

amPer  
GROUP

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# 1.


## OFFERING OVERVIEW<sup>(\*)</sup>

(\*) Public Offering for Subscription of ordinary shares of Amper, announced to the market on November 8<sup>th</sup> 2023, with recognition of shareholders' pre-emptive subscription rights and prospectus prepared in accordance with Regulation (EU) 2017/1129 of the European Parliament and of the Council, of June 14, 2017. Approved by the Spanish National Securities Market Commission (CNMV) in accordance with applicable regulations, available on the CNMV's website ([www.cnmv.es](http://www.cnmv.es)) and on the Group's website ([www.grupoamper.com](http://www.grupoamper.com)).

Rights Issue with the objective of strengthening Amper's capital structure

RIGHTS ISSUE OFFERING  
 Up to €31,041,899.84  
 (388,023,748 shares)  
 at €0.08 per share

Proceeds will mainly ...

-  Reduce Group's debt (40%-60%)
-  Finance inorganic growth opportunities (20%-30%)
-  Strengthen Group's liquidity (10%-20%)
-  Finance organic opportunities (5%-15%)

OFFERING RATIONALE

The Group intends to strengthen its capital structure in order to achieve its Strategic Plan of 23E-26E reinforcing the **NEW AMPER** platform...



 >€1,000m  
Sales 2026E



 >€120m  
EBITDA 2026E

... building a Spanish group that provides a unique combination of strategic technological, communications, industrial and engineering capabilities for:



*Defense &  
Security*




*Energy &  
Sustainability*



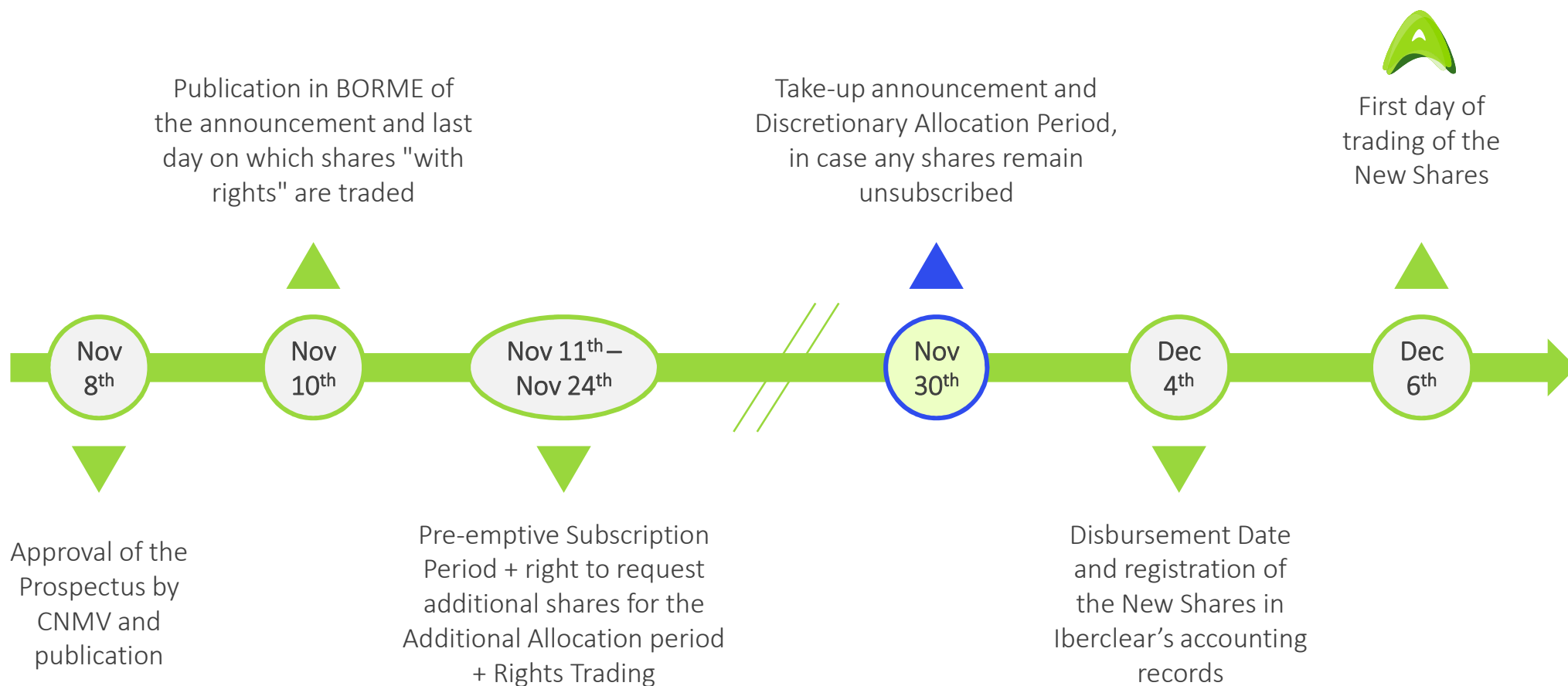
*Telecoms*

## Summary of main terms of the Rights Issue



<b>Issuer</b>	<ul style="list-style-type: none"> <li>Amper S.A.</li> </ul>
<b>Offer Type and Size</b>	<ul style="list-style-type: none"> <li>Rights issue of up to €31,041,899.84</li> <li>New shares to be issued: 388,023,748</li> </ul>
<b>Offer Structure</b>	<ul style="list-style-type: none"> <li>Capital increase with pre-emptive subscription rights for Amper's existing shareholders and investors acquiring such subscription rights</li> <li>Third subscription round to be discretionary addressed, in this order, to (i) Management Team, (ii) retail investors, (iii) qualified investors, (iv) Zelenza and (v) JB Capital</li> </ul>
<b>Subscription Price</b>	<ul style="list-style-type: none"> <li>€0.08 per share (€0.05 nominal value + €0.03 share premium)</li> <li>26.3% discount over closing price of November 7<sup>th</sup> (€0.1086 per share)</li> <li>20.9% discount over TERP based on closing price of November 7<sup>th</sup> (€0.101 per share)</li> </ul>
<b>Subscription Ratio</b>	<ul style="list-style-type: none"> <li>1 right for each existing share</li> <li>7 new shares for 20 rights</li> </ul>
<b>Subscription Period</b>	<ul style="list-style-type: none"> <li>From November 11<sup>th</sup> to November 24<sup>th</sup> (both days included)</li> </ul>
<b>Subscription and Underwriting Commitments</b>	<ul style="list-style-type: none"> <li>Total commitment up to 48.28% of the offer size                             <ol style="list-style-type: none"> <li>Pre-emptive Subscription Period commitments: Zelenza 7.91%, Jomar e Hijos. 5.35%, Globalincome 2.20% and Heritage I Fund 1.42%</li> <li>Additional Allocation Period commitments: Zelenza additional 8.0% and Globalincome additional 1.4%</li> <li>Discretionary Allocation Period commitments: Management team 1%, Zelenza additional 14% and JB Capital 7%</li> </ol> </li> </ul>
<b>Lock-up</b>	<ul style="list-style-type: none"> <li>90 days for the Issuer, Zelenza, Jomar e Hijos, Globalincome and Heritage I Fund</li> </ul>
<b>Placement entities and Agent Bank</b>	<ul style="list-style-type: none"> <li>Global Coordinator and Underwriter: JB Capital</li> <li>Placement Bank and Agent Bank: Renta 4</li> </ul>

