

## IMPORTANT NOTICE

### STRICTLY NOT TO BE FORWARDED TO ANY OTHER PERSONS

**IMPORTANT:** You must read the following disclaimer before continuing. This electronic transmission applies to the attached pricing statement (the "Pricing Statement") relating to Pepco Group N.V. (the "Company") and its subsidiary undertakings (the "Group"), further to the prospectus dated 5 May 2021 (the "Prospectus"). You are therefore advised to read this disclaimer carefully before reading, accessing or making any other use of the attached Pricing Statement. In accessing the attached Pricing Statement, you agree to be bound by the following terms and conditions, including any modification to them from time to time, each time you receive any information from us as a result of such access. You acknowledge that this electronic transmission and the delivery of the attached Pricing Statement is confidential and intended for you only and you agree you will not forward, reproduce, copy, download or publish this electronic transmission or the attached Pricing Statement whether electronically or otherwise to any other person.

The Pricing Statement and the Prospectus have been published on the Company's website at [www.pepcogroup.eu](http://www.pepcogroup.eu). Prospective investors are advised to access such information prior to making an investment decision.

THIS ELECTRONIC TRANSMISSION AND THE ATTACHED PRICING STATEMENT MAY ONLY BE DISTRIBUTED IN "OFFSHORE TRANSACTIONS" AS DEFINED IN, AND IN RELIANCE ON, REGULATION S UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE "US SECURITIES ACT") OR WITHIN THE UNITED STATES TO PERSONS REASONABLY BELIEVED TO BE QUALIFIED INSTITUTIONAL BUYERS ("QIBs") AS DEFINED IN RULE 144A UNDER THE US SECURITIES ACT ("RULE 144A") OR ANOTHER EXEMPTION FROM, OR TRANSACTION NOT SUBJECT TO, REGISTRATION UNDER THE US SECURITIES ACT. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THE ATTACHED PRICING STATEMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS NOTICE MAY RESULT IN A VIOLATION OF THE US SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. NOTHING IN THIS ELECTRONIC TRANSMISSION AND THE ATTACHED PRICING STATEMENT CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO.

THE SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE US SECURITIES ACT OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON THAT THE HOLDER AND ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QIB AS DEFINED IN, OR IN RELIANCE ON, RULE 144A, OR ANOTHER EXEMPTION FROM, OR TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE US SECURITIES ACT, OR (2) IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE US SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES.

CANADIAN INVESTORS ARE ADVISED THAT THIS ELECTRONIC TRANSMISSION AND THE PRICING STATEMENT ATTACHED HERETO MAY ONLY BE TRANSMITTED IN THOSE JURISDICTIONS IN CANADA AND TO THOSE PERSONS WHERE AND TO WHOM THEY MAY BE LAWFULLY OFFERED FOR SALE AND THEREIN ONLY BY PERSONS PERMITTED TO SELL SUCH SECURITIES. THE PRICING STATEMENT ATTACHED HERETO IS NOT AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN ADVERTISEMENT OR A PUBLIC OFFERING IN CANADA. NO SECURITIES COMMISSION OR SIMILAR AUTHORITY IN CANADA HAS REVIEWED OR IN ANY WAY PASSED UPON THE PRICING STATEMENT ATTACHED HERETO OR THE MERITS OF THE SECURITIES DESCRIBED THEREIN AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE. THE DISTRIBUTION OF THE SECURITIES CONTAINED IN THE PRICING STATEMENT ATTACHED HERETO IS BEING MADE ON A PRIVATE PLACEMENT BASIS ONLY AND IS EXEMPT FROM THE REQUIREMENT THAT THE COMPANY PREPARE AND FILE A PRICING STATEMENT WITH THE RELEVANT CANADIAN SECURITIES REGULATORY AUTHORITIES.

ANY FORWARDING, REDISTRIBUTION OR REPRODUCTION OF THE PRICING STATEMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE US SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

