

**THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Prospectus, or as to what action you should take, you should immediately consult an appropriately authorized professional advisor.**

This document constitutes a prospectus (the "**Prospectus**") for the purposes of articles 3 and 4 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the "**Prospectus Regulation**"), relating to Opdenenergy Holding, S.A. ("**OPDEnergy**" or the "**Company**" and, collectively with its subsidiaries, the "**Group**"). This Prospectus has been prepared in accordance with, and includes the information required by, Annexes 1, 11 and 20 of Commission Delegated Regulation (EU) 2019/980 of March 14, 2019 supplementing the Prospectus Regulation as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Commission Regulation (EC) N° 809/2004 ("**Delegated Regulation 2019/980**").

This Prospectus has been approved by and is registered with the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*, the "**CNMV**"), as the competent authority under the Prospectus Regulation, the consolidated text of the Securities Market Law approved by Royal Legislative Decree 4/2015 of October 23 (*texto refundido de la Ley del Mercado de Valores aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre*, the "**Securities Market Law**") and the relevant implementing measures in Spain, on April 23, 2021. That approval and registration relate exclusively to the initial offering of the Shares (as defined below) and the admission to trading of all ordinary shares of the Company on the Spanish Stock Exchanges (as defined below) as a regulated market for the purposes of Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**") for trading through the AQS (as defined below). This Prospectus is available on both the CNMV's website ([www.cnmv.es](http://www.cnmv.es)) and the Company's website ([www.opdenenergy.com](http://www.opdenenergy.com)).

**An investment in the Shares involves a high degree of risk. Before investing in the Shares, you should carefully read this Prospectus in its entirety and in particular the risk factors set out in the section of this Prospectus entitled "Risk Factors".**



**Opdenenergy Holding, S.A.**

(incorporated and registered in Spain as a public limited company –*sociedad anónima*–)

**Initial offering of New Offered Shares (as defined below) by the Company to raise gross proceeds of approximately €375 million and admission to trading on the Spanish Stock Exchanges**

**Offering Price Range: €4.26 to €5.20 per Share**

This is the initial offering (the "**Offering**") of ordinary shares of the Company, each with a par value of €0.02. The Offering is made by the Company to qualified investors both inside and outside of Spain, including a private placement in the United States to qualified institutional buyers ("**QIBs**") as defined in Rule 144A ("**Rule 144A**") under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), in reliance on Rule 144A or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. The ordinary shares of the Company have not been, and will not be, registered under the U.S. Securities Act. The Offering outside the United States will be made in compliance with Regulation S under the U.S. Securities Act ("**Regulation S**").

The Company is offering a portion of the new ordinary shares of the Company not to exceed €11.5 million in gross proceeds to (A) certain employees of the Group (including the Senior Management (as defined in "*Management and Board of Directors*") other than the chief executive officer) (the "**Relevant Employees**"), and (B) the chief executive officer of the Company (to allow the fulfillment of his commitment to reinvest a portion of the liquidity bonus that will become payable by the Company to him on the pricing date of the Offering) and certain persons closely related or linked to (i) the Senior Management or (ii) the ultimate beneficial owners of the Company's shareholders (collectively, the "**Related Investors**" and, together with the Relevant Employees, the "**Non-Qualified Investors**") (the "**New Non-Qualified Investors Shares**") on the terms and conditions set out in "*Plan of distribution—Non-Qualified Investors Tranche*" of this Prospectus (the "**Non-Qualified Investors Tranche**"). The Non-Qualified Investors Tranche is divided into two sub-tranches: the Employees Sub-Tranche and the Related Investors Sub-Tranche. The New Non-Qualified Investors Shares are being offered only to persons resident in the European Union. All new ordinary shares of the Company not allocated to the Non-Qualified Investors Tranche in the Offering shall be considered and referred to in this Prospectus as "**New Qualified Investors Shares**". The chief executive officer of the Company has committed to subscribe New Non-Qualified Investors Shares through the Related Investors Sub-Tranche within the Non-Qualified Investors Tranche in the Offering with a portion of the liquidity bonus that will become payable by the Company to him on the pricing date of the Offering.

The New Qualified Investors Shares and the New Non-Qualified Investors Shares shall be referred to in this Prospectus as the "**New Offered Shares**".

The Company is offering a number of New Qualified Investors Shares at a price per share (the "**Offering Price**") expected to be comprised within the non-binding offering price range of €4.26 and €5.20 (the "**Offering Price Range**") and a number of New Non-Qualified Investors Shares at the price described in "*Plan of Distribution—Non-Qualified Investors Tranche*" of this Prospectus (which price will, in the case of the Relevant Employees, or may, in the case of the Related Investors, differ from, and be lower than, the Offering Price), as required to raise, in aggregate, gross proceeds of approximately €375 million through the Offering. Nevertheless, the Company has approved a share capital increase resolution for a maximum effective amount (including par value and share

issue premium) of €425 million and has reserved the option to increase the number of New Offered Shares so as to raise up to a maximum of €425 million in gross proceeds (if, and to the extent that, the change of control clause under our outstanding notes is not triggered as a result of this exercise) the exercise of which, if applicable, will be made public by filing the corresponding other relevant information notice (*comunicación de otra información relevante*) with the CNMV by no later than the date of pricing of the Offering.

In addition, the existing shareholders of the Company, Jalasa Ingeniería, S.L. Unipersonal, Aldrovi, S.L. and Marearaja Internacional, S.L. (collectively, the **"Selling Shareholders"**) will grant an option to the Joint Global Coordinators (as defined below) to acquire a number of additional existing ordinary shares of the Company representing up to 10% of the New Offered Shares (the **"Additional Shares"**, and together with the New Offered Shares, the **"Shares"**) at the Offering Price (net of any agreed commissions) to cover over-allotments of New Offered Shares in the Offering, if any, and short positions resulting from stabilization transactions (the **"Over-allotment Option"**). The New Qualified Investors Shares and, if the Over-allotment Option is exercised in whole or in part, the Additional Shares are referred to, collectively, as the **"Qualified Investors Shares"**. The Over-allotment Option will be exercisable, in whole or in part, by Citigroup Global Markets Europe AG in its capacity as stabilization manager (the **"Stabilization Manager"**), acting on behalf of the Managers (as defined below), for a period of 30 calendar days from the date on which the Company's ordinary shares are listed and commence trading on the Barcelona, Bilbao, Madrid and Valencia Stock Exchanges (the **"Spanish Stock Exchanges"**) through the Automated Quotation System or *"Mercado Continuo"* of the Spanish Stock Exchanges (the **"AQS"**).

In connection with the Offering, the Stabilization Manager (or any person acting for the Stabilization Manager) may, to the extent permitted by applicable law, over-allot or execute transactions to support the market price of the Company's ordinary shares or any options, warrants or rights with respect to, or other interest in, the ordinary shares or other securities of the Company, in each case at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilization Manager (or any persons acting on its behalf) will undertake any stabilization action.

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**This Prospectus and the Offering are exclusively addressed to, and directed at, (i) in the United States, QIBs (as defined in Rule 144A under the U.S. Securities Act) that are acquiring securities for their own account or for the account of another QIB; (ii) outside the United States, institutional investors (as defined in Regulation S under the U.S. Securities Act) and qualified investors in any Member State of the European Economic Area ("EEA") and the United Kingdom; and (iii) in the European Union, certain Non-Qualified Investors (as defined herein). No investor other than the above is allowed to participate in the Offering.**

You are deemed to have represented to the Company, the Selling Shareholders and the Managers that (i) the securities acquired or subscribed by you pursuant to the Offering have not been acquired or subscribed on a non-discretionary basis on behalf of (nor have they been acquired or subscribed with a view to their offer or resale to) any person under circumstances that may give rise to an offer of any securities to the public other than their offer or resale to qualified investors in any Member State of the EEA and the United Kingdom or under circumstances in which the prior consent of the Managers has been obtained for each such proposed offer or resale; (ii) if you are outside the United States, the United Kingdom and the EEA, you are a person into whose possession the document may lawfully be delivered in accordance with the laws of the jurisdiction in which you are located; and (iii) if you are in the United States, you are a QIB and you are acquiring or subscribing the securities for your own account or for the account of a QIB.

**An investment in the Shares involves a high degree of risk. See "Risk Factors" beginning on page 15 for a discussion of certain matters that investors should carefully consider prior to making an investment in the Shares.**

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Prior to this Offering, there has been no public market for the Company's ordinary shares. The Company will apply to have its ordinary shares listed on the Spanish Stock Exchanges for trading through the AQS. The Company expects that its ordinary shares will be listed on the Spanish Stock Exchanges and commence trading through the AQS on or about May 7, 2021 ("**Admission**") under the ticker symbol "OPDE". The Shares are expected to be delivered through the book-entry facilities of *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal ("Iberclear")*, and its participating entities against payment therefor on or about May 10, 2021.

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy or subscribe any of the Shares in any jurisdiction in which (or to any person to whom) it would be unlawful to make such an offer or solicitation.

The Shares have not been and will not be registered under the U.S. Securities Act or the applicable securities laws of any state or other jurisdiction of the United States and may not be offered, sold, pledged or transferred within the United States, except pursuant to an applicable exemption from, or through a transaction not subject to, the registration requirements of the U.S. Securities Act. For a description of specific restrictions in connection with eligible offerees and on transfer of the Shares, see "*Selling and Transfer Restrictions*".

<p><b>This Prospectus was approved by and registered with the CNMV on April 23, 2021. Investors may contact the CNMV by telephone (+34) 900 535 015. As this Prospectus refers to the Offering and Admission, its validity will end upon the Admission to trading of the Company's ordinary shares provided that Admission happens prior to the expiration of 12 months following its approval. Once this Prospectus is no longer valid, the Company will have no obligation to supplement it in the event of significant new factors, material mistakes or material inaccuracies.</b></p>
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*Joint Global Coordinators and Joint Bookrunners*

**Banco Santander**

**Citigroup**

*Joint Bookrunners*

**Alantra**

**BofA Securities**

**Berenberg**

**RBC Capital Markets**

*Agent Bank*

**Banco Santander**

*Financial Advisors*

**Evercore**

**Rothschild & Co.**

Prospectus dated April 23, 2021

## IMPORTANT INFORMATION

YOU SHOULD READ THIS PROSPECTUS ENTIRELY AND, IN PARTICULAR, “*RISK FACTORS*” BEGINNING ON PAGE 15 OF THIS PROSPECTUS, WHEN CONSIDERING AN INVESTMENT IN THE SHARES.

You are deemed to agree to each of the notices set forth below by accepting delivery of this Prospectus.

THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER TO SELL, OR A SOLICITATION OF AN OFFER TO SUBSCRIBE FOR OR PURCHASE, ANY OF THE SHARES BY ANY PERSON IN ANY JURISDICTION IN WHICH IT IS UNLAWFUL FOR SUCH PERSON TO MAKE SUCH AN OFFER OR SOLICITATION. NEITHER THE DELIVERY OF THIS PROSPECTUS NOR ANY SALE MADE HEREUNDER SHALL UNDER ANY CIRCUMSTANCES IMPLY THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY OR THE GROUP OR THAT THE INFORMATION SET FORTH HEREIN IS CORRECT AS OF ANY DATE SUBSEQUENT TO THE DATE HEREOF.

In this Prospectus, “we”, “us”, “our” and “ours” refers to the Group, unless otherwise indicated or the context otherwise requires.

In making an investment decision, prospective investors must rely upon their own examination, analysis and enquiry of the Company, its business and the terms of the Offering, including the merits and risks involved in investing in the Shares.

This Prospectus has been prepared by the Company solely for the Offering and the Admission.

Neither the Company nor the Selling Shareholders have authorized any person to give any information or to make any representations other than those contained in this Prospectus, and, if given or made, such information or representations must not be relied upon as having been authorized by the Company or the Selling Shareholders.

You are being provided with this Prospectus solely for the purpose of considering an investment in the Shares. All the information in this Prospectus has been furnished by the Company and you acknowledge and agree that none of Banco Santander, S.A. (“**Banco Santander**”), Citigroup Global Markets Europe AG (“**Citigroup**” and, together with Banco Santander, the “**Joint Global Coordinators**”), Alantra Capital Markets, S.V., S.A. (“**Alantra**”), Joh. Berenberg, Gossler & Co. KG (“**Berenberg**”), BofA Securities Europe S.A. (“**BofA**”) and RBC Capital Markets (Europe) GmbH (“**RBC Capital Markets**” and, together with Alantra, Berenberg and BofA, the “**Joint Bookrunners**” and, together with the Joint Global Coordinators, the “**Managers**”), or any of their respective affiliates, advisors or entity through which the Managers may offer and/or sell the Qualified Investors Shares, makes any representation or warranty, express or implied, nor to the fullest extent permitted by applicable law accepts any liability whatsoever, regarding the accuracy, completeness or verification of the information given herein, and that nothing contained in this Prospectus is, or shall be relied upon as, a promise, warranty or representation by the Managers or any of their respective affiliates, advisors or selling agents whether as to the past or the future. The Managers do not assume any responsibility for its accuracy, completeness or verification and, accordingly, disclaim, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise that they might otherwise be found to have in respect of this Prospectus.

Each person receiving this Prospectus acknowledges that (i) such person has not relied on the Managers or any person affiliated with the Managers, advisors or selling agents in connection with any investigation of the accuracy of such information or its investment decision, (ii) it has relied only on the information contained herein, and (iii) no person has been authorized to give any information or to make any representation concerning the Company or the Shares (other than as contained herein) and, if given or made, any such other information or representation should not be relied upon as having been authorized by the Company, the Selling Shareholders or the Managers.

Neither the Company, the Selling Shareholders nor the Managers, nor any of their respective representatives, is making any representation to any offeree or purchaser of the Shares regarding the legality of an investment in the Shares by such offeree or purchaser under the laws applicable to such offeree or purchaser. Prospective investors should not consider any information contained in this Prospectus to be investment, legal, financial, business, tax, accounting or regulatory advice. Each prospective investor should consult its own counsel, business advisor, accountant, tax advisor and other advisors for legal, financial, business, tax, accounting, regulatory and related advice regarding an investment in the Shares. Each investor or purchaser of Shares in the Offering should analyze for itself the information contained in this Prospectus and base its decision to invest or

purchase Shares in the Offering upon such investigation, as it deems necessary, including its assessment of the risks involved and its own determination of the suitability of any such investment, with particular reference to its own investment objectives and experience, and any other factors that may be relevant to such investor in connection with the purchase or subscription of Shares in the Offering.

In connection with the Offering, the Managers and any of their respective affiliates or any investment vehicle directly or indirectly related to the Managers may take up a portion of the Shares as a principal position and, in that capacity, may retain, purchase, sell, offer to sell, or otherwise deal for its or their own account(s) in such Shares, any other securities of the Company or other related investments in connection with the Offering or otherwise. Accordingly, references in this Prospectus to the Shares being offered or otherwise dealt with should be read as including any offer to, or dealing by, the Managers or any of them and any of their affiliates, and/or investment vehicle directly or indirectly related thereto, acting in such capacity. In addition, certain of the Managers or their affiliates, and/or any investment vehicle directly or indirectly related to the Managers, may enter into financing agreements (including swaps, warrants or contracts for differences) with investors in connection with which such Managers (or their affiliates) may, from time to time, acquire, hold or dispose of the Shares. The Managers do not intend to disclose the extent of any such investment or transaction otherwise than in accordance with any legal or regulatory obligation to do so.

The Managers are acting exclusively for the Company and the Selling Shareholders and no one else in connection with the Offering. They will not regard any other person (whether or not a recipient of this Prospectus) as their respective clients in relation to the Offering and will not be responsible to anyone other than the Company and the Selling Shareholders for providing the protections afforded to their respective clients nor for giving advice in relation to the Offering or any transaction or arrangement referred to herein.

**You may not reproduce or distribute this Prospectus, in whole or in part, and you may not disclose any of the content of this Prospectus or use any information given herein for any purpose other than considering an investment in the Shares as described in this Prospectus.**

**The distribution of this Prospectus and the offering, subscription, sale or transfer of the Shares in certain jurisdictions may be restricted by law. Thus, this Prospectus may not be used in connection with any offer or solicitation in any jurisdiction where, or to any person to whom, it is unlawful to make such offer or solicitation. No action has been taken or will be taken by the Company, the Selling Shareholders or the Managers that would permit a public offering of the Shares or the possession or distribution of this Prospectus (or any other offering or publicity materials or application form(s) relating to the Shares) in any jurisdiction where action for that purpose would be required.**

**This Prospectus may not be used for, or in connection with, and does not constitute an offer of, or an invitation or solicitation to subscribe for or purchase, any Shares in any jurisdiction in which such offer, invitation or solicitation would be unlawful. The Company, the Selling Shareholders and the Managers require persons into whose possession this Prospectus comes to inform themselves about and to observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws in any such jurisdiction. Neither the Company, the Selling Shareholders nor the Managers accept any responsibility or liability for any violation by any person, whether or not such person is a prospective investor or purchaser of the Shares described in this Prospectus, of any of these restrictions.**

#### **Offering Restrictions**

Prospective investors should familiarize themselves with and observe the selling and transfer restrictions set out under “*Selling and Transfer Restrictions*”, as well as the other offering restrictions set forth below. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

#### **Notice to Investors in the United States**

NONE OF THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER U.S. REGULATORY AUTHORITY HAVE APPROVED OR DISAPPROVED THE

SHARES, OR PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE IN THE UNITED STATES.

Prospective investors are hereby notified that any seller of the Shares may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A. The Shares have not been and will not be registered under the U.S. Securities Act or the applicable securities laws of any state or other jurisdiction of the United States and may not be offered, sold, pledged or transferred within the United States, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. For a description of certain restrictions about eligible offerees and on transfer of the Shares, see *"Selling and Transfer Restrictions"*.

This document is not a prospectus within the meaning of Section 10 of the U.S. Securities Act.

### **Information for Investors in Certain Countries**

For information for investors in certain countries, see *"Selling and Transfer Restrictions"*.

### **Information to Distributors**

Solely for the purposes of the product governance requirements contained within: (i) MiFID II; (ii) articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (iii) local implementing measures (together, the **"MiFID II Product Governance Requirements"**), and disclaiming any and all liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Shares of the Offering have been subject to a product approval process, taking into account item 18 of the Guidelines of MiFID II Product Governance Requirements published by the European Securities and Markets Authority (**"ESMA"**) on February 5, 2018, which has determined that such Shares are: (a) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (b) eligible for distribution through all distribution channels as are permitted by MiFID II (the **"Target Market Assessment"**).

Any person offering, selling or recommending the Shares (a "distributor" under the MiFID II Product Governance Requirements) should take into consideration the Target Market Assessment.

Notwithstanding the foregoing, distributors should note that the price of the Shares may decline and investors could lose all or part of their investment in the Shares. This investment is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other advisor) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Managers will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (i) an assessment of suitability or appropriateness for the purposes of MiFID II; or (ii) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Shares (by either adopting the Target Market Assessment or refining it under the MiFID II Product Governance Requirements) and determining appropriate distribution channels.

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## PROSPECTUS SUMMARY

relating to the initial offering of New Offered Shares (as defined below) by Opdenenergy Holding, S.A. to raise gross proceeds of approximately €375 million and admission to trading on the Spanish Stock Exchanges

### A. Introduction and warnings

THIS SUMMARY SHOULD BE READ AS AN INTRODUCTION TO THIS PROSPECTUS. ANY DECISION TO INVEST IN THE SHARES OF OPDENENERGY HOLDING, S.A. (THE “COMPANY” AND, TOGETHER WITH ITS SUBSIDIARIES, THE “GROUP”) SHOULD BE BASED ON A CONSIDERATION OF THIS PROSPECTUS AS A WHOLE BY THE INVESTOR. THE INVESTOR COULD LOSE ALL OR PART OF THE INVESTMENT IN THE SHARES.

WHERE A CLAIM RELATING TO THE INFORMATION CONTAINED IN, OR INCORPORATED BY REFERENCE INTO, THIS PROSPECTUS IS BROUGHT BEFORE A COURT THE PLAINTIFF INVESTOR MIGHT, UNDER SPANISH LAW, HAVE TO BEAR THE COSTS OF TRANSLATING THIS PROSPECTUS AND ANY OTHER DOCUMENT INCORPORATED BY REFERENCE HEREIN BEFORE THE LEGAL PROCEEDINGS ARE INITIATED.

CIVIL LIABILITY ATTACHES ONLY TO THOSE PERSONS WHO HAVE TABLED THE SUMMARY, INCLUDING ANY TRANSLATION THEREOF, BUT ONLY IF THE SUMMARY IS MISLEADING, INACCURATE OR INCONSISTENT WHEN READ TOGETHER WITH THE OTHER PARTS OF THIS PROSPECTUS OR IF IT DOES NOT PROVIDE, WHEN READ TOGETHER WITH OTHER PARTS OF THIS PROSPECTUS, KEY INFORMATION IN ORDER TO AID INVESTORS WHEN CONSIDERING WHETHER OR NOT TO INVEST IN THE SHARES OF THE COMPANY.

The Company is incorporated as a public limited company (*sociedad anónima*) in Spain under Spanish law and, in particular, under the Spanish Companies Law (as defined below) operating under the commercial name of “OPDEnergy”. The Company is registered with the Commercial Registry of Madrid, under section 8, volume 40,461, sheet 83, page M-718,435. The Company holds Spanish tax identification number (NIF) A-31840135 and LEI number 959800KT1FVNZ7HC1R25. The corporate address and the phone number of the Company are: Cardenal Marcelo Spínola, 42, 5<sup>th</sup> floor 28016, Madrid, Spain and +(34) 914 559 996, respectively. The ISIN code allocated to the Company’s existing ordinary shares (including the Additional Shares) is ES0105544003, while the New Offered Shares (as defined below) have the provisional ISIN code ES0105544011, and will bear the same ISIN code as the Company’s issued share capital from Admission.

The current shareholders of the Company are (i) Aldrovi, S.L.; (ii) Jalasa Ingeniería, S.L. Unipersonal; and (iii) Marearoja Internacional, S.L. (collectively, the “Selling Shareholders”).

Aldrovi, S.L. is incorporated as a private limited company (*sociedad de responsabilidad limitada*) in Spain under Spanish law and, in particular, under the Spanish Companies Law. Aldrovi, S.L. is registered with the Commercial Registry of Navarre, under volume 1,085, sheet 201, page NA-21,789. Aldrovi, S.L. holds Spanish tax identification number (NIF) B-31833189 and LEI number 959800Z491TV8HTSMX15. The corporate address and the phone number of Aldrovi, S.L. are: calle Soledad Chivite, 10, 31592, Cintruénigo Navarre, Spain and +34 914 559 996, respectively.

Jalasa Ingeniería, S.L. Unipersonal is incorporated as a private limited company (*sociedad de responsabilidad limitada*) in Spain under Spanish law and, in particular, under the Spanish Companies Law. Jalasa Ingeniería, S.L. Unipersonal is registered with the Commercial Registry of Navarre, under volume 1,396, sheet 46, page NA-27,742. Jalasa Ingeniería, S.L. Unipersonal holds Spanish tax identification number (NIF) B-31946262 and LEI number 959800ML4VTC37BVPK45. The corporate address and the phone number of Jalasa Ingeniería, S.L. Unipersonal are: calle Albea, 8, 31500, Tudela, Navarre, Spain and +34 914 559 996, respectively.

Marearoja Internacional, S.L. is incorporated as a private limited company (*sociedad de responsabilidad limitada*) in Spain under Spanish law and, in particular, under the Spanish Companies Law. Marearoja Internacional, S.L. is registered with the Commercial Registry of Gipuzkoa, under volume 2,056, sheet 179, page SS-23,034. Marearoja Internacional, S.L. holds Spanish tax identification number (NIF) B-20819298 and LEI number 95980048Y39MXBSB8P44. The corporate address and the phone number of Marearoja Internacional, S.L. are: calle Etxetxikiak, 3, Bajo, 20500, Mondragon Gipuzkoa, Spain and +34 914 559 996, respectively.

This prospectus (the “Prospectus”) was approved by and registered with the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*, the “CNMV”) on April 23, 2021, and is available at the Company’s website ([www.opdenenergy.com](http://www.opdenenergy.com)) and at the CNMV’s website ([www.cnmv.es](http://www.cnmv.es)). Such approval and registration relate only to the initial offering (the “Offering”) of new and existing ordinary shares of the Company and subsequent admission to listing on the Barcelona, Bilbao, Madrid and Valencia Stock Exchanges (the “Spanish Stock Exchanges” and the “Admission”).

The Company is offering a number of new ordinary shares of the Company to qualified investors (the “Qualified Investors” and the “New Qualified Investors Shares”, respectively) at a price per share (the “Offering Price”) expected to be comprised within the non-binding offering price range of €4.26 and €5.20 (the “Offering Price Range”) and a number of new ordinary shares of the Company not to exceed €11.5 million in gross proceeds to (A) certain employees of the Group (including the Company’s senior management team other than the chief executive officer) (the “Relevant Employees”), and (B) the chief executive officer of the Company (to allow the fulfilment of his commitment to reinvest a portion of the liquidity bonus that will become payable by the Company to him on the pricing date of the Offering) and certain persons closely related or linked to (i) the Company’s senior management team or (ii) the ultimate beneficial owners of the Company’s shareholders (collectively, the “Related Investors” and, together with the Relevant Employees, the “Non-Qualified Investors”) (respectively, the “Employees Shares” and the “Related Investors Shares” and, jointly, the “New Non-Qualified Investors Shares”) at a certain price per share (which price will, in the case of the Relevant Employees, or may, in the case of the Related Investors, differ from, and be lower than, the Offering Price), and otherwise on the terms and conditions set forth herein. The New Qualified Investors Shares and the New Non-Qualified Investors Shares shall be referred to in this summary of the Prospectus as the “New Offered Shares”.



The chief executive officer of the Company has committed to subscribe New Non-Qualified Investors Shares through the Related Investors Sub-Tranche within the Non-Qualified Investors Tranche in the Offering with a portion of the liquidity bonus that will become payable by the Company to him on the pricing date of the Offering.

The Company expects to raise gross proceeds of approximately €375 million through the issue of New Offered Shares in the Offering. Nevertheless, the Company has approved a share capital increase resolution for a maximum effective amount (including par value and share issue premium) of €425 million and has reserved the option to increase the number of New Offered Shares so as to raise up to a maximum of €425 million in gross proceeds (if, and to the extent that, the change of control clause under our outstanding notes is not triggered as a result of this exercise) the exercise of which, if applicable, will be made public by filing the corresponding other relevant information notice (*comunicación de otra información relevante*) with the CNMV by not later than the date of pricing of the Offering.

In addition, the Selling Shareholders will grant an option to Banco Santander, S.A. ("**Banco Santander**") and Citigroup Global Markets Europe AG ("**Citigroup**") and, together with Banco Santander, the "**Joint Global Coordinators**") to acquire a number of additional existing ordinary shares of the Company representing up to 10% of the New Offered Shares (the "**Additional Shares**", and together with the New Offered Shares, the "**Shares**") at the Offering Price (less agreed commissions) to cover over-allotments of New Offered Shares in the Offering, if any, and short positions resulting from stabilization transactions (the "**Over-allotment Option**"). The New Qualified Investors Shares and, if the Over-allotment Option is exercised in whole or in part, the Additional Shares are referred to, collectively, as the "**Qualified Investors Shares**". The Over-allotment Option will be exercisable, in whole or in part, by Citigroup Global Markets Europe AG in its capacity as stabilization manager (the "**Stabilization Manager**"), acting on behalf of the Joint Global Coordinators and Alantra Capital Markets, S.V., S.A. ("**Alantra**"), Joh. Berenberg, Gossler & Co. KG ("**Berenberg**"), BofA Securities Europe SA ("**BofA**") and RBC Capital Markets (Europe) GmbH ("**RBC Capital Markets**") and, together with Alantra, Berenberg, BofA and the Joint Global Coordinators, the "**Managers**", for a period of 30 calendar days from Admission, the date on which the Company's ordinary shares are listed and commence trading on the Spanish Stock Exchanges through the Automated Quotation System or "*Mercado Continuo*" of the Spanish Stock Exchanges (the "**AQS**").

Neither the Company's website nor any of its contents form part or are incorporated into this Prospectus, whether by reference or otherwise, except as otherwise provided herein. The CNMV has neither examined nor approved the Company's website nor any of its contents. Investors may contact the CNMV by telephone (+34) 900 535 015.

## **B. Key information on the issuer**

### **B.1. Who is the issuer of the securities?**

The legal name of the issuer is Opdenenergy Holding, S.A. and its commercial name is "OPDEnergy". The Company is incorporated as a public limited company (*sociedad anónima*) in Spain under Spanish law and, in particular, under the Spanish Companies Law, and it is registered with the Commercial Registry of Madrid, under section 8, tome 40,461, sheet 83, page M-718,435. It has its registered office at Cardenal Marcelo Spinola, 42, 5<sup>th</sup> floor 28016, Madrid, Spain. The Company is incorporated for an unlimited term and holds Spanish tax identification number (NIF) A-31840135 and LEI number 959800KT1FVNZ7HC1R25.

The Company was originally incorporated on January 20, 2005 as a limited company (*sociedad limitada*) and with registered office at Polígono Industrial Santos Justo y Pastor, sin número, Fustiñana (Navarre). The initial Company's corporate name was Otras Producciones de Energía, S.L. Since its incorporation, it has changed its registered office to the address indicated above in Madrid (Spain) and changed its corporate name three times (firstly, to OPDE Investment España, S.L., secondly, to OPDE Investment España, S.A. as a result of its re-registration as a Spanish public limited company (*sociedad anónima*), and, thirdly, to Opdenenergy Holding, S.A. as a preparatory step for the Offering and to align its corporate and commercial names).

The Company was initially incorporated with a share capital of €6,000, divided into 6,000 ordinary shares each with a par value of €1.00. As a result of the share capital increases carried out on December 29, 2006, March 30, 2007 and December 28, 2009, the Company's share capital raised to €3,012,000, divided into 301,200 ordinary shares each with a par value of €10. On June 19, 2013, the Company redeemed 89,356 treasury shares and, consequently the Company share capital was reduced to €2,118,440, divided into 211,844 ordinary shares each with a par value of €10. On March 17, 2021, as a preparatory step for the Offering, the Company carried out a share split in the ratio of 500 new shares per one existing share by reducing the par value of the shares from €10 to €0.02 and increasing the number of shares to 105,922,000.

The Company's principal activities are (i) the promotion, development, construction, asset management and operation and maintenance of renewable energy plants, (ii) the generation and sale of renewable energy, and (iii) the investigation, research and innovation within the renewable energy sector and the technologies associated thereto.

The following table sets forth the shareholding and voting rights in the Company of OPDEnergy's principal shareholders immediately (i) prior to the Offering; and (ii) after the Offering, together with the expected shareholding and voting rights in the Company corresponding to the free float shares and the expected shareholding of the chief executive officer of the Company who has undertaken to subscribe a number of New Non-Qualified Investors Shares in the Offering, assuming that the number of New Offered Shares is 79,281,184, which is the number of New Offered Shares required to raise gross proceeds of approximately €375 million at the mid-point price of the Offering Price Range (that is, disregarding the Employees Shares which would be subscribed at the mid-point price of the Offering Price Range after application of a 10% discount).

Shareholder	Pre-Offering		Offering	Post-Offering			
	Number of shares	%	Number of Shares subject to the Over-allotment Option	Number of Shares owned assuming no exercise of the Over-allotment Option	%	Number of Shares owned assuming full exercise of the Over-allotment Option	%
Marearoja Internacional, S.L. <sup>(1)</sup>	44,677,900	42.18	3,344,080	44,677,900	24.12	41,333,820	22.32
Jalasa Ingeniería, S.L. Unipersonal <sup>(2)</sup>	16,566,200	15.64	1,239,958	16,566,200	8.94	15,326,242	8.28
Aldrovi, S.L. <sup>(3)</sup>	44,677,900	42.18	3,344,080	44,677,900	24.12	41,333,820	22.32
Free float	0	0	—	78,825,180	42.56	86,753,299	46.84
Chief executive officer <sup>(4)</sup>	0	0	—	456,004	0.25	456,004	0.25
<b>Total</b>	<b>105,922,000</b>	<b>100.00</b>	<b>7,928,118</b>	<b>185,203,184</b>	<b>100.00</b>	<b>185,203,184</b>	<b>100.00</b>

(1) Held by Mr Gustavo Carrero Díez and his wife, Ms Miren Izpiñe Aramburu Aguirre, on a 73%/27% basis, respectively.

(2) Wholly owned by Mr Francisco Javier Remacha Zapatel.

(3) Held by Mr Alejandro Javier Chaves Martínez and his wife, Ms Maria Paz Sesma Garbayo, on a 51%/49% basis, respectively.

(4) The commitment undertaken by the chief executive officer of the Company to subscribe for New Non-Qualified Investors Shares through the Related Investors Sub-Tranche within the Non-Qualified Investors Tranche in the Offering is further described elsewhere in this Prospectus.

Upon Admission, the Board of Directors will consist of the following seven members in accordance with the resolutions passed by the General Shareholders' Meeting on March 17, 2021 and April 15, 2021: Mr Luis Cid Suárez (executive), Ms Cristina Fernández González-Granda (independent), Ms Mar Gallardo Mateo (independent), Ms Chony Martín Vicente-Mazariegos (independent), Mr Gustavo Carrero Díez (proprietary), Mr Francisco Javier Remacha Zapatel (proprietary), and Mr Alejandro Javier Chaves Martínez (proprietary). The appointments of all directors are conditional upon the Admission.

Deloitte, S.L., with registered office at Plaza Pablo Ruiz Picasso 1, Torre Picasso, Madrid 28020, Spain, holder of Spanish tax identification number (NIF) B-79104469 and registered with the R.O.A.C. (*Registro Oficial de Auditores de Cuentas*—Official Registry of Auditors) under the number S0692 and in the Commercial Registry of Madrid under volume 13,650, section 8, sheet 188, page M-54,414 as the 96th entry, is the appointed independent auditor of the Company.

## B.2. What is the key financial information regarding the issuer?

The financial information included in this Prospectus has been derived from the Company's audited consolidated annual accounts as of and for year ended December 31, 2020, which include unaudited consolidated financial information as of and for the financial year ended December 31, 2019 for comparative purposes only (the "**2020 Audited Consolidated Annual Accounts**"), and the Company's audited consolidated financial statements as of and for the financial years ended December 31, 2019 and 2018, which include unaudited consolidated financial information as of and for the financial year ended December 31, 2017 (along with the unaudited consolidated statements of financial position as of January 1, 2017 due to the first application of the IFRS—as defined below) for comparative purposes only (the "**2019 and 2018 Audited Consolidated Financial Statements**" and, together with the 2020 Audited Consolidated Annual Accounts, the "**Consolidated Financial Statements**"). The audit reports of the Consolidated Financial Statements issued by Deloitte, S.L. are unqualified.

The Company includes in this Prospectus pro forma consolidated financial information consisting of the pro forma consolidated balance sheet of the Company as of December 31, 2020 and the pro forma consolidated income statement for the year then ended, together with the special report prepared by the auditor according to Commission Delegated Regulation (EU) 2019/980 of March 14, 2019 supplementing the Prospectus Regulation as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Commission Regulation (EC) N° 809/2004 ("**Delegated Regulation 2019/980**") (the "**Pro Forma Financial Information**"). The Pro Forma Financial Information has been prepared on the basis of, and should be read in conjunction with, the Consolidated Financial Statements.

The Consolidated Financial Statements and the Pro Forma Financial Information have been prepared in accordance with the International Financial Reporting Standards ("**IFRS**") as adopted by the European Union ("**IFRS-EU**") and in accordance with Regulation (EC) No 1606/2002 of the European Parliament and of the Council dated July 19, 2002 on the application of international accounting standards, effective as of December 31, 2020.

The Pro Forma Financial Information has been prepared for the purpose of illustrating, on a pro forma basis, the potential impact on the consolidated balance sheet of the Company as of December 31, 2020, as well as on the consolidated income statement for the year then ended, of the acquisition from Marguerite Solar Spain, S.L. Unipersonal (an investment vehicle of Marguerite II SCSp) of 80% of the share capital of the following Spanish companies (i) Planta Solar Opde La Fernandina, S.L., which operates the solar photovoltaic ground-based plant located in Merida (Badajoz) with a peak capacity of approximately 50 MW; (ii) Planta Solar Opde Extremadura 2, S.L., which operates the solar photovoltaic ground-based plant located in Puerto Real (Cadiz) with a peak capacity of approximately 50 MW; and (iii) Planta Solar Opde Andalucía, S.L., which operates the solar photovoltaic ground-based plant located in Alcalá de Guadaíra (Seville) with a peak capacity of approximately 50 MW, as if such acquisition had occurred on January 1, 2020. Prior to such acquisition, which was completed in March 2021, the Company owned 20% of the share capital of each of these three Spanish companies after having sold 80% in each of the three companies to Marguerite Solar Spain, S.L. Unipersonal in 2019. Following the completion of this acquisition, the Company owns 100% of these companies' share capital. The Pro Forma Financial Information has not been audited and has been prepared in accordance with the requirements of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 on the prospectus to be published when securities are offered to the public or admitted to trading

on a regulated market, and repealing Directive 2003/71/EC (the "Prospectus Regulation") and Delegated Regulation 2019/980, and with the update by the European Securities Market Authority on the recommendations from the Committee of European Securities Regulators for the consistent implementation of said regulation (ESMA/2013/319) and with the clarifications contained in document ESMA/31-62-780 and ESMA/31-62-1258.

The Pro Forma Financial Information has been prepared for illustrative purposes only on the bases and assumptions defined by the directors of the Company that are considered reasonable under the current circumstances, as well as the information available as of the date on which it was prepared.

The Consolidated Financial Statements, together with the respective audit reports, are incorporated by reference into this Prospectus.

The following tables set forth certain financial information derived from the Consolidated Financial Statements and the Pro Forma Financial Information.

#### Income Statement Information

	Pro forma for the year ended December 31, 2020	For the year ended December 31, 2020	For the year ended December 31, 2019	For the year ended December 31, 2018
		<i>(in thousands of euros)</i>		
Total revenue	149,544	139,047	132,919	7,505
Profit (loss) from operations	8,087	3,828	15,231	(949)
Profit (loss) attributable to shareholders of the Company	(648)	479	14,457	(416)

#### Balance Sheet Information

	Pro forma as of December 31, 2020	As of December 31, 2020	As of December 31, 2019	As of December 31, 2018
		<i>(in thousands of euros)</i>		
Total assets	468,851	318,902	299,941	137,242
Total equity	78,848	78,576	78,816	69,864
Net financial debt (long term debt plus short term debt minus cash)	221,025	107,730	75,337	14,244

#### Cash Flow Statement Information

	For the year ended December 31, 2020	For the year ended December 31, 2019	For the year ended December 31, 2018
		<i>(in thousands of euros)</i>	
Cash flows from operating activities	(29,451)	(43,944)	(59,492)
Cash flows from investing activities	6,007	(13,545)	11,835
Cash flows from financing activities	33,097	90,807	18,917

### **B.3. What are the key risks that are specific to the issuer?**

The most material risk factors specific to the issuer are as follows:

#### Risks Relating to changes in the Company's Business Model, Growth Plan and Pipeline

- The presentation of financial information in the Consolidated Financial Statements and the Pro Forma Financial Information reflects the Company's historical strategy regarding asset rotation and monetization, and as such may not be representative of the Company's future financial information and investors should not base any investment decision on it.
- The Company may not be able to successfully implement its business strategy to become a large-scale IPP and its ambitious growth plan. Its current gross installed capacity is c.583.7 MW and the development of its current pipeline with an aggregate potential gross installed capacity of c.9.4 GW, with varying probabilities as to its completion, would imply increasing the Company's gross installed capacity in the long term by c.16x (that is, c.1,600%). For instance, c.42% of the Company's pipeline projects are categorized as Identified Opportunities, the pipeline's most incipient phase which the Company estimates to have a probability of completion of less than 30%.
- The Company may fail to complete the development of its pipeline projects as planned or at all, and to secure bankable PPAs.

#### Risks Relating to the Company's Financial Condition and Financing Needs

- The Company has substantial indebtedness which limits its operational flexibility and exposes it to interest rate risk.
- The Company depends on arranging financing from various sources, in particular external debt financing, for the development and construction of its renewable energy plants.

#### Risks related to the Company's Operations

- The Company may not be able to complete projects under construction in a timely and efficient manner, or at all.
- Termination of a PPA or payment defaults by PPA counterparties, especially Centrica, could adversely affect the Company's business.
- Difficulties in connecting to distribution or transmission grids, a lack of transmission capacity or potential upgrade costs to the transmission grid could significantly impact the Company's ability to build its plants and to sell the electricity that the Company generates.

#### Risks Related to the Industry

- Competition in the renewable energy market is increasingly intense and may adversely affect the Company.
- The Company is exposed to changes in electricity sale prices, including wholesale electricity prices.

#### Legal and Regulatory Risks

- Unfavorable changes in regulations or government policies in support of renewable energies could significantly affect the Company's business.
- The Company does business in a highly regulated environment and needs to obtain permits, licenses and authorizations to carry out its activities.
- The Company and its proprietary directors are under investigation in two criminal proceedings in Spain.

### **C. Key information on the securities**

#### **C.1. What are the main features of the securities?**

The Shares, which comprise the New Offered Shares and, if the Over-allotment Option is exercised in whole or in part, the Additional Shares (see "B.1 Who is the issuer of the securities" of this Summary for more information on the number of Shares prior to the Offering and after the Offering), are ordinary shares of the Company, each with a nominal value of €0.02, all of the same class and series as the Company's existing shares. The Shares are denominated in euro. The Shares are ordinary shares of the Company and their owners will be granted the same economic and voting rights as with respect to the existing ordinary shares of the Company, which are set forth in the Spanish Companies Law and in the Company's bylaws. There are no restrictions on the free transferability of the Company's ordinary shares in the Company's bylaws.

The ISIN code allocated to the Company's existing ordinary shares (including the Additional Shares) is ES0105544003. The New Offered Shares have the provisional ISIN code ES0105544011, and will bear the same ISIN code as the Company's existing ordinary shares from Admission. There will be no offering, or application for listing, of any other class of shares of the Company. All the shares of the Company are of the same class.

The New Offered Shares will be and, if the Over-allotment Option is exercised in whole or in part, the Additional Shares, have been, created pursuant to the Spanish Companies Law and rank *pari passu* in all respects with the previously existing ordinary shares of the Company including with respect to the right to vote and the right to receive all dividends and other distributions declared, made or paid on the Company's share capital. Each ordinary share of the Company, including the Shares, carries the right to attend the general meeting of shareholders and cast one vote at the general meeting of shareholders of the Company. There are no restrictions on the voting and transfer rights of the ordinary shares of the Company, including the Shares. In addition, the following rights are inherent to the condition of shareholder of the Company: pre-emptive rights in issues of new shares and bonds or other instruments convertible into or carrying the right to subscribe for new shares in consideration for cash contributions; right to exercise shareholder actions; and information rights. Holders of Shares are also entitled to the rights and subject to the obligations set forth in the Company's bylaws.

Upon liquidation of the Company, shareholders are entitled to any remaining assets in proportion to their respective shareholdings, once the Company's debts, taxes and any expenses related to liquidation have been paid.

In the near term, the Company intends to devote its generated cash flows to continue growing its business and executing its business plan, including capital expenditures at various projects. The Company does not plan to distribute dividends during the next three years. As of the date of this Prospectus, the Company has not established a specific dividend policy yet. After the aforementioned period, the Company will assess whether to introduce a dividend policy, depending on its future results and financing needs.

#### **C.2. Where will the securities be traded?**

Application will be made to list the ordinary shares of the Company on the Spanish Stock Exchanges and to have them quoted through the AQS. The Company expects its ordinary shares to be listed on the Spanish Stock Exchanges on or about May 7, 2021 under the ticker symbol "OPDE".

#### **C.3. Is there a warranty attached to the securities?**

Not applicable.

#### **C.4. What are the key risks that are specific to the securities?**

The most material risk factors specific to the ordinary shares of the Company are as follows:

- After the Offering, the Company's majority shareholders will continue to be able to exercise significant influence over the Company and their interests may not be aligned with the interests of other shareholders of the Company.
- The Company's ordinary shares are exposed to trading risks and other external factors.

