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GLOBAL INTERCONNECTION GROUP LIMITED  
("GLOBAL INTERCONNECTION GROUP", "GIG" or the  
"Company")



in respect of  
GLOBAL INTERCONNECTION GROUP Ordinary  
Shares  
ISIN Code GG00BMB5XZ39  
Listed on Euronext Amsterdam: *XAMS: CABLE*  
*and*  
ASC Energy plc 2056 Index-Linked Convertible  
GreenBonds (ISIN: NL0015001FM1)  
Advanced Cables plc 2028 Index-Linked Convertible  
GreenBonds (ISIN: NL0015001FN9)  
listed on The International Stock Exchange.

## ATLANTIC SUPERCONNECTION SPINOUT

22<sup>nd</sup> April 2025

### 1. Introduction

Following the positive progress announced to the market on the [Up-rated Connection Agreement](#) and the [Cable Framework Agreement](#) Global InterConnection Group Ltd ("GIG" or the "Company") is delighted to announce that the Board has reached agreement to SpinOut Atlantic SuperConnection, thus paving the way for Atlantic SuperConnection to advance to FID.

The Atlantic SuperConnection Spinout creates a private platform to raise the next round of development funding, essential to advance Atlantic SuperConnection ("ASC") to Final Investment Decision, and for the £3.5 billion construction funding round thereafter.

The sale and purchase agreement (the "SPA") with the SpinOut Group (the "**Atlantic SuperConnection Spinout**") transfers 80% of the equity interest in ASC, as well as all the costs and liabilities incurred by GIG in developing Atlantic SuperConnection over the past decade, being some £42 million. As well as 20% of the equity in ASC to be retained by GIG, GIG will benefit from a valuable contract to provide 'whole-of-life' management services for ASC.

Under the terms of the Atlantic SuperConnection Spinout, GIG Investors will be offered the right to participate in a highly discounted Restricted Offer; and thereafter in future ASC fundraisings pari passu with other investors. Note however the ASC SpinOut expects to place further ASC 2056 CLNs with external investors at a price at or around par.

### 2. GIG future plans

Following the successful conclusion of the long gestation of ASC, post-Atlantic SuperConnection Spinout structure creates a replicable model for future interconnector developments. GIG, as company listed on the Euronext Amsterdam, intends to pursue a targeted series of mergers, acquisitions, and asset contributions to form a unified investment platform. This platform will be centred around power and 'stapled' data transmission, diversified across

renewable power technologies (onshore/offshore wind, solar PV, battery storage, hydro, geothermal), revenue models (merchant, cap-and-floor, contracted, capacity), and geographies. In particular, GIG aims to provide a whole-of-life ‘Cable as a Service’ model to interconnector and data cables owners and developers.

The consolidation will bring deep expertise and experience to bear, allow elimination of duplicated costs, streamlined governance, and operational synergies across asset design, installation, maintenance, procurement, and financing.

A larger, multi-asset portfolio will create better risk-adjusted returns from multiple infra development projects, smoother cash flows, and cross-leverage opportunities between infrastructure systems, supply chain procurement and offtake and power trading agreements.

### 3. Atlantic SuperConnection Spinout

The Company announced on 21<sup>st</sup> March 2025 that a proposal had been received for the acquisition of the sub-holding company for ASC Energy plc, Global InterConnection Group Services SA (“Swiss ASC”), an indirect subsidiary of the Company, by parties related to the majority beneficial shareholders in the Company.

Further to this announcement, the Board is pleased to announce it has reached agreement to SpinOut Swiss ASC including its wholly owned subsidiary Atlantic SuperConnection. Under the agreement GIG SA is selling 80% of the share capital of Swiss ASC for a total consideration of £1,000; the CHF 10.55 million repayment of intercompany loans owed to GIG SA by Swiss ASC, and £33.13 million of Company liabilities to be assumed by the SpinOut Group,

The Atlantic SuperConnection Spinout will result in ASC, whose principal activity is the development of the UK-Iceland interconnector, ceasing to be controlled by the Company, although the Company will retain a material economic interest in the success of ASC’s project through a retained 20% equity interest in Swiss ASC SA, the 100% owner of ASC.

The SPA has been signed, with closing subject to committed funding to repay the CHF 10.55 million of intercompany loans; and the finalisation of the management contract consistent with the heads of terms. We have been advised by the SpinOut Group that they are in advanced negotiation for committed funding and expect to close the transaction as soon as possible.

The post-Atlantic SuperConnection Spinout structure creates a replicable model for future interconnector developments; and

- means the Company, through its subsidiary GIG SA, retains a 20% equity interest in the Spin Out, with *most favoured nation* protection rights to ensure fair treatment as a minority investor;
- provides a management contract for the Company to provide ‘whole-of-life’ management services to ASC, creating a long term contractual cashflow for the Company and continued oversight on the delivery of ASC
- delivers a mechanism for the repayment of the CHF10.55 million of inter-company loans to the Company
- transfers from the Company to the Spinout Group the £33.13 million guarantee of the Advanced Cables 2028 Convertible Loan Notes 2028 and full liability for the ASC Energy 2056 Convertible Loan Notes (the “ASC 2056 CLNs”)

and

- provides the Company’s shareholders, and existing ASC 2056 CLN holders, with the ability to follow their investment at an attractively discounted price through the anticipated Restricted Offer.

