NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, TO ANY PERSON LOCATED OR RESIDENT IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS ANNOUNCEMENT

3 March 2025

WE Soda Ltd

Acquisition of Genesis Alkali, creating the world's leading soda ash producer

Preliminary unaudited results for full year 2024, guidance and outlook for 2025

Audiocast details

WE Soda Ltd ("WE Soda") is pleased to announce that it has acquired Genesis Alkali ("Alkali"), the largest US-based producer of natural soda ash, from Genesis Energy LP (NYSE: GEL) ("GEL") in an all-cash transaction that completed on Friday 28 February 2025 at an implied enterprise value of $1.425 billion, inclusive of working capital at closing.

The acquisition establishes WE Soda as the largest global producer of soda ash, increasing our total production capacity to approximately 9.5 million metric tonnes per year ("mtpa") and marks a transformative step for WE Soda, enhancing not only our scale but also our geographic diversification, customer reach, supply chain infrastructure and sustainability leadership.

Alasdair Warren, CEO of WE Soda said:

"The acquisition of Alkali represents a significant strategic milestone; it provides the foundation for our future growth, strengthens our industry leadership position, enhances our ability to serve our customers globally and gives us the opportunity to unlock significant operational and efficiency benefits for our stakeholders.

"We are now the largest producer of soda ash globally and the only producer that is 100% natural, further underscoring our sustainability leadership. We have diversified our portfolio operationally and geographically and we now have access to infrastructure worldwide that will further enhance our customer service offering.

"As we welcome our new Alkali colleagues into the WE Soda family, we will bring together an extraordinary combination of experience and expertise that will create a truly world class industrial minerals company focussed on maintaining the highest standards of safety, operational excellence and sustainability."

Alkali Business

Alkali operates two large, natural soda ash production facilities located in Wyoming, US with a combined production capacity of 4.35 million mtpa:

- **Westvaco**: A conventional underground trona mine with monohydrate processing, accounting for ~75% of Alkali production capacity; and
- **Granger**: A trona solution mining facility with monohydrate processing, expanded by ~680,000 mtpa under GEL's ownership in 2023, and accounting for ~25% of Alkali production capacity.

By integrating the Alkali facilities with our own Project West development (located nearby), we plan to utilise the combined engineering expertise of Alkali and WE Soda, and to access existing Alkali infrastructure to significantly reduce the cost and development risk of Project West.

In 2023, ANSAC became Alkali's wholly owned export sales and logistics subsidiary, and it will also be part of the WE Soda acquisition. Key export infrastructure includes the T4 port operation in Portland, Oregon (with ~4 million mtpa export capacity) and ANSAC's global customer relationships and logistics network, giving access to infrastructure worldwide that will further enhance our customer service offering and supply chain resilience. This augments our existing supply chain infrastructure across Europe, the UK and Türkiye, and it will allow us to further develop our direct-to-customer offering worldwide.

Following a process of integration, the combined business of WE Soda and Alkali will be run as a unified operation.

Strategic Rationale

The acquisition of Alkali will significantly strengthen our position as the global leader in soda ash not only in terms of scale, but also in terms of customer service and sustainability. The key strategic benefits of the transaction include:

- **Scale**: This acquisition establishes WE Soda as the largest global producer of soda ash, increasing our total production capacity to approximately 9.5 million mtpa, and diversifying our production portfolio operationally and geographically, consolidating our position as the largest, lowest cost producer of soda ash globally.
- **Sustainability:** As the only 100% natural soda ash producer, we are reinforcing our leadership in the sustainable production of soda ash, with the lowest CO2e emissions and water intensity within our industry.
- **Diversification**: The addition of Alkali's facilities creates a balanced and geographically diversified production portfolio, from four separate facilities strategically located on two continents (in the US and on the boundaries of Europe), with production almost equally balanced in the Western and Eastern hemispheres.
- **Supply chain resilience:** As the largest supplier with the broadest reach in the global seaborne soda ash market, we will be able to serve every customer in every end-market globally - with the most resilient supply chain and the most sustainable product. ANSAC's global logistics network, which is particularly strong in South America and Asia, will augment our existing supply chain infrastructure across Europe, the UK and Türkiye, and allow us to further strengthen our direct-to-customer offering worldwide.
- **Supplier of choice**: The combination of our businesses will unlock significant operational and efficiency benefits, enabling us to serve every end-market on a cost competitive basis. Sustainability at scale combined with a resilient, low risk customer supply chain and best in class customer service, that will allow us to better serve our chosen customers in our preferred geographies.
- **Low-risk, capital efficient growth:** The Alkali acquisition provides a platform for phased, capital efficient, low-risk growth in the near-term from both the optimisation of the existing Alkali facilities and the staged expansion of these facilities using solution-mining. We believe this can add a further 1.0 – 1.5 million mtpa of low-cost production at Westvaco in the near-term without the need to also add additional supporting utilities.
- **Project West:** By combining the Alkali facilities with our own Project West development (located nearby), we can significantly reduce the cost and development risk of Project West. In the medium term, by adding a new "greenfield" production facility we will provide a platform for future long-term, low-cost modular growth, as we seek to responsibly bring on new capacity to meet the growing global demand from new uses of soda ash in the sustainable economy over the next decade.
- **Significant synergies:** As we combine and optimise the production operations, global networks, customer relationships and supply chains of both businesses, we believe there will be significant operational and financial synergies that can be realised in 2025, 2026

and beyond. There will also be a significant capital expenditure savings at Project West, which will enhance cashflow and reduce WE Soda's future planned development capital expenditure burden.

