

PRESS RELEASE

Luxembourg, 16th December 2019

VELCAN HOLDINGS: TRANSFER OF LISTING ON LUXEMBOURG'S EURO MTF

The Company announces it has obtained on 7th November 2019 the approval from the Luxembourg Stock Exchange to transfer the listing of its shares (the “**Listing Transfer**”) on the Luxembourg Euro MTF stock market (“**Euro MTF**”). The delisting application from the market of Euronext Growth Paris (“**Euronext Growth**”) has been approved by Euronext Paris on 3rd December 2019.

The Company is incorporated in Luxembourg and operates under the Luxembourg Law, with no operation and no offices in France. In view of its size, the Company intends to simplify and optimize its organization by reducing the number of countries it intervenes in, and to do so by centralizing its corporate life in Luxembourg.

Following the divestment of hydropower projects previously developed by the Group in Lao PDR and Indonesia, the Group pursues the development of a major cascade of hydropower concessions located in India and totaling 571 MW, which it has been developing since 2007. This project is complex and long-term, like all large infrastructure projects of this type in India. Being uniquely positioned as the only foreign private investor in India holding 100% of such an advanced stage large hydropower project, Velcan Holdings aims at tapping into the promising Indian electricity market.

Meanwhile Velcan Holdings owns and operates in Brazil the 15MW hydropower plant that it built in 2009 and actively manages its treasury, by investing in listed and unlisted financial investments. Velcan Holdings develops long-term industrial projects, and does not anticipate any fundraising, issuance of securities or other financing on the stock markets in the short / medium term.

Like Euronext Growth, Euro MTF market is a reputed non regulated market. It is subject to similar investors and market protection rules, under the Regulation UE N.596/2014 on market abuse. Euro MTF's market regulator is the Commission de Surveillance du Secteur Financier ("CSSF"), the Luxembourg financial sector supervisory authority.

As requested by Euronext Paris, a voluntary sales facility procedure on the EURO MTF (the “**Sales Facility**”) will be provided by the Company, enabling its shareholders (the “**Shareholders**”) to sell their shares on EURO MTF, the trading costs of such sale being borne by the Company. The Sales Facility is implemented to allow the Shareholders who are not willing to remain shareholders of Velcan Holdings or not willing to trade their shares on EURO MTF, to sell their shares on such market without bearing the cost of such transaction.



As per this procedure, the Shareholders have the option to participate or not into the facility, as described below.

- **Shareholders not participating to the Sales Facility**

Shareholders can decide not to participate in the Sales Facility and keep their Velcan Holdings shares, which they will be able to trade on both Euronext Growth and Euro MTF markets until the last trading day prior to the Euronext Growth delisting date (which is scheduled on 20th January 2020).

Following the Euronext Growth delisting date, Shareholders will still be able to trade their shares, but only on Euro MTF. Any such trade on Euro MTF will be subject to the terms and conditions applied by their financial intermediary on such market.

- **Shareholders Participating to the Sales Facility**

Collection period: Shareholders wishing to sell their Velcan Holdings shares under the Sales Facility (see warning below) shall request their financial intermediaries to deliver their shares to BNP Paribas Securities Services, acting as centralizing agent, pursuant to the procedure described in the Euronext notice expected to be published on 16th December, 2019. The shares shall be delivered to BNP Paribas Securities Services (the “**Collected Shares**”) **between 18th December 2019 and 13th January 2020**, both dates included.

Sale period: **all the Collected Shares will be sold on Euro MTF by a broker, at market prices prevailing at the time of the sale, as from 14th January 2020**. BNP Paribas Securities Services will calculate the average sale price of the Collected Shares and will be in charge of transferring the sale proceeds to the participating Shareholders, once all the Collected Shares are sold. Velcan Holdings will pay the fees for the centralization and the brokerage fee related to the sale of the Collected Shares on Euro MTF.

Warning: It is reminded to the Shareholders that they may participate to the Sales Facility **on a voluntary basis**. **No guarantee** can be given by Velcan Holdings or by BNP Paribas Securities Services **as to the price** at which the Collected Shares will actually be sold on Euro MTF or **as to the date** of completion of the Sales Facility.