### 4. Restricted Offer to GIG bond, share and warrant holders

The Board wanted to ensure that the GIG investors who have patiently backed ASC’s progress over the years, have the opportunity to secure an attractive investment in advance of Atlantic SuperConnection bringing in large institutional capital.

The UK charity Truell Conservation Foundation and the Truell Inter-Generational Family Limited Partnership, “the SpinOut Group”. has undertaken, as part of the Atlantic SuperConnection Spinout, for Company shareholders, warrant holders and ASC 2056 CLN holders who are qualified investors are to be given the right of first refusal for a Restricted Offer of new ASC 2056 CLNs to be launched. The Company on [17<sup>th</sup> December 2024](#) advised the market of its intention to issue further ASC 2056 CLNs to support the path to FID over the course of 2025 up to the value of £30 million cash. The Spin Out Group will now make the following offer on discounted terms to GIG investors, before raising funds from external parties:

- ASC will seek to raise up to £30 million in cash through the issuance of ASC 2056 CLNs to qualified GIG investors within the meaning of Regulation (EU) 2017/1129 (the “**Restricted Offer**”);
- The Restricted Offer will include a right of first refusal to current holders of 2056 CLNs and of GIG Limited Ordinary Shares who are qualified investors, and is being priced at £40.00 per CLN (the “**Issue Price**”), representing 40% of face value; and
- These CLNs will carry the same terms as the ASC 2056 CLNs already in issue, noting that important amendments to these terms (summarised below) will be implemented subject to approval at the ASC 2056 Noteholder meeting on 23<sup>rd</sup> April 2025.
- Parties related to the SpinOut Group intend to finance £13.92 million of the Restricted Offer, equating to £34.8 million nominal at the Issue Price, on the same terms as those offered to all other qualified GIG investors, conditional *inter alia* on both the Atlantic SuperConnection Spinout and the CLN amendments being concluded.

The proceeds of the Restricted Offer will be applied first to the repayment of CHF 10.55 million (£9.25 million) of intercompany loans owed by Swiss ASC to the Company and its subsidiaries, then to working capital, and finally to the advancement of ASC’s UK-Iceland interconnector project to Final Investment Decision (“**FID**”). There is no guarantee any of the Restricted Offer will be placed.

## 5. Future Fundraising for ASC

The Company has previously declared its intention to raise some £3.5 billion in total to fund ASC and has received a highly interested letter from a leading investment bank.

Immediately upon announcement of the SpinOut, a major infrastructure fund issued an expression of interest letter to subscribe £1.2 billion in equity to fund ASC from FID through to construction, thus demonstrating the benefits of ASC being private.

Atlantic SuperConnection is now planning to place:

- £30 million of senior debt
- £115 million of ASC 2056 CLNs, including those subscribed under the Restricted Offer
- £18m of ‘warrant exercise’ facility
- £200 million HVDC cable advance purchase finance facility with major banks and the UK Government

Under the terms of the Atlantic SuperConnection Spinout, the Company and GIG Investors will continue to be offered the right to participate in such future fundraisings *pari passu* with other investors. Note however the ASC expects to place ASC 2056 CLNs with external investors at a price at or around par, rather than the highly discounted Restricted Offer price.

## 6. Proposed Amendments to ASC 2056 CLNs and Advanced Cables 2028 CLNs

On 3<sup>rd</sup> April 2025, the Directors of ASC and Advanced Cables plc voted in favour of material amendments to the terms of the ASC 2056 CLNs and Advanced Cables 2028 CLNs, respectively. These amendments are subject to approval at the extraordinary general meetings of the ASC 2056 Noteholders and Advanced Cables 2028 Noteholders announced to be held on 23<sup>rd</sup> April 2025 (the “**Noteholder EGMs**”), as announced on 3<sup>rd</sup> April 2025.

These amendments are fully set out in documentation sent to Noteholders and are intended to improve the terms for the Noteholders in light of the Atlantic SuperConnection Spinout, and in respect of the ASC 2056 CLNs, to support the Restricted Offer and giving all Noteholders the chance to participate directly in the future success of the Atlantic SuperConnection Spinout.

It is proposed that both 2028 and 2056 CLN instruments are amended such that:

- (i) They can be converted into ASC Energy plc shares, rather than shares in the Company;
- (ii) The conversion price is the higher of an ASC total equity value of £430 million; or a 20% discount to the next round of equity finance
- (iii) The guarantor is changed from GIG SA to Swiss ASC SA, the Atlantic SuperConnection Spinout holding company;
- (iv) The right of the issuers to repay the CLNs early at their sole discretion is removed in favour of an early repayment tender, which Noteholders can accept or decline at their discretion;
- (v) The loan to value covenant is calculated with reference to a quarterly fair value statement by ASC Energy plc.

