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PLEASE SEE THE SECTION ENTITLED "IMPORTANT LEGAL INFORMATION" TOWARDS THE END OF THIS ANNOUNCEMENT.

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A copy of any Prospectus will, following publication, subject to certain access restrictions, be available for inspection on the Company's website: [www.heitp.co.uk](http://www.heitp.co.uk) and at the Company's registered office and will be made available for viewing at the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

11 October 2021

## HARMONY ENERGY INCOME TRUST PLC

### **Proposed initial public offering on the London Stock Exchange via an Initial Placing and Offer for Subscription to invest in commercial scale energy storage projects**

Harmony Energy Income Trust plc (the "**Company**"), an externally managed investment company that will invest in UK energy storage assets, today announces its intention to undertake an initial public offering ("**IPO**") on the Specialist Fund Segment of the Main Market of the London Stock Exchange, by way of an initial institutional placing and offer for subscription for a target issue of up to 230 million new ordinary shares (the "**Ordinary Shares**"), in aggregate, at an initial issue price of 100 pence per Ordinary Share (the "**Issue**").

The Company's investment objective is to provide investors with an attractive and sustainable level of income returns, with the potential for capital growth, by investing in commercial scale energy storage and renewable energy generation projects, with an initial focus on a diversified portfolio of battery energy storage systems ("**BESS**") located in Great Britain.

The Company has contracted with Tesla Motors Limited ("**Tesla**") in respect of its initial portfolio of battery storage projects, to be acquired on IPO, which will benefit from Tesla's 2-hour duration Megapack systems and Autobidder AI revenue optimization platform. Harmony Energy Advisors Limited (the "**Investment Adviser**") will provide investment advisory and operational asset services.

## Key highlights

### *Attractive return profile<sup>1</sup>*

- The Company is targeting a dividend yield of 8 per cent. per annum, payable quarterly from 2023 (increasing from 2 per cent. in 2022).
- By investing predominantly in ‘shovel ready’ projects, the Company seeks to maximise the opportunity for potential risk-adjusted capital value growth and it is expected by the Investment Adviser that the Company’s assets will benefit from a future fair value uplift once operational.
- The net proceeds from the Issue are fully committed to the acquisition of the Initial Portfolio (as defined below).
- Once the net proceeds from the Issue have been fully invested and the projects are constructed and commissioned, the target unlevered net asset value total return for the projects is 10 per cent. per annum over the medium to long-term.

### *Fixed valuation of Initial Portfolio supported by an Independent Valuation*

- The acquisition value for the Initial Portfolio is based on a fixed funding requirement of £750,000 per MW on acquisition and is expected to increase to a value of c. £874,000 per MW once constructed, which are supported by an independent valuation, and with the majority of construction and supply costs fixed through the Pillswood Contracts and Framework Agreement with Tesla (as defined below).

### *Significant secure pipeline of projects*

- On Admission, the Company will acquire a portfolio of five BESS ‘shovel ready’ projects with an aggregate storage capacity of 213.5 MW (427 MWh) from Harmony Energy Limited (“**Harmony Energy**” and, together with the Investment Adviser, the “**Harmony Group**”), with an additional 99MW (198 MWh) advanced project to be acquired following Admission, taking the total initial portfolio to 312.5 MW (625 MWh) (together, the “**Initial Portfolio**”).
- In addition, the Company will have exclusive rights to acquire a pipeline of BESS projects of up to aggregate capacity of 687.5 MW, already within Harmony Energy’s control. This will take the Company’s initial target portfolio to 1 GW.
- The Company has further preferential rights over Harmony Energy’s future projects.

