

Bit Market Services

Informazione Regolamentata n. 1190-8-2016	Data/Ora Ricezione 14 Gennaio 2016 17:50:26	MTA
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Societa' : ENEL GREEN POWER
Identificativo : 67981
Informazione
Regolamentata
Nome utilizzatore : ENELGREENPOWN04 - Saccà
Tipologia : AVVI 16
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Diffusione presunta
Oggetto : Notice to the public

Testo del comunicato

Vedi allegato.



Green Power

NOTICE TO THE PUBLIC

This notice to the public does not contain, nor constitute, an offer of securities for sale, or solicitation of an offer to purchase securities in the United States, Australia, Canada or Japan or in any other jurisdiction where such an offer or solicitation would require the approval of local authorities or otherwise be unlawful (the "Other Countries"). The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or pursuant to the corresponding regulations in force in the Other Countries and may not be offered or sold in the United States or to "U.S. Persons" unless the securities are registered under the Securities Act, or an exemption from the registration requirements of the Securities Act is available. No public offering of such securities is intended to be made in the United States or in the Other Countries.

REGISTRATION OF THE RESOLUTION APPROVING THE PARTIAL NON-PROPORTIONAL DEMERGER OF ENEL GREEN POWER S.P.A. IN FAVOR OF ENEL S.P.A.

TERMS AND CONDITIONS FOR THE EXERCISE OF THE RIGHT OF WITHDRAWAL AND RIGHT OF SALE

We inform that, on January 14th, 2016 (the "Registration Date"), the minutes of the Shareholders' Meeting of Enel Green Power S.p.A., held on January 11th, 2016, (the "Shareholders' Meeting"), approving, in extraordinary session, the demerger plan relating to the partial non proportional demerger of Enel Green Power S.p.A. ("Enel Green Power") in favor of Enel S.p.A. (the "Demerger"), pursuant to Article 2506-bis, paragraph 4 of the Italian Civil Code, have been enrolled with the Companies' Register of Rome. On the same date it was also enrolled with the Companies' Register of Rome, the minutes of the resolution of the Extraordinary Meeting of Enel S.p.A. which approved the demerger plan.

The sixty-day term set forth for possible oppositions of the creditors (pursuant to Article 2503 of the Italian Civil Code, as cited in Article 2506-ter paragraph 5 of the Italian Civil Code) and the fifteen-day term set forth for the possible exercise of the right of withdrawal and/or right of sale (in accordance with Articles 2437 et seq. of the Italian Civil Code and Article 2506-bis, paragraph 4 of the Italian Civil Code) start from January 14th, 2016.

The minutes of the meeting will be made available to the public no later than February 10th, 2016 at the registered office, on the company website (www.enelgreenpower.com), as well as through the authorized storage mechanism "NIS-Storage" (www.emarketstorage.com).

The shareholders of Enel Green Power not concurring to the approval of the Demerger are entitled to exercise the right of withdrawal pursuant to Article 2437, paragraph 1, lett. a) of the Italian Civil Code (the "Right of Withdrawal"), since Enel S.p.A. ("Enel"), beneficiary company of the Demerger, has a corporate purpose that allows the conduct of a business significantly different from the one described in the corporate purpose of Enel Green Power. The shareholders of Enel Green Power not concurring to the approval of the Demerger are also entitled to have their Enel Green Power shares purchased by Enel pursuant to and for purposes of Article 2506-bis, paragraph 4, of the Italian Civil Code (the "Right of Sale").

In accordance with Article 127-bis, paragraph 2, of the Legislative Decree February 24th, 1998, no. 58 ("TUF"), any person in favor of which the registration of the Enel Green Power shares in the relevant intermediary's account is made after the date specified in Article 83-sexies, paragraph 2, of the TUF, entitling to attend the Shareholders' Meeting of Enel Green Power called to approve the Demerger (i.e. after December 29th, 2015), but before the opening of such Shareholders' Meeting (held on January 11th, 2016), shall be deemed included among those not concurring to the approval of the resolution, and therefore will be entitled to exercise the Right of Withdrawal and/or the Right of Sale.

The liquidation value for the shares for which the Right of Withdrawal and/or the Right of Sale may be exercised is Euro 1.780 per each ordinary share of Enel Green Power (the "Liquidation Value"). The Liquidation Value was determined, in accordance with Article 2437-ter, paragraph 3 of the Italian Civil Code, and Article 2506-bis, paragraph 4, second period, of the Italian Civil Code, based on the arithmetic average of the closing prices of Enel Green Power shares on the MTA organized and managed by Borsa Italiana S.p.A. in the six months before the publication of the notice of call of the Shareholders' Meeting of Enel Green Power (published on the November 18th, 2015).