#### **D. Key information on the admission to trading on a regulated market**

##### **D.1. Under which conditions and timetable can I invest in the securities?**

The Company expects that the Offering will take place according to the tentative calendar set out below:

<b>Principal event</b>	<b>Date<sup>(1)</sup></b>
Approval and registration of the Prospectus with the CNMV	April 23, 2021
Commencement of the orders period for Non-Qualified Investors	April 23, 2021
Commencement of the book-building period	April 23, 2021
Finalization of the orders period for Non-Qualified Investors	April 29, 2021
Non-Qualified Investors Tranche final sizing and allocations of New Non-Qualified Investors Shares to Non-Qualified Investors	May 5, 2021
Finalization of the book-building period	May 5, 2021
Setting of the Offering Price <sup>(2)</sup> and the Employees Offering Price <sup>(3)</sup>	May 5, 2021
Execution of the Underwriting Agreement	May 5, 2021
Publication of the inside information notice ( <i>comunicación de información privilegiada</i> ) with the Offering Price <sup>(2)</sup> and the Employees Offering Price <sup>(3)</sup>	May 5, 2021
Allocations of New Qualified Investors Shares to investors	May 5, 2021
Prefunding of the New Offered Shares by Banco Santander	May 6, 2021
Granting of the public deed of share capital increase	May 6, 2021
Filing and registration of the public deed of share capital increase with the Commercial Registry of Madrid	May 6, 2021
Transaction date and publication of an other relevant information notice ( <i>comunicación de otra información relevante</i> )	May 6, 2021
Admission and commencement of the Stabilization Period (on or about)	May 7, 2021
Settlement Date (on or about)	May 10, 2021
End of Stabilization Period (no later than)	June 4, 2021

(1) Each of the dates included in the above tentative calendar is subject to change without prior notice. Any change, including in particular any lengthening or shortening of the tentative calendar, will be made public by publishing the corresponding other relevant information notice (*comunicación de otra información relevante*) with the CNMV.

(2) Offering Price refers to the price (as the case may be) of the Qualified Investors Shares and the Related Investors Shares (except where the Offering Price is greater than the high end of the Offering Price Range, in which case the subscription price of the Related Investors Shares will be the high end of the Offering Price Range).

(3) Employees Offering Price refers to the subscription price of the Employees Shares, which will be the lower of the (i) Offering Price and (ii) the high end of the Offering Price Range, after the application of a 10% discount.

Assuming that the Offering prices at the mid-point of the Offering Price Range and that the Over-allotment Option is not exercised, the stake of the Company's existing shareholders prior to the Offering in the Company would represent approximately 57.19% of the total number of ordinary shares following the Offering, which would represent a dilution in ownership percentage for the pre-Offering shareholders of approximately 42.81% with respect to the ownership percentage they held prior to the Offering. Under such same assumptions and assuming full exercise of the Over-allotment Option, the stake of the existing shareholders following Admission will be approximately 52.91% of the Company's total share capital and voting rights.

For purely informational purposes, due to the difficulty in determining precisely the expenses incurred as of the date of this Prospectus or to be incurred by the Company and the Selling Shareholders, the estimated fees and expenses payable by the Company and the Selling Shareholders in connection with the Offering and the Admission amount to approximately €20.34 million and €1.41 million (excluding applicable VAT), respectively, assuming that (i) the Company raises gross proceeds of approximately €375 million in the Offering; (ii) the Non-Qualified Investors Tranche is unsubscribed (and thus the Qualified Investors Tranche is increased accordingly); (iii) the Over-allotment Option is entirely exercised; and (iv) the discretionary commission to the Managers is paid in full.

##### **D.2. Who is the offeror and/or the person asking for admission to trading?**

The Company is the offeror of the New Offered Shares (see "B. Key information on the issuer" of this Summary for more information on the Company) and the person asking for admission to trading for all the issued and outstanding ordinary shares of the Company on the date of Admission.

The Selling Shareholders will be the offerors of the Additional Shares if the Over-allotment Option is exercised, in whole or in part. The Over-allotment Option will be exercisable, in whole or in part, by Citigroup in its capacity as stabilization manager, acting on behalf of the Managers for a period of 30 calendar days from the date of Admission. For more information on the Selling Shareholders, see "A. Introduction and warnings".

### **D.3. Why is this prospectus being produced?**

This Prospectus constitutes a prospectus relating to the Company for the purposes of articles 3 and 4 of the Prospectus Regulation. This Prospectus has been approved by and is registered with the CNMV in its capacity as competent authority under the Prospectus Regulation, the consolidated text of the Securities Market Law approved by Royal Legislative Decree 4/2015 of October 23 (*texto refundido de la Ley del Mercado de Valores aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre*) and the relevant implementing measures in Spain. Such approval and registration relate only to the Offering and the Admission.

The Company believes that the Offering is the next step in the Company's long-term development and ongoing transformation into a large-scale geographically diversified independent power producer. The Offering will permit the Company to raise gross proceeds of approximately €375 million from the issue and subscription of the New Offered Shares in the Offering, which will be fully deployed (net of the Offering expenses) to pursue certain pipeline projects, including to partially fund the equity portion of the capital expenditures and investments associated with their development.

The Offering would also provide an opportunity for the Selling Shareholders to monetize a limited portion of their equity investment in the Company if the Over-allotment Option is exercised. The Company will not receive any proceeds from the sale of any Additional Shares by the Selling Shareholders through the Over-allotment Option and, in turn, the Selling Shareholders will not receive any proceeds from the issue and subscription of New Offered Shares in the Offering.

The Offering is also expected to widen the Company's shareholder base by incorporating institutional investors and a diversified base of international shareholders, thus improving the Company's access to international public capital markets (including for debt instruments) that could help OPDEnergy obtain additional and more diversified sources of capital for future investments. In this regard, the Company believes that the Offering will enable the Company to expand its shareholder base so as to reach a free float of between 42.56% (assuming that the Offering prices at the mid-point price of the Offering Price Range and that the Over-allotment Option is not exercised) and 46.84% (assuming that the Offering prices at the mid-point price of the Offering Price Range and that the Over-allotment Option is exercised in full) of OPDEnergy's total issued share capital upon Admission, thus satisfying the minimum required threshold of distribution of shares for admission to trading on the Spanish Stock Exchanges through the AQS (which, in accordance with Spanish Royal Decree 1310/2005 of November 4, and subject to certain exceptions, involves reaching a free float of at least 25% of the shares admitted to trading).

Besides, becoming a publicly listed company will also provide the Company with additional advantages, including brand recognition, enhanced transparency and corporate governance, reinforced institutional profile, and a tool to retain and incentivize the senior management through stock incentive schemes, as well as strengthening and institutionalizing the relationships of the company with its internal and external stakeholders.

As the Company expects to pay the amount of fees and expenses indicated under "D.1 Under which conditions and timetable can I invest in the securities?" of this Summary, with the proceeds of the Offering, the Company expects to raise net proceeds of approximately €354.66 million through the issue of the New Offered Shares in the Offering.

The Company, the Selling Shareholders and the Managers are expected to enter into an underwriting agreement (the "**Underwriting Agreement**") with respect to the New Qualified Investors Shares being offered by the Company and, if any, the Additional Shares to be sold by the Selling Shareholders with respect to the Over-allotment Option, on the date of the setting of the Offering Price (expected to be on or about May 5, 2021). Subject to the satisfaction of certain conditions set out in the Underwriting Agreement, each Manager will agree, severally but not jointly, nor jointly and severally, to procure subscribers for or, failing which, to subscribe the total number of Qualified Investors Shares as is set forth in the Underwriting Agreement pursuant to their respective underwriting quotas.

There are no material arrangements or conflicting interests to the Offering and/or Admission.

## RISK FACTORS

*An investment in the Shares involves a high degree of risk. You should read and carefully consider the risks described below together with the information contained in this Prospectus before making an investment in the Shares. Investors should consider carefully whether an investment in the Shares is suitable for them in light of the information in this Prospectus and their personal circumstances. If any recipient of this Prospectus is in any doubt about any action they should take, they should consult a competent independent professional adviser who specializes in advising on the acquisition of listed securities, to carefully review the risks associated with an investment in, and holding of, the Shares.*

*Any of the following risks and uncertainties could materially and adversely affect our business, financial condition, results of operations and prospects and this, in turn, could cause you to lose all or part of your original investment. However, the risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not currently known to us or that we currently deem either immaterial or insufficiently specific to the Shares or our Group for inclusion in this Prospectus may also materially and adversely affect our business, financial condition, results of operations and prospects. If any of those risks actually occurs, our business, financial condition, results of operations and prospects would suffer and you could lose all or part of your original investment. Such risks include, among others, those related to (i) the failure to retain key executives and technical personnel; (ii) the failure to attract and retain new skilled employees; (iii) the failure of our internal control policies and procedures to prevent fraud, unethical or other criminal acts committed by our employees, agents or contractors or those of our affiliates; (iv) future changes in the International Financial Reporting Standards (“IFRS”) as adopted by the European Union (“EU” and “IFRS-EU”) which may adversely affect our reported financial information; (v) foreign exchange risks derived from our international operations; (vi) the failure to realize our deferred tax assets; (vii) liability for our construction or maintenance operations in respect of non-Group renewable energy plants; (viii) the occurrence of a significant liability event that is not fully covered by insurance; (ix) delays or outages in, or any potential cyber-attacks on, our IT systems and networks; and (x) the existence of legal claims and proceedings and regulatory enforcement actions.*

*This Prospectus includes forward-looking statements that involve risks and uncertainties and our actual results may differ substantially from those discussed in such forward-looking statements, including as a result of the risks described below. Save as required by applicable law, we are not obliged to, and make no commitment to, release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances or unanticipated events occurring after the date of this Prospectus. See “Presentation of Financial Information and Other Important Notices—Forward-Looking Statements”.*

*In this section, references to “PPAs” shall be deemed to refer to power purchase agreements and other types of remuneration arrangements for the sale of energy. For information on the remuneration arrangements applicable to our plants, see “Business—Portfolio—Portfolio Remuneration”. In this section, references to “contractors” shall be deemed to refer both to contractors and sub-contractors, where applicable.*

### **1. Risks Related to our Business**

#### **1.1. Risks Relating to the Change in our Business Model, Growth Plan and Pipeline**

*1.1.1. The presentation of financial information in the Consolidated Financial Statements and the Pro Forma Financial Information reflects our historical strategy regarding asset rotation and monetization, and as such may not be representative of our future financial information and investors should not base any investment decision on it.*

Investors should note that the Consolidated Financial Statements and the Pro Forma Financial Information (each as defined in “Presentation of Financial Information and Other Important Notices”) reflect our management’s historical strategy regarding asset rotation and monetization. During the last 15 years we have followed a strategy of high asset turnover, pursuant to which we sold the renewable energy plants that we put into operation (or majority interests therein) to third parties. However, in November 2020, we decided to change our strategy and going forward intend to maintain full ownership or controlling stakes of the majority of the renewable energy plants that we develop and put into operation (except for projects in Mexico, which we expect to undertake together with Riverstone, with us holding minority interests), so that such plants will not be automatically held for sale. Notwithstanding the foregoing, in specific circumstances we may continue to rely to some extent on asset rotation to optimize our portfolio and support our development financing needs. See “Business”.

Energy sales have not played a significant role on our consolidated revenue in 2020, 2019 and 2018, respectively. The business line of sale of energy and other represented 8%, 3% and 54% of the Company's revenue for the years ended December 31, 2020, 2019 and 2018, respectively. See Note 18.1 to our 2020 Audited Consolidated Annual Accounts and Note 17.1 to our 2019 and 2018 Audited Consolidated Financial Statements. However, we expect energy sales to increase in the future, as we develop our project pipeline and our portfolio of plants becomes larger and is brought into operation. Energy sales are a function of the average sale price per MWh sold and the volume of electricity generated. In addition, the profitability of the energy generation business in general is affected by the evolution of the sale price of electricity and, therefore, such evolution may affect the attractiveness of future renewable energy projects as well as the book value and market value of our existing assets.

As a result of the recent change in our business model, it is difficult to predict the likely future performance of our business. Given the limited operating history of our new business model, our prospective investors will not be able to rely on our historical financial information or any other financial data to evaluate the prospects of our business or the merits of an investment in the Shares.

As of the date of this Prospectus, our portfolio of operating, ready for operation and under construction renewable energy plants includes 13<sup>1</sup> solar photovoltaic ("PV") plants and one onshore wind plant, with an aggregate gross installed capacity of c.583.7 MW (including plants in respect of which we own non-controlling interests) and an attributable installed capacity of c.468.3 MW. As of the date of this Prospectus, approximately 104.3 MW correspond to Sol de los Andes, a wholly-owned solar PV plant located in Chile that is under construction, and the remaining gross installed capacity of c.479.4 MW (c.364.0 MW on an attributable basis) correspond to operating plants and plants which are ready for operation<sup>2</sup>. In addition, we have a portfolio of pipeline projects (comprised of "Backlog", "Advanced Stage", "Early Stage" and "Identified Opportunities" projects, each as defined in "Business—Pipeline") with an aggregate potential gross installed capacity of c.9.4 GW, of which c.3.7 GW relate to projects categorized as Backlog or Advanced Stage, our pipeline's most mature phases which we estimate to have a probability of completion of 50% to 100% and which the Company expects to undertake in the short to medium term (out of the total Backlog and Advanced Stage projects with an aggregate potential gross installed capacity of c.3.7 GW, c.3.1 GW are targeted to reach commercial operation date ("COD") by December 31, 2023, c.0.55 GW are targeted to reach COD throughout 2024 and the remaining c.0.05 GW are targeted to reach COD throughout 2026).

Failure to successfully implement our new business model may have a material adverse effect on our business, results of operations, financial condition and prospects.

1.1.2. We may not be able to successfully implement our business strategy to become a large-scale IPP and our ambitious growth plan. Our current gross installed capacity is c.583.7 MW and the development of our current pipeline with an aggregate potential gross installed capacity of c.9.4 GW, with varying probabilities as to its completion, would imply increasing our gross installed capacity in the long term by c.16x (that is, c.1,600%). For instance, c.42% of our pipeline projects are categorized as Identified Opportunities, our pipeline's most incipient phase which we estimate to have a probability of completion of less than 30%.

As described in greater detail in "Business", we are in the midst of a transformational journey from a fully-integrated developer and operator of renewable energy plants to a large-scale independent power producer ("IPP") in Europe and the Americas. However, we may not be able to successfully implement this transformation within the expected timeframe or at all. Moreover, any operational efficiencies or increased profitability that we expect to realize from such transformation may differ materially from our expectations, and any synergies, cost savings or productivity enhancements that we realize may be offset, in whole or in part, by reductions in revenue or through increases in expenses.

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<sup>1</sup> One of these 13 plants is our Puglia solar PV plant which consists of seven separate plants. The seven solar PV plants comprising Puglia are held through three different SPVs and are considered to be a single solar PV plant for management purposes.

<sup>2</sup> Lire and Lingue, two of our wholly-owned solar PV plants located in Chile with c.3.0 MW of gross installed capacity each, have already been constructed so for management purposes they are considered ready for operation plants. These two plants are expected to reach full COD by June 2021. For additional details, see "Business—Portfolio".



As part of our journey to become a large-scale IPP with a high-quality built-to-operate portfolio, we have an ambitious growth plan based on a pipeline of potential projects with an aggregate potential gross installed capacity of c.9.4 GW. We have established certain probability of completion criteria and procedures for classifying our potential projects, which are comprised of Backlog, Advanced Stage, Early Stage and Identified Opportunities projects. These criteria and procedures are used for internal planning purposes and have not been verified by any third parties. Our pipeline is not an audited measure and there are no generally accepted principles for its calculation. Further, our definition and classification of pipeline projects may not necessarily be the same as those used by our competitors. As a result, any figures or other data provided in this Prospectus with respect to our pipeline may not be comparable to the information reported by other companies with respect to their pipeline. In addition, given its dynamic nature, our pipeline is subject to change and certain projects classified under a certain pipeline category could be reclassified under another pipeline category or could cease to be pursued in the event that unexpected events occur.

The table below shows certain key information on our pipeline projects, based on our expectations as to the probability of their completion. As indicated below, approximately c.42% of our pipeline projects are categorized as Identified Opportunities, our pipeline's most incipient phase which we estimate to have a probability of completion of less than 30%. It may be that other groups or companies are interested in the same projects and seek to undertake them.

Prob. of completion	>80%	50% - 80%	30% - <50%	<30%	Total
Classification Criteria	Backlog 	Advanced Stage 	Early Stage	Identified Opportunities	
Total MW	c.907 MW	c.2,781 MW	c.1,792 MW	c.3,910 MW	+9.4GWs
% of Total Pipeline	c.9.6%	c.29.4%	c.19.1%	c.41.9%	100%

We intend to use the net proceeds of the Offering to partially finance the equity portion of the capital expenditures associated with the development of our Backlog and Advanced Stage projects. The Company generally seeks to fund the capital expenditures and investments requirements associated with the execution of its projects through a combination of (i) project financing at the level of the project special purpose vehicle ("SPV") (c.70%) and (ii) equity being funded by the Company which may consist of Company's own funds or funds raised from third parties (c.30%). For additional information regarding the Company's targeted sources for its equity and debt funds requirements associated with the development of its Backlog and Advanced Stage projects, see "Reasons for the Offering and Use of Proceeds".

Pipeline projects classified as Backlog and Advanced Stage projects (which have an aggregate potential gross installed capacity of c.3.7 GW) include the Company's most mature pipeline projects which are estimated by the Company to have a probability of completion higher than 80% for the Backlog projects and of 50% to 80% for the Advanced Stage projects, each with an aggregate potential gross installed capacity of c.907 MW and c.2,781 MW, respectively.

As of the date of this Prospectus we have a portfolio of operating, ready for operation and under construction renewable energy plants with an aggregate gross installed capacity of c.583.7 MW, of which c.473.4 MW correspond to operating plants and 110.3 MW to plants ready for operation or under construction. Our immediate target is that our portfolio of 110.3 MW of plants ready for operation or under construction reach COD by December 31, 2021. In addition, out of the total Backlog and Advanced Stage projects with an aggregate potential gross installed capacity of c.3.7 GW, c.3.1 GW (c.84%) are targeted to reach COD by December 31, 2023, c.0.55 GW (c.15%) are targeted to reach COD throughout 2024 and the remaining c.0.05 GW (c.1%) are targeted to reach COD throughout 2026. For additional information regarding the targeted COD for our pipeline projects, see "Business-Pipeline". The completion of our Backlog and Advanced Stage projects would imply increasing our aggregate gross installed capacity by c.6.3x (from c.583.7 MW, which corresponds to our current operating, ready for operation and under construction portfolio).

Based on the Company's growth strategy in connection with the development of its estimated c.907 MW Backlog and c.2,781 MW Advanced Stage projects, in an hypothetical scenario of successful completion of 100% of such projects (both of which have lower probabilities of completion according to their respective pipeline categories) and under the assumption that the value of capital expenditures and investments associated with their execution would amount to approximately €500,000 per MW (which is an indicative figure for calculation purposes only and in no case represents or should be relied upon as a forecast

of future capital expenditures and investment costs), the Company estimates that the total expansion funds requirements for the execution of such projects would amount to approximately €1,844 million. Considering the general target of project financing mentioned above (that is, c.70% project financing at the level of the project SPV with the remainder c.30% representing the project equity being funded by the Company with its own funds or funds raised from third parties), the Company expects that the project financing requirements for the execution of such projects would amount to approximately €1,290.8 million and the equity funds requirements would amount to approximately €553.2 million.

The net proceeds of the Offering of approximately €354.66 million would permit the funding of a substantial portion (approximately c.64%) of the aforementioned total expansion equity funds requirements. The balance of approximately €198.54 million, which represents c.36% of the total expansion equity fund requirements, is expected to be funded with:

- the Company's existing non-restricted cash as at the date of Admission disregarding the net proceeds of the Offering (which is expected to amount to approximately €39,193 thousand) and the undrawn principal amount available under the 2021 Notes (as defined under "*Operating and Financial Review—Liquidity and Financial Resources—Indebtedness*") facility which as of the date of this Prospectus amounts to approximately €25.5 million. See "*Operating and Financial Review—Recent Developments*";
- the estimated free cash flows after debt service which the Company expects the Group to generate with its existing portfolio of renewable energy plants and pipeline projects as they progressively achieve COD during the next four years; and
- additional corporate financing from third parties which the Company expects to obtain from its access to international debt capital markets, as well as banking and institutional financing sources, all of which would supplement the Company's financing needs at the corporate level as the Company grows in size.

The Company may also consider relying on asset rotation, mostly in the form of minority stake disposals, on a selective basis, if it has consumed a large portion of its financial resources available to fund the equity portion of its expansion funds requirements and provided that reliance on asset rotation allows it to continue executing projects that achieve ready to build status while creating value for its shareholders. In any case, asset rotation is expected to represent only an alternative minority source to raise funds for the Group to meet its expansion fund requirements and no disposals are currently anticipated in the short to medium term (except for our plans to explore having tax equity partners in our pipeline projects in the United States and to partner with Riverstone in our pipeline projects in Mexico).

As regards the tentative €1,290.8 million expansion project financing requirements, the Company expects to fund it with third-party financing at the SPV project level, including in the form of bank loans, project bonds or any other project-level financing customary for these type of assets. As of the date of this Prospectus, we expect the Company's Backlog and Advanced Stage projects will have favorable access to this type of financing, however we cannot assure that financing prospects will not change. Access to financing is greater for projects in respect of which PPAs with bankable terms have been signed or are expected to be signed than for projects that are more exposed to merchant prices. For additional information regarding the potential targeted terms and conditions of the Company's external debt at the level of the project SPV, see "*Business—Potential Targets for the Medium Term*".

Moreover, in the long term, in the event that we were to develop all of our current pipeline projects (which are comprised of our Backlog, Advanced Stage, Early Stage and Identified Opportunities and have an aggregate potential gross installed capacity of c.9.4 GW), we would increase the gross installed capacity of our current portfolio by c.16x (that is, c.1,600%). In this process, our current portfolio of operating, ready for operation and under construction renewable energy plants, which includes 13<sup>3</sup> solar PV plants and one onshore wind plant, would increase by c.14x to 199 renewable energy plants comprised of 180 solar PV plants and 19 onshore wind plants.

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<sup>3</sup> One of these 13 plants is our Puglia solar PV plant which consists of seven separate plants. The seven solar PV plants comprising Puglia are held through three different SPVs and are considered to be a single solar PV plant for management purposes.

Implementing our business strategy and growth plan may be more expensive, time consuming and resource intensive than anticipated and it may put considerable strain on our internal processes and capabilities. If we are unable to manage these changes effectively, we may not be able to take advantage of market opportunities, execute our business strategy successfully or respond to the increasing competitive pressures (see “—Risks Related to Our Industry—Competition in the renewable energy market is increasingly intense and may adversely affect us”). Our ability to execute our pipeline is dependent, among other factors, on our ability to meet our operational and financing needs to complete each project, as well as on the success of the development and construction of each project (see “—We may fail to complete the development of our pipeline projects as planned or at all, and to secure bankable PPAs”). In addition, our pipeline is based on internal projections and may be subject to unexpected adjustments, cancellations and uncertainty during development stages and therefore may not be an accurate or reliable indicator of our future revenue or profit. Failure to execute our pipeline could materially and adversely affect our business, financial condition, results of operations and prospects.

1.1.3. We may fail to complete the development of our pipeline projects as planned or at all, and to secure bankable PPAs.

The development of a renewable energy plant involves a multi-phase process consisting of three broad phases: (i) early stage development, which typically takes from six to nine months; (ii) permitting, which typically takes from 18 to 24 months; and (iii) final stage development, which includes steps that take place throughout all of the development process. These phases may occur in varying sequences and often concurrently, with variations in each country or region depending on the opportunities, constraints, regulatory regime and other characteristics of each market.

We spend significant time on project development, including initial site identification, obtaining land and land permits, funding third-party environmental and urbanistic studies and technical assessments (including concerning electricity grid access). In the course of development, we may uncover problems or encounter difficulties with projects, including, but not limited to, the following (i) we may encounter difficulties in obtaining and maintaining governmental permits, licenses and approvals required by existing laws and regulations or additional unanticipated regulations, which may lead to delays in the development of a project, refusal of the permits or reduction in the targeted installed capacity of the project; (ii) we may encounter difficulties in securing adequate property with sufficient solar or wind resources at an acceptable price or at all, due, for example, to heightened competition with other renewable energy companies in obtaining high-potential property and/or opposition from local communities; and (iii) our initial evaluations of site suitability may be based on assumptions that turn out to be incorrect, or unforeseen issues may arise with respect to the land or terrain for a project. For further information on the problems or difficulties we may encounter during development stages, see “Business—Our Fully-Integrated Value Chain—Development”. Projects under development are frequently complex and extensive in scope, and are subject to significant uncertainties, as a result of which we may not be able to complete them as planned or at all.

In addition, these matters may make it harder for us to secure the PPAs that we target with such projects, obtain financing on terms enabling sufficient profitability or achieve the desired returns on investment. In certain cases, this could lead to project postponement or abandonment and result in depreciation or write-down of development expenses. Moreover, the development of renewable energy plants often requires us to make significant up-front payments for, among other things, land rights and permitting in advance of commencing construction, and revenue from these projects may not be recognized for several additional months or years following contract signing. Any inability, or significant delays, in entering into PPAs after making such up-front payments could adversely affect our business, financial condition, results of operations and prospects. Furthermore, we may become constrained in our ability to simultaneously fund our other business operations and invest in other projects.

The write-downs recorded in “Changes in inventories of finished goods and work in progress” for the years ended December 31, 2020, 2019 and 2018, amounted to €2,711 thousand, €2,685 thousand and €911 thousand, respectively. For more information on the write-downs recorded in “Changes in inventories of finished goods and work in progress”, see Note 13 to our 2020 Audited Consolidated Annual Accounts and Note 13 to our 2019 and 2018 Audited Consolidated Financial Statements.

In addition, as of the date of this Prospectus we have PPAs in an advanced stage of negotiation or with indicative pricing with over 15 off-takers in connection with pipeline projects with an aggregate potential gross installed capacity of c.4 GW. We deem that a PPA is in an advanced stage of negotiation when (i) a commercial agreement has been achieved and there is a full document under negotiation or (ii) we have an agreement on pricing and other commercial terms are under discussion. Moreover, in the United States we have entered into two physical PPAs in connection with two solar PV plants (Franklin and High Horizons, which are currently Backlog projects with an aggregate potential gross installed capacity of c.182 MW). See “*Business—Pipeline*”.

The value and viability of our projects depends upon our ability to sell the electricity they produce under PPAs with creditworthy counterparties at adequate price levels and financing (including its terms and conditions) for a new project may depend on securing one or more bankable PPAs for such project. While, as of the date of this Prospectus, we believe that our plants benefit from PPAs with bankable terms, we may enter into PPAs with less attractive terms in the future which in turn could affect the terms and conditions under which we obtain new project financing. See “—*Risks Relating to Our Financial Condition and Financing Needs—We depend on arranging financing from various sources, in particular external debt financing, for the development and construction of our renewable energy plants*”. As a collateral matter, lower PPA prices may reduce the supply of project financing debt and hence potentially increase the required equity contribution, thereby weighing our project profitability. If we are unable to secure a PPA or are unable to do so on sufficiently favorable terms, we could be unable to secure project financing at all, or we may only be offered financing on unfavorable terms. In such cases, we may keep the relevant project in our pipeline and attempt to secure a PPA subsequently, but there can be no assurance that we will be successful in doing so and we may incur additional interim costs for upkeep of projects that may never be built. Failure to build such projects will result in write-downs of the relevant development costs and could materially and adversely affect our business, financial condition, results of operations and prospects.

Furthermore, it is possible that the terms of PPAs become more stringent over time. In particular, we have recently entered into two PPAs in the United States that contain particularly severe terms. Among other provisions, such PPAs provide for several milestones and requirements, including relating to capacity deficiencies, the related plants’ availability and their operation and maintenance, and provide for the payment of significant penalties upon certain events. Any adverse changes to the terms of PPAs could have an adverse impact on the financing of projects.

1.1.4. Our global operations and international expansion strategy expose us to legal, operational and other risks associated with operating internationally, such as various currency exchange rates.

As of the date of this Prospectus, c.45% of the gross installed capacity of our operating, ready for operation and under construction portfolio (including plants in respect of which we own non-controlling interests) is located in Spain, c.29% in Chile, c.25% in Mexico and c.1% in Italy. Our current pipeline with an aggregate potential gross installed capacity of c.9.4 GW is distributed as follows: c.49% relates to projects in Spain, c.14% relates to projects in the United States, c.12% relates to projects in Italy, c.10% relates to projects in Chile, c.5% relates to projects in Poland, c.4% relates to projects in the United Kingdom, c.4% relates to projects in Mexico and c.2% relates to projects in France. Moreover, our Backlog and Advanced Stage projects (which have an aggregate potential gross installed capacity of c.3.7 GW) are distributed as follows: c.20% relates to Backlog projects in Spain, c.5% relates to Backlog projects in the United States, c.54% relates to Advanced Stage projects in Spain and c.22% relates to Advanced Stage projects in Italy, the United Kingdom, United States and Chile.

Our existing international operations and expansion strategy expose us to a number of risks involved in operating in new markets and managing international operations, including, but not limited to, the following (i) our experience, knowledge and competitive advantages in our current key markets may not be fully transferable to other markets; (ii) technical specifications, laws or regulations restricting access to the electricity distribution grid; (iii) increased exposure to disputes, litigation or other proceedings (including legal, administrative, governmental, regulatory or arbitration proceedings), which could divert the attention of management, give rise to damages or otherwise result in unfavorable outcomes and settlements for us; and (iv) failure to comply with and monitor a wide variety of foreign laws, legal standards and foreign regulations including corporate formalities, export and import restrictions, employment laws, zoning, environmental protection and regulatory requirements.

For further information on the risks derived from our existing international operations and expansion strategy, see “*Business—Portfolio*.”

Any failure to comply with applicable anti-corruption laws and regulations could result in substantial fines, civil or criminal penalties and reputational damage that could adversely affect the cost or availability of financing for projects or otherwise materially and adversely affect our business, financial condition, results of operations and prospects.

In addition, our international expansion and our increasing volume of business outside Spain expose us to changes in various currency exchange rates. In particular, we generate revenue and/or incur expenses in currencies other than the euro, mainly the U.S. dollar, the Chilean peso and the Mexican peso, so that fluctuations in foreign currencies relative to the euro impact our financial condition and results of operations. The sale price of energy under our synthetic PPAs corresponding to our plants in Spain is fixed in euros, the sale price of energy under our PPAs in Chile is fixed in U.S. dollars and paid in Chilean pesos (based on the exchange rate as of the date of payment), and the sale price of energy under our PPAs in Mexico is fixed in Mexican pesos but it is subject to adjustments based on the exchange rate evolution of the Mexican peso against the U.S. dollar. While we seek that the revenue we obtain from the plants located outside the Eurozone is hard currency-denominated, or hard currency-linked (to currencies such as the U.S. dollar and, as soon as we commence the development of our projects in the United Kingdom, the pound sterling, which are less likely to depreciate suddenly or to fluctuate greatly in value), we continue to be exposed to fluctuations in local currencies which exposure may further increase as we continue to grow internationally.

No assurance can be given that our international expansion strategy will be successful. Failure to successfully manage the risks associated with our international expansion may have a material adverse effect on our business, financial condition, results of operations and prospects.

## **1.2. Risks Relating to Our Financial Condition and Financing Needs**

### **1.2.1. We have substantial indebtedness which limits our operational flexibility and exposes us to interest rate risk.**

We have substantial indebtedness and we require a significant amount of cash to service our debt, which may constrain the scale of our future investments and therefore limit our long-term growth prospects. Our significant amount of indebtedness may have important consequences for our business including, for example, an inability to pursue projects which we would consider beneficial to our portfolio growth strategy.

#### *Financial situation as of December 31, 2020*

Our outstanding debt has increased progressively in the past three years as the size of our portfolio has grown. Our total net financial debt<sup>(APM)</sup> grew from €14,244 thousand at the end of 2018 to €75,337 thousand at the end of 2019 and €107,730 thousand at the end of 2020. In addition, our Debt Ratio<sup>(APM)</sup> has grown steadily from 0.17 at the end of 2018 to 0.49 at the end of 2019 and 0.58 at the end of 2020. Moreover, our Adjusted Working Capital<sup>(APM)</sup> amounted to €10,136 thousand, €6,498 thousand and €15,766 thousand as of December 31, 2018, December 31, 2019 and December 31, 2020, respectively.

As of December 31, 2020, our borrowings from credit institutions associated with renewable energy plants consisted of current liabilities under our project financing associated with our plants and amounted to €85,747 thousand. The Company will start on the third quarter of 2021 the process to refinance an aggregate principal amount of €49,609 thousand in connection with these borrowings from credit institutions associated with renewable energy plants which will mature on December 31, 2021. These borrowings relate to the project-related debt undertaken in connection with Planta Solar OPDE 3, S.L., Planta Solar OPDE 5, S.L. and Planta Solar OPDE 6, S.L., which own our Los Belos, El Muelle and Montesol solar PV plants, respectively. See “*Operating and Financial Review—Contractual Obligations*”. Moreover, as of December 31, 2020, our debt instruments and other marketable securities, which consisted of our current and non-current liabilities under the Old Notes, amounted to €66,353 thousand.

Our finance costs have increased significantly as our outstanding debt has grown. Finance costs amounted to €7,638 thousand, €3,636 thousand and €1,892 thousand in 2020, 2019 and 2018, respectively.

### *Pro forma financial situation after the Marguerite Buyback Transaction and the Refinancing*

On March 17, 2021, our subsidiary Opdenenergy, S.A. issued the 2021 Notes which consisted of €114.5 million in principal amount of euro-denominated bonds, bearing interest at a floating rate (three-month Euribor subject to a floor of 0.00% with a step-up interest margin feature which is applicable every six months and ranging from 2.50% to 6.00%), and guaranteed by Opdenenergy Holding, S.A. and due on September 23, 2023. The proceeds of the issuance were used to fund the payment of the redemption price for the Old Notes (the “**Refinancing**”) and pay the price relating to the Marguerite Buyback Transaction.

The Marguerite Buyback Transaction and the Refinancing transactions increased our net financial debt<sup>(APM)</sup> as of December 31, 2020 from €107,730 thousand to €221,025 thousand, on a pro forma basis (that is, a €113,295 thousand increase) as (i) our borrowings from credit institutions associated with renewable energy plants increased from €85,747 thousand as of December 31, 2020 to €162,975 thousand (that is, a €77,228 thousand increase) due to the consolidation of the project debt finance of the related SPV associated with the three assets acquired from Marguerite, (ii) our debt instruments and other marketable securities increased from €66,353 thousand as of December 31, 2020 to €112,264 thousand (that is, a €45,911 thousand increase) due to the Refinancing; and (iii) our cash and cash equivalents increased from €(49,074) thousand as of December 31, 2020 to €(58,918) thousand (that is, a €(9,844) thousand increase) due to consolidating the SPV cash and cash equivalents of the three SPVs’ assets acquired from Marguerite. The Marguerite Buyback Transaction and the Refinancing had no impact on our borrowings from credit institutions (€4,638 thousand) and other financial liabilities (€66 thousand) as of December 31, 2020.

For additional information on our indebtedness, the 2021 Notes and the Marguerite Buyback Transaction, see “*Operating and Financial Review—Recent Developments*”, “*Operating and Financial Review—Liquidity and Financial Resources—Indebtedness*” and “*Material Contracts*”, respectively.

On a pro forma basis, pursuant to our Pro Forma Financial Information, the pro forma finance costs in 2020 amounted to €15,944 thousand. The increase, on a pro forma basis, of our finance costs compared to our historical finance costs in 2020 (€7,638 thousand) mainly reflect the issuance of the 2021 Notes.

### *Covenants and securities under our existing financial debt*

Each project financing agreement contains financial and non-financial covenants that are binding on the relevant project SPV and that we must observe in managing our financial resources and when planning for, or reacting to, changes in capital or operational expenditure in our business. In general, our financing agreements require the relevant project SPV to comply with a minimum debt service coverage ratio (“**DSCR**”) (1.0x or 1.05x, depending on the agreement). The typical financing agreement also imposes restrictions on distributions of funds to shareholders and repayments of current account advances, including compliance with a “lock-up” DSCR, which is generally set at a higher level than the minimum DSCR (1.20x or 1.25x depending on the agreement). Certain financing agreements also impose minimum ratios of equity to indebtedness and indebtedness to equity. In general, the financing agreements also contain obligations to fund a minimum deposit in a debt service reserve account (“**DSRA**”) (generally an amount equal to six months of debt service) before making any distributions. They also contain events of default that permit the lenders to accelerate the loan in the event of a failure to make a payment of interest or principal on the relevant payment date, or in the case of other events, such as a failure to comply with the minimum DSCR. Lenders may also accelerate the loan upon a change of control (as defined in the relevant financing agreement, which typically includes, while the plant is under construction, any change in the direct shareholding of the SPV (which may be owned by a company of the Group with or without a partner), and, while the plant is in operation, a change of the controlling shareholder at the level of OTRAS Producciones de Energía Fotovoltaica, S.L. Unipersonal). In addition, these financing agreements generally contain cross-default provisions enabling the lenders to accelerate repayment if the project SPV defaults on its own debt (beyond certain thresholds) or in the event of bankruptcy. Financing agreements also generally contain provisions limiting the debt capacities of the project SPV, as well as negative pledge provisions. Financing agreements entered into by project SPVs also contain reporting, disclosure and document submission requirements.

As of the date of this Prospectus, we believe that we comply with such terms. However, our failure to comply with such terms could result in a default under a project’s debt with adverse consequences such as lock-up of distributions from the project,

increased costs or even acceleration of the project's debt. Absent a waiver or restructuring agreement, which we have requested and carried out in the past, this could result in the lenders acquiring the secured assets or equity (including our ownership interest in the affected project SPV), or the Company or other entities in our Group having to make a payment either to prevent the creditors of the defaulting project SPV from foreclosing on, and then acquiring, the relevant secured assets or equity, or as a result of certain guarantees they may have provided in connection therewith. Furthermore, any claim by us against the assets of the project SPV are subordinated to those of the lenders, until the financing is repaid in full and we may potentially only be able to receive any distributions or repayments once the debt has been serviced. Moreover, any default would also likely result in a loss of customer or counterparty confidence and adversely affect our access to further project financing. Addressing or curing defaults on project indebtedness could also require the expenditure of significant management time and financial resources that would have otherwise been devoted to our other priorities.

In addition, certain of our project financing agreements contain cross-default provisions relating to the Company's default on its own debt. As a result, if the Company were to encounter certain financial difficulties, simultaneous defaults could be triggered across multiple projects.

Furthermore, while we generally seek to obtain non-recourse project financing, such type of project financing is not always available for particular projects and SPV holding companies and/or the Company may be required to provide certain guarantees. Accordingly, you should not assume references to project financing of our project SPVs in this prospectus to mean that any such project financings are on a non-recourse basis.

Moreover, the security package relating to the 2021 Notes includes pledges over (i) the share capital of Opdenenergy, S.A. Unipersonal (as issuer of the 2021 Notes), (ii) the share capital of Otras Producciones de Energía Fotovoltaica, S.L., (iii) the share capital of OPDE Participaciones Industriales, S.L., and (iv) certain bank accounts owned by Opdenenergy, S.A. Unipersonal.

Additionally, the issuer has to comply with a collateral cover ratio covenant of at least 1.05:1 and the issuer and guarantor of the 2021 Notes (that is, Opdenenergy, S.A. Unipersonal and Opdenenergy Holding, S.A., respectively) are subject to certain general negative covenants that restrict (i) the acquisition of a company, shares, securities, a business or an undertaking, (ii) the issuance of new shares, voting capital, options, warrants or redeemable shares (accordingly, for as long as the 2021 Notes are outstanding and this negative covenant has not been waived, we may be unable to issue any of these equity instruments to fund any outstanding equity portion required for the completion of our pipeline projects), (iii) the creation of securities over their assets, (iv) the financial indebtedness that may be incurred by the Group, and (v) any payment of dividends or other distribution and any bonus issue or any return of capital (with certain exceptions), amongst others. The 2021 Notes may be also accelerated (a) if the current shareholders cease to beneficially own more than 50% of the share capital and upon a cash sweep event (as defined in the terms and conditions of the 2021 Notes); or (b) at the discretion of the issuer. With respect to prong (iv) the New Trust Deed sets forth the terms under which members of the Group may incur debt and provides for certain limitations and/or requirements. Project financing is not limited in amount per se provided certain pricing terms and standards are met and that recourse is limited to the assets of, the shares held in, and loans made to, the relevant SPV incurring the project financing. In particular, the pricing of our project financing should not exceed by more than 200 basis points the pricing that would be offered by commercial or development banks for comparable financings. The 2021 Notes also contain events of default that permit the noteholders to accelerate the 2021 Notes in the event of a failure to make a payment of interest or principal on the relevant payment date, infringement of material provisions or in the case of other events, such as a failure to comply with the minimum collateral cover ratio. For additional information relating to the security and covenants package, redemption events and events of default under the 2021 Notes, see "*Operating and Financial Review—Liquidity and Financial Resources—Indebtedness—Corporate financing debt*".

As of the date of this Prospectus, we believe that we comply with the terms of the 2021 Notes. However, our failure to comply with such terms could result in an event of default under the 2021 Notes with adverse consequences such as acceleration of the debt relating thereto. Absent a waiver this could result in the noteholders acquiring the secured assets or equity (including our ownership interest in the issuer thereof, Otras Producciones de Energía Fotovoltaica, S.L. and OPDE Participaciones Industriales, S.L.).

### *Interest rate risk*

Furthermore, our debt obligations under our project financing debt and the 2021 Notes (and, previously, the Old Notes) carry variable interest rates and, therefore, we are significantly exposed to interest rate risk. While we seek to mitigate our exposure to interest rate fluctuations, by entering into interest rate hedging agreements, we may not be able to adequately hedge our interest rate risk immediately as it arises or may only do so on unfavorable economic terms. As of December 31, 2020, the Group had arranged an interest rate risk derivative for a notional amount of USD23,396 thousand in order to mitigate fluctuations in the financing of two renewable energy plants in Chile (Sol de los Andes and La Estrella).

According to Note 12.1 to the 2020 Audited Consolidated Annual Accounts, the sensitivity analysis to a variation in the long-term interest rate curve in relation to the fair value of our interest rate risk derivatives would imply a €3,113 thousand decrease in financial derivative debt when there is a 50 bps increase in the interest rate curve. In addition, a 50 bps decrease in the interest rate curve would result in a €3,117 thousand increase in financial derivative debt. The change in the fair value of our derivatives due a variation in the curve would similarly impact other comprehensive income.

As a result of the above, our failure to effectively manage our indebtedness could materially and adversely affect our business, financial condition, results of operations and prospects.

#### 1.2.2. We depend on arranging financing from various sources, in particular external debt financing, for the development and construction of our renewable energy plants.

Our industry is capital intensive and the development and construction of our renewable energy plants requires us to make substantial investments. We generally seek to fund the capital expenditures and investments requirements associated with the execution of our projects through a combination of project financing at the level of the project SPV (c.70%) and equity being funded by the Company which may consist of Company's own funds or funds raised from third parties (c.30%).

Our project financing has increased steadily over time. As of December 31, 2020 and 2019 our project debt amounted to €85,747 thousand and €71,072 thousand, respectively. As of the date of this Prospectus, we have financing arrangement with, among others, Banco Santander, Sumitomo Mitsui Banking Corporation (SMBC), Caixabank, Intesa Sanpaolo, Banco Sabadell, Bankinter, Liberbank, Abanca, Caja Rural de Navarra and Unicredit. As a result of the capital-intensiveness of our business, our business and growth strategy (including our ability to develop our project pipeline) are very sensitive to the availability, cost and other terms of project financing.

Moreover, on April 16, 2021, the Group entered into an arrangement letter with BBVA to secure the arrangement of project-level financing for all of our solar PV Backlog projects located in Spain, with an aggregate potential gross installed capacity of 725 MW. Pursuant to the letter, BBVA is appointed as underwriter and mandated lead arranger to arrange and syndicate project-level financing with a syndicate of banks or institutional investors which would be comprised of a term loan with a principal amount of up to €400 million, an up to €76 million PPA guarantee line and an up to €15-20 million in debt service reserve account guarantee line. Absent unexpected developments, this financing along with the equity investment required for the development of each project, is expected to cover substantially all the financing needs related with these assets. BBVA's mandate to arrange, manage the primary syndication and underwrite the above-mentioned facilities is subject to certain conditions, including the absence of a material adverse change (including any event or circumstance that adversely affects the Group's business, condition –financial, reputational or otherwise– operations, performance, assets or prospects, since the date of the 2020 Consolidated Financial Statements, the Company's ability to perform its obligations under the arrangement letter or the international or any relevant domestic banking or capital markets), final credit approval and satisfactory due diligence and therefore we cannot assure that such facilities will be entered into.

