



# ALERION**CLEAN**POWER

## **Alerion Clean Power**

**New Bond Issue – Investor Presentation**

*22-11-2024*

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# 1 Alerion at a glance

## Background

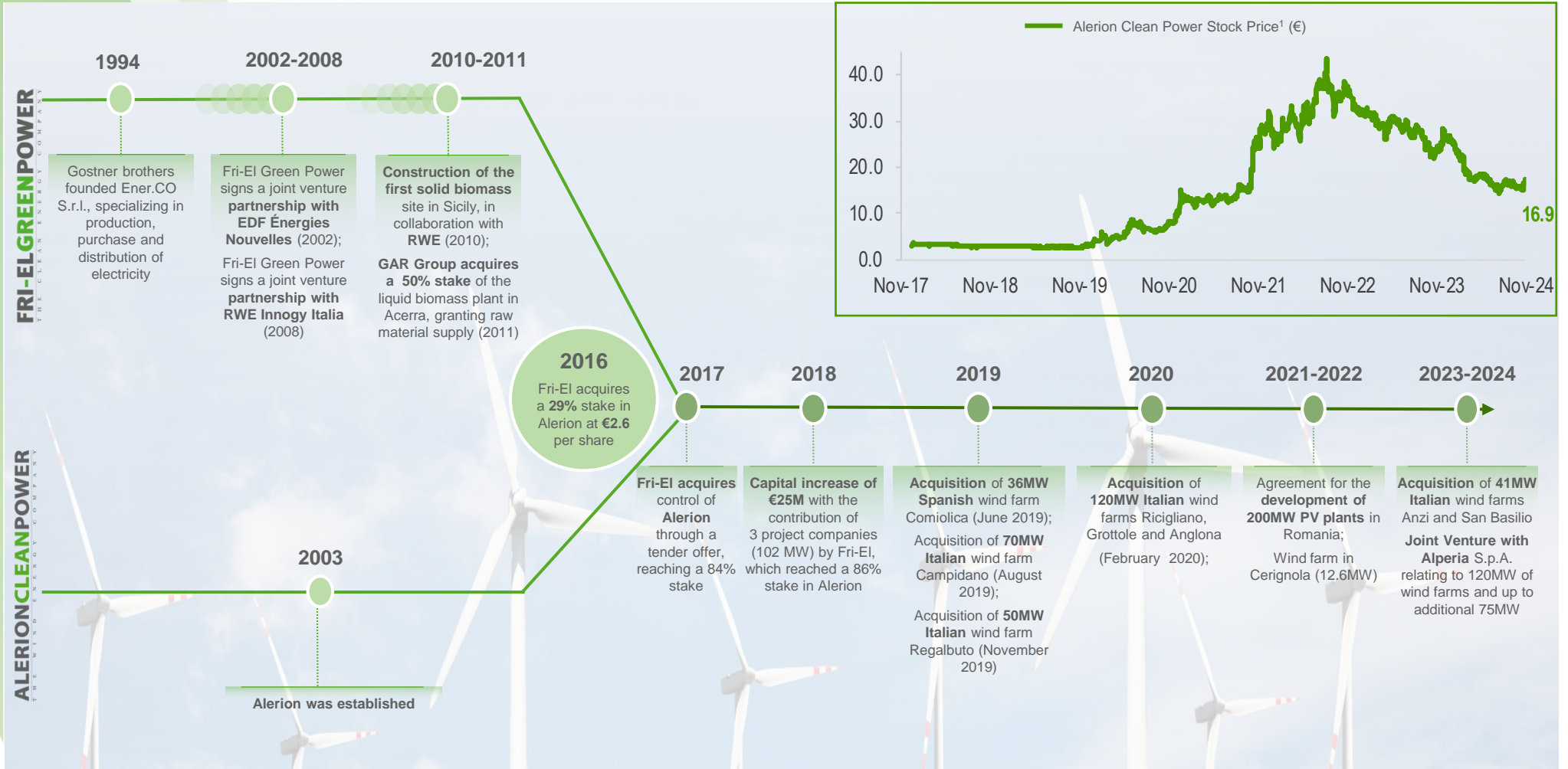
- **Alerion is an industry leader in wind and solar with a high quality asset base and an important pipeline in Italy, Romania and Spain**
- Alerion is listed on the Milan Stock Exchange with a **market cap of ~900m**
- **Alerion's majority shareholder is Fri-El Group (owning 88% of Alerion's share capital) which is one of the pioneers, a main developer and assetholder in the RES sector**
- As of June 30th 2024, Alerion operates wind and photovoltaic plants for a **total installed gross capacity of 912 MW: 752 MW in Italy** (23 SPVs), **36 MW in Spain** (1 SPV), **12 MW in Bulgaria** (4 SPVs) and **112 MW in Romania** (13 SPVs)
- The company is currently expanding its business activity into the **United Kingdom**

# Alerion at a glance

Leading Italian IPP and development renewable platform...