### *World-leading delivery partner and technology*

- The Initial Portfolio will have the Tesla Megapack 2-hour duration battery systems installed which the Investment Adviser believes has a number of advantages over shorter duration batteries. The Tesla Megapack is a 2-hour duration system, which increases the number of MWh which can be utilised in both the wholesale markets and the balancing mechanism (“**BM**”), therefore providing greater revenue potential in these markets when compared to a shorter-duration system. In the event that revenues in the ancillary services markets become unattractive compared to wholesale/BM markets, the revenue strategy of the BESS Projects will adjust to focus more on the latter and the 2-hour duration capability which the Investment Adviser believes will provide a competitive advantage over the more common, 1-hour projects operating in these markets.
- The supply of the batteries from Tesla, together with engineering, procurement and construction (“**EPC**”) services and on-going operational and maintenance (“**O&M**”) services are set out in the definitive contracts with Tesla in respect of the 98MW Pillswood Project (“**Pillswood Contracts**”) and a framework agreement with Tesla with agreed pricing and timing of delivery of the other projects in the Initial Portfolio (the “**Framework Agreement**”). In addition, pursuant to the arrangements with Tesla, Tesla will provide a 15 year warranty as to the performance of

each Megapack system and will implement its Autobidder platform technology in acting as Revenue Optimiser.

***Experienced developer with proven track record of delivering BESS projects through construction process***

- The Harmony Energy team has a significant and current track record and experience in developing and delivering renewable energy generation projects and more recently BESS projects. Harmony Energy started working with Tesla in 2016 and engaged Tesla as supplier and EPC contractor in relation to their first and second projects, Holes Bay (7.5 MW / 15 MWh) and Contego (34 MW / 68 MWh), which they developed jointly with FRV.
- Harmony Energy, together with FRV, recently announced the commencement of work at the 99 MW / 198 MWh Clay Tye site using a system of Tesla Megapack lithium-ion batteries, together with Tesla's Autobidder AI software for real-time trading and control.
- The Investment Adviser team has relevant experience in revenue optimisation software development, giving them a high degree of understanding of relevant revenues and the maximization of returns and a network of relationships with a range of additional battery suppliers and revenue optimisers.

***Harmony Energy alignment***

- The majority of the consideration payable to Harmony Energy in respect the Initial Portfolio will be satisfied through the issue of c. 23.5 million Ordinary Shares, which will be subject to a five year lock-up period.
- In addition, key principals of the Harmony Energy management team and their associates will subscribe for in aggregate 2.5 million Ordinary Shares, which will also be subject to a five year lock-up period.
- The Investment Adviser fee is structured as 0.9 per cent. per annum of the lesser of the Company's Net Asset Value or average Market Capitalisation, reducing to 0.8 per cent. on amounts in excess of £250 million. No other asset management fees or performance fees will be payable to the Harmony Group.

***Experienced, independent and diverse board of directors***

- The Company has established a fully independent, highly experienced diverse Board of directors with energy / BESS expertise, who will oversee acquisitions on behalf of the Company and will monitor the investment advisory and asset services provided by the Investment Adviser.

**Norman Crighton, prospective Chairman of Harmony Energy Income Trust PLC, said:**

*"The Company offers investors the opportunity to invest in a rapidly growing part of the renewables sector; as wind and solar renewable energy projects increase, so too will the need for battery storage energy systems. The nation is becoming increasingly aware of the need to have the right infrastructure in place to secure our energy supplies. As we increase our reliance on renewable power, battery storage will have a crucial role to play. The battery energy storage sector is one that has seen remarkable growth over the past ten years; it will only grow further and the Company will be at the forefront of this growth. The Board believes that battery storage energy systems will be critical in helping the UK achieve net zero by 2050 and we are proud that Harmony Energy is part of ensuring a sustainable future for generations to come."*

**Paul Mason, Managing Director of the Investment Adviser, added:**

*“Battery energy storage offers exciting growth, with 1.2 GW built and operating today versus a potential energy storage requirement of up to 43 GW by 2050. Investing in battery storage energy systems requires extensive sector expertise and knowledge, and our team has decades of investment and industry experience. Battery storage energy systems are a vital cog in the renewable energy value chain. We believe there is enormous potential in the sector and the 2-hour duration battery will be best placed to take advantage of this. We look forward to building out this opportunity.”*