We may experience difficulties in securing debt financing for our projects in a timely fashion, on terms that enable satisfactory project profitability or at all, or such financing may be subject to restrictive terms that increase project operating costs and reduce project values. Furthermore, our ability to obtain debt financing for our projects may vary by market and, as we expand our portfolio, there can be no assurance that lenders that provided debt financing for our projects in the past will continue to do so for new projects. Factors that could adversely impact the availability or cost of financing for our projects include, but are not limited to, the following:



- PPAs with less bankable clauses than those meeting our standards to date or the inability to secure PPAs (see “—Risks Relating to the Change in our Business Model, Growth Plan and Pipeline—We may fail to complete the development of our projects as planned or at all, and to secure bankable PPAs”);
- diminished credit quality of our PPA counterparties and/or increased counterparty and concentration risk arising from our reliance on a small pool of PPA counterparties;
- elevated merchant exposure for project revenues that causes lenders to require an increased equity investment.
- technical or legal issues of a project identified in the course of the bank due diligence; and
- lack of availability of, or difficulty securing, sufficiently bankable technologies or equipment for planned projects.

In addition, our ability to seek long-term financing for projects on competitive terms may be particularly limited in the emerging markets where we operate, Mexico and Chile, where we have had to resort to mini-perm loans in connection with certain plants. For additional information, see “Operating and Financial Review—Liquidity and Financial Resources—Indebtedness—Project debt”.

Even if we are able to obtain initial financing commitments with respect to a project, we may not be able to satisfy the conditions precedent to closing or first drawdown, such as if we fail to obtain required permits or significant administrative authorizations.

If we are unable to arrange project debt financing or if it is only available on unfavorable terms, we may not be able to build our pipeline projects or may be able to do so only on less profitable terms. This may include having to make higher equity contributions for our new projects than those made in the past, thereby weighing on project profitability. We may also be required to sell plants in our portfolio (or interest thereof) in order to free up capital for new investments or debt reduction. As a result, difficulties in obtaining favorable financing could have a material adverse effect on our business, financial condition, results of operations and prospects.

1.2.3. The current incentive plans for the Senior Management and other employees of the Company could represent significant cash outflows for the Company and dilute investors’ interest in the Company.

*Senior Management IPO Bonus and CEO IPO Bonus*

In addition to basic compensation, certain members of the Senior Management (including our chief executive officer) and employees of the Company are entitled to various incentives that will become due and payable in connection with the Offering and Admission. In particular, the Senior Management IPO Bonus and the CEO IPO Bonus could amount to up to approximately €505 thousand and €7,130 thousand, respectively. As of December 31, 2020, the CEO IPO Bonus has been recorded as a provision in the 2020 Audited Consolidated Annual Accounts as explained in Note 19.3 thereunder (the provision recorded in the 2020 Audited Consolidated Annual Accounts amounted to €7,612 thousand based on the assumptions set forth therein, which included a higher offering price than the mid-point of the Offering Price Range). The chief executive officer of the Company has undertaken to reinvest a portion of the net amount of the CEO IPO Bonus in the Offering.

*Management Incentive Plan*

Moreover, the Company has approved the Management Incentive Plan (see “Management and Board of Directors”) pursuant to which each participant is entitled to a specific maximum monetary amount to be delivered in ordinary shares of the Company upon completion of a three-year performance period and a one-year deferral period. On a maximum over-performance scenario, the total gross amounts to be delivered in ordinary shares of the Company is €15,124 thousand.

The Board of Directors will need to make all arrangements to deliver the ordinary shares vested under the Management Incentive Plan, and may use, subject to the required approvals, any of the procedures and mechanisms available by law to complete such delivery, including without limitation the issue of new ordinary shares of the Company, the purchase of treasury ordinary shares of the Company or entering into agreements with third parties.

In the event that the Board of Directors decides to acquire treasury ordinary shares, the share price may be higher than the Offering Price, which is the reference price used to allocate initially the maximum number of ordinary shares of the Company

which each Management Incentive Plan participant may receive upon completion of the term of the Management Incentive Plan, and, therefore, the price paid to purchase treasury ordinary shares of the Company could represent a significant cash outflow for the Company which could be significant in the event that the Company has not finally hedged its exposure to a potential increase in the share price from Admission to the date of delivery of shares under the Management Incentive Plan. In addition, the Company may decide to raise the share capital through the issuance of new ordinary shares to the participants of the Management Incentive Plan to offset its obligations thereunder which will be made on a non-pre-emptive basis and thus it could dilute the interests of the Company's shareholders and could have an adverse effect on the market price of the Company's ordinary shares.

Although the monetary amounts payable under the Management Incentive Plan are expected to be delivered to each participant in ordinary shares of the Company upon completion of the performance period and the deferral period established therein, there are certain extraordinary scenarios (such as, among others, good leaver events or Liquidation Events) where these amounts may be paid in cash in which case it could result in significant cash outflows for the Company of up to €15,124 thousand.

### **1.3. Risks Related to our Operations**

#### **1.3.1. We may not be able to complete projects under construction in a timely and efficient manner, or at all.**

As of the date of this Prospectus, our portfolio of operating, ready for operation and under construction renewable energy plants includes 13<sup>4</sup> solar PV plants and one onshore wind plant, with an aggregate gross installed capacity of c.583.7 MW (including plants in respect of which we own non-controlling interests) and an attributable installed capacity of c.468.3 MW. As of the date of this Prospectus, approximately 104.3 MW correspond to Sol de los Andes, a wholly-owned solar PV plant located in Chile that is under construction, and the remaining gross installed capacity of c.479.4 MW (c.364.0 MW on an attributable basis) correspond to operating plants and plants which are ready for operation<sup>5</sup>. Our immediate target is to reach an operating portfolio with an aggregate gross installed capacity of c.583.7 MW by December 31, 2021. In addition, out of the total Backlog and Advanced Stage projects with an aggregate potential gross installed capacity of c.3.7 GW, c.3.1 GW are targeted to reach COD by December 31, 2023, c.0.55 GW are targeted to reach COD throughout 2024 and the remaining c.0.05 GW are targeted to reach COD throughout 2026. For additional information regarding the targeted COD for our pipeline projects. See “—Risks Relating to the Change in our Business Model, Growth Plan and Pipeline—We may not be able to successfully implement our business strategy to become a large-scale IPP and our ambitious growth plan”.

Even when a PPA and financing have been secured for a project, such project remains subject to risks in the construction phase relating in particular to equipment and engineering, procurement and construction (“EPC”) performance. The inability to complete construction, or to complete it on a timely basis, may result in contractual defaults, termination of PPAs or impairment of assets, among other adverse consequences. In addition, time-consuming and costly litigation may result among us and the parties participating in or financing the project's construction.

We have provided EPC management services in the past in connection with 69 solar PV plants. Projects may encounter a range of difficulties in the construction phase that result in delays or higher than expected costs, including, but not limited to, the following (i) contractor (or subcontractor) defaults, delays and performance shortfalls; (ii) unexpected increases in the prices of components or equipment (such as solar modules, wind turbines and other system components), including as a result of changes in the prices of the natural resources needed for their production (such as steel, lithium or cobalt), anti-dumping measures aimed at solar panel manufacturers or the adoption of any other trade measure between governments aimed at the key materials needed for installations; and (iii) damage to components or equipment in the course of delivery and/or in the

<sup>4</sup> One of these 13 plants is our Puglia solar PV plant which consists of seven separate plants. The seven solar PV plants comprising Puglia are held through three different SPVs and are considered to be a single solar PV plant for management purposes.

<sup>5</sup> Lire and Lingue, two of our wholly-owned solar PV plants located in Chile with c.3.0 MW of gross installed capacity each, have already been constructed so for management purposes they are considered ready for operation plants. These two plants are expected to reach full COD by June 2021. For additional details, see “Business-Portfolio”.

course of installation as a result of accidents or otherwise. For further information on the problems or difficulties we may encounter during development stages, see *“Business—Our Fully-Integrated Value Chain—Construction”*.

When we commit to capital expenditures for project construction, we expect these investments to be recoverable. However, there can be no assurance that any individual project will be completed and reach commercial operation. If these efforts are not successful, we may abandon a project under construction and write-down the costs incurred in connection with such project. As of the date of this Prospectus we have not abandoned any projects under construction but we may have to do so in the future. Further, ineffective project management and execution in the construction phase (in particular in relation to wind plants, in respect of which we have never provided EPC management services) could result in delays or unanticipated cost overruns in respect of completed projects, which could have a material adverse effect on our business, financial condition, results of operations and prospects. For information on our write-downs, see *“—We may fail to complete the development and construction of our projects as planned or at all, and to secure bankable PPAs”*.

Moreover, in projects where we act as EPC contractor for projects controlled by non-Group entities, failure to perform our obligations under the applicable EPC agreement may expose us to significant liabilities and reputational damage, which could have a material adverse effect on our business, financial condition, results of operations and prospects. As of the date of this Prospectus, we are not providing any EPC services to third parties. However, we have provided EPC management services, and have provided bank guarantees thereunder, in connection with the Aguascalientes and Andalucía solar PV plants which amount to c.USD3,384 thousand and c.USD8,124 thousand, respectively. For additional information on the guarantees provided under our EPC contracts, see *“—Off-Balance Sheet Arrangements”*. We sold an 80% stake in Aguascalientes and Andalucía solar PV plants to Riverstone and we currently hold a 20% interest in them. We plan to undertake our pipeline projects that are located in Mexico with Riverstone (with whom we currently have a partnership in which we hold a 20% stake) under similar arrangements. In particular, we have two Early Stage projects and seven Identified Opportunity projects located in Mexico in respect of which, if executed, we expect to provide EPC management services. See *“Material Contracts”*.

### 1.3.2. Termination of a PPA or payment defaults by PPA counterparties, especially Centrica, could adversely affect our business.

In line with our de-risking approach to project development, we seek to enter into long-term, hard currency-denominated (or hard currency-linked) PPAs, either privately or via auctions, that cover enough energy to have bankable projects with the risk-return balance that we look for. PPAs generally provide a long-term and relatively secure source of revenue, while transferring price risk in exchange for certain counterparty risk.

As of the date of this Prospectus we have entered into physical PPAs in connection with four of our plants (Andalucía and Aguascalientes –in which we own a 20% interest– in Mexico, and Sol de los Andes –which is under construction– and La Estrella in Chile) and into synthetic PPAs in connection with our six plants located in Spain (La Fernandina, Miramundo, Zafra, Los Belos, El Muelle and Montesol). Typically, our PPAs have a 10-year term in Spain, a 15 to 20-year term in Mexico and a 20-year term in Chile. The contract term started for (i) our Spanish plants in 2020, (ii) our Mexican plants in 2020, and (iii) our Chilean plants in 2021. For more information on our remuneration arrangements, see *“Business—Portfolio—Portfolio Remuneration”*. With respect to our pipeline projects in the United States, PPAs signed so far have a 12 to 15-year term.

Our plants’ financial performance is significantly dependent on the credit quality of, and continued performance of contractual obligations by, our PPA counterparties. Project finance debt repayment is serviced by cash flows from PPAs over their entire lives.

We seek to reduce counterparty credit risk under our PPAs by entering into contracts with state-owned utilities or other customers of strong credit quality. However, to the extent that any of our current or future PPA counterparties do not have, or lose, an investment-grade credit rating, we will be exposed to heightened credit risk. Our counterparties may be adversely affected by regional economic downturns or other factors, including political action, especially if such counterparties are controlled by governments. These risks can increase when global or regional economies are experiencing periods of volatility, such as during the COVID-19 pandemic. The failure of PPA counterparties to fulfill their contractual obligations to us could have a material adverse effect on our business, financial condition, results of operations and prospects.

We are particularly exposed to Centrica Energy Limited (“**Centrica**”), with whom we have entered into synthetic PPAs in connection with our six plants located in Spain —La Fernandina, Zafra, Miramundo, Los Belos, El Muelle and Montesol—, which have an aggregate gross installed capacity of c.261.2 MW (representing c.45% of the gross installed capacity of our operating, ready for operation and under construction portfolio). This concentration significantly exacerbates our counterparty risk and may affect the market’s perception of the Company and our portfolio and the terms and the pricing of our corporate debt, especially if Centrica were to experience, or were perceived to experience, any financial difficulties. For more information on Centrica, see “*Business—Key Investment Highlights— Highly Experienced On-the-Ground Management Team with +64 Years of Combined Experience in the Industry*”.

Moreover, our PPAs may be terminated by the relevant counterparties under certain circumstances. The termination of PPAs, particularly with respect to our larger renewable energy plants, could have a material adverse effect on our business, financial condition, results of operations and prospects, including by increasing our exposure to merchant prices.

1.3.3. Difficulties in connecting to distribution or transmission grids, a lack of transmission capacity or potential upgrade costs to the transmission grid could significantly impact our ability to build our plants and to sell the electricity that we generate.

In order to sell the electricity generated by our renewable energy plants, we must connect them to the public distribution grid and to the electrical transmission grid. As a result, our ability to build a renewable energy plant at a given location depends significantly on our ability to connect it to the distribution and/or transmission grids. Because the available sites for building plants are in certain cases located far from the nearest distribution and/or transmission grids, we can give no assurance that we will obtain adequate grid connections within the expected time periods and at the expected cost, in particular in emerging markets (such as Mexico and Chile, where we operate) in which grid managers may not necessarily have sufficient experience in connecting renewable energy production facilities to the relevant grids. There have recently been grid connection delays in Chile. In addition, variation in expected costs may result from multiple factors including, among others, available land, land agreements conditions, geological survey conditions, distance, environmental mitigations and technical circumstances.

In addition, a lack of available capacity in the grid, due to congestion, overproduction by connected facilities or excessive fluctuations in electricity market prices could substantially impact our projects and cause reductions in plant size, delays in project implementation, cancellation of projects, increases in costs from transmission upgrades and potential forfeitures of any guarantees we have provided. In this respect, we consider that (i) Spain and Italy are mature and constrained markets, (ii) Chile, France, Mexico and the United Kingdom and the United States are all mature but not fully constrained markets and (iii) that Poland is not a mature market. In the United States the Company is present in the MISO (Midcontinent Independent System Operator) which is mature but not constrained, TVA (Tennessee Valley Authority) which is mature but not constrained and PJM (Pennsylvania—Jersey—Maryland) which is mature and constrained in certain substations. For information on the evolution of electricity prices, see “*Industry Overview*”.

Lack of capacity could also cause the grid manager to request us to reduce our supply to the grid to below our regular production capacities (known as grid curtailment). Such grid curtailment requests automatically result in a loss of revenue generated by the affected plants and a reduction in their profitability (this reduction being greater for a producer of renewable energy, for whom production costs are fixed and the resources cannot be stored, than for a producer of non-renewable energy, whose production costs are variable and the resources can be easily stored).

Any of the above factors may have a material adverse effect on our business, financial condition, results of operations and prospects.

1.3.4. Our reliance on third-party contractors and suppliers exposes us to risks.

While we have full in-house EPC management capabilities, we outsource the required civil engineering and construction work and the electromechanical assembly relating to our projects to outside contractors. We have never provided EPC management services in connection with wind plants in the past but if economically viable we may do so in the future. For additional information, see “*Business—Our Fully Integrated Value Chain—Construction*” and “*—O&M and Asset Management*”. Furthermore, we do not manufacture components or equipment for our plants and do not intend to do so in the future. As a

result, we rely on third-party suppliers for such components and equipment. For additional information, see “*Business—Suppliers*”.

If our contractors or our suppliers do not satisfy their obligations, do not perform work or do not supply us with components or equipment that meets our quality standards, encounter financial difficulties, fail to comply with applicable laws and regulations or increase their costs or pass on costs to us associated with their production or distribution chains (for example, freight costs), we could experience significant delays and cost overruns, achieve lower technical availability ratios and/or performance levels, be faced with events of default under certain covenants or cross-default clauses and suffer reputational damage, in addition to being exposed to potential criminal sanctions and significant liabilities for which we may not have sufficient insurance coverage. Our ability to obtain indemnities from contractors and suppliers may be limited by their financial solvency or contractual restrictions and warranties given by such contractors or suppliers may not fully cover our losses.

The COVID-19 pandemic has affected all of the countries in which our suppliers operate including, among others, China, France, India, Italy, Mexico, Spain, the United States and Vietnam. As a result, we have suffered certain delays in the delivery of equipment and materials that have not prevented us from complying with our deadlines.

Our failure to successfully manage the risks involved in using third-party contractors and suppliers could have a material adverse effect on our business, financial condition, results of operations and prospects.

1.3.5. Maintenance and refurbishment of renewable energy plants involve significant risks that could result in unplanned power outages, reduced output and unanticipated capital expenditures.

As of the date of this Prospectus, we provide O&M services in respect of all the solar PV plants in our portfolio (that is, we do not provide O&M services for the onshore wind plant La Estrella), including Sol de los Andes, our solar PV plant in Chile which is under construction, and those plants in respect of which we have a minority interest. In addition, we provide O&M services in respect of certain plants which are entirely held by third parties. Therefore, all the plants in respect of which we provide O&M services have an aggregate gross installed capacity of c.558 MW (including c.25 MW corresponding to the plants which are entirely owned by third parties).

The operation of our renewable energy plants involves risks that include the breakdown or failure of equipment or processes or performance below expected levels of output or efficiency. Such failures and performance issues can stem from a number of factors, including human error, intentional damage, power outages, lack of maintenance and general wear over time.

Unplanned outages, including extensions of scheduled outages due to mechanical failures or other problems relating to our plants, may also occur from time to time and are an inherent risk of our business. Unplanned outages typically increase our operation and maintenance expenses, which may not be recoverable under the relevant PPA, and may reduce our revenue as a result of selling reduced amounts of electricity or require us to incur significant costs as a result of running a higher cost facility, or could even lead to a default under a PPA that would result in its termination. In particular, on February 15, 2021 the Mexican electric grid experienced a blackout which affected our Andalucía solar PV plant for a couple of hours. We estimate that the loss associated to this outage amounted to c.91.5 MWh. In addition, on January 25, 2021 we experienced outages in El Muelle and Los Belos solar PV plants from 7:30 to 17:45. We estimate that the losses associated to these outages amounted to c.4.89 MWh and c.22.29 MWh, respectively.

In addition, critical equipment or components may not always be readily available when needed, which may introduce significant downtime and delay in resuming facility operation and result in lost revenue. Certain specially manufactured or designed equipment or components require significant time and expense to build and deliver, and if they do not function as planned or are damaged, replacing them can create substantial expense for us and generate significant downtime for the relevant facility.

Higher than expected capital expenditures may be required due to changing environmental, health and safety laws and regulations (including changes in the interpretation or enforcement thereof), necessary facility repairs or unexpected events (such as natural or man-made disasters or terrorist attacks).

Any unexpected failure, including failure associated with breakdowns, forced outages or any unanticipated capital expenditures at our plants, could result in reduced profitability and/or jeopardize the ability of our projects to pay their debt, meet PPA or other obligations and make distributions, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

1.3.6. We face risks related to lack of control over plants in which we hold a minority interest.

Following the completion of the Riverstone Transaction in 2020, we own a 20% stake in the company that owns Andalucía and Aguascalientes in Mexico, which have an aggregate gross installed capacity of c.144.2 MW (which represents an attributable installed capacity of c.28.8 MW). For additional information on our rights with respect to such plants and the agreements reached with Riverstone, see “*Material Contracts*”. In addition, we plan to undertake our pipeline projects that are located in Mexico with Riverstone (with whom we currently have a partnership in which we hold a 20% stake). As of the date of this Prospectus, we have two Early Stage projects and seven Identified Opportunities projects in Mexico with a potential aggregate gross installed capacity of c.415 MW (that would represent c.83 MW of potential attributable installed capacity).

Our ownership position with respect to plants in which we hold a minority interest, means that we lack control over certain strategic and operational decisions that may impact the development, construction, operation and ownership of these plants. In addition, our ability to receive dividends and other payments from the companies that own such plants depends, or will depend, not only upon such companies’ cash flows and profits, but also upon the terms of the agreements entered into with the shareholders of such companies and/or such other shareholders’ decisions. The shareholders in such companies may (i) have economic or business interests or goals that are inconsistent with those of our Group, (ii) undergo a change of control that could result in unforeseen difficulties with their successor, (iii) experience financial and other difficulties, (iv) be in breach of international sanctions, or (v) be unable or unwilling to fulfil their obligations under any relevant shareholders’ agreement. Conflict or disagreement with other shareholders may lead to deadlock and result in our inability to pursue our desired strategy and/or force us to exit from such companies.

Any of the foregoing could have a material adverse effect on our business, financial condition, results of operations and prospects.

## **2. Risks Related to Our Industry**

### **2.1. Competition in the renewable energy market is increasingly intense and may adversely affect us.**

The solar and wind energy markets are highly competitive and continually evolving, and we face significant competition in each of the markets in which we operate. In particular, no assurance can be given as to our ability to obtain PPAs with favorable terms for any new projects in light of the increasingly intense competition for such agreements.

As the markets have matured and technological advancements and volumes have reduced construction costs, government incentives have been scaled back and projects are increasingly awarded privately or on the basis of auction mechanisms designed to result in lower purchase prices for the electricity produced. There can be no assurance that we will be able to win the auctions or other bidding opportunities for which we submit bids or make an offer. In most cases, such opportunities are primarily won on the basis of the relevant price, and if we submit a bid or make an offer with a unit electricity price above that of our competitors, our bid or offer will likely fail. Competitors who are willing to accept lower margins than us, or who conduct less rigorous analyses of project profitability, may create pressure on margins and make it more difficult for us to win projects at all or with pricing that enables sufficient project profitability. For instance, we were not successful in obtaining any capacity at the prices offered in the first auction to award the REER (as defined in “*Regulation*”) which took place on January 26, 2021 in Spain.

Competitors frequently bid aggressively in the tenders in which we participate and otherwise compete with us in other business opportunities. They may calculate their bids or offers, as the case may be, based on assumptions of low prices for solar panels, wind turbines or other system components, as well as low construction, maintenance, capital and other costs. Such bids or offers may put downward pressure on the average sale price under PPAs and may make it more difficult for us to submit

winning bids or offers at prices that ensure targeted or sufficient returns, in particular to cover the debt financing of the relevant projects.

This intense and growing competition has contributed, along with the decrease in supply costs, to a downward trend in PPA prices.

In addition, in each of the markets in which we operate, we face competition from local as well as global participants, many of which benefit from extensive experience (both domestically and internationally) in the development, construction and operation of electrical generation facilities as well as from financial resources, technical capabilities or local awareness that may be comparable to or greater than those of our Group. Moreover, the renewable energy sector has been marked in recent years by a trend towards consolidation that has given rise to larger market participants with significant financial resources.

Furthermore, the renewable-energy markets in general, and the solar and wind energy markets in particular, are characterized by rapid improvements and increases in the diversity of technologies, products and services, and, in order to remain competitive, we must respond effectively to such rapid changes. Technological improvements in the solar and wind energy markets generally contribute to reduced costs and improved technical features, thereby rendering older technologies less competitive. If our competitors succeed in developing technologies or ensuring the delivery of equipment with such technology that enable them to submit tenders at lower prices or on more attractive terms, we could be unable to match these bids without affecting our profitability and may be unable to submit a bid at all. Conversely, if we attempt to use new technologies that are unproven and not yet widespread in connection with a given project, we may encounter difficulties in negotiating financing for such project, which could place us at a competitive disadvantage relative to competitors with sufficient resources to self-finance projects using these new technologies, in particular where the new technologies require a substantial initial investment and/or provide a later, significant cost advantage.

The renewable-energy market may turn to new sources of renewable energy like green hydrogen, which may have a relevant role in the energy transition. We are currently analyzing a potential pilot project in conjunction with important players in the Spanish market. However, we might fail in developing and/or implementing green hydrogen projects or any other new technologies.

Moreover, the renewable energy market is relatively new compared with the fossil fuel and nuclear energy markets and may suffer from competition from other sources of electricity generation. Factors that may affect the rate of growth in installed capacity and the attractiveness of renewable energy as compared to other energy sources, include, but are not limited to, the following:

- the competitiveness of electricity generated by renewable energy facilities as compared with conventional energy sources (such as natural gas, coal, oil and other fossil fuels or nuclear energy);
- the performance, reliability and availability of the energy generated by renewable energy facilities as compared with conventional energy sources;
- technological improvements and changes in the costs of components (such as solar panels, wind turbines and other system components), as well as EPC and O&M costs;
- fluctuations in economic and market conditions that affect the price of, and demand for, conventional energy sources, such as increases or decreases in the price of conventional energy sources, and changes in the cost, efficiency and equipment investment needed for other electricity producing technologies;
- variations affecting global demand for renewable energies both by state actors (in the event of changes to incentive-based public policies) and by private actors (in particular if the reputational benefit gained by private companies for sourcing their energy primarily or exclusively from renewable sources diminishes); and
- for geographical markets in which grid parity has not yet been reached, changes in the availability, substance and magnitude of support programs, including government targets, subsidies, incentives and favorable renewable energy

standards, including potential adverse changes relative to programs applicable to other forms of conventional or non-conventional power generation.

Any of the above factors may evolve in ways not currently anticipated by us. Other new market conditions may develop, which could affect our strategic planning in unforeseen ways. If the renewable energy market grows less quickly or in a different manner than anticipated, equity and debt investor appetite for these investments may decline, and we may have difficulty meeting our development targets or business objectives.

**2.2. *The production of electricity from renewable resources depends heavily on weather conditions and on solar and wind resources. Further, risks relating to climate change and episodes of extreme weather events could have an adverse effect on our activity.***

We invest and plan to continue to invest in electricity generation projects that depend primarily on solar and, to a lesser extent, wind resources. Electricity generation by our renewable energy plants depends largely on the amount of sunlight available to our solar PV plants and the kinetic energy of the wind to which our onshore wind plant are exposed. These resources are outside of our control and may vary significantly over time. Insufficient sunlight or wind could lead to a decrease in the generation of electricity. Conversely, excessive heat may lead to a reduction in electricity production by solar PV plants and winds exceeding certain speeds may damage wind turbines and solar PV plants and force us to suspend their operation.

We base our projected electricity production for each plant on statistical studies of historical weather conditions observed at our sites. The financial covenants negotiated in connection with the financing of our projects generally assume that these predictions will prove correct a minimum defined percentage of the time. These estimates of sunlight and wind resources at our sites, made based on our experience and studies conducted by independent engineers, could fail to reflect a site's real level of solar and wind resources in a given year. Lower than expected electrical generation could have a material adverse effect on our business, financial condition, results of operations and prospects.

Further, risks relating to climate change or to extreme weather conditions could significantly affect our portfolio and business or the business of our electricity purchasers. To the extent that climate change causes variations in temperatures, wind resources and weather, causes an increase in average cloud cover or increases the intensity or frequency of extreme weather events, it may have an adverse effect on our plants and business. In addition, extreme weather events can result in an increase in stoppages and increased O&M costs or interfere with the development and construction of large-scale projects, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

**2.3. *We are exposed to changes in electricity sale prices, including wholesale electricity prices.***

We are exposed to price risk on wholesale electricity markets, where we sell a portion of the electricity generated by our plants. We have a conservative approach to merchant risk management and, as of the date of this Prospectus, our energy production not covered by PPAs (or other types of remuneration arrangements) represents up to an estimated 30% of our total annual energy production, except for Sol de los Andes and La Estrella in Chile, where merchant sales are expected to represent an estimated c.38% of their production (once Sol de los Andes is in operation) and for a portion of the energy produced by Puglia in Italy which is not covered by the FiT and represents up to an estimated 15% of its total annual energy production. As a result of this exposure to merchant prices, a decline in the market price of electricity could materially and adversely affect our business, financial condition, results of operations and prospects. For information on our remuneration arrangements, see "*Business—Portfolio—Portfolio Remuneration*". In addition, we expect that, following the expiration of our PPAs and assuming (as anticipated) that our plants continue to produce electricity (and before any potential entry into a new PPA), we will sell this electricity on the market. Further, we may need to purchase electricity on the wholesale market when we have entered into a PPA in connection with a renewable energy plant which is not yet in operation at the time such PPA enters into force (as it is currently the case for our 25 PPAs signed in connection with La Estrella and Sol de los Andes plants in Chile where the latter is expected to reach its COD by November 2021). In such case, we may need to purchase electricity on the wholesale market at a price which may be higher than the specified price in the relevant PPA in order to make the amount of energy which we have agreed to deliver under the relevant PPA available to the relevant off-taker. In each of these cases, we are, or will be, exposed to increases and/or declines in the market price of electricity which could materially and adversely affect our business,



financial condition, results of operations and prospects. In addition, the profitability of the energy generation business in general is affected by the evolution of the sale price of electricity and, therefore, such evolution may affect the attractiveness of future renewable energy projects as well as the carrying amount of our existing plants.

Our exposure to these risks will increase as we approach the termination of our existing PPAs. As of the date of this Prospectus we have entered into physical PPAs in connection with four of our plants: Andalucía and Aguascalientes (in which we own a 20% interest) in Mexico, and Sol de los Andes (which is under construction) and La Estrella in Chile. We have also entered into synthetic PPAs in connection with our six plants located in Spain (La Fernandina, Miramundo, Zafra, Los Belos, El Muelle and Montesol). Typically, our PPAs have a 10-year term in Spain, a 15 to 20-year term in Mexico and a 20-year term in Chile. The contract term started for (i) our Spanish plants in 2020, (ii) our Mexican plants in 2020, and (iii) our Chilean plants in 2021. With respect to our pipeline projects in the United States, PPAs signed so far have a 12 to 15-year term.

The prices for electricity are often highly volatile. They have experienced sharp declines in certain markets in recent years, and a period of initially high prices and correspondingly higher spot sale margins may quickly give way to lower prices. For information on electricity price curves in the jurisdictions where we have, or currently expect to have, operating plants, see “*Industry*”. Factors which could affect prices include a decline in the costs of other sources of electricity, such as fossil fuels or nuclear power, electricity supply in the relevant country relative to electricity demand, factors such as market structure and interconnection costs and the rate and basis for price indexation.

As the markets have matured and technological advancements and volumes have reduced construction costs, government incentives have been scaled back and projects are increasingly awarded privately or on the basis of auction mechanisms designed to result in lower purchase prices for the electricity produced. As a result of this trend, average purchase prices per MWh for awarded projects have declined steadily in recent years.

It is also possible that electricity prices decrease in the future due to the greater supply of electricity by solar PV plants which are becoming more efficient, with low or zero marginal cost of operation, and due to the greater presence of solar PV energy in the renewable-energies mix. In the future we may be exposed to lower prices per MWh than those currently prevailing in the market and, consequently, we may generate lower revenues. For information on the evolution of electricity sale prices in the jurisdictions where we have, or currently expect to have, operating plants, including past and forecasted wholesale electricity prices, see “*Industry Overview*”.

### **3. Legal and Regulatory Risks**

#### ***3.1. Unfavorable changes in regulations or government policies in support of renewable energies could significantly affect our business.***

Our activities are to a certain extent dependent on incentive-based public policies in the countries in which we operate, which aim to promote the production and sale of energy from renewable resources. Depending on the country, these measures may take the form of state commitments and plans for renewable energy production, direct or indirect subsidies to operators, purchase obligations at regulated rates, pricing rules for electricity produced from renewable resources, renewable energy supply quotas imposed on non-state professional consumers, the issuance of tradable green certificates, priority access to the distribution and transmission grids and tax incentives. These policies and mechanisms typically enhance the commercial and financial viability of renewable energy plants and often make it easier for us to secure financing.

The availability and supportiveness of such policies and mechanisms depend on political and policy developments relating to environmental concerns in a given country or region, which can be affected by a wide range of factors, including macroeconomic conditions, the financial condition of the electricity industry (particularly in view of potential revenue shortfalls to remunerate for regulated services and activities) changes in governments and lobbying efforts by various affected stakeholders (including the renewable power industry), other producers and consumers of electricity, environmental groups, agricultural businesses and others. In addition, the existence of public tender processes depends to a large extent on the commitment of countries and regions to the promotion of renewable energy production within their territories.

Any reversal of, or unfavorable changes to, such governmental incentive policies, or interpretive issues and uncertainties around their implementation, or any decrease in the number of public calls for tenders or in the volumes of energy allocated through them, could have a material adverse effect on our business, financial condition, results of operations and prospects. For example, in Spain, the recent enactment of Royal Decree-law 23/2020, of June 23, and other recent regulations which set forth the conditions to be met in order to retain access to the transmission and distribution grid, has resulted in the imposition of stringent milestones for the permitting and construction of new energy plants that entail the need for a closer monitoring of development and construction execution deadlines and potentially higher costs. For additional information on such new regulation, see “*Regulation–Spain*”.

In addition, in 2014, the so-called “spalma incentive” (*spalma incentivi*) (Article 26, para 2 and 3 of Law Decree no. 91 of June 24, 2014) was approved in Italy. The spalma incentive introduced a reduction of the feed-in tariffs (“FiT”) applicable to solar PV plants with retrospective effect and in derogation of previous regulations, incentive concessions and private contracts. In particular, the original applicable FiT rate for our Puglia plant was reduced by 8.0%. On January 24, 2017, the Italian Constitutional Court published decision no. 16/2017 confirming the constitutional legitimacy of the spalma incentive.

Further, following a fast-track approval process, important amendments to Mexico’s LIE (as defined in “*Regulation*”) were approved in early March 2021. Broadly, these amendments aim to strengthen the position of the Mexican CFE (as defined in “*Regulation*”) to the detriment of private sectors players. On March 12, 2021, the effects of the amendments to the LIE were suspended by a district court that decided to grant a temporary injunction. The suspension has general effects and the amendments to the LIE will have no effects until the injunction is overruled and/or the relevant claims are solved. See “*Regulation—Mexico*”.

### **3.2. We do business in a highly regulated environment and need to obtain permits, licenses and authorizations to carry out our activities.**

We do business in a highly regulated environment and our international operations expose us to different and divergent legal regimes. Relevant regulations concern issues such as urban planning, environmental protection (including landscape protection, noise regulations and biodiversity), the protection of local populations, workplace health, hygiene and safety, maintenance and oversight of installations, the dismantling of installations at end-of-life and the recycling of installation components. In addition, we are subject to significant demands with respect to obtaining permits, licenses and authorizations, which may take the form of urban planning authorizations (such as construction permits), mandatory environmental impact assessments or studies, production and operation authorizations, authorizations to connect to the grid and other specific authorizations related to the presence of protected sites in proximity to our projects (such as archeological sites, historic buildings, military or nuclear installations and forests).

National governments and local authorities may, depending on the country, have a high degree of discretion in issuing any required permits, licenses and authorizations and they may exercise their discretion arbitrarily or unpredictably. In addition, the multitude of government agencies involved may make the process of obtaining these permits, licenses and authorizations long, complex and expensive. Moreover, once granted, permits, licenses and authorizations may be subject to challenge by local residents and associations, especially in the case of wind projects, which generally may argue that the installations will damage the landscape and biodiversity, cause noise pollution and generally harm the environment. Such opposition may extend the length of the development period or force us to abandon certain projects.

The development of a renewable energy plant involves a multi-phase process consisting of three broad phases: (i) early stage development, which typically takes from six to nine months; (ii) permitting, which typically takes from 18 to 24 months; and (iii) final stage development, which includes steps that take place throughout all of the development process. On average, the permitting stage represents c.3-5% of the total budget of a plant in Spain (our principal market). If the relevant plant is finally not constructed the costs and expenses associated to the permitting stage are registered as changes in inventories according to our historical business model. Our existing solar PV plants have an estimated operating life of 35 years.

Our failure to comply or ensure compliance of our installations with any applicable provisions, or to obtain or maintain any required licenses, permits or other authorizations, may result in sanctions by regulatory authorities or grid managers, contract

breaches and/or the halting or abandonment of projects, any of which could materially and adversely affect our business, financial condition, results of operations and prospects.

### **3.3. We may be subject to tax risks.**

We (directly or indirectly through our project SPVs) currently benefit from favorable or incentive-based tax regimes in some of the countries where we do business, which are designed to facilitate the development and promote the use of renewable energy sources and related investments. Conversely, we are subject to specific taxes applicable to enterprises involved in the energy sector and to local taxes applicable to the construction of energy-generating installations or the use of the electrical grids. The availability and extent of these tax incentives and specific taxes, respectively, may evolve as a result of changes in political and social sensitivity to environmental concerns and increasing maturity and profitability of the renewable energy industry as a whole. Any decrease in the tax incentives, or increase in specific taxes and local taxes, could adversely affect us and result in a potential decrease in the relative competitiveness of renewable energies.

In particular, in Spain we are subject to IVPEE (as defined in “*Regulation*”) which taxes the generation of electricity measured in power bars (*barras de central*) and its delivery (*incorporación*) to the Spanish grid of output electricity (*sistema eléctrico de energía eléctrica*) at an applicable rate of 7%. See “*Regulation—Spain—Tax on electricity generation*”.

More generally, we are subject to tax laws and regulations in the various jurisdictions in which our subsidiaries are located or operate, and such laws and regulations do not provide clear-cut or definitive guidelines in certain respects. We cannot guarantee that our interpretation of such laws and regulations will not be questioned by the relevant tax authorities. More generally, any failure to comply with such laws or regulations may result in reassessments, late payment interests, fines and penalties. Furthermore, tax laws and regulations may change and there may be changes in their interpretation and application by the relevant authorities, potentially with retroactive effect, especially in the context of international and European initiatives (such as by the OECD, the G-20 or the EU).

In particular, in Spain we are currently taxed under the Tax Consolidation Regime, regulated in Chapter VI of Title VII of the CIT Law (as defined in “*Taxation*”), and we form part of a consolidated tax group on Value Added Tax (“**VAT**”) (being the parent company of both CIT (as defined in “*Taxation*”) and VAT groups). The companies of a CIT or a VAT group will be jointly and severally liable for the CIT or VAT contingencies arising from the application of the CIT or VAT consolidation regime respectively.

The occurrence of any of the preceding factors may result in, among others, an increase in our tax burden or a total or partial decrease of our recognized deferred tax assets (that as of December 31, 2020 amounted to €11,975 thousand) and our non-recognized deferred tax assets (that as of December 31, 2020 amounted to €3,057 thousand) and have a material adverse effect on our business, financial condition, results of operations and prospects.

### **3.4. The Company and our proprietary directors are under investigation in two criminal proceedings in Spain.**

As of the date of this Prospectus, there are two criminal proceedings ongoing against our proprietary directors that involve certain alleged corporate and criminal offences. The Company is a party to one of these criminal proceedings. See “*Management and Board of Directors—No Convictions and Other Negative Statements*”.

In particular, a former shareholder of OPDE Sur, S.A. (“**OPDE Sur**”, a company currently wholly owned by the Company, which was involved in the development of two solar plants in southern Spain which were sold to third parties in 2008 and 2009) who sold his shares to OPDE Sur, filed a criminal complaint (*querrela*) against, among others, the Company, in its capacity as sole director of OPDE Sur, and Mr Alejandro Javier Chaves Martínez and Mr Gustavo Carrero Díez, in their alleged capacity as shadow directors and representatives of the Company, for several alleged criminal offences, including fraud (*estafa*), mismanagement (*administración desleal*) and forgery (*falsedad documental*) associated with the sale by OPDE Sur of the aforementioned two solar plants and the O&M services associated therewith.

In addition, a minority shareholder of Mecasolar Technologies, S.L. (“**Mecasolar Technologies**”, the beneficiary company of the demerger of its subsidiary Mecanizados Solares, S.L. –a manufacturer and installer of tracking systems for solar PV plants– from the Company in 2016, which was owned by such minority shareholder, Aldrovi, S.L., Jalasa Ingeniería, S.L. Unipersonal

and Marearoja Internacional, S.L.), filed a criminal complaint (*querrela*) against Mr Alejandro Javier Chaves Martínez, Mr Gustavo Carrero Díez and Mr Francisco Javier Remacha Zapatel, indirect shareholders of Mecasolar Technologies, in connection with several alleged corporate offences, including the imposition of abusive resolutions for personal gain (*imposición de acuerdos abusivos en beneficio propio*) to the detriment of other shareholders and breach of the right to information in relation to a share capital increase of Mecanizados Solares, S.L. for cash contributions in order to restore its negative equity as a result of accumulated losses which, after Mecasolar Technologies had refused to subscribe, the aforementioned share capital increase was subscribed and paid in full by, among others, Aldrovi, S.L., Jalasa Ingeniería, S.L. and Marearoja Internacional, S.L.

As of the date of this Prospectus, these complaints remain under investigation (*fase de instrucción*) by the competent criminal courts.

There can be no assurance that these or any future proceedings will be resolved favorably to the Company's proprietary directors or us, or that they will not in the future give rise to liabilities for us or such persons. Any violation or alleged violation of applicable laws, regulations and public order, by us, our directors or other persons that act on their behalf, could expose us or them to criminal and civil penalties, which could be damaging to the Company's business, results of operations and financial condition and could have a significant impact on our reputation and consequently on our ability to win future business.

As soon as it has been established following completion of the Offering, the Appointments and Remunerations Committee of the Board of Directors will analyze the situation of the Company's proprietary directors concerned, pursuant to recommendation 22 of the Code of Good Governance, and will submit its report to the Board of Directors for its consideration. In the event that the Appointments and Remunerations Committee considers that their continued membership of the Board is likely to threaten or harm the interest of the Company or if they are criminally charged or subject to enforcement procedures, such proprietary directors will be required to tender their resignation to the Board.

#### **4. Risks Related to the Offering and the Shares**

##### **4.1. After the Offering, our majority shareholders will continue to be able to exercise significant influence over us and their interests may not be aligned with the interests of our other shareholders.**

Immediately following the Offering, Mr Gustavo Carrero Díez, Mr Francisco Javier Remacha Zapatel and Mr Alejandro Javier Chaves Martínez, each of whom is the ultimate beneficial owner of Marearoja Internacional, S.L., Jalasa Ingeniería, S.L. Unipersonal and Aldrovi, S.L., respectively, will indirectly control approximately 24.12%, 8.94% and 24.12%, respectively, of our issued share capital (assuming no exercise of the Over-allotment Option) or approximately 22.32%, 8.28% and 22.32%, respectively (assuming that the Over-allotment Option is exercised in full). As a result, each of Mr Gustavo Carrero Díez, Mr Francisco Javier Remacha Zapatel and Mr Alejandro Javier Chaves Martínez will be in a position to exert significant influence, directly or indirectly, over matters requiring shareholders' and directors' approval, including, among other significant corporate actions, the appointment and dismissal of the members of our Board of Directors, the payment of dividends, changes in our issued share capital, the adoption of amendments to our bylaws, the execution of mergers or other business combinations and the acquisition or disposal of substantial assets. Mr Gustavo Carrero Díez, Mr Francisco Javier Remacha Zapatel and Mr Alejandro Javier Chaves Martínez will therefore have the ability to, among other things, strongly influence, directly or indirectly, our legal and capital structure, our business strategy and our business and day-to-day operations. Even though as of the date of this Prospectus there is no shareholders' agreement or concerted action among Marearoja Internacional, S.L., Jalasa Ingeniería, S.L. Unipersonal and Aldrovi, S.L., we cannot assure you that the interests of our majority shareholders will coincide with the interests of purchasers or subscribers of the Shares.

Furthermore, our majority shareholders' significant ownership may delay or deter a third party from making a takeover offer for the Company, deprive shareholders of an opportunity to receive a premium for their ordinary shares as part of such takeover offer and affect the liquidity of the ordinary shares, each of which could have a material adverse effect on the market price of the Shares.

#### **4.2. Our ordinary shares are exposed to trading risks and other external factors.**

There is currently no public trading market for our ordinary shares prior to the Offering, and Admission should not be taken as implying that there will be a liquid market for the Shares. There can be no assurance that an active trading market will develop or, if one does develop, that it will be maintained. For instance, investors in the Offering may be interested in acquiring Shares in light of the potential appreciation of the Company once the net proceeds of the Offering have been fully deployed and our Backlog and Advanced Stage projects are in operation. The failure of an active trading market to develop may affect the liquidity of the Shares. Our ordinary shares may therefore be difficult to sell compared to the shares of companies with more liquid trading markets and the share price may be subject to greater fluctuation and volatility than might otherwise be the case.

Sales of substantial amounts of our ordinary shares by any of our significant shareholders, or the perception that such sales might occur, may adversely affect the prevailing trading price of our ordinary shares. While following Admission (i) the Company and our current shareholders will be subject to a 180-day lock-up restriction, and (ii) each Relevant Employee acquiring Employees Shares, our chief executive officer and our Senior Management will be subject to a 365-day lock-up restriction, such lock-up restrictions provide for certain exceptions and, in any case, these restrictions may be waived. For additional information, see “*Plan of Distribution—Lock-up*”. Moreover, as these lock-up restrictions end, the market price of our ordinary shares could drop significantly if we, our significant shareholders or our management team sell ordinary shares or are perceived by the market as intending to sell them.

