

TERM SHEET
DATED 25 NOVEMBER 2024

ENERGY BLOCKS

in relation to the
Offering of 6.50 per cent. Fixed Rate Open Bonds
(the PWR03 Bonds)
for a maximum amount of € 3,750,000 due 1 April 2027
issued by
ABLX Finance B.V.

incorporated with limited liability under the laws of the Netherlands under registration no. 69714304

**Attention! This investment falls outside AFM
supervision. No prospectus required for this activity.**



ABLX Finance B.V.

NOVEMBER 2024 – FIXED RATE OPEN ISSUE BOND OFFERING –TERM SHEET Open Bonds Offer Initial Bonds 1 December 2024 (the “Bond(s)”, the “Offer”)

This term sheet is for information purposes only. It does not constitute an offer to sell nor a solicitation to buy any Bonds of the Issuer, nor any financial or investment advice.

The following summary contains basic information about the Bonds. It is not intended to be complete, and it is subject to important limitations and exceptions. Potential investors should therefore carefully consider the Investment Memorandum as compiled by Energyblocks (the “Company”) as a whole, including documents incorporated by reference, before a decision is made to invest in the Bonds. For a more and complete understanding of the Bonds, including certain definitions of terms used in this summary, see the Investment Memorandum.

Issuer	ABLX Finance B.V., a private limited liability company, seated in Amsterdam, The Netherlands and organized under the laws of The Netherlands. The Issuer Legal Entity Identifier (LEI): 724500M1HAI5BF46BJ31. Registration in the Companies Register: 69714304.
Guarantor	Parent of the Group and the Guarantor for the Bonds is Catena Group B.V., a private limited liability company, domiciled in Amsterdam, The Netherlands and organized under the laws of The Netherlands. Registration in the Companies Register: 65920937.
Issuer’s Primary activities	The Group’s mission is to realize a transition towards the use of clean energy sources and CO2 reduction for a sustainable environment. The Company intends to deliver on this mission by owning, investing in, operating and maintaining grid-connected renewable energy, carbon removal and other climate impact assets. The Issuer’s primary activities are financing the activities of the Group by means of issuing external debt in relation to the Group’s business and activities. The Issuer has no business operations of its own. The Issuer issued debt securities the proceeds of which are lent-on within the Group to finance the business and the assets of the Group. The Group develops, invests in, and operates renewable energy assets and adjacent infrastructure located in Europe. The energy produced from these assets are sold in the wholesale energy market. The business of the Group is to own and manage a portfolio of energy producing facilities which are held individually or grouped by different legal entities, or special purpose vehicles (the “SPV”, or “SPVs”). Each SPV functions as a single operating entity for one or more assets. All SPVs are consolidated into the asset portfolio. Each SPV contributes to the Group by means of upstreaming net profits. SPVs may be wholly owned or jointly owned.
Securities Offered	Open issue fixed rate 6.50 per cent. bonds in the aggregate principal amount of € 3,750,00 divided into bonds in the specified denomination of € 100.00. The Issuer may from time to time issue a series of bonds and each new series of bonds shall have the same terms in all respects (except for the date of issue and the issue price) as the outstanding bonds. New bonds (the “Additional Bonds”) issued shall together with any outstanding bonds (Initial and Additional Bonds) be consolidated and form a single series of bonds.
Initial Issue Date	The issue date for the Initial Bonds (the “Initial Issue Date”) is 1 December 2024.
Offer Size	The issue of bonds (the Initial Bonds) with an aggregate principal amount equivalent of € 3,750,000.00.
Offer Price	Offer Price for the Initial Bonds is 100.00%.
Offer Structure	Debt private placement.
Form	Dematerialized bonds, denominated in euro and registered on a blockchain as security tokens.
Interest Payments	The interest payments are due quarterly, on 31 March, 30 June, 30 September and 31 December of each year (“Interest Payment Dates” and each corresponding quarterly interest payment period, an “Interest Period”). If the scheduled Interest Payment Date falls on a day that is not a Business Day, such Interest Payment Date will be deferred to the next following Business Day. The first Interest Payment Date will be