Tentative Calendar



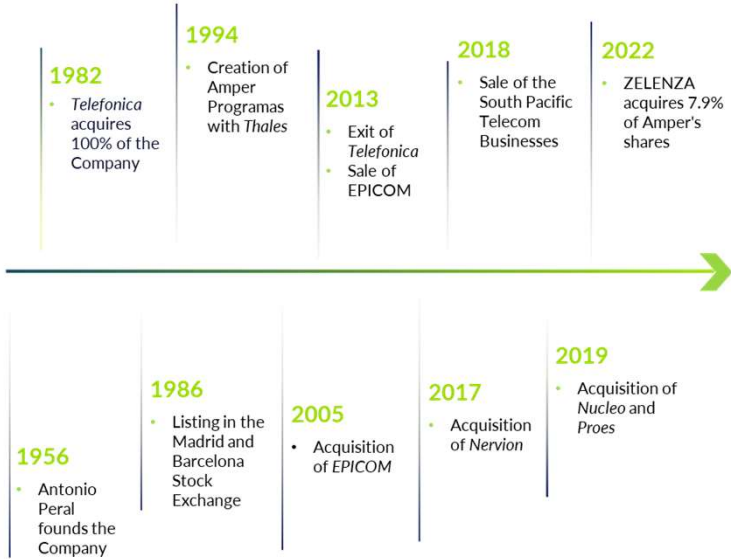
# 2.

## THE GROUP'S MOMENTUM

# Diversified Group in key markets with a long standing track-record

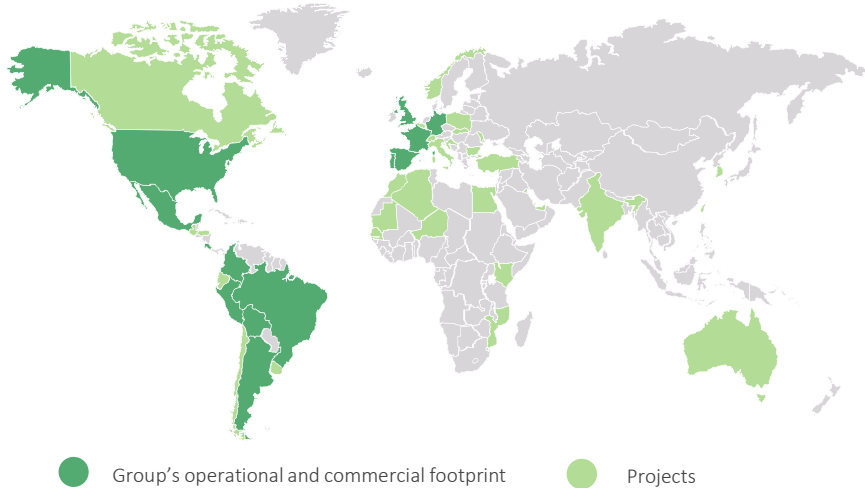
## History

>60 years track record in its core markets, and well positioned to build a leadership position



## Global footprint

Historical operational and commercial activity in >50 countries



## Amper at a glance

Spanish listed Group that provides a unique combination of strategic technological, communications, industrial and engineering capabilities in three business units:

### Main KPIs

€337M

Sales 2022A

€19M

EBITDA 2022A

€397M

Backlog<sup>(3)</sup>

c.3.4k

Employees<sup>(3)</sup>

c.700

Active clients<sup>(3)</sup>

20

Countries with ongoing projects<sup>(3)</sup>

40

Participated companies, subsidiaries and branches<sup>(3)</sup>

### Current Value Proposition

#### Business Units <sup>(1)</sup>

#### Defence & Security

Defence

Security

Aerospace

#### Core Business Lines

Naval & Air Platforms

Electronic Warfare

Protection and Emergencies Systems

Airport Management (Command & Control; Communications)

#### Energy & Sustainability

Offshore wind

Green Power

Production & Distribution

Green Industry

Spaces digitalization

Engineering (transversal)

Offshore Wind foundation manufacturing and engineering (jackets & floating)

Electrical Storage Systems

Smart Grid Management

Spaces Digitalization to optimize energy consumption

Offshore, Land, Marine & Industrial Engineering

#### Telecommunications

H.C. Telecom Networks

5G Comms & Services

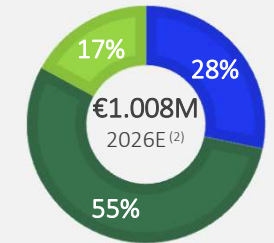
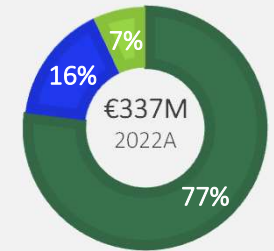
Communication Systems

High-capacity telecom networks

5G communications and services

Critical communications systems

### Revenue breakdown



- Defence & Security
- Energy & Sustainability
- Telecommunications

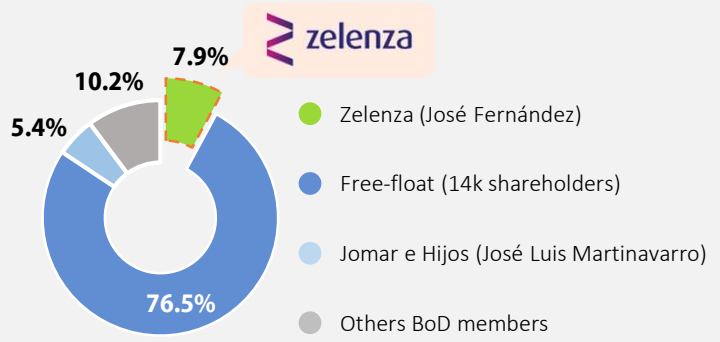
Note(s): (1) Business Units & Divisions (2) Organic & Inorganic revenues (3) As of Jun-2023



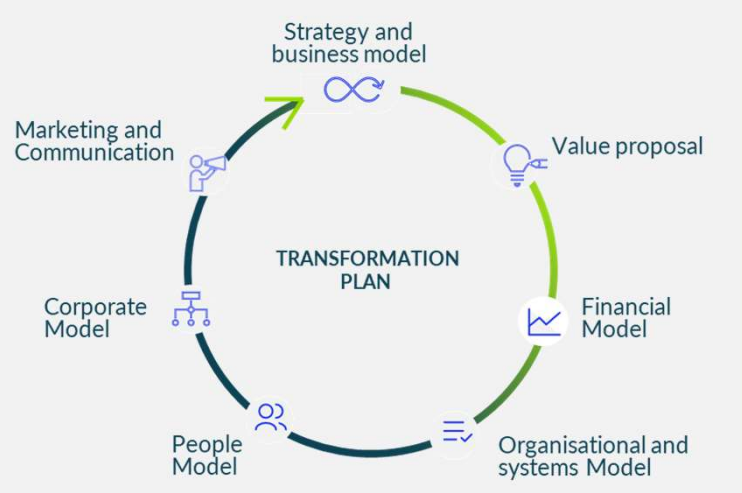
# Industrial Shareholding Base, highly experienced Management Team, and best practices in Corporate Governance

## 2023 → YEAR 0 OF THE NEW AMPER

- During 2022, Amper has **strengthened its shareholding structure** with the entry of **Zelenza** as an **industrial partner with a long-term strategy...**



- ... and the appointment in November 2022 of a **new management team** alongside a **new strategic and transformation plan**:



## Management Team



### Pedro Morenés – Non-executive Chairman

- Ambassador of Spain to the United States
- Spain’s Minister of Defence
- State Secretary for Security & Defence