Such Sales Facility is being provided solely as an accommodation to Shareholders. Each Shareholder may determine not to participate in this process, in which case no guarantee can be given on the terms and conditions applied by their financial intermediary on Euro MTF, following the delisting of the Company’s shares from Euronext Growth.

Shareholders participating in the Sales Facility (i) acknowledge and agree to assume the risks associated with changes in the market price of the Shares that may occur between the time the Collected Shares are delivered to BNP Paribas Securities Services and the sale of such Collected Shares on Euro MTF, and (ii) acknowledge and accept that all tender instruction of Velcan Holdings shares under the Sales Facility are irrevocable.

The calendar of the sales facility and the delisting described above is summarized as follows (it being specified that Velcan Holdings reserves the right to amend such calendar):

Dates	Events
Monday 16 December 2019	Publication of a press release by Velcan Holdings
Monday 16 December 2019	Publication of a notice by Euronext Paris S.A.
Tuesday 17 December 2019	Listing of the Velcan Holdings shares on Euro MTF
Wednesday 18 December 2019	Beginning of the Sales Facility collection period
Monday 13 January 2020	End of the Sales Facility collection period
From Tuesday 14 January 2020	Centralization and beginning of the sale of the Collected Shares on Euro MTF
Friday 17 January 2020	Last trading day on Euronext Growth
Monday 20 January 2020	Delisting of Velcan Holdings shares from Euronext Growth Paris

Following the Listing Transfer, the Company will be listed only on Euro MTF and will at least initially keep the same ISIN number (FR0010245803) and all its shares will remain registered under Euroclear France central depository. On Euro MTF, the Company's ticker will be VLCN. On 20th January 2020, all the 5,830,820 existing shares will be delisted from Euronext Growth.

The prospectus prepared in connection with the Listing Transfer and approved by the Luxembourg Stock Exchange will be available at <http://www.velcan.lu/investors/reports-accounts/> on the date of listing on Euro MTF (Tuesday 17th December 2019).

Shareholders are invited to contact their financial intermediaries for any additional information on the Sales Facility or Euro MTF.

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Investor Relations Contact investor@velcan.lu

About Velcan:

Velcan Holdings is a Luxemburg headquartered investment holding company founded in 2005, operating as an independent power producer in emerging countries and managing a global portfolio of financial assets.

The company owns and operates a 15MW hydro power plant in Brazil that it developed and built in 2009. The company is developing a cascade of hydropower concessions located in India and totalling 571 MW.

Hydropower concessions provide long periods of cash generation but their development outcome is uncertain and many years are needed to bring these projects to maturity in emerging countries: it involves field studies in



remote places, obtaining the necessary authorizations and permits, and land acquisition in political and regulatory environments that can be unstable or heavily hampering. Meanwhile Velcan Holdings actively manages its treasury, investing in listed and unlisted financial instruments.

Velcan Holdings' headquarters are in Luxemburg, with administrative and financial offices in Singapore and Mauritius. The team dedicated to the development of the Indian hydropower cascade is based in New Delhi and at the project site (Arunachal Pradesh). The team dedicated to the Rodeio Bonito plant is based in Sao Paulo and Chapeco (Santa Catarina State).

The company was launched more than 10 years ago by its reference shareholder LHP SA, owned by Velcan Holdings' management team.

Velcan Holdings is about to transfer on Euro MTF (Luxembourg) its current listing on the Paris Euronext Growth Stock Market (Euronext Growth/Ticker ALVEL/ISIN FR0010245803).

Velcan Holdings never performed any Public Offer as understood under the European regulation n°2017/1129.

Disclaimer

This press release contains prospective information about the potential of the projects in progress and/or of the projects of which the development has begun. This information constitutes objectives attached to projects and shall not be construed as direct or indirect net income forecast of the concerned year. Reader's attention is also drawn on the fact that the performance of these objectives depends on future circumstances and that it could be affected and/or delayed by risks, known or unknown, uncertainties, and various factors of any nature, notably related to economic, commercial or regulatory conjuncture, which occurrence could be likely to have a negative impact on future activity and performances of the Group.

This announcement does not constitute a public offering ("offre au public") nor an invitation to the public or to any qualified investor in connection with any offering. This announcement is not an offer of securities in the United States of America or in any other jurisdiction/country.