## 6.1 The SpinOut Group

The SpinOut Group comprises the Truell Conservation Foundation and the Truell InterGenerational Family Limited Partnership. The Truell Conservation Foundation is a UK-registered charity founded by Edmund Truell, the Executive Chairman of the Company, and the late Danny Truell, the former Chief Investment Officer of the Wellcome Trust. The Truell InterGenerational Family Limited Partnership is an investment vehicle of the Truell family and is for the benefit of descendants of Edmund Truell.

## 6.2 Impact on the Company

The Atlantic SuperConnection Spinout will, upon closing, generate approximately £9.25 million of upfront cash proceeds to the Company and its subsidiary, enabling repayment of all current liabilities, while preserving an estimated £5.77 million for transaction costs and general corporate purposes.

The Atlantic SuperConnection Spinout will upon closing further transfer £33.13 million of Company liabilities to the SpinOut Group.

Following completion of the Atlantic SuperConnection Spinout, the Company's commercial assets will comprise 100% of Advanced Cables plc and 49.9% of LS Eco Advanced Cables Limited, together with an ongoing economic interest in ASC by way of the 20% equity stake in Swiss ASC; and a long term revenue stream from the Management Contract Agreement.

## 7. THE ATLANTIC SUPERCONNECTION SPINOUT

### 7.1 Atlantic SuperConnection Spinout Terms

80% of the shares of Swiss ASC are being acquired from GIG SA, a wholly owned subsidiary of the Company, by a newly constituted holding company owned by the SpinOut Group (the "SwissASC"). The consideration received by the Company through GIG SA will comprise:

- (i) £1,000 upfront consideration;
- (ii) £9.25 million (CHF 10.55 million) cash repayment of intercompany loan from GIG SA to Swiss ASC; and
- (iii) Settlement or assumption of all liabilities and loans accrued by GIG Ltd and its subsidiaries at the time of closing of the Atlantic SuperConnection Spinout, totalling some £33.13 million

#### 7.1.1 Retained equity stake

The Company will retain a 20% stake in Swiss ASC, with the benefit of a "most favoured nations" clause in relation to the SpinOut Group's equity holding, so as to be treated as favourably as the SpinOut Group in subsequent funding rounds. It will further benefit from 'tag along' rights; and has agreed to 'drag along' rights.

### 7.2 Atlantic SuperConnection Spinout Rationale

The Independent Directors of the board of the Company have determined that the SpinOut Group's proposal to acquire Swiss ASC – and with it, ASC – is in the best interests of shareholders for the following reasons:

1. The Company and its subsidiaries (the "Group") could not have reached its stated objectives, as clearly described in the [Megalanic Circular](#) without further investment from shareholders and other stakeholders (public or private). The Atlantic SuperConnection Spinout provides much of that investment.
2. Since the Business Combination the Company and its advisers have sought further private investment in projects and/or the Company. This fundraising activity has significantly intensified over the course of 2024. Despite the full board publicly inviting offers, the Atlantic SuperConnection Spinout remains the only formal offer the company has received. The Board have stated they remain open to further approaches and will keep all parties fully informed, where legally possible, should such an offer or approach be received.
3. The GIG shares have remained illiquid, despite the announcements of valuable major developments.
4. Absent the Atlantic SuperConnection Spinout, the Company would, in all likelihood, have no option but to start insolvency proceedings given the very considerable development expenditure requirements of ASC and the Cable Factory, the lack of revenues, current liabilities and cash flow projections, given the nature of the business as a pre-revenue development company. The SpinOut should leave the Company with no liabilities, working capital, and a valuable 'whole-of-life management contract to produce long term revenues.
5. The Atlantic SuperConnection Spinout will give a right of first offer for further investment to existing shareholders, warrant holders and convertible debt holders as well as from prospective investors. The required investment is proposed to be in a convertible debt instrument which has the advantage of a higher priority for

debt service and capital repayment earlier than dividends and common equity, to allow investors to follow their initial investment should they so wish.

6. The principal consideration for the Atlantic SuperConnection Spinout will be the assumption of the Company and its subsidiaries' liabilities.
7. Finally, the Company's Swiss holding subsidiary, Global Interconnection Group SA, as the seller of Swiss ASC, will retain a 20% equity stake in Swiss ASC. This equity stake means that the minority shareholders in the Company will maintain the potential for equity upside in ASC, regardless of whether they follow-on their investment or not.

The Atlantic SuperConnection Spinout delivers adequate capital and support for ASC; and should leave GIG in a strong position with all the costs of development recovered, a whole-of-life management contract and substantial share of the upside. This welcome development should fulfil a key part of the Company's strategy, being executed consistent with the original plan.

## **PRESS AND INVESTOR INFORMATION**

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