### Enrique López – CEO

- Vice President for Corporate Development at Zelenza
- Founder and CEO - everis Aerospace and Defence
- Managing Director Defence Services at Thales Spain



### Gonzalo Figueroa – CFO

- CFO at *Telefónica Tech*
- CFO & Global resources at *Telefónica Ingeniería de Seguridad*



### Francisco López – COO

- Founder – everis Group
- Founder and President - everis Aerospace and Defence

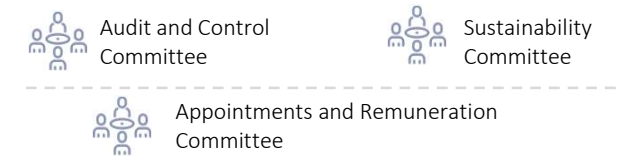


### Manuel de Oliveira – CCO

- VP Defence Business - everis Aerospace and Defence
- Managing Director Industry business - everis Group

**REMUNERATION MODEL OF THE MANAGEMENT TEAM** aligned with the corporate interest of the Group and its stakeholders

## Corporate Governance



### BOARD OF DIRECTORS



- Executive
- Proprietary
- Independent
- Other external

(\*) Non-director Secretary of the Board

# Clear & Innovative Strategy and Business Model

## Strategy



### DEFENCE AND SECURITY

Contribute to the process of organising and structuring of the sector, and to the implementation of a harmonized Spanish strategy in Defence and Security to safeguard national strategic capabilities



### ENERGY AND SUSTAINABILITY

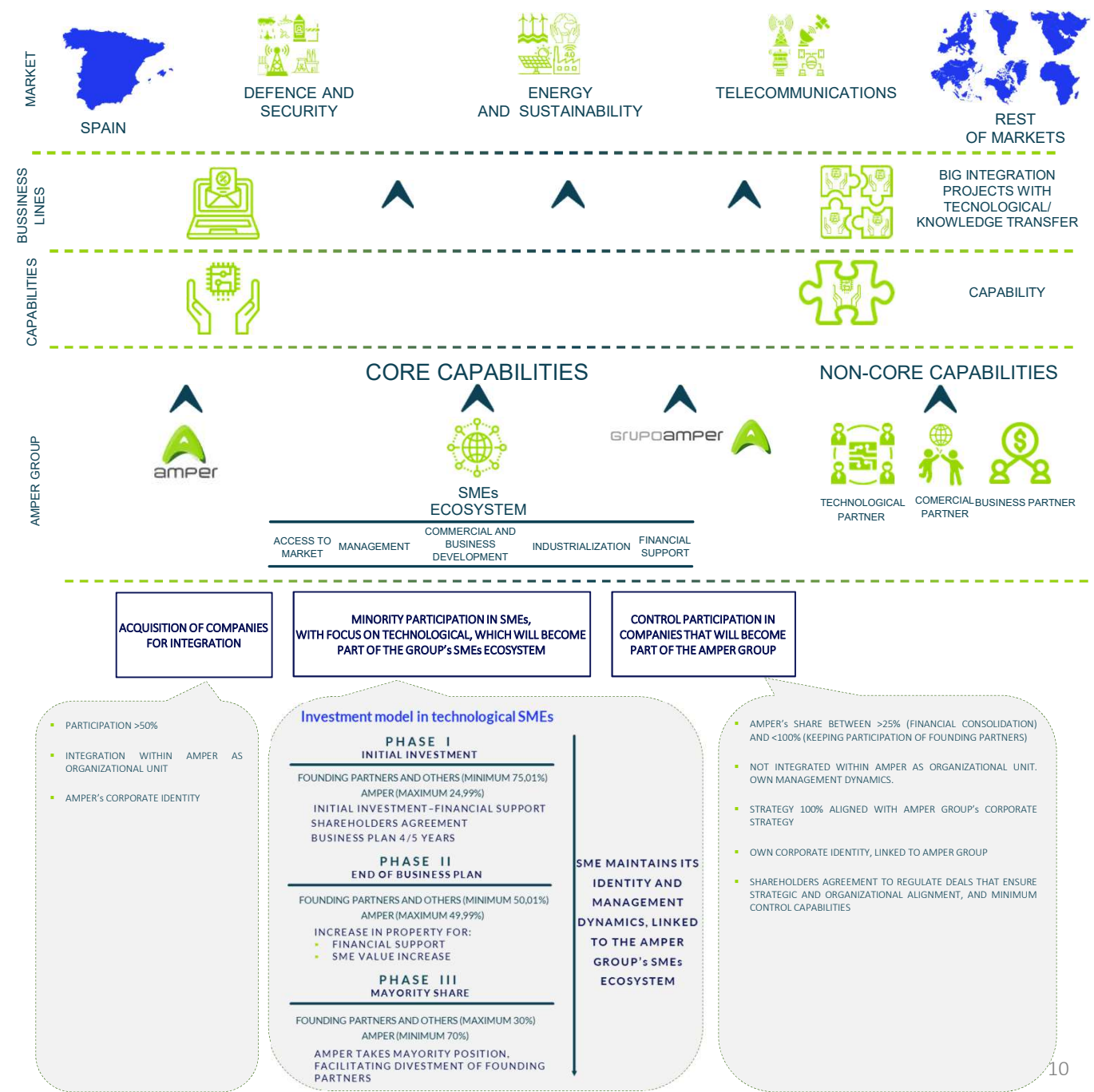
To be a reference supplier in capacities that contribute achieving the goal zero-net emissions in 2050



### TELECOMMUNICATIONS

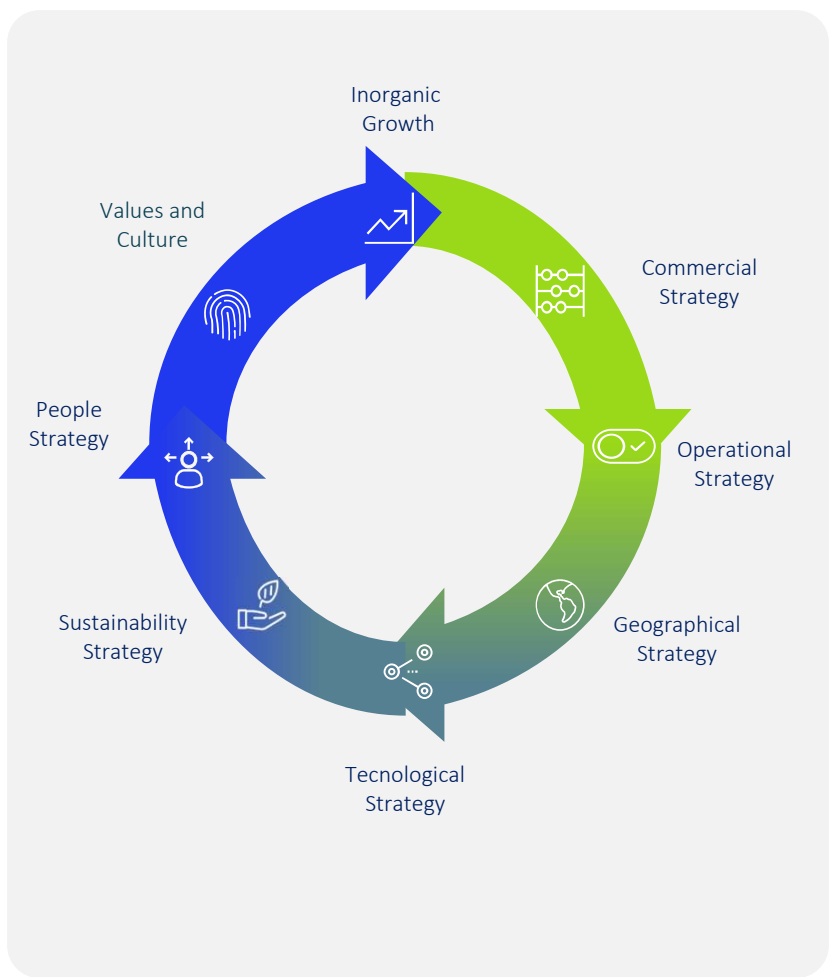
Contribute to the efficient and sustainable digitization of businesses and public institutions, ensuring the continuity of all services in a hyper-connected society