This electronic transmission and the attached Pricing Statement and the Offer when made are only addressed to and directed at persons in the Republic of Poland who are natural persons (individuals), corporate entities (legal persons) and non-corporate entities other than individuals (an organizational unit without legal personality) ("Polish Retail Investors") and institutional investors ("Polish Institutional Investors") in each case in accordance with Regulation S under the US Securities Act and to persons in member states of the European Economic Area, other than Poland, who are "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation ("Qualified Investors"). In the United Kingdom, this electronic transmission and the attached Pricing Statement is being distributed only to, and is directed only at, persons: (A) (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), (ii) falling within Article 49(2)(a) to (d) of the Order and (iii) to whom it may otherwise lawfully be communicated; and (B) who are "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation (Regulation (EU) 2017/1129) as it forms part of retained EU law as defined in the European Union (Withdrawal) Act 2018 (all such persons together being referred to as "relevant persons"). This electronic transmission and the attached Pricing Statement must not be acted on or relied on (i) in Poland, by persons who are not Polish Retail Investors or Polish Institutional Investors, (ii) in any member state of the European Economic Area (other than Poland), by persons who are not Qualified Investors, and (iii) in the United Kingdom, by persons who are not relevant persons. Any investment or investment activity to which the attached Pricing Statement relates is available only to (i) in Poland, to Polish Retail Investors and Polish Institutional Investors, (ii) in any member state of the European Economic Area (other than Poland), Qualified Investors, and (iii) in the United Kingdom, relevant persons, and will be engaged in only with such persons.

**Confirmation of Your Representation:** This electronic transmission and the attached Pricing Statement is delivered to you on the basis that you are deemed to have represented to the Company, and Goldman Sachs Bank Europe SE and J.P. Morgan A.G. (the "Joint Global Co-ordinators"), Barclays Bank Ireland PLC, Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Oddział – Biuro Maklerskie w Warszawie, and Santander Bank Polska S.A. – Santander Biuro Maklerskie (along with the Joint Global Co-ordinators, the "Joint Bookrunners"), Pekao Investment Banking S.A. and Bank Polska Kasa Opieki Spółka Akcyjna – Biuro Maklerskie Pekao (the "Co-Bookrunners"), ING Bank N.V. and Trigon Dom Maklerski S.A. (the "Co-lead Managers"), and the Joint Global Co-ordinators and the Joint Bookrunners, together the "Underwriters", that (i) you are (a) a QIB acquiring such securities for its own account or for the account of another QIB or (b) acquiring such securities in "offshore transactions", as defined in, and in reliance on, Regulation S under the US Securities Act; (ii) if you are in the United Kingdom, you are a relevant person and/or a relevant person who is acting on behalf of relevant persons in the United Kingdom to the extent you are acting on behalf of persons or entities in the United Kingdom; (iii) if you are in any member state of the European Economic Area, you are a Qualified Investor and/or a Qualified Investor acting on behalf of Qualified Investors to the extent you are acting on behalf of persons or entities in the European Economic Area; (iv) the securities acquired by you in the offer have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, any person in circumstances which may constitute or give rise to an offer of any securities to the public other than their offer or resale, in the United Kingdom, to relevant persons, and in any member state of the European Economic Area, to Qualified Investors; (v) if you are outside the United States, United Kingdom and European Economic Area (and the electronic mail address that you provided and to which this Pricing Statement has been delivered are not located in such jurisdictions) you are a person into whose possession this Pricing Statement may lawfully be delivered in accordance with the laws of the jurisdiction in which you are located; and (vi) you are an institutional investor that is eligible to receive the attached Pricing Statement and you consent to delivery by electronic transmission.

For investors resident in British Columbia, Alberta, Manitoba, Ontario and Quebec (the "Relevant Provinces"). You acknowledge and agree that (a) the securities described in the attached Pricing Statement are only being distributed to investors resident in the Relevant Provinces, (b) you are (i) an "accredited investor" as such term is defined in National Instrument 45-106 *Prospectus Exemptions* and (ii) a "permitted client", as such term is defined in National Instrument 31-101 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (NI 31-103) and are purchasing the Shares from a dealer registered in Canada or relying on the "international dealer exemption" contained in NI 31-103; and (c) where required by law, you are participating in the offering as principal for your own account and not as agent.

You are reminded that you have received this electronic transmission and the attached Pricing Statement on the basis that you are a person into whose possession the attached Pricing Statement may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not nor are you authorised to deliver the attached Pricing Statement, electronically or otherwise, to any other person. The attached Pricing Statement has been made available to you in an electronic form. You are reminded that Pricing Statement transmitted via this medium may be altered or changed during the process of electronic transmission and consequently neither the Company, the Underwriters nor any of their respective affiliates accepts any liability or responsibility whatsoever in respect of any difference between the Pricing Statement distributed to you in electronic format and the hard copy version. A hard copy of the Pricing Statement will be made available to you only upon request.

