



SPAFID
CONNECT

Informazione Regolamentata n. 0554-86-2022	Data/Ora Ricezione 08 Aprile 2022 17:47:29	Euronext Star Milan
--	---	---------------------

Societa' : FALCK RENEWABLES

Identificativo : 160129

Informazione
Regolamentata

Nome utilizzatore : FALCKN01 - Nanni

Tipologia : REGEM

Data/Ora Ricezione : 08 Aprile 2022 17:47:29

Data/Ora Inizio : 08 Aprile 2022 17:47:30

Diffusione presunta

Oggetto : Approval of the issuer's statement relating to the mandatory tender offer launched by Green BidCo S.p.A.

Testo del comunicato

Vedi allegato.

PRESS RELEASE

Approval of the issuer's statement relating to the mandatory tender offer launched by Green BidCo S.p.A.

Milan, 8 April 2022 – The Board of Directors of Falck Renewables S.p.A. (the “**Company**”) approved on the date hereof the statement (the “**Issuer’s Statement**”) pursuant to article 103, paragraph 3, of Legislative Decree no. 58 of February 24, 1998, as subsequently amended (the “**Consolidated Financial Act**”) and article 39 of the Regulation adopted by Consob resolution no. 11971 of May 14, 1999, as subsequently amended (the “**Issuers’ Regulation**”) and containing the assessment of the Board of Directors *(i)* on the mandatory tender offer launched by Green BidCo S.p.A. (the “**Offeror**”) on the Company’s shares, pursuant to articles 102 and 106, paragraph 1, of the Consolidated Financial Statement (the “**Offer**”) and *(ii)* on the fairness of the related consideration.

To deliver the Issuer’s Statement, the Board of Directors reviewed and took into consideration, among other things, the opinion rendered on the date hereof by the independent directors pursuant to article 39-*bis* of the Issuers’ Regulation (the “**Independent Directors’ Opinion**”), the fairness opinion provided by Lazard S.r.l., as financial advisor appointed by the independent directors for the purpose of their assessment, as well as of the fairness opinion issued by Rothschild & Co. Italia S.p.A., as financial advisor appointed by the Board of Directors (the “**Fairness Opinions of the Financial Advisors**”).

The Board of Directors, also in light of the content of the Fairness Opinions of the Financial Advisors and the Opinion of the Independent Directors, unanimously deemed fair, from a financial point of view, the consideration equal to Euro 8.81 per each Company’s share that will be tendered in the Offer, granting to the chairman Mr. Olov Mikael Kræmer and to the Chief Executive Officer Mr. Toni Volpe, also separately, the power to make any amendments, additions and updates that would be necessary or appropriate pursuant to the applicable law or that may be requested by the competent authorities.

For the details and the considerations expressed by the Board of Directors please refer to the Issuer’s Statement, which will be attached to the offer document relating to the Offer, together with the Opinion of the Independent Directors and the Fairness Opinions of the Financial Advisors. All such documents will be published by the Offeror in compliance with applicable law.

Falck Renewables S.p.A.

Via Alberto Falck, 4-16 (corner with Viale Italia), 20099 Sesto San Giovanni (Milan province) - P. +39 02 24331 W www.falckrenewables.com
Share capital €325,968,319.00 fully paid in.
Registered office: Corso Venezia, 16, 20121 Milan - Register of Companies, Tax Code and VAT number 03457730962 - REA Economic Registry number MI - 1675378

Falck Renewables S.p.A., listed on the Italian stock exchange in the Euronext STAR Milan segment and included in the FTSE Italia Mid Cap and MIB ESG indices, develops, designs, builds and manages power production plants using renewable sources, with an installed capacity of 1,385 MW (1,349 MW according to the IFRS 11 reclassification) in the United Kingdom, Italy, the United States, Spain, France, Norway and Sweden, using wind power, solar power, WtE and biomass technologies. The Group is a global player in renewable energy technical advisory and asset management services through its wholly-owned subsidiary Vector Renewables, and provides services to clients with an approximate installed capacity of about 4,100 MW and with experience working in more than 40 countries. Moreover, Falck Renewables provides highly specialised energy management and downstream services to both energy producers and consumers.