## Business Model

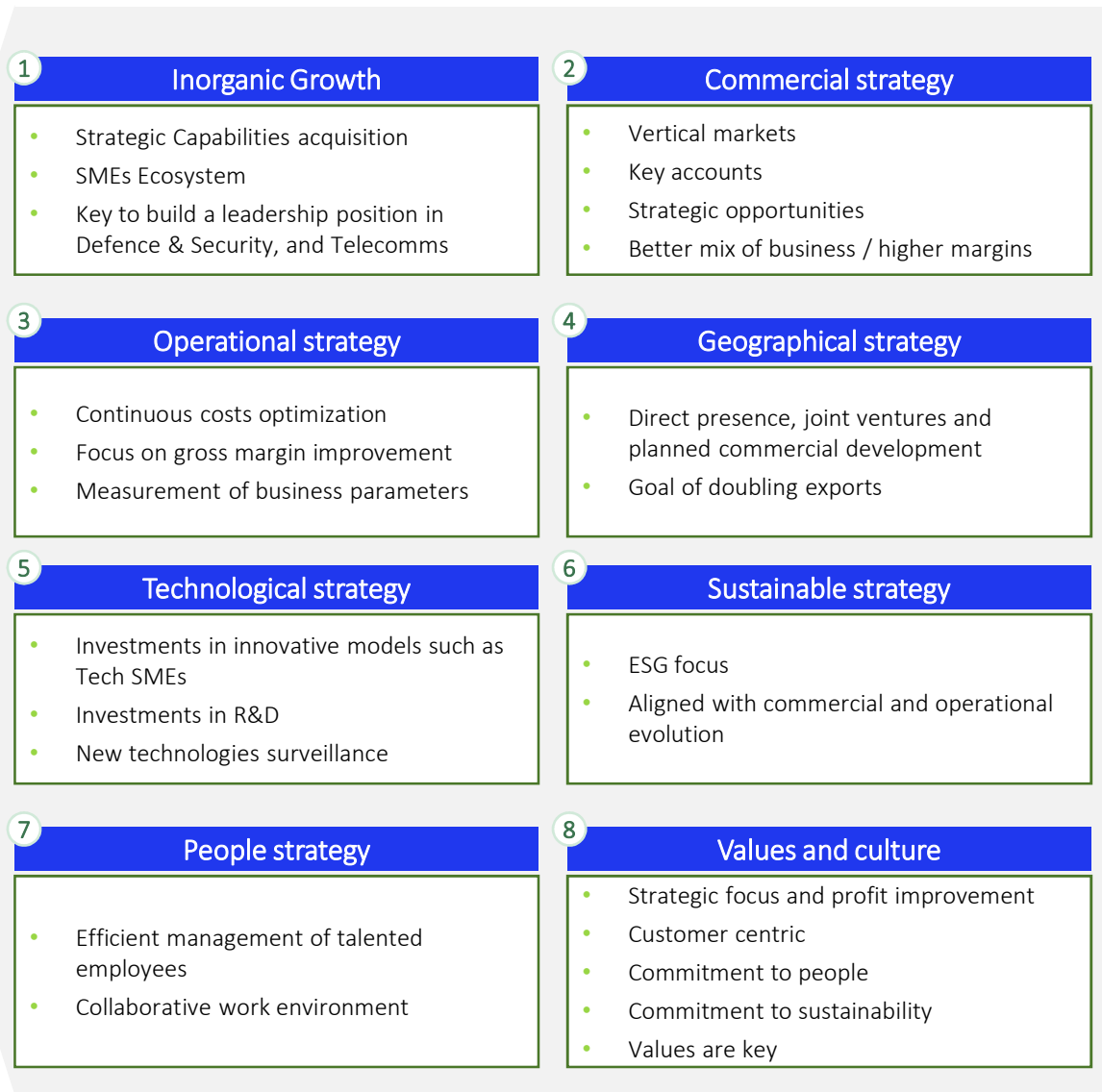


# Plan built around strategic pillars to drive growth

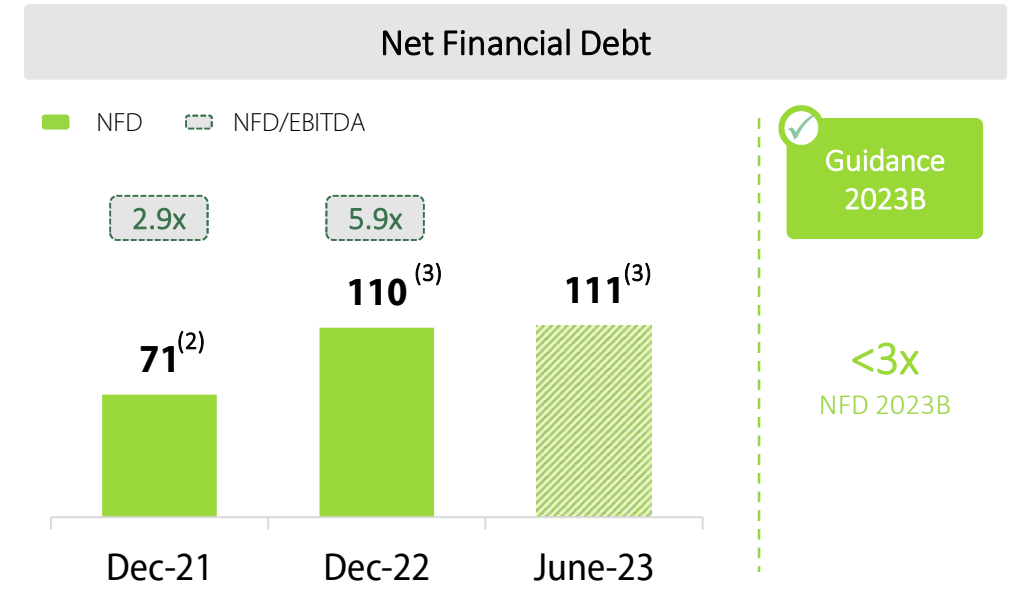
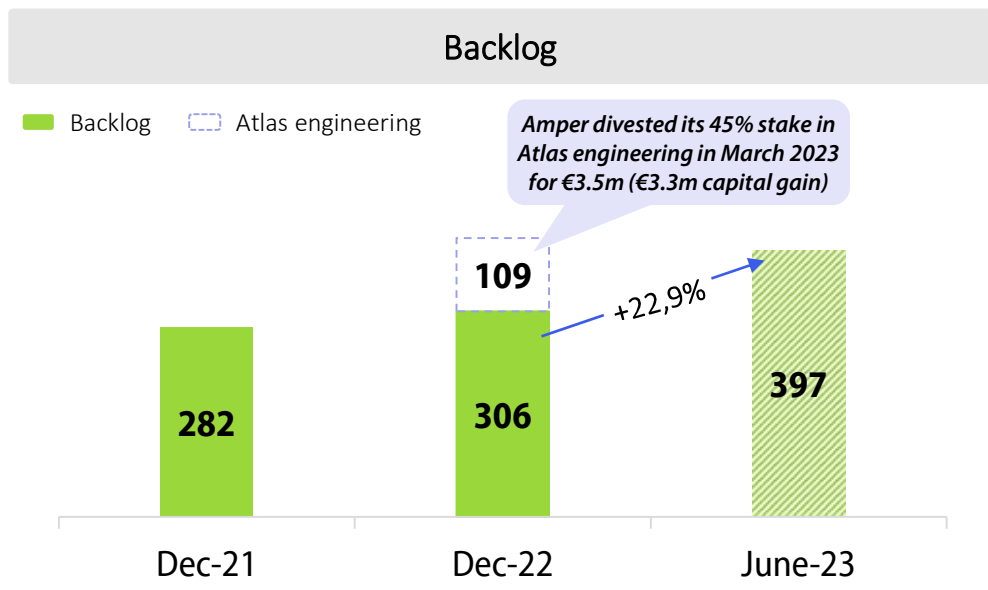
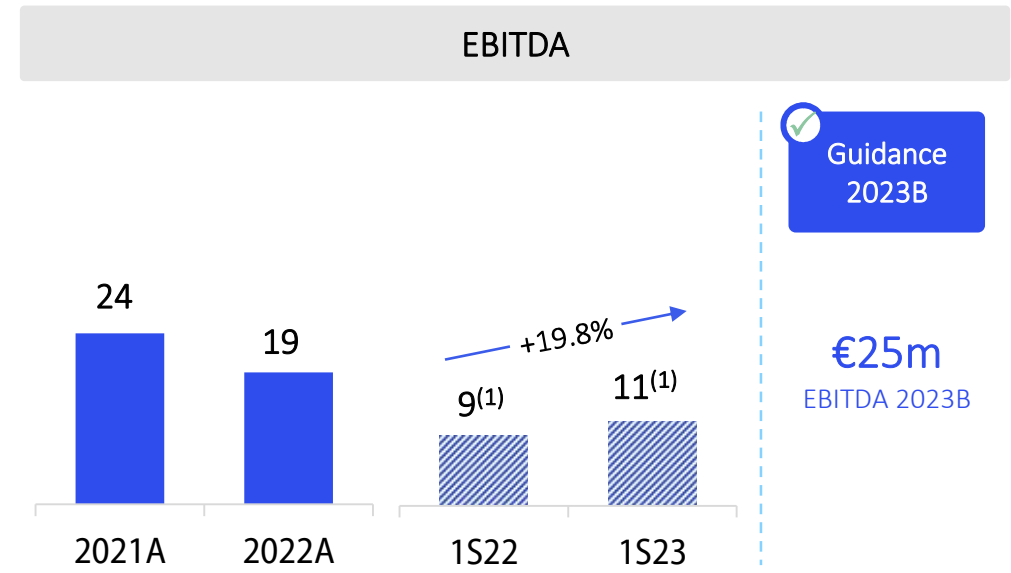
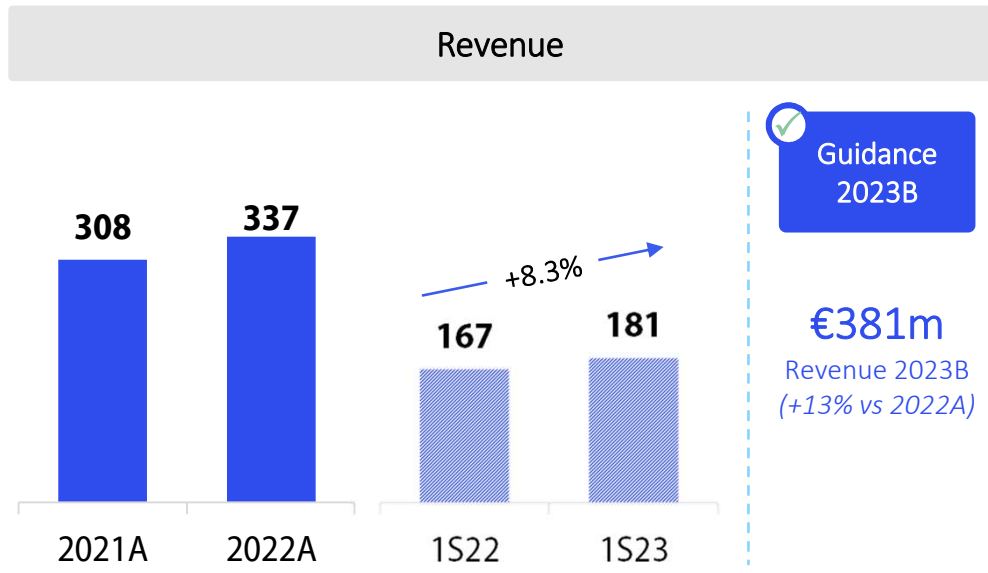
