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Oggetto : Provisional results of the Offer

<i>Testo del comunicato</i>

Vedi allegato.

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

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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 36 OF THE REGULATION ADOPTED BY CONSOB WITH RESOLUTION NO. 11971 OF 14 MAY 1999, AS SUBSEQUENTLY AMENDED AND SUPPLEMENTED (THE "ISSUERS' REGULATION")

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PROVISIONAL RESULTS OF THE OFFER

Milan, 10 May 2022 – Green BidCo S.p.A. (the "**Offeror**") hereby announces that on the date hereof at 5.30 p.m. (CET) ended the acceptance period of the mandatory tender offer pursuant to Articles 102 and 106, paragraph 1, of the TUF (the "**Offer**") launched by the Offeror for the ordinary shares of Falck Renewables S.p.A. ("**Falck Renewables**" or the "**Issuer**"), less the ordinary shares already owned by the Offeror and the treasury shares owned by the Issuer.

Unless otherwise defined in this press release, the capitalized terms shall have the meaning ascribed to them under the offer document approved by CONSOB with resolution no. 22290 of 8 April 2022 (the "**Offer Document**").

1. Provisional results of the Offer

Based on the provisional results communicated by Intesa Sanpaolo – Divisione IMI Corporate & Investment Banking as Intermediary in Charge of Coordinating the Collection of Acceptances, at the end of the Acceptance Period, which started on 11 April 2022 at 8.30 a.m. (CET), No. 76,272,980 shares were tendered to the Offer, representing 23.393% of the Issuer's share capital.

From the Date of the Offer Document to the date hereof, the Offeror has made purchases of shares outside the Offer, as communicated by the latter in compliance with the applicable laws and regulations on 13, 14, 20, 27, 28 and 29 April 2022 and on 2, 3, 4, 5, 6, 9 and 10 May 2022 for a total of No. 4,644,707 shares, equal to 1.425% of the Issuer's share capital.

In the light of the foregoing, based on the provisional results of the Offer, if confirmed, and considering the (i) No. 76,272,980 shares tendered to the Offer during the Acceptance Period (equal to 23.393% of the Issuer's share capital); (ii) No. 4,644,707 shares purchased outside the Offer subsequently to the Date of the Offer Document (equal to 1.425% of the Issuer's share capital); (iii) No. 609,499 Treasury Shares (equal to 0.187% of the Issuer's share capital); and (iv) No. 229,565,825 shares already owned by the Offeror (equal to 70.407% of the Issuer's share capital), the Offeror will hold a total of No. 311,093,011 shares, representing 95.411% of the Issuer's share capital (including the Treasury Shares).

The payment of the Consideration of the Offer with respect to the shares tendered to the Offer during the Acceptance Period (equal to Euro 8.81 for each share), against the simultaneous transfer of the right of ownership of such shares to the Offeror, will take place on 17 May 2022.

It should be noted that, considering that the Offer is a mandatory tender offer pursuant to Articles 102 and 106, paragraph 1, of the TUF, the Offer is not subject to any conditions for its effectiveness.

2. No Reopening of the Terms and legal requirements for the fulfilment of the Purchase Obligation under Article 108, paragraph 1, of the TUF and of the Right to Purchase under Article 111 of the TUF

In light of the provisional results of the Offer indicated above, if confirmed, the Offeror hereby announces that (i) the Reopening of the Terms will not take place, pursuant to and for the purposes of Article 40-bis, paragraph 3, letter b) of the Issuers' Regulation; and (ii) having the Offeror reached a shareholding of more than 95% of the Issuer's share capital, the legal requirements for the exercise of the Purchase Obligation under Article 108, paragraph 1, of the TUF and of the Right to Purchase under Article 111 of the TUF have been met in relation to the remaining No. 14,961,910 shares of Falck Renewables, equal to 4.589% of the share capital of the Issuer (the "**Remaining Shares**").

Therefore, following the confirmation of such results, the Offeror – as stated in the Offer Document – by exercising the Right to Purchase will also fulfil the Purchase Obligation under Article 108, paragraph 1, of the TUF concerning the Remaining Shares, thus implementing the Joint Procedure.

It should also be noted that, following the fulfillment of the Joint Procedure, Borsa Italiana, pursuant to Article 2.5.1, paragraph 6, of the Stock Exchange Regulations, will order the Delisting, taking into account the timing for the exercise of the Right to Purchase.

The final results of the Offer will be communicated by 7:59 a.m. (CET) of 16 May 2022 by means of the specific Notice on the Results of the Offer which will be published by the Offeror pursuant to Article 41, paragraph 6, of the Issuers' Regulation, which will also contain the appropriate information on the subsequent procedure for the fulfillment of the Joint Procedure and consequent Delisting.

Fine Comunicato n.0554-123

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