<p><b>Trophy RES IPP and growth platform</b></p>	<p> <b>Leading Italian RES platform</b> and one of the largest in Europe Strong in-house <b>development</b> and <b>asset management capabilities</b></p>	<p> <b>912 MW</b> gross installed capacity <b>1.6 TWh</b> annual (AVG) production</p>	<p> <b>Listed</b> in the Milan stock exchange with a <b>market cap of ~900</b></p>
<p><b>High quality and strategically located asset portfolio</b></p>	<p> <b>41 SPVs</b> operating <b>state-of-the-art plants</b> located in <b>strategic regions</b> with <b>favorable conditions</b></p>	<p> <b>Recent EU geographic expansion:</b></p> <ul style="list-style-type: none"> <li>• 752 MW in Italy</li> <li>• 36 MW in Spain</li> <li>• 12 MW in Bulgaria</li> <li>• 112 MW in Romania</li> </ul>	<p> Superior quality equipment sourced from <b>leading international suppliers</b> (e.g. Vestas, Siemens Gamesa, Nordex)</p>
<p><b>Clear commitment to deliver growth beyond current targets</b></p>	<p> <b>Repowering opportunities already identified</b>, to further accelerate growth</p>	<p> <b>Diversification into solar PV technology</b></p>	<p> <b>Further geographical diversification</b> in <b>selected attractive market</b> such as <b>Spain, Romania and UK</b></p>
<p><b>Unique integrated business model</b></p>	<p> Strong track record and experience in RES asset development</p>	<p> <b>Solid know-how along the entire RES energy value chain</b> <b>Scalable and centralised</b> asset management system</p>	<p> <b>Strong in-house O&amp;M capabilities</b></p>
<p><b>Stable and highly predictable cash generation</b></p>	<p> <b>€152m EBITDA in 2023</b> <b>€ 180-190m EBITDA in 2024E</b></p>	<p> <b>Leveraging on ~5y years</b> avg. remaining <b>incentives life on ~46%</b> of the gross capacity</p>	<p> <b>€560m net debt</b> as of 30 Sep.</p>
<p><b>Experienced management team</b></p>	<p> <b>Management team</b> with proven track record in delivering growth</p>	<p> <b>Growing organic development team and internalization of key technical and operating activities</b></p>	<p> <b>208 employees:</b> 174 in Italy, 11 in Spain, 8 in the UK and Ireland, and 15 in Romania and Bulgaria. By area, 58 work in development/construction/PM, 101 in O&amp;M, and 49 in corporate roles.</p>