By accessing the linked Pricing Statement, you consent to receiving it in electronic form. None of the Underwriters nor any of their respective affiliates accepts any responsibility whatsoever for the contents of the attached Pricing Statement or for any statement made or purported to be made by it, or on its behalf, in connection with the Company or the Shares. The Underwriters and each of their respective affiliates, each accordingly disclaims all and any liability whether arising in tort, contract or otherwise which they might otherwise have in respect of such Pricing Statement or any such statement. No representation or warranty express or implied, is made by any of the Underwriters or any of their respective affiliates as to the accuracy, completeness, verification or sufficiency of the information set out in the attached Pricing Statement.

None of the Underwriters nor any of their respective affiliates, directors, officers, employees, agents or advisers accepts any responsibility whatsoever for the contents of the attached Pricing Statement or for any statement made or purported to be made by them, or on their behalf, in connection with the Company, the Offer or the Shares. To the fullest extent permitted by law, such persons accordingly disclaim all and any liability whether arising in tort, contract or otherwise which they might otherwise have in respect of such document or any such statement. No representation or warranty express or implied, is made by the Underwriters or any of their respective affiliates, directors, officers, employees, agents or advisers as to the accuracy, completeness, reasonableness, verification or sufficiency of the information set out in the attached Pricing Statement.

The Underwriters are acting exclusively for the Company and no one else in connection with the Offer. They will not regard any other person (whether or not a recipient of the attached Pricing Statement) as their client in relation to the Offer and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for giving advice in relation to the Offer or any transaction or arrangement referred to in the attached Pricing Statement.

**Restriction:** Nothing in this electronic transmission constitutes, and this electronic transmission may not be used in connection with, an offer of securities for sale to persons other than the specified categories of institutional buyers described above and to whom it is directed and access has been limited so that it shall not constitute a general solicitation. If you have gained access to this transmission contrary to the foregoing restrictions, you will be unable to purchase any of the securities described therein.

**You are responsible for protecting against viruses and other destructive items.** Your receipt of this Pricing Statement via electronic transmission is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

This document comprises a pricing statement (the "Pricing Statement") relating to the offering (the "Offering") described in the prospectus published by Pepco Group N.V., a public company with limited liability incorporated under the laws of the Netherlands with its statutory seat (*statutaire zetel*) in Amsterdam, the Netherlands, having its registered and head office in England at 4th Floor Pall Mall Works, 17-19 Cockspur Street, London SW1Y 5BL, United Kingdom (the "Company" or the "Issuer") in connection with the admission and introduction of all the ordinary shares of the Company (the "Shares"), including the Offer Shares, to trading on the regulated (main) market operated by the Warsaw Stock Exchange (*Giełda Papierów Wartościowych w Warszawie S.A.*, the "WSE") and for the registration of all the Shares, including the Offer Shares, in book-entry form in the securities depository operated by the National Depository for Securities (*Krajowy Depozyt Papierów Wartościowych S.A.*, the "NDS") approved by the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the "AFM") on 5 May 2021 (the "Prospectus"). This Pricing Statement must be read in conjunction with the Prospectus. Capitalised terms used in this Pricing Statement and not defined herein have the same meaning as given to them in the Prospectus. Investors should not subscribe for or purchase any Shares on the basis of this document alone and should refer to information in the Prospectus, in particular the section titled "Risk Factors". Copies of the Prospectus are available from the Company's website at [www.pepcogroup.eu](http://www.pepcogroup.eu), subject to applicable securities regulations.

This is a Pricing Statement relating to the Prospectus for the purposes of Regulation (EU) 2017/1129 (the "Prospectus Regulation") and does not constitute an offer of securities for sale or subscription in any jurisdiction, including in or into the United States, Australia, Canada, Japan or South Africa or any other jurisdiction in which it is unlawful to do so.

The approval of the Prospectus by the AFM should not be understood as an endorsement of the securities offered or admitted to trading on the basis of the Prospectus. Potential investors should read the Prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the securities referred to in the Prospectus.

Risk is inherent in each investment decision. Investing in Shares is connected with a number of risks including, but not limited to, the financial risk resulting from a decline in the price of Shares or the limitation of their liquidity. With all investment decisions it is necessary to, among other things, define future profit and assess the risk connected with it. Investing in shares implies the risk of losing part or all the invested funds, and even the necessity of incurring additional costs.

