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Testo del comunicato

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 41, PARAGRAPH 6, 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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FINAL RESULTS OF THE OFFER

Milan, 11 May 2022 – Further to the press release issued on 10 May 2022 pursuant to Article 36 of the Issuers' Regulation (the "**Press Release on the Provisional Results**"), Green BidCo S.p.A. (the "**Offeror**") hereby announces, pursuant to Article 41, paragraph 6, of the Issuers' Regulation, the final results of the acceptances to 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. Final results of the Offer

Based on the final 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. Therefore, the final results above are unchanged compared to the provisional results announced on the Press Release on the Provisional Results.

From the Date of the Offer Document to the end of the Acceptance Period, occurred on 10 May 2022, 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 final results of the Offer, 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).

2. Consideration and Payment Date

Please note that on the Payment Date, i.e. 17 May 2022, the Offeror will pay to each Adhering Shareholder a Consideration of Euro 8.81 for each share tendered to the Offer during the Acceptance Period, against the simultaneous transfer of the right of ownership of such shares to the Offeror.

As stated in Section F, Paragraph F.6, of the Offer Document, the payment of the Consideration will be made in cash. The Consideration will be paid by the Offeror to the account indicated by the Intermediary in Charge of Coordinating the Collection of Acceptances and transferred by the latter to the Appointed Intermediaries who will transfer the funds to the Depository Intermediaries for crediting to the accounts of their respective clients, in accordance with the instructions provided by the Adhering Shareholders.

The Offeror's obligation to pay the Consideration under the Offer shall be considered fulfilled when the relevant amounts have been transferred to the Appointed Intermediaries. The risk that the Appointed Intermediaries or the Depository Intermediaries fail to transfer such amounts to the entitled parties or delay their transfer shall be borne exclusively by the parties accepting the Offer.

3. 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 final results of the Offer indicated above – and as already announced in the Press Release on the Provisional Results – the Offeror hereby confirm 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, equal to 4.589% of the share capital of the Issuer (the "**Remaining Shares**").

As stated in the Offer Document, by exercising the Right to Purchase the Offeror will also fulfil the Purchase Obligation under Article 108, paragraph 1, of the TUF concerning the Remaining Shares, thus implementing the Joint Procedure.

The price due for the Remaining Shares acquired through the fulfillment of the Joint Procedure shall be fixed pursuant to the provisions of Article 108, paragraph 3, of the TUF, as recalled by Article 111 of the TUF, and will therefore be equal to the Consideration (i.e., Euro 8.81 per share).

The Offeror will deposit the aggregate countervalue of the Joint Procedure, equal to Euro 131,814,427.1, with Intesa Sanpaolo S.p.A., to which irrevocable instructions will be given in order to proceed with the payment of the amounts due to the shareholders who are owners of the Remaining Shares, on a bank account held in the name of the Offeror and bound to the payment of the consideration for the Joint Procedure.

Following the communication of the successful deposit to the Issuer, pursuant to Article 111, paragraph 3, of the TUF, the transfer of all Remaining Shares to the Offeror will become effective and the Issuer will proceed with the subsequent annotation of the shareholders' ledger.

It should also be noted that Borsa Italiana, pursuant to Article 2.5.1, paragraph 6, of the Stock Exchange Regulations, will order the suspension of the shares from trading in the sessions of 16 and 17 May 2022 and the Delisting starting from 18 May 2022.

Fine Comunicato n.0554-125

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