## Strategic Levers



## Transformation plan



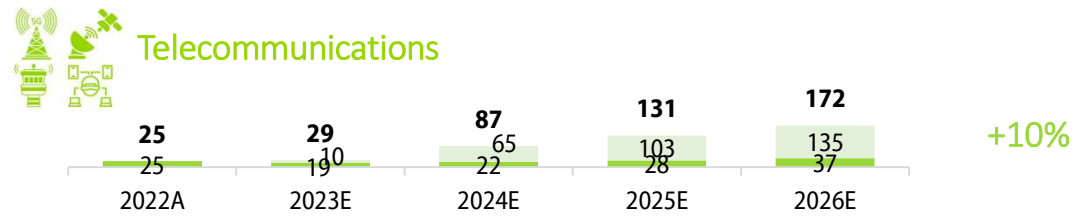
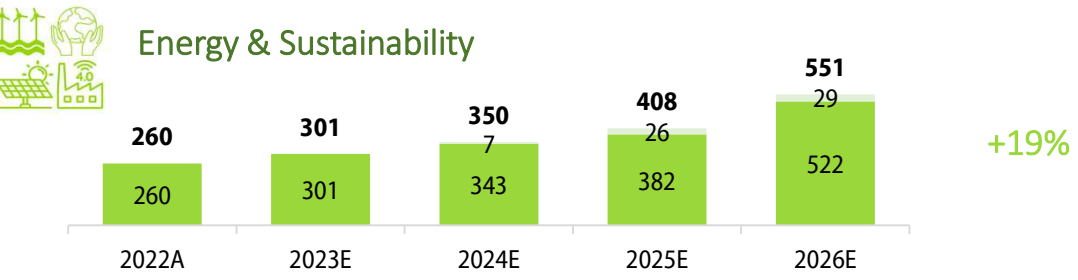
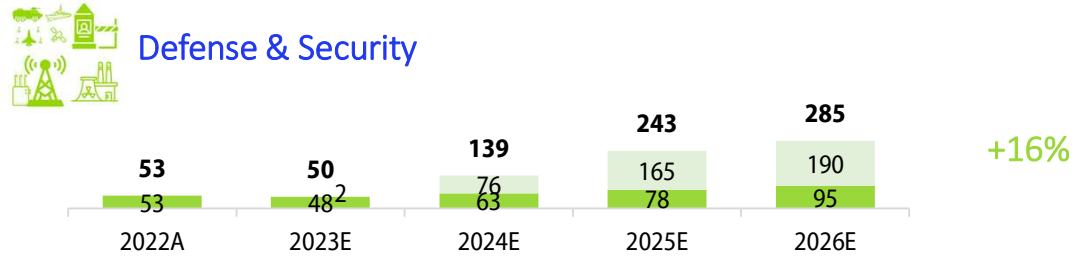
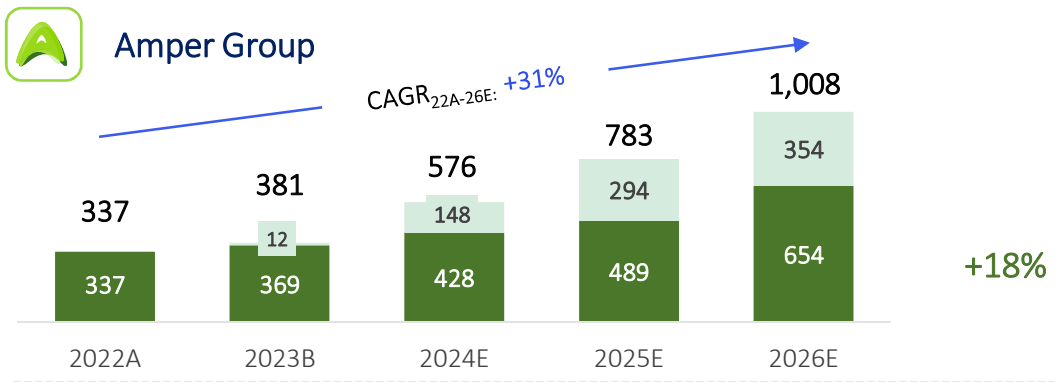
# On-track to achieve the management guidance for 2023B (€M)