**Why now?**

- The UK has a legally binding target to achieve net zero by 2050 and has enshrined in law a target to reduce emissions by 78 per cent. by 2035 compared to 1990 levels. These targets, along with attractive subsidy regimes, have resulted in significant investment into renewable energy generation in the UK.
- The share of GB power production to be generated from renewable energy is expected to increase significantly over the next 30 years. Wind and solar capacity represented around 50 per cent. of generation capacity in 2020 and this is predicted to reach up to 78 per cent. by 2030 (80GW) and up to 91 per cent. by 2050.
- This projected increase in renewables is expected to provide increased opportunities for BESS through both (i) an increased requirement for power systems balancing/ancillary services; and (ii) greater pricing volatility (and increasing spreads) in the wholesale markets and BM over the longer term.

**Why BESS?**

- The power grid requires a balance between supply and demand. Demand varies according to the time of day and renewable power generation varies according to the weather. BESS can generate or consume electricity (i.e. to respond to the system need in either direction) and with response times far quicker than other technologies, it therefore presents an efficient technology for National Grid ESO to manage this balancing task. Moreover, by absorbing excess renewable power during times of oversupply and putting it back onto the system during times of undersupply, BESS maximises the use of renewable power produced as well as helping to balance supply with demand.
- BESS remains an under-developed asset class, with c. 1.2 GW built and operating today, versus a potential energy storage requirement of up to 43 GW by 2050.
- BESS projects using 2-hour lithium-ion battery technology are believed by the Investment Adviser to offer the most efficient operation and return profile and to have a number of advantages over shorter duration batteries.

**Harmony Energy**

- Harmony Energy is a leading UK BESS project developer with an established track record in developing, funding and supervising the construction of such projects and other renewable generation projects in Great Britain.
- To date, Harmony Energy has developed BESS projects in Great Britain totaling 238.5 MW / 477 MWh of which 41.5 MW / 83 MWh is operational and 197 MW / 394 MWh is in construction.
- Harmony Energy has worked with Tesla since 2016 and has chosen Tesla for the Initial Portfolio as it believes there are significant benefits to Tesla's 2-hour lithium-ion battery technology and Autobidder AI Software.

- The Investment Adviser believes 2-hour lithium-ion battery technology offers the most efficient operation and return profile and has a number of advantages over shorter duration batteries. Market analysis indicates that 2-hour batteries show the highest value in wholesale markets when considering the ratio of capex to revenue.
- Tesla's Autobidder provides a real-time trading and control platform for revenue optimization.
- Harmony Energy's first two BESS projects, Holes Bay and Contego, both deployed Tesla's Megapack and Autobidder technology.
- Harmony Energy has also recently announced the commencement of work at the 99 MW / 198 MWh Clay Tye site using a system of Tesla Megapack lithium-ion batteries, together with Tesla's Autobidder AI software – the biggest project of its kind under construction in the UK in terms of energy capacity.

### The Investment Adviser

The Investment Adviser will be appointed to provide investment advisory and asset management services in relation to the Company's portfolio of battery storage projects and the key members of the senior management team are:

- **Paul Mason** – Paul spent four years at Avis Europe, where he was responsible for price optimisation and data analysis for the UK retail business. After leaving Avis, Paul became a partner at Prime Numbers Infrastructure Finance, a specialist project finance advisory boutique (ex-CIBC) specializing in Energy-from-Waste projects. After working with Max Slade for five years at Long Harbour Ltd, a UK private equity business as a co-Director of the Energy team, he co-founded REMAP Project Solutions, an independent consultancy, in 2018, before joining Harmony Group in 2021.
- **Max Slade** - Max trained as a corporate lawyer at Ashurst LLP in London specialising in M&A and FCA regulation over 8 years. Max then gained commercial and fundraising experience with roles at a family investment office as well as a boutique merchant bank in London before joining Paul at Long Harbour Ltd as co-Director of the Energy team. Over five years at Long Harbour Max and Paul analysed, structured and promoted investments in run-of-river hydro (US), pumped hydro storage and battery energy storage (GB), gaining first-hand battery development experience over 91 MW of BESS projects. Max co-founded REMAP Project Solutions with Paul Mason in 2018, before joining Harmony Group in 2021.
- **Peter Kavanagh** – Peter founded Harmony Energy's predecessor company in 2010, which developed, owned and operated 15 wind sites in the UK. These developments were financed through the Universities Superannuation Scheme and the majority were sold to Blackfinch Investments in 2019. Prior to founding Harmony Energy, he was a consultant at Pantheon Financial Management for 10 years. Peter has been an early investor in various green tech companies, including Jones Food Company and Ambion Heating. He is a director of Jones Food Company, which owns and operates Europe's largest high-care vertical farm and is now majority owned by Ocado Plc.
- **James Ritchie** – James is an entrepreneur with over 10 years' experience in the renewables sector. He is a founder and former CEO of Tekmar plc, a leading provider of technology and services for the global offshore energy markets which protects over 30GW of electrical infrastructure. James was also previously the Chairman of Energi Coast LLP, the North East of England's offshore wind cluster, with over 35 members, and is the CEO of Ritchie Bland Energy Ltd., a private investment company working within the technology, renewables and environmental sectors. James joined the Harmony Energy Board in 2020.

## The Board

The Board of the Company will comprise five independent non-executive directors who bring a diverse range of skillsets and extensive knowledge across the Investment Companies and battery storage/energy sectors.

- **Norman Crighton (Chairman)** - Norman is an experienced public company director who has been at the helm of 6 different companies. Presently, Norman holds the positions of Non-Executive Chairman at Weiss Korea Opportunity Fund Ltd., Non-Executive Chairman at RM Infrastructure Income Plc, and Non-Executive Chairman for AVI Japan Opportunity Trust Plc. He is also a director of Universal Umwelt Ltd.

Norman has extensive fund experience having previously been the Head of Closed-end Funds at Jefferies and Investment Manager at Metage Capital Ltd. leveraging his 31 years of experience in closed-ended funds. More recently, he has held the positions of Independent Non-Executive Director at Global Fixed Income Realisation Ltd, Non-Executive Chairman at Secured Income Fund Plc and Non-Executive Director at Private Equity Investor. Norman also holds a master's degree from The University of Exeter in Finance and Investment.

- **Janine Freeman** - Janine is an experienced, senior energy industry executive and non-executive director. She currently holds the role of Group Director at Accident Exchange Ltd, a PE backed vehicle logistics business, where she is leading the development of a new focus on electric vehicles. Janine is also currently Non-Executive Chairwoman at Public Power Solutions, a company that supports UK public bodies to develop decarbonisation solutions for transport, power and heat. Prior to this Janine spent three years as a Director at PwC within the Deals team, where she led on Net Zero Investment Strategy & Deals. Janine has extensive experience of developing grid scale battery assets from her time as an executive board member of UK Power Reserve where she led the development of the investment case for 120MW of grid scale batteries.

At National Grid plc where Janine spent 16 years, she was a member of the UK Executive Committee and System Operator Executive Committee as Director of Corporate Affairs.. She has also worked as an independent adviser on clean technology M&A to investment funds. Janine achieved her Chartered Accountancy qualification (ACA) at Deloitte & Touche, where she worked within both the audit and restructuring departments. She also has a degree from Oxford University in Mathematics.

