Investor Presentation USPP Roadshow

2025

ORES Speakers:

Dominique Offergeld – CFO Fabrice Imbert – Head of debt and treasury Frédéric Pommier – Treasury manager Aurore Kerff – Head of financial communication







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Company overview





At a Glance

Company Overview

ORES is the operating company of ORES Assets, an intermunicipal distribution system operator (DSO) with a geographical legal monopoly on electricity and gas distribution in over 75% of the municipalities in Wallonia

Our Role

We provide essential utility services, including:

- management, maintenance, adaptation & development of electricity & gas distribution networks of ORES Assets
- management, maintenance, adaptation & development of the municipalities' public lighting network
- Public Services Obligations (PSO)

Key Highlights

- 1.9 million supply points served daily, including households, SMEs, and public authorities
- Strategic player in enabling Wallonia's energy transition
- Close to all ORES activities are regulated (99.46%), not exposed to competitive markets
- 100% owned by Wallonia's municipalities, either directly or through intermunicipal structures

Key figures (2023)



+60,000 km of network



RAB : €4.05 bn

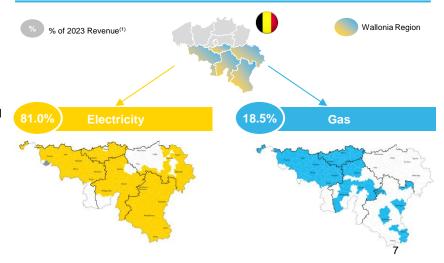


€384 m invested in networks



+ 22.7 million MWh distributed

Business Area





Key people and Shareholders

ORES 🏠

Executive Committee



Fernand Grifnée
Chairman & CEO (since 2012)
VP at Synergrid and member of
Atrias' board. 30 years of
experience in energy
distribution sector



Dominique Offergeld CFO (since 2008) +30 years of experience in public and semi-public sectors (+25 years in energy distribution sector)



Nicolas De Coster Chief Corporate Affairs Officer (since 2022) Joined ORES in 2024. Board Member at ONDRAF



Frédéric Demars Chief HR Officer(since 2020) Former Social Judge and Senior VP HR at STIB-MiVB



Olivier Devolder
Chief Clients & Markets
Officer (since 2022)
Member of Atrias' board
Former Energy Director at NSIDE



Sebastien Mahaut Chief Strategy Transformation Officer (since 2017) 30 years of experience in energy distribution sector

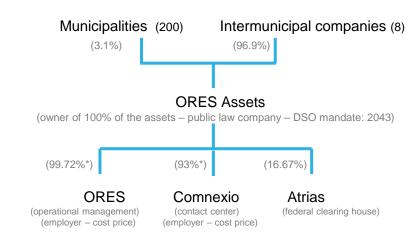


Benoit Medaets
Chief IT Officer (since 2017)
Joined ORES in 2008. Former
System Administrator at ApricoConsultant



Didier Moës
Chief Grid Operations
Officer (since 2022)
+30 years of experience in energy distribution sector

Shareholders Structure



^{*} remaining shares are held by 7 of the 8 intermunicipal companies



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Purpose and Strategy

Our Mission

Investing together in energy transition for all.

Our Vision

Making energy easier, making life easier.

Our Strategy

- 1. Investing in networks and data management.
- 2. Enhancing customer relationships to drive energy transition.
- 3. Modernizing operations and tools to meet future energy challenges.