**Note(s):** (1) Normalized EBITDA excluding non-recurrent adjustments and costs; (2) Includes financial bank debt and non financial bank debt; (3) Includes financial bank debt and non financial bank debt as well as €15m investment from Growth Partners Capital, Sociedade de Capital de Risco, S.A. which will be settled in the coming days and fully reinvested by Growth Partners Capital into equity

# Business Plan – Revenues (€M)

## Ventas por Unidad de Negocio



■ Organic growth      ■ Inorganic growth

**High revenues visibility**

On track to achieve the estimated revenues, supported by a **strong backlog** of projects already signed valued at **€397M as of June 2023** (>0.9x expected organic sales 2024)

**Strong organic growth**

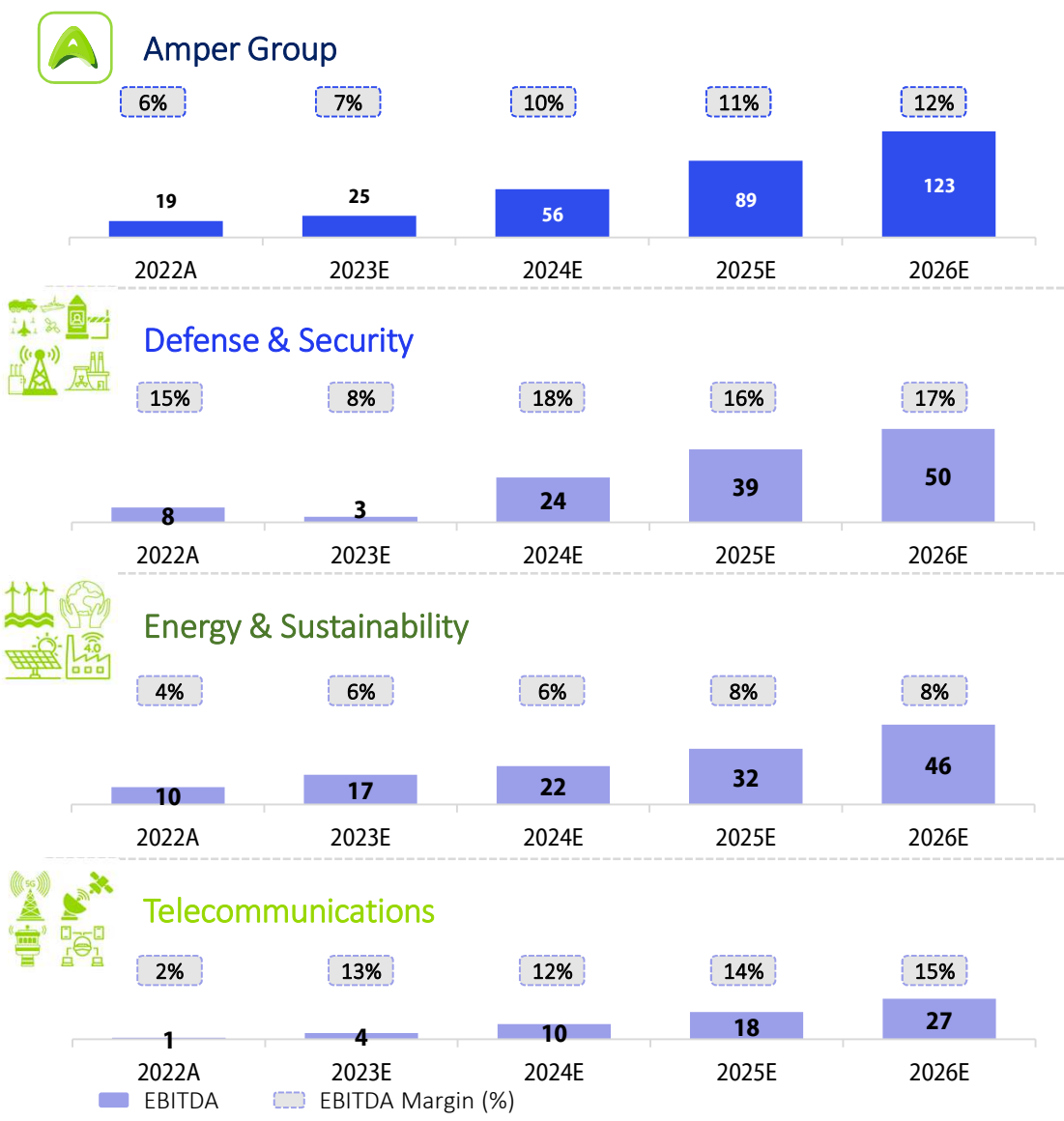
Most of the organic growth is boosted by the energy and sustainability division that sees an exponential growth through the **offshore wind market**, **net zero carbon emissions** and **strong policy support**

**M&A for growth**

- (i) Co-invest with founder partners in SME's
- (ii) Incorporate **new technologies and products**
- (iii) Vertical integration