# 3 30 years of success in the renewable industry

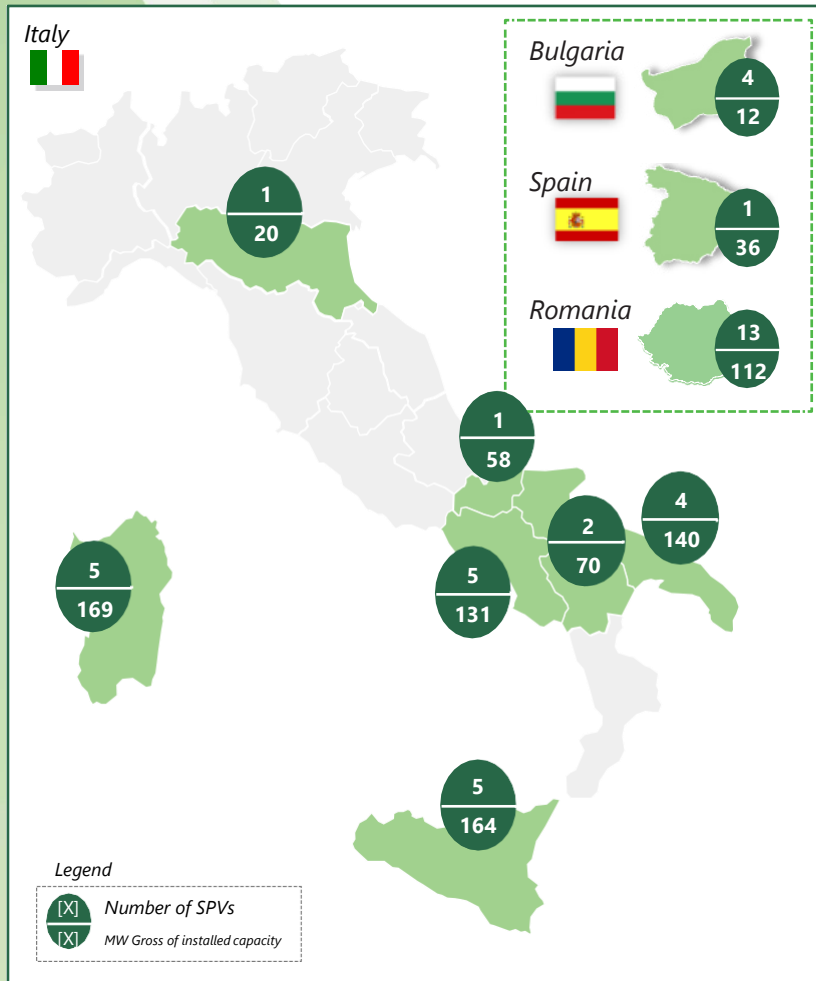


# 4

## Alerion at a glance

...benefitting from a highly resilient yield portfolio with strong fundamentals and attractive geographical presence...

### Operating plant by region

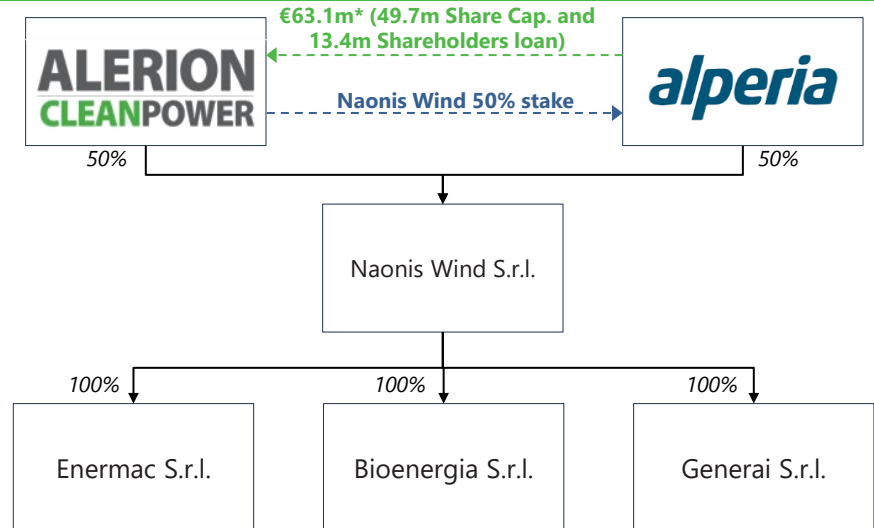


Plant Location	Number of SPVs	Gross capacity (MW)	P50 (GWh)
North	1	20	47
Center South	5	131	253
South	7	268	524
Sardinia	5	169	313
Sicily	5	164	240
<b>Italy</b>	<b>23</b>	<b>752</b>	<b>1,377</b>
Spain	1	36	95
Bulgaria	4	12	25
Romania	13	112	162
<b>Total</b>	<b>41</b>	<b>912</b>	<b>1,659</b>

