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Informazione Regolamentata n. 0554-9-2022	Data/Ora Ricezione 24 Febbraio 2022 12:54:02	Euronext Star Milan
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Societa' : FALCK RENEWABLES  
Identificativo : 157718  
Informazione  
Regolamentata  
Nome utilizzatore : FALCKN01 - Nanni  
Tipologia : REGEM  
Data/Ora Ricezione : 24 Febbraio 2022 12:54:02  
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Diffusione presunta  
Oggetto : Closing of the acquisition of Falck S.p.A.'s  
60% shareholding

*Testo del comunicato*

Closing of the acquisition of Falck S.p.A.'s 60 per cent shareholding in Falck Renewables S.p.A.

Resignation of four members of the Board of Directors and appointment by way of co-optation of Olov Mikael Kramer, John Hoskins Foster, Mark Alan Walters and Sneha Sinha

Olov Mikael Kramer appointed as Chairman

John Hoskins Foster appointed as Vice-Chairman

**PRESS RELEASE**

**Closing of the acquisition of Falck S.p.A.'s 60 per cent shareholding  
in Falck Renewables S.p.A.**

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appointment by way of co-optation of Olov Mikael Kramer,  
John Hoskins Foster, Mark Alan Walters and Sneha Sinha**

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**John Hoskins Foster appointed as Vice-Chairman**

**Milan, 24 February 2022** – Falck Renewables S.p.A. (the “**Company**”) has been informed that, on the date hereof, the Infrastructure Investments Fund (“**IIF**”), an investment vehicle advised by J.P. Morgan Investment Management, completed the acquisition of Falck S.p.A.’s (“**Falck**”) entire stake in the Company, equal to 60 per cent of the Company’s share capital (the “**Transaction**”) in accordance with the terms and conditions of the sale and purchase agreement (the “**Agreement**”) entered into between Falck and IIF on 19 October 2021.

As a result of the closing of the Transaction, Green Bidco S.p.A. – designated as buyer of the majority shareholding held by Falck, according to the terms and conditions of the Agreement – will launch a mandatory cash tender offer pursuant to Article 102 and 106, paragraph 1 of Legislative Decree no. 58 of 24 February 1998 on the Company’s remaining share capital (the “**Offer**”).

Furthermore, Green Bidco S.p.A. intends to also launch on 25 February 2022 a cash tender offer on the convertible bond named “*Euro 200.000.000, 0.00 per cent. Senior Unsecured Equity-linked Green Bonds due 2025*”, under the same 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.

The Company further informs that today, Enrico Falck, executive Chairman of the Board of Directors of the Company and member of the Sustainable Strategy Committee, as well as

**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

Federico Falck, Filippo Marchi and Guido Corbetta, non-executive and non-independent directors, as part of the arrangements reached under the Agreement, resigned from their office as members of the Board of Directors of the Company, with immediate effect. As of the date hereof, Filippo Marchi and Enrico Falck respectively hold no. 54,840 and 46,400 shares of the Company.

Following the resignation of the above directors, the Board of Directors held on the date hereof appointed, by way of co-optation, the following new directors: Olov Mikael Kræmer, John Hoskins Foster, Mark Alan Walters and Sneha Sinha. The Board of Directors also appointed (i) the director Olov Mikael Kræmer as the executive Chairman of the Board of Directors of the Company and new member and Chairman of the Sustainable Strategy Committee, and (ii) the director John Hoskins Foster as Vice Chairman. Toni Volpe will continue to act as Chief Executive Officer of the Company.

The newly appointed directors will remain in office until the next shareholders' meeting scheduled on 28 April 2022. The curriculum vitae of the newly appointed directors are available on the company website ([www.falckrenewables.com](http://www.falckrenewables.com)).

Finally, in light of the closing of the Transaction, the amendment to Article 1 of the Company's Articles of Association, approved at the Company's shareholders' meeting held on 14 December 2021, became effective today and, therefore, the Company will need to be renamed within one year from the date hereof.

Toni Volpe, CEO of Falck Renewables S.p.A. said: *"The acquisition is a huge sign of confidence in Falck Renewables and recognition of the hard work of all our employees worldwide over the last few years. The support of IIF will be invaluable to delivering our long-term strategy of increased growth, allowing us to generate more energy from renewable sources, benefitting local communities, supply chains and economies, while helping our clients become more sustainable through the use of innovative technologies"*.

Matthew LeBlanc, Chief Investment Officer for IIF said: *"We are delighted to reach this important milestone in the acquisition of Falck Renewables S.p.A. and we look forward to working with Toni Volpe and the management team to support the company's growth strategy for the benefit of consumers, communities and broader long-term stakeholders"*.

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*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 (1,334 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*



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*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](http://www.falckrenewables.com) and connect with us on LinkedIn and Twitter (@falckrenewables).

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