Furthermore, there is no assurance that the Offering Price will be indicative of the future price of our ordinary shares. Following the Offering, the price of our ordinary shares may not always accurately reflect the underlying value of our business. The price and value of our ordinary shares may decrease as well as increase, and investors may realize less than the original sum invested. The value of our ordinary shares may, in addition to being affected by our actual or forecast operating results, fluctuate significantly as a result of a large number of factors, some of which are specific to our operations and some of which are outside our control, such as those resulting from the COVID-19 pandemic which has led to volatility in the financial markets, volatility in exchange rates and falls in the value of assets and investments which may continue to occur in the future.

#### **4.3. There can be no guarantee that we will declare dividends in the future.**

As of the date of this Prospectus, we have not established a specific dividend policy yet. In the near term, we intend to devote our generated cash flows to continue growing our business and executing our business plan, including capital expenditures at various projects. We do not plan to distribute dividends during the following three years. After that period, we will define our dividend policy and the payment of future dividends based on, among other things, our financial performance and business prospects.

Our ability to distribute dividends will depend on a number of circumstances and factors, including (but not limited to) the amount of distributable profits and reserves and its investment plans, earnings, level of profitability, cash flow generation, restrictions on payment of dividends under applicable law (for instance, Spanish corporate law requires companies to contribute at least 10% of their net income each year to a legal reserve until the balance of such reserve is equivalent to at least 20% of the share capital), including any regulation that may be enacted as a result of the COVID-19 pandemic or otherwise, compliance with covenants in debt instruments such as our project-level financing and our 2021 Notes (which notes restrict our ability to make distributions to our shareholders), the level of dividends paid or shares repurchased by other comparable listed companies doing business in Spain, requirements considered by international credit rating agencies to assign investment grade ratings and such other factors as the Board of Directors or the General Shareholders’ Meeting may deem relevant from time to time. In that regard, payment of dividends is generally proposed by the Board of Directors and must be approved by the General Shareholders’ Meeting. See “*Dividend Policy*” and “*Description of Share Capital*”.

The dividend distributions approved by the shareholders of the Company against net profit or distributable reserves for the financial years ended December 31, 2020, 2019 and 2018, has been €2.8 million each financial year. Furthermore, we are a holding company and do not directly own any of our renewable energy plants. Accordingly, we depend on our SPVs and SPV holding companies for distributions and other payments to generate the funds necessary to meet our financial obligations, including our future expenses as a publicly traded company, and to pay any dividends. The earnings from, or other available

assets of, our subsidiaries may not be sufficient to allow us to pay dividends on our ordinary shares, pay expenses or satisfy our other financial obligations. The ability of our SPVs and SPV holding companies to declare dividends is generally limited by the terms of their project debt. See “*Operating and Financial Review—Liquidity and Financial Resources—Indebtedness—Project debt*”. We cannot provide assurance that we will declare dividends or other distributions in any particular amounts or at all.

**4.4. *In the future, we may issue new ordinary shares or equity-linked securities, which may dilute investors’ interest in us.***

In the future, we may seek to raise additional capital through further offerings of ordinary shares or equity-linked securities that could (if made on a non-pre-emptive basis or, if made on a pre-emptive basis, where shareholders elect not to take up their pre-emptive subscription rights) dilute the interests of our shareholders (including upon the conversion of any convertible securities we may issue) and could have an adverse effect on the market price of our ordinary shares as a whole.

The Board of Directors has been authorized by the General Shareholders’ Meeting (i) to issue new ordinary shares up to 50% of the Company’s share capital immediately following Admission, (ii) to exclude pre-emptive rights in connection with the issuance of new ordinary shares representing up to 20% of the total number of issued and outstanding shares immediately following Admission, provided that such exclusion is in the Company’s corporate interest, and (iii) to issue bonds that are convertible into ordinary shares and to disapply pre-emptive rights in connection with any such issuances subject to the same cumulative cap of 20% of the total number of issued and outstanding shares immediately following Admission for a term of five years. Therefore, following Admission, shareholders of the Company may be diluted as a consequence of any of these transactions, without the ability to vote on the related corporate resolutions.

**4.5. *Shareholders in the United States and other jurisdictions may not be able to participate in future equity offerings and may have only limited ability to bring actions or enforce judgments against us or our directors.***

Spanish corporate law provides for pre-emption rights to be granted to shareholders in the event of a share capital increase in the Company under certain circumstances. However, securities laws of certain jurisdictions may restrict our ability to allow participation by shareholders in future equity offerings. In particular, shareholders in the United States may not be entitled to exercise these rights, unless either the ordinary shares and any other securities that are offered and sold are registered under the U.S. Securities Act, or the ordinary shares and such other securities are offered pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. We cannot assure prospective investors that any exemption from such overseas securities law requirements would be available to enable shareholders in the United States or other jurisdictions to exercise their pre-emption rights or, if available, that we will utilize any such exemption.

The ability of shareholders in the United States and other jurisdictions to bring an action against us may be limited. We are a public limited company (*sociedad anónima*) incorporated in Spain and most of our assets are located outside of the United States. The rights of holders of our ordinary shares are governed by Spanish law and by our bylaws. These rights differ in certain respects from the rights of shareholders in comparable U.S. corporations and some other non-Spanish corporations. In addition, most of our directors and executive officers are residents of Spain and a substantial part of their assets are located in Spain. Consequently, it may not be possible for an overseas shareholder to effect service of process upon us or our directors and executive officers within the overseas shareholder’s country of residence or to enforce against us or our directors or executive officers judgments of courts of the overseas shareholder’s country of residence based on civil liabilities under that country’s securities laws. An overseas shareholder may not be able to enforce any judgments in civil and commercial matters or any judgments under the securities laws of countries other than Spain against our directors or executive officers who are residents of Spain or countries other than those in which judgment is made. In addition, Spanish or other courts may not impose civil liability on our directors or executive officers in any original action based solely on foreign securities laws brought against us or our directors or executive officers.

**4.6. There can be no assurance that we will not be a passive foreign investment company for any taxable year, which could result in adverse U.S. federal income tax consequences to U.S. investors in our Shares.**

In general, a non-U.S. corporation will be a passive foreign investment company (“PFIC”) for any taxable year in which (i) 75% or more of its gross income consists of passive income or (ii) 50% or more of the value of its assets (generally determined on a quarterly average basis) consists of assets that produce, or are held for the production of, passive income. For purposes of the above calculations, a non-U.S. corporation that directly or indirectly owns at least 25% by value of the equity interests of another corporation or partnership is treated as if it held its proportionate share of the assets of the other corporation or partnership and received directly its proportionate share of the income of the other corporation or partnership. Passive income generally includes interest, investment income and gains from commodities transactions (other than certain active business commodities gains). Goodwill is treated as an active asset under the PFIC rules to the extent attributable to activities that produce active income. Cash is a passive asset.

Our PFIC status is an annual factual determination that can be made only after the end of each taxable year. Our PFIC status for each taxable year will depend on the composition of our income and assets and the value of our assets from time to time (including the value of our goodwill, which may be determined by reference to the excess of the sum of our market capitalization and liabilities over the value of our other assets). Our PFIC status for the current or any other taxable year is subject to substantial uncertainties. For example, it is expected that our annual PFIC status for any taxable year will depend in large part on the extent to which our gross income from sales of energy is considered to be active business commodities gains under the Internal Revenue Code. Based on the manner in which we currently intend to operate, we believe it reasonable for U.S. investors to take the position that our gross income from energy sales is active. However, because we outsource to independent contractors significant operation and maintenance functions with respect to our power plants, there can be no assurance that the Internal Revenue Service or a court will agree with this position. If our income from sales of energy is not treated as derived from an active commodities business we will likely be a PFIC. Moreover, while we hold a substantial amount of cash (including cash raised in this Offering), our PFIC status for any taxable year will depend on the value of our goodwill, which as described above may be determined in large part by reference to our market capitalization, which may be volatile. Therefore, we may be a PFIC if our market capitalization from time to time is not sufficiently large such that the value of our goodwill and other active assets does not constitute more than 50% (on a quarterly average basis) of the value of our total assets for any taxable year. In addition, the extent to which our goodwill will be characterized as an active asset is not entirely clear and we cannot give assurance that the entire amount of our goodwill will be treated as an active asset. Furthermore, we own, and will likely continue to own, minority stakes in entities or joint ventures that own power plants. Any power plants in which we own less than 25% will generally be treated as passive assets for purposes of the PFIC rules. For these reasons we cannot assure U.S. investors that we will not be a PFIC for the current or any future taxable year and in making their investment decisions prospective U.S. investors should take into account the potential application of the PFIC rules. We will not conduct annual assessments of our PFIC status for any taxable year. If we are a PFIC for any taxable year during which a U.S. investor owns Shares, the U.S. investor will generally be subject to adverse U.S. federal income tax consequences, including increased tax liability on disposition gains and certain dividends and additional reporting requirements. See “*Certain U.S. Federal Income Taxation Considerations—Passive Foreign Investment Company Rules*”.

## DECLARATION OF RESPONSIBILITY AND COMPETENT AUTHORITY

### Declaration of Responsibility

Mr Luis Cid Suárez, acting in the name and on behalf of the Company, in his capacity as duly empowered representative of the Company by means of the resolutions adopted by the Company's general meeting of shareholders (the "**Shareholders' General Meeting**") and the Company's board of directors (the "**Board of Directors**") on April 21, 2021, accepts responsibility for the information contained in this Prospectus. Having taken all reasonable care to ensure that such is the case, to the best of his knowledge, the information contained in this Prospectus is, as of the date of this Prospectus, in accordance with the facts and contains no omissions likely to affect its content.

Mr Gustavo Carrero Díez, Mr Francisco Javier Remacha Zapatel and Mr Alejandro Javier Chaves Martínez, each acting in the name and on behalf only of the Selling Shareholder which they respectively represent, in their respective capacities as sole director of Marearoja Internacional, S.L., sole director of Jalasa Ingeniería, S.L. Unipersonal and sole director of Aldrovi, S.L., declare that the respective Selling Shareholder they represent accepts responsibility for the information referred to such respective Selling Shareholder in "*Principal and Selling Shareholders*" and "*Plan of Distribution*". Having taken all reasonable care to ensure that such is the case, to the best of their knowledge, the information referred to such respective Selling Shareholders in "*Principal Shareholders and Selling Shareholders*" and "*Plan of Distribution*" is as of the date of this Prospectus, in accordance with the facts and contains no omissions likely to affect its contents.

For the avoidance of doubt, none of the Managers or their respective affiliates, advisors or selling agents make any representation or warranty, express or implied, nor accept any responsibility whatsoever with respect to the content of this Prospectus, including the accuracy or completeness or verification of any of the information herein.

### Competent Authority

This Prospectus has been approved by and registered with the CNMV on April 23, 2021, as competent authority under the Prospectus Regulation, the Securities Market Law and the relevant implementing measures in Spain.

The CNMV only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Company and/or the quality of the Shares.



## PRESENTATION OF FINANCIAL INFORMATION AND OTHER IMPORTANT NOTICES

### Historical Financial Information

The financial information included in this Prospectus to represent the Company's undertaking and to allow investors to make an informed assessment of the Company in accordance with article 6(1) of the Prospectus Regulation derives from

- the Company's audited consolidated annual accounts as of and for the financial year ended December 31, 2020, which include unaudited consolidated financial information as of and for the financial year ended December 31, 2019 for comparative purposes only, that have been prepared in accordance with the International Financial Reporting Standards ("IFRS") as adopted by the EU ("IFRS-EU") and in accordance with Regulation (EC) No 1606/2002 of the European Parliament and of the Council dated July 19, 2002 on the application of international accounting standards, effective as of December 31, 2020 (the "**2020 Audited Consolidated Annual Accounts**"); and
- the Company's audited consolidated financial statements as of and for the financial years ended December 31, 2019 and 2018, which include unaudited consolidated financial information as of and for the financial year ended December 31, 2017 (along with the unaudited consolidated statement of financial position as of January 1, 2017 due to the first application of the IFRS) for comparative purposes only, that have been prepared in accordance with IFRS-EU (the "**2019 and 2018 Audited Consolidated Financial Statements**" and, together with the 2020 Audited Consolidated Annual Accounts, the "**Consolidated Financial Statements**").

The Consolidated Financial Statements together with the respective audit reports thereon are incorporated by reference into this Prospectus (see "*Documentation incorporated by reference*").

The Consolidated Financial Statements have been audited by Deloitte, S.L. The respective audit reports on the Consolidated Financial Statements were unqualified. The 2020 Audited Consolidated Annual Accounts have been translated to English from Spanish, and in case of any discrepancy between the Spanish language version and the English language version, the former shall prevail. The 2019 and 2018 Audited Consolidated Financial Statements have been drafted in English only.

Pursuant to Spanish regulatory requirements, a consolidated management report must accompany the 2020 Audited Consolidated Annual Accounts and is incorporated by reference into this Prospectus. Any information contained in such report shall be deemed to be modified or superseded by any information included elsewhere in this Prospectus that is subsequent to or inconsistent with it.

Investors are strongly cautioned that the consolidated management report contains information as of various historical dates and does not contain a full description of the Company's business, affairs or results. The information contained in the consolidated management report has not been prepared for the specific purpose of this Offering. Accordingly, the consolidated management report should be read together with the other portions of this Prospectus, and in particular "*Risk Factors*" and "*Operating and Financial Review*". Furthermore, the consolidated management report includes certain forward-looking statements that are subject to inherent uncertainty (see "*Presentation of Financial Information and Other Important Notices—Forward-Looking Statements*").

The consolidated management report accompanying the 2020 Audited Consolidated Annual Accounts has not been audited by Deloitte, S.L., although Deloitte, S.L. has reviewed the coherence of the information presented therein with regards to the information contained in the 2020 Audited Consolidated Annual Accounts.

For further information on certain documents of the Company see "*Documents on Display*".

### Pro Forma Financial Information

The Company includes in this Prospectus pro forma consolidated financial information consisting of the pro forma consolidated balance sheet of the Company as of December 31, 2020 and the pro forma consolidated income statement for the year then ended, that has been prepared in accordance with IFRS-EU (the "**Pro Forma Financial Information**"). The Pro Forma

Financial Information has been prepared on the basis of, and should be read in conjunction with, the Consolidated Financial Statements.

The Pro Forma Financial Information has been prepared for the purpose of illustrating, on a pro forma basis, the potential impact on the consolidated balance sheet of the Company as of December 31, 2020, as well as on the consolidated income statement for the year then ended of the inclusion of the Marguerite Buyback Transaction (as defined below), as if it had occurred on January 1, 2020. For details on the Marguerite Buyback Transaction, which was completed in March 2021, see “*Material Contracts—Marguerite Buyback Transaction*”. The Pro Forma Financial Information has not been audited and has been prepared on the bases and presentation sources described in Note 3 thereto.

The Pro Forma Financial Information, together with the auditor’s special report required by Commission Delegated Regulation (EU) 2019/980 of March 14, 2019 supplementing the Prospectus Regulation as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Commission Regulation (EC) N° 809/2004 (“**Delegated Regulation 2019/980**”), is included in this Prospectus (see “*Annex I—Pro-Forma Consolidated Financial Information for the reporting period ended at 31 December 2020*”).

On April 14, 2021, Deloitte, S.L. issued a special auditor’s report in accordance with ISAE 3420 Assurance on engagement report on the Compilation of Pro Forma Financial Information Included in a Prospectus with respect to the Pro Forma Financial Information. The work related to the above-mentioned special auditor’s report has not been carried out in accordance with auditing or attestation standards generally accepted in the United States of America and, accordingly, should not be relied upon as if it had been carried out in accordance with those standards.

The Pro Forma Financial Information has been prepared for illustrative purposes only on the bases and assumptions defined by the directors of the Company that are considered reasonable under the current circumstances, as well as the information available as of the date on which it was prepared. The accounting principles used for the preparation of the Pro Forma Financial Information are consistent with those used in the preparation of the 2020 Audited Consolidated Annual Accounts. However, the Pro Forma Financial Information has not been prepared in accordance with the requirements of Regulation S-X of the U.S. Securities Act. Our future operating results may differ materially from the amounts set forth in the Pro Forma Financial Information due to various factors, including changes in operating results. Any reliance you place on the Pro Forma Financial Information should fully take this into consideration.

### **Operating Segment Reporting**

The Group’s segment information included in the 2020 Audited Consolidated Annual Accounts is presented in accordance with the disclosure requirements set forth in IFRS 8, Operating Segments. In particular, the Group’s three segments are: (i) EPC & Development, which includes, among others, activities related to the identification of feasible projects from a financial and technical perspective, the management of environmental impact analysis, the obtaining of licenses and permits to build and operate, and engineering and construction work on plants; (ii) Energy Sales and Services, which includes the sale of electricity under PPAs or other types of remuneration arrangements and merchant sales, as well as any O&M and asset management services provided to plants once they are in operation; and (iii) Central services/Structure (or Corporate), which includes any income or expenses attributable to assets under general use that are not allocated to segments.

### **Presentation of Line Items**

The nomenclature used for certain line items included in the Consolidated Financial Statements incorporated by reference into this Prospectus varies in the years presented therein. Unless otherwise indicated in this Prospectus, the Company has used the nomenclature used in the 2020 Audited Consolidated Annual Accounts and accompanying consolidated management report. For example, (i) the 2020 Audited Consolidated Annual Accounts refer to (a) “Debts with Public Entities - Current tax assets”, (b) “Debts with Public Entities - Other credits with Public Entities”, (c) “Debts with Public Entities - Current tax liabilities” and (d) “Debts with Public Entities - Other debts with Public Entities” while the 2019 and 2018 Audited Consolidated Financial Statements refer to (w) “Current tax assets”, (x) “Other credits with Public Entities”, (y) “Current tax liabilities”, and (z) “Other debts with Public Entities”, respectively; (ii) the 2020 Audited Consolidated Annual Accounts refer to “Exchange differences”

while the 2019 and 2018 Audited Consolidated Financial Statements refer to “Translation differences”; (iii) the 2020 Audited Consolidated Annual Accounts refer to “Income tax recovered / (paid), net” while the 2019 and 2018 Audited Consolidated Financial Statements refer to “Income tax recovered, net”.

### **Alternative Performance Measures**

In addition to the financial information presented herein and prepared under IFRS-EU, the Company has included in this Prospectus certain alternative performance measures (“APMs”) as defined in Commission Delegated Regulation (EU) 2019/979 of March 14, 2019 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council with regard to regulatory technical standards on key financial information in the summary of a prospectus, the publication and classification of prospectuses, advertisements for securities, supplements to a prospectus, and the notification portal.

Such APMs include: (i) Adjusted Working Capital, (ii) Debt Ratio, (iii) Direct Cost, (iv) EBIT, (v) EBITDA, (vi) General and Administrative Expenses (“G&A”), (vii) Gross Profit and (viii) Net Financial Debt.

The APMs corresponding to the years ended December 31, 2020 and 2019 are defined in the consolidated management report accompanying the 2020 Audited Consolidated Annual Accounts, which also includes an explanation of use and a reconciliation of the APMs to the most directly reconcilable line item, subtotal or total presented in the 2020 Audited Consolidated Annual Accounts. In addition, the APMs that are included in this Prospectus for the year ended December 31, 2018 are reconciled to the most directly reconcilable line item, subtotal or total presented in the 2019 and 2018 Audited Consolidated Financial Statements under “*Operating and Financial Review—Analysis of Alternative Performance Measures*”.

The Company believes that the presentation of the APMs included herein complies with the guidelines issued by ESMA on June 30, 2015 on alternative performance measures and ESMA’s “Q&A on Alternative Performance Measures Guidelines” published in April 17, 2020.

The Company has presented these APMs, which are unaudited, as supplemental information because they are used by the Group’s management in making financial, operational and planning decisions and provide useful financial information that it believes should be considered in addition to the Consolidated Financial Statements and the Pro Forma Financial Information in assessing the Group’s performance. In addition, the Company believes that the APMs presented herein may contribute to a better understanding of its results of operations by providing additional information on what the Company considers to be some of the drivers of its financial performance and because certain of these APMs are believed to be in line with indicators commonly used by analysts covering the Company’s industry and investors in the capital markets.

These APMs are not defined under, and have not been prepared in accordance with, IFRS-EU. They should only be considered together with the Consolidated Financial Statements and the Pro Forma Financial Information and may be presented on a different basis than the financial information included in the Consolidated Financial Statements and the Pro Forma Financial Information. In addition, the APMs, as calculated by the Company, may differ significantly from similarly titled information reported by other companies, and therefore may not always be comparable.

Prospective investors are cautioned not to place undue reliance on these measures, which should be considered as supplemental to, and not a substitute for, the financial information prepared in accordance with IFRS-EU included herein. The APMs included herein have not been audited by the Company’s auditors or by any independent expert. For clarification purposes, APMs used in this Prospectus appear followed by the label: <sup>(APM)</sup>. The definitions and determination of the APMs included herein are disclosed in the consolidated directors’ report to the 2020 Audited Consolidated Annual Accounts.

Some of the limitations of these APMs are (as applicable):

- they do not reflect the Group’s cash expenditures or future requirements for capital expenditures or the Group’s contractual commitments;
- they do not reflect changes in, or cash requirements for, the Company’s working capital needs;

- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often need to be replaced in the future, and measures based on EBITDA<sup>(APM)</sup> do not reflect any cash requirements that would be required for such replacements;
- they do not reflect the significant interest expense, or the cash requirements necessary, to service interest or principal payments, on the Group's debt;
- some of the items that are eliminated in calculating EBITDA<sup>(APM)</sup> reflect cash payments that were made, or will be made in the future; and
- the fact that other companies in the industry may calculate EBITDA<sup>(APM)</sup> (and other APMs) differently than the Company does, which limits their usefulness as comparative measures.

In light of the limitations of these APMs, investors are cautioned not to place undue reliance on these measures. Such measures should be reviewed by investors in conjunction with the Consolidated Financial Statements, the Pro Forma Financial Information and "*Operating and Financial Review*".

### **Operational Information**

In this Prospectus, (i) "gross installed capacity" refers, with respect to a project in respect of which the Company has an equity interest, the total installed capacity of such project (irrespective of whether other parties have an equity stake in such project), and (ii) "attributable installed capacity" refers, with respect to a project in respect of which the Company has an equity interest, the installed capacity of such project attributable to such equity interest (which is calculated by multiplying the Company's equity interest –whether or not such interest is a controlling interest– in such project by its total installed capacity).

### **Rounding**

Certain financial information in this Prospectus has been subject to rounding adjustments. As a result of this rounding, figures shown as totals in tables or elsewhere in this Prospectus may vary slightly from the exact arithmetic aggregation of the figures that precede them. In addition, certain percentages presented in this Prospectus reflect calculations based upon the underlying information prior to rounding and, accordingly, may not conform exactly to the percentages that would be derived if the relevant calculations were based upon the rounded numbers.

### **Market, Economic and Industry Data**

This Prospectus includes market share and industry data, which the Company has obtained from industry publications and surveys, industry reports prepared by governments, regulators, consultants, internal surveys and customer feedback. Market and industry data is principally based on, where available, official government or industry bodies. In particular, the Company has included certain market and industry data from, among others, the following third-party sources:

- Antuko Comercialización SpA ("**Antuko**"). The Company has engaged Antuko to obtain forecast electricity price curves in the Chilean market which third party investors may only use for the sole and express purpose of evaluating the Offering and third party investors should not place undue reliance on the information provided relating thereto and should perform their own due diligence.
- Estudios en Infraestructura Consultores S.A. ("**Estudios en Infraestructura**"). The Company has engaged Estudios en Infraestructura to obtain forecast electricity price curves in the Mexican market which third party investors may only use for the sole and express purpose of evaluating the Offering and third party investors should not place undue reliance on the information provided relating thereto and should perform their own due diligence.
- Hitachi ABB Power Grids UK Limited ("**Hitachi**"). The Company has engaged Hitachi to obtain information on forecast electricity price curves for certain market hubs in North America which third party investors may only use for the sole and express purpose of evaluating the Offering and third party investors should not place undue reliance on the information provided relating thereto and should perform their own due diligence.

- The Company has engaged a fourth renowned external market consultant (which is referred to in this Prospectus as “**External Market Consultant**”) to obtain information on forecast electricity price curves for certain markets in the European Union where we are present which third party investors may only use for the sole and express purpose of evaluating the Offering and third party investors should not place undue reliance on the information provided relating thereto and should perform their own due diligence.

To the Company’s knowledge, all third-party information, as outlined above, has been accurately reproduced and, as far as the Company is aware and has been able to ascertain, no facts have been omitted which would render the reproduced information inaccurate or misleading. However, the Company has not independently verified the information and cannot guarantee its accuracy. As the Company does not have access to all of the facts and assumptions underlying such market and industry data, it is unable to verify such information and cannot guarantee its accuracy or completeness. The Company believes that this third-party market and industry data, to the extent quoted or referred to herein, is reliable, but it has not independently verified it and cannot guarantee its accuracy or completeness.

In addition, in cases where third-party data does not cover the market or type of service or product, or third-party data is not available, the Company has included certain market and industry data reflecting its management’s best estimates based upon information obtained from regulators, trade and business organizations and associations, consultants and other contacts within the industries in which the Group operates as well as its senior management team’s business experience and experience in the industry. For example, certain market share information and other statements presented herein regarding the Group’s position relative to its competitors are not based on published statistical data or information obtained from independent third parties but reflects management’s best estimates. The Company has based these estimates upon information obtained from its customers, trade and business organizations and associations and other contacts in the respective industries in which the Group operates.

Any and all of the information set forth in this Prospectus relating to the operations, financial results or market share of the Group’s competitors has been obtained from information made available to the public in such companies’ publicly available reports and independent research, as well as from the Group’s experience, internal studies, estimates and investigation of market conditions.

The Company believes that these internal surveys and market and industry estimates, to the extent included in this Prospectus, are reliable, but the Company has not independently verified this information and cannot guarantee its accuracy or completeness. The Company cannot assure you that any of the assumptions that it has made in compiling this data are accurate or correctly reflect its position in its markets or other matters relating to its business. Accordingly, investors are cautioned not to place undue reliance on such estimates.

### **Forward-Looking Statements**

This Prospectus includes forward-looking statements that reflect the Group’s intentions, beliefs or current expectations and projections about the Group’s future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies, plans, opportunities, trends, future developments and the markets the Group serves or intends to serve. The Group has tried to identify these and other forward-looking statements by using the words “may”, “could”, “will”, “would”, “should”, “expect”, “intend”, “estimate”, “anticipate”, “guidance”, “project”, “future”, “potential”, “believe”, “seek”, “plan”, “aim”, “expect”, “objective”, “goal”, “project”, “strategy”, “target”, “continue”, “pipeline” and similar expressions or their negatives.

These forward-looking statements are based on numerous assumptions regarding the Group’s present and future business and the environment in which the Group expects to operate in the future. Forward-looking statements may be found in “*Risk Factors*”, “*Operating and Financial Review*”, “*Industry Overview*” and “*Business*” and elsewhere in this Prospectus.

These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions and other factors that could cause the Group’s actual results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies, plans or opportunities, as well as those of the markets the Group serves or intends to serve, to differ

materially from those expressed in, or suggested by, these forward-looking statements. Investors should read “*Risk Factors*”, “*Business*” and “*Regulation*” for a more complete discussion of the factors that could affect the Group.

In light of these risks, uncertainties and assumptions, the forward-looking events described in this Prospectus may or may not occur in the future. Additional risks that the Group may currently deem immaterial or that are not presently known to the Group could also cause the forward-looking events discussed in this Prospectus not to occur. These forward-looking statements speak only as of the date of this Prospectus. Except as otherwise required by Spanish, U.S. federal and other applicable securities laws and regulations and by any applicable stock exchange regulations, the Group undertakes no obligation to update publicly or revise publicly any forward-looking statements, whether as a result of new information, future events, changed circumstances or any other reason after the date of this Prospectus. Given the uncertainty inherent in forward-looking statements the Group cautions prospective investors not to place undue reliance on these statements.

This Prospectus does not contain any profit estimates or profit forecast as defined in Delegated Regulation 2019/980.

The definition and classification of the pipeline of the Company, which comprises “Backlog”, “Advanced Stage”, “Early Stage” and “Identified Opportunities” projects, may not necessarily be the same as that used by other companies engaged in similar businesses. As a result, the expected capacity of the Company’s pipeline may not be comparable to the expected capacity of the pipeline reported by such other companies. In addition, given the dynamic nature of the pipeline, the pipeline is subject to change and certain projects classified under a certain pipeline category as identified above could be reclassified under another pipeline category or could cease to be pursued in the event that unexpected events occur.

#### **Currency References**

Unless otherwise indicated, all references in this Prospectus to “euro”, “EUR” and “€” are to the lawful single currency of member states of the EU that adopt or have adopted the euro as their currency in accordance with the legislation of the EU relating to European Monetary Union and all references to “U.S. dollars” and “USD” are to the lawful currency of the United States. The Company prepares its annual accounts in euro.

#### **Trademarks**

The Company owns or has rights to certain trademarks, trade names, service marks or applicable copyright notices that it uses in connection with the operation of the Company’s business. The Company asserts to the fullest extent under applicable law, its rights to its trademarks, trade names, service marks and applicable copyright notices. Solely for convenience, the trademarks, trade names, service marks or applicable copyright notices appearing in this Prospectus are listed without the applicable ©, © or ™ symbols.

#### **Legislation**

This Prospectus refers to various statutes, directives and other legislation and regulations. Unless the contrary is specified or the context otherwise requires, all such references are to the laws of Spain.

#### **Investment Considerations**

An investment in the Company is suitable only for investors who are capable of evaluating the risks and merits of such investment, who understand the potential risk of capital loss and that there may be limited liquidity in the underlying investments of the Company and in the Shares, for whom an investment in the Shares constitutes part of a diversified investment portfolio, who fully understand and are willing to assume the risks involved in investing in the Company and who have sufficient resources to bear any loss (which may be equal to the whole amount invested) that might result from such investment. Typical investors in the Company are expected to be institutional and qualified investors who are looking to allocate part of their investment portfolio to the international renewable energy industry. Investors should consult their financial advisor before making an investment in the Company.

There is no guarantee that any appreciation in the value of the Shares will occur or that the operating and/or financial objectives of the Company will be achieved, and investors may not recover the full value of their investment. Any operating and/or financial objectives of the Company are targets only and should not be treated as assurances or guarantees of performance.

A prospective investor should be aware that the value of an investment in the Shares is subject to normal market fluctuations and other risks inherent in investing in securities. There is no guarantee that any appreciation in the value of the Shares will occur or that the operating objectives of the Company will be achieved. As such, the value of investments in the Company's shares and any income derived therefrom may fall or rise, and investors may not recoup the original amount invested in the Shares.

The contents of this Prospectus are not to be construed as advice relating to legal, financial, taxation, accounting or regulatory matters, investment decisions or any other matter. Prospective investors must rely upon their own representatives, including their own financial and legal advisors and accountants, as to financial, legal, tax, accounting, regulatory, investment or any other related matters concerning the Company and an investment therein.

## EXPECTED TIMETABLE AND OFFERING STATISTICS

### Expected Timetable of Principal Events

The Company expects that the Offering will take place according to the tentative calendar set out below:

Principal event	Date <sup>(1)</sup>
Approval and registration of the Prospectus with the CNMV	April 23, 2021
Commencement of the orders period for Non-Qualified Investors	April 23, 2021
Commencement of the book-building period	April 23, 2021
Finalization of the orders period for Non-Qualified Investors	April 29, 2021
Non-Qualified Investors Tranche final sizing and allocations of New Non-Qualified Investors Shares to Non-Qualified Investors	May 5, 2021
Finalization of the book-building period	May 5, 2021
Setting of the Offering Price <sup>(2)</sup> and the Employees Offering Price <sup>(3)</sup>	May 5, 2021
Execution of the Underwriting Agreement	May 5, 2021
Publication of the inside information notice ( <i>comunicación de información privilegiada</i> ) with the Offering Price <sup>(2)</sup> and the Employees Offering Price <sup>(3)</sup>	May 5, 2021
Allocations of New Qualified Investors Shares	May 5, 2021
Prefunding of the New Offered Shares by Banco Santander	May 6, 2021
Granting of the public deed of share capital increase	May 6, 2021
Filing and registration of the public deed of share capital increase with the Commercial Registry of Madrid	May 6, 2021
Transaction date and publication of an other relevant information notice ( <i>comunicación de otra información relevante</i> )	May 6, 2021
Admission and commencement of the Stabilization Period (on or about)	May 7, 2021
Settlement Date (on or about)	May 10, 2021
End of Stabilization Period (no later than)	June 4, 2021

(1) Each of the dates included in the above tentative calendar is subject to change without prior notice. Any change, including in particular any lengthening or shortening of the tentative calendar, will be made public by publishing the corresponding other relevant information notice (*comunicación de otra información relevante*) with the CNMV.

(2) Offering Price refers to the subscription or purchase price (as the case may be) of the Qualified Investors Shares and the Related Investors Shares (except where the Offering Price is greater than the high end of the Offering Price Range, in which case the subscription price of the Related Investors Shares will be the high end of the Offering Price Range).

(3) Employees Offering Price refers to the subscription price of the Employees Shares, which will be the lower of the (i) Offering Price and (ii) the high end of the Offering Price Range, after the application of a 10% discount.



## Offering Statistics

The table below includes the Offering statistics under the assumptions included in the footnotes:

Concept	Amount
Offering Price Range	Non-binding range between €4.26 and €5.20 per share
New Offered Shares <sup>(1)</sup>	c. 79,281,184
Estimated proportions of New Offered Shares over the Company's share capital before the Offering and after the Offering <sup>(1)</sup>	c. 74.85% and c. 42.81%
Additional Shares <sup>(2)</sup>	Up to 7,928,118
Estimated gross proceeds of the New Offered Shares <sup>(3)(4)</sup>	c. €375 million
Estimated total fees and expenses of the Offering payable by the Company and Selling Shareholders, respectively <sup>(1)(5)(6)</sup>	€20.34 million and €1.41 million, respectively
Estimated net proceeds of the New Offered Shares receivable by the Company <sup>(3)</sup>	€354.66 million
Expected market capitalization of the Company following the Offering <sup>(4)(7)</sup>	€876,011,060

- (1) The number of New Offered Shares will be the number of New Qualified Investors Shares at the Offering Price plus a number of New Non-Qualified Investors Shares at the price described in "Plan of Distribution—Non-Qualified Investors Tranche" of this Prospectus (which price will, in the case of the Relevant Employees, or may, in the case of the Related Investors, differ from, and be lower than, the Offering Price) as required to raise, in aggregate, gross proceeds of approximately €375 million through the Offering. For the purpose of this table, we have assumed the number of New Offered Shares is 79,281,184, which is the number of New Offered Shares required to raise gross proceeds of approximately €375 million at the mid-point price of the Offering Price Range (that is, disregarding the Employees Shares which would be subscribed at the mid-point price of the Offering Price Range after application of a 10% discount). The share capital increase resolution contemplates the possibility of (i) incomplete subscription, in which case the number of New Offered Shares could be lower; and (ii) an increase in the number of New Offered Shares so as to increase the gross proceeds of the Company to up to a maximum of €425 million (if, and to the extent that, the change of control clause under our outstanding 2021 Notes is not triggered as a result of this exercise).
- (2) Refers to the Additional Shares under the Over-allotment Option assuming the Over-allotment Option is exercised in full. The number of Additional Shares would be up to 7,928,118 Additional Shares considering the total number of New Offered Shares included under assumption (1) above.
- (3) The Selling Shareholders will not receive any portion of the proceeds resulting from the issue and subscription of the New Offered Shares, all of which will be paid to the Company.
- (4) The Company will not receive any portion of the proceeds resulting from the sale of Additional Shares (if the Over-allotment Option is exercised in whole or in part), all of which will be paid to the Selling Shareholders or to such persons as the Selling Shareholders may direct.
- (5) Assuming payment of the maximum amount of the discretionary commission of the Managers (excluding VAT) payable by the Company and the Selling Shareholders.
- (6) Assuming the Over-allotment Option is exercised in full.
- (7) Assuming that the Offering Price is at the mid-point price of the Offering Price Range.

## INDUSTRY OVERVIEW

### The Renewable-Energy Market

#### Energy Transformation and Roadmap to 2050

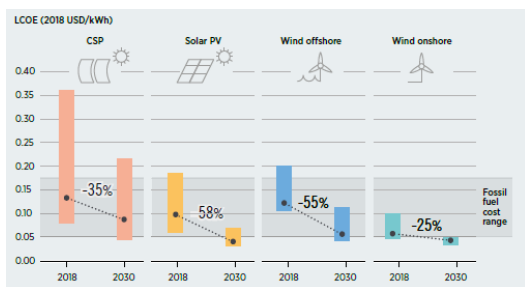
##### Global Energy Transformation

Climate change is a major concern worldwide that has moved the transformation of the energy sector in order to swiftly reduce greenhouse emissions that cause it. The 2015 Paris Agreement on Climate Change established the goal of limiting the increase of global temperatures to 2 degrees Celsius (°C). Shifting from the consumption of fossil fuels towards cleaner renewable forms of energy is critical to reaching the goals agreed in the Paris Agreement and such transformation is possible by replacing conventional fossil fuels generation and uses with low-carbon technologies. In the last few years, the energy sector has begun to change in promising ways, enabled by supporting policy and innovations in technologies and systems. Renewable energies are leading the new generation capacity global market.

One of the key drivers for the energy transformation set out by the International Renewable Energy Agency (“IRENA”)<sup>6</sup> is that renewable energy is fully competitive; energy is becoming the lowest costing source of new power generation. Based on preliminary results from IRENA Levelized Cost of Electricity (“LCOE”) of Concentrating Solar Power (“CSP”), solar PV, offshore and onshore wind technologies (G-20 countries average) are expected to decrease over the 2018-2030 period.

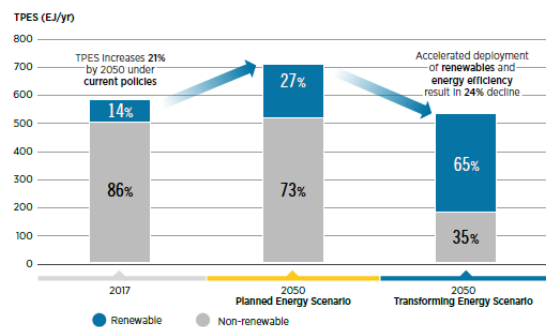
The energy transformation entails an increasingly electrified form of transport and heat combined with increases in renewable power generation, that is expected to deliver around 60% of the energy-related carbon dioxide (“CO<sub>2</sub>”) emissions reductions needed by 2050 (IRENA). The total share of renewable energy is expected to increase from about 14% of total primary energy supply (“TPES”) in 2017 to around 65% by 2050 under IRENA’s transforming energy scenario (the “**Transforming Energy Scenario**”) and to around 27% by 2050 under IRENA’s planned energy scenario.

**Solar and wind power: Expected cost reductions through 2030 (USD/KWh)**



Source: IRENA, LCOE development of CSP, solar PV and offshore and onshore wind technologies. G-20 country average, 2018-2030

**Total primary energy supply –renewable and non-renewable share– for the Planned Energy Scenario and the Transforming Energy Scenario 2017-2050 (Ej/yr)**



Note: PES and TES (IRENA), 2017 values based on IEA (2019b)

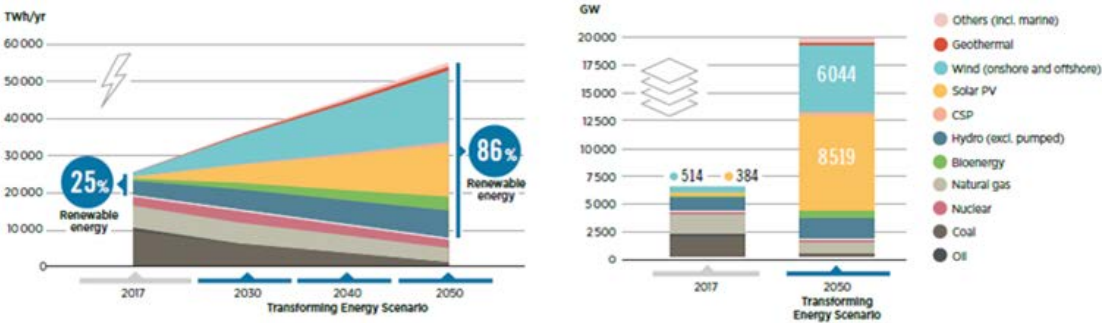
Source: IRENA

Scaling up renewable energy is crucial for the decarbonization of the world’s energy system. The most important synergy for this transformation comes from the combination of increasing low-cost renewable power technologies (specifically solar PV and wind) with the wider adoption of electricity for end-use applications in transport, heat and hydrogen production.

<sup>6</sup> IRENA is an intergovernmental organization formed by over 160 countries that supports countries in their transition to a sustainable energy future, and serves as a platform for international cooperation, a centre of excellence, and a repository of policy, technology, resource and financial knowledge on renewable energy.

The Transforming Energy Scenario establishes a pathway to achieve an 86% share for renewables in the power generation breakdown by source by 2050. On the end-use side, the share of electricity in final energy consumption would increase from only 20% in 2020 to nearly 50% by 2050:

**Breakdown of electricity generation (TWh/yr) and total installed capacity by source (GW) for the period 2017-2050**

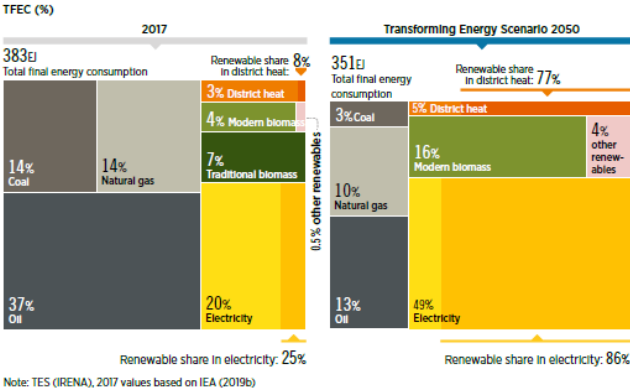


Source: IRENA

Solar PV and wind technologies are leading the transformation of the global electricity sector. By 2050, wind power is expected to be the major generation source, supplying approximately one third of total electricity demand, while solar PV generation is expected to cover approximately 25% of that demand. In 2050, solar PV's generation share is forecasted to represent more than 10 times the share it represented in 2017.

Due to this large increase in the use of renewable energies, the share of the renewable energies in total final energy consumption ("TFEC") is also expected to rise considerably by 2050 under the Transforming Energy Scenario. By 2050, renewable energies are expected to account for approximately 25% of TFEC in relation to the industry sector, and it is also expected to dominate the transportation and buildings sectors, reaching a 57% and 87% share, respectively.

**Breakdown of TFEC by energy carrier in 2017 and in the Transforming Energy Scenario 2050 EJ (Exajoule)**

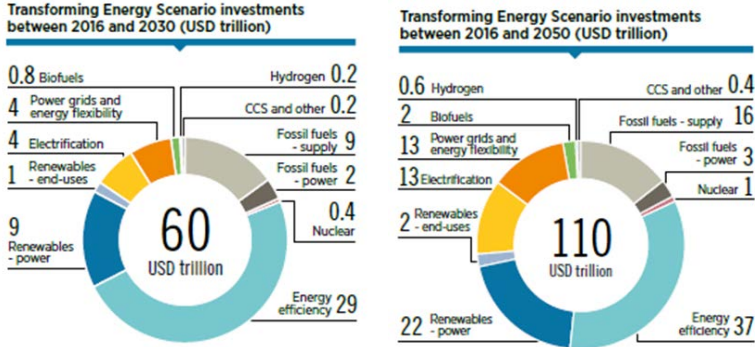


Source: IRENA

As a result, the energy transformation is expected to require transformational changes in which governments are anticipated to play a key role. Governments are planning to invest at least USD 95 trillion in the energy system over the next three decades. The Transforming Energy Scenario shows that nearly USD 10 trillion should be redirected from fossil fuels and related infrastructures to low-carbon technologies by 2030, reaching a cumulative investment of USD 60 trillion over the 2016-2030 period in order to meet expected targets. Looking toward longer time horizons (that is, by 2050), and with a different investment mix, the global energy system is expected to become much more climate friendly, with cost-effective renewable energy

technologies underpinned by a more efficient use of energy. Based on IRENA’s analysis, renewables and related infrastructure are expected to account for over half of total investment in the energy sector for the 2016-2050 period.

**Expected cumulative energy sector investments, 2016-2050**



Source: IRENA

Hydrogen and battery storage playing key roles in the energy transition

Hydrogen (known as molecular hydrogen) (“H<sub>2</sub>”) is expected to play a relevant role in the current energy transition. Hydrogen can be produced with multiple processes and energy sources; a color code nomenclature is becoming commonly used to differentiate among: grey H<sub>2</sub> (produced from fossil fuels), blue H<sub>2</sub> (produced by carbon capture), turquoise H<sub>2</sub> (which combines the use of natural gas as feedstock with no CO<sub>2</sub> production through pyrolysis) and green H<sub>2</sub> (produced via electrolysis of water using renewable electricity), which is the only molecular zero-carbon energy vector enabling energy to be converted, stored, carried or transferred.