**Pepco Group N.V.**

**Pricing Statement**

**Offer Price of PLN 40 per Share**

14 May 2021

Issuer:	Pepco Group N.V.
Issue type:	Initial Public Offering
Institutional Investor Offer Price:	PLN 40 per Share
Retail Investor Offer Price:	PLN 40 per Share
Number of Sale Shares being offered in the Offering:	80,388,350
Maximum number of Over-allotment Shares being offered in the Offering:	12,058,252
Maximum number of Shares being offered in the Offering:	92,446,602

Number of Shares in issue prior to the Offering:	575,000,000
Number of Shares in issue following the Offering:	575,000,000
Market capitalisation of the Company at the Institutional Investor Offer Price and Retail Investor Offer Price:	PLN 23 billion (€5 billion)
Number of Shares comprised in the Offering as a percentage of the total number of Shares in issue immediately prior to the Listing Date (before any exercise of the Over-allotment Option):	14.0%
Estimated gross proceeds receivable by the Company:	N/A
Estimated gross proceeds receivable by the Selling Shareholders (assuming no exercise of the Over-allotment Option):	Gross proceeds: PLN 3.2 billion (€0.7 billion)
Estimated gross proceeds receivable by the Selling Shareholders (assuming the Over-allotment Option is exercised in full):	Gross proceeds: PLN 3.7 billion (€0.8 billion)
Number of Shares and percentage of share capital held, directly or indirectly, by the Existing Shareholders immediately prior to the Listing Date:	575,000,000 (100%)
Number of Shares and percentage of share capital held, directly or indirectly, by the Existing Shareholders immediately following the Listing Date and completion of the Cornerstone Lender Private Placements (assuming no exercise of the Over-allotment Option):	471,500,000 (82.0%)
Number of Shares and percentage of share capital held, directly or indirectly, by the Existing Shareholders immediately following the Listing Date and completion of the Cornerstone Lender Private Placements (assuming the over-allotment Option is exercised in full):	453,835,230 (78.9%)
Number and percentage of Sale Shares sold in the Institutional Offering (before any exercise of the Over-allotment Option):	77,888,350 (96.9%)
Number and percentage of Sale Shares sold in the Retail Offering (before any exercise of the Over-allotment Option):	2,500,000 (3.1%)
Number of Shares and percentage of share capital expected to be sold in the Cornerstone Lender Private Placements at the Offer Price:	23,111,650 (4.0%)

**PERCENTAGE OF SHARES HELD BY MANAGEMENT SELLING SHAREHOLDERS AND DIRECTORS IMMEDIATELY FOLLOWING ADMISSION (BEFORE ANY EXERCISE OF THE OVER-ALLOTMENT OPTION):**

<b>Management Selling Shareholders</b>	<b>Number of Shares</b>	<b>Percentage of issued share capital</b>
Andy Bond <sup>(1)</sup> .....	3,745,301	0.7%
Sean Cardinaal .....	1,261,906	0.2%
Mark Elliott .....	599,311	0.1%
<b>Independent Non-Executive Directors</b>		
Richard Burrows <sup>(2)</sup> .....	140,000	0.0%
Pierre Bouchut <sup>(2)</sup> .....	32,000	0.0%
Maria Fernanda Mejía <sup>(2)</sup> .....	21,000	0.0%
Brendan Connolly <sup>(2)</sup> .....	25,000	0.0%
Grazyna Piotrowska-Oliwa <sup>(2)</sup> .....	26,000	0.0%

Note:

<sup>(1)</sup> Including legal and beneficial title held to Shares held through Kent Road Investments 2019 and Kent Road Investments 2020.

<sup>(2)</sup> Representing the approximate number of Shares expected to be purchased from the Principal Selling Shareholder in private placements at the Offer Price at prevailing foreign exchange rates.

**INTERESTS OF SIGNIFICANT SHAREHOLDERS FOLLOWING ADMISSION**

Insofar as is known to the Company, details of the interests which represent 5% or more of the issued share capital of the Company on the date of this Pricing Statement and on the date of the Listing Date (assuming the Over-allotment Option is exercised in full):

<b>Shareholder</b>	<b>Number of Shares</b>	<b>Percentage of issued share capital</b>
Pepco Holdco Limited .....	453,835,230 <sup>(1)</sup>	78.9%

<sup>(1)</sup> Assuming the sale of 23,111,650 Shares pursuant to the Cornerstone Lender Private Placements at the Offer Price but excluding the Shares sold to the certain directors pursuant to private placements (as described above).

So far as the Company is aware, certain additional investors, including investors in the Cornerstone Lender Private Placements, are expected to acquire interests of more than 5% of the Shares available in the Offering.