# Business Plan – EBITDA (€M)

## EBITDA & EBITDA margin % by Business Unit



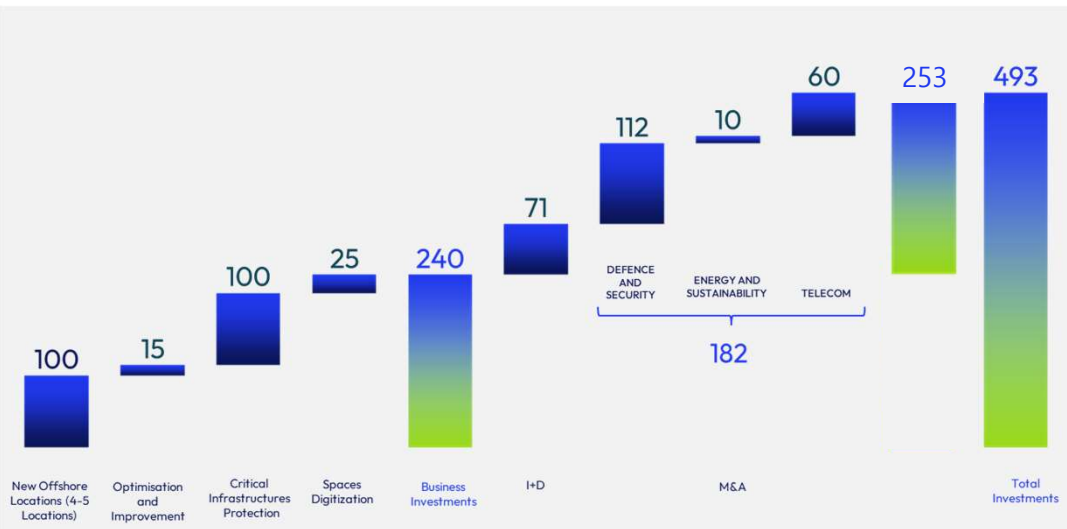
### Margin improvement drivers

- Optimize the structure cost
- Potential divestments of less profitable business
- Increase production efficiency and operating leverage
- The inorganic growth strategy will provide new strategic capabilities that will give access to larger projects, key for clients, and more profitable
- Develop the commercial aspect of the business to attract new and profitable contracts
- The strategy and business model will allow leadership in defense, security and communications, reinforcing the institutional position with the Government of Spain and others, that will generate strategic and profitable long-term businesses

# Business Plan – Investments & Financial structure (€M)

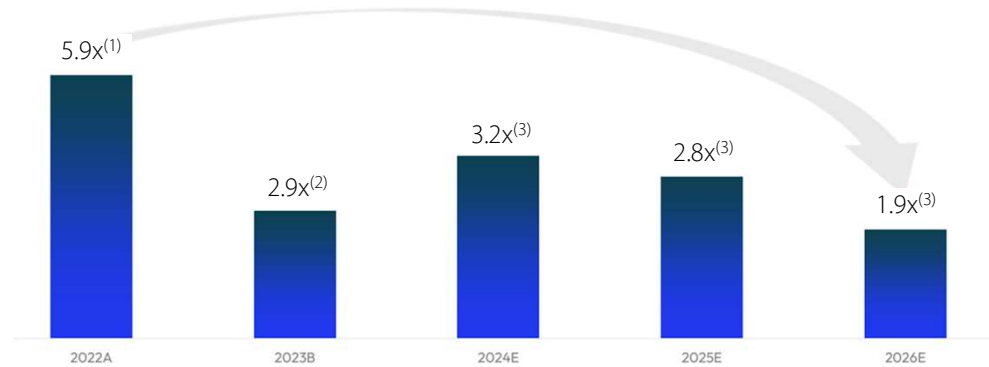
## Current Debt Structure

## Financing Sources and Financial Debt



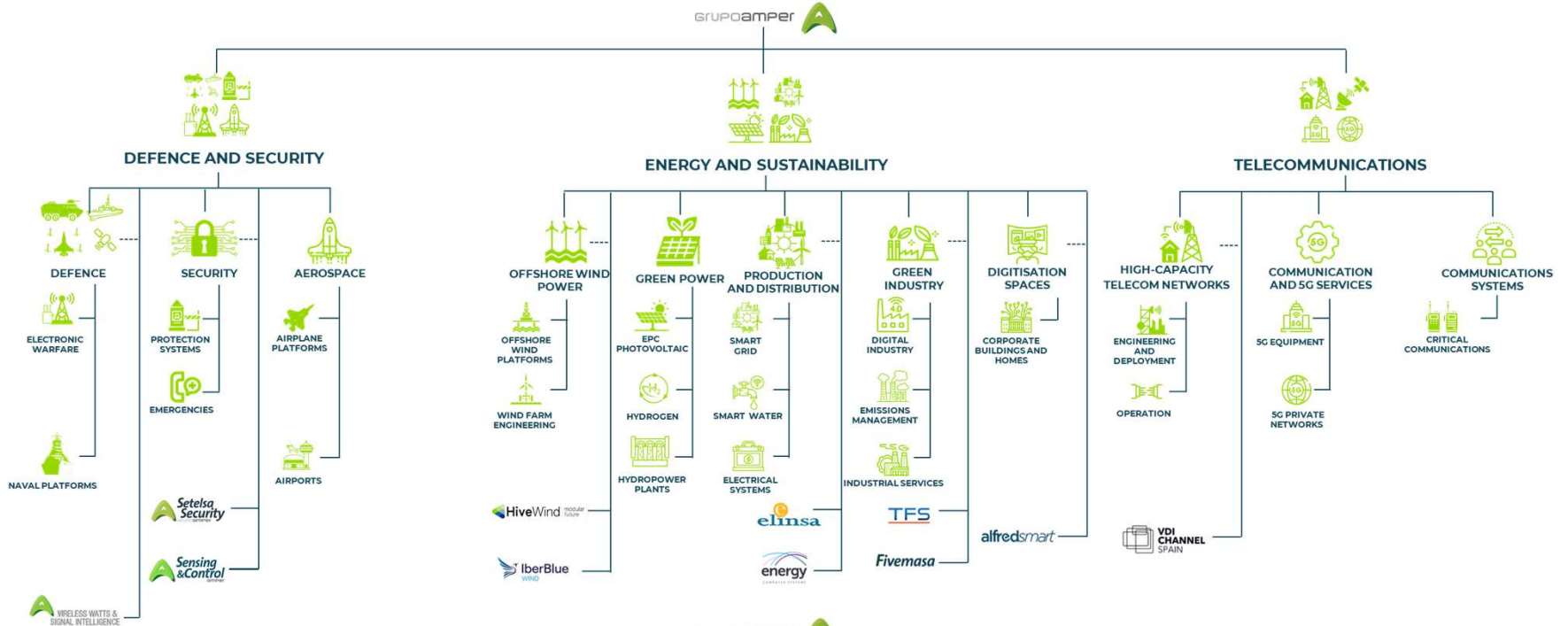
- Capital Increase
- Divestments of Non-Strategic Business
- Partner for the Offshore Business
- EBITDA c.€270M leading to Organic Cash Generation: c.€100M
- New Financial Debt aligned with EBITDA. Net Financial Debt/EBITDA Ratio ≈ 2x - 3x:

- **BUSINESS AS USUAL INVESTMENTS (240M):**
  - 100M NEW OFFSHORE LOCATIONS
  - 125M PROJECTS OF CAPEX TO OPEX
  - 15M OPTIMIZATION AND EFFICIENCIES
- **STRATEGIC INVESTMENTS (253M):**
  - 112M – M&A DEFENCE & SECURITY
  - 10M – M&A ENERGY & SUSTAINABILITY
  - 60M – M&A TELECOMMUNICATIONS
  - 71M – R&D (NEW CAPABILITIES AND MAINTENANCE CAPEX)