H<sub>2</sub> offers an important way to decarbonize global energy connectivity, specifically in relation to mobility and industrial sectors. However, energy is needed to produce H<sub>2</sub>. H<sub>2</sub> has emerged as an important component for a sustainable future, and synergies between H<sub>2</sub> and renewable energies are expected. H<sub>2</sub> is expected to boost growth in the renewable-electricity market and broaden the reach of renewable solutions (electrolyzers can add demand-side flexibility and offer seasonal storage of solar and wind power). The falling costs of hydrogen produced with renewable energy (green H<sub>2</sub>), combined with the cutting of greenhouse gas emissions, are giving clean H<sub>2</sub> unprecedented momentum.

Electricity storage via batteries is also expected to play a key role in the world’s transition to a sustainable energy system. Batteries can support a wide range of needed services such as providing frequency response, reserve capacity, black-start capability and other grid services as well as storing power in electric vehicles, upgrading mini-grids and supporting self-consumption of rooftop solar power. In the longer term, batteries are expected to support very high levels of variable renewable electricity, specifically by storing surplus energy and subsequently releasing it, when sunlight is absent or wind is insufficiently strong.

**Spain**

**Overview of electricity installed and generation capacity. Evolution of electricity supply and demand**

The capacity mix in Spain remained stable after the market reforms of 2012-2013, given limited additional investments following cuts in support payments. However and specially after the COVID-19 outbreak, there is a noticeable increasing trend of investment in renewable projects. At the beginning of 2021 the Spanish Government awarded a total of c. 3 GW of wind and solar power capacity in the first renewable energy auction held since July 2017. Between 2016 and 2017 there were other capacity auctions with 9 GW of capacity auctioned.

Total installed capacity in Spain has remained relatively stable in recent years, due to the policy measures that were implemented by the Spanish Government with respect to the country’s renewable-energy support schemes at the beginning

of the past decade. As a result, installed capacity by the end of 2019 was 104 GW, an increase of 6 GW from 2018 – 4 GW of solar PV and 2 GW of onshore wind (Source: REE). The composition of installed generation capacity has also remained relatively stable in recent years, with only small variations in onshore wind capacity and the decommissioning of some gas-fired power stations, and coal (in particular during 2020).

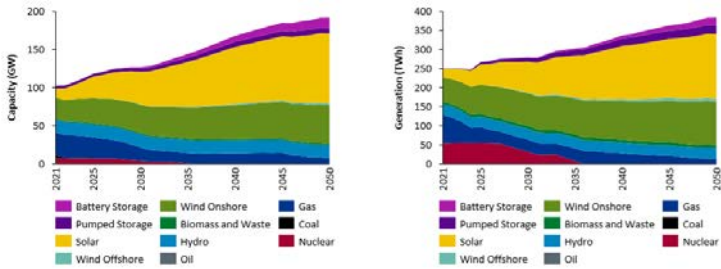
Electricity generation in 2019 was 247 TWh, similar to 2018 (Source REE). Almost a third of the generation derives from natural gas fired units (cogeneration and combined-cycle units) and close to a quarter from nuclear sources. Generation from renewable energies has been relatively stable in recent years given limited renewable capacity additions, even declining for some years when hydro and wind yields were low.

Spain’s generation capacity mix has been experiencing a significant increase in solar and wind generation as technology costs continue to fall and new sources of flexibility (batteries, Demand Side Response (“DSR”)) enter the market.

A significant increase of the renewable energy technologies is expected by 2050, especially regarding solar (reaching 92 GW) and wind onshore (reaching 51 GW). Coal (9 GW in December 2020) and nuclear (7 GW in December 2020), are expected to be phased out by 2025 and 2036, respectively, removing a large portion of dispatchable generation capacity in Spain.

By 2050, nearly 85% of power generation is projected to come from wind, solar and hydro, with gas-fired generation also playing a role to guarantee security of supply, together with new sources of flexibility (e.g. batteries, DSR and interconnection).

**Capacity and Generation mix<sup>7</sup> (Reference Case<sup>8</sup>)**



Source: External Market Consultant

Since 2010, annual electricity demand in Spain has ranged between 244-261 TWh/year, with a declining trend in years 2010-2014, and an upward trend since then (before the impact of COVID-19) (Source: External Market Consultant).

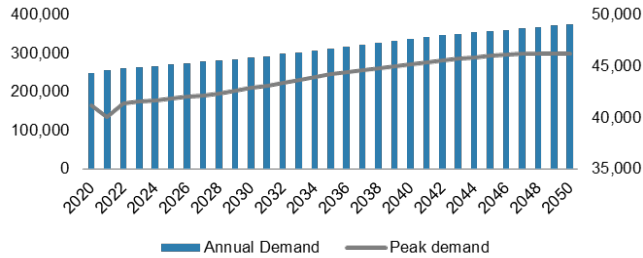
Going forward, there is uncertainty with regards to how the shape of electricity demand is expected to change over time, taking into account, in particular, the impact of COVID-19, technological advancements, the potential impacts of climate change (leading, for instance, to increased air-conditioning demand) and broader macroeconomic considerations.

In the Reference Case, annual electricity demand is assumed to increase from 245 TWh in 2020 to 318 TWh in 2050 (or 374 if demand from storage load is included) due to increase in electrification of the heat and transport sectors.

<sup>7</sup> The generation mix reflects the level of installed capacity by technology and the load factor of the respective technology.

<sup>8</sup> The Reference Case refers to the projections of the External Market Consultant, and estimates European governments continue to pursue a balanced energy policy, attempting to meet the sometimes competing demands of security of supply, affordability and environmental sustainability.

### Forecasted Annual Demand (Gwh) and Peak Demand (MW)



Source: External Market Consultant

### History of prices on the electricity market and expected evolution

Prices on the Spanish day-ahead wholesale power market have been among the highest in the EU and have ranged between 41 and €58/MWh for the period 2011-2019.

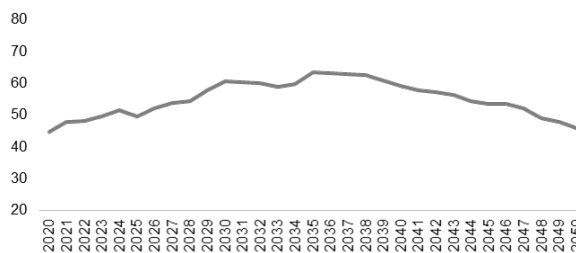
### Historical monthly average Day-Ahead price from January 2010 to September 2020 (€/MWh)



Source: ENTSO-E, OMIE

Prices are projected to rise in the medium term in the Reference Case as commodity prices increase, and both nuclear and coal capacity are expected to be phased out. Prices are expected to stabilize in the long term.

### Baseload wholesale electricity prices (€/MWh, Real 2020)



Source: External Market Consultant

## Italy

### Overview of electricity installed and generation capacity. Evolution of electricity demand

Italy has a 30% final energy renewable energies target by 2030. The Government launched a round of seven new competitive auctions between 2019 and 2021 to procure 8 GW of renewable capacity. The Government national energy strategy (the "National Energy Strategy") indicated the intention to close all coal plants by 2025.

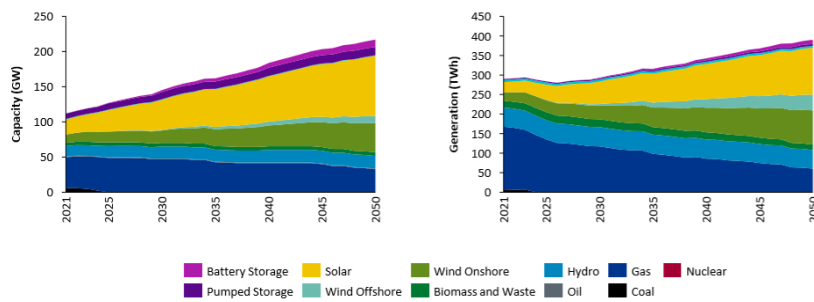
In 2019, installed generation capacity was 117 GW, in which gas (47.6 GW), hydro (23 GW) and coal (7.9 GW) played an important role. In addition to hydro, there is 20.9 GW of solar capacity, 10.8 GW of onshore wind, 4.2 GW of biomass and 0.8 GW of geothermal capacity in the renewable energies sector. Total annual power generation in 2019 was 288 TWh compared with total annual power demand of 318 TWh; the share of net imports was therefore c. 9%. Peak demand usually take place during the summer (in July 2019 it was 58.8 GW) (Source: External Market Consultant).

The generation mix has historically been dominated by gas fired generation which covered a market share of 44% of total generation in 2019. Hydro generation has historically covered between 14% and 21% of total generation depending on hydro conditions. 2019 hydro generation share was c. 15%. Generation from solar and onshore wind represented 17% of total generation in 2019.

Italy's current power generation mix is heavily reliant on gas-fired generation, which represents more than half of total domestic generation.

Coal generation is expected to drop to zero by 2025, in line with the National Energy Strategy. This capacity is expected to be partly replaced by battery storage capacity which increases over time, along with other sources of flexibility (DSR and interconnection).

**Capacity (GW) and generation (TWh) mix (Reference Case)**



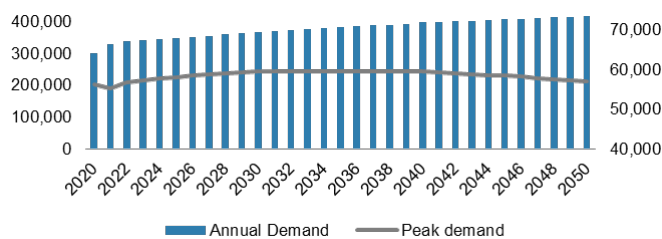
Source: External Market Consultant

Italy's electricity demand declined over period 2010-2014 period but since been generally stable at between 317 and 322 TWh per year (Source: External Market Consultant).

There exists uncertainty with regard to how the shape of electricity demand is expected to change over time, taking into account the impact of COVID-19, technological advancements, the potential impacts of climate change (leading, for example, to increased demand for air-conditioning) and broader macroeconomic considerations.

In the Reference Case, annual electricity demand is assumed to increase from 327 TWh in 2021 to 397 TWh in 2050 due to increase in electrification of the heat and transport sectors (or 417 TWh if demand from storage load is included).

**Forecasted Annual Demand (Gwh) and Peak Demand (MW)**



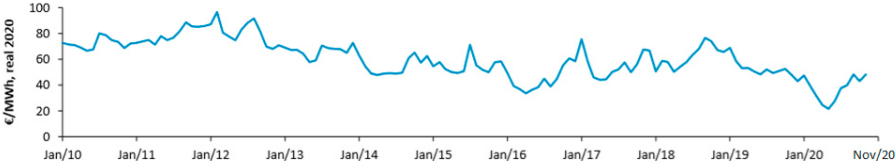
Source: External Market Consultant

**History of prices on the electricity market and expected evolution**

The Italian wholesale power market has six geographical pricing areas; prices vary among them when transmission limits are met. Generators are paid their respective zonal price while demand is charged the National Single Price, or “PUN”. The PUN is calculated by taking the volume weighted average of the zonal day-ahead prices. With the gap between the zonal price and national average price, market participants implicitly pay a fee for the assignment of rights to use transmission capacity. An instrument (“CCC”), has been in place since 2004 to hedge against congestion cost volatility, effectively serving as Financial Transmission Right (FTR) obligation. Terna runs auctions for monthly and annual CCC products to allow participants to hedge this risk. Nevertheless, the liquidity of these products remains limited and the risk can be significant further out in the forward curve (given that there also exist risks with respect to how the transmission system is expected to evolve over time).

Wholesale prices have historically been higher on the islands of Sicily and Sardinia due to limited interconnection capacity with the mainland, combined with older and less efficient generation plants and lower competition. The gap in prices has recently narrowed as more renewable energy capacity is being installed on the islands and new interconnection projects have increased transmission capacity with the mainland.

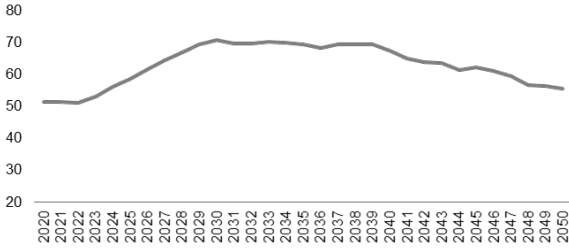
**Historical monthly average day-ahead price from January 2010 to November 2020 (€/MWh)**



Source: GME (Gestore del Mercato Elettrico)

Prices are projected to rise in the medium term in the Reference Case as commodity prices increase and both nuclear and coal capacity are expected to be phased out. Prices are expected to stabilize in the long term.

**Baseload wholesale electricity prices (€/MWh, Real 2020)**



Source: External Market Consultant

**Chile**

**Overview of electricity installed and generation capacity. Evolution of electricity demand**

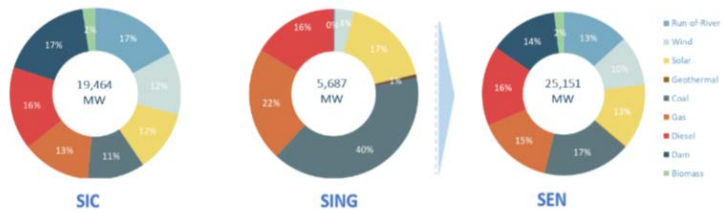
Due to geographic circumstances in Chile, four interconnected systems were developed, as shown below. On November 21, 2017, the Sistema Interconectado Central (“SIC”) and the Sistema Interconectado del Norte Grande (“SING”) were interconnected through a 500 kV transmission line, forming the National Electric System (Sistema Eléctrico Nacional) (the “Chilean SEN”).



**Chilean electric systems before Nov-17**



**Breakdown of installed capacity by technology of the Chilean SEN (MW)**



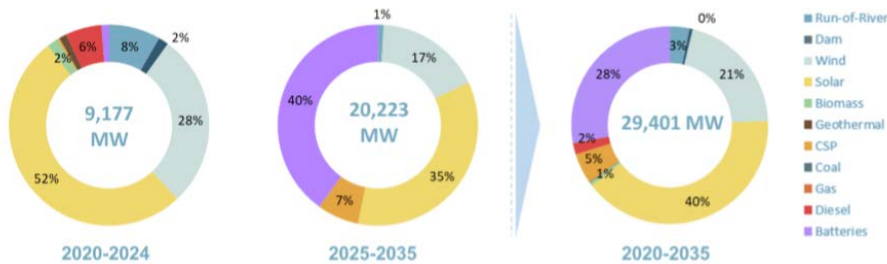
Source: Antuko, SEN Marginal Costs Forecast (Dec 2020)

The Chilean electricity market is quite complex as a result of its high sensitivity to external factors such as hydrological seasons, the availability of fossil fuels and transmission limitations.

Generation capacity fluctuates and depends on, among other variables, (i) the entry of new capacity, (ii) the closing of old power plants, (iii) the technical availability of machines (considering outages and maintenance) and (iv) the availability of natural resources, such as sun, wind and water.

The new generation plan is based on the assumption that renewable energy will play a major role in the future. According to the expansion plan, a total of 29,401 MW is expected to enter the system between 2020 and 2035.

**Distribution of new installed capacity, 2020-2035 (MW)**

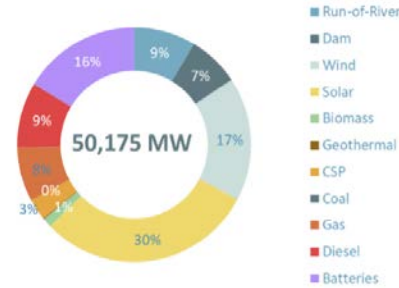


Source: Antuko, Chilean SEN Marginal Costs Forecast (Dec 2020)

The addition of new installed capacity throughout the timeframe has been geographically distributed based on the location of projects under construction, the location of the projects under environmental evaluation and expectations on marginal costs. New solar power plants are expected to be concentrated from the north to the region of Santiago. In contrast, wind projects are expected to be constructed primarily in central to southern areas.

By 2035, total net installed capacity of the Chilean SEN is expected to reach 50,175 MW, while the proportion of renewable energies expected to be 81%:

### Net installed capacity in 2035 (MW)

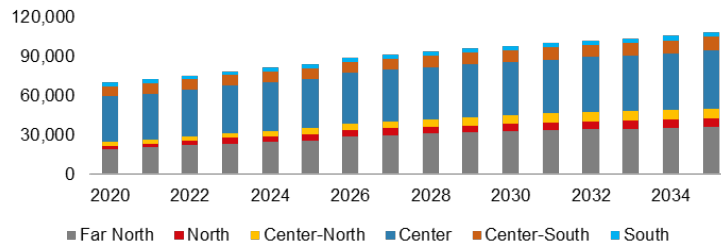


Source: Antuko, Chilean SEN Marginal Costs Forecast (Dec 2020)

Values represent the average generation across 40 hydrological scenarios. Moreover, for each year, of renewable energy (hydroelectricity, biomass, solar, Li-ion battery, and wind) is expressed as a percentage of total annual generation, represented by the green dotted line on the right axis.

The forecasted demand for both unregulated (that is, industrial customers) and regulated (that is, residential customers) is split between six zones: Far-North, North, North-Center, Center, South-Center and South. The demand of the whole system is expected to increase between 2020 and 2035 by a compound annual growth rate of 2.8% (if green hydrogen is excluded) and/or 3.2% (if consumption of electrolyzers to produce green hydrogen is considered).

### Forecasted Annual Demand (Gwh)



Source: Antuko, Chilean SEN Marginal Costs Forecast (Dec 2020)

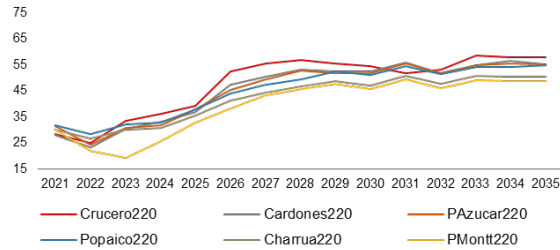
### Expected evolution of market electricity prices

The maturing of the electric system, together with the high seasonality of energy supply, is expected to significantly influence significantly the evolution of energy prices.

The following figure indicates the average annual marginal cost for the main SEN nodes in the Base Case<sup>9</sup>. A notable seasonality is expected in the prices, due to the abundance of renewable energy in spring and summer and the use of more expensive plants in autumn and winter when renewable resources are scarcer.

<sup>9</sup> Base Case refers to the projections of Antuko from "SEN Marginal costs forecast", December 2020

### Expected annual marginal cost for the main truck nodes in the Chilean SEN (USD/MWh, Real 2020)



Source: Antuko, Chilean SEN Marginal Costs Forecast (Dec 2020)

## Mexico

### Overview of electricity installed and generation capacity. Evolution of electricity demand

The National Electricity System (the “Mexican SEN”) comprises, on one side, the Public Service, including the infrastructure of the CFE and the Independent Power Producers (“IPP”) that enter into a long-term supply contract with the CFE and, on the other side, the cogeneration and private parties that produce power for self-supply or for sale on the market.

The Mexican SEN infrastructure includes the activities of generation, transformation and transmission at high voltage as well as distribution at medium and low voltages consisting of three systems: (i) the National Interconnected System (the “SIN”), comprising seven of the ten regions; (ii) the Baja California System, in the north of the California peninsula; and (iii) the Baja California Sur System; and Mulegé, in the south of the Californian peninsula.

As of December 2018, the Mexican SEN’s installed generation capacity<sup>10</sup> was 70,053 MW (an increase of 2,094 MW –that is, 3.1%– compared to 2017) in which conventional generation capacity represented 67% of total installed capacity and clean<sup>11</sup> technologies 33%.

During 2018, electricity generation<sup>12</sup> amounted to 317,278 GWh, 76.8% of which came from conventional technologies and 23.2 % from clean energy technologies.

In recent years, the solar, wind, combined cycle gas turbines (“CCGTs”) and efficient cogeneration have increased their share in total generation.

In 2018, consumption of electricity in the Mexican SEN was 318,236 GWh, 2.7% greater than the previous year. The three regions within the SIN with the largest growth in 2018 were: North (4.1%), Peninsular (3.9%), and Northeast (3.7%).

The SIN concentrated 94.5% of consumption in 2018; nearly three quarters of the consumption occurs in four regions (Central, West, Northeast and East). The isolated systems of Baja California and Baja California Sur (including Mulegé) contributed 4.6% and 0.9%, respectively.

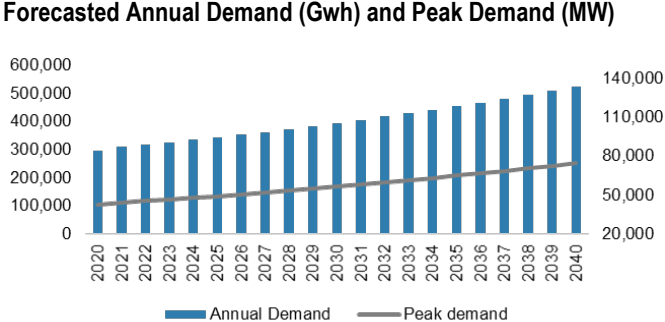
Although the consumption presents slightly different seasonal patterns in each region, the aggregate consumption for the Mexican SEN shows an increase from May to October representing 54.5% of the yearly total (Source: PRODESEN 2018-2032)

<sup>10</sup> Installed capacity in the exhibits corresponds to installed gross plant capacity (including the internal consumption of power plants).

<sup>11</sup> Clean technologies include traditional renewable energies (hydro, wind, solar, geothermal, bioenergy) as well as nuclear and efficient cogeneration. The criteria for considering a technology “clean” is that CO<sub>2</sub> emissions should be less than 100 kg/MWh

<sup>12</sup> Corresponding to plants connected to the transmission network. Generation for local self-supply is not included in these figures. Generation includes consumption of final users, losses and internal consumption of plants.

As a result of the COVID-19 pandemic, the demand for 2021 is expected to be similar to that registered in 2019, which was close to 307 TWh with an average annual growth of 3% in the previous five years. In the following years, demand growth is expected to recover until reaching a growth rate similar to the historical average in the medium term.



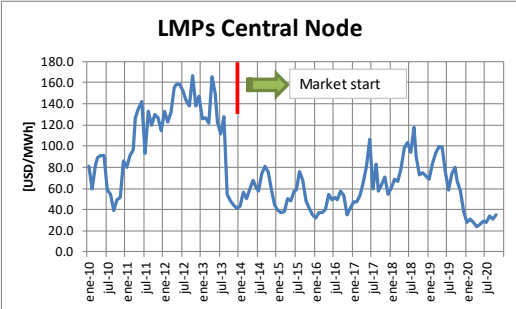
Source: Consultores Estudios en Infraestructura. Mexico: Prospective Analysis of the Wholesale Electricity Market (Dec 2020)

**History of prices on the electricity market and expected evolution**

Since February 2016, under the new regulation, an hourly short-term market has been in place. The new Local Marginal Price (the “LMPs”) is the short-run marginal cost of generation, which is equal to the variable production cost of the most expensive unit that is generating each hour to supply the demand. The LMPs are determined in the day-ahead market (“DAM”) and also in the real-time market (RTM). The Mexican market is a multi-nodal system and prices across regions differ as a result of transmission losses and potential congesting costs.

The following chart shows the short-term marginal costs in the Central Market node<sup>13</sup>, the CTCP (*Costos Marginales de Corto Plazo*) for the January 2010 through January 2016 period and the equivalent DAM LMP for the Central Node as from February 2016.

**2010-Oct 2020 Historical Marginal Prices, monthly average - Central Node (USD/MWh)**



Source: National Energy Control Center (“CENACE”)

The LMPs in the different Transmission Regions of the SIN reveal a similar trend, differing only due to transmission losses and any congestion. By 2026, once some of the necessary transmission projects are completed, congestion is expected to begin to be resolved and it is expected that, in most cases, price differences essentially result from transmission losses.

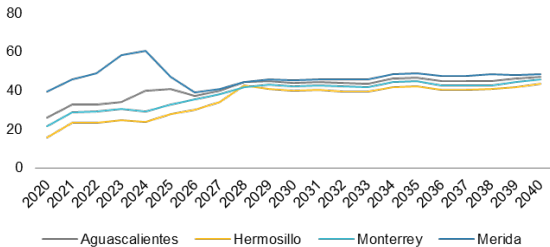
<sup>13</sup> Due to its geographical location and demand concentration the Central Node will be considered as the Reference Market Node.

In the short term (that is, 2020-2023), low average market prices are expected due to the combined effects of: (i) an increase in generation capacity of committed CCGTs and new renewable generation and (ii) lower fuel prices. During this period, an over-supply of installed capacity is expected, with installed capacity outpacing demand. As a result, LMPs remain very low.

In the period 2024-2030, demand is forecasted to grow faster than capacity addition, and it is expected that prices tend to increase (the dispatch of generation with higher variable costs is necessary). The system is expected to reach equilibrium prices around 2028 at USD 44/MWh.

In the Yucatan region, in the short and medium term, LMPs are expected to be significantly higher than those of the rest of the SIN due to the effects of congestion in the transmission system and bottlenecks in pipelines that transport gas to the region. In the medium term (that is, by 2025), it is expected that these restrictions disappear as a result of the planned expansion of pipelines and the installation of new high-efficiency thermal generation. When this occurs, the LMPs in the Yucatan region are expected to be similar to those of the rest of the SIN.

**Projected LMPs (annual average, monthly average) for different nodes of the SIN (USD/MWh, Real 2020)**



Source: Consultores Estudios en Infraestructura. Mexico: Prospective Analysis of the Wholesale Electricity Market (Dec 2020)

The price of Clean Energy Certificates (“CELS”) should incentivize clean energies to enter the market to achieve the goal established by the law (that is, 35% by 2024). The sale of CELs represents additional income for the clean generator, apart from the remuneration from energy and capacity. The price of CELs in the short term on the bilateral market is expected to primarily depend on the balance of supply and demand for CELs and on mid-term expectations regarding the availability of CELs.

In the long term, the price of CELs should represent the difference between the LCOE of the gas-fired combined cycle (the lower-cost technology to expand the system) and the levelized cost of the cheapest clean generator.

Market rules establish the existence of a capacity market (the “CM”) on which generators may sell their average available capacity during the 100 hours of lower reserve of the system at a price denominated the “capacity price” (the “Capacity Price”), which is derived from annual tenders carried out by CENACE with a maximum price established by the Energy Regulatory Commission. Each year, the Capacity Price on the CM is related to the system’s available reserve margin and the marginal rent of the selected reference technology.

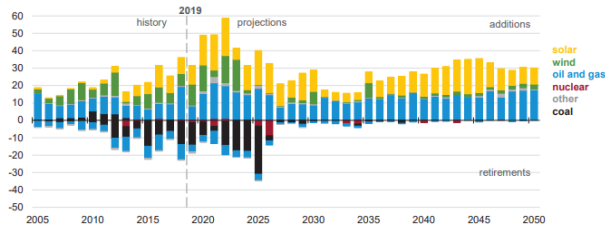
**The United States**

**Overview of electricity installed and generation capacity. Evolution of electricity demand**

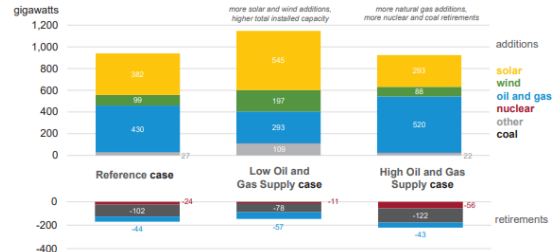
As electricity demand grows modestly in the U.S., according to the U.S. Energy Information Administration (“EIA”) (AEO2020 Reference Case), the main drivers for new capacity are (i) the retirement of older and less-efficient fossil fuel units, (ii) the near-term availability of renewable tax credits, and (iii) the continued decline in the cost of renewable energies.

As a result of competitive natural gas prices and declining costs for renewable energies, requirements for new generation capacity are expected to be met by renewable energies and natural gas (AEO2020 Reference Case).

**Annual electricity generating capacity additions and retirements (Reference Case) (GW)**



**AEO2020 cumulative electricity generating capacity additions and retirements, 2020-2050 (GW)**



Source: EIA

The U.S. is expected to add approximately 117 GW of new wind and solar capacity between 2020 and 2023, resulting from tax credits, increasing renewable portfolio standards targets and declining capital costs. New wind capacity is expected to continue at much lower levels after production tax credits expire, although growth in solar capacity is expected to continue through 2050 as the cost of solar PV is expected to decline throughout the period.

Natural gas-fired combined-cycle generation capacity is also expected to be added steadily throughout the forecasted period to meet rising demand. U.S. long-term trends in electricity generation are primarily dominated by solar and natural gas-fired capacity additions, while coal, nuclear and less efficient natural gas generators contribute to capacity retirements.

Solar and wind lead the growth in renewable energies generation in most regions, but their penetration rate differs by regional resource and generation mix. Generation from renewable sources is expected to increase from 18% of total generation in 2018 to 38% by 2050 in the Reference Case (AEO2020). Solar PV is the main contributor to the growth in renewable generation, increasing from 13% of total renewable generation in 2018 to 46% by 2050.

On the other hand, onshore wind generation is expected to grow more than two times during the forecasted period, and its share of renewable generation is expected to decline slightly from 37% in 2018 to 29% in 2050.

Regarding the different regional locations, the U.S. is divided in seven segments based on the electricity system (Northeast, PJM, Southeast, Mid-Continent, ERCOT, CAISO and West). Solar PV generation is growing the most in Southeast and Mid-Continent regions in nearly all cases. On average, these two regions have higher delivered U.S. natural gas prices in comparison with other regions, making natural gas generation a more expensive option to replace phased out coal or nuclear generation. Regions with existing wind capacity are expected to continue to install new wind capacity between 2018 and 2050.

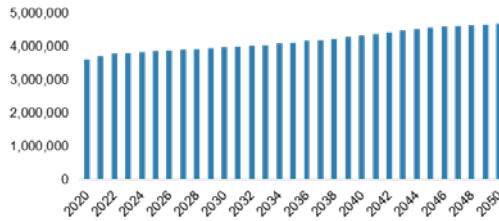
Compared with the Reference Case, the High Oil and Gas Supply case reflects lower costs and greater U.S. oil and natural gas resource availability, which allows for higher production at lower prices. The Low Oil and Gas Supply case assumes fewer resources and higher costs. The Low Renewables Cost case assumes higher availability for renewable technologies through 2050, resulting in a cost reduction of about 40% from the Reference Case by 2050.

When natural gas prices are higher, as in the Low Oil and Gas Supply case, onshore wind becomes the incremental generation source in the Mid-Continent Regions, where wind resources are abundant. Wind generation in the region is 89% higher in 2050 than in the Reference case, and all-sector solar PV generation is 37 BkWh higher (this is, 20% increase).

The Northeast, ERCOT (Electric Reliability Council of Texas), CAISO (California Independent System Operator), and West regions have relatively small variations in results across the alternative cases. The small variations are most likely the result of the regions' current small shares of existing coal generation capacity that may need to be replaced over the forecasted period. The share of renewable energies is also comparatively large in these regions (Source: EIA).

U.S. electricity demand growth is reliant on electric vehicle uptake. Electricity demand is expected to grow slowly through 2050 reaching levels of 4,677 TWh, in contrast to 3,609 Twh in 2020 (Source: BloombergNEF)

**US Total electricity demand for period 2020-2050 (GWh)**

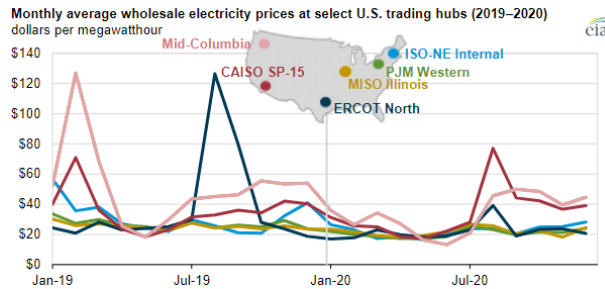


Source: BloombergNEF

**History of prices on the electricity market and expected evolution**

Average monthly prices on the US wholesale power market were lower and less volatile in 2019 and 2020 on major trading hubs. Monthly averages for daily wholesale electricity prices in most regions of the country were relatively flat during 2020.

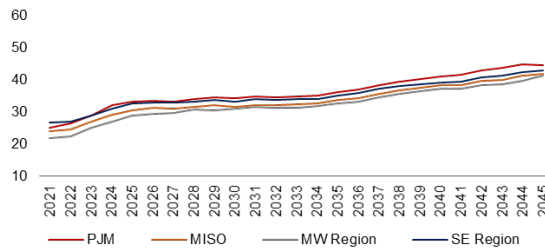
**Monthly average wholesale electricity prices at selected US trading hubs, 2019-2020 (USD/MWh)**



Source: EIA, based on S&P Global Market Intelligence data

Prices are projected to rise in the medium to long term in the Reference Case. On Peak and Off Peak curves have been weighted to reflect the split among days of the week (Source: Hitachi ABB Power Grids).

**Baseload wholesale electricity prices (USD/ MWh, Real 2020)**



Source: Hitachi ABB Power Grids

**United Kingdom**

**Overview of electricity installed and generation capacity. Evolution of electricity demand**

Coal has been gradually replaced with gas plant and, more recently, with renewable energies, with more cross-border capacity added through new interconnections.

Since the industry was privatized in 1990, the capacity mix has evolved from a make-up dominated by coal to the current make-up, which is more diversified, with both gas and low carbon capacity representing a larger market share than coal. Coal plant have been phased out due to environmental restrictions in Europe. Total thermal capacity has dropped since 2011, having been partially replaced by renewable energy sources. This also reflects falling demand, which led to an oversupply situation during the 2010-2013 period.

The share of wind and solar has increased significantly over the last five years. In 2019, about 22 GW of wind capacity was operational in the United Kingdom, accounting for 23% of total installed capacity. Solar PV has also grown significantly to 13 GW in 2019, representing 13% of total installed capacity.

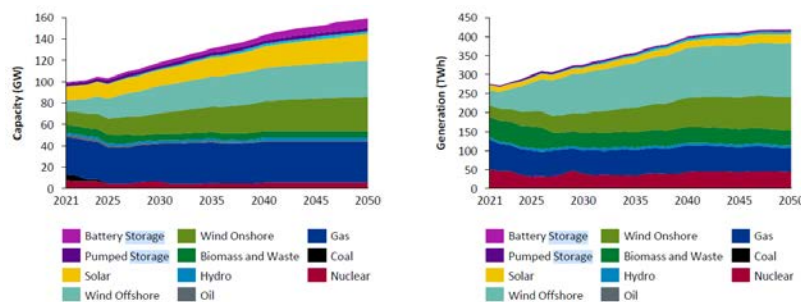
In 2019, the contribution from renewable energies stood at 37%, up from 11% contribution in 2012, due to the increase of the renewable installed capacity. (Source: Dukes)

A significant increase in renewable generation, primarily wind and solar, is expected, with offshore wind in particular growing across the period 2020-2030.

Coal generation is projected to decrease to zero as coal-fired capacity is assumed to be phased out by 2025. Furthermore, a reduction of the existing nuclear and some biomass capacity is being carried out and several plants are being closed. However, gas generation is projected to still play a significant role although less so on a baseload basis.

The contribution from flexible assets, including battery storage and small scale gas-fired engines, is projected to increase. By 2050, around 70% of generation is projected to come from wind, solar and biomass, with a decrease in carbon intensity over the time.

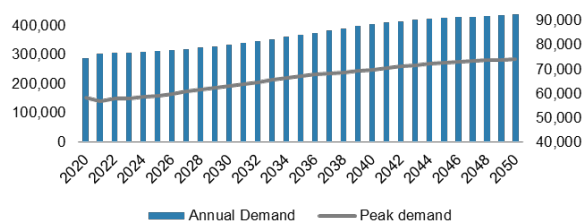
### Capacity and Generation mix (Reference case)



Source: External Market Consultant

Since 1990, electricity demand experienced a slow growth until 2005, where it started decreasing until 2020 due to a combination of energy efficiency measures, economic restructuring and low economic growth. Total supply in 2019 was 346 TWh (lower than 1998). However, demand is projected to grow due to higher electric vehicle and heat pump penetration. (Source: External Market Consultant).

### Forecasted Annual Demand (Gwh) and Peak Demand (MW)



Source: External Market Consultant



### History of prices on the electricity market and expected evolution

The last two decades have witnessed periods of stability interspersed with significant volatility in some years. Prices decreased across 2019 and also in the first months of 2020, but have shown signals of recovery since May 2020.

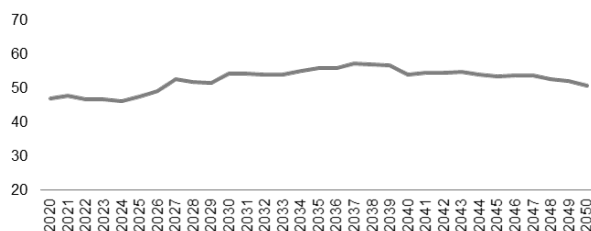
Historical Wholesale Day-Ahead price from January 2001 to September 2020 (GBP/MWh)



Source: N2EX

Prices are projected to recover in 2021 and then to decrease slightly in the short term due to decreasing carbon prices, increasing renewable deployment and removal of Balancing Services Use of System (“BSUoS”) from generators. Prices are then expected to rise in the medium term, as commodity prices increase, and then stabilize in the long term.

Baseload wholesale electricity prices (GBP/MWh, Real 2020)



Source: External Market Consultant

## Poland

### Overview of electricity installed and generation capacity. Evolution of electricity demand

Poland has approximately 43 GW of installed capacity, of which almost 76% is fossil fuel-based.

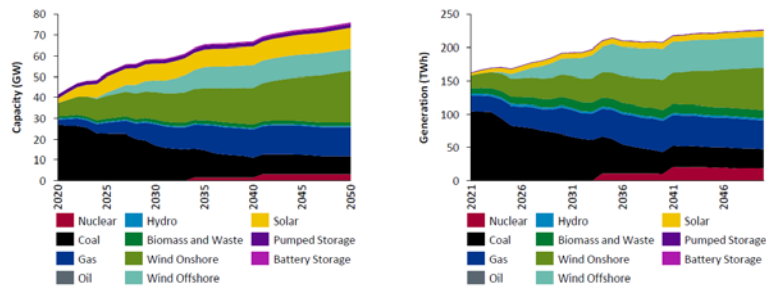
The capacity mix is dominated by hard coal and lignite with 70%, followed by wind power with 14%, gas with 5% and rest being hydro, solar and biomass with 11%.

In the past, hydro was the main source of renewable electricity in Poland, but production has shifted towards wind and biomass or biogas. Wind power has shown a strong development from 2010 to 2019, growing from 1.2 GW in 2010 to 6 GW in 2019. This growth has slowed down in the last two years. Solar capacity has also increased from zero in 2010 to approximately 700 MW in 2019.

The electricity generation in 2019 was 173.6 TWh, that is, approximately 2% higher than in the previous year. (Source: Global Data).

Increasing share of renewable and nuclear generation is projected, as coal capacity is being phased out of the system. In this regard, coal generation is projected to decrease significantly due to the relevant plant closings, but still maintains a significant share in the generation mix. Wind and solar PV generation are projected to increase in the long term driven by falling technology costs and increasing profitability of renewable energies. By 2050, 58% of power generation is projected to come from wind, solar and biomass, with gas-fired generation also playing a significant role to ensure stability of supply.

### Capacity (GW) and generation (TWh) mix (Reference Case)

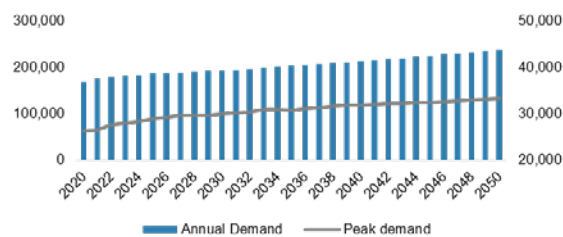


Source: External Market Consultant

Annual electricity demand has generally been increasing since 2010 at an average rate of 2% per annum, reaching 169 TWh in 2019. The recent significant growth in prosumer installations has led to some change in these dynamics.

In the short term, electricity demand is expected to decrease as a result of COVID-19 while in the long term it is anticipated to increase driven by the electrification of the transport and heating sectors, reaching 238 TWh in 2050 in the Reference Case.

### Forecasted Annual Demand (Gwh) and Peak Demand (MW)



Source: External Market Consultant

### History of prices on the electricity market and expected evolution

Prices were at a decline in the first months of 2020 due to the oversupply situation coupled with COVID-19 outbreak, but they have started recovering in May 2020 as the coal and carbon prices picked up.

Price history over the period 2010-2017 indicates a 30% price decrease (in real terms). This is in line with the situation observed in most European countries and caused mainly by the decrease in commodity prices and the increase in renewable market share. This price decrease can be explained by lower CO<sub>2</sub> prices, lower domestic coal price and higher wind production.

During some years, the highest power prices coincided with the heatwaves in summer and the low rainfall periods of the year, causing problems with availability of some power plants using river water for cooling purposes.

This generally decreasing trend of prices from 2010 to 2017 has somewhat reversed in 2018 mainly due to recovery of carbon and coal prices with the annual average price reaching €53/MWh in 2018 and €54/MWh in 2019.

The prices were at a decline in the first months of 2020 driven by the decrease in coal and carbon prices in particular, which was even more pronounced due to the outbreak of COVID-19. Since May, they have been recovering as carbon and coal prices recovered further.

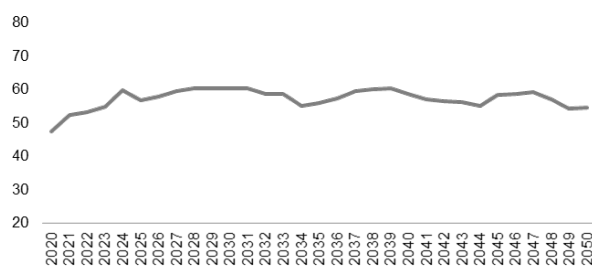
**Historical monthly average day-ahead price from January 2010 to January 2021 (€/MWh)**



Source: TGE

Prices are projected to rise in the medium term in the Reference Case as commodity and carbon prices are expected to increase and some coal capacity are expected to be phased out, and they are forecasted to then stabilize in the long term:

**Baseload wholesale electricity prices (€/MWh, Real 2020)**



Source: External Market Consultant

## France

### **Overview of electricity installed and generation capacity. Evolution of electricity demand**

Nuclear and hydro have been the major contributors to the total generation historically, with a sustainable increase in the penetration of renewables.

France's installed capacity is presented by fuel type below; the total installed capacity was 133 GW by the end of 2019. In the recent year, the growth in renewable capacity has compensated the closing of coal and oil plants.

Nuclear has dominated France's generation mix since the 1980s, and still represented 47% of the capacity installed in 2019. This is followed by hydro (including pumped hydro), which represents 19% of the capacity mix.

Nuclear, hydro, and fossil-fueled plant generation have all remained relatively stable over recent years as highlighted in the chart below. Nuclear is by far the largest source of electricity generation providing 72% of total generation in 2019.

Generation decreased in 2019 with less nuclear production than in 2018, reaching 535 TWh. Wind and solar combined generated 41 TWh in 2019 (8% of total electricity).

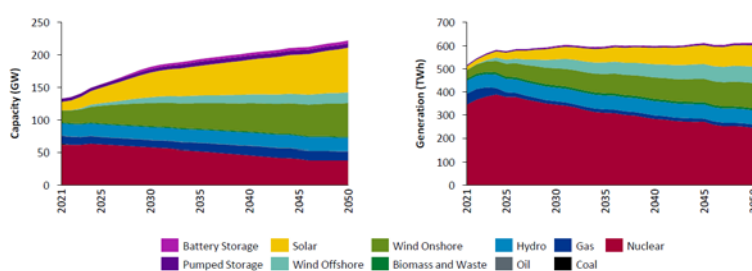
Nuclear, hydro, and fossil-fueled plant generation have all remained relatively stable over recent years, and nuclear is, by far, the largest source of electricity generation providing 72% of total generation in 2019 (Source: Global Data – RTE).

A considerable increase in renewable energies is expected, driven by renewable subsidies in the short term and by increasing wind and solar profitability in the longer term. By 2030, the total renewable generation in the mix is forecasted to represent around 27%, reaching 45% by 2050.

After 2050, the nuclear capacity is expected to decrease but is also expected to remain representing a major part of the generation mix.