## The Joint Venture at a glance

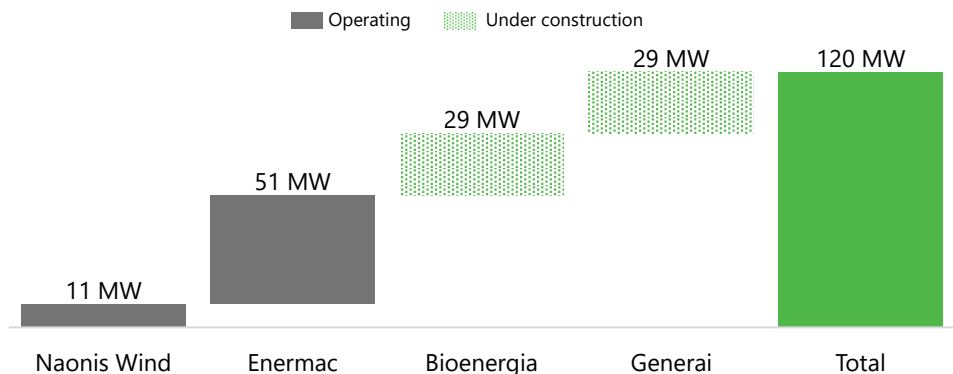
- On the 12<sup>th</sup> of November 2024, **Alerion** signed an agreement with **Alperia Greenpower S.r.l.** ("Alperia"), a wholly-owned subsidiary of Alperia S.p.A., for a **joint venture** in the development, construction and management of a **wind farm portfolio** in **Puglia**
- Alperia has acquired **50% stake** in **Naonis Wind S.r.l.** (now "Alperion"), a fully-owned subsidiary of Alerion, and indirectly its controlled companies, for a cash consideration of **€49.7m** and the transfer of **50%** rights arising from existing **shareholder loans** between Alerion, Alperia and its subsidiaries for a consideration of **€13.4m**
- Alerion will register a **€80 M extraordinary proceed** related to the 50% Alperia stake sale and fair value valuation (IFRS)
- Alerion** and its subsidiaries currently operate 62MW of on-shore wind capacity, up to 120MW (58MW under construction)
- As part of the agreement, Alerion has also granted Alperia the **right to acquire** a 50% stake in **two additional wind farm projects**, for a total maximum capacity of ca. 75MW

## Transaction structure



(\*) Total consideration for the acquisition

## Breakdown of portfolio capacity

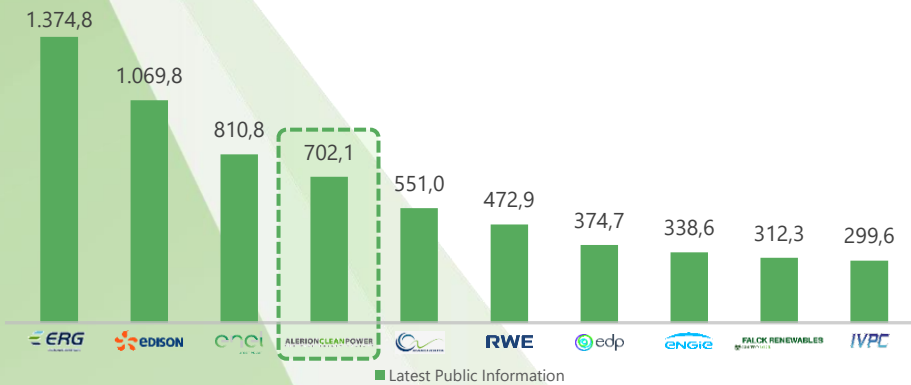


# Highly attractive and supportive Italian market environment underpinned by clear renewables targets

Room for consolidation as well as constructive and forward-looking regulation providing stability

## 1 Fragmented wind onshore market with room for consolidation.

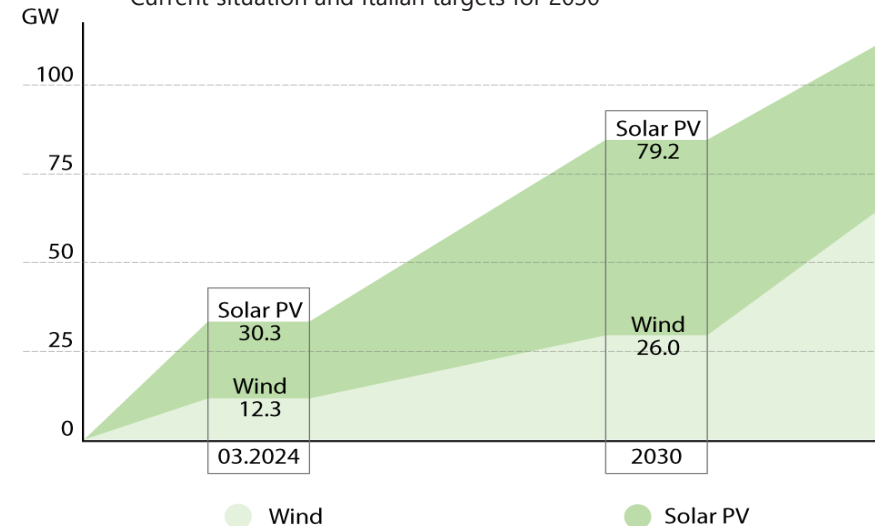
Italian onshore wind installed capacity by operator (stake MW in 2023)



