

Raport bieżący: 30/2025

Data: 2025-05-23 g. 17:39

Skrócona nazwa emitenta: SERINUS ENERGY plc

Temat: Stan posiadania akcji w Spółce

Podstawa prawna: Art. 70 pkt 1 Ustawy o ofercie publicznej (...) - nabycie lub zbycie znacznego pakietu akcji

Treść raportu:

Kierownictwo Serinus Energy plc („**Spółka**”) informuje, że w dniu 23 maja 2025 roku Spółka otrzymała od Xtellus Capital Partners, Inc. („**Zawiadamiający**”) działającego w imieniu własnym oraz następujących akcjonariuszy: (i) Steven Lampe, Raglan Road Capital Limited, (iii) Łukasz Rędziniak, (iv) Jim Causgrove, (v) Jeffrey Auld datowane na 20 maja 2025 r. zawiadomienie, sporządzone na podstawie art. 69 ust. 1 pkt. 1 i pkt 2, art. 87 ust. 1 pkt 5 oraz art. 87 ust. 3 ustawy z dnia 29 lipca 2005 r. o ofercie publicznej i warunkach wprowadzania instrumentów finansowych do zorganizowanego systemu obrotu oraz o spółkach publicznych, dotyczące:

- (i) nabycia przez Zawiadamiającego 100% (stu procent) akcji Spółki i przekroczeniu tym samym w dniu 20 maja 2025 r. progu 90% głosów w Spółce;
- (ii) wygaśnięcia w dniu 20 maja 2025 r. porozumienia akcjonariuszy Spółki w sprawie zgodnego głosowania na walnym zgromadzeniu zawartego w dniu 21 marca 2025 r. („**Porozumienie**”);

- oraz zmniejszenia przez wszystkie strony Porozumienia inne niż Zawiadamiający w wyniku (i) oraz (ii) udziału w kapitale zakładowym oraz w głosach na walnym zgromadzeniu Spółki do zera.

Zgodnie z treścią zawiadomienia Xtellus Capital Partners, Inc. jest posiadaczem akcji uprawniających do 151.099.460 głosów w Serinus, stanowiących sto procent ogólnej liczby głosów w Spółce. W zawiadomieniu wskazano, iż data przekroczenia progu implikującego obowiązek jego złożenia to 20 maja 2025 r.

Załącznik do niniejszego raportu bieżącego stanowi oryginalne zawiadomienie sporządzone w języku angielskim.

New York, 20 May 2025

From: Xtellus Capital Partners, Inc.

535 Madison Ave
5 piętro New York
NY 10022 (the “**Notifier**”)

and

STEVEN LAMPE
RAGLAN ROAD CAPITAL LIMITED
ŁUKASZ RĘDZINIAK
JIM CAUSGROVE
JEFFREY AULD

To: Polish Financial Supervision Authority

ul. Piekna 20
00-549 Warsaw

(„**PFSA**”)

and

Serinus Energy Limited
2nd Floor The Le Gallais Building 54 Bath Street
St. Hellier Jersey
JE1 1FW (the “**Company**” or the “**Issuer**”)

Notification to the PFSA and the Company pursuant to Article 69(1)(1) and Article 69(1)(2) in connection with Article 87(1)(5) and Article 87(3) of the Act of 29 July 2005 on Public Offering, the Conditions Governing the Introduction of Financial Instruments to Organised Trading, and on Public Companies

The Notifier, acting on its own behalf as well as on behalf of certain other shareholders of the Company indicated above, hereby:

(a) informs the PFSA and Company about:

- (i) the Notifier having individually acquired 100% (*one hundred percent*) of shares in the Company and thereby exceeded the threshold of 90% of the voting rights in the Company on 20 May 2025; and
- (ii) the agreement between the Issuer's shareholders on the consensual voting on the shareholders' meeting concluded on 21 March 2025 (the “**Agreement**”) having expired on 20 May 2025;
- and as a result of (i) and (ii) all the parties' to the Agreement other than the Notifier having decreased its shareholding in the Company to zero; and

(b) provides the relevant information pursuant to Article 69(1)(1) and Article 69(1)(2) of the Act of 29 July 2005 on Public Offering, the Conditions Governing the Introduction of Financial Instruments to Organised Trading, and on Public Companies ("Public Offering Act").

- 1) **The date and type of the event that leads to a change in the shareholding to which the notification relates (Art. 69(4) point 1 Public Offering Act)**

The scheme of arrangement under Article 125 Companies (Jersey) Law 1991 (as amended) (the "Scheme") becoming effective on 20 May 2025 resulting in the expiry of the Agreement.

- 2) **The number of shares held prior to the change in the shareholding and the proportion of the Company's share capital represented by those shares, as well as the number of votes attached to those shares and the proportion of the voting rights held (Art. 69(4) point 2 Public Offering Act)**

Prior to the effectiveness of the Scheme and the expiry of the Agreement:

XTELLUS CAPITAL PARTNERS, INC.