Gas generation has historically been low, but new gas plants are expected to be built from the mid-2030s onwards to ensure supply. Total generation is expected to increase up to the mid-2030s and then stabilize with the increased renewable generation offset by the relevant reduction in nuclear generation.

### Capacity (GW) and generation (TWh) mix (Reference Case)

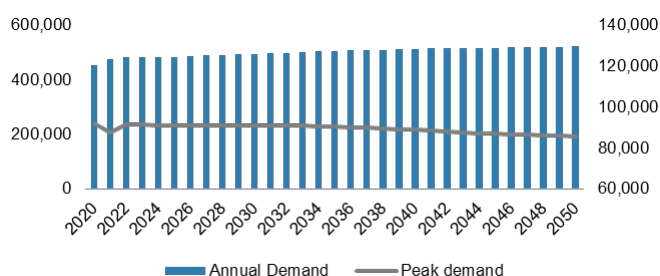


Source: External Market Consultant

In France, demand, and peak demand in particular, is strongly influenced by ambient temperature, as heating for buildings is one of the main sources of electricity consumption (for instance, a drop of 1°C leads to a demand increase of approximately 2.4 GW). Gross consumption in 2019 was 468 TWh, slightly lower compared to 471 TWh in 2018 and approximately 9% lower than that of 2010, whereas peak demand in 2019 was 86 GW, lower than the level recorded in 2018 (94.49 GW).

In the Reference Case, electricity demand increases from about 477 TWh in 2021 to 522 TWh in 2050. After this recovery from the COVID-19 impact, demand is projected to increase slowly as the electrification of transport offsets the impact of energy efficiency.

### Forecasted Annual Demand (Gwh) and Peak Demand (MW)



Source: External Market Consultant

### History of prices on the electricity market and expected evolution

Prices on the French day-ahead market were lower in the winter season of 2019 and 2020 when compared to the previous three years.

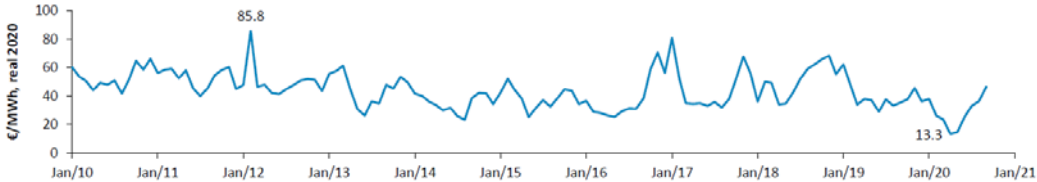
Day-ahead price for 2019 stood at €39/MWh, 22% lower than in 2018, but still 13% higher than in 2014, when it reached its lowest level in the previous ten years. On a monthly basis, the highest average prices were in February 2012 (€85.8/MWh) and the lowest in April 2020 (€13.3/MWh).

The day-ahead market has seen a small number of negative prices; these are more common in the intraday market, reflecting the phase-in of renewable energies and changing weather conditions before delivery.

Strong price increases were registered in the winter season of 2016 and 2017 due to prolonged outages of several nuclear power plants combined with low wind production. Since then, prices have been consistently higher in winter, however not reaching such levels.

In March 2020, following the outbreak of COVID-19, the average price declined to €24/MWh. There has been certain recovery since then, with prices rising back up to €46/MWh in September.

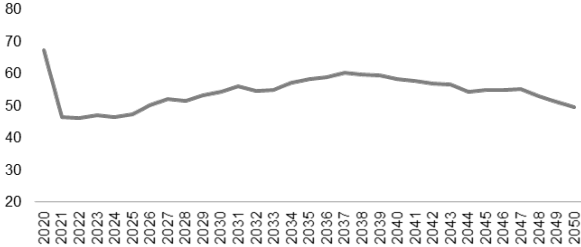
**Historical monthly average day-ahead price from January 2010 to January 2021 (€/MWh)**



Source: ENTSO-E and Platts

Prices are projected to rise in the medium term in the Reference Case as gas and carbon prices are expected to increase. In the contrary, prices are expected to decrease in the long term due to downward pressure from renewable generation.

**Baseload wholesale electricity prices (€/MWh, Real 2020)**



Source: External Market Consultant

## BUSINESS

*Investors should read this section in conjunction with the more detailed information contained in this document, including the financial and other information appearing in “Risk Factors” and “Operating and Financial Review”.*

*The discussion in this section contains forward-looking statements that reflect our plans, estimates and beliefs. Such forward-looking statements involve risks and uncertainties. The Company’s actual results could differ materially from those discussed in such forward-looking statements. Factors that could cause or contribute to these differences include, but are not limited to, those discussed below and elsewhere in this Prospectus, particularly under “Risk Factors” and “Presentation of Financial Information and Other Important Notices—Forward-Looking Statements”.*

### Overview

We are in the midst of a transformational journey from a fully-integrated developer and operator of renewable energy plants to a large-scale IPP. We focus on the production of solar and wind power in selected, stable and mainly fast-growing renewable energy markets. As of the date of this Prospectus, our portfolio of operating, ready for operation and under construction renewable energy plants includes 13<sup>14</sup> solar PV plants and one onshore wind plant, with an aggregate gross installed capacity of c.583.7 MW (including plants in respect of which we own non-controlling interests) and an attributable installed capacity of c.468.3 MW. As of the date of this Prospectus, approximately 104.3 MW correspond to Sol de los Andes, a wholly-owned solar PV plant located in Chile which is under construction, and the remaining gross installed capacity of c.479.4 MW (c.364.0 MW on an attributable basis) correspond to operating plants and plants which are ready for operation<sup>15</sup>. For additional information on our renewable energy plants, see “—Portfolio”.

We were founded in 2005 and have a remarkable historical track record as a vertically-integrated developer, having commissioned (as defined herein) plants with an aggregate gross installed capacity of c.808 MW (including our Sol de los Andes solar PV plant which is currently under construction), of which plants with an aggregate gross installed capacity of c.340 MW were sold to third parties as part of our past asset rotation strategy to optimize our portfolio and support our development financing needs. Therefore, as of the date of this Prospectus, our portfolio has an attributable installed capacity of c.468.3 MW and a gross installed capacity of c. 583.7 MW (that is, including c.144.2 MW which correspond to Aguascalientes and Andalucía in Mexico, where we hold a 20% interest through our partnership with Riverstone and thus represents an attributable capacity of c. 28.8 MW and the remaining c. 115.4 MW belongs to Riverstone). As part of our ongoing transformational plan to become a large-scale IPP in Europe and the Americas, we have shifted our focus to build-to-operate plants and expect to substantially increase the size of our portfolio in the coming years.

As of the date of this Prospectus, we have a portfolio of pipeline projects (comprised of Backlog, Advanced Stage, Early Stage and Identified Opportunities projects, each as defined herein) with an aggregate potential gross installed capacity of c.9.4 GW, of which c.3.7 GW relates to projects marked as Backlog and Advanced Stage, our pipeline’s most mature phases which we estimate to have a probability of completion of 50% to 100% and which the Company expects to undertake in the short to medium term (out of the total Backlog and Advanced Stage projects with an aggregate potential gross installed capacity of c.3.7 GW, c.3.1 GW are targeted to reach COD by December 31, 2023, c.0.55 GW are targeted to reach COD throughout 2024 and the remaining c.0.05 GW are targeted to reach COD throughout 2026).

We believe we have a strong and proven track record in pipeline development that makes us well placed to succeed in bringing our project pipeline to completion and operation. We assign various completion probabilities for projects in our pipeline based on the criterion described in “—Key Investment Highlights—Balanced Operating Portfolio and Mostly Fully-owned and Actionable Pipeline of High Quality Projects” and considering our management’s experience and outlook. We estimate the

<sup>14</sup> One of these 13 plants is our Puglia solar PV plant which consists of seven separate plants. The seven solar PV plants comprising Puglia are held through three different SPVs and are considered to be a single solar PV plant for management purposes.

<sup>15</sup> Lire and Lingue, two of our wholly-owned solar PV plants located in Chile with c.3.0 MW of gross installed capacity each, have already been constructed so for management purposes they are considered ready for operation plants. These two plants are expected to reach full COD by June 2021. For additional details, see “Business—Portfolio”.

probability of completion to be higher than 80% for our Backlog projects, 50% to 80% for our Advanced Stage projects, 30% to less than 50% for our Early Stage projects and less than 30% for our Identified Opportunities projects. Our in-house expertise and integrated capabilities along the entire value chain, affords us invaluable understanding and control over project development, structuring, financing, construction and operation, strongly underpinning our compelling transformational plan. Moreover, we believe that we have a scalable business model, with all core capabilities already in place, to support our ambitious growth plan.

We pursue opportunities in Organization for Economic Co-operation and Development (“OECD”) countries with significant revenue visibility and all of our plants have long-term, hard currency-denominated (or hard currency-linked) PPAs (or other types of remuneration arrangements) in place.

Finally, we aim to play an active role in the shift to Environmental, Social and Governance (“ESG”) investing by actively contributing to the transition towards a decarbonized world and by committing to best-in-class corporate governance and ESG principles.

## **Key Investment Highlights**

### ***Strategic Presence in Stable Markets with Forecasted Renewables Growth***

We operate in the renewable energy sector, which currently benefits from strong regulatory and political support both globally and in the vast majority of countries in which we currently operate. We believe that the environmental, economic and technological trends that have underpinned the current favorable renewable energy market conditions, which include decarbonization, electrification, digitalization and energy decentralization, will continue to drive further support for and growth in this market and, accordingly, will support the growth of our business over the long term.

Renewables installed capacity is forecasted to grow globally by c.2.7 TW in the 2020-2030 period and c.7.7 TW in the 2030-2050 period, with the installed capacity of solar assets forecasted to grow by c.1,611 GW and c.5,305 GW and the installed capacity of onshore wind assets forecasted to grow by c.892 GW and c.2,229 GW over such periods, respectively. This growth is expected to be supported by the trends referred to above and the ongoing optimization of the levelized cost of electricity (“LCOE”) (source: *BloombergNEF (December 2020)*). In particular, the LCOE for energy produced from solar resources (fixed-axis PV) in the United States decreased from 144 USD/MWh in 2014 to 51 USD/MWh in 2019, and is forecasted to further decrease to 11 USD/MWh in 2050. Further, the LCOE for energy produced from wind resources (onshore wind) in the United States decreased from 97 USD/MWh in 2014 to 37 USD/MWh in 2019, and is forecasted to further decrease to 22 USD/MWh in 2050 (source: *BloombergNEF 2H2020, mid value LCOE forecast (2019 real)*).

In this promising context, we believe we are well-positioned to benefit from the ongoing global renewables’ capacity expansion given our strategic and long-term presence in certain key OECD markets in terms of tangible renewable energy growth dynamics. In particular, we are present and have pipeline projects on five markets in Europe (Spain, Italy, the United Kingdom, Poland and France) and three markets in the Americas (Chile, Mexico and the United States). In Mexico, we intend to undertake pipeline projects together with Riverstone (with whom we currently have a partnership in which we hold a 20% interest). In addition, in the United States we expect to have a tax equity partner by the financial closing of our projects which would typically take 25% to 30% of the relevant project during a period of up to six years.

The vast majority of these countries presents significant growth opportunities and attractive legal frameworks for the development of renewable energy projects. During the 2020-2030 period, solar PV and onshore wind capacity is forecasted to grow by c.2.3x in Spain, c.2.2x in Italy, c.1.8x in the United Kingdom, c.2.4x in Poland, c.1.6x in France, c.3.1x in Chile, c.2.6x in Mexico and c.2.1x in the United States, with electricity generated by such resources forecasted to represent c.55% in Spain (including offshore wind), c.51% in Italy, c.34% in the United Kingdom, c.35% in Poland (including offshore wind), c.25% in France, c.40% in Chile (including offshore wind), c.30% in Mexico and c.30% in the United States of the energy mix in such countries in 2030 (sources: *BloombergNEF (October 2020)*, *Fitch Solutions 2020*, *PNIEC (January 2020)*; information for Poland and Chile refers to the 2020-2029 period). We aim to take advantage of our expertise in fast-growing energy markets to capture a significant portion of the expected double-digit growth.

### ***Geographically Diversified IPP with a Differentiated Business Strategy***

We believe we are well-positioned to become a large-scale IPP in Europe and the Americas, and that we offer a differentiated value proposition by focusing on OECD countries and hard currency-denominated (or hard currency-linked) PPAs (or other types of remuneration arrangements).

Our historical track record as a vertically-integrated developer, with in-house expertise and integrated capabilities along the entire value chain, affords us invaluable understanding and control over project development, structuring, financing, construction and operation, which is key to capturing and maximizing profitability:

- Development. The first element of our value chain is our strong in-house and locally based project development team, which has built a strong track record of identifying, securing and developing renewable energy projects, through both greenfield and brownfield opportunities. As of the date of this Prospectus, we have a c.9.4 GW project pipeline across eight OECD countries to support our growth plan. See “—*Pipeline*”.
- Corporate development and structured financing. We have a fully-dedicated corporate development and structured financing team, which has built a strong track record of structuring and securing financing agreements, PPAs (or other types of remuneration arrangements) and equity partnerships with reputable counterparties. Since our inception in 2005, this team, which targets average double-digit equity internal rates of return at a corporate level, has closed over 80 agreements with an aggregate value of c.€2 billion. This amount is the result of having commissioned an aggregate gross installed capacity of c.808 MW (including our Sol de los Andes solar PV plant which is under construction), of which plants with an aggregate gross installed capacity of c.340 MW were sold to third parties as part of our past asset rotation strategy.
- EPC/Construction. We also have full in-house Engineering, Procurement and Construction (“**EPC**”) management capabilities, having commissioned renewable energy plants with an aggregate gross installed capacity of c.808 MW (having sold c.340 MW to third parties) since our inception. The “**commissioning**” of a plant consists of overseeing that systems are designed, installed, tested and operating in accordance with the relevant project’s specifications and client’s expectations. In the past, we have managed the construction of both build-to-operate and build-to-sell plants. However, as part of our transformational plan to become a large-scale IPP in Europe and the Americas, we have shifted our focus to build-to-operate plants and expect to substantially increase the size of our portfolio in the coming years. In order to guarantee the long-term robustness and asset quality of our plants, we rely on Tier-1 suppliers only and we use top components and equipment with a verified track record of reliable performance. For information on our suppliers, see “—*Suppliers*”.
- O&M and asset management. We have in-house O&M and asset management capabilities. As of the date of this Prospectus, we provide O&M services in respect of all the solar PV plants in our portfolio (that is, we do not provide O&M services for the onshore wind plant La Estrella with an aggregate gross installed capacity of c.50 MW), including Sol de los Andes, our solar PV plant in Chile which is under construction, and those plants in respect of which we have a minority interest. In addition, we provide O&M services in respect of certain plants which are entirely held by third parties. Therefore, all the plants in respect of which we provide O&M services have an aggregate gross installed capacity of c.558 MW (including c.25 MW corresponding to the plants which are entirely owned by third parties). Our in-house O&M and asset management capabilities allow us to ensure production maximization and oversee the long-term robustness and asset quality of our plants.

We believe that our fully-integrated value chain, which benefits from strong feedback flows among all teams and processes, allows us to pursue operational excellence, minimize risk and have real-time control across all project phases, affording us a significant competitive advantage in connection with competitive tender processes at the time of negotiating PPAs (or other types of remuneration arrangements).

### ***Balanced Operating Portfolio and Mostly Fully-owned and Actionable Pipeline of High Quality Projects***

We believe we have a geographically balanced portfolio of renewable energy plants that is the result of our focus on investment grade countries, creditworthy off-takers and hard currency-denominated (or hard currency-linked) energy sales, which are



supported mainly by long-term PPAs. As of the date of this Prospectus, our portfolio of operating, ready for operation and under construction renewable energy plants includes 13<sup>16</sup> solar PV plants and one onshore wind plant, with an aggregate gross installed capacity of c.583.7 MW (including plants in respect of which we own non-controlling interests) and an attributable installed capacity of c.468.3 MW. As of the date of this Prospectus, approximately 104.3 MW correspond to Sol de los Andes, a wholly-owned solar PV plant located in Chile which is under construction, and the remaining gross installed capacity of c.479.4 MW (c.364.0 MW on an attributable basis) correspond to operating plants and plants which are ready for operation<sup>17</sup>.

We believe that our geographical diversification, which we expect to significantly increase as we develop our project pipeline, significantly mitigates certain of the risks that we face. Furthermore, our plants benefit from long-term, hard currency-denominated (or hard currency-linked) PPAs (or other types of remuneration arrangements) and, in the vast majority of cases, favorable and stable regulatory regimes which, together with the geographically diversified nature of our portfolio, contribute to the stability, predictability and security of our cash flow.

We expect to further strengthen our portfolio through the execution of our robust project pipeline, which consists mostly of fully owned and actionable projects and has a potential aggregate gross installed capacity of c.9.4 GW, of which c.3.7 GW relates to projects marked as Backlog and Advanced Stage. Our project pipeline is segmented based on the following objective, fact-based milestones:

- **“Backlog”** includes projects in respect of which more than 60% of land has been secured; and interconnection rights have been granted; and a PPA (or another type of remuneration arrangement) is in place or under negotiation; and financing has been agreed or is under negotiation (with the relevant lender(s) having provided us with a term sheet for the proposed financing);
- **“Advanced Stage”** includes projects in respect of which more than 60% of land has been secured; and interconnection rights have been granted or are very close to being granted; and the terms of a PPA (or another type of remuneration arrangement) have either been agreed or are under negotiation or there is high visibility as to how energy sales will be structured; and financing is under negotiation or there is high visibility as to how the project will be financed;
- **“Early Stage”** includes projects in respect of which more than 40% of land has been secured; and/or an application for interconnection has been submitted; and/or the strategy for the structuring of energy sales has been defined; and/or the strategy for the financing of the project has been defined; and
- **“Identified Opportunities”** includes projects which we believe it is possible to have secured following a thorough market research; and/or in respect of which land is in the process of being secured or land with possibilities of being secured has been identified; and/or a feasibility study is in progress; and/or the initial business case analysis has been satisfactory.

We assign various completion probabilities for projects in our pipeline based on our management’s experience and outlook. We estimate the probability of completion to be higher than 80% for our Backlog projects, 50% to 80% for our Advanced Stage projects, 30% to less than 50% for our Early Stage projects and less than 30% for our Identified Opportunities projects. Of our c.9.4 GW pipeline, c.907 MW relates to Backlog projects, c.2,781 MW relates to Advanced Stage projects, 1,792 MW relates to Early Stage projects and 3,910 MW relates to Identified Opportunities. For additional information on our project pipeline, see *“—Pipeline”*. See also *“Presentation of Financial Information and Other Important Information—Forward-Looking Statements”*.

We intend to use the net proceeds of the Offering to partially finance the equity portion of the capital expenditures associated with the development of our Backlog and Advanced Stage projects with an aggregate potential gross installed capacity of c.3.7

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<sup>16</sup> One of these 13 plants is our Puglia solar PV plant which consists of seven separate plants. The seven solar PV plants comprising Puglia are held through three different SPVs and are considered to be a single solar PV plant for management purposes.

<sup>17</sup> Lire and Lingue, two of our wholly-owned solar PV plants located in Chile with c.3.0 MW of gross installed capacity each, have already been constructed so for management purposes they are considered ready for operation plants. These two plants are expected to reach full COD by June 2021. For additional details, see *“Business-Portfolio”*.

GW in the short to medium term. For more information on the use of the Offering's proceeds, see "*Reasons for the Offering and Use of Proceeds*".

### ***Proven Track Record of +15 Years in Developing Projects***

We have a proven track record in executing renewable energy projects and delivering targets. Over the past 15 years, we have successfully commissioned renewable energy plants with an aggregate gross installed capacity of c. 808 MW, of which plants with an aggregate gross installed capacity of c.340 MW were sold as part of our past asset rotation strategy to optimize our portfolio and support our development financing needs.

We believe that we take a differentiated approach towards development and construction that is guided by our objective to develop, construct and operate a portfolio of top-quality plants. This results in our singular commitment to high-quality standards in every stage of the development and construction process, relying exclusively on Tier-1 providers such as Longi, Risen, Jinko, Trina, Canadian, Siemens Gamesa, Power Electronics, SMA, Axial, Mecasolar, PV Hardware, Power Factors (for additional information, see "*—Suppliers*"). We believe that our focus on maintaining high quality standards, together with the timely completion of our projects, has allowed us to enhance our reputation and build strong and long-lasting relationships with clients, off-takers and partners, which has in turn supported our international expansion. In addition, we believe that our commitment to high-quality standards has not undermined our competitiveness as a player in the challenging renewables auction market, having been awarded several projects in very competitive markets such as Spain (La Fernandina, Miramundo and Zafra, which have an aggregate gross installed capacity of c.150 MW) and the United States (Franklin and High Horizons, which are currently Backlog projects with an aggregate expected gross installed capacity of c.182 MW). See "*—Our Fully-Integrated Value Chain—Corporate Development and Structured Finance—Project Remuneration*"

As indicated above, in addition to our development and EPC track record, we have in-house O&M and asset management capabilities that allow us to ensure production maximization and oversee the long-term robustness and asset quality of our plants. This, in turn, has allowed us to meet our contractual performance guarantee in 2020 in the solar PV plants in Spain, Italy and Mexico in respect of which we provide these services.

Moreover, we have developed a track record of originating and executing attractive and bankable PPAs (or other types of remuneration arrangements) with public and private counterparties across different countries, including in very competitive markets such as Spain and the United States. Most of these arrangements have been entered into with high-quality investment grade off-takers who have committed to hard currency (or hard currency-linked) payments, providing us with significant visibility and stability with respect to our future revenues. We have a conservative approach to merchant risk management and, as of the date of this Prospectus, our energy production not covered by PPAs (or other types of remuneration arrangements) represents up to an estimated 30% of our total annual energy production, except for Sol de los Andes and La Estrella in Chile, where merchant sales are expected to represent an estimated c.38% of their production (once Sol de los Andes is in operation) and for a portion of the energy produced by Puglia in Italy which is not covered by the FiT and represents up to an estimated 15% of its total annual energy production.

Our track record of project completion and reliability, and the cash flow visibility afforded by our PPAs (or other types of remuneration arrangements), has also allowed us to establish credibility with multinational and national financial and development institutions and, as a result, obtain project financing from institutional lenders such as Banco Santander, BBVA, Sumitomo Mitsui Banking Corporation (SMBC), Caixabank, Intesa Sanpaolo, Banco Sabadell, Bankinter, Liberbank, Abanca, Caja Rural de Navarra, Triodos Bank and Unicredit.

Finally, we have a long track record of partnering with creditworthy and reliable partners, such as Marguerite and Riverstone. We entered into the Marguerite Transactions in 2019 and the Riverstone Transaction in 2020 (each as defined and described in "*Material Contracts*") as part of our historical selected asset rotation strategy to support our development financing needs. These transactions and the resulting co-ownership of three plants with Marguerite in Spain and two plants with Riverstone in Mexico, has allowed us to develop trusted relationships with each of Marguerite and Riverstone, as evidenced by the recent Marguerite Buyback Transaction (as defined and described herein) and our intention to undertake pipeline projects in Mexico

together with Riverstone (with whom we currently have a partnership in which we hold a 20% interest). See “*Material Contracts*”.

### ***Well-Established Growth Platform to Leverage Beyond Existing Pipeline***

Since our inception in 2005, we have developed and progressively defined certain key platform capabilities along the entire value chain, from the design, development, financing and construction of renewable energy plants to ongoing operation, management and monitoring services as well as the production and sale of rapidly deployable and sustainable clean energy. We intend to capitalize on these core capabilities to support our future growth.

Our hands-on approach has helped us to streamline our decision-making processes and to gain critical operational expertise and in-depth understanding of project execution and performance. We believe that our lean and efficient execution expertise will enable us to scale our operations smoothly.

As of the date of this Prospectus we have a portfolio of operating, ready for operation and under construction renewable energy plants with an aggregate gross installed capacity of c.583.7 MW, and our immediate target is that all our portfolio reaches COD by December 31, 2021. In addition, out of the total Backlog and Advanced Stage projects with an aggregate potential gross installed capacity of c.3.7 GW, c.3.1 GW are targeted to reach COD by December 31, 2023, c.0.55 GW are targeted to reach COD throughout 2024 and the remaining c.0.05 GW are targeted to reach COD throughout 2026. For additional information regarding the targeted COD for our pipeline projects, see “*Business–Pipeline*”. As we develop projects in our pipeline, we expect to gradually expand our existing teams. While as of March 31, 2021 we had 132 employees in eight countries and had offices in six of them, we aim to have a total of around 335 to 360 employees located exclusively in long-term strategic countries, with offices in all key countries by December 31, 2023. In the long term, the total number and distribution of our employees will be gradually adapted to our business profile, in particular with regards to development, EPC, asset management and O&M activities.

We believe that our growth plan is further supported by our existing project pipeline, our execution capacity, the financial firepower provided by the net proceeds of the Offering, our access to the capital markets and our research and development efforts on additional revenue-generating operations (such as artificial intelligence, storage and green hydrogen energy). For information on research and development, see “*–Research and Development (“R&D”)*”.

### ***Highly Experienced Management Team with +64 Years of Combined Experience in the Industry***

We have a dynamic, highly qualified and experienced management team. The members of our management team (based on the top eight managers) have an average of 10 years of experience in the energy industry, with each of our chief executive officer, Mr Luis Cid, and our chief operating officer, Mr Mario Gonzalez, having 15 years of experience in the industry and 10 years in the Company, and are deeply involved in all material aspects of our business. For additional information regarding our management team, see “*Management and Board of Directors*”. Our management team has a track record of identifying and executing new markets and development opportunities and we believe it has demonstrated its ability to manage and grow our business, adapt to changing market conditions, undertake strategic investments and integrate innovative technology across our business operations. Recent key achievements of our management team include the commissioning of c.405.4 MW during 2019 and 2020, the signing of synthetic PPAs with Centrica Energy Limited (“**Centrica**”) in Spain and physical PPAs with private companies in the United States (including TVA and AEP Energy Partners) in connection with certain pipeline projects –after winning highly-competitive request for proposal (RFP) processes–, the Marguerite Transactions, the Riverstone Transaction, the Marguerite Buyback Transaction, the issuance and subsequent redemption of the Old Notes and the issuance of the 2021 Notes. For information on Centrica, see “*–Portfolio—Portfolio Remuneration—Synthetic PPAs*”.

### ***Best ESG Practices and Committed Business Model to be Implemented***

We are committed to creating a sustainable future with a new and more sustainable energy model. Led by our experienced management team, we believe to be playing an active role in the transition towards a decarbonized world by shifting from conventional to renewable energy, while at the same time demonstrating a commitment to best-in-class corporate governance and ESG principles. We believe to have robust anti-corruption and ethics rules in place and have recently implemented new

health and safety policies. Furthermore, we are in the process of developing and implementing new ESG processes that are intended to allow us to set our sustainability goals for 2030, which include the integration of sustainability among the Group's strategic pillars and the alignment of its operations with the United Nations' Sustainable Development Goals. As a result of our sustainability efforts, we have been awarded ISO 9001, 14001 and 45001 certifications and have recently successfully undergone ESG reviews by equity investors with respect to some of our Spanish and Mexican plants.

Alongside our commitment to sustainability, we are also committed to best-in-class corporate governance practices, with a strong, qualified Board of Directors, clearly defined roles and responsibilities, and procedures that seek to emphasize integrity and ethical dealing. For additional information regarding our Board of Directors and its committees, see "Management and Board of Directors".

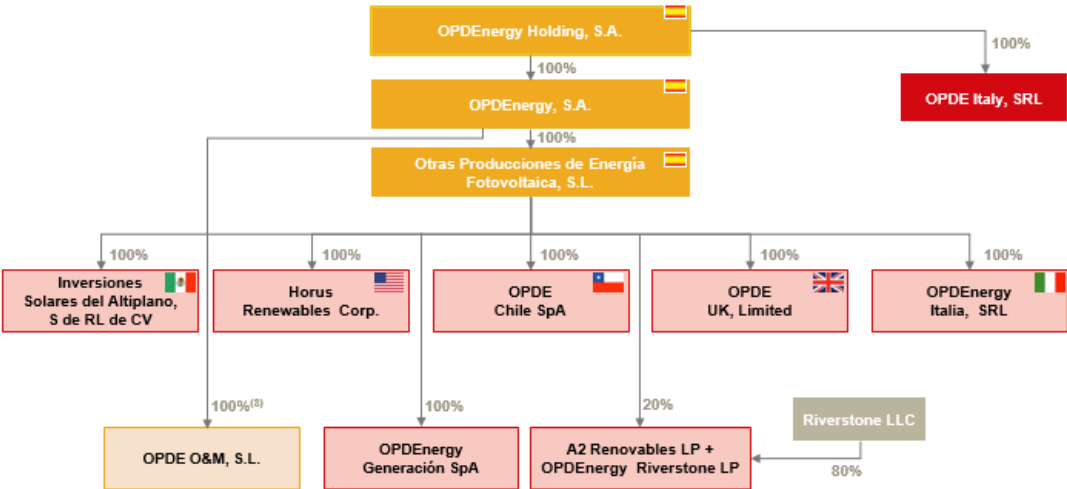
**History**

The Company was founded in 2005. In our first years of operations, we focused on the Spanish market and became an active player in Spain in the solar PV energy sector. In 2009, we began our international expansion across some of the most attractive renewable energy markets in the world, starting in Italy and following in the United Kingdom, Chile, the United States and Mexico. In 2019, we undertook our first onshore wind development in Chile. From 2016 to 2018, we were awarded with several public auctions in Chile, Spain and Mexico and issued our 2018 Notes. During 2019 and 2020, we commissioned plants with an aggregate gross installed capacity of c.405.4 MW, with the majority of the plants in our portfolio being constructed and, many of them, starting operations during such period. We also obtained project financing with respect to such projects and issued the 2019 Notes and the 2020 Notes. In addition, we expanded our development operations into Poland and France and were awarded several PPAs in the United States with respect to pipeline projects. Moreover, we established trusted relationships with Marguerite and Riverstone, with whom we completed the Marguerite Transactions (2019), the Riverstone Transaction (2020) and the Marguerite Buyback Transaction (2021). In 2021, we also redeemed the 2020 Notes, the 2019 Notes and 2018 Notes and issued the 2021 Notes.

As of the date of this Prospectus, we are in the midst of a transformational journey from a vertically-integrated developer to a large-scale IPP in Europe and the Americas. Accordingly, we seek to significantly increase our energy sales in the future as we develop our project pipeline and our portfolio of renewable energy plants becomes larger. It is as part of such plan, that we recently completed the Marguerite Buyback Transaction.

**Corporate Structure**

The following diagram presents our simplified corporate structure as of the date of this Prospectus.



As of the date of this Prospectus, the Group has 229 operating entities (that is, entities with a holding purpose and entities which provide services such as EPC and O&M management services). Accordingly, in addition to the entities indicated in the

diagram above, there are other operating entities of the Group, including without limitation, Opde Participaciones Industriales, S.L., Opde Sur, S.A., Opde Solare, S.r.l., PV Integral Management, S.L. and Opde Development, S.L., which due to their more limited relevance have not been included therein.

For additional information on the subsidiaries included in the scope of consolidation, and the respective percentages of total ownership (direct plus indirect) held by the Company, as well as the associates and joint ventures of the Group, see Appendix I.A, I.B, II.A, II.B, III.A and III.B to the Consolidated Financial Statements which are incorporated by reference in this Prospectus.

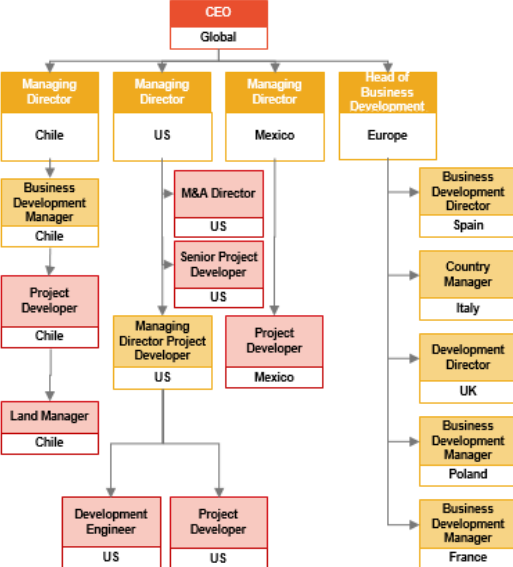
**Our Fully-Integrated Value Chain**

We have a fully-integrated value chain and we seek to add value through each of the phases of a project: (i) development; (ii) corporate development and structured finance; (iii) construction and grid connection; and (iv) O&M and asset management.

**Development**

We source our projects following a mixed approach that combines the undertaking of pure greenfield developments from scratch with selective acquisitions of promising projects (typically before development is completed) where we believe we can add significant value to their development and eventual construction and operation. As explained further below, with respect to all of our projects, we seek to de-risk our investment from an early stage by carrying out technical studies and environmental impact assessments, as well as an analysis of local regulatory, logistical, grid-connection, tax and other requirements. Our ability to obtain detailed early information on project sites from an early stage allows us to reduce ramp-up issues and help us overcome execution and project quality challenges that might otherwise occur. We progressively increase our investment in a project’s development as we obtain further data and indications that the prospects of such project are positive, thus continuing to de-risk the project as we allocate further resources to it.

We perform development activities in-house and, in some cases, outsource certain specialized tasks. The following chart shows the organizational structure of our in-house development team, which is currently comprised of 36 persons.



The development of a renewable energy plant involves a multi-phase process typically consisting of three broad phases: (i) early stage development, which takes from six to nine months; (ii) permitting, which takes from 18 to 24 months; and (iii) final stage development, which includes steps that take place throughout all of the development process. These phases may occur in varying sequences and often concurrently, with variations in each country or region depending on the opportunities, constraints, regulatory regime and other characteristics of each market.

We spend significant time on project development, including initial site identification, obtaining land and land permits, funding third-party environmental and urbanistic studies and technical assessments (including concerning electricity grid access). In the course of development, we may uncover problems or encounter difficulties with projects, including, but not limited to, the following:

- we may encounter difficulties in obtaining and maintaining governmental permits, licenses and approvals required by existing laws and regulations or additional unanticipated regulations, which may lead to delays in the development of a project, refusal of the permits or reduction in the targeted installed capacity of the project;
- we may encounter difficulties in securing adequate property with sufficient solar or wind resources at an acceptable price or at all, due, for example, to heightened competition with other renewable energy companies in obtaining high-potential property and/or opposition from local communities;
- our initial evaluations of site suitability may be based on assumptions that turn out to be incorrect, or unforeseen issues may arise with respect to the land or terrain for a project;
- there may be adverse changes in the underlying political, legal or economic environment;
- we may encounter engineering and project design problems; and
- third parties that we partner with for initial project development may fail to perform their duties or may fail to perform them in a timely manner or to the required standards, leading to delays or a failure to discover problems with identified sites.

#### Early Stage Development

The first step in project development is to identify a site and assess its feasibility and potential to be developed into a successful operational renewable energy plant. The selection and allocation of investments in different projects and geographical areas is conducted with a view to maximizing value, according to the strict criteria and internal procedures that we have adopted. In particular, we typically identify new sites taking into account solar or wind resources, meteorological conditions, topography, access to existing and planned electricity transmission systems, size, availability and ownership of land and possible environmental and regulatory constraints. For additional information on our sourcing capabilities, see “—Pipeline”.

Once we have identified a potential site, we conduct a site survey. This generally takes the form of a preliminary regulatory framework analysis, preliminary technical and economic feasibility studies, preliminary environmental and urbanistic assessments and the booking of the relevant land plots.

#### Permitting

Once we have determined that a site meets the necessary criteria, we seek to obtain land rights for the development of the relevant project on economically viable terms. We generally lease the land on which the renewable energy plants are constructed, in some cases entering into lease agreements for a given number of years upfront, while in others entering into options to lease or letters of intent that are followed by lease agreements at a later stage. Our land agreements typically have terms of approximately 30 to 40 years depending on the country, market standards and legal limitations. In certain jurisdictions, a single site may have multiple landowners. In certain jurisdictions, such as Spain and Italy, land registries may not hold fully up-to-date information in respect of title ownership, and identifying and involving the type and number of landowners can lengthen or complicate the process. In some cases, development and operations may commence before these land rights issues have been resolved.

In addition to securing any necessary land rights, we seek to obtain the necessary permits, licenses and other approvals to construct and operate the renewable energy plants (except for a few permits that are obtained at a later stage, as described under “—Final Stage Development” below). The precise permits, licenses and other approvals required, and the procedures relating thereto, vary significantly from country to country and in some cases from region to region. See “Regulation”. The permitting and licensing process generally involves an environmental authorization process, which is typically based on an environmental impact assessment that analyzes the potential impact of the project on the environment, the landscape and the

community. This phase is essential for project development. As part of the environmental impact assessment, input from consultants with environmental expertise, local residents (sometimes through public meetings) and other interested parties is often considered. While the precise nature, form and timetable of this assessment differs among jurisdictions, similar factors are taken into account by most relevant authorities in deciding whether or not to permit a project, including: (i) the visual impact of the renewable energy plant on the landscape; (ii) noise, particularly in populated areas; (iii) the environmental impact on flora and fauna; (iv) the effect on local historical, archaeological or other protected sites; and (v) topographical and other site characteristics, such as ground conditions and hydrology.

We also procure a connection to the local electricity grid. In many of the countries in which we operate, we initiate the process with an application to the transmission system operator or to an electricity distribution company for a connection point and the right to interconnect the relevant renewable energy plant to the network. The transmission system operator or electricity distribution company conducts certain connection studies to determine whether access and interconnection may be granted or denied and whether any infrastructure modifications are required to enable connection to the electricity grid. The requisite interconnection infrastructure must also be generally licensed and constructed, which is done in parallel with the construction of the plant.

On average, the permitting stage represents c.3-5% of the total budget of a plant in Spain (our principal market). If the relevant plant is finally not constructed the costs and expenses associated to the permitting stage are registered as changes in inventories. For additional information regarding the changes in inventories, see Note 13 to the Consolidated Financial Statements.

#### *Final Stage Development*

Over the course of the development process, we define the main equipment and component for the project and enter into the relevant supply contracts. In the case of a solar PV plant, this includes the modules, inverters and trackers, and in the case of an onshore wind plant, the turbines, blades and gearboxes. We also define the required electricity substation equipment. In order to guarantee the long-term robustness and asset quality of our plants, we rely on Tier-1 suppliers only and use top components and equipment with a verified track record of reliable performance. For information on our suppliers, see “—Suppliers”.

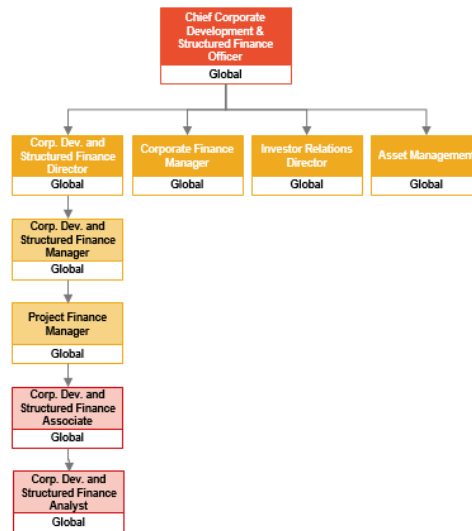
We also enter into the relevant EPC contracts. Given our full in-house EPC management capabilities, these are typically intra-Group agreements with the relevant project SPV. However, while we manage and supervise the entire construction process, we outsource the required civil engineering and construction work and the electromechanical assembly relating to our projects to reputable outside contractors.

We obtain any remaining permits that are required prior to the construction of the project. While these vary from country to country and in some cases from region to region, they typically include the following: (i) building or construction permits and licenses, which in certain cases are granted by national regulatory entities, such as the Ministry of Industry in Spain, and in others by regional, municipal or other local authorities; (ii) if applicable, a change of permitted land use or zoning authorization (that may require a significant economic disbursement) in order to include solar or wind energy generation among the authorized uses for the site; and (iii) sector-specific authorizations.

#### **Corporate Development and Structured Finance**

Project structuring represents a critical part of our value chain as it is fundamental to the economic viability and profitability of a project. We believe we have a strong track record in securing project financing with attractive terms on the back of long-term, hard currency-denominated (or hard currency-linked) PPAs (or other types of remuneration arrangements). In addition, we have significant experience in partnering with creditworthy and reliable partners in projects where we believe that such partnering is advantageous.

The following chart shows the organizational structure of our in-house corporate development and structured finance team, which is currently comprised of 11 persons, plus four people in the asset management team.



### Financing

Investments in the construction of renewable energy plants are generally incurred and financed at the level of the project SPV formed to hold and carry the project-related debt. Under this approach, the project SPV typically finances the majority of the project using bank loans. The use of project financing structures allows us to finance the construction of our projects with smaller equity contributions and intra-group loans, and this increases our capacity to develop more projects. It also allows each project's debt to be managed separately, which increases our flexibility to react and make corrections, if necessary. The Company generally seeks to fund the capital expenditures and investments requirements associated with the execution of its projects through a combination of (i) project financing at the level of the project SPV (c.70%) and (ii) equity being funded by the Company which may consist of Company's own funds or funds raised from third parties (c.30%).

While we seek to obtain non-recourse financing and to maximize the net present value of our projects, non-recourse financing is not always available for particular projects and SPV holding companies and/or the Company may be required to provide certain guarantees.

The typical timeline for the financing process is approximately four to six months. During this process, various financial options are explored, potential lenders are identified and legal, technical and tax due diligence is performed. The short-term and long-term financing strategy for a particular project is determined mainly on the basis of the prevailing financing conditions in the relevant country, the PPA (or relevant remuneration arrangement) tenor and the plant generation capacity.

Since the existence of EPC and O&M contracts are pivotal to the successful close of a project's financing, we believe that our fully-integrated value chain provides us with a competitive advantage when negotiating financing terms.

For additional information on our project financing, see "*Operating and Financial Review—Liquidity and Financial Resources—Indebtedness—Project debt*".

### Project Remuneration

Securing bankable PPAs (or other types of remuneration arrangements) is key to negotiating attractive financing terms for a project. In line with our de-risking approach to project development, we seek to enter into long-term, hard currency-denominated (or hard currency-linked) PPAs (or other types of remuneration arrangements), either privately or via auctions, that cover enough energy to have bankable projects with the risk-return balance we look for.

Our bidding opportunities are structured in frameworks that vary by both type of energy and country or region. Auctions may be launched by both public entities and private off-takers. Public entities include governments, who either organize or back a given tender, and government-controlled entities such as state or regional power companies. Private off-takers include utilities and corporate off-takers.



We generally target bids or other business opportunities that will result in PPAs (or other types of remuneration arrangements) with robust counterparties because they generally provide a long-term and relatively secure source of revenue, while transferring price risk in exchange for limited counterparty risk. In addition, the existence of counterparties with significant creditworthiness and minimized contract risk facilitates favorable project financing terms, which in turn are key to submitting competitive bids.

We have been awarded several projects in markets such as Chile, Mexico, Spain and the United States. The first auction to award the REER (as defined in "*Regulation—Spain*") took place on January 26, 2021, but we were not successful in obtaining any capacity at the prices it offered. For information on the REER, see "*Regulation—Spain*".

The remuneration framework applicable to the renewable energy plants in our portfolio vary significantly from region to region and, often, from project to project, including physical PPAs, synthetic PPAs and public remuneration plans (consisting of the PMGD plan in Chile and FiT remuneration in Italy, each as defined herein) (see "*—Portfolio—Portfolio Remuneration*"). In particular, as of the date of this Prospectus, in connection with our six plants located in Spain, we have entered into synthetic PPAs, which consists of a swap arrangement with a counterparty to hedge the risk of fluctuations in spot electricity prices. Therefore, the plants sell their energy on a merchant basis and according to the synthetic PPA we receive from, or pay to, as the case may be, the PPA counterparty the difference between the merchant price and the fixed benchmark price set in the synthetic PPAs. Our current synthetic PPAs hedge up to an estimated c.70% of the energy produced by our plants in Spain, three of which also benefit from regulatory floor merchant prices as these assets were awarded in the 2017 capacity auctions carried out by the Spanish government. In connection with our two plants located in Mexico (in which we own a 20% interest), we have entered into physical PPAs that cover up to an estimated c.90.2% of the energy produced by the plants and the remainder estimated c.9.8% may be sold on a merchant basis. In Chile, we have entered into various PPAs for La Estrella and Sol de los Andes plants that cover up to an estimated c.62% of the combined energy produced by these plants and the remainder c.38% may be sold on a merchant basis. It is expected that Llay Llay, Lingue and Litre will sell the energy they produce under the PMGD which is a Chilean remuneration framework with a stabilized price regime for small projects available for 14 years. Finally, each of the seven plants that comprise Puglia (which is considered to be a single plant for management purposes) benefits from a feed-in-tariff (FiT) incentive scheme that provides for a fixed remuneration in euros per MWh produced. A portion of the energy produced by Puglia, which represents up to an estimated 15% of its total annual energy production, is not covered by the FiT.

