



Pau, June 19th, 2026

**Compliance Certificate EUR 400,000,000 0.625 per cent Notes due 27 February 2028
Compliance Certificate EUR 500,000,000 0.875 per cent Notes due 17 September 2030
and Compliance Certificate EUR 600,000,000 4 per cent Notes due 17 September 2034**

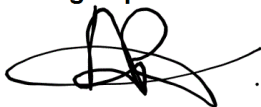
In accordance with and for the purposes of the terms and conditions of the EUR 400,000,000 0.625 per cent Notes due 27 February 2028 issued by Terega SAS, the EUR 500,000,000 0.875 per cent Notes due 17 September 2030 issued by Terega SA and the EUR 600,000,000 4 per cent Notes due 17 September 2034 issued by Terega SA the purpose of this compliance certificate is to:

- Provide computations in the Appendix below as to the satisfaction of the Lock-up Ratios ;
- Confirm that there has been no Shareholder Debt Modification ;
- Confirm that to the best of our knowledge and belief, there has been no event of default under or breach of any provision of the Undertaking Agreement or any amendment (other than of a non-material, technical or administrative nature), termination, rescission or revocation of the Undertaking Agreement ;
- Set out that the Shareholder Debt which consists only in the ORA's amounts to 470,000,000 euros at the date of the certificate;
- Confirm that there is no Issuer Shareholder Debt outstanding at the date of the certificate.

Capitalised terms used herein have the meaning ascribed to them in the above mentioned terms and conditions.

Aurélie OYHARCABAL

Finance, CSR and Procurement Director

Signé par :

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Capital de 489 473 550 euros • RCS Pau 790 113 724



Appendix 1 - Teréga Group Lock up Ratios at December 31st, 2025

		31.12.2024	31.12.2025	Datas for lock-up ratios at 31.12.2025	
Datas (K€)					
Consolidated EBITDA	(a)	305 539	300 597	300 597	
Consolidated Net Financial Charges	(b)	30 790	40 080	40 080	
Consolidated Total Net Debt	(c)	1 747 969	1 724 481	1 724 481	
					Lock-up test
Total Net Leverage (Net debt / EBITDA)		(c) / (a)		5,74x	shall not exceed >7:1
EBITDA interest cover		(a) / (b)		7,50x	shall not be less <4:1

Appendix 2 - Calculation details

Lock up ratios calculation is based on the Teréga SAS IFRS Consolidated financial statements adjusted as per the definitions of the prospectus of the Notes.

TERÉGA SAS Consolidated accounts		31/12/2025
Current operating profit/loss		187 639
Allowances for amortisation/depreciation & provisions		112 958
EBITDA		300 597
Net financial debt costs		52 928
Financial income		-12 715
Depreciation		-133
Consolidated Net Financial Charges		40 080
Gross financial debt		1 858 440
Net cash		-133 959
Consolidated Total Net Debt		1 724 481

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