Number of ordinary bearer and/or registered shares: 44308324

% share in the share capital: 29,32%

Number of votes: 44308324

% share in the number of votes: 29,32%

STEVEN LAMPE

Number of ordinary bearer and/or registered shares: 13193642

% share in the share capital: 8,73%

Number of votes: 13193642

% share in the number of votes: 8,73%

RAGLAN ROAD CAPITAL LIMITED

Number of ordinary bearer and/or registered shares: 1300000

% share in the share capital: 0,86

Number of votes: 1300000

% share in the number of votes: 0,86

ŁUKASZ RĘDZINIAK

Number of ordinary bearer and/or registered shares: 702000

% share in the share capital: 0,46

Number of votes: 702000

% share in the number of votes: 0,46

JIM CAUSGROVE

Number of ordinary bearer and/or registered shares: 290000

% share in the share capital: 0,19

Number of votes: 290000

% share in the number of votes: 0,19

JEFFREY AULD

Number of ordinary bearer and/or registered shares: 6993480

% share in the share capital: 4,62

Number of votes: 6993480

% share in the number of votes: 4,62

- 3) **The current number of shares held and the proportion of the Company's share capital represented by those shares, as well as the number of votes attached to those shares and the proportion of the voting rights held (Art. 69(4) point 3 Public Offering Act)**

XTELLUS CAPITAL PARTNERS, INC.

Number of ordinary bearer and/or registered shares: 151099460

% share in the share capital: 100

Number of votes: 151099460

% share in the number of votes: 100

STEVEN LAMPE

Number of ordinary bearer and/or registered shares: 0 (zero)

% share in the share capital: 0 (zero)

Number of votes: 0 (zero)

% share in the number of votes: 0 (zero)

RAGLAN ROAD CAPITAL LIMITED

Number of ordinary bearer and/or registered shares: 0 (zero)

% share in the share capital: 0 (zero)

Number of votes: 0 (zero)

% share in the number of votes: 0 (zero)

ŁUKASZ REDZINIAK

Number of ordinary bearer and/or registered shares: 0 (zero)

% share in the share capital: 0 (zero)

Number of votes: 0 (zero)

% share in the number of votes: 0 (zero)

JIM CAUSGROVE

Number of ordinary bearer and/or registered shares: 0 (zero)

% share in the share capital: 0 (zero)

Number of votes: 0 (zero)

% share in the number of votes: 0 (zero)

JEFFREY AULD

Number of ordinary bearer and/or registered shares: 0 (zero)

% share in the share capital: 0 (zero)

Number of votes: 0 (zero)

% share in the number of votes: 0 (zero)

- 4) **Subsidiaries of the shareholder that makes the notification, which hold the company's shares (Art. 69(4) point 5 Public Offering Act)**

None

- 5) **The persons referred to in Article 87(1) point 3c (Art. 69(4) point 6 Public Offering Act)**

None

- 6) **The number of votes from shares, calculated pursuant to Article 69b.2, to whose acquisition they are entitled or obliged as a holder of financial instruments referred to in Article 69b.1 (1), as well as financial instruments referred to in Article 69b.1 (2) which are not exercised solely by cash settlement, the type and the name of those financial instruments, the date of their expiration, and about the date or time limit within which the acquisition of shares will or may occur (Art. 69(4) point 7 Public Offering Act)**

None

- 7) **The number of votes from shares, calculated pursuant to Article 69b.3, to which the financial instruments referred to in art. 69b.1 (2) refer directly or indirectly, the type and the name of these financial instruments, and about the date of their expiration; (Art. 69(4) point 8 Public Offering Act)**

None

- 8) **The total number of votes as indicated pursuant to subparagraphs (3), (7), and (8) and its percentage share in the general number of votes; (Art. 69(1) point 9 Public Offering Act)**

Number of votes: 0 (zero)

% share in the number of votes: 0 (zero)

- 9) **The PESEL number or national client identifier referred to in Annex II of Commission Delegated Regulation (EU) 2017/590 of 28 July 2016 supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the reporting of transactions to competent authorities (OJ L 87, 31.03.2017, p. 449), if the entity making the notification is a natural person, or an identifier consistent with the ISO 174420 standard, assigned by the entity authorised to register such identifiers (LEI), if the entity making the notification is an entity other than a natural person (Art. 69(4) point 10 Public Offering Act)**

LEI code: 5493001ADW65MEV36028

- 10) The LEI code of the issuer of the shares to which the notification relates; (Art. 69(4) point 11 Public Offering Act)

LEI code: 549300W183KUX62DVI32

- 11) The current address of residence or registered office of the entity making the notification. (Art. 69(4) point 12 Public Offering Act)

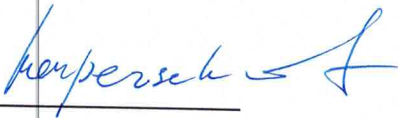
XTELLUS CAPITAL PARTNERS, INC.

535 Madison Ave 5th Floor

10022 New York

United States of America

The Notifier informs the PFSA and the Company that the Notifier is the entity required by the other shareholders of the Company to submit this notice.



Leonid Kouperschmidt

Executive Director of Xtellus

e-mail: Leonid.Kouperschmidt@XtellusCapital.com