We have a conservative approach to merchant risk management and, as of the date of this Prospectus, our energy production not covered by PPAs (or other types of remuneration arrangements) represents up to an estimated 30% of our total annual energy production, except for Sol de los Andes and La Estrella in Chile, where merchant sales are expected to represent an estimated c.38% of their production (once Sol de los Andes is in operation) and for a portion of the energy produced by Puglia in Italy which is not covered by the FiT and represents up to an estimated 15% of its total annual energy production. As a result of this exposure to merchant prices, a decline in the market price of electricity could materially and adversely affect our business, financial condition, results of operations and prospects.

In addition, as of the date of this Prospectus we have PPAs in an advanced stage of negotiation or with indicative pricing with over 15 off-takers in connection with pipeline projects with an aggregate potential gross installed capacity of c.4 GW. We deem that a PPA is in an advanced stage of negotiation when (i) a commercial agreement has been achieved and there is a full document under negotiation or (ii) we have an agreement on pricing and other commercial terms are under discussion. Moreover, in the United States we have entered into two physical PPAs in connection with two solar PV plants (Franklin and High Horizons, which are currently categorized as Backlog projects with an aggregate potential gross installed capacity of c.182 MW). See "*—Pipeline*".

#### Corporate Development

We have a long track record of partnering with creditworthy and reliable partners, such as Marguerite or Riverstone. We choose our partners based on country risk, a potential partner's know-how and our development financing needs.

In particular, each of the Marguerite Transactions in 2019 (which has been recently superseded by the Marguerite Buyback Transaction in 2021) and the Riverstone Transaction in 2020 were undertaken as part of our past asset-rotation strategy to support our development financing needs, with the proceeds of the disposal of assets or controlling stakes therein being reinvested in new renewable capacity additions. We believe that this strategy has allowed us to frontload value creation and fund additional pipeline with attractive returns.

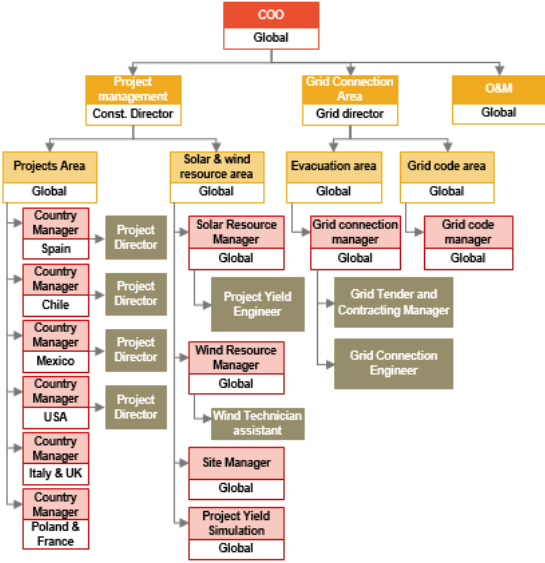
Our goal is to become a large-scale IPP in Europe and the Americas and to significantly increase the size of our portfolio of renewable energy plants in the future. We aim to wholly own each of the projects in our pipeline or have controlling stakes in each of these projects (except in Mexico where our intention is to undertake pipeline projects together with Riverstone, with whom we currently have a partnership in which we hold a 20% interest). In addition, in the United States we expect to have a tax equity partner by the financial closing of our projects which would typically take 25% to 30% of the relevant project during a period of up to six years. Nevertheless, we may consider relying on asset rotation, on a selective basis, if we have consumed a large portion of our financial resources for expansion and provided that relying on asset rotation allows us to continue executing projects that achieve ready to build status while creating value for our shareholders. In any case, asset rotation should only represent a nominal amount of our activities and is not expected in the short term.

**Construction and Grid Connection**

EPC/Construction

Once the relevant permits, licenses and other administrative authorizations have been obtained (and depending on the project, once its financing structure is sufficiently advanced), the project may enter the construction phase, which is the most demanding in terms of resources and costs. We have full in-house EPC management capabilities, having commissioned solar PV plants with an aggregate gross installed capacity of c.808 MW (including our Sol de los Andes solar PV plant which is under construction), of which plants with an aggregate gross installed capacity of c.340 MW were sold as part of our past asset rotation strategy to optimize our portfolio and support our development financing needs. We manage all four stages of the construction process: (i) pre-construction; (ii) procurement; (iii) construction; and (iv) commissioning. Throughout the construction process, we place special emphasis on three key areas: the design and implementation of adequate evacuation infrastructure, grid code compliance and connection dates. We believe that the monitoring of the grid connection is a mission critical phase for any project and we consider it a separate work stream that is led by a specialized team. See “—Grid Connection”.

The following chart shows the organizational structure of our in-house EPC, grid connection and O&M teams, which are currently comprised of 26 persons of the EPC and grid connection teams and nine persons of the O&M team



We believe that our EPC management capabilities have three core differentiating factors. First, our construction team is involved in a project since its inception, proactively assessing a project's technical risk profile from the start, analyzing conditions, restrictions, constraints and other requirements. Our key goal is to maximize the net present value of a project and to identify any factors that could affect the project's viability and profitability. While we manage and supervise the entire construction process, we outsource the required civil engineering and construction work and the electromechanical assembly relating to our projects to reputable outside contractors, such as Eiffage, Isastur and OHL Industrial, and our EPC team continuously monitors the sub-contracted work and verifies quality standards. In addition, as stated above, we rely on Tier-1 suppliers only and use top components and equipment with a verified track record of reliable performance. Our team selects all the key components of our plants (such as modules, inverters, trackers, turbines and, in certain cases, special components such as power transformers, among others), while our construction contractors are responsible for selecting and procuring all other supplies. For information on our suppliers, see "*Suppliers*".

In the past, we have provided EPC management services both for our own projects and for non-Group entities (such as utilities, other independent energy producers and commercial and industrial companies). While we aim to focus on our portfolio, we may decide to provide EPC services to third-parties in the future if we consider that they can bring value to our development and construction activities, either by accelerating our learning curve in some regions, providing critical volume for our regional EPC activities or providing us with added cash flow at particular times. As of the date of this Prospectus we are not providing any EPC services to third parties but we have bank guarantees amounting to c.€2,837 thousand and c.€6,812 thousand in respect of the EPC services provided in connection with our Aguascalientes and Andalucía solar PV plants, respectively. Our Aguascalientes and Andalucía solar PV plants were partially sold to Riverstone and we currently hold a 20% interest.

We typically provide EPC management services under intra-group turnkey construction agreements with the relevant project SPV for the design, supply, construction, installation and commissioning of solar PV plants that are entered into with the relevant project SPV. Such agreements set forth various project milestones and performance ratios which need to be met by certain dates and provide for the payment of penalties if such milestones are not met. Generally, these agreements are lump-sum contracts whereby our remuneration does not depend on the amount of resources or time expended, as opposed to cost-reimbursable contracts whereby the amount of payment reflects the actual costs incurred in carrying out the work, plus an additional fee. We typically receive partial payments of the agreed contract price following the completion of agreed milestones.

Under our EPC agreements, we undertake to meet an agreed performance ratio, defined as the ratio between the energy the plant generates during a given period and the maximum energy that it could have generated theoretically at a given percentile global radiation. In the event that such ratio is not met, we would be required to pay a penalty fee equal to an agreed percentage of the contract price for each 1 p.p. in which the ratio differs from the agreed performance ratio. As of the date of this Prospectus, we have not defaulted on any performance ratio. Further, we typically guarantee the quality of the materials used and the design and construction of the project and commit to repair and/or substitute materials and equipment under certain conditions. Additionally, we must provide bank guarantees in favor of our EPC clients to secure the fulfillment of our obligations under the EPC agreements.

The EPC agreements also include certain events of default, such as the abandonment of the works. In addition, the EPC agreements include commitments related to the maintenance of the necessary insurance coverage and compliance with applicable laws.

Finally, projects may encounter a range of difficulties in the construction phase that result in delays or higher than expected costs, including, but not limited to, the following:

- contractor (or subcontractor) defaults and performance shortfalls;
- delays due to unforeseen events;
- unexpected increases in the prices of components or equipment (such as solar modules, wind turbines and other system components), including as a result of changes in the prices of the natural resources needed for their production (such as

steel, lithium or cobalt), anti-dumping measures aimed at solar panel manufacturers or the adoption of any other trade measure between governments aimed at the key materials needed for installations;

- damage to components or equipment in the course of delivery and/or in the course of installation as a result of accidents or otherwise;
- adverse weather, environmental and geological conditions, *force majeure* and similar events;
- theft and vandalism; and
- regulatory authorizations or difficulties in obtaining or maintaining construction permits.

Set forth below is summarized information on each of the four stages of the construction process.

#### *Pre-construction*

The pre-construction stage commences in an early development stage and includes the preparation of the main project management documentation, requesting permits, carrying out the front-end engineering design in order to prevent technical problems during the construction works and, subsequently, the detailed design, the procurement plan and the expense budget, with the goal of ensuring that time, cost, quality and safety targets are met.

We also work in close cooperation with the relevant development team and the health and security team in order to minimize the risk of injuries and accidents, as well as reduce the social and environmental impact of the construction of our projects. For this reason, in every construction site where we operate, detailed rules and mechanisms to manage the environmental and social impact to the local community taking into account the surrounding conditions are laid out. In addition, during the whole construction process, there is health and safety personnel from our subcontractors dedicated exclusively to supervise the health and safety conditions and who have the capacity to halt construction or the entry of workers into the construction site if the necessary precautions are not met.

#### *Procurement*

During the procurement phase we analyze and select the main components and equipment for the relevant plant. Such decisions are made on the basis of various variables, including technical considerations, expected performance, guarantee and warranty terms, the production and delivery schedule, as well as pricing terms, among other key factors. We source our main project components and equipment (such as modules, inverters, trackers, turbines and, in certain cases, special components such as power transformers, among others) from Tier-1 suppliers, including Longi, Risen, Jinko, Trina, Canadian, Siemens Gamesa, Power Electronics, SMA, Axial, Mecasolar, PV Hardware and Power Factors. We often enter into agreements with our suppliers on a multi-project basis in order to benefit from attractive pricing terms. Such agreements include our agreements with Risen and Longi for the supply of modules in Spain and Chile, respectively, and our agreement with Siemens Gamesa for the supply of turbines in Chile. For additional information, see “—Suppliers”.

#### *Construction*

The construction stage relies heavily on traditional civil, mechanical and electrical engineering. As indicated above, in instances where we act as EPC contractor, we manage and supervise the entire construction process, but we outsource the required civil engineering and construction work and the electromechanical assembly of the plant to reputable outside contractors, such as Eiffage, OHL Industrial and Isotron. During the entire process, we oversee the construction design, scheduling, ongoing performance rates, health and safety, risk management and technical aspects of construction and monitor the status of the work and its conformity to projects and expense budgets. Based on our assessments over time, we update the project management documentation.

#### *Commissioning*

Once our renewable energy plants are fully constructed, we plan and oversee their commissioning, which involves subjecting the modules for our solar PV plants and the turbines for our onshore wind plants to a series of inspections, measurements,

examinations and specific tests to ensure that full performance is achieved and that solar- or wind-generated electricity, respectively, flows through to the electricity transmission system.

#### *Grid Connection*

In order to be able to sell and deliver the electricity generated at our renewable energy plants, we must procure a connection to the local electricity grid. We believe that the monitoring of the grid connection is a mission-critical phase and we have a specialized team that is entirely focused on all aspects of the electrical grid: grid connection, interconnections facility, grid code compliance, viability evaluations and curtailments studies, among others. The grid connection process is initiated from the development phase of our projects and continues through the construction process until a project's COD. In many of the countries in which we operate, we initiate the process with an application to the transmission system operator or to an electricity distribution company for a connection point and the right to interconnect the relevant plant to the network. The transmission system operator or electricity distribution company conducts certain connection studies to determine whether access and interconnection may be granted or denied and whether any infrastructure modifications are required to enable connection to the electricity grid. If access to the grid is denied at this point we could either cancel the relevant project or, if it is economically viable, implement the required infrastructure modifications. Depending on the country and applicable regulations, we may also need to secure easements and land rights for the transmission line from the renewable energy plant to the grid connection point. Proactive management of the grid connection process is essential to delivering projects on time and at an acceptable cost, particularly in countries where local authorities and grid managers have limited or no experience with the logistical and technical requirements for connecting renewable energy sources to the grid.

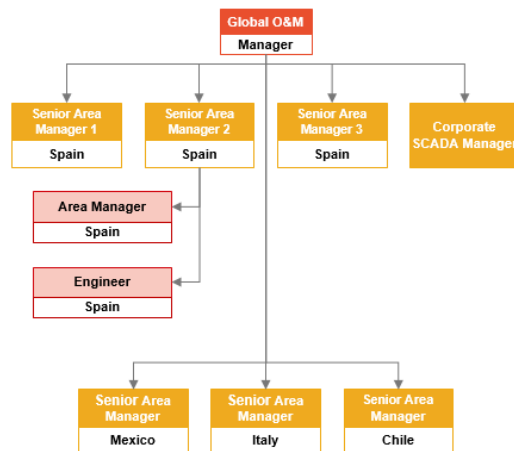
Some of the main risks that we may encounter in a project relate to interconnection. Accordingly, we engage in extensive monitoring to guarantee a successful grid connection and undertake all electrical studies and simulations necessary to ensure compliance with any relevant standards and requirements.

#### ***Operation & Maintenance (O&M) and Asset Management***

##### O&M

As part of our fully-integrated value chain, we provide O&M services to projects even before construction begins. We believe that our O&M capabilities have three core differentiating factors. First, our O&M team is involved in a project since its inception, evaluating the design of the plant from an O&M perspective and giving support in the procurement process (undertaking manufacturer compliance analysis), verifying contractors' qualifications by means of technical questionnaires, overseeing logistics management, employee training and the use of the appropriate tools, supervising the project manager's performance and verifying compliance with any legal and internal requirements. In addition, our O&M capabilities allow us to realize a number of synergistic, value-adding benefits for the entire value chain by providing key feedback and insight for our development, construction and power generation activities. They also allow us to control costs and oversee the long-term robustness and asset quality of our plants. Moreover, they enhance our ability to be flexible with our choice of technology, which in turn allows us to choose high-quality equipment while optimizing the project cost and yield. Finally, our O&M team is firmly focused on monitoring the performance of all plants. In this regard, we are designing our Internal Monitor Control Center (IMCC) to track 365x24x7 the performance, real production and compliance of our operating activities. Our vision is for the IMCC to become the heart of our O&M activities and it is expected to provide us with invaluable knowledge that we believe will allow us to continuously perfection our processes, from design to construction.

The following chart shows the organizational structure of our in-house O&M team, which is currently comprised of nine persons.



Our O&M capabilities include a comprehensive range of services and solutions to maximize the utilization rate, rate of power generation and system life of a renewable energy plant. Specifically, our O&M services include technical consulting, operations reporting and analysis, monitoring and supervision, inspections, preventive plant maintenance, repair and replacement of plant equipment, site management and incident response. While we manage and supervise all of such services, we typically outsource certain services to reputable outside contractors (typically, those to whom we have outsourced the required civil engineering and construction work and the electromechanical assembly of the relevant plant, especially during the term of the warranty previously provided by such contractor).

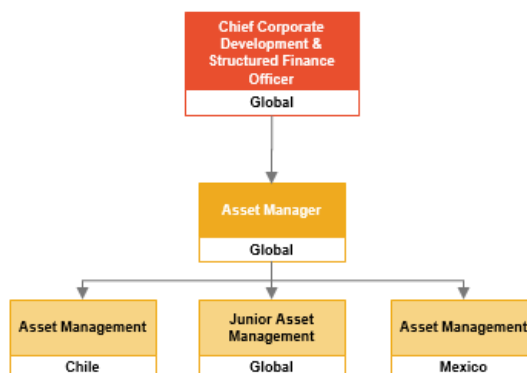
As of the date of this Prospectus, we provide O&M services in respect of all the solar PV plants in our portfolio (that is, we do not provide O&M services for the onshore wind plant La Estrella), including Sol de los Andes, our solar PV plant in Chile which is under construction, and those plants in respect of which we have a minority interest. In addition, we provide O&M services in respect of certain plants which are entirely held by third parties. Therefore, all the plants in respect of which we provide O&M services have an aggregate gross installed capacity of c.558 MW. (including c.25 MW corresponding to the plants which are entirely owned by third parties).

We typically provide O&M services under intra-group O&M agreements with the relevant project SPV. Our O&M agreements generally cover both preventive and corrective maintenance services. The project SPV typically pays us a fixed fee based on the generation capacity of the plant. Our O&M agreements typically include warranties for response time and availability (which is typically set at 99%). Failure to meet the required availability ratio, typically triggers penalty fees and, in certain cases, the termination of the relevant agreement. As of the date of this Prospectus, no such penalty fees have been triggered except with respect to our Aguascalientes solar PV plant where we were subject to aggregate penalty fees of c.USD12,658 that we expect to collect from our subcontractor. In addition, our O&M agreements include commitments related to the maintenance of the necessary insurance coverage and compliance with applicable laws.

### Asset Management

Our asset management capabilities include a broad range of commercial, accounting, financial, tax and general consulting and advisory services. These services include, among others, reporting services, company administration services, financial and legal compliance and monitoring services. Our asset management team is usually involved since “ready to build”; however, depending on the project, we may provide asset management services during both its construction and operation or during its operation only. In certain cases, we outsource certain services to external providers.

The following chart shows the organizational structure of our in-house asset management team, which is currently comprised of four persons.



We typically provide asset management services under intra-group asset management agreements with the relevant project SPV. Asset management agreements are typically entered into for periods of between three and five years, although they are typically expected to be renewed throughout the operating life of the relevant plant. The project SPV typically pays us a fixed annual remuneration.

### Portfolio

As of the date of this Prospectus, our portfolio of operating, ready for operation and under construction renewable energy plants includes 13<sup>18</sup> solar PV plants and one onshore wind plant, with an aggregate gross installed capacity of c.583.7 MW (including plants in respect of which we own non-controlling interests) and an attributable installed capacity of c.468.3 MW. As of the date of this Prospectus, approximately 104.3 MW correspond to Sol de los Andes, a wholly-owned solar PV plant located in Chile which is under construction, and the remaining gross installed capacity of c.479.4 MW (c.364.0 MW on an attributable basis) correspond to operating plants and plants which are ready for operation<sup>19</sup>.

As of the date of this Prospectus, c.45% of the gross installed capacity of our operating, ready for operation and under construction portfolio (including plants in respect of which we own non-controlling interests) is located in Spain, c.29% in Chile, c.25% in Mexico and c.1% in Italy.

Our existing international operations and expansion strategy expose us to a number of risks involved in operating in new markets and managing international operations, including, but not limited to, the following:

- our experience, knowledge and competitive advantages in our current key markets may not be fully transferable to other markets;
- changes in local government renewable power pricing policies (possibly with retroactive effect);
- decreases in the production costs of other sources of energy compared to solar and wind energy in the local markets;
- local laws or business practices may favor local competitors, include local content requirements or place limits on or prohibit foreign ownership of certain businesses;
- technical specifications, laws or regulations restricting access to the electricity distribution grid;
- challenges in maintaining strong relationships on favorable terms with reliable local technical, financial and legal partners and advisors or managing and staffing international operations;

<sup>18</sup> One of these 13 plants is our Puglia solar PV plant which consists of seven separate plants. The seven solar PV plants comprising Puglia are held through three different SPVs and are considered to be a single solar PV plant for management purposes.

<sup>19</sup> Lire and Lingue, two of our wholly-owned solar PV plants located in Chile with c.3.0 MW of gross installed capacity each, have already been constructed so for management purposes they are considered ready for operation plants. These two plants are expected to reach full COD by June 2021. For additional details, see "Business-Portfolio".

- increased exposure to disputes, litigation or other proceedings (including legal, administrative, governmental, regulatory or arbitration proceedings), which could divert the attention of management, give rise to damages or otherwise result in unfavorable outcomes and settlements for us;
- differing legal and commercial requirements may present challenges in establishing or maintaining operational efficiencies across markets;
- increased management, financial accounting and reporting burdens resulting from an expanded global business, which may present significant challenges in implementing and maintaining adequate internal controls;
- the inconsistency of common commercial practices in certain markets with our ethical, legal or compliance policies, which could lead us to forego or abandon certain potential projects and lose market share;
- unpredictable and possibly arbitrary exercise of government authorities' discretion in certain markets with respect to the issuance of permits, licenses and approvals necessary for our business;
- potentially adverse tax consequences of certain countries or operating in multiple jurisdictions; and
- failure to comply with and monitor a wide variety of foreign laws, legal standards and foreign regulations including corporate formalities, export and import restrictions, employment laws, zoning, environmental protection and regulatory requirements.

Moreover, some or all of these risks may be exacerbated in the case of our operations in emerging economies. Emerging economies may experience significant fluctuations in economic performance, political, labor or social unrest, acts of terrorism or other violence. In addition, operating in emerging markets may expose us to greater risks of loss due to expropriation, nationalization, confiscation of assets and property or the imposition of restrictions on foreign investments and repatriation of invested capital.

The following table sets forth certain key data with respect to our portfolio of solar PV renewable energy plants and our La Estrella plant in Chile, which is an onshore wind plant. Our plants have an estimated operating life of 35 years.



	Spain						Italy	Mexico	
	La Fernandina	Miramundo	Zafra	El Muelle	Los Belos	Montesol	Puglia	Andalucía	Aguascalientes
COD	Oct-19	Nov-19	Dec-19	Sep-20	Oct-20	Dec-20	Aug-11 <sup>(1)</sup>	Nov-19	Nov-19
Stake (%)	100 <sup>(2)</sup>	100 <sup>(2)</sup>	100 <sup>(2)</sup>	100	100	100	100	20 <sup>(3)</sup>	20 <sup>(3)</sup>
Gross Installed Capacity (MW)	50	50	50	11.2	50	50	7	106.5	37.7
<b>Operational Overview</b>									
2021 MWh Production <sup>(4)</sup>	16,700.72	18,222.98	18,669.58	3,630.95	16,737.90	16,175.56	1,825.22	54,302.21	21,846.98
2020 MWh Production	94,184.28	102,399.42	100,527.44	4,199.90	8,588.09	1,340.76	9,890.00	241,341.96	82,411.84
Load Factor (%) <sup>(5)</sup>	23	24	24	22	22	22	21	28	28
<b>Technical Considerations</b>									
Tracking Technology	Single-axis	Single-axis	Single-axis	Single-axis	Single-axis	Single-axis	Fixed structures	Single-axis	Single-axis
Modules Brand	Risen	Risen	Risen	Risen	Risen	Risen	Trinasolar / Recsolar	Jinko	Jinko
Inverter Brand	Gamesa	Gamesa	Gamesa	Gamesa	Gamesa	Gamesa	SMA	Power Electronics	Power Electronics
Trackers Brand	PV Hardware	PV Hardware	PV Hardware	PV Hardware	PV Hardware	PV Hardware	—	Axial	Axial
BOP Subcontractor <sup>(6)</sup>	Eiffage	Isotron	OHL	Isotron	Isotron	Eiffage	—	Eiffage	OHL

	Chile				
	Lingue	Llay Llay	Litre	La Estrella	Sol de los Andes
COD	Jun-21 <sup>(7)</sup>	Apr-21 <sup>(8)</sup>	Jun-21 <sup>(9)</sup>	Feb-21	Nov-21
Stake %	100	100	100	100	100
Gross Installed Capacity (MW)	3.0	11.0	3.0	50.0	104.03
<b>Operational Overview</b>					
2021 MWh Production <sup>(4)</sup>	415.71	—	—	854.10	—
2020 MWh Production	—	—	—	—	—
Load Factor (%) <sup>(5)</sup>	24	26	24	26	31
<b>Technical Considerations</b>					
Tracking Technology	Single-axis	Single-axis	Single-axis	—	Single-axis
Modules Brand	Longi	Longi	Longi	—	Longi
Inverter Brand	Sungrow	Sungrow	Sungrow	—	Gamesa
Trackers Brand	PV Hardware	PV Hardware	PV Hardware	—	PV Hardware
Turbines	—	—	—	Siemens Gamesa	—
BOP Subcontractor <sup>(6)</sup>	Eiffage	Eiffage	Eiffage	OHL	Eiffage

COD: commercial operation date.

- (1) Puglia consists of seven separate plants that are considered to be a single plant for management purposes. These assets had different commercial operation dates, with the first being on December 31, 2009 and the last being on August 31, 2011.
- (2) As part of the Marguerite Transactions (which closed in January 2019, February 2019 and March 2019, respectively), we sold a 80% stake in the companies that own La Ferdinandina, Zafrá and Miramundo, respectively, to Marguerite. We bought such 80% stake back upon closing of the Marguerite Buyback Transaction in March 2021. For additional information on the Marguerite Buyback Transaction and its impact, see "Operating and Financial Review—Recent Developments", "Material Contracts—Marguerite Buyback Transaction" and "Pro Forma Financial Information".
- (3) See "Material Contracts" for information on the Riverstone Transaction.
- (4) MWh produced during the first quarter of 2021. As of the date of this Prospectus, Lingue has c.1 MW in operation and it is expected to reach full COD by June 2021.
- (5) Load Factor is the estimated generation of a power plant (KWh) divided by the product of the capacity (KW) and the number of hours over a given period.

- (6) "BOP Subcontractor" means Balance of Plant Subcontractor and refers to the subcontractor in charge of the activities which are necessary to complete and finish the construction of a solar PV or wind plant including, among others, mechanical and electromechanical assembly of key components and others, supply of other equipment and civil work, and excluding the supply of key components (mainly, modules, inverters and trackers). The selection of such key components is made by the Company.
- (7) As of the date of this Prospectus, Lingue has c.1 MW in operation and it is expected to reach full COD by June 2021. Construction has been completed, but final connection from the distributor is pending with respect to the remainder c.2 MW.
- (8) On April 16, 2021.
- (9) Construction has been completed, just pending final connection from the distributor.

For a description of the main terms of our project loans relating to these plants, see “*Operating and Financial Review—Liquidity and Financial Resources—Indebtedness—Project debt*”.

### **Portfolio Remuneration**

The remuneration frameworks applicable to the renewable energy plants in our portfolio vary significantly from region to region and, often, from project to project, including physical PPAs, synthetic PPAs and public remuneration plans (consisting of the PMGD plan in Chile and FiT remuneration in Italy, each as defined herein)

#### PPAs

##### *Physical PPAs*

We have entered into physical PPAs in connection with four of our plants: Andalucía and Aguascalientes (in which we own a 20% interest) in Mexico, and Sol de los Andes (which is under construction) and La Estrella in Chile. Under such PPAs, an “off-taker” (in the case of Andalucía and Aguascalientes, a state-owned electricity utility (*Comisión Federal de Electricidad*) and, in the case of Sol de los Andes and La Estrella, a total of 25 private companies that have been awarded a concession to distribute energy and which include CGE Energy and Enel), purchases power generated by our plants at a specified price indicated thereunder. The PPAs of Andalucía and Aguascalientes have a duration of 15 years for energy and 20 years for CELS and cover up to an estimated c.90.2% of the energy produced by these plants and the remainder estimated c.9.8% may be sold on a merchant basis. The PPAs entered into in connection with Sol de los Andes and La Estrella plants have a duration of 20 years and cover up to an estimated c.62% of the combined energy produced by the plants and the remainder c.38% may be sold on a merchant basis.

Off-takers are required to pay us for the amount of energy effectively demanded by, and delivered to, them at the specified price indicated in the PPAs, with there being no minimum purchase amount required from the off-takers. The sale price of energy under our PPA in Chile is fixed in U.S. dollars and paid in Chilean pesos (based on the exchange rate as of the date of payment), and the sale price of energy under our PPAs in Mexico is fixed in Mexican pesos but it is subject to adjustments based on the exchange rate evolution of the Mexican peso against the U.S. dollar.

Under the PPAs, we are required to provide guarantees to secure the fulfilment of our obligations, normally in the form of a letter of credit or a first demand guarantee. If we fail to make available to an off-taker the amounts of energy we have agreed to during the agreed time periods (generally set on an annual basis and, in some case, also a monthly basis), the off-taker may terminate the relevant PPA. Under certain circumstances when we have entered into a PPA in connection with a renewable energy plant which is not yet in operation at the time such PPA enters into force (as it is currently the case for our 25 PPAs signed in connection with La Estrella and Sol de los Andes plants in Chile where the latter is expected to reach its COD by November 2021), in order to prevent the termination of such PPA, we may need to purchase electricity on the wholesale market at a price which may be higher than the specified price in the PPA in order to make the amount of energy that we have agreed to deliver under the relevant PPAs available to the relevant off-taker. Further, under the PPAs related to Andalucía and Aguascalientes, certain changes in the shareholding structure of the relevant project SPV (or a change of control thereof) shall require the approval of the off-taker.

An additional PPA has been recently entered into in connection with Aguascalientes solar PV plant with Cox Energy Mexico Suministrador, S.A. de C.V., which is denominated in U.S. dollars. The PPA has a term of three years.

##### *Synthetic PPAs*

In connection with our six plants located in Spain (La Fernandina, Zafra, Miramundo, Los Belos, El Muelle and Montesol), we have entered into derivative financial contracts with Centrica (an international energy services and solutions company that has c.11 GW of renewable energy capacity under contract in Europe and that supplies energy and services to over 9 million residential and business customers, mainly in the United Kingdom and Ireland, through brands such as British Gas, Bord Gáis

and Centrica Business Solutions)<sup>20</sup>. These synthetic PPAs, which are drafted following the 2002 master agreement prepared by the International Swaps and Derivatives Association (ISDA), were entered into on different dates throughout 2019, before the COVID-19 pandemic hit global macroeconomic conditions and, therefore, we believe them to have attractive terms in the current economic context. Under the synthetic PPAs, no energy is physically traded. Instead, the plants sell their energy on a merchant basis and the synthetic PPAs work as a financial hedge if merchant prices differ from the benchmark set in the synthetic PPAs (in the low €40/MWh). In particular, if merchant prices are lower than the benchmark prices, we receive the difference from the off-taker (the opposite would happen if merchant prices were to be higher than benchmark prices). These payments, which are to be made in euros, are calculated on the basis of notional quantities of energy that are fixed on a semi-annual basis, regardless of what the relevant projects actually produce. Each of the synthetic PPAs required us to provide, as a guarantee, a letter of credit, which amount shall be increased or decreased in accordance with the calendar established in the relevant synthetic PPA.

La Fernandina, Zafra and Miramundo projects were awarded in the auction governed by Ministerial Order ETU/315/2017. Besides the aforementioned synthetic PPAs, each of La Fernandina, Zafra and Miramundo benefit from regulatory floor merchant prices, in accordance with the terms of the auction in which these projects were awarded (that are governed by Spanish Royal Decree 650/2017, of June 16, 2017). Additionally, projects entitled to this specific remuneration regime are allowed to enter into bilateral power purchase agreements, which are compatible with the regulated scheme. For additional information, see "*Regulation*".

The table below shows certain information in connection with the PPAs we have entered in respect of our operating, ready for operation and under construction portfolio as of the date of this Prospectus.

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<sup>20</sup> Data on Centrica is obtained from publicly available information that we believe to be reliable but we have not independently verified it and there can be no assurance as to its accuracy. See: <https://www.centrica.com/media/4749/centrica-corporate-factsheet-february-2021.pdf>. Neither Centrica's website nor any of its contents form part or are incorporated into this Prospectus.

	Spain						Mexico <sup>(1)</sup>		Chile	
	La Fernandina	Miramundo	Zafra	El Muelle	Los Belos	Montesol	Andalucía	Aguascalientes <sup>(2)</sup>	La Estrella	Sol de los Andes <sup>(3)</sup>
<b>PPA</b>										
Estimated maximum % production covered by the PPA <sup>(4)</sup>	c.70% <sup>(5)</sup>	c.70% <sup>(5)</sup>	c.70% <sup>(5)</sup>	c.70% <sup>(5)</sup>	c.70% <sup>(5)</sup>	c.70% <sup>(5)</sup>	c.90.2%	c.90.2% <sup>(6)</sup>	c.62% <sup>(6)</sup>	c.62% <sup>(6)</sup>
PPA price (MWh)	Low €40 <sup>(7)</sup>	Low €40 <sup>(7)</sup>	Low €40 <sup>(7)</sup>	Low €40 <sup>(7)</sup>	Low €40 <sup>(7)</sup>	Low €40 <sup>(7)</sup>	\$30 (Energy+CELS) <sup>(8)(9)</sup>	\$34.4 (Energy+CELS) <sup>(8)(9)</sup>	\$42 <sup>(10)</sup>	\$42 <sup>(10)</sup>
PPA starting date	Jan-20	Jan-20	Jan-20	Sep-20	Sept-20	Sep-20	Jan-20	Jan-20	Jan-21	Jan-21
PPA term (since starting date)	10 yrs	10 yrs	10 yrs	9 yrs	9 yrs	9 yrs	15 Energy+20 CELS <sup>(8)</sup>	15 Energy+20 CELS <sup>(8)</sup>	20 yrs <sup>(11)</sup>	20 yrs <sup>(11)</sup>
Off-taker under the PPA	Centrica	Centrica	Centrica	Centrica	Centrica	Centrica	CFE	CFE	25 off- takers <sup>(11)</sup>	25 off-takers <sup>(11)</sup>
% Production not covered by PPAs <sup>(4)</sup>	c.30% <sup>(12)</sup>	c.30% <sup>(12)</sup>	c.30% <sup>(12)</sup>	c.30% <sup>(12)</sup>	c.30% <sup>(12)</sup>	c.30% <sup>(12)</sup>	c.9.8% <sup>(13)</sup>	c.9.8% <sup>(13)</sup>	c.38% <sup>(13)</sup>	c.38% <sup>(13)</sup>

(1) Accounted for using the equity method.

(2) An additional PPA has been recently entered into in connection with this plant with Cox Energy Mexico Suministrador, S.A. de C.V., which is denominated in U.S. dollars. The PPA has a term of three years.

(3) Under construction.

(4) The PPAs provide for a certain maximum percentage of energy production covered by it in respect of any given renewable plant. For our projects, the maximum production of any given renewable plant is customarily provided in terms of the so-called P-50 (for solar PV energy) and P-99 (for wind energy). The P-50 and P-99 are a probabilistic criteria that refer to the probability of achieving, with a 50% or 99% statistical level of confidence, a certain production threshold in respect of any given renewable solar PV or wind energy plant.

(5) Synthetic PPA. See “*Synthetic PPAs*”.

(6) La Estrella and Sol de los Andes have 25 combined PPAs under which they complement each other with respect to the energy they produce. For clarification purposes, there is no hybridization between these plants.

(7) “Low” means there is a regulatory floor price. Green certifications permit to obtain additional revenues of c.€0.5/MWh.

(8) *Certificado de Energia Limpia “CEL”* is the title issued by the Mexican Energy Regulatory Commission (CRE), which accredits a determined amount of electricity production (1 MWh) from clean energy sources. The price of a CEL is determined by supply and demand in OTC arrangements. Qualified users (> 1 MW) are obliged to acquire these CELs.

(9) The sales price for each KWh of electricity sold is fixed in Mexican pesos but it is subject to adjustments based on the exchange rate evolution of the Mexican peso against the U.S. dollar.

(10) The sales price for each KWh of electricity sold is fixed in U.S. dollars and paid in Chilean pesos (based on the exchange rate as of the date of payment).

(11) We have entered into PPAs with 25 different off-takers. See “*Physical PPAs*”.

(12) All the Spanish plants sell their energy on a merchant basis and the synthetic PPAs hedge up to an estimated 70% of the energy produced.

(13) Assuming that the off-taker effectively purchases all the energy made available under the physical PPA.

### PMGD

Three of our solar PV plants in Chile —Lingue, Litre and Llay Llay— are expected to be remunerated under the *Pequeños Medios de Generación Distribuida* (“**PMGD**”) regulation (which is a public compensation plan available for plants with up to 9 MW of nominal injection to the grid). PMGD projects are connected to the voltage network of the distribution companies (and thus there is no specific off-taker or counterparty purchasing the energy produced by these plants) and are entitled to be remunerated for their generation at a regulated stabilized price that is calculated by the Chilean National Energy Commission (CNE).

The PMGD program was created by the Chilean government in 2005 with the goal of incentivizing the development of distributed generation projects closer to the end costumers. In October 2020 this program was amended to include, among others, a new calculation methodology for the price stabilization mechanism. This amendment preserves the right to benefit from a regulated stabilized price which, unlike the previous regime, will be calculated in a differentiated manner in six hourly blocks per day. This calculation will be made by the Chilean National Energy Commission. This amendment contemplates a transitory regime that allows PMGD projects to continue selling energy under a single stabilized price, that is, without hourly blocks, for a maximum of c.14 years.

### Feed-in-Tariff (FiT)

Each of the seven plants that comprise Puglia (which is considered to be a single plant for management purposes) benefits from a FiT state incentive scheme that provides for a fixed remuneration in euros per MWh produced. This state incentive, which started in August 2011, is due to last for 20 years and experienced certain changes in 2014 pursuant to which the FiT rates were decreased.

As of the date of this Prospectus, Puglia’s FiT price is up to €325/MWh and its off-taker is GSE. Under agreements with the GSE, producers sell the electricity generated and to be injected into the Italian grid to the GSE. The GSE resells the electricity to be fed into the grid at the zonal price or at a minimum guaranteed price.

We receive additional revenue from this plant from the actual sale of energy on a merchant basis, having entered into an agreement with a trader, with a one-year term, renewable annually. Under this agreement we sell up to an estimated 15% of the total annual energy produced by Puglia at spot price and this trader is in charge of monthly settlements.

### **Pipeline**

We apply a rigorous approach to our business development activities. In general, development opportunities are sought in the geographical areas where we are present, and potential projects are assessed on the basis of strict criteria, including solar or wind resources, meteorological conditions, topography, access to existing and planned electricity transmission systems, size, availability and ownership of land and possible environmental and regulatory constraints. As a result of our experience and track record in the industry, we are able to choose selectively among a broad range of business opportunities those projects we intend to pursue in light of their economic prospects and our strategic objectives.

We classify business opportunities into four categories (Backlog, Advanced Stage, Early Stage and Identified Opportunities projects) depending on the stage of advancement and the likelihood of success of each project (from higher to lower, respectively), as evaluated based on our development experience. The classification of business opportunities into the various categories is updated periodically, assessing the progress of each project against objective milestones, including site control, interconnection rights, environmental and archaeological approvals, status of permits and licenses, local support, off-taker feasibility and cost analysis.

Given the approach we adopt to classify and pursue new business opportunities, we believe our Backlog, Advanced Stage, Early Stage and Identified Opportunities projects are important indicators of our business potential, the potential expansion of our geographic footprint base and our potential to generate additional revenue and profit in the medium term.

As of the date of this Prospectus, we have a portfolio of pipeline projects (comprised of Backlog, Advanced Stage, Early Stage and Identified Opportunities projects) with an aggregate potential gross installed capacity of c.9.4 GW. Of our c.9.4 GW

pipeline, c.907 MW relates to Backlog projects, c.2,781 MW relates to Advanced Stage projects, 1,792 MW relates to Early Stage projects and 3,910 MW relates to Identified Opportunities. We estimate the probability of completion to be higher than 80% for our Backlog projects, 50% to 80% for our Advanced Stage projects, 30% to less than 50% for our Early Stage projects and less than 30% for our Identified Opportunities projects.

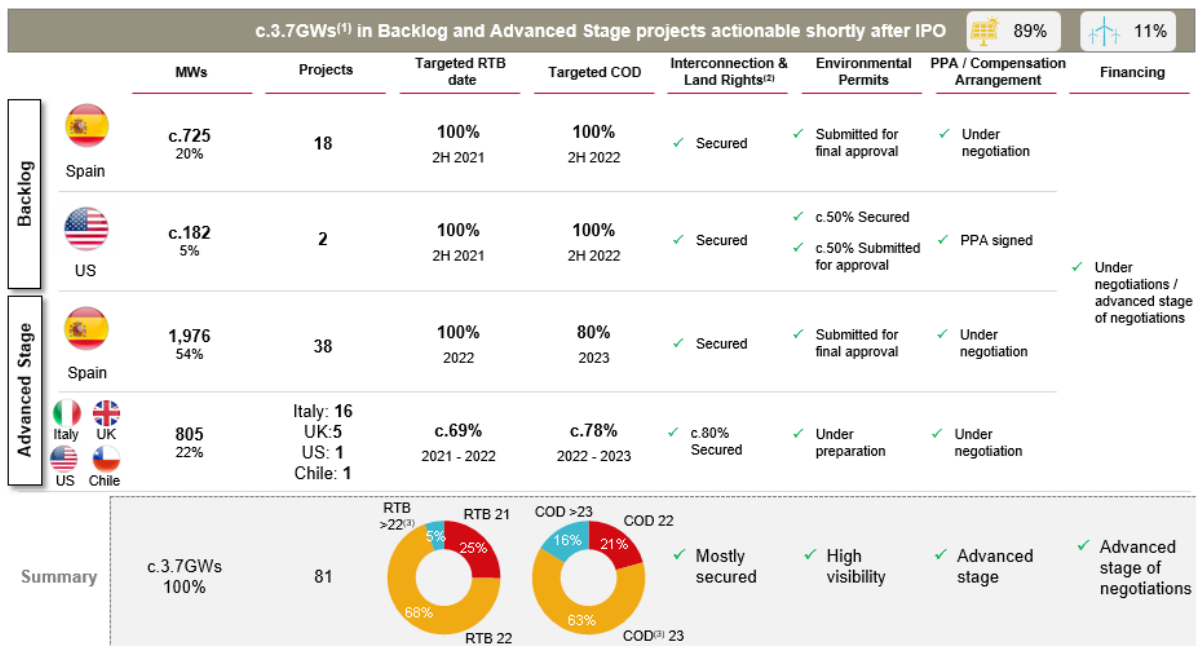
We aim to wholly own each of these projects or have controlling stakes in each of these projects except in Mexico, where our intention is to undertake pipeline projects together with Riverstone with whom we currently have a partnership agreement in which we hold a 20% interest. See “*Material Contracts*”. In addition, in the United States we expect to have a tax equity partner by the financial closing of our projects which would typically take 25% to 30% of the relevant project during a period of up to six years. See “*Material Contracts*”.

Our current pipeline with an aggregate potential gross installed capacity of c.9.4 GW is geographically distributed as follows: c.49% relates to projects in Spain, c.14% relates to projects in the United States, c.12% relates to projects in Italy, c.10% relates to projects in Chile, c.5% relates to projects in Poland, c.4% relates to projects in the United Kingdom, c.4% relates to projects in Mexico and c.2% relates to projects in France. Moreover, our Backlog and Advanced Stage projects (which have an aggregate potential gross installed capacity of c.3.7 GW) are distributed as follows: c.20% relates to Backlog projects in Spain, c.5% relates to Backlog projects in the United States, c.54% relates to Advanced Stage projects in Spain and c.22% relates to Advanced Stage projects in Italy, the United Kingdom, United States and Chile.

As of the date of this Prospectus, we have PPAs in an advanced stage of negotiation or with indicative pricing with over 15 off-takers in connection with pipeline projects with an aggregate potential gross installed capacity of c.4 GW. We deem that a PPA is in an advanced stage of negotiation when (i) a commercial agreement has been achieved and there is a full document under negotiation or (ii) we have an agreement on pricing and other commercial terms are under discussion. Moreover, in the United States we have recently entered into two physical PPAs in connection with two solar PV plants (Franklin and High Horizons, which are currently Backlog projects with an aggregate potential gross installed capacity of c.182 MW). Under such recently signed PPAs in the United States, the off-takers (TVA –a federally owned corporation in the United States created by congressional charter on May 18, 1933– in the case of Franklin and American Electric Power –a majority investor-owned electric utility in the United States– in the case of High Horizons) will purchase the power generated by our plants at a specific price. The duration of the PPAs for Franklin and High Horizons is of 15 and 12 years, respectively, and the off-takers are investment grade companies.

The chart below provides additional information on our actionable pipeline after the Offering, which corresponds to the Backlog and Advanced Stage projects.





RTB: ready to build; COD: commercial operation date.

- (1) Includes projects classified as Backlog and Advanced Stage projects.
- (2) Site control secured when at least 60% of the land needed to produce the project energy has been secured.
- (3) Refers to pipeline projects with an aggregate potential gross capacity of 42 MW in Italy with targeted RTBs by 2023.