Key figures of segments (2023)

	dectricity	(A) gas	♦ + (4)	
Municipalities served	197	112	198	
Service area	14,089 km²	6,820 km²	14,131 km²	
Network's length	53,198 km	10,168 km	63,366 km	
Access points EAN (actives ones)	1,409,407	531,404	1,940,811	
Energy distribution	10,595,740 MWh	12,121,547 MWh	22,717,287 MWh	
Gridfee	€648.14 m	€174.54 m	€822.68 m	
RAB	€2.69 bn mainly tangible assets ⁽¹⁾ (97.9%)	€1.36 bn mainly tangible assets ⁽¹⁾ (99.2%)	€4.05 bn	
Underground electric lines	57.9%			
Average network age	Underground LV ⁽²⁾ : 24y Overhead LV ⁽²⁾ : 40y	Low pressure: 28y Medium pressure: 27y		
Socially protected customers ⁽³⁾	35,459	18,135	53,594	
Public lighting points	4 <mark>7</mark> 0,749			

Notes:

- (1) Tangible assets = distribution network assets: lines, pipes, stations, meters, etc. VS Intangible assets = expenditure on IT projects and development costs
- (2) LV = low voltage
- (3) people who benefit from advantages for electricity and gas due to their financial or social situation, including the right to be supplied by their DSO at the social tariff (PSO)
- (4) Total doesn't include the overlap between electricity and gas





Generation plants connected to ORES Assets network and electrical smart meters

Generation plants (>10 KVA) connected to ORES Assets network and installed capacity:

	Number	Installed capacity
hydro	48	46,381
wind	146	1,099,495
biomass	37	85,143
	99	140,264
solar	2,835	441,848

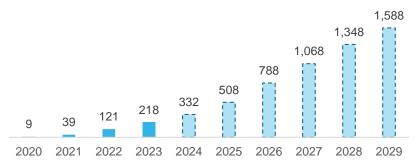
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percentage of smart cabs: 13.0%

Number of generation plants (<10 KVA) connected to ORES Assets network:

	Number
wind wind	36
solar	228,303

Number of electrical smart meters installed (in '000):



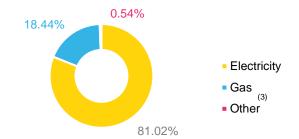


Revenue breakdown (2023)

Revenue breakdown by type of clients (1)

Revenue breakdown by segment (1)





In 2023, 92.4% of ORES Assets' revenue came from supplier payments for network usage (gridfee - regulated tariffs)

Electricity: Three energy suppliers (Electrabel, Luminus & Total Energies) account for **82% of electricity gridfee** billed in 2023

Gas: The same three suppliers alone account for **81% of gas gridfee** billed in 2023

Notes:

(3) Other activities for Telco (Orange)



⁽¹⁾ Based on 2023 BGAAP consolidated turnover of ORES Assets;

⁽²⁾ People who benefit from advantages for electricity and gas due to their financial or social situation, including the right to be supplied by their DSO at the social tariff (PSO);

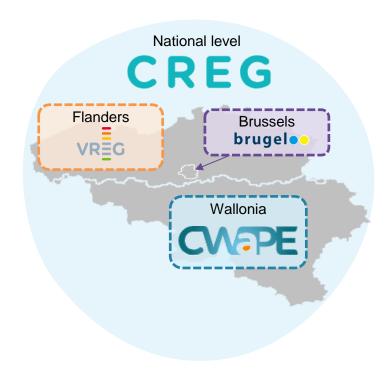


Energy market and regulatory framework in Belgium



Belgian regulatory framework

- Energy distribution is a regional responsibility, covering low and medium pressure/voltage gas and electricity (up to 3 bar for gas and 70kV for electricity)
- CWaPE (Commission Wallonne pour l'Energie) regulates energy distribution in the Walloon Region. It is an independent body created under the Electricity and Gas Decrees, following EU directives. Its responsibilities include:
 - ✓ Approving distribution network tariffs
 - ✓ Approving investment programs
 - ✓ Approving technical regulations
 - Advising regional authorities and monitoring compliance with decrees (e.g., verifying public service obligations)
 - ✓ Organizing consumer mediation services for issues with suppliers or DSOs
- The federal regulator, CREG, oversees energy transport and production.