- ~11 GW market leveraging strong fragmentation with ~3.0 GW on the market represented by portfolios with installed capacity below 100 MW
- Still significant presence of regional and local developers providing opportunities for consolidation, boosting returns for main platforms

## 2 ..fueled by a significant growth expected in the coming years

Current situation and Italian targets for 2030



## 3 Market backed by a positive sentiment / "green" environment



Renewables are increasingly relevant in the energy agenda of the Italian Government



Renewables are increasingly cost-competitive vis-à-vis conventional generation sources

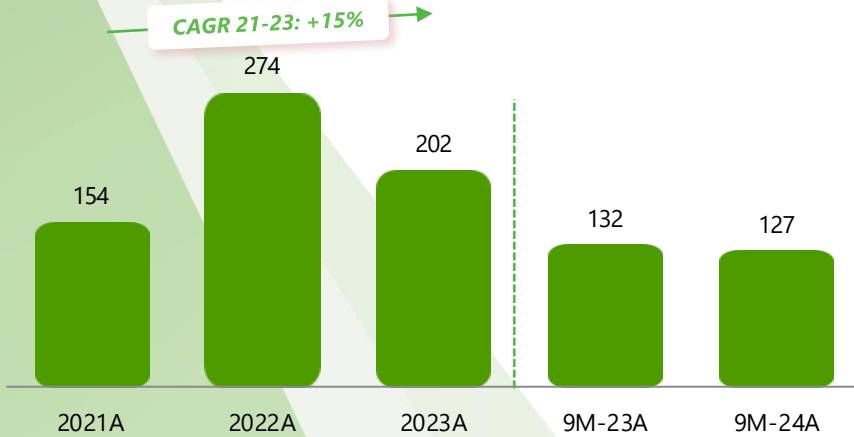


Large European utilities / Oil & Gas operators have started focusing strategy on renewables

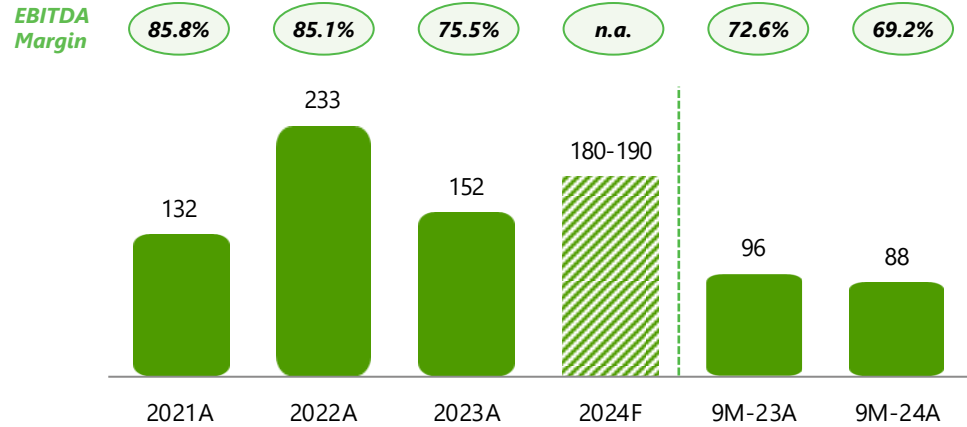


# 7 Historical key financials highlights

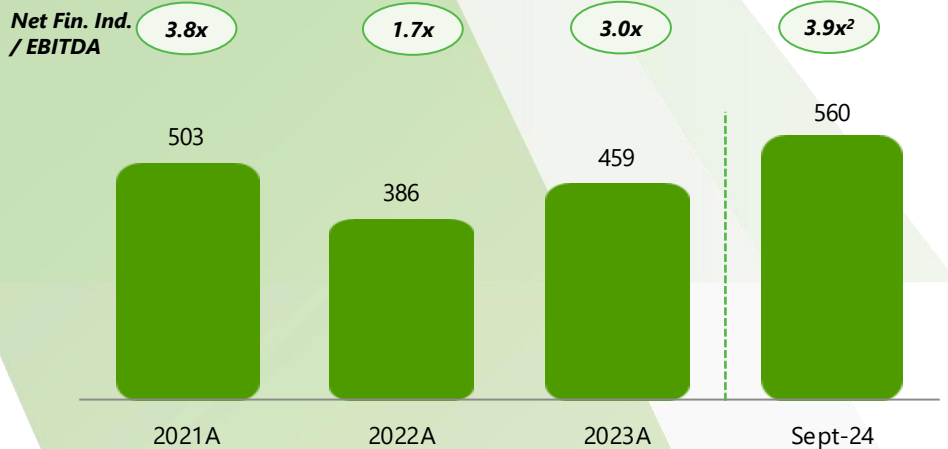
## 1 Total consolidated revenue (€m)