All of our Backlog and Advanced Stage projects located in Spain (which have an aggregate potential gross installed capacity of c.2.7 GW) obtained the relevant access and connection permits between December 31, 2017 and June 24, 2020 (when RDL 23/2020 came into force). All such projects have duly and timely achieved the first milestone out of five sets of regulated permitting milestones established by RDL 23/2020, as all such projects have duly and timely submitted their respective applications for the prior administrative authorization and such submissions have been duly acknowledged by the relevant authorities. See “*Regulation—Spain*”.

All or a substantial portion of the projects in our pipeline (including our Backlog and Advanced Stage projects) may not be signed, developed if signed or successful if developed, and prospective investors are therefore cautioned not to place undue reliance on our pipeline. We may not reach an agreement on, or develop, projects included in our pipeline, or they may not be successful. Projects may never actually be initiated (where applicable) or approved by the relevant authority, or, if initiated, may not be bid on by us. In addition, revenues for projects we undertake could differ materially from our estimates as a result of many factors, including, but not limited to, those described under “*Presentation of Financial Information and Other Important Notices—Forward-Looking Statements*” and “*Risk Factors*”.

### Backlog

“Backlog” comprises projects for which we estimate a probability of completion of more than 80%. These are projects in respect of which more than 60% of land has been secured; interconnection rights have been granted; a PPA (or another type of remuneration arrangement) is in place or under negotiation; and financing has been agreed or is under negotiation (with the relevant lender(s) having provided us with a term sheet for the proposed financing).

As of the date of this Prospectus, we have 20 solar PV projects marked as Backlog with an aggregate gross installed capacity of c.907 MW, which is targeted to reach COD by December 31, 2023. The table below shows certain key information of our Backlog projects, by geography, based on our current expectations.

Backlog (20 projects)	Stake	Gross installed capacity (MWp)	Operating life	Load factor	Financial close	Target		Target completion date				
						RtB	COD	Site control <sup>(1)</sup>	Interconnect on rights	Environmental rights	PPA Execution	Financing
<b>Spain (18 projects)</b>												
La Estación.....	100%	37.5	35 yrs	23%	3Q21	3Q21	3Q22	✓	✓	2Q21	3Q21	3Q21
Los Arcos.....	100%	50.0	35 yrs	23%	3Q21	3Q21	3Q22	✓	✓	2Q21	3Q21	3Q21
Cartujos 1.....	100%	25.0	35 yrs	23%	3Q21	3Q21	3Q22	✓	✓	2Q21	3Q21	3Q21
Cartujos 2.....	100%	12.5	35 yrs	23%	3Q21	3Q21	3Q22	✓	✓	2Q21	3Q21	3Q21
El Fede.....	100%	25.0	35 yrs	23%	3Q21	3Q21	3Q22	✓	✓	2Q21	3Q21	3Q21
Vallobar.....	100%	50.0	35 yrs	22%	3Q21	3Q21	4Q22	✓	✓	2Q21	3Q21	3Q21
Plana De La Pena 1.....	100%	50.0	35 yrs	22%	3Q21	3Q21	4Q22	✓	✓	2Q21	3Q21	3Q21
Plana De La Pena 2.....	100%	50.0	35 yrs	22%	3Q21	3Q21	4Q22	✓	✓	2Q21	3Q21	3Q21
Peñaza.....	100%	12.5	35 yrs	23%	3Q21	3Q21	3Q22	✓	✓	2Q21	3Q21	3Q21
Larral.....	100%	50.0	35 yrs	23%	3Q21	3Q21	3Q22	✓	✓	2Q21	3Q21	3Q21
Manzanares 1.....	100%	37.0	35 yrs	24%	3Q21	3Q21	2Q22	✓	✓	✓	3Q21	3Q21
Las Capillas.....	100%	50.0	35 yrs	23%	4Q21	4Q21	4Q22	✓	✓	3Q21	4Q21	4Q21
Las Mulas.....	100%	25.4	35 yrs	23%	4Q21	4Q21	4Q22	✓	✓	3Q21	4Q21	4Q21
Gazules 1.....	100%	50.0	35 yrs	24%	4Q21	4Q21	4Q22	✓	✓	3Q21	4Q21	4Q21
Gazules 2.....	100%	50.0	35 yrs	24%	4Q21	4Q21	4Q22	✓	✓	3Q21	4Q21	4Q21
Covatillas 2.....	100%	50.0	35 yrs	24%	1Q22	1Q22	1Q23 <sup>(2)</sup>	✓	✓	4Q21	1Q22	1Q22
Covatillas 3.....	100%	50.0	35 yrs	24%	1Q22	1Q22	1Q23 <sup>(2)</sup>	✓	✓	4Q21	1Q22	1Q22
Covatillas 4.....	100%	50.0	35 yrs	24%	1Q22	1Q22	1Q23 <sup>(2)</sup>	✓	✓	4Q21	1Q22	1Q22
<b>Total (Spain).....</b>		<b>724.9</b>										
<b>United States (2 projects)</b>												
Franklin (KY).....	Control <sup>(3)</sup>	90.0	40 yrs	20%	3Q21	3Q21	4Q22	✓	✓	3Q21	✓	3Q21
High Horizons (WV).....	Control <sup>(3)</sup>	92.0	40 yrs	19%	4Q21	4Q21	4Q22	✓	✓	✓	✓	4Q21
<b>Total (United States).....</b>		<b>182.0</b>										
<b>Total Backlog.....</b>		<b>906.9</b>										

RtB: ready to build; COD: commercial operation date.

- (1) Site control secured when at least 60% of the land needed to produce the project energy has been secured.
- (2) Expected for on or about the last week of March.
- (3) The Company could potentially explore the possibility of having a tax equity partner during a period of up to six years.

**Advanced Stage**

“Advanced Stage” comprises projects for which we estimate a probability of completion of between 50% and 80%. These are projects in respect of which more than 60% of the land has been secured; and/or interconnection rights have been granted or are very close to being granted; and/or the terms of a PPA (or another type of remuneration arrangement) have either been agreed or are under negotiation or there is high visibility as to how energy sales will be structured; and/or financing is under negotiation or there is high visibility as to how the project will be financed.

As of the date of this Prospectus, we have 61 projects marked as being in Advanced Stage with an aggregate gross installed capacity of 2,781 MW, out of which 2,182 MW are targeted to reach COD by December 31, 2023. The table below shows certain key information of our Advanced Stage projects, by geography, based on our current expectations.

Advanced stage (61 projects)	Technology	Gross installed capacity (MWp)	Target load factor	Target RfB	Target COD	Site Control <sup>(1)</sup>	Interconnection Rights
<b>Spain (38 projects)</b>							
Belinchón 1.....	PV	50	24%	1Q22	1Q23 <sup>(2)</sup>	✓	✓
Belinchón 2.....	PV	50	24%	1Q22	1Q23 <sup>(2)</sup>	✓	✓
Belinchón 3.....	PV	50	24%	1Q22	1Q23 <sup>(2)</sup>	✓	✓
Trévago 1.....	PV	39	20%	1Q22	1Q23	✓	✓
Trévago 2.....	PV	39	20%	1Q22	1Q23	✓	✓
Brovales 1.....	PV	50	24%	1Q22	1Q23 <sup>(2)</sup>	✓	✓
Brovales 2.....	PV	50	24%	1Q22	1Q23 <sup>(2)</sup>	✓	✓
Brovales 3.....	PV	18	24%	1Q22	1Q23 <sup>(2)</sup>	✓	✓
La Guardia.....	PV	50	22%	1Q22	2Q23	✓	✓
Valdenogal.....	PV	43	22%	1Q22	2Q23	✓	✓
Valdelapiedra.....	PV	50	22%	1Q22	2Q23	✓	✓
La Hoya.....	PV	44	22%	3Q22	3Q23	✓	✓
Gallego.....	PV	50	22%	3Q22	3Q23	✓	✓
La Ginebrosa.....	PV	50	23%	3Q22	3Q23	✓	✓
La Ventolera.....	PV	25	23%	3Q22	3Q23	✓	✓
Los Quincetos.....	PV	50	23%	3Q22	3Q23	✓	✓
El Espino.....	PV	50	23%	3Q22	3Q23	✓	✓
Las Coronas.....	PV	50	23%	3Q22	3Q23	✓	✓
Los Hormigueros.....	PV	50	23%	3Q22	3Q23	✓	✓
Tres Encinas.....	PV	44	24%	3Q22	3Q23	✓	✓
La Higuera.....	PV	44	24%	3Q22	3Q23	✓	✓
La Abadia.....	PV	50	22%	4Q22	3Q23	✓	✓
El Bonete.....	PV	50	22%	4Q22	3Q23	✓	✓
Las Campaneras.....	PV	50	23%	4Q22	4Q23	✓	✓
Los Silos.....	PV	50	23%	4Q22	4Q23	✓	✓
El Granero.....	PV	50	23%	4Q22	4Q23	✓	✓
Herrera 1.....	PV	50	22%	4Q22	3Q23	✓	✓
Herrera 2.....	PV	38	22%	4Q22	3Q23	✓	✓
Illora 2.....	PV	50	26%	4Q22	3Q23	✓	✓
Illora 3.....	PV	50	26%	4Q22	3Q23	✓	✓
Carmona 1.....	PV	50	24%	4Q22	3Q23	✓	✓
Carmona 2.....	PV	50	24%	4Q22	3Q23	✓	✓
Crucero Solar.....	PV	71	24%	4Q22	3Q23	✓	✓
Lobres.....	Wind	50	46%	4Q22	2Q24	Ongoing	✓
Salto De Lobo.....	Wind	100	41%	4Q22	2Q24	Ongoing	✓
Valentuña.....	Wind	100	43%	4Q22	2Q24	Ongoing	✓
Miramón.....	Wind	72	41%	4Q22	2Q24	Ongoing	✓

Advanced stage (61 projects)	Technology	Gross installed capacity	Target load factor	Target RtB	Target COD	Site Control <sup>(1)</sup>	Interconnection Rights
		(MWp)					
Sangorrin .....	Wind	100	37%	4Q22	2Q24	Ongoing	✓
<b>Total (Spain)</b> .....		<b>1,976</b>					
<b>Italy (16 projects)</b>							
La Francesca .....	PV	25	18%	2Q22	1Q23	✓	✓
Brindisi Gc Aepv31 .....	PV	33	20%	3Q22	3Q23	✓	✓
Romanazzi .....	PV	35	21%	3Q22	3Q23	✓	✓
Bardoscia1 .....	PV	8	20%	4Q22	3Q23	✓	✓
Grottole .....	PV	20	20%	4Q22	3Q23	✓	✓
Genzano .....	PV	20	20%	4Q22	3Q23	✓	✓
Borrelli .....	PV	40	21%	4Q22	4Q23	✓	✓
Goffredo .....	PV	36	21%	4Q22	4Q23	✓	✓
Agrienergy .....	PV	54	21%	1Q23	4Q23	✓	✓
Caveda .....	PV	9	21%	1Q23	4Q23	✓	✓
Galluccio .....	PV	6	21%	1Q23	4Q23	✓	✓
Bardoscia2 .....	PV	7	21%	1Q23	4Q23	✓	✓
Castel Vetrano .....	PV	7	25%	2Q23	1Q24	✓	✓
Calabrese .....	PV	36	21%	2Q23	1Q24	✓	✓
Tortona 2 .....	PV	60	18%	2Q23	2Q24	✓	✓
Belpasso .....	PV	24	21%	4Q23	4Q24	✓	✓
<b>Total (Italy)</b> .....		<b>419.0</b>					
<b>United Kingdom (5 projects)</b>							
Wicken Farm .....	PV	21.0	11%	2Q22	1Q23	✓	✓
Sharpley Hill .....	PV	4.0	11%	2Q22	3Q22	✓	✓
Locquiers Farm .....	PV	16.0	—	2Q22	1Q23	✓	✓
Moorside Farm .....	PV	28.0	11%	3Q22	3Q23	✓	✓
Leaps Rigg .....	PV	50.0	12%	3Q25	2Q26	✓	✓
<b>Total (United Kingdom)</b> .....		<b>119.0</b>					
<b>United States (1 project)</b>							
Elizabeth (LA) .....	PV	160.0	22%	1Q22	4Q23	✓	✓
<b>Total (United States)</b> .....		<b>160</b>					
<b>Chile (1 project)</b>							
PV Alcones .....	PV	108.0	24%	4Q22	4Q23	✓ <sup>(3)</sup>	Ongoing
<b>Total (Chile)</b> .....		<b>108</b>					
<b>Total Advanced Stage</b> .....		<b>2,781.0</b>					

RtB: ready to build; COD: commercial operation date.

- (1) Site control secured when at least 60% of the land needed to produce the project energy has been secured.
- (2) Expected for on or about the last week of March.
- (3) Pending rights of way.

**Early Stage**

"Early Stage" comprises projects for which we estimate a probability of completion of between 30% and less than 50%. These are projects in respect of which more than 40% of the land has been secured; and/or an application for interconnection has been submitted; and/or the strategy for the structuring of energy sales has been defined; and/or the strategy for the financing of the project has been defined.

As of the date of this Prospectus, we have 22 projects marked as being in Early Stage of which 21 are solar PV projects and one is an onshore wind project (that is, PE Vientos del Lago which is located in Chile), with an aggregate gross installed capacity of 1,792 MW, out of which 129 MW are targeted to reach COD by December 31, 2023. The table below shows certain key information of our Early Stage projects, by geography, based on our current expectations.



<u>Early stage (22 projects)</u>	<u>Gross installed capacity</u> (MWp)	<u>Target load factor</u>	<u>Target COD</u>	<u>Site control<sup>(1)</sup></u>	<u>Interconnection rights</u>
<b>Spain (2 projects)</b>					
Zamora - Fase II	118	23%	2026	✓	To be secured at a later stage
Morata 220 - Fase II	45	24%	2026	✓	To be secured at a later stage
<b>Total (Spain)</b> .....	<b>163.0</b>				
<b>Italy (2 projects)</b>					
Gaia.....	75.0	23%	2024	✓	Grid Connection Application submitted
Tortona.....	60.0	18%	2024	✓	Grid Connection Application submitted
<b>Total (Italy)</b> .....	<b>135.0</b>				
<b>United Kingdom (4 projects)</b>					
Black Flatts.....	50	11%	2023	✓	✓
Longmore Hill.....	50	11%	2023	Ongoing	✓
Rycote Farm.....	50	12%	2024	✓	✓
Sturton Road.....	120	11%	2024	✓	✓
<b>Total (United Kingdom)</b> .....	<b>270.0</b>				
<b>United States (7 projects)</b>					
Elizabeth Annex (LA) .....	31	22%	2024	✓	Grid Connection Application submitted
Chambers (LA).....	50	23%	2024	✓	Ongoing
Lecompte (LA).....	35	23%	2024	✓	Ongoing
Beckett (VA).....	63	20%	2024	✓	Grid Connection Application submitted
Liberty (TX) .....	200	22%	2024	✓	Ongoing
Jasper (TX) .....	100	22%	2024	✓	Ongoing
Dolet Hills .....	160	22%	2025	✓	Ongoing
<b>Total (United States)</b> .....	<b>639</b>				
<b>Mexico (2 projects)</b>					
Escárcega	71	25%	2024	✓	Grid Connection Application submitted
Sucilá	135	22%	2025	✓	Grid Connection Application submitted
<b>Total (Mexico)</b> .....	<b>206.0</b>				
<b>Chile (5 projects)</b>					
San Esteban.....	12	23%	2022	Ongoing	Ongoing
PV Esmeralda .....	6	19%	2022	Ongoing	Ongoing
PV Zapallar .....	11	18%	2022	Ongoing	Ongoing

<b>Early stage (22 projects)</b>	<b>Gross installed capacity</b>	<b>Target load factor</b>	<b>Target COD</b>	<b>Site control<sup>(1)</sup></b>	<b>Interconnection rights</b>
Don Carlos .....	200	31%	2024	Ongoing	Ongoing
PE Vientos del Lago .....	150	25%	2025	Ongoing	Ongoing
<b>Total (Chile) .....</b>	<b>379</b>				
<b>Total Early Stage .....</b>	<b>1,792</b>				











RtB: ready to build.

(1) Site control secured when at least 60% of the land needed to produce the project energy has been secured.

## Identified Opportunities

“Identified Opportunities” comprises projects for which we estimate a probability of completion of less than 30%. These are projects which we believe it is possible to have secured following a thorough market research, in respect of which land is in the process of being secured or land with possibilities of being secured has been identified; a feasibility study is in progress; and/or the initial business case analysis has been satisfactory.









As of the date of this Prospectus, we have 96 projects marked as Identified Opportunities. The targeted development of our pipeline contemplates that these projects reach “ready to build” in the 2023-2025 period. The table below shows certain key information of our Identified Opportunities projects, by geography, based on our current expectations.

		Total Capacity	Number of Projects	Average per Project	 Solar PV	 Onshore Wind
Europe	 Spain	c.1,692MWs	26	c.65MWs	c.69%	c.31%
	 Italy	c.539MWs	21	c.26MWs	100%	0%
	 Poland	c.450MWs	20	c.23MWs	100%	0%
	 United Kingdom	c.30MWs	2	c.15MWs	100%	0%
	 France	c.150MWs	13	c.12MWs	100%	0%
The Americas	 United States	c.360MWs	4	c.90MWs	100%	0%
	 Chile	c.480MWs	3	c.160MWs	c.31%	c.69%
	 Mexico	c.209MWs	7	c.30MWs	100%	0%
<b>Total</b>		<b>c.3,910MWs</b>	<b>96</b>	<b>c.41MWs</b>	<b>c.78%</b>	<b>c.22%</b>

 Solar PV  Onshore Wind

## Potential Targets for the Medium Term

The table below shows at a high-level some of our targets for the medium term for our current portfolio as well as for our pipeline projects in each of the jurisdictions where we are present. There is no assurance that we will be able to deliver these targets in the medium term or at all. Accordingly, investors should not base any investment decision on these targets. Our actual results may differ materially from the target outcome reflected in the table below. See “Presentation of Financial Information and Other Important Notices—Forward-Looking Statements”.

	 Spain – 4.8 GW (49% of total)	 US – 1.3 GW (13% of total)	 Italy – 1.1 GW (11% of total)	 Chile – 1.1 GW (11% of total)	 Mexico – 0.6 GW (6% of total)	 UK – 0.4 Att. GW (4% of total)	 Poland – 0.5 Att. GW (4% of total)	 France– 0.2 Att. GW (1% of total)	<b>Total</b> <b>c.10.0 GW</b>
<b>Operating Capacity<sup>(1)</sup></b>	261 MW	--	7 MW <sup>(2)</sup>	171 MW	144 MW <sup>(3)</sup>	--	--	--	c.584MW
<b>Backlog</b>	725 MW	182 MW	--	--	--	--	--	--	c.907MW
<b>Advanced Stage</b>	1,976 MW	160 MW	419 MW	108 MW	--	119 MW	--	--	c.2,781MW
<b>Early Stage</b>	163 MW	639 MW	135 MW	379 MW	206 MW <sup>(3)</sup>	270 MW	--	--	c.1,792MW
<b>Identified Opportunities<sup>(4)</sup></b>	1,692 MW	360 MW	539 MW	480 MW	209 MW <sup>(3)</sup>	30 MW	450 MW	150 MW	c.3,910MW
<b>Asset life</b>	35 years	40 years	35 years	35 years	35 years	35 years	35 years	35 years	
<b>PPA Target</b>	8-12 years	12-20 years	8-12 years	15-20 years	8-12 years	8-12 years	10-15 years	8-12 years	
<b>Load Factor Target<sup>(5)</sup></b>	• PV: 22-24% • Wind: 33-35%	PV: 20-22%	PV: 20-22%	• PV: 25-27% • Wind: 25-27%	PV: 22-26%	PV: 10-12%	PV: 12-15%	PV: 12-15%	
<b>EBITDA margin Target<sup>(6)</sup></b>	• PV: 75-80% • Wind: 75-80%	PV: 75-80%	PV: 80-85%	• PV: 85-90% • Wind: 75-80%	PV: 80-85%	PV: 70-75%	PV: 70-75%	PV: 70-75%	
<b>Capex Target<sup>(7)</sup></b>	<ul style="list-style-type: none"> <li>• PV (EURk/ MW): 450-650</li> <li>• Wind (EURk/ MW): 900-1,100</li> </ul>								
<b>Tax Depreciation</b>	15 years	6 years	25 years	20 years	20 years	16 years	25 years	5 years	
<b>Gearing Target<sup>(8)</sup></b>	• PV: 70-80% • Wind: 70-80%	PV: 70-80%	PV: 70-80%	• PV: 50-70% • Wind: 50-70%	PV: 60-70%	PV: 70-80%	PV: 70-80%	PV: 75-85%	
<b>Debt T&amp;C Target<sup>(9)</sup></b>	Senior Debt • Interest Margin: 1.50-2.50% • Tenor <sup>(10)</sup> : 10-16y	Senior Debt • Interest Margin: 1.25-2.00% • Tenor <sup>(10)</sup> : 14-22y	Senior Debt • Interest Margin: 1.50-2.50% • Tenor <sup>(10)</sup> : 10-14y	Senior Debt • Interest Margin: 2.25-4.50% • Tenor <sup>(10)</sup> : 14-20y	Senior Debt • Interest Margin: 2.00-3.25% • Tenor <sup>(10)</sup> : 8-12y	Senior Debt • Interest Margin: 1.40-1.80% • Tenor <sup>(10)</sup> : 10-14y	Senior Debt • Interest Margin: 2.20-3.00% • Tenor <sup>(10)</sup> : 12-17y	Senior Debt • Interest Margin: 1.50-2.00% • Tenor <sup>(10)</sup> : 10-14y	

(1) Gross installed capacity of operating, ready for operation and under construction plants.

(2) Puglia plant under FIT scheme for 20 years since COD. Puglia is considered as one plant but it is comprised of seven plants (first COD on December 31, 2009 and last COD on August 31, 2011).

(3) We intend to own 20% of these projects under the partnership with Riverstone. See "Material Contracts".

(4) Although the identified opportunities are not currently expected to be operating in the medium term, given the dynamic nature of the pipeline certain identified opportunities could become early stage or advanced stage projects in the short to medium term.

- (5) Load Factor Target is the targeted annual generation of a power plant (KWh) divided by the product of the capacity (KW) and the number of hours over a given period.
- (6) The EBITDA margin target is an indicator of the targeted performance activity of the pipeline projects, as it provides information on the percentage contribution that EBITDA will represent on the amount of revenues at an SPV level excluding headquarter costs.
- (7) Capex Target is the expected value of capital expenditures and investments associated with solar PV and on-shore wind projects. The ranges are indicative figures and in no case represent an estimate of future capital expenditures and investment costs.
- (8) Gearing Target is defined as the targeted debt relative to the equity plus debt requirements associated with the development and construction of the pipeline projects. The Company generally seeks to fund the capital expenditures and investments requirements associated with the execution of its projects through a combination of (i) project financing at the level of the project SPV (c.70%) and (ii) equity being funded by the Company which may consist of Company's own funds or funds raised from third parties (c.30%).
- (9) Debt T&C Target is the expected terms and conditions of the future debt associated with the development and construction of the pipeline projects.
- (10) Years of amortization.

## Suppliers

We select all the key components of our plants (such as modules, inverters, trackers, turbines and, in certain cases, special components such as power transformers, among others), while our construction contractors are responsible for selecting and procuring all other supplies. We are committed to high-quality standards in every stage of the development and construction process, relying exclusively on Tier-1 providers such as Longi, Risen, Jinko, Trina, Canadian, Siemens Gamesa, Power Electronics, SMA, Axial, Mecasolar, PV Hardware and Power Factors. Given the prevalence of solar PV plants in our portfolio, our most important supplies are solar photovoltaic modules, which we source directly from highly-selected Tier-1 suppliers. As of the date of this Prospectus we consider that there is no supplier concentration.

We often enter into agreements with our suppliers on a multi-project basis in order to benefit from attractive pricing terms. Such agreements include our agreements with Risen and Longi for the supply of modules in Spain and Chile, respectively, and our agreement with Siemens Gamesa for the supply of turbines in Chile. Some of these agreements contain long-term pricing and/or volume commitments, as well penalties if we fail to satisfy such commitments. We also enter into certain agreements with our suppliers on a project-by-project basis, when we believe that a project-by-project approach will enhance our ability to choose the best equipment for a project and, therefore, to optimize the project cost and yield. These includes our agreements for the supply of modules with Jinko in Chile and with Renesola and Canadian Solar in the United Kingdom. Except for modules' supply agreements, our supply agreements typically cover the supply of components, together with other related services such as their design, transport and delivery.

Payments under our supply agreements are typically linked to the completion of different milestones, such as the issuance of a notice to proceed, the delivery of certain amounts of components and the signing of a provisional certificate of acceptance. The warranty period generally begins with the provisional acceptance of the components and extends until our final acceptance thereof, except with respect to certain components, such as modules, which generally have a 10-year product warranty.

## Employees

As of December 31, 2020 we had a total of 115 employees in eight countries and had offices in six of them. The table below provides a breakdown of the total number of employees employed by us by geography as of the dates indicated.

Region	As of December 31,		
	2020	2019	2018
Spain .....	80	61	45
Chile .....	12	7	4
Mexico .....	11	8	10
Italy .....	7	5	4
United States .....	4	3	3
United Kingdom .....	1	—	—
<b>Total</b> .....	<b>115</b>	<b>84</b>	<b>66</b>

Since December 31, 2020 we have increased our workforce to 132 employees. The chart below provides a breakdown of the total number of employees employed by us by geography as of March 31, 2021.

Executive Management								
	1							
	Poland	UK	Spain	Italy	Mexico	Chile	USA	France
HR & Office Management	10 <sup>(1)</sup>							
Development	1	3	13	5	4	5	4	1
Structuring and M&A	11 <sup>(1)</sup>							
Construction	0	1	17	3	3	3	2	0
O&M	0	0	7	0	1	1	0	0
Finance	20 <sup>(1)</sup>							
Legal	7 <sup>(1)</sup>							
Asset Management	4 <sup>(1)</sup>							
IT & Quality	5 <sup>(1)</sup>							
Total	132							

(1) Employees as of March 31, 2021.

We believe that we have satisfactory working relationships with our employees and have not experienced any significant labor disputes or work stoppages.

### Research and Development (“R&D”)

We center our efforts in researching the latest technological developments in our sector and studying their practical application from the perspectives of profitability and strategic standing. Our R&D interests are currently focused on artificial intelligence, energy storage and green hydrogen energy. We expect to undertake our R&D efforts in collaboration with technology providers.

Our approach to energy storage is to adapt the interconnection facilities of our plants to incorporate energy storage via batteries through “AC-Coupling”. The specific implementation of this strategy depends on the stage of each project but will generally require obtaining the necessary administrative authorizations, amending submitted projects or, if the project is not wholly owned, negotiating with other generators. We are currently analyzing this strategy in order to determine the best way to implement it in our projects.

We believe that green hydrogen energy may play a central role in the future of renewable energies and are currently analyzing a potential pilot project in conjunction with important players in the Spanish market.

We have not recorded costs related to our R&D interest for the periods covered by the Consolidated Financial Statements.

### Environmental, Social and Governance (“ESG”), Health and Safety

We are committed to creating a sustainable future with a new and more sustainable energy model. Led by our experienced management team, we believe to be playing an active role in the transition towards a decarbonized world by shifting from conventional to renewable energy, while at the same time demonstrating a commitment to best-in-class corporate governance and ESG principles. As part of this transition, we intend to contribute to environment protection through prevention of pollution, sustainable use of natural resources and promotion of energy efficiency and low carbon economy

We believe to have robust anti-corruption and ethics rules in place and have recently implemented new health and safety policies. These policies aim to provide for safe and healthy working conditions by encouraging consultation and participation of our workforce. We have also implemented a new code of ethics that seeks to, among others, (i) encourage compliance with all laws and regulations that are applicable to us in the markets in which we are present; (ii) establish an impartial approach to the resolution of conflicts of interests by enhancing confidentiality mechanisms; (iii) prohibit bribery; (iv) foster environmental

protection; and (v) set a commitment to improve the life quality and well-being of all people and communities surrounding our activities and a respectful approach to cultural and costumer diversity.

Furthermore, we are in the process of developing and implementing new ESG processes that are intended to allow us to set our sustainability goals for 2030, which include the integration of sustainability among the Group's strategic pillars and the alignment of its operations with the United Nations' Sustainable Development Goals. As a result of our sustainability efforts, we have been awarded ISO 9001, 14001 and 45001 certifications and have recently successfully undergone ESG reviews by equity investors with respect to some of our Spanish and Mexican plants.

Alongside our commitment to sustainability, we are also committed to best-in-class corporate governance practices, with a strong, qualified Board of Directors, clearly defined roles and responsibilities, and procedures that seek to emphasize integrity and ethical dealing. For additional information regarding our Board of Directors and its committees, see "*Management and Board of Directors*".

### **Information Technology**

Our information technology ("IT") platform is important to our ability to operate efficiently. We believe that our IT platform supports our various business operations with high-quality and cost-effective solutions. As part of our IT infrastructure, our Madrid headquarters have ESXi VMware installed to connect four virtual servers: access control, login and policy enforcement, back-up (for security copy storage) and Wi-Fi and network routers. For access to applications and information, we have deployed a Virtual Desktop Infrastructure ("VDI") using a site-to-site VPN. We also have a dedicated private cloud, adjusted to our needs, that provides uninterrupted back-up and security support. Our main software solutions are based on recognized standard software packages distributed internationally, including SAP and Navision Management.

Our IT platform, and the IT infrastructure of third parties on which we may depend, from time to time are subject to security risks and could be susceptible to cyber-attacks, such as denial of service attacks, hacking, terrorist activities or identity theft.

### **Insurance**

We maintain insurance policies that we believe to be consistent with the industry practices in the countries where we operate in terms of limits of indemnity and in scope of coverage. We review our insurance on a periodic basis in order to adapt to changing conditions and to ensure appropriate coverage. All of the insurance policies we purchase contain specific terms, conditions, limitations and exclusions and are subject to either deductibles or self-insured retention amounts for which we are responsible. We maintain the following types of insurance: (i) third-party insurance; (ii) business interruption insurance; (iii) property, plant and equipment insurance; (iv) employer's liability insurance (including with respect to health and safety); and (v) a directors and officers ("D&O") insurance policy. In addition, we also maintain surety bonds.

Our costs for insurance premiums as of and for the financial years ended December 31, 2020, 2019 and 2018 amount to €511 thousand, €346 thousand and €285 thousand, respectively.

There can be no assurance that the nature and amount of insurance we maintain will be sufficient to fully protect us against all liabilities related to our business or that we will be able to renew our existing insurance policies (or obtain new insurance policies) upon their expiration.

### **Legal Proceedings**

At any given time, we may be a party to legal disputes and administrative proceedings within the scope of our business activities. The results of legal disputes and administrative proceedings cannot be predicted with certainty. We cannot guarantee that the results of current or future legal or regulatory proceedings or actions will not harm our business, prospects, results of operations, financial condition and cash flows, nor can we guarantee that we will not incur in losses in connection with current or future legal disputes and administrative proceedings or actions that exceed any provisions that we may have set aside in respect of such legal disputes and administrative proceedings or that exceed any available insurance coverage, which may have an adverse effect on our business, prospects, results of operations, financial condition and cash flows.



As of the date of this Prospectus, and for the 12 months prior to the date of this Prospectus, these are the main outstanding legal disputes or administrative proceedings, none of which we believe are likely to have a material impact on the Company or its business (i) the access conflict (*conflicto de acceso*) raised by EDP Renovables España, S.L. Unipersonal before the National Markets and Competition Commission (*Comisión Nacional de los Mercados y la Competencia*, the “**CNMC**”) with regard to the transport network node called “La Serna 400 kV” (Navarra, Spain) which affects three of our onshore wind projects currently under development. On April 8, 2021, the CNMC dismissed this conflict, although it can be appealed by EDP Renovables España, S.L. Unipersonal within a two-month period; (ii) a c.€3 million judicial law suits raised by Opde Extremadura, S.L. and a c.€671 thousand judicial law suit raised by Opde Sur, S.A. against I-De Redes Eléctricas Inteligentes, S.A. Unipersonal claiming certain payments carried out by both of these OPDEnergy’s subsidiaries back in 2010 for reinforcement works at the existing electrical substation in Almaraz (Extremadura, Spain); (iii) the two law suits raised by certain landowners in México (*ejidatarios*) against Energía Solar de Poniente, S. de. R.L. de C.V. regarding certain land parcels affected by the interconnection line of Andalucía project (easement rights), and (iv) the criminal complaint against the Company and two of its proprietary directors referred to under “*Management and Board of Directors– No Convictions and Other Negative Statements*”. As of the date of this Prospectus, no provision has been recorded in connection with any of these outstanding proceedings.

## REGULATION

### European Framework

The EU is committed to the fight against climate change and a transition to a decarbonized economy. On December 21, 2018, an important piece of regulation, Regulation (EU) 2018/1999 of the European Parliament and of the Council of December 11, 2018 on the Governance of the Energy Union and Climate Action, was issued. This Regulation aims to ensure that the EU's Energy Union Strategy is implemented in a coordinated and coherent manner and to ensure that the Energy Union achieves its objectives, in particular, the targets of the 2030 policy framework for climate and energy and of the Paris Agreement on climate change. To comply with such objectives, it requires that each Member State produce a national integrated energy and climate plan for the period 2021 to 2030 by January 1, 2019, and then every 10 years for the following 10-year periods in order for the EU to meet its overall greenhouse gases emissions targets. In accordance with this provision, in January 2020 (and subsequently amended in September 2020) the Spanish government approved the National Energy and Climate Plan (PNIEC) 2021-2030. The PNIEC addresses all five dimensions of the EU Energy Union: decarbonization, energy efficiency, energy security, internal energy markets and research, innovation and competitiveness.

### Spain

#### *Introduction*

The principal piece of legislation regulating the Spanish electricity sector is Law 24/2013 of December 26 on the electricity sector (the "**Electricity Sector Law**"), which sets out the general rules applicable to the entire electricity sector in Spain, based on the EU legislation on the common rules for the internal market for electricity.

The Electricity Sector Law distinguishes between regulated and non-regulated activities:

- Regulated activities include transmission (220kV and above), distribution and the economic and technical management of the electricity system.
- Non-regulated activities include generation, load managing services and supply activities. Non-regulated activities are conducted on a free-market basis, which is open to all economic agents and prices can be set freely (with the exception of the "reference" retail supply to certain customers).

#### *Regulatory authorities*

The following is a non-exhaustive list of the main Spanish authorities with powers:

- Ministry of Ecological Transition, Demographic Challenge (the "**Ministry of Ecological Transition**"). Among other competencies, the Ministry of Ecological Transition is responsible for setting Spanish energy policy and its implementation, including the development of regulatory proposals and the authorization of facilities that fall under the scope of the State powers;.
- The CNMC, which is a single regulatory body that combines the tasks and powers of a competition authority with the regulatory supervision for the energy, telecommunications, media, post, railway, transport, air transport and gambling sectors. Its primary duty (in the electricity sector) is to supervise and control the correct operation of the electricity market, as well as to produce the methodology pursuant to which tolls and charges for the use of the grid are determined as well as the regulated remuneration of distribution and transmission companies. The CNMC settles (i) conflicts of access to the transmission and distribution grids and (ii) conflicts of connection regarding power plants that must be authorized by the Ministry of Ecological Transition.
- The Department of Energy/Industry and Environment in each autonomous region, which are the competent bodies for the authorization and for the environmental impact assessment of facilities that fall under the scope of the powers of autonomous regions.

## **Permits, licenses and authorizations (“PLAs”) for the construction and operation of electricity production facilities**

### Access and connection to the grid

In order for a power plant to deliver electricity to the electricity grid, the facility must obtain access and connection through a specific connection point in either (i) the low/medium-voltage distribution grid; or (ii) the high voltage transmission grid. The choice between connecting to the distribution grid or to the transmission grid depends on technical factors, such as the prospective location and the nearest connection point with sufficient available capacity.

Access and connection are granted by different entities depending on the grid to which the power plant will be connected: (i) each distribution grid is operated by the local distribution system operator of the corresponding distribution area (the “DSO”); and (ii) the transmission grid is owned and operated by Red Eléctrica de España, as transmission system operator (“TSO”). Red Eléctrica de España also manages the entire Spanish electrical system.

The access and connection permitting process is primarily regulated under: (i) the Electricity Sector Law; (ii) Royal Decree 1955/2000 (“RD 1995/2000”); (iii) Royal Decree 1183/2020 (“RD 1183/2020”), which regulates the general procedure applicable to the access and connection permitting process; and (iv) CNMC Circular 1/2021 of January 20 on grid access and connection conditions (“Circular 1/2021”).

The main features of the access-and-connection permitting process can be summarized as follows:

- As a general principle, transmission and distribution facilities must (with a few exceptions) be available for use by other agents in the electricity system.
- This principle is known as the “third party access” (“TPA”), which means that transmission and distribution companies may not refuse third party access to their facilities if there is sufficient capacity available for use by the third parties. Circular 1/2021 establishes the criteria to determine the capacity availability at the grid connection points. TPA, which is regulated, rather than negotiated, is carried out on the basis of a regulated remuneration system for transmission and distribution companies.
- Prior to applying for grid access and connection, a power-project sponsor must post a bank guarantee or surety for an amount equivalent to (currently) €40/kW of projected installed capacity for the benefit of the electricity authorities. The guarantees or surety will be released or enforced by the authorities pursuant to the terms of RD 1955/2000 and RDL 23/2020.
- Access and connection permits must be processed simultaneously, by means of a joint process.
- If multiple sponsors apply for the access and connection permits at the same grid connection point, the following priority criteria will be applied: (i) in general, a “time priority” criterion will be applied; and (ii) in certain cases referred to in RD 1183/2020, “auctions” may be held for the allocation of the available capacity among project sponsors.
- If a grid operator rejects an application for access and connection permits, the relevant power-project sponsor may challenge that decision before the competent authority.

Finally, a power plant must enter into an interconnection agreement with the DSO/TSO (*Contrato Técnico de Acceso*, “CTA”) governing the power plant’s connection to the grid throughout its useful life. CTAs are regulated standard contracts.

### Authorizations for construction and operation of power plants

Pursuant to electricity sector regulations, the commissioning of a power plant is subject to obtaining the following PLA:

- Preliminary administrative authorization (*Autorización Administrativa Previa*, “AA”), which needs to be obtained prior to its construction.

- Construction authorization (*Autorización de Construcción y Aprobación del Proyecto de Ejecución, “AP”*). An AP represents the final “green light” (from an electricity sector perspective) in order for the construction works to commence. It is not uncommon for an AP to be requested and granted jointly with an AA.

In certain autonomous regions, “decommissioning” or “dismantling” bonds need to be posted in order to secure a power project sponsor’s duty to properly dismantle its power plant upon its decommissioning.

- Commissioning certificate (*Acta de Puesta en Marcha, Acta de Puesta en Servicio o Autorización de Explotación*), which is granted by the competent energy authority (State or regional, as explained above) in order for the facility and its interconnection infrastructure to be commissioned and lawfully operated. It is not uncommon for sponsors to request and obtain an interim commissioning certificate for the production facility to run tests. Once a power plant has passed all testing procedures, the corresponding authority will issue the definitive commissioning certificate.
- Registration with the Spanish Energy Production Facilities’ Registry (PRETOR), applicable to all renewable energy generation facilities irrespective of the technology used or the energy source.

#### Authorization for the decommissioning of power plants

Pursuant to electricity sector regulations, the decommissioning of any power plant is subject to obtaining an authorization from the competent body:

- The competent body is entitled to reject the decommissioning application where closing down a power plant may jeopardize the “security of supply”.
- A power-plant sponsor must restore the plant site to its original state. Thus, the dismantling of a power plant may be made subject to a “dismantling plan”, which must be approved by the authorities and implemented in a specific time framework.
- The competent body may request that sponsors to post “decommissioning” or “dismantling” bonds, in order to secure the obligation of properly dismantle decommissioned power plant facilities.

#### Other relevant issues

In late June 2020, the Spanish Council of Ministries passed Royal Decree-Law 23/2020 (“**RDL 23/2020**”), which substantially modified the permitting process and the timing for the construction and operation of energy generation facilities.

RDL 23/2020 introduced substantial changes in the permitting process of energy projects with a view toward streamline the number of grid connection applications. Article 1 of RDL 23/2020 provides a set of mandatory deadlines for obtaining all authorizations required to achieve commercial operations for any new generation project. The deadlines vary depending on the date the access permits were granted, the time limits running from (i) June 25, 2020 or (ii) the grid access permit date, in the event it takes place later:

	Date of grid access permit		
	Before December 28, 2013	Between December 28, 2013 and December 31, 2017	On or after January 1, 2018
– Application for preliminary regulatory approval accepted	—	3 months	6 months
– Positive environment impact assessment	—	18 months	22 months
– Preliminary regulatory approval ( <i>autorización administrativa previa</i> )	—	21 months	25 months
– Construction permit	—	24 months	28 months
– Operating permit	5 years	5 years	5 years

Failure to achieve any of the milestones set out in article 1 of RDL 23/2020 by the respective deadlines will: (i) automatically trigger the loss of access (and, if granted, connection) rights; and (ii) entitle authorities to enforce any guarantees posted (which

since 2018 amount to €40/kW of projected installed capacity). The only exception to this rule is environmental impact statements (*Declaración de Impacto Ambiental*) that have not been obtained for reasons not attributable to the relevant sponsor.

### **Municipal PLAs**

Prior to each of the construction and commissioning of a power plant, a series of environmental and urban planning PLAs need to be obtained from the municipalities where the projected power plant will be located. The number, name, requirement and proceedings applicable to each of such PLAs are regulated at regional and municipal levels and may vary depending on the applicable region and municipality.

Notwithstanding the potential inconsistency, the following municipal PLAs are typically required prior to the construction (and as a requirement for achieving “Ready-to-build” –“RtB”– status), in addition to all the above permits (other than the operation permit): (i) a works license (*Licencia de Construcción*), verifying that the construction is compliant with the applicable urban planning regulations; and (ii) an activity license (*Licencia de Actividad*), setting out the environmental conditions and measures to be adopted during the construction and operation of the energy production facility. It is not uncommon for an activity license to be requested and granted jointly with the works license.

Once the construction of the corresponding power plant has been completed, in order to commission and operate it usually needs to obtain the following permits (including those relating to environmental and urban planning matters): (i) an initial first-occupation license (*Licencia de Primera Ocupación*), confirming whether the construction has been carried out in compliance of the works license, the execution project that was originally submitted and the applicable health and safety requirements; and (ii) an operational license (*Licencia de Funcionamiento*), verifying that the conditions established in the activity license have been fulfilled.

Nevertheless, these final permits may vary from municipality to municipality and must to be checked during the development process.

### **Environmental law**

Energy generation facilities are subject to a specific permitting process aimed at assessing their environmental impact and, if applicable, determining the compensation measures required to be implemented during the construction and operation phases in order to mitigate the corresponding environmental impact. Depending on their technical characteristics (including, among other characteristics, power capacity, size and location), renewable energy generation projects and the evacuation infrastructures may be exempt from the necessity of a full environmental-impact statement (or be subject to a simplified procedure).

An environmental-impact assessment concludes with the relevant regional environmental authorities issuing a favorable or unfavorable environmental-impact statement (*Declaración de Impacto Ambiental*, “DIA”). From a strictly legal perspective, a DIA is not an autonomous permit or authorization, but rather is considered an interim decision (*acto de trámite*) forming part of the process to obtain the electricity-sector PLAs. Thus, a DIA is applied for simultaneously with the application for such PLAs (typically, for the AA), and obtaining a favorable DIA is a mandatory prerequisite for obtaining the electricity-sector PLAs.

In addition to a DIA, other favorable environmental authorizations may be required (if and as applicable) such as, or including inter alia the following matters:

- An Integrated Environmental Authorization (“IEA”) or Unified Environmental Authorization (“UEA”): In some cases, based on central and regional legislation, the electricity production facilities may be subject to obtaining an IEA or UEA, which typically comprises certain aspects of the environmental affections of the electricity-production facilities.
- Other specific PLAs or proceedings related to waste, polluted soils, water intake and discharge and noise, among others, could be applicable to power-plant projects, depending on the specific features of each project.

## **Remuneration scheme**

The revenues of renewable energy facilities may derive from different sources:

- Wholesale market (*mercado mayorista de electricidad*) or Iberian Pool. Electricity generators (such as solar PV facilities and wind farms) are entitled to receive the “market price” in return for the energy sold in that market. Generators are legally obliged to deliver all their energy produced to the grid and submit offers for the sale of the electricity in the production market. The single electricity production market of the Iberian peninsula (comprising Spain and Portugal) is managed by the Iberian Market Operator, OMIE.

On a daily basis, OMIE determines the “market price” (also referred to as the “*precio de casación*”) of the “daily market” (*mercado diario*) (