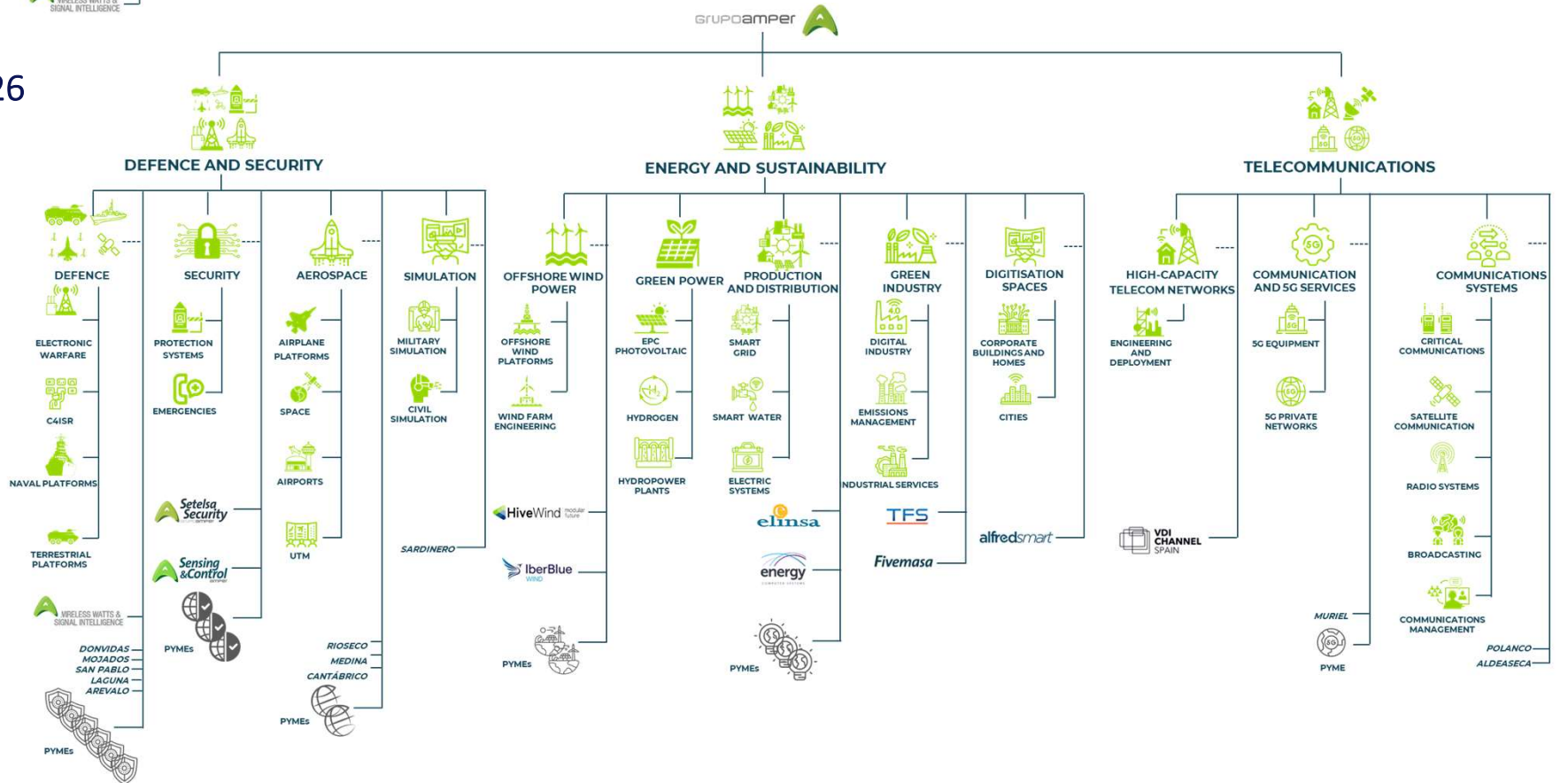


**Note(s):** (1) Includes financial bank debt and non financial bank debt as well as €15m investment from Growth Partners Capital, Sociedade de Capital de Risco, S.A. which will be settled in the coming days and fully reinvested by Growth Partners Capital into equity; (2) Includes financial bank debt and non financial bank debt; (3) Does not consider minority interests at EBITDA level

Current



Goal 2026



Value Proposal evolution



# 3.

## APPENDIX OFFERING MECHANICS<sup>(\*)</sup>

(\*) Public Offering for Subscription of ordinary shares of Amper, announced to the market on November 8<sup>th</sup> 2023, with recognition of shareholders' pre-emptive subscription rights and prospectus prepared in accordance with Regulation (EU) 2017/1129 of the European Parliament and of the Council, of June 14, 2017. Approved by the Spanish National Securities Market Commission (CNMV) in accordance with applicable regulations, available on the CNMV's website ([www.cnmv.es](http://www.cnmv.es)) and on the Group's website ([www.grupoamper.com](http://www.grupoamper.com)).

### Pre-emptive Subscription Period

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#### Investor Profile

- Current shareholders of Amper, S.A.
- Investors acquiring pre-emptive subscription rights.

#### Timing

- 14 days from announcement in the BORME (November 11<sup>th</sup> – November 24<sup>th</sup>).

#### Marketing

- Marketing activities among investors to promote the acquisition and exercise of pre-emptive subscription rights<sup>(1)</sup>.

#### Irrevocable Commitments

- Zelenza, S.L.: 7.91%
- Jomar e Hijos, S.L.: 5.35%
- Globalincome, S.A. – SPF: 2.20%
- Heritage I Fund: 1.42%

#### Nature of the order

- Fixed, irrevocable and unconditional.

#### Disbursement

- Payment Date on the 6<sup>th</sup> trading date following the end of the Pre-emptive Subscription Period (estimated for December 4<sup>th</sup>), without prejudice of depository entities blocking the relevant funds at the time the subscription order is placed.

Note(s): (1) JB Capital will only carry out marketing activities to qualified investors



### Additional Allocation Period

#### Investor Profile

- Shareholders of Record<sup>(1)</sup>.
- Investors of Record<sup>(2)</sup>.

#### Timing

- 4<sup>th</sup> business day following the end of the Pre-emptive Subscription Period (30<sup>th</sup> November).

#### Maximum amount

- No limitation in terms of quantity, allocable pro rata to the volume of shares requested.

#### Irrevocable Commitments

- Zelenza, S.L.: additional 8.0%
- Globalincome, S.A. – SPF: additional 1.4%

#### Nature of the order

- Fixed, irrevocable and unconditional.

#### Disbursement

- Payment Date on the 6<sup>th</sup> trading date following the end of the Pre-emptive Subscription Period (estimated for December 4<sup>th</sup>), without prejudice of depositary entities blocking the relevant funds in advance.

### Discretionary Allocation Period

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#### Investor Profile, priority and maximum amounts

- Management Team tranche: 1.0% of total amount of Rights Issue. In case of excess demand, pro rata of the volume requested.
- Retail tranche: in case of excess demand, pro rata of the volume requested.
- Qualified investors: final allocation upon Amper's decision after consulting the Global Coordinator.
- Shareholders with Underwriting Commitments: Zelenza S.L. with additional 14%<sup>(1)</sup>.
- Underwriter: JB Capital up to 7% of total amount of Rights Issue.

#### Timing

- 4<sup>th</sup> business day following the end of the Pre-emptive Subscription Period (30<sup>th</sup> November).

#### Nature of the order

- Revocable only for Qualified investors, until confirmation of final allocation.

#### Disbursement

- Payment Date on the 6<sup>th</sup> trading date following the end of the Pre-emptive Subscription Period (estimated for December 4<sup>th</sup>).

Note(s): (1) Therefore, Zelenza, S.L. could subscribe up to a maximum of approximately 30% of the total amount in the Right Issue



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