- **Hugh McNeal** - Hugh has extensive industry experience in the renewable energy sector. Hugh has held the position of Non-Executive Director at Offshore Renewable Energy Catapult since 2016 and also sits on the Innovation Board of Aker Solutions, which delivers integrated products and services to the global energy industry. Prior to this Hugh was Chief Executive of RenewableUK, the UK's leading not for profit renewable energy trade association from April 2016 until May 2021. His previous roles also include Director of Change at the Department of Energy & Climate Change, Chief Executive for the Office for Renewable Energy Deployment at DECC, and Deputy Director of Low Carbon Business at the Department for Business, Innovation & Skills.

Hugh was educated at the London School of Economics where he received a Bachelor's degree in International Relations and continued his studies at Harvard University where he was awarded a master's in History and a PhD in International History.

- **William ("Willy") Rickett** - Willy is currently Chairman of Cambridge Economic Policy Associates Ltd, having previously worked as a civil servant for some 35 years. His UK Government career included 15 years of Board level experience within five government departments, including energy, transport and the Cabinet Office. In the late 1980s he led the privatisation of the electricity industry, creating the world's first competitive electricity market.

As Director General of Energy from 2006 to 2009, Willy led the transformation of UK energy policy, focusing on accelerating the deployment of renewable energy and re-establishing the option of nuclear power. He also served as Chairman of the Governing Board of the International Energy Agency.

Willy is Senior Independent Director of Greencoat UK Wind plc and was previously a director of Impax Environmental Markets plc, Eggborough Power Ltd, Helius Energy plc, the Smart Data Communications Company and the National Renewable Energy Centre Ltd. He is also the Deputy Chairman of the Advisory Board of the Energy Policy Research Group at Cambridge University, where he previously obtained a degree in Natural Sciences and was made a Companion of the Order of the Bath in the 2010 New Year's Honours list.

- **Shefaly Yogendra** - Shefaly is an experienced public company director and currently holds the position of Chair of the Nomination Committee for Temple Bar Investment Trust, an LSE-listed value fund. She has held the role of Non-Executive Director at this fund since 2019. Shefaly also acts as Chair of the Remuneration Committee for the LSE-listed JP Morgan US Smaller Companies Investment Trust and has served as a Non-Executive Director on the Board for over 5 years. Shefaly has been a member of the London Metropolitan University since 2017 and currently serves as Chair of the Audit Committee and Vice-Chair of the governing body.

Shefaly holds a PhD in Decision-Making and a master's in Technology Policy from the University of Cambridge, an MBA from IIM-Ahmedabad, and a bachelor's degree in Electronics and Communications Engineering from the University of Lucknow.

## ESG

As a Company which invests in assets which are fundamental to the operation of the renewable energy sector as a whole, the Board, the Company's alternative investment fund manager (the "AIFM"), and the Investment Adviser believe that the Company is well-placed to assist in the drive for positive environmental change to help tackle climate change and the challenges which this poses.

The Company's primary focus in investing in utility scale energy storage projects will help facilitate increased use of renewable energy sources which by their nature are more volatile in supplying energy than traditional energy generation methods such as fossil fuels and nuclear power. An increased reliance on renewable energy sources is only possible, in part, due to solutions such as energy storage assets which can act to balance increasingly volatile supply and demand in the electricity system. The assets in which the Company will invest help deliver energy at the point of use.

Key highlights in respect of the Company's ESG approach are as follows:

- The Board, the AIFM and the Investment Adviser have identified the key UN Sustainable Development Goals where the Company can make a positive contribution:
  - 7. Affordable and Clean Energy
    - Investing in energy storage assets which is essential infrastructure in the provision of renewable energy
  - 9. Industry, Innovation and Infrastructure
    - Continually looking to improve technologies through which energy storage can be facilitated
  - 10. Reduced Inequalities
    - Monitoring and managing the Company's Board and the approach of key service providers to equality and diversity
  - 12. Responsible Consumption and Production
    - Identifying and managing all ways through which the production and supply of batteries is procured and how waste can be prevented or repurposed including the recycling of Lithium-ion in battery cells

