

Transition Evergreen & Zencap Agreement: Winston Advises Transition Evergreen on Its Restructuring

Transition Evergreen, a company listed on Euronext Paris and dedicated to ecological transition and carbon-footprint reduction, has completed the first phase of its financial restructuring by carrying out, on February 26 and 27, 2026, the operations set out in a settlement agreement concluded with its main creditor, a private debt fund managed by Zencap Asset Management (“Zencap”).

The initial agreement was reached as part of the **conciliation proceedings** opened on April 9, 2025, by the Paris Tribunal des Activités Économiques for the benefit of Transition Evergreen, under the supervision of the SCP Abitbol & Rousselet, represented by Maître Joanna Rousselet, then acting as court-appointed conciliator. Following the opening of **judicial reorganization proceedings** on October 14, 2025, a new agreement—**restating the initial agreement while incorporating certain adjustments**—was signed on December 5, 2025, under the supervision of **the** SCP Abitbol & Rousselet, represented by Maître Joanna Rousselet, who had since been appointed judicial administrator.

The approval of the agreement and the implementation of the restructuring operations it contemplated were authorized by the supervising judge appointed in the judicial reorganization proceedings, after consultation with the Public Prosecutor, by an order dated January 7, 2026.

Zencap held from a pledge over the entirety of the securities account opened by Transition Evergreen in the books of its subsidiary TE Holding Biogas (“TEHB”), representing 100% of the subsidiary’s shares, as security for a €20 million financing put in place in March 2024.

Under the terms of the settlement agreement, Transition Evergreen **sold all TEHB shares to Zencap** for a base price of **€27.7 million**, paid primarily through debt set-off (approximately €24.3 million) and the remainder in cash. The base price is supplemented by an **earn-out**, corresponding to a percentage of the capital gain realized—after achieving an agreed minimum return and deducting transaction-related costs—should TEHB sell all its interests in Evergaz and 3E Biogas within five years of closing.

Prior to the sale of TEHB to Zencap, TEHB refinanced an existing bond financing of €1.2 million, originally subscribed in February 2023 by a fund managed by Entrepreneur Invest, through a new bond issuance also subscribed by a fund managed by Entrepreneur Invest.

TEHB also carried out a **capital increase of approximately €32.5 million**, subscribed by Transition Evergreen through the set-off of its remaining receivables against TEHB.

Additionally, TEHB sold **1,116 shares of Biovert Gestion** to Transition Evergreen for approximately **€3.1 million**, paid through debt set-off, enabling Transition Evergreen to retain an equity position in Biovert Gestion alongside TEHB, now transferred to Zencap.

As a result of these operations, TEHB—holding minority interests in Evergaz and 3E Biogas—is now **100% owned by Zencap**, while Biovert Gestion—also holding a minority interest in Evergaz—is now held **51.01% by TEHB, 35.43% by Transition Evergreen**, and ****13.56%** by a long-standing minority shareholder.

These restructuring operations enabled Transition Evergreen to settle a significant portion of its debts—most notably its debt to Zencap, its largest and only secured creditor—while simultaneously extricating itself from the indebtedness carried at the TEHB level.

The operations also strengthened Transition Evergreen’s liquidity, enabling (i) the continuation of its activities during the observation period of the judicial reorganization and (ii) the preparation of a continuation plan for its other creditors, while simplifying the group’s corporate structure.

Suspended since the opening of the conciliation proceedings on April 9, 2025, the trading of Transition Evergreen shares on Euronext Paris **resumed on march 9, 2026**.

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