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CONNECT

Informazione Regolamentata n. 0554-36-2022	Data/Ora Ricezione 16 Marzo 2022 18:42:54	Euronext Star Milan
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Oggetto : Filing of the offer document with CONSOB

Testo del comunicato

Vedi allegato.

Press release issued by Falck Renewables S.p.A. upon request of Green BidCo S.p.A.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION, INCLUDING CANADA, AUSTRALIA AND JAPAN

Mandatory public tender offer launched by Green BidCo S.p.A. on the ordinary shares of Falck Renewables S.p.A.

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PRESS RELEASE

pursuant to Article 37-ter, paragraph 3, of the Regulation adopted by CONSOB with resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented (the "Issuers' Regulation")

FILING OF THE OFFER DOCUMENT WITH CONSOB

Milan, 16 March 2022 – Green BidCo S.p.A. (the "**Offeror**") hereby announces that on the date hereof it filed with CONSOB – pursuant to and for the purposes of Article 102, paragraph 3, of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (the "**TUF**"), as well as of Article 37-ter of the Issuers' Regulation – the offer document (the "**Offer Document**"), intended for publication, related to the mandatory public tender offer (the "**Offer**") launched by the Offeror, pursuant to Articles 102 *et seq.* of the TUF, on all the ordinary shares of Falck Renewables S.p.A. (the "**Issuer**"), less the ordinary shares already owned by the Offeror and the treasury shares owned by the Issuer.

The Offeror will pay to the shareholders of the Issuer who accept the Offer a consideration in cash equal to EUR 8.81 (eight point eighty-one) for each tendered share (the "**Consideration**"), representing, with respect to the market close on 19 October 2021 (i.e., the stock exchange trading day preceding the publication of the press release announcing the execution of the sale and purchase agreement relating to no. 174,848,336 shares of the Issuer) a premium of:

- 29.2% to the 3-month volume weighted average share price;
- 40.5% to the 6-month volume weighted average share price; and
- 45.2% to the 12-month volume weighted average share price.

The Offer Document will be published at the end of the review carried out by CONSOB pursuant to Article 102, paragraph 4, of the TUF.

The Offer is promoted in Italy and extended to the United States of America in compliance with Section 14(e) of, and Regulation 14E under, the U.S. Securities Exchange Act of 1934, as amended (the "**U.S. Exchange Act**"), subject to the exemptions provided by Rule 14d-1(d) under the U.S. Exchange Act.

The Offeror and the persons acting in concert may, in any case, purchase shares outside of the Offer in compliance with applicable provisions.

The Offer is not and will not be promoted or circulated in Canada, Japan and Australia, as well as in any country in which the Offer is not permitted in the absence of authorization by the competent authorities or other fulfilments by the Offeror (collectively, the "**Other Countries**"), nor by using national or international means of communication or commerce of the Other Countries (including, by way of example, the postal network, fax, telex, e-mail, telephone and internet), nor through any facility of any of the financial intermediaries of the Other Countries, nor in any other way.

Until the Offer Document is published, insofar as it is not expressly stated herein, reference should be made to the notice pursuant to Article 102, paragraph 1, of the TUF, and Article 37, paragraph 1, of the Issuers' Regulation in which in which the legal assumptions, terms and essential elements of the Offer are indicated and that has been published on the Issuer's website (www.falckrenewables.com).

Fine Comunicato n.0554-36

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