**Shareholder Circular**") convening the General Meeting is expected to be posted to Shareholders on or before 24 January 2025 and will be made available on the Company's website at www.coroenergyplc.com.

The Company's largest shareholder, River Merchant Capital, has signed an irrevocable undertaking to vote in favour of all the Shareholder Resolution to be proposed at the General Meeting.

Vietnam Monetisation

As part of its entry into the growing Vietnamese C&I rooftop market, Coro constructed a 3-megawatt pilot project consisting of over 4,500 solar panels and other ancillary components that has been installed across four factory roofs and covers a total area of 16,120 square metres. This project has been operational since 2022 and delivers electrical power that is being consumed on site by Phong Phu Corporation, one of Vietnam's premier textile manufacturers under a 25-year power purchase agreement. Following a competitive bidding process, the Company is considering divesting this asset to provide funding for its roll out of the higher margin Mobile World Group contract and to repay part of the existing loan from its EPC contractor in Vietnam. Further information will be announced as appropriate.

As previously announced on 10 October 2023, the Company signed a Memorandum of Understanding ("MoU") in Vietnam with Mobile World Group ("MWG") granting Coro exclusivity on an initial 900 company sites in the central and southern regions of Vietnam where solar irradiation is the highest

in the country. Coro will build, own, and operate each rooftop solar system and sell all generated electricity directly to each Mobile World Investment Corporation location under a 14-year Power Purchase Agreement, extendable in certain circumstances. The Power Purchase Agreement ("PPA") was signed on 8 March 2024 and there are 87 sites (circa 3MW) constructed with MWG in Vietnam as of today's date. Once operational these are expected to generate free cash flows of approximately US\$400,000 per annum. The Company will continue rolling out sites following the completion of the transaction.

As a developer, having already established a degree of critical mass of MWG sites, Coro is turning its attention to monetising developed sites, largely to provide finance for future developments. Coro's strategy remains to retain ownership of sites where funding allows and to manage its funding needs through selling tranches of constructed sites to institutional investors where necessary. The Company is in discussion with various third parties relating to the acquisition of existing tranches and will update the market further when appropriate.

The Company also continues discussions, as announced on 18 January 2024, with HD Bank of Vietnam to provide local debt finance for its rooftop solar portfolio.

Corporate Update

The Company continues to develop its utility scale solar and wind projects in the Philippines where it has already, as previously announced, secured two 100MW wind energy service contracts and a 130 meter tall meteorological mast has been collecting data since January 2024. An application for a third 100MW wind energy service contract is targeted for 2025 and the Company is currently initiating the conceptual design for these 300MW wind power projects with a view to determine the specific land requirements. Separately, the completed pre-feasibility study on the Company's 75MW solar project is expected shortly and the Company is targeting to apply for its first solar service contract during Q1 2025.

Conrad Asia Energy Limited, the holder of a 76.5% operated interest in the Duyung Production Sharing Contract in Indonesia, in which the Group has a 15% interest continues to technically mature the development of the Mako gas field in preparation for Final Investment Decision. The Company continues to await the outcome of the farm down process initiated by the Operator where Coro has drag and tag along rights.

As previously announced by the Company on 29 February 2024, the Company initiated legal proceedings against an Italian contractor in relation to

damages following the historical cessation of production at the Bezzecca field in Italy. The next hearing is expected to be 8 May 2025. Further announcements will be made as appropriate.

Tom Richardson, Chairman, commented:

"We are delighted to announce the recapitalisation and I would like to thank our lenders, existing shareholders and new investors for their support to make this possible. This plan, if approved, positions the Company as a largely debt free vehicle with an exciting blend of C&I rooftop solar projects in Vietnam, utility scale projects in Philippines and a gas development in Indonesia. I strongly encourage all shareholders to vote for the resolution at the forthcoming General Meeting."

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The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the UK version of the EU Market Abuse Regulation 596/2014 which is part of UK law by virtue

of the European Union (Withdrawal) Act 2018, as amended and supplemented from time to time. Upon the publication of this announcement, this inside information is now considered to be in the public domain.

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