- Harmony Energy has placed great importance on positive societal benefits of its activities and investments. Examples of its past and ongoing social initiatives include: annual donations to selected local Parish Councils to support their own community projects; commitments to planting for nature and wildflower conservation, including hedgerow planting on the site of Harmony Energy and FRV's recently-constructed Contego project; and seeking to promote biodiversity and local ecology on all future projects, where possible given the physical characteristics of the relevant site.
- The Company is expected to qualify for the London Stock Exchange's Green Economy Mark at admission, which recognizes companies that derive 50 per cent. or more of their total annual revenues from products and services that contribute to the global green economy.
- At the Company level, the Company has a board of five independent non-executive directors, of whom 40 per cent are female. The Board is committed to diversity and the recommendations of the Hampton Alexander Review (now called the FTSE Women Leaders Review) and the Parker Review.
- The Board has an ESG Committee to develop and monitor the Company's ESG performance, alongside the ESG performance of the Investment Adviser. It has also identified key non-financial metrics to monitor its and the Investment Adviser's performance.

Further details of the Company's ESG policy and approach will be set out in the Company's prospectus due to be published shortly.

## The IPO

- The Prospectus for the proposed IPO is due to be published shortly and the close of the Issue is expected to take place in early November 2021. The Company expects to apply for admission of its Ordinary Shares to the Specialist Fund Segment of the Main Market of the London Stock Exchange plc. The Company intends to carry on business as an investment trust.
- Joh. Berenberg, Gossler & Co. KG, London Branch ("**Berenberg**") is acting as Financial Adviser, Sole Global Coordinator and Bookrunner in relation to the IPO.
- On admission, the market capitalisation of the Company is expected to be c. £254 million.



For further information, please contact:

**Harmony Energy Advisors Limited**

+44 (0)14 2379 9109

Paul Mason

James Ritchie

Max Slade

**Berenberg**

+44 (0)20 3207 7800

***Investment Banking***

Ben Wright

Gillian Martin

***Sales***

James Hunt

**Camarco (PR adviser to the Company)**

+44 (0)20 3757 4997

Ed Gascoigne-Pees

Eddie Livingstone-Learmonth

Frank Krikhaar

<sup>1</sup> The target returns are targets only based on certain assumptions which may or may not materialise and are not profit forecasts. There can be no assurance that these targets can or will be met or that any capital growth or distributions will be achieved.

***IMPORTANT LEGAL INFORMATION***

This announcement is not intended to be investment advice. This announcement does not constitute, and may not be construed as, an offer to sell or an invitation to purchase investments of any description or a recommendation regarding the issue or the provision of investment advice by any party. No information set out in this announcement is intended to form the basis of any contract of sale, investment decision or any decision to purchase shares or other securities in the Company.

The target returns and dividends set out in this announcement are targets only and are not profit forecasts. There can be no assurance that these targets can or will be met and they should not be seen as an indication of the Company's expected or actual results or returns. The Company's ability to distribute dividends will be determined by the existence of sufficient distributable reserves, legislative requirements and available cash reserves. Accordingly, investors should not place any reliance on these targets in deciding whether to invest in Shares or assume that the Company will make any distributions at all.

The information in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. The material contained in this announcement is given as at the date of its publication (unless otherwise marked) and is subject to updating, revision and amendment. In particular, any proposals referred to herein are subject to revision and amendment.

Recipients of this announcement who are considering acquiring Shares following publication of the Prospectus are reminded that any such acquisition must be made only on the basis of the information contained in the Prospectus which may be different from the information contained in this announcement. Copies of the Prospectus will, following publication, be available from the Company's

registered office and on the Company's website which can, subject to certain access restrictions, be accessed by following this link: [www.heitp.co.uk](http://www.heitp.co.uk). A subscription for Shares is subject to specific legal or regulatory restrictions in certain jurisdictions. Persons distributing this announcement must satisfy themselves that it is lawful to do so. The Company assumes no responsibility in the event that there is a violation by any person of such restrictions.

