

**Publication of a Prospectus****ATRATO ONSITE ENERGY PLC**

Released 14:50:09 01 November 2021

RNS Number : 8188Q  
Atrato Onsite Energy PLC  
01 November 2021

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This announcement is an advertisement for the purposes of the Prospectus Regulation Rules of the FCA and is not a prospectus. Investors should not subscribe for or purchase any shares referred to in this announcement except on the basis of information contained in the prospectus dated 1 November 2021 published by the Company in connection with the admission of shares in the capital of the Company to listing on the premium segment of the Official List of the FCA and to trading on the premium segment of the London Stock Exchange's main market for listed securities (the "**Prospectus**"). It is recommended that potential investors read the Prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to subscribe for or purchase the shares referred to in this document.

Copies of the Prospectus are, subject to certain access restrictions, available for inspection on the Company's website: [www.atratoroof.com](http://www.atratoroof.com) and will shortly be made available for viewing at the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Defined terms in this announcement will have the same meaning as defined in the Prospectus.

**1 November 2021****Atrato Onsite Energy plc****(LON: ROOF)****Publication of Prospectus**

Further to the Intention to Float announcement published on 25 October 2021, Atrato Onsite Energy plc (the "**Company**"), a new closed-ended investment company established to invest in a diversified portfolio of onsite renewable energy assets, is pleased to announce the publication of its Prospectus in connection with the initial public offering ("**IPO**") of the Company's Ordinary Shares (the "**Ordinary Shares**") and proposed admission of its Ordinary Shares to the premium segment of the Official List of the Financial Conduct Authority and to begin trading on the main market of the London Stock Exchange ("**Admission**").

The Company is seeking to raise target gross issue proceeds of £150 million through the issuance of 150 million Ordinary Shares by way of a Placing, Offer for Subscription and Intermediaries Offer at 100 pence per Ordinary Share and will apply for those Ordinary Shares to be admitted to the premium segment of the Official List of the Financial Conduct Authority and to trading on the premium segment of the London Stock Exchange's Main Market.

The Company is targeting an annualised dividend of 5 pence per Ordinary Share for the first and second financial years following the IPO and will seek to grow the dividend progressively thereafter. The Company will target an annual total return of 8 - 10 per cent. in the first financial year following the IPO and over the medium term.<sup>1</sup>

**EXPECTED TIMETABLE**

Initial Placing, Offer for Subscription and Intermediaries Offer open	1 November 2021
Latest time and date for applications and payment in full under the Offer for Subscription	1.00 p.m. on 17 November 2021
Latest time and date for applications under the Intermediaries Offer	11.00 a.m. on 18 November 2021
Latest time and date for receipt of placing commitments under the Initial Placing	2.00 p.m. on 18 November 2021

Announcement of the results of Initial Issue	19 November 2021
Initial Admission and dealings in Ordinary Shares commence	8.00 a.m. on 23 November 2021
CREST accounts credited and settlement of relevant CREST instructions	as soon as reasonably practicable on 23 November 2021
Where applicable, definitive share certificates despatched by post	within 10 Business Days of Initial Admission

A copy of the Prospectus will also be submitted to the National Storage Mechanism and will shortly be available at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

Terms not otherwise defined in this announcement have the meanings given to them in the Prospectus.

Alvarium Securities Limited ("**Alvarium Securities**") is acting as Global Co-Ordinator, Sole Bookrunner and Intermediaries Offer Adviser to the Company.

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<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 NOTICE

The contents of this announcement, which has been prepared by and is the sole responsibility of the Company, has been approved as a financial promotion by Alvarium RE Limited solely for the purposes of section 21(2)(b) of the Financial Services and Markets Act 2000 ("**FSMA**") (as amended). Alvarium RE Limited is authorised and regulated in the United Kingdom by the FCA and registered in England (Company No. 06931299) with its registered address at 10 Old Burlington Street, London W1S 3AG.

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 information 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 Ordinary 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 and any supplementary prospectus (if any) published by the Company prior to Admission. Copies of the Prospectus will, subject to certain access restrictions, shortly be available on the Company's website which can be accessed at [www.atratoroof.com](http://www.atratoroof.com). A subscription for Ordinary 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.

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.

The approval of the Prospectus by the FCA 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 for publication or distribution, directly or indirectly, in or into the United States. This announcement is not an offer of securities for sale into the United States. The Company is not and will not be registered under the U.S. Investment Company Act of 1940, as amended and investors will not be entitled to the benefit of that Act. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, (the "**Securities Act**") or the securities laws of any state in the United States and may not be offered or sold in the United States, except pursuant to an applicable exemption from, or in a transaction not subject to, registration under the Securities 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.