Acquisition Structure

WE Soda acquired Alkali through a newco called WE Soda US LLC ("WE Soda US"), a 100% indirectly owned Delaware incorporated subsidiary of Ciner Enterprises Inc. ("CEI"), WE Soda's wholly owned US holding company that is an Unrestricted Subsidiary[7] outside the WE Soda Restricted Group, as defined in loan documentation. Simultaneous with the acquisition of Alkali, CEI also contributed Project West LLC to WE Soda US.

The acquisition price for Alkali included approximately $200m of working capital (of which approximately $240m is trade receivables) which, together with fees and expenses of approximately $20 million, was funded through a combination of equity and debt. WE Soda contributed $625 million in cash equity, of which: $100 million was from a new CEI revolving credit facility (guaranteed by WE Soda and part of Restricted Group debt); $210 million was from the proceeds of the sale of US Assets to Sisecam (held on the CEI balance sheet); and the remaining balance was from existing cash and financing resources, of which approximately $225 million will be refinanced with off-balance sheet receivables financing. The debt financing included, at the WE Soda US level, a new $420 million term loan and the rollover of the existing Alkali off balance sheet Overriding Royalty Interest ("ORRI") bonds (which have approximately $390 million of remaining principal, net of restricted cash), which will stay in place and be an ongoing obligation of Alkali.

Immediately post-closing, the Alkali acquisition increases WE Soda's proforma Net Leverage Ratio[3] to approximately 3.3x whilst also increasing the geographic diversification of WE Soda's business from Türkiye-only production to an approximately 55:45 balance between Türkiye and the US.

By year end 2025, WE Soda's Net Leverage Ratio[3] is expected to reduce to the same level as at YE 2024, at approximately 3.0x. On a combined consolidated basis (including Alkali) for the year ending 31 December 2025, we expect adjusted EBITDA to be at approximately $650 million which would deliver a YE 2025 combined proforma group net leverage ratio of ~3.2x[8].

Over the next five years, we estimate that by combining the businesses, WE Soda will be able to deliver an incremental $1 billion of free cashflow (relative to its stand-alone position) through optimising growth capital expenditure plans whilst still growing production to around 11 million mtpa.

We remain committed to our target Net Leverage Ratio[3] of 1.5 – 2.5x and no dividend will be paid to our shareholder until we are back within this target leverage range.

FY 2024 Preliminary Unaudited Results

WE Soda also announces its preliminary results (based on unaudited management estimates) for the year ended 31 December 2024, at the upper end of the $95 - $100 Adjusted EBITDA per mt[2] guidance provided by management at the time of the 1H 2024 results, as follows:

Full Year ending 31 December	**2023**	**2024**	**YoY**
Sales volume *(in mt million)*	4.9	**5.1**	3%
Adjusted EBITDA[1] *(in $ million)*	751	**495 – 505**	~(33)%[5]
Adjusted EBITDA per mt[2] *(in $)*	153	**98 – 99**	~(36)%[5]
Year-end cash *(in $ million)*	169	**~250**	~49%
Net Leverage Ratio[3] *(x)*	1.9x	**~3.0x**[4]	~1.1x

Sales volumes increased by 3% vs. FY 2023, in line with management expectations. Preliminary estimates show that Adjusted EBITDA[1] decreased by approximately one-third to

$495 – 505 million mainly due to decreased netback prices as well as the negative impact of the strong TRY relative to inflation on TRY costs. Preliminary estimated Adjusted EBITDA per mt[1] declined to $98 – 99 per mt, at the upper end of the $95 - $100 Adjusted EBITDA per mt[2] guidance provided by management at the time of the 1H 2024 results.

At year end 2024, preliminary estimates of our Net Leverage Ratio[3] show an increase to approximately 3.0x, mainly due to Net Debt[6] less than the $1.5 – 1.6 billion management guidance with YE 2024 cash of approximately $250 million. If the net proceeds of $210 million from the sale of US assets to Sisecam (which were received in early 2025 in our Unrestricted Subsidiaries[7] and therefore not included in the YE 2024 Restricted Group calculation) are included, the proforma Net Leverage Ratio would reduce to 2.5x as of end January 2025.

Commenting on FY 2024 performance, Alasdair Warren, CEO of WE Soda said:

"I am pleased with our full year performance considering the challenging market environment during the period. The first half of the year was characterised by "trough" market conditions but, given our strong market position, our "locked-in" structural advantages and our sustainability leadership, WE Soda was able to profitably trade through this period and, as the year progressed and pricing and supply-demand dynamics stabilised, this allowed us to sequentially improve our margins, quarter on quarter, and deliver towards the upper end of our revised full year guidance.