⇒ DSO "authorized revenue" and tariffs (for the use of the networks – gridfee – or for specific services such as connections) are submitted to prior approval of the CWaPE



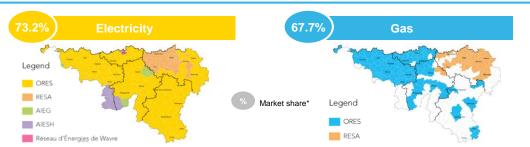


The DSOs and the energy market

Main Responsibilities of the DSOs in Wallonia

- Management, maintenance, adaptation and development of the electricity and gas distribution networks
- Management, maintenance, adaptation and development of the municipal public lighting infrastructure
- Handling new connections, adapting existing ones, and installing or reinforcing meters
- 24/7 Network monitoring and supervising to ensure reliability
- Identifying and repairing network malfunctions, including gas leaks
- Reading consumption indexes and securely managing customer data
- Ensuring energy supply for socially protected customers, installing prepayment meters for those in default, and fulfilling legal obligations => Public Service Obligations

ORES leads Wallonia's energy market with 70% share among 5 DSOs



In its general policy statement, the Walloon Government announced its intention to merge the 5 Walloon DSOs (extract: "The Government will establish a single DSO with competence over all of the Walloon territory")



The energy suppliers ensure a secured access to energy and rely on DSOs to distribute it.

Customers pay the gridfee via the energy suppliers' bills (cascade principle)





The regulatory framework

General objectives

Market operation & stability:

- Promoting neutral, cost-efficient and well-integrated operations of the energy networks
- Supporting a smooth-functioning energy market

Customer protection:

Regulating prices, ensuring fair access, and maintaining service quality

Market stability:

 Monitoring and ensuring a stable, predictable market to attract investment and maintain a reliable energy supply

Sustainability:

 Supporting the integration of renewable energy sources and the transition to a sustainable energy system

Basic features

- The Walloon regulatory framework follows EU principles, outlined in the Decree of 18 January 2017
- The tariff methodology, approved by CWaPE, is based on these principles and is set for a five-year period
- The current regulatory period runs from 2025 to 2029
- Tariff approval consists of two steps:
 - ✓ Approval of authorized revenues
 - Translating authorized revenues into tariffs for grid fees and specific services
- Authorized revenues and tariffs are set ex-ante for each year of the regulatory period





Methodology's main principles

Authorized revenue:

- revenue cap model
- efficiency factor
- additional transitional expenses
- quality factor
- fair profit margin (return on equity and coverage of debt cost)
- ex-post correction of the inflation factor
- volume risks covered by a system of regulatory balances

Tariffs:

Introduction of incentive tariffs for electricity from 2026

- incentive tariffs is a tariff system that encourages consumers to use electricity during periods when renewable energy is abundant and when networks are not at risk of congestion
- introduction of different tariff bands, each band has its own tension on the tariff; the tension is lower on bands with less risk

Approach toward Climate goals

- additional transitional expenses
 - => more resources for the energy transition
- promote incentive tariffs
 - => promote efficient use of electricity

but also:

- business case for the roll-out of electricity smart meters
 - ⇒ more tools to monitor the network
- · electricity loss indicator

Approved by CWaPE (2025-2029)

- authorized revenues 2025-2029
- gridfee electricity 2025
- gridfee gas 2025-2029
- specific services

Ongoing:

- revision of authorized revenues (extension of electricity smart meters roll-out)
- · gridfee electricity 2026-2029





Authorized revenues (ex-ante)

Made up of the following elements:

- controllable expenses
 established by a trend methodology, based on historical costs, adjusted for
 inflation
 - submitted, for certain expenses, to an individual efficiency factor ("X" factor), specific to each DSO (ORES Assets: electricity: -1.43% / gas: -0.632%) => capped incentive regulation on theses expenses includes additional transitional expenses (specific to each DSO)
- non-controllable expenses and income beyond ORES' control, added to authorized revenue (pass through system)
- expenses related to the roll-out of smart meters electricity approval of a business case considered as controllable expenses