The Right of Withdrawal and/or the Right of Sale may be exercised by the shareholders, for all or part of their shares, by means of a registered letter (the "Declaration of Withdrawal and/or Sale") sent no later than fifteen calendar days from the Registration Date, and therefore no later than January 29th, 2016, to the Company, at the following address "Enel Green Power S.p.A., Legal and Corporate Affairs Function, Corporate Affairs, M&A and Finance, Compliance Unit, Viale Regina Margherita no. 125, 00198 Rome, Italy".

The Declaration of Withdrawal and/or Sale must be sent in a closed envelope marked externally as follows: "partial non proportional demerger: notice of withdrawal and/or sale" and must specify: (i) the particulars of the relevant shareholder, including the tax code; (ii) the domicile of the shareholder to be used for the communications concerning the liquidation procedure of the shares object of the Right of Withdrawal and/or the Right of Sale, including the phone number and the e-mail address; (iii) the number of shares for which it is exercised the Right of Withdrawal and/or the Right of Sale; (iv) the IBAN code of the bank account to which the liquidation value of the shares subject to Right of Withdrawal and/or the Right of Sale shall be credited. The Declaration of Withdrawal and/or Sale must also contain the indication of the intermediary through which the shares subject to Right of Withdrawal and/or Right of Sale are held.

The shareholder must also provide to Enel Green Power, through the authorized intermediary holding the account where the shares subject to Right of Withdrawal and/or Right of Sale are held, a communication (the "Communication") certifying: (i) the continuous ownership of the relevant shares since the opening of the Shareholder's Meeting up to the time of the release of the Communication (included) and (ii) the certification that such shares are free of liens or other encumbrances in favor of third parties. If such shares are encumbered by liens or other encumbrances in favor of third parties, the shareholder must also attach a declaration of the pledgee or the person in favor of which the encumbrance is set, whereby such person gives its irrevocable and unconditional consent to the expiration of the pledge and/or other encumbrance and to the liquidation of the relevant shares in accordance with the instructions of the shareholder.

The shareholder willing to exercise the Right of Withdrawal and/or the Right of Sale shall: (i) ensure the fairness of the information given in the Declaration of Withdrawal and/or Sale and (ii) send said Declaration of Withdrawal and/or Sale to Enel Green Power S.p.A. by January 29th, 2016, and the Company refuses any liability in this respect. Declarations sent later than January 29th, 2016 and/or without the necessary information and/or for which the Communication is not received on time, will not be considered.

Please note that:

- in accordance with the law, the intermediary issuing the Communication shall make the shares, for which the Right of Withdrawal and/or the Right of Sale is exercised, unavailable until the transfer of said shares and the payment of the relevant liquidation value. Therefore, such shares will not be available to the withdrawing/selling shareholder and will be blocked, regardless of any change to their market value and/or the financial position and/or prospects connected to the operations and profits of the Company;
- the effectiveness of the Declaration of Withdrawal and/or Sale is subject to the completion of the Demerger;
- the completion of the Demerger is conditional upon the circumstance that the total liquidation value of the Enel Green Power shares for which the Right of Withdrawal and the Right of Sale are validly exercised does not exceed Euro 300,000,000 (three hundred million/00), and such circumstance shall be deemed likewise satisfied – even in case the threshold above is exceeded - if Enel, within 60 calendar days from the enrolment with the Companies' Register of Rome of the shareholders' meetings resolution approving the Demerger pursuant to Art. 2502 of the Italian Civil Code, declares its intention to purchase all of the shares for which the above-mentioned rights have been exercised.

In the event that one or more shareholders of Enel Green Power will exercise the Right of Withdrawal and/or the Right of Sale, the liquidation procedure will be carried out in accordance with Article 2437-quarter of the Italian Civil Code. In particular, the terms and the conditions of the option and pre-emption offer concerning the shares subject to the Right of Withdrawal and/or the Right of Sale, that will be addressed to all the shareholders of Enel Green Power, will be communicated according to the modalities provided by the law and regulations in force, specifying in this respect that the relevant notices will be published on at least one national daily newspaper and on the website of Enel Green Power www.enelgreenpower.com, as well as through the authorized storage mechanism "NIS-Storage" (www.emarketstorage.com).

Please also remind, with respect to the process of liquidation of the shares of Enel Green Power subject to the Right of Sale and the Right of Withdrawal, that Enel communicated its intention to exercise integrally its right of option as well as the right of pre-emption on the Enel Green Power shares possibly not sold following the above offer pursuant Article 2437-quarter, paragraph 3, of the Italian Civil Code.

Enel Green Power S.p.A.

Subject to direction and coordination activity by Enel S.p.A.
Viale Regina Margherita 125 – 00198 Rome
Share Capital Euro 1,000,000,000 fully paid in
Tax code, VAT and Companies' Register of Rome no. 10236451000
Chamber of Commerce (R.E.A.) of Rome no. 1219253

Fine Comunicato n.1190-8

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