

Bit Market Services

Informazione Regolamentata n. 1190-28-2016	Data/Ora Ricezione 23 Marzo 2016 18:01:51	MTA
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Societa' : ENEL GREEN POWER
Identificativo : 71367
Informazione
Regolamentata
Nome utilizzatore : ENELGREENPOWN04 - Saccà
Tipologia : AVVI 16
Data/Ora Ricezione : 23 Marzo 2016 18:01:51
Data/Ora Inizio : 23 Marzo 2016 18:16:52
Diffusione presunta
Oggetto : Notice to Shareholders

Testo del comunicato

Vedi allegato.



Green Power

This notice to the shareholders 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.

NOTICE TO SHAREHOLDERS

(pursuant to Article 84 of the Consob Regulation no. 11971/1999 and related to the results of the option and pre-emption offer of Enel Green Power S.p.A. shares for which withdrawal rights and rights of sale were exercised)

Enel Green Power S.p.A. (“EGP” or the “Company”) announces the termination, on March 21st, 2016, of the acceptance period for the option and pre-emption offer of No. 16,406,123 EGP shares (the “Option Offer”) for which the withdrawal rights and the rights of sale have been validly exercised, arising from the partial non-proportional demerger of EGP in favor of Enel S.p.A. (the “Demerger”).

As a result of the Option Offer the above mentioned shares have been all purchased as a result of the exercise of option and pre-emption rights, pursuant to Article 2437-*quater* of the Italian Civil Code, for a consideration of Euro 1.780 for each share (equal to the liquidation value), and – therefore – for an aggregate amount of Euro 29,202,898.94. No. 1,476,621 of such shares were purchased by shareholders other than Enel S.p.A. (“Enel”), while the remaining No. 14,929,502 shares were purchased by Enel, which exercised integrally the option right for the quota concerning the competence as well as proportionally the pre-emption right on the share remaining unsold.

Please note that near the expiration date of the acceptance

period of the Option Offer, EGP received further declarations of withdrawal or sale, validly exercised, concerning No. 22.270 EGP shares. In light of the commitments undertaken by Enel in the context of the transaction, also such shares will be purchased by Enel for a consideration equal to the liquidation value.

Please note that the effectiveness of the right of withdrawal and the right of sale and, therefore, the completion of the Option Offer as well as of the liquidation procedure of the above mentioned shares, are subject to completion of the Demerger.

Therefore, upon completion of the Demerger, the shareholders of EGP other than Enel who have subscribed to the Option Offer will receive, following the exchange operations, Enel ordinary shares, on the basis of the exchange ratio established in the context of the Demerger (i.e. 0.486 Enel shares for each EGP share, with no cash adjustments). All the EGP shares for which the right of withdrawal or sale were exercised and purchased by Enel will be cancelled in the context of the exchange pursuant to the Article 2504-*ter*, paragraph 2, of the Italian Civil Code, as cited in Article 2506-*ter*, paragraph 5, of the Italian Civil Code.

The terms and procedures for payment and transfer to entitled shareholders of the shares for which the right of withdrawal and the right of sale were exercised as well as the date of delivery of the Enel shares issued in the context of the exchange will be announced by EGP with a specific notice which will be published in at least one national daily newspaper and on EGP’s website at www.enelgreenpower.com and filed with the authorized storage mechanism called “NIS-Storage” (www.emarketstorage.com).

EGP also announces that the period provided by Article 2503 of the Italian Civil Code, as cited in art. 2506-*ter*, paragraph 5, of the Italian Civil Code, allowing creditors to oppose the Demerger expired on March 14th, 2016 and that, to the company’s knowledge, as of the date hereof no opposition has been received.

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.1190-28

Numero di Pagine: 3