Go to www.falckrenewables.com and join us on LinkedIn and Twitter (@falckrenewables).

Contact details:

Falck Renewables

Giorgio Botta – Investor Relations – Tel. 02 2433 3338

Elena Rodà – Media Relations – Tel. 02 2433 2297

SEC Newgate S.p.A

Daniele Pinosa, Fabio Leoni, Fabio Santilio – Tel. 02 6249991

CDR Communication

Vincenza Colucci – Tel. 335 6909547

*The offer described in this press release (the "**Offer**") will be launched by Green BidCo S.p.A. (the "**Offeror**") on a maximum of 95,879,597 ordinary shares (the "**Shares**") of Falck Renewables S.p.A. ("**FKR**"). This press release does not constitute either a purchase offer or a solicitation to sell the Shares of FKR.*

*Prior to the beginning of the tender period of the Offer, the Offeror will publish an offer document (the "**Offer Document**"), which FKR's shareholders must carefully review. The Offer is addressed, on equal conditions, to all the holders of the Shares and will be launched in Italy and extended to the United States of America and, except as indicated below, is subject to disclosure obligations and procedural requirements provided for by Italian law.*

*The Offer is extended in the United States of America in compliance with Section 14(e) and Regulation 14E of the U.S. Securities Exchange Act of 1934 (the "**U.S. Securities Exchange Act**"), without prejudice to the applicable exemptions set forth in Rule 14d-1(d) of the U.S. Securities Exchange Act. If market conditions occur, and to the extent permitted under applicable laws, including Rule 14e-5 under the U.S. Securities Exchange Act and in accordance with customary Italian practice, the Offeror and its affiliates intend to purchase, after the date of this press release, Shares of FKR outside the Offer, on the market at prevailing prices or in private transactions at negotiated prices, at a price no higher than the consideration of the Offer, with the intent of further increasing its stake in the share capital of FKR. To the extent information about such purchases is made public in Italy, such information will be disclosed by means of a press release or other similar means to inform FKR's shareholders located in the United States of America of such information. No purchases will be made outside of the Offer in the United States of America by or on behalf of the Offeror or its affiliates.*

In order to comply with the rules and exemptions provided by US law, an Offer Document translated into English is being made available to the holders of the Shares resident in the United States of America. The English version of the Offer Document is merely a courtesy translation and the Italian version of the Offer Document will be the only document submitted to CONSOB for its approval.

*The Offer has not been and will not be launched or promoted by the Offeror in Canada, Japan, Australia or in any other country other than Italy and the United States of America in which such Offer is not permitted in absence of the authorization of the competent authorities or other obligations from the Offeror (such countries, including Canada, Japan and Australia, jointly, the "**Other Countries**"), nor by using instruments of communication or national or international commerce of the Other Countries (including but not limited to the postal network, fax, telex, email, telephone and internet), nor by way of any structure of any of the financial intermediaries of the Other Countries nor in any other way.*

Copy of this press release, or portions of the same, as also copy of any subsequent document which will be issued in connection with the Offer, are not and must not be sent, nor in any way transmitted or distributed, directly or indirectly in the Other Countries. Any party who receives the abovementioned documents must not distribute, send or transmit them (either by post nor by any other method or instrument of communication or commerce) in the Other Countries.

This press release, as well as any other document that has or will be issued in connection with the Offer does not constitute and cannot be interpreted as an offer to purchase or solicitation of an offer to sell financial instruments to parties resident in Other Countries. No instrument may be offered or sold in the Other Countries in the absence of specific authorization in compliance with the applicable provisions of the local law of those countries or in derogation of those provisions. Tenders in the Offer by parties resident in countries other than Italy and the United States of America may be subject to specific obligations or restrictions provided by law or regulatory provisions. Parties who wish to take part in the Offer bear the exclusive responsibility to comply with those laws and therefore prior to tendering their Shares in the Offer, those parties are required to verify their possible existence and applicability, consulting their own advisors.

Fine Comunicato n.0554-86

Numero di Pagine: 6