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CONNECT

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Oggetto : Settlement of the Joint Procedure and
Delisting

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

Settlement of the joint procedure for the exercise of the right to purchase pursuant to Article 111 of the TUF and the fulfilment of the purchase obligation pursuant to Article 108, paragraph 1, of the TUF in relation to the remaining Falck Renewables shares

Revocation from the listing on Euronext STAR Milan of the Falck Renewables shares

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Milan, 18 May 2022 – Further to the press releases issued on 10, 11 and 12 May in relation to the joint procedure for the exercise of the right to purchase pursuant to Article 111 of Legislative Decree no. 58 of 24 February 1998, as subsequently amended (the "**TUF**") and the simultaneous fulfilment of the purchase obligation pursuant to Article 108, paragraph 1, of the TUF (the "**Joint Procedure**") concerning no. 14,961,910 ordinary shares of Falck Renewables S.p.A. (the "**Issuer**" or "**Falck Renewables**"), representing 4.589% of the Issuer's share capital (the "**Remaining Shares**"), Green BidCo S.p.A. (the "**Offeror**") hereby announces that on the date hereof, pursuant to and for the purposes of Article 111, paragraph 3, of the TUF, it has notified the Issuer of the deposit of the amount equal to Euro 131,814,427.10, corresponding to the aggregate countervalue of the Joint Procedure, in the bank escrow account opened in the name of the Offeror with Intesa Sanpaolo S.p.A. for the payment of the consideration due to the shareholders holding the Remaining Shares.

Accordingly, on the date hereof, pursuant to Article 111, paragraph 3, of the TUF, the transfer of all the Remaining Shares to the Offeror will become effective with subsequent annotation in the shareholders' ledger by the Issuer.

Unless otherwise defined in this press release, the capitalized terms shall have the meaning ascribed to them under the offer document relating to the mandatory public tender offer pursuant to Articles 102 and 106, paragraph 1, of the TUF launched by the Offeror for the Falck Renewables shares, approved by CONSOB with resolution no. 22290 of 8 April 2022.

The holders of the Remaining Shares may obtain the payment of the consideration for the Joint Procedure – equal to the Consideration, i.e. Euro 8.81 per each Remaining Share – (the "**Consideration for the Joint Procedure**") from their respective intermediaries. The obligation to pay the Consideration for the Joint Procedure shall be deemed to be fulfilled when the relevant amounts are transferred to the intermediaries from which the Remaining Shares covered by the Joint Procedure originate. The risk that the intermediaries do not transfer such amounts to the entitled parties or delay their transfer shall be borne exclusively by the parties accepting the Offer.

The holders of non-dematerialized Remaining Shares shall request the payment of the Consideration for the Joint Procedure upon presentation of the original share certificates duly registered in their name at the Issuer's registered office (i.e., Corso Venezia no. 16, Milan); the Issuer will verify the said share certificates and will issue to the benefit of such holders a certificate with which they may obtain the payment of the Consideration for the Joint Procedure. After the expiry of the five-year statutes of limitation period set forth under Article 2949 of the Italian Civil Code, and subject to the provisions of Articles 2941 *et seq.* of the Italian Civil Code, the holders of the Remaining Shares who have not requested the payment will lose the right to obtain payment of the Consideration for the Joint Procedure and the Offeror will have the right to obtain the return of the amounts deposited as Consideration for the Joint Procedure and not collected by the entitled parties.

Lastly, it is recalled that Borsa Italiana, with resolution no. 8855 of 12 May 2022, ordered the Delisting of the shares of the Issuer from Euronext STAR Milan starting from the date hereof, suspending the Falck Renewables shares (ISIN IT0003198790) from trading in the sessions of 16 and 17 May 2022, pursuant to Article 2.5.1, paragraph 6, of the Stock Exchange Regulations.

Fine Comunicato n.0554-131

Numero di Pagine: 4