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| Informazione Regolamentata n. 0554-5-2022 | Data/Ora Ricezione 14 Febbraio 2022 07:32:36 | Euronext Star Milan |
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Società' : FALCK RENEWABLES

Identificativo : 157385

Informazione
Regolamentata

Nome utilizzatore : FALCKN01 - Nanni

Tipologia : REGEM

Data/Ora Ricezione : 14 Febbraio 2022 07:32:36

Data/Ora Inizio : 14 Febbraio 2022 07:32:37

Diffusione presunta

Oggetto : Satisfaction of all the conditions precedent:
Closing of the acquisition scheduled for 24
February 2022

Testo del comunicato

Satisfaction of all the conditions precedent to the closing of the acquisition by IIF of Falck S.p.A.'s 60 per cent shareholding in Falck Renewables S.p.A.

Closing of the acquisition scheduled for 24 February 2022

PRESS RELEASE

Satisfaction of all the conditions precedent to the closing of the acquisition by IIF of Falck S.p.A.'s 60 per cent shareholding in Falck Renewables S.p.A.

Closing of the acquisition scheduled for 24 February 2022

Milan, 14 February 2022 – Further to the press release published by Falck Renewables S.p.A. (the “**Company**”) on 20 October 2021 related to the signing of a sale and purchase agreement (the “**Agreement**”) for the acquisition by the Infrastructure Investments Fund (“**IIF**”), an investment vehicle advised by J.P. Morgan Investment Management, of Falck S.p.A.’s entire stake in the Company, equal to 60 per cent of the Company’s share capital (the “**Transaction**”), as well as the information published by the Company on 14 December 2021 and on 17 January 2022, the Company has been informed by IIF that all conditions precedent to the closing of the Transaction have now been satisfied.

In particular, the UK Secretary of State for Business, Energy and Industrial Strategy and the US Federal Energy Regulatory Commission authorized the Transaction on 11 February 2022 and 21 January 2022, respectively.

Falck S.p.A. and IIF informed the Company that they have agreed the closing of the Transaction to occur on 24 February 2022.

IIF further informed the Company that it intends to designate Green Bidco S.r.l. (in the process of being transformed into a joint stock company) (“**Green Bidco**”) – a company established under Italian law, whose share capital is indirectly entirely owned by IIF Int’l Holding LP – as buyer of the majority shareholding held by Falck S.p.A., according to the terms and conditions of the Agreement. As indicated in the press releases published on 20 October 2021 and 17 January 2022, upon consummation of the Transaction, Green Bidco will launch a mandatory cash tender offer pursuant to Articles 102 and 106, paragraph 1, of Legislative Decree no. 58 of 24 February 1998 for the Company’s remaining share capital (the “**Offer**”) at the same price per share offered to Falck S.p.A. with the intention of delisting the Company’s shares, as a result of the Offer (including sell-out and/or squeeze-out processes) or through a merger of the Company into Green Bidco (the “**Delisting**”). Additional information on the Offer and the Delisting will be included in the notice which will be

Falck Renewables S.p.A.

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Cap. Soc. € 291.413.891,00 int.vers. Direzione e coordinamento da parte di Falck S.p.A.
Sede legale: Corso Venezia, 16, 20121 Milano - Registro Imprese Cod. Fiscale e Partita Iva 03457730962 - REA MI - 1675378

published by Green Bidco on the closing date of the Transaction pursuant to Article 102, paragraph 1, of Legislative Decree no. 58 of 24 February 1998.

Furthermore, IIF informed the Company that Green Bidco will also launch, on or around closing of the Transaction, a voluntary cash tender offer for the convertible bond named “Euro 200.000.000, 0.00 per cent. Senior Unsecured Equity-linked Green Bonds due 2025”, on equivalent economic terms of the Offer, exclusively addressed to qualified investors pursuant to Article 35-*bis*, paragraph 3, of the Regulation issued by CONSOB with Resolution no. 11971 of 14 May 1999.

Falck Renewables S.p.A., listed on Euronext STAR Milan and included in the FTSE Italia Mid Cap Index and in the MIB ESG Index, develops, designs, builds and manages power production plants from renewable sources, with an installed capacity of 1,370 MW (1,333 MW according to the IFRS 11 reclassification) in the United Kingdom, Italy, United States, Spain, France, Norway and Sweden, using wind power, solar power, WtE and biomass technologies. The Group is a global player in the renewable energy technical advisory and asset management services business, through its wholly owned subsidiary Vector Renewables, providing asset management services to clients accounting for approximately 4,000 MW of installed capacity and with experience in more than 40 countries. Falck Renewables also provides highly specialized energy management and downstream services to both energy producers and consumers.

Visit www.falckrenewables.com and connect with us on LinkedIn and Twitter (@falckrenewables).

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Fine Comunicato n.0554-5

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