2025 approved authorized revenues



€630.4 m



€218.5 m

quality factor

financial incentive reflecting level of service quality: proportional increase or decrease of the authorized revenue

gradual introduction of indicators with individual targets, linked to network reliability and availability, connection times, metering data and customer satisfaction (depending on the year, between €0.4 m and €2.4 m)

fair profit margin

return on equity and coverage of debt cost percentage of authorized return (wacc -4.027%) apply to the RAB (cost of capital: 2.409% - cost of debt: 1.618%)

RAB-surplus value receive a separate (decreasing – 4.027 % => 2.416%) WACC

+ the share of regulatory balance

Ex-ante (electricity - authorized revenue 2025 - budget)

Net non-controllable expenses

Fair profit margin

Smart meters net expenses

Net controllable expenses

Tariffs x Estimated volumes = Estimated gridfee





Regulatory balances (ex post)

Monitoring by CWaPE, after the close of a financial year, on the basis of the annual report submitted by the DSO. Aims to compare the differences between the forecast costs/revenues included in the authorized revenues and the actual costs/revenues and therefore verify the DSO balances:

- regulatory balance passed on in the next tariffs (assets or liability regulatory ⁽¹⁾)
 - income from the period's tariffs (difference between the actual volumes of gas and electricity distributed and the volumes budgeted)
 - o non-controllable expenses and revenues
 - fair profit margin (the difference may only be due to the evolution of the RAB)
 - o indexation

Example of regulatory balances

In our example:

- the net controllable expenses are lower than expected => bonus
- the non-controllable expenses are higher than expected
 assets regulatory (regulatory balance)
- the gridfee is lower than expected
 assets regulatory (regulatory balance)

- incurred by associates (bonus or malus⁽¹⁾)
 - o net controllable expenses (with additional transition expenses)
 - o net expenses related to the roll-out of smart meters electricity
- increase or decrease of the authorized revenue
 - o quality factor

Ex post (electricity – reality - example)

Regulatory balance	Net non-controllable expenses	
	Fair profit margin	
	Smart meters net expenses	
Gridfee invoiced	Bonus	
	Net controllable expenses	





Regulatory balances passed or to be passed in the tariffs

A negative regulatory balance is a liability regulatory: amount to be returned to the tariffs (tariff decreased)

A positive regulatory balance is an asset regulatory: amount to be recovered through tariffs (tariff increased)

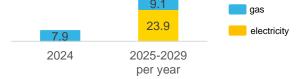


Total	To be passed in the tariffs	Passed in the tariffs	€m
32.0	-5.5	37.5	2015-2018
173.1	161.7(1)	11.4	2019-2023
34.2	34.2	0.0	H1 2024
-36.7	-36.7	0.0	Smart meters
202.6	153.7	48.9	Total



€m	To be passed in the tariffs
2017-2018	-8.1
2019-2023	73.3
H1 2024	-0.6
Smart meters	-11.8
Total	52.8

Regulatory assets to be recovered through the tariffs in the next years (in €m):







ORES & ORES Assets Net result

ORES

Net result = 0

ORES delivers for ORES Assets at cost price

ORES Assets

Net result = Regulated Net result

Regulated Net result = Return on Invested Capital + Adjustments

Adjustments include:

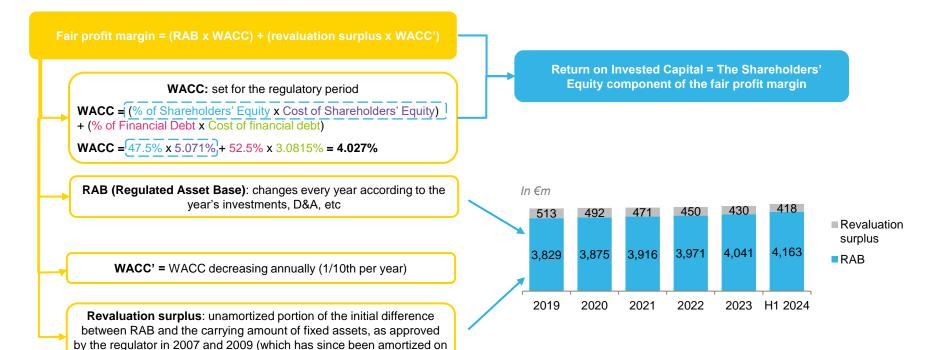
- +/- bonus/malus (balance on controllable expenses and on roll-out smart meters expenses)
- +/- differences on financial expenses (balance between granted financial debt and actual financial debt)
- +/- impact of other regulatory decisions (transport, regulatory balance approbation,...)
- +/- increase or decrease in authorized revenue reflecting the level of quality (from 2025)





a flat-rate basis at 2% a year)

ORES Assets Fair profit margin





Financial profile

Income statement



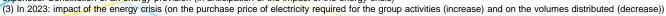
ORES Assets consolidated (BGAAP) – in €m

	2019	2020	2021	2022	2023	S1 2024
Turnover ⁽¹⁾	1,153.0	1,218.5	1,267.5	1,049.6	1,130.3	563.4
% change	+2.5%	+5.7%	+4.0%	-17.2%	+7.7%	
EBITDA	400.2	409.0	426.3	351.9	277.3	178.8
% margin	34.7%	33.6%	33.6%	33.5%	24.5%	31.7%
Depr., amort. & prov.	162.21	155.8	136.1	215.0	116.1	84.4
EBIT	238.0	253.2	290.2	136.9	161.2	94.4
Financial result	-39.0	-33.8	-27.4	-21.0	-29.1	-21.9
Result before taxes	199.0	219.4	262.8	115.9	132.2	72.5
Net result	129.4	160.9	182.4	79.5	106.2	50.3

- Robust financials
- √ Stable turnover⁽²⁾
- ✓ High EBITDA margin (33-35%)⁽³⁾
- Net result impacted by regulatory balances

Notes:

⁽²⁾ In 2022: replacement of the "Cotisation fédérale" integrated into Elia's transport tariffs by an excise duty. Given the cascade principle, it has a downward impact on ORES Assets' turnover and on expenses. Constitution of an energy provision (in anticipation of the impact of the energy crisis)





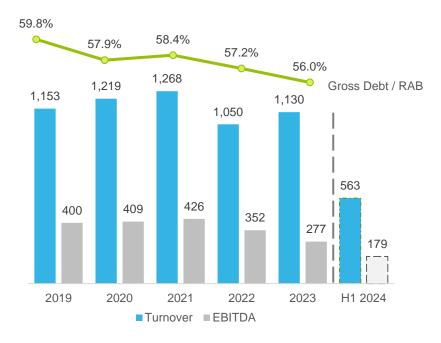
⁽¹⁾ Turnover including regulatory balances

Income statement



ORES Assets consolidated (BGAAP) – in €m





■ Net result Neturn on invested capital Other (1)

Balance sheet

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ORES Assets consolidated (BGAAP) – in €m

	2019	2020	2021	2022	2023
Fixed assets	3,879.3	3,906.6	3,958.4	4,016.4	4,118.1
of which tangible assets	3,786.7	3,836.2	3,876.4	3,942.1	4,034.4
of which intangible & financial assets	96.2	70.4	82.0	74.3	83.7
Current assets	512.6	528.5	725.9	748.6	672.2
of which receivables	183.1	205.7	278.8	193.7	234.3
of which stocks and orders in progress	50.4	58.6	62.1	71.5	87.9
of which cash and cash equivalents	120.5	75.5	218.6	332.9	117.2
of which accruals accounts	158.6	188.7	166.4	150.5	232.8
of which assets regulatory	82.0	114.9	87.8	36.3	173.2
Total assets	4,391.9	4,435.1	4,684.3	4,765.0	4,790.3
3 Equity	1,709.7	1,799.7	1,910.5	1,917.4	1,948.9
of which share capital	867.1	867.5	867.5	867.5	867.5
of which revaluations gains	512.7	491.9	471.1	450.4	429.6
of which consolidated reserves	329.9	440.3	571.8	599.5	651.8
Non-current liabilities	2,070.6	1,911.4	2,097.0	2,159.1	2,077.0
of which LT financials debts	2,014.7	1,861.2	2,068.1	2,077.8	2,052.3
of which other LT debts	0.5	0.0	1.9	2.7	2.4
of which provisions	55.4	50.2	27.0	78.6	22.3
Current liabilities	611.6	724.0	676.8	688.5	764.4
of which ST financials debts	274.8	384.1	218.0	193.3	209.0
of which other ST debts and advance payment on orde	r 261.0	276.7	437.5	399.6	463.1
of which accruals accounts	75.8	63.1	21.3	95.6	92.3
of which assets regulatory	41.0	31.7	4.6	56.2	9.6
Total liabilities & equity	4,391.9	4,435.1	4,684.3	4,765.0	4,790.3

- 1 Major investment plan, particularly since 2021
- Increase of stocks due to accelerated investments
- Increase in equity due to dividend policy reserves
- 4 Stable Long term financial debt, expected to increase due to future investment plan related to energy transition

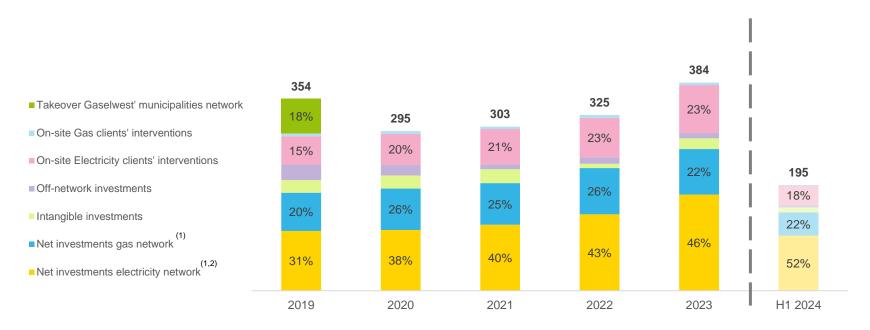


Capex 2019-2024



Investments – in €m

Capital expenditure in 2023 mainly focused on network modernization (in particular reinforcement), network extension, and rollout of smart meters



Notes

⁽¹⁾ Nets investments = Gross investments - On-site clients' interventions and public subsidies





Expected capex 2025-2039²



568

20%

15%

20%

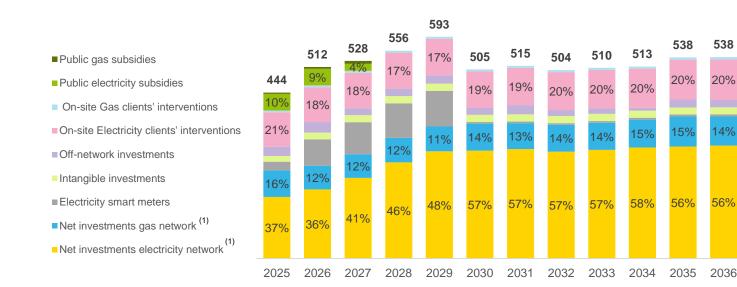
2037

2038

20%

Investments – in €m

ORES Assets has a **long-term industrial plan extending to 2039**, focusing on investments in networks and infrastructure for the energy transition. Investment levels have traditionally exceeded depreciation, with increased investment planned for electricity to support the energy transition. Estimated funding needs for 2025: €310 m.





⁽¹⁾ Nets investments = Gross investments - On-site clients' interventions and public subsidies





2039



Financial Covenant

Equity Total Balance Sheet ≥ 30%

- A flexibility margin of 1.5% may be deducted in the case of an exceptional event or circumstance, or following a case of force majeure, affecting the ratio and occurring during the last quarter before testing the ratio
- Applicable to ORES Assets BGAAP and ORES Assets consolidated BGAAP
- The financial covenant is applicable to all existing EUR bondholders (not applicable for the commercial bank debt)

In accordance with BGAAP accounting standards:

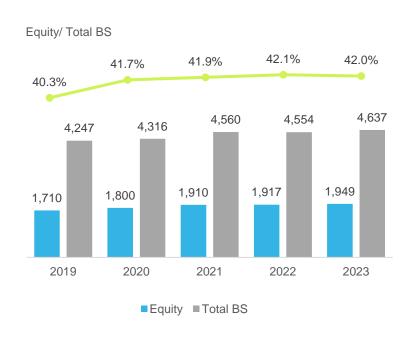
	ORES Assets	ORES Assets consolidated	
	Shareholders' e	quity (headings 10/15*)	
Equity is composed of:	 Contributions (headings 10/11*) Revaluation gain recognized as a liability (headings 12*) reserves (headings 13*) profit brought forward (headings 14*) capital subsidies (headings 15*) 	 contributions (headings 10/11*) revaluation gain recognized as a liability (headings 12*) consolidated reserves (headings 9910*) negative consolidation differences (headings 9911*) exchange differences (headings 9912*) capital subsidies (headings 15*) 	
Total balance sheet is composed of:	Total assets or total liabilities (headings 20/58* or 10/49*)		



Financial Covenant (Continued)

ORES Assets BGAAP

ORES Assets consolidated BGAAP

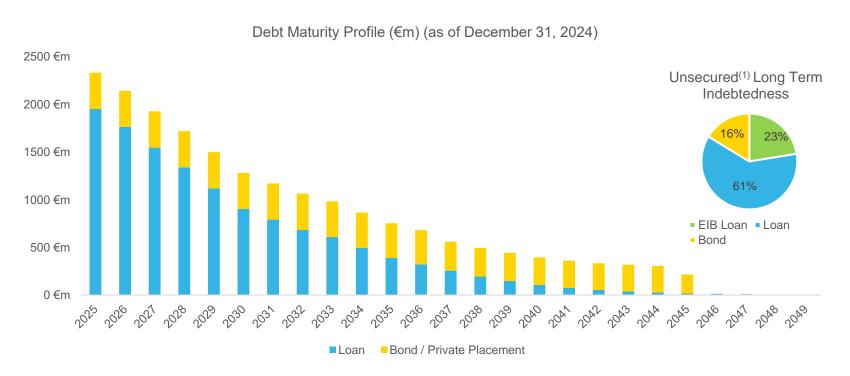




Debt management



Consolidated





Average duration: 12 years & 1 month





Financial policies and strategy

Funding management

- ✓ ORES is responsible for securing the necessary financing for the Group's activities, with ORES Assets providing guarantees when required
- √ Interest rate swap and cap agreements used for hedging purposes only (solely non-speculative derivatives)
- ✓ Minimum average maturity of 8 years
- ✓ Floating rate debt is capped at 50% of the total debt
- ✓ Non-anticipatory funding of financial debts maturing in the year (unless there is an opportunity or economic context)

Cash management

- ✓ Intra-group cash pool
- ✓ Maintaining a level of cash equivalent to 1/2 month of turnover

Funding sources

- ✓ CP program (€550 m)
- ✓ Credit line (€50 m)

Receivables

- ✓ Over 90% of revenues comes from grid fees invoiced to energy suppliers, with a 20-day payment term
- Works for clients (e.g., new connections) are billed and paid in advance, except for municipal clients who can pay after work completion, with potential dividend withholdings





Corporate Social Responsibility & Sustainability



The energy transition is at the core of ORES' strategy

ORES' corporate strategy

- Taking action by investing in networks and data management
- Making the customer relationship the springboard for energy transition for everyone
- Continuing to modernize business and tools to meet the challenges of energy transition

ORES' ESG strategy

- Acting as an accelerator for energy transition
- Working towards inclusive energy
- Reducing the direct environmental footprint of our activities
- Being a highly effective business in terms of costs of public service quality
- Being a benchmark employer in Wallonia
- Maintaining listening and collaboration between energy stakeholders





































ORES & CSR

Environment	Social	Governance
Carbon footprint	Top employers in Belgium	Code of ethics and charters
CO2	EMPLOYER 2024 CERTIFIED DECELLACE INTERNATIVE CONDITIONS	
Environmental management system ISO14001 certified	Employee well-being	CSR policy ORES Corporate Social Responsibility Policy
Central role in the energy transition	Energy precarity (socially protected customers)	Stakeholder involvement (ex: preparation of the strategic plan)
Switch to LED street lighting		



Strategic plan



What is the energy transition for ORES? Which impacts?

The energy transition means massive electrification



renewable generation

X 2.1

between 2021 & 2023



electric vehicles

+ 500,000

between 2021 & 2023



electric heating

+44%

in 2050





The distribution is at the heart of the transition

ORES network will distribute more electricity in the future

+30% in 2030 +64% in 2030

Mains impacts for ORES

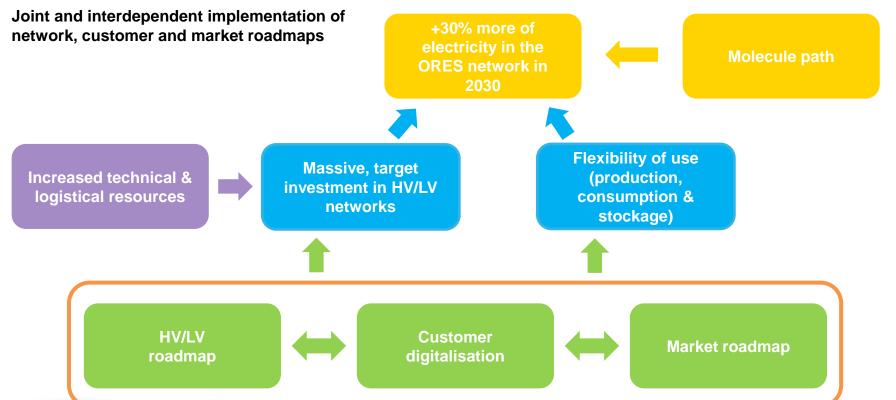
- sharp increase in the number of decentralized generations connected to the distribution network
 - ⇒ increased amount of electricity inject directly into the distribution network
 - ⇒ congestion problem (disconnection of decentralized generations)

- increased demands for additional power upgrades
 - ⇒ impact on power plans
 - ⇒ risk of station saturation





The answer prepared by ORES





The answer prepared by ORES

Some concrete examples of 2024 achievements

Growth of investments benefiting energy transition, in which 285 investment projects realized to reinforce and restructure the lowvoltage (LV) network

Preparation of the implementation of incentive tariffs (in 2026)

To get tools that are capable of accurately measuring the local risks of voltage anomalies: approval of a widescale rollout plan for smart meter (for 2029)

Implementation of a methodology to target priority investments

Analysis of different forms of flexibility and their integration within the ORES Assets network

Support to projects of fastcharging station for electric vehicles

Progress in the implementation of ADMS (Advanced Distribution Management System), this tool will enhance the ability of ORES to manage energy flows on the network in real-time

Identification of electrical circuits (LV) affected by injections

Completion of 1,723 technical optimization of these circuits

Provision of information to customers on disconnected inverters and work to be carried out (interactive maps on the website)

Participation in innovative projets

Continuing the process of digitalization interactions with customers: new website





Faciliter l'énergie, faciliter la vie