The Company may decide not to go ahead with the possible Issue and there is therefore no guarantee that a Prospectus will be published, the Issue will be made, or Admission will occur. Potential investors should not base their financial decision on this announcement. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. Persons considering making investments should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning a possible offer. The value of shares can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of a possible offer for the person concerned. Figures refer to past performance and past performance should not be considered a reliable indicator of future results.

**Any approval in due course of the Prospectus by the Financial Conduct Authority should not be understood as an endorsement of the securities that are the subject of the Prospectus. Potential investors are recommended to read the Prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with a decision to invest in the securities.**

This announcement is not an offer to sell or a solicitation of any offer to buy any securities in the Company in United States, Canada, Australia, the Republic of South Africa, Japan or in any other jurisdiction where such offer or sale would be unlawful.

This announcement may not be published, distributed or transmitted by any means or media, directly or indirectly, in whole or in part, in or into the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The securities mentioned herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "**US Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States and, subject to limited exceptions, will not be offered, sold, exercised, resold, transferred or delivered, directly or indirectly, in or into the United States or to, or for the account or benefit of, any US person (as defined under Regulation S under the US Securities Act). The Company has not been, and will not be, registered under the U.S. Investment Company Act of 1940, as amended (the "**Investment Company Act**") and, as such, holders of the Company's securities will not be entitled to the benefits of the Investment Company Act. No offer, sale, resale, pledge, delivery, distribution or transfer of the Company's securities may be made except under circumstances that will not result in the Company being required to register as an investment company under the Investment Company Act. No public offering of securities is being made in the United States.

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

Neither this announcement nor any copy of it may be taken or transmitted into or distributed in Canada, Australia, Japan or the Republic of South Africa or any other jurisdiction in which the same would be unlawful or to any resident thereof. Any failure to comply with these restrictions may constitute a violation of the securities laws or the laws of any such jurisdiction. The distribution of this announcement in other jurisdictions may be restricted by law and the persons into whose possession this announcement comes should inform themselves about, and observe, any such restrictions. This announcement does not constitute an offer to sell, or the solicitation of an offer to acquire or subscribe, for securities in any jurisdiction where such offer or solicitation is unlawful or would impose any unfulfilled registration, qualification, publication or approval requirements on Harmony Energy Income Trust plc or Joh. Berenberg, Gossler & Co. KG, London Branch.

Moreover, the Company's securities will not be registered under the applicable securities laws of Australia, Canada, the Republic of South Africa, Japan or any member state of the European Economic Area (other than any member state of the European Economic Area where the Company's securities may be lawfully marketed). Subject to certain exceptions, the Company's securities may not be offered or sold in Australia, Canada, the Republic of South Africa, Japan or any member state of the European Economic Area (other than any member state of the European Economic Area where the Company's securities may be lawfully marketed) or to, or for the account or benefit of, any national, resident or citizen of, Australia, Canada, the Republic of South Africa, Japan or any member state of the European Economic Area (other than to professional investors in certain European Economic Area member states for which marketing approval has been obtained). The Issue and the distribution of this announcement, in certain jurisdictions may be restricted by law and accordingly persons into whose possession this announcement is received are required to inform themselves about and to observe such restrictions.

This communication is only addressed to, and directed at, persons in member states of the European Economic Area (each a "**Relevant State**") who are "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation. For the purposes of this paragraph, the expression "**Prospectus Regulation**" mean EU Regulation 2017/1129 and includes any relevant implementing measure in each Relevant State.

This communication is only addressed to, and directed at, persons in member states of the European Economic Area to the extent it is permitted to market the Company's shares into the relevant European Economic Area jurisdiction pursuant to the EU Directive on Alternative Investment Fund Managers (No. 2011/61/EU) (if and as implemented into local law); or can otherwise be lawfully offered or sold (including on the basis of an unsolicited request from a professional investor).

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