"In December 2024 we completed the sale of our remaining 40% interests in certain US assets to Sisecam, with $210 million net proceeds to WE Soda received in January 2025, which significantly improved our cash position and helped us to fund the Alkali acquisition."

Guidance for 2025

Our guidance for the year ending 31 December 2025 for the stand-alone WE Soda Group (excluding Alkali) is as follows:

Production/Sales Volume	~5.1 million mt
Adjusted EBITDA per mt[2]	Up to $10 per mt improvement vs. FY 2024
Maintenance Capex	$60 - 70 million
Cash Taxes	~$70 million
Growth Capex	$30 - 90 million
YE Net Debt[6]	~$1.6 billion

- **Production/Sales Volumes:** We expect production and sales volumes to remain stable at ~5.1 million mt, with all production volumes contracted for sale.
- **Market back-drop:** We expect global supply-demand balances to remain stable in 1H 2025 and to modestly tighten in 2H 2025. Our medium-term view remains unchanged; resilient long-term structural demand growth is expected globally, driving tighter soda ash supply-demand balances in the coming years.
- **Netback Pricing:** Netback pricing stabilised in 2H 2024 and, following the seasonal supply contract negotiations in 4Q 2024, we expect pricing to remain at current levels in 2025.
- **Adjusted EBITDA per mt[2]:** For FY 2025, Adjusted EBITDA per mt[2] is expected to improve by up to $10 per mt by comparison with FY 2024.
- **Net Leverage Ratio[3]:** Our YE 2025 Net Leverage Ratio[3] is expected to reduce to approximately 3.0x.

  Further reducing our Net Leverage Ratio[3] to within our target range of 1.5x - 2.5x remains a key objective and no dividend will be paid to our shareholder until we are back within this target leverage range.

Audiocast Details

The management team will host a conference call and audiocast presentation at 16:30 GMT, on Monday 3 March 2025. Presentation materials will be made available at: www.wesoda.com shortly before.

Audiocast and conference call registration:

If you would like to view the presentation via live audiocast, please click through the link below:

https://edge.media-server.com/mmc/p/pm3sqfap

If you would like to join via live conference call, please register using the link below:

https://register.vevent.com/register/BI0c7ce8698b3f4695a365a0cf64ead3e1

Ends

Enquiries
WE Soda
Edward Westropp, Head of Investor Relations
+44 (0) 208 148 5456
edward.westropp@wesoda.com

Sodali & Co (Public Relations adviser to WE Soda)
Peter Ogden
+44 (0) 207 250 1446
wesoda@sodali.com

About WE Soda

WE Soda is the world's largest producer of natural soda ash and one of the world's largest producers of sodium bicarbonate. Our purpose is "to responsibly produce essential ingredients for a sustainable future" and sustainability is integrated into everything we do. We produce soda ash with the lowest CO2e emissions intensity within our industry and we believe that we have the lowest impact on nature and the environment. For more information, please visit www.wesoda.com.

1. **Adjusted EBITDA** is calculated as EBITDA adjusted for certain items, either positive or negative, which we consider to be non-recurring in nature and further items that we do not consider to be representative of the underlying performance of the business. **EBITDA** represents profit / (loss) for the period from continuing operations before interest in equity accounted associates, depreciation and amortisation expenses, finance expenses, net off finance income and taxation.
2. **Adjusted EBITDA ($ per mt)** is calculated as the Adjusted EBITDA divided by the sales volume (in mt) of soda ash and sodium bicarbonate combined for Eti Soda and Kazan Soda for the period.
3. **Net Leverage Ratio** referred to in this document is WE Soda Restricted Group Net Leverage Ratio, calculated as WE Soda Restricted Group Net Debt divided by WE Soda Restricted Group Adjusted EBITDA. WE Soda Restricted Group Adjusted EBITDA consists of Adjusted EBITDA excluding Adjusted EBITDA of Unrestricted Subsidiaries.
4. Net Leverage Ratio for YE 2024 excludes the proceeds from the sale of US assets to Sisecam which were received in January 2025 in our Unrestricted Subsidiaries.
5. Based on the mid-point of the preliminary unaudited estimated range.
6. **Net Debt** referred to in this document is WE Soda Restricted Group Net Debt, calculated as the sum of WE Soda Group's current borrowings and non-current borrowings (including in each case transaction costs capitalised on initial recognition of the borrowing liability) and lease liabilities, net of cash and cash equivalents (including cash held in debt service reserve accounts),less Net Debt of Unrestricted Subsidiaries, and less Working Capital Loans with a maturity of less than 1 year.
7. **Unrestricted Subsidiaries** are Ciner Enterprises Inc. and its subsidiaries.
8. Combined proforma group net leverage ratio includes Alkali but does not include the ORRI bond.