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Societa' : FALCK RENEWABLES  
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Data/Ora Ricezione : 14 Dicembre 2021 17:06:41  
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Diffusione presunta  
Oggetto : Falck Renewables shareholders' meeting  
approves Board of Directors' proposals

*Testo del comunicato*

Vedi allegato.

**PRESS RELEASE****Falck Renewables shareholders' meeting approves Board of Directors' proposals****Transaction between IIF Int'l Acquisitions Ltd. and Falck S.p.A. on track for closing currently expected before the end of first quarter 2022**

- **Shareholders' approval of an amendment to Article 1 of the Articles of Association**
- **Shareholders' approval of an amendment to the "2021 Remuneration Policy"**
- **Regulatory approvals required for the completion of the share purchase agreement between IIF Int'l Acquisitions Ltd. and Falck S.p.A. are currently on track and closing of the Transaction is expected before the end of Q1 2022**

**Milan, Italy, 14 December 2021** – Today's extraordinary and ordinary shareholders' meeting of Falck Renewables S.p.A. (the "**Company**") approved all proposals of the Company's Board of Directors.

The Company has also been informed by IIF Int'l Acquisitions Ltd. ("**IIF**") that to its knowledge the regulatory approvals required for the closing of the share purchase agreement between IIF and Falck S.p.A. (providing for the acquisition, by IIF, of Falck S.p.A.'s controlling stake in the Company – the "**Transaction**") are currently on track, and the closing of the Transaction is expected to occur before the end of the first quarter of 2022, as already disclosed to the market on 20 October 2021.

In line with the Covid-19 containment measures implemented by the Italian Government, and in order to best protect the health of the Company's shareholders and employees, today's meeting was held without the physical attendance of the shareholders. Shareholders were able to exercise their voting rights by providing instructions to Società per Amministrazioni Fiduciarie Spafid S.p.A., i.e. the designated representative pursuant to Article 135-*undecies* of Legislative Decree no. 58 of 24 February 1998. Votes were cast by shareholders representing 75.48% of the Company's shares entitled to vote.

**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

### **Approval of an amendment to Article 1 of the Articles of Association**

The shareholders' meeting, after taking note of the explanatory report prepared by the Board of Directors, approved an amendment to Article 1 of the Company's Articles of Association, effective as of and subject to Falck S.p.A. losing control over the Company, pursuant to Article 2359, paragraph 1, no. 1, of the Italian Civil Code, by 31 October 2022.

### **Approval of an amendment to the "2021 Remuneration Policy" included in Section I of the Company's 2021 report on the remuneration policy and compensation paid**

The shareholders' meeting, after taking note of the explanatory report prepared by the Board of Directors, approved – pursuant to Article 123-ter, paragraph 3-bis, of Legislative Decree no. 58 of 24 February 1998 – an amendment to the "2021 Remuneration Policy" included in Section I of the Company's 2021 report on the remuneration policy and compensation paid, approved by the shareholders' meeting on 29 April 2021. The shareholders' meeting thus reapproved the 2021 Remuneration Policy in accordance with the amended text proposed by the Board of Directors, which also received the unanimously favorable opinion of the Remuneration Committee and the Control and Risks Committee (in its capacity as the committee responsible for expressing an opinion on related-party transactions).

### **Closing of the Transaction expected to occur before the end of the first quarter of 2022**

The Company has been informed by IIF that to its knowledge the filings with regulatory authorities that constitute conditions precedent to the closing of the Transaction are currently on track, and the closing is currently expected to occur before the end of the first quarter of 2022, as already disclosed to the market on 20 October 2021. Specifically, the Company has been informed that:

- approval is being awaited in relation to an antitrust filing in the United States and from the U.S. Federal Energy Regulatory Commission;
- as for golden power/FDI filings in certain European jurisdictions: Italian and French authorities declined their jurisdiction, thereby not opposing the Transaction; approval is being awaited from Spanish authorities; and the applicable filing in the UK will be submitted in early January, in accordance with the newly enacted National Securities and Investment Act 2021.

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*The final results of the extraordinary and ordinary meeting will be made available on [www.falckrenewables.com](http://www.falckrenewables.com) as well as through the authorized storage mechanism eMarket STORAGE ([www.emarketstorage.com](http://www.emarketstorage.com)).*

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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 1,349 MW (1,312 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 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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