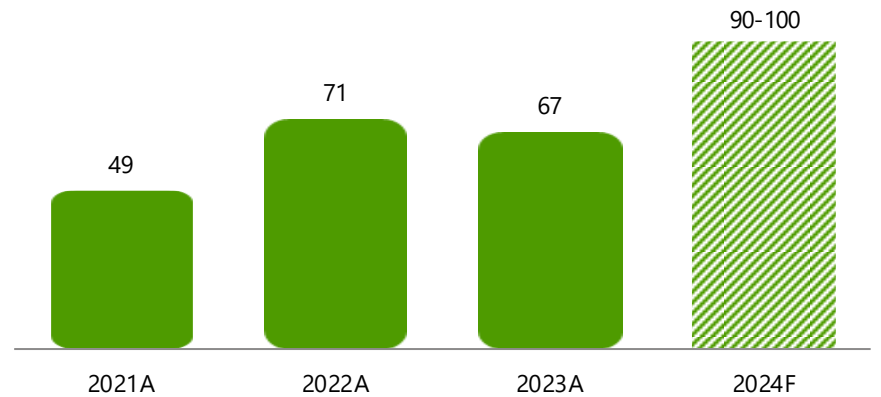
## 2 EBITDA<sup>1</sup> (€m | %)



## 3 Net Financial Indebtedness (€m | x)



## 4 Profit attributable to the owners of Alerion (€m)



<b>Ranking</b>	Senior Unsecured
<b>Indicative Offer size</b>	€200 M, with <i>upsized option</i> up to €300 M
<b>Use of Proceeds</b>	Up to €200 M to early redeem the 2019-2025 Green Bond, and any amount in excess thereof, to finance, in whole or in part, future investments in green projects (should the Notes be issued for a total aggregate amount equal to €200 M, an amount of at least €30 M will be applied to finance, in whole or in part, the Eligible Green Projects)
<b>Rating</b>	Unrated
<b>Sustainability classification</b>	Green bond 
<b>Offering Period</b>	27 <sup>th</sup> November – 6 <sup>th</sup> December 2024 (subject to amendment, extension or postponement)
<b>Issue date</b>	11 <sup>th</sup> December 2024
<b>Tenor / Maturity</b>	6 years / December 2030
<b>Fixed interest rate</b>	4.75%, (payable semi-annual)
<b>Issue price</b>	100% of the nominal value
<b>Early redemption</b>	Redemption at the option of the Issuer starting from the third year: <ul style="list-style-type: none"> <li>• From 11<sup>th</sup> December 2027 to 10<sup>th</sup> December 2028: 100% of the principal amount outstanding + 50% of the yearly interest</li> <li>• From 11<sup>th</sup> December 2028 to 10<sup>th</sup> December 2029: 100% of the principal amount outstanding + 25% of the yearly interest</li> <li>• From 11<sup>th</sup> December 2029: 100% of the principal amount outstanding</li> </ul>
<b>Incurrence Covenants</b>	<ul style="list-style-type: none"> <li>• Net Financial Indebtedness (Excl. Derivatives)/Shareholders' Equity (Excl. Derivatives) <math>\leq</math> 3.0x</li> <li>• Dividend Yearly Cap at 50% of Consolidated Net Income</li> </ul>
<b>Target investors</b>	General public in Italy and qualified investors abroad
<b>Listing and Placement</b>	MOT of <i>Borsa Italiana</i> and Regulated Market of Euronext Dublin
<b>Second Party Opinion</b>	
<b>Mandatory repayment</b>	Events of default, Change of Control (@100%)
<b>Events of default</b>	Non-payment; Breach of other obligations; Cross-default; Enforcement proceedings; Security enforced; Insolvency; Cessation of business; Analogous Events; Unlawfulness



**Q&A**

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