This announcement may not be used for the purpose of, and does not constitute, an offer to sell, or the solicitation of an offer to acquire or subscribe, for the Company's shares by anyone in any jurisdiction or in any circumstances in which such offer or solicitation is unlawful or not authorised or would impose any unfulfilled registration, qualification, publication or approval requirements on the Company and/or Alvarium Securities Limited ("**Alvarium Securities**"). No public offering of securities has been or will be made in the United States. Subject to certain exceptions, the securities referred to herein may not be offered or sold in any member state of the EEA, Australia, Canada, Japan or the Republic of South Africa, or for the account or benefit of, any national, resident or citizen of any member state of the EEA, Australia, Canada, Japan or the Republic of South Africa. Copies of this announcement are not being, and should not be, distributed or sent, directly or indirectly, into or within the United States, Australia, Canada, Japan or the Republic of South Africa.

This announcement is only addressed to, and directed at, persons in member states of the European Economic Area or the United Kingdom who are "qualified investors" within the meaning of Article 2(e) the UK version of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended by The Prospectus (Amendment, etc) (EU Exit) Regulations 2019 (the "**Prospectus Regulation**") ("**Qualified Investors**"). In addition, 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 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 unsatisfied request from a professional investor).

This announcement includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "forecasts", "projects", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. All forward-looking statements address matters that involve risks and uncertainties and are not guarantees of future performance. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements. These factors include, but are not limited to, changes in general market conditions, legislative or regulatory changes, changes in taxation regimes, the Company's ability to invest its cash in suitable investments on a timely basis and the availability and cost of capital for future investments.

Subject to their respective legal and regulatory obligations (including under the Prospectus Regulation Rules), the Company, Atrato Partners Limited (the "**Investment Adviser**") and Alvarium Securities expressly disclaim any obligations or undertaking to update or revise any forward-looking statements contained herein to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based unless required to do so by law or any appropriate regulatory authority, including FSMA, the listing rules made by the FCA under section 73A of FSMA (the "**Listing Rules**"), the rules and regulations made by the FCA under Part VI of FSMA as amended from time to time (the "**Prospectus Regulation Rules**"), the disclosure guidance and transparency rules made by the FCA under Part VI of FSMA (the "**Disclosure Guidance and Transparency Rules**"), the Prospectus Regulation and the UK version of Regulation (EU) No. 596/2014 on market abuse which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended.

Neither the content of the Company's website, nor the content on any website accessible from hyperlinks on its website for any other website, is incorporated into, or forms part of, this announcement nor, unless previously published by means of an RIS announcement, should any such content be relied upon in reaching a decision as to whether or not to acquire, continue to hold, or dispose of, securities in the Company.

Alvarium Securities is authorised and regulated in the United Kingdom by the FCA and registered in England (Company No. 12332694) with its registered address at 10 Old Burlington Street, London W1S 3AG. Alvarium Securities is acting exclusively for the Company and no one else in connection with the subject matter of this announcement. Alvarium Securities will not regard any other person as its client in relation to the subject matter of this announcement and will not be responsible to anyone other than the Company for providing the protections afforded to its clients, nor for providing advice in relation to the contents of this announcement or any transaction, arrangement or other matter referred to herein.

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#### **Information for distributors**

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**Directive 2014/65/EU**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing Directive 2014/65/EU; (c) local implementing measures; and/or (d) (where applicable to UK investors or UK firms) the relevant provisions of the UK MiFID Laws (including the FCA's Product Intervention and Governance Sourcebook ("**PROD**")) (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 Ordinary Shares and C Shares in the capital of the Company (the "**Issue Shares**") have been subject to a product approval process, which has determined that such Issue 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 PROD; and (ii) eligible for distribution through all distribution channels as are permitted by PROD for each type of investors (the "**Target Market Assessment**").

Notwithstanding the Target Market Assessment, distributors should note that: the price of the Issue Shares may decline and investors could lose all or part of their investment; the Issue Shares offer no guaranteed income and no capital protection; and an investment in the Issue 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 adviser) 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 Initial Issue and the Placing Programme. Furthermore, it is noted that, notwithstanding the Target Market Assessment, Alvarium Securities will only procure investors through the Initial Placing or any Subsequent Placing who meet the criteria of professional clients and eligible counterparties.

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

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

#### **PRIIPs Regulation**

In accordance with the UK version of the EU PRIIPs Regulation (1286/2014) which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended (the "**UK PRIIPs Laws**"), a key information document in respect of an investment in the Ordinary Shares has been prepared by the Company and is available to investors at [www.atratoroof.com](http://www.atratoroof.com). If a class of C Shares is issued under the Placing Programme, the Company will make available a key information document in relation to such class of C Shares as required under the UK PRIIPs Laws. If you are distributing any class of shares in the Company, it is your responsibility to ensure that the relevant key information document is provided to any clients that are "retail clients".

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