31 December 2024. The interest shall be calculated according to the 30/360 method for interest calculation.

Redemption at Maturity	The Bonds mature in full, subject to any purchase by the Issuer or early redemption of the Bonds, subject to certain put or call option rights and early redemption prices, but no later than the Final Maturity Date.
Final Maturity Date	The maturity date on which the bonds will amortize in full, being 1 April 2027 (the “Maturity Date”).
Call Option	The Issuer may declare due and redeem the Bonds outstanding in whole or in part on such date indicated in a termination notice. Such redemption at an early redemption amount of • 102.00% of the principal amount in the period 1 December 2024 (inclusive) to 1 April 2025 (exclusive) • 101.00% of the principal amount in the period 1 April 2025 (inclusive) to 1 April 2026 (exclusive) • 100.50% of the principal amount in the period 1 April 2026 (inclusive) to 1 April 2027 (exclusive)
Put Option	In case of a change of control bondholders are entitled but not obliged to demand redemption or – upon the Issuer’s election – repurchase of their Bonds in whole or in part by the Issuer or by a third party at the Issuer’s request.
Early Redemption Tax or Accounting Event	If an opinion has been delivered to the Issuer stating, by reason of change in law or regulation or interpretation thereof, that the regime the Bonds are subject to modifies the treatment of payments, or the treatment of the Bonds in the consolidated balance sheet of the Issuer, the Issuer may at any time, redeem, at its option, the remaining Bonds in whole but not in part at the principal amount thereof plus unpaid interest.
Clean-up	If 85% or more of the total aggregate outstanding nominal amount of the Bonds have been redeemed or repurchased, the Issuer may at any time, redeem, at its option, the remaining Bonds in whole but not in part at the principal amount thereof plus unpaid interest.
Status of the Bonds	The Bonds constitute direct general, unconditional and unsecured obligations of the Issuer, and will at all times rank pari passu with all direct, unconditional and unsecured obligations of the Issuer without any preference among them, except those obligations which are mandatorily preferred by law. For the avoidance of doubt, the Bonds will be subordinate to any debt provided by banks, from time to time, at the level of the Company’s asset holding subsidiaries.
Security for the Bonds	The Bonds will be unsecured. The assets of the asset holding subsidiaries shall be pledged to the bank providing senior secured debt against those assets held. As a consequence, the Bonds are structurally subordinated to existing and future senior secured debt at the level of the asset operating subsidiaries, if any. However, the Guarantor shall provide financial support to the Issuer for the fulfilment of obligations arising from the issuance of the Bonds by means of a guarantee.
Guarantee	The Guarantor, undertakes to maintain a positive net worth and provide support for sufficient liquidity in the Issuer. The Guarantee constitutes an irrevocable and unconditional guarantee from the Guarantor vis-à-vis the Issuer.
Company	ABLX Holding B.V., a private limited liability company, seated in Amsterdam, The Netherlands and organized under the laws of The Netherlands, including its current and future subsidiaries, acting under the trade name Energyblocks. Energyblocks is a renewable energy company, with an expertise covering the entire lifecycle of energy systems and the decentral distribution of real assets. Particularly the Company invests in and holds investments in solar PV and wind projects, battery technology and green hydrogen, which may or may not function as one energy production system. The Company is mainly active in The Netherlands, the UK and the DACH region, and has extensive experience in developing, investing and managing renewable energy production facilities. In addition, the Company has experience in adjacent sustainable industries such as clean transportation, carbon removal, sequestration and the bioeconomy. Management of the Company combines experience from the renewable energy markets, investment banking and financial technology. The Company together with its subsidiaries will operate as one single entity.

Restrictions on transferability	Transfer of Bonds may be restricted under applicable law and the Company's Terms of Service and the qualifying requirements for the purchase of Bonds as stated, and as amended or renewed from time to time, therein. Investors will be required to set up an account with the Issuer for among other KYC purposes. Investors are validated with a passport or an ID for admission into the systems of the Company. The transfer of Bonds to persons who are located or resident in, citizens of, or have a registered address in jurisdictions other than the Netherlands may, moreover, be subject to specific regulations or restrictions according to their securities laws.
Use of Proceeds	The Issuer shall use the net proceeds from the offering of the Bonds, less costs and expenses incurred in connection with the issues of the Bonds, for general and corporate purposes of the Group, including the financing of working capital, operating and capital expenditures, the (re)financing of intercompany loans and external debts and the (re)financing of the Group's operating subsidiaries holding operating assets. The Issuer will have flexibility in applying the net proceeds from the offering and may change the allocation of these proceeds as a result of certain contingencies, provided that at least 75% of the net proceeds will be allocated to the financing of the Group's existing assets, assets under development or asset acquisitions. Each Tap Issue will indicate the allocation of the use of the net proceeds as per a Tap Issue Addendum. Bondholders will have no direct influence on decisions regarding the application of the net proceeds from the offering. The net proceeds will be borrowed from the Issuer, intercompany within the Group, by several of the Company's direct and indirect subsidiaries and affiliated companies. Each such intercompany loan is unsecured and subordinate to any senior secured or asset-based debt at that subsidiary and carries an interest mark-up over the coupon of the Bonds which is the minimum reference rate for the loans. Loan tenors may vary with the specific financing purpose of the intercompany loans.
Separate Bond Issues	The Issuer has two separate tokenized bond issues outstanding with, at the date of this term sheet, a total principal amount of EUR 1,250,000 (the PWR01 and PWR02 bonds). The PWR01 Bonds (EUR 250,000) mature in December 2024. The PWR02 Bonds (EUR 1,000,000) mature in April 2027. The Issuer may issue new and additional bonds. For the avoidance of doubt, the Issuer may issue additional bonds in connection with the PWR02 Bonds and may issue new bonds, and tranches thereunder, each a separate PWR Bond issue. Each of the additional and new bond issues rank <i>pari passu</i> .
Other financing arrangements	The Company retains the right to raise without any (prior) consent (bank) funding on or more instances on an at arm's length basis to (re)finance the fixed assets of its asset operating subsidiaries. In connection therewith the asset operating subsidiary may create security interests, such as a right of pledge or mortgage on the fixed assets or the shares of its material subsidiaries, to the benefit of parties that (re)finance the fixed assets.
Negative pledge	As long as Bonds remain outstanding the Issuer agrees not to grant, or to permit to subsist, any security interests, other than a Permitted Security Interest, upon any or all of its present or future conduct of business, assets or income, as security for any present or future capital market indebtedness towards a third party.
Permitted security Interests	Permitted security interests are any security interests that are granted to a financial institution and • arises by operation of law; • are created for the sole purpose of refinancing all of the Bonds; or • are granted in securing indebtedness in the ordinary course of business, such as overdrafts.
Events of Default	The terms of the Bonds contain, amongst others, the following rights of termination: • the Issuer fails to pay principal or interest or any other amount in respect of the Bonds or the Guarantor fails to pay any amount in respect of the Guarantee within 30 days from the relevant due date; • the Issuer does not fulfil the principal amount from these Bonds or payment obligations from other loans in the amount of at least EUR 500,000.00 in total (Cross-Default) within 90 days from the related Maturity Date; • the Issuer suspends all payments in general or announces inability to pay; • a competent court has commenced insolvency proceedings against the Issuer and the proceedings have neither been cancelled nor suspended within 60 days after commencement, or the Issuer has applied for such insolvency proceedings himself or has stopped payments or has offered or carried out a settlement with respect to all of its creditors;

- the Issuer goes into liquidation, unless such liquidation is carried out in connection with a merger, consolidation or another form of business combination with another company and this company has assumed all obligations of the Issuer under these Terms and Conditions;
- the Issuer does not meet its within the scope of a change of control.

Ratings

The Bonds and the Issuer have no credit rating endorsed by a rating agency, and the Issuer has no future plans to apply for a credit rating for the Bonds, the Issuer or other group companies.

Subscriptions

Purchases of the offer is only possible on the Issuer's Launch Pad, after the Bonds have become procurable and for the duration any of the Bonds offered in an issue are available. Issuer may refuse investors, amend the number of bonds issued, or extend or shorten the subscription period at its discretion. The purchasing process takes place through the Launch Pad my.energyblocks.nl.

Payment and delivery

Investors can buy Bonds directly in the Company's launch pad. Delivery of the digital Bonds will be to the investor's blockchain accounts after payment has been verified. Payments of interest and bond amortization, will be paid directly from Issuer to the investors in their bank accounts.

Expenses

The Issuer will incur costs associated with the initial issuance and administration of the Bonds. The Issuer is entitled to and will allocate and subsequently charge such expenses directly to the applicable series of bonds. Issuer may recuperate such costs in the price for purchase or sale of the Bonds. When purchasing or selling the Bonds, investors may be required to pay transaction fees related to engaging in transactions on the blockchain.

Risk Factors

Key risk related to the Company

Investors are exposed to certain risk related to the issuer's business. Such risk occurring may affect the Issuer's financial results and performance.

- The Company's growth may not be sustainable. The Company's future growth is to a large extent depending on a number of trends and imposing of regulations and policies. A stagnation of these trends or implementation of regulations and policies may have a material adverse effect on the Company's business, results of operations, financial condition and prospects.
- The Company's growth depends on the development of the renewable energy markets in Europe and the ability to develop and acquire renewable energy and ancillary facilities. If the availability of viable facilities is lower than anticipated, this will have a material adverse impact on the Company's business, results of operations, financial condition and prospects.
- The Company operates in markets that are highly competitive. This could result in lower margins or in a loss of or slower growth and may thus have a material adverse effect on the Company's business, results of operations, financial condition and prospects.
- The Company is subject to various market specific risks related to the markets it operates in and expects to expand into, and should these risks materialize, they may have an adverse effect on the Company, among other, but not limited to, market pricing mechanisms, price volatility, government subsidies, European and local regulations and competition from alternative (and incumbent) technologies.
- The performance and earnings position of the Company are to a large extent dependent on the performance of the underlying energy producing facilities. The performance of these facilities depends on meteorological conditions (e.g. period of sunshine, the sun's radiance, season, wind speeds etc) which vary per location. In addition, performance may be influenced by stoppages such as curtailment or overall technical performance, or calamities at the facilities' sites. These circumstances may have an adverse effect on the Company's business, result of operations, financial conditions and prospects.
- A substantial part of the Company's revenues depends on the development of strategic partnerships. If these partnerships are less successful or change their strategy, this could lead to a lower growth or even the loss of business for the Company and may thus have a material adverse effect on the Company's business, results of operations, financial condition and prospects.
- The Company may be unable to successfully execute its growth strategy of investing in a pan-European network of clean energy infrastructure, which could have a material adverse effect on the Company's business, results of operations, financial conditions and prospects.

- Disruption in the Company's offering software may lead to investors not being able to use the Company's token distribution services, which could have a material adverse effect on the Company's business, results of operations, financial condition and prospects.
- The Company may not be able to secure additional financing in order to secure the continuation of its normal business activities and to implement its growth strategy. Not being able to implement its growth strategy could have a material adverse effect on the business, results of operations, financial condition and prospects.
- The Company has a limited history of operating data and no assurance of future profitability can be given.

Key risks related to the Bonds and the Offering

An investment in the Bonds involves certain risks associated with the characteristics, specification and type of the Bonds which could lead to substantial or total losses the Bondholders would have to bear in the case of selling their Bonds or with regard to receiving interest payments and repayment of principal. Those risks include and comprise, inter alia, the following:

- The Issuer is a financing company with no material, direct business operations. The principal assets of the Issuer are intercompany loans it directly holds in the Company's operating subsidiaries. As a result, the Issuer is dependent on these loans and associated payments from these subsidiaries to generate the funds necessary to meet its financial obligations, including the payment of interest.
- The Bonds are financial instruments and may not be a suitable investment for all investors.
- The claims of Bondholders are effectively subordinated to the claims of senior secured debt contracted at the level of the operating subsidiaries.
- No assurance can be given that the price of the Bonds may not fall as a result of changes in the current credit spread and/or interest rates in the capital markets (market interest rate), as the market interest rate fluctuates.
- The Bonds are long-dated securities, and the Issuer is under no obligation to redeem or repurchase before the Maturity Date. Bondholders have no right to call for the redemption of the Bonds (unless in the case of a Change of Ownership) and the Bonds will only become due and payable in the interim in certain circumstances relating to payment default and a liquidation of the Issuer, or early repayment options.
- The Bonds may be redeemed at the option of the Issuer, in case of a minimum outstanding principal amount or following a Tax Event, or Accounting Event, or when the Issuer opts for an early redemption, and such redemption rights may affect the market value of the Bonds.
- The Bonds have limited tradability and certain transfer restrictions. The Bonds are not listed for trading on a regulated market, multilateral trading facility or organized trading facility which may affect liquidity and tradability for the Bonds. The Bonds may not be sold at a desirable moment, and such trading restrictions may affect the value of the Bonds.
- The Bonds are issued, offered and serviced through the Company's investor relations pages my.energyblocks.nl. Disruption in the offering system, which is integrated with the investor pages, or in the system's interaction with third-party software and service providers may lead to investors not being able to use the Company's services. Failures in the software could lead to incorrect pricing or incorrect payment of interest and may result in bad investor experience. Disruptions and failures in the software could have a material adverse effect on the Company's business, results of operations, financial condition and reputation.

Governing Law

Dutch Law.