**IMPORTANT NOTICE**

The contents of this Pricing Statement have been prepared by and are the sole responsibility of the Company.

This Pricing Statement is not for publication or distribution, directly or indirectly, in or into the United States. This Pricing Statement and any subsequent offer of securities may be restricted by law in certain jurisdictions and persons receiving this Pricing Statement should inform themselves about and observe any such restriction. Failure to comply with such restrictions may constitute a violation of securities laws of any such jurisdiction.

This Pricing Statement does not contain or constitute an offer of, or the solicitor of an offer to buy, Shares or any other securities into the United States, Canada, Australia, Japan or South Africa or in any jurisdiction to whom in which such an offer or solicitation is unlawful. The Shares referred to herein may not be offered or sold in the United States unless registered under the US Securities Act of 1933, as amended ("US Securities Act") or offered in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act. The offer and sale of Shares referred to herein has not been and will not be registered under the US Securities Act or under the applicable securities laws of Australia, Canada, Japan or South Africa. Subject to certain exceptions, the Shares may not be offered or sold in Australia, Canada, Japan or South Africa or to, or for the account or benefit of any national, resident or citizen of Australia, Canada, Japan or South Africa. There will be

no public offering of the securities described herein in the United States, Australia, Canada, Japan or South Africa.

The Offer Shares have not been approved or disapproved by the United States Securities and Exchange Commission (the "US SEC") or any securities commission or other regulatory authority of any state or other jurisdiction of the United States, nor have any of the foregoing passed upon or endorsed the merits of the Offering or the accuracy or adequacy of this Pricing Statement or the Prospectus. Any representation to the contrary is a criminal offence in the United States. The Offer Shares have not been, and will not be, registered under the US Securities Act or under any securities laws of any state or other jurisdiction of the United States and may not be offered or sold in the United States except to persons reasonably believed to be QIBs in reliance on Rule 144A or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with the securities laws of any state or other jurisdiction of the United States. There will be no public offer of any Shares in the United States or in any other jurisdictions except Poland.

The Offer Shares have not been, and may not be offered, transferred, sold or delivered, in South Africa or to a person who is (i) a South African tax resident, (ii) a CFC or (iii) a "connected person" in relation to the Principal Selling Shareholder (in each case as defined in Section 16 (Selling and Transfer Restrictions) of the Prospectus). Each person who acquires Shares in the Offering will be deemed by such acquisition to have represented and agreed that it, he or she is not, and will not be at the time of such acquisition a South African tax resident, a CFC or a "connected person" in relation to the Principal Selling Shareholder and each potential investor should carefully read and comply with the contents of Sections 2 (Important Information) and 16 (Selling and Transfer Restrictions). Certain data in this Pricing Statement has been rounded. As a result of the rounding, the totals of data presented in this Pricing Statement may vary slightly from the actual arithmetic totals of such data. Percentages in tables may have been rounded and accordingly may not add up to 100%.

This Pricing Statement is only addressed to and directed at persons in the Republic of Poland ("Poland") who are natural persons (individuals), corporate entities (legal persons) and non-corporate entities other than individuals (an organizational unit without legal personality) ("Retail Investors") and institutional investors ("Institutional Investors") in each case in accordance with Regulation S under the US Securities Act and to persons in member states of the European Economic Area ("Member States"), other than Poland, who are "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation (Regulation (EU) 2017/1129) ("Qualified Investors"). In the United Kingdom, the Pricing Statement is being distributed only to, and is directed only at, qualified investors within the meaning of Regulation 2(e) of the Prospectus Regulation, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 as amended and supplemented (including by the UK Prospectus Amendment Regulations 2019 and Financial Services and Markets Act 2000 (Prospectus) Regulations 2019), who are persons who have professional experience in matters relating to investments falling within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 as amended (the "Order") or who are high net worth bodies corporate, unincorporated associations and partnerships or the trustee of high value trusts falling within Article 49(2)(a) to (d) of the Order, and other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as "Relevant Persons"). Any investment or investment activity to which this Pricing Statement relates is available only to Retail Investors and Institutional Investors in Poland, Qualified Investors in Member States, other than Poland, and Relevant Persons in the United Kingdom, and will only be engaged with such persons. Persons who are not Retail Investors or Institutional Investors (in Poland), Qualified Investors (in Member States, other than Poland) or Relevant Persons (in the United Kingdom) should not act or rely on this Pricing Statement or any of its contents.

This Pricing Statement contains forward-looking statements that are based on current expectations or beliefs, as well as assumptions about future events. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. In addition, forward-looking statements may be identified by the use of forward-looking terminology, including the terms "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "will", "may", "should", "would", "could", "is confident", or in each case, their negative or other variations or words of similar meaning, or comparable terminology, or by discussions of strategy plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Undue reliance should not be placed on any such statements because they speak only as at the date of this document and reflect Pepco's current view with respect to future events.

Forward-looking statements are, by their very nature, subject to known and unknown risks relating to future events and other risks, uncertainties and assumptions relating to the Group's business, results of operations, financial position, liquidity, prospects, growth or strategies and can be affected by other factors that could cause actual results, and Pepco's plans and objectives, to differ materially from those expressed or implied in the forward-looking statements.

Each of Goldman Sachs Bank Europe SE, J.P. Morgan A.G., Barclays Bank Ireland PLC, Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Oddział – Biuro Maklerskie w Warszawie and Santander Bank Polska S.A. – Santander Biuro Maklerskie (the "Joint Bookrunners" and each, a "Joint Bookrunner") and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in this Pricing Statement whether as a result of new information, future developments or otherwise.

Any purchase of Shares in the proposed Offering should be made solely on the basis of the information contained in the Pricing Statement and the Prospectus published by the Company in connection with the Offering. The information in this Pricing Statement is subject to change. The approval of the Prospectus should not be understood as an endorsement of the Company's shares that are being offered within the Offering and that are subject to Admission.

The Offering timetable, including the date of Admission, may be influenced by things such as market conditions. There is no guarantee that Admission will occur and you should not base your financial decisions on Pepco's intentions in relation to Admission at this stage. Acquiring investments to which this Pricing Statement relates may expose an investor to a significant risk of losing all of the amount invested. Persons considering making such investments should consult an authorised person specialising in advising on such investments. This Pricing Statement does not constitute a recommendation concerning the Offering. The value of shares can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of the Offering for the person concerned.

In connection with the Offering of the Shares, the Joint Bookrunners and any of their affiliates, may take up a portion of the Shares comprised in the Offering as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such Shares and other securities of Pepco or related investments in connection with the Offering or otherwise. Accordingly, references in the Prospectus to the Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Joint Bookrunners and any of their affiliates acting in such capacity. In addition, the Joint Bookrunners and any of their affiliates may enter into financing arrangements (including swaps, warrants or contracts for differences) with investors in connection with which the Joint Bookrunners and any of their affiliates may from time to time acquire, hold or dispose of shares. The Joint Bookrunners do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

None of the Joint Bookrunners or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this Pricing Statement (or whether any information has been omitted from the Pricing Statement) or any other information relating to the Company or any member of the Group, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this Pricing Statement or its contents or otherwise arising in connection therewith.

In connection with the Offering, Goldman Sachs Bank Europe SE as stabilisation manager (the "Stabilisation Manager"), may, for stabilisation purposes, over-allot Shares up to a maximum of 15% of the total number of Shares comprised in the Offering. For the purposes of allowing it to cover short positions resulting from any such over-allotments and/or from sales of Shares effected by it during the stabilisation period, the Stabilisation Manager will enter into over-allotment arrangements pursuant to which the Stabilisation Manager may purchase or procure purchasers for additional Shares up to a maximum of 15% of the total number of Shares comprised in the Offering (the "Over-Allotment Shares") at the offer price. The over-allotment arrangements will be exercisable in whole or in part, upon notice by the Stabilisation Manager, at any time on or before the 30th calendar day after the listing of the Shares on the WSE. Any Over-Allotment Shares made available pursuant

to the over-allotment arrangements, including for all dividends and other distributions declared, made or paid on the Shares, will be purchased on the same terms and conditions as the Shares being issued or sold in the Offering and will form a single class for all purposes with the other Shares.

For the avoidance of doubt, the contents of the Company's website are not incorporated into, and do not form part of, this Pricing Statement.

### **Information to Distributors**

Solely for the purposes of the product governance requirements contained within: (a) MiFID II; (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Offer Shares have been subject to a product approval process, which has determined that the Offer Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, "distributors" (for the purposes of the MiFID II Product Governance Requirements) should note that: the price of the Offer Shares may decline and investors could lose all or part of their investment; the Offer Shares offer no guaranteed income and no capital protection; and an investment in the Offer Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other advisor) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Offer Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Offer Shares and determining appropriate distribution channels.