

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA OR JAPAN, OR IN ANY OTHER JURISDICTION IN WHICH OFFERS OR SALES WOULD BE PROHIBITED BY APPLICABLE LAW.

Venetus proposes placing of shares in Theon International to strengthen the free float and liquidity of the stock

Bloomberg (THEON:NA) / Reuters (THEON.AS)

3 June 2025 – Theon International Plc (“Theon” or the “Company”) has been informed that its shareholder Venetus Limited (“Venetus”) (whose shares are primarily held by key executives of Theon Group and Theon CEO, Christianos Hadjiminias) intends to sell approximately 3.5 million shares in Theon (equal to approximately 5.0% of the share capital of the Company) through a placing to institutional and other qualified investors (the “Placing”). Venetus’ aim is to increase the free float of the Company and subsequently improve liquidity of Theon shares. The Company will not receive any proceeds from the Placing.

The Placing is being conducted by way of an accelerated bookbuilding, which will be launched immediately following this announcement. In connection with the transaction, Berenberg and UBS Europe SE are acting as Joint Global Coordinators and Joint Bookrunners, while WOOD & Company Financial Services A.S. is acting as Co-Bookrunner, and Marex SA and Pantelakis Securities SA are acting as Co-Lead Managers.

Berenberg and UBS Europe SE waived the lock-up undertaking of Venetus related to the placing executed earlier this year, commencing on 14 March 2025 and ending 90 days thereafter, in relation to the shares offered in this Placing.

The results of the Placing will be announced as soon as practicable after the close of the bookbuilding process. The timing for the close of the bookbuilding process, pricing and allocation are at the absolute discretion of the Joint Global Coordinators and Venetus.

Pursuant to the lock-up undertaking for this Placing, Venetus and CHRE Investment Limited (a legal entity controlled by Mr. Christianos Hadjiminias) will be subject to a 90-day lock-up period with respect to sales of additional shares of the Company, subject to customary exceptions.

For inquiries, please contact:

Investor Relations

Nikos Malesiotis

E-Mail: ir@theon.com

Tel: +30 210 6772290

Media Contact

Elli Michou

E-Mail: press@theon.com

Tel: +30 210 6728610

About THEON GROUP

THEON GROUP of companies develops and manufactures cutting-edge night vision and thermal Imaging systems for Defense and Security applications with a global footprint. THEON GROUP started its operations in 1997 from Greece and today occupies a leading role in the sector thanks to its international presence through subsidiaries and production facilities in Greece, Cyprus, Germany, the Baltics, the United States, the Gulf States, Switzerland, Denmark, Belgium, Singapore and South Korea. THEON GROUP has more than 200,000 systems in service with Armed and Special Forces in 71 countries around the world, 26 of which are NATO countries. THEON INTERNATIONAL PLC has been listed on Euronext Amsterdam (AMS: THEON) since February 2024.

www.theon.com

IMPORTANT NOTICE

This announcement is not for publication, distribution or release, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the United States and the District of Columbia), Canada, South Africa, Australia or Japan or any other jurisdiction where such an announcement would be unlawful. The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession this document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States without registration thereunder or pursuant to an available exemption therefrom. Neither this announcement nor the information contained herein constitutes or forms part of an offer to sell, or the solicitation of an offer to buy, securities in the United States. There will be no public offer of any securities in the United States or in any other jurisdiction

In any member state of the European Economic Area, this announcement and any offer if made subsequently is, and will be, directed only at persons who are “qualified investors” within the meaning of Article 2(e) of Regulation (EU) 2017/1129 and amendments thereto.

In the United Kingdom, this announcement is only being distributed to and is directed at “qualified investors” within the meaning of Article 2(e) of Regulation (EU) 2017/1129, as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, (a) having professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act (Financial Promotion) Order 2005, as amended (the “Order”); (b) who are high net worth entities described in Article 49(2) (a) to (d) of the Order; or (c) other persons to whom they may lawfully be communicated (all such persons together being referred to as “Relevant Persons”). Any investment or investment activity to which this announcement relates will only be available to and will only be engaged in with Relevant Persons. Any person who is not a Relevant Person should not act or rely on this announcement or any of its contents. In connection with any offering of the securities of Theon International Plc, the Joint Bookrunners and any of their affiliates acting as an investor for its own account may take up as a proprietary position any securities and in that capacity, may retain, purchase or sell for their own account such securities. In addition, the Joint Bookrunners or their affiliates may enter into financing arrangements and swaps with investors in connection with which the Joint Bookrunners (or their affiliates) may from time to time acquire, hold or dispose of shares. The Joint Bookrunners do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

The information contained 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. This announcement does not purport to identify or suggest the risks (direct or indirect) which may be associated with an investment in the securities. Any investment decision in connection with the securities must be made solely on the basis of all publicly available information relating to the securities (which has not been independently verified by the Joint Bookrunners).

This announcement and any subsequent offer of securities may be restricted by law in certain jurisdictions and persons receiving this announcement or any subsequent offer should inform themselves about and observe any such restriction and must not under any circumstances forward this announcement to any other person. Failure to comply with such restrictions may violate securities laws of any such jurisdiction.

UBS Europe SE and Joh. Berenberg, Gossler & Co. KG are only acting for Venetus in connection with the Placing, and no one else, and will not be responsible to anyone other than to Venetus for providing the protections offered to clients of UBS Europe SE or Joh. Berenberg, Gossler & Co. KG nor will UBS Europe SE, Joh. Berenberg, Gossler & Co. KG or any of their respective affiliates be responsible for providing advice in relation to the

Placing or the contents of this announcement. UBS Europe SE, Joh. Berenberg, Gossler & Co. KG and/or their respective affiliates may participate in the Placing on a proprietary basis.

No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by Venetus, UBS Europe SE or Joh. Berenberg, Gossler & Co. KG or by any of their respective affiliates or agents as to or in relation to, the accuracy or completeness of this announcement or any other written or oral information made available to or publicly available to any interested party or its advisers, and any liability therefore is expressly disclaimed.

UBS Europe SE is authorised and regulated by the Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) and the European Central Bank (ECB), is acting exclusively for Venetus and no one else in connection with the Placing or the matters referred to in this document, will not regard any other person (whether or not a recipient of this document) as its client in relation to the Placing and will not be responsible to anyone other than Venetus for providing the protections afforded to its clients or for providing advice in relation to the Placing or any transaction or arrangement referred to in this document.

Joh. Berenberg, Gossler & Co. KG, which is authorised by the German Federal Financial Supervisory Authority (BaFin) and subject to limited regulation by the Financial Conduct Authority, is exclusively acting for Venetus and no one else in connection with the Placing or the matters referred to in this document, will not regard any other person (whether or not a recipient of this document) as its client in relation to the Placing and will not be responsible to anyone other than Venetus for providing the protections afforded to its clients or for providing advice in relation to the Placing or any transaction or arrangement referred to in this document.

WOOD & Company Financial Services, a.s. is authorised and regulated by the Czech National Bank (CNB), is acting exclusively for Venetus and no one else in connection with the Placing or the matters referred to in this document, will not regard any other person (whether or not a recipient of this document) as its client in relation to the Placing and will not be responsible to anyone other than Venetus for providing the protections afforded to its clients or for providing advice in relation to the Placing or any transaction or arrangement referred to in this document.

Marex SA, which is authorised and regulated by the Autorité des marchés financiers (AMF) and the Autorité de contrôle prudentiel et de résolution (ACPR), is acting exclusively for Venetus and no one else in connection with the Placing or the matters referred to in this document, will not regard any other person (whether or not a recipient of this document) as its client in relation to the Placing and will not be responsible to anyone other than Venetus for providing the protections afforded to its clients or for providing advice in relation to the Placing or any transaction or arrangement referred to in this document.

Pantelakis SA, which is authorized and regulated by the Hellenic Capital Market Commission (HCMC) is acting exclusively for Venetus and no one else in connection with the Placing or the matters referred to in this document, will not regard any other person (whether or not a recipient of this document) as its client in relation to the Placing and will not be responsible to anyone other than Venetus for providing the protections afforded to its clients or for providing advice in relation to the Placing or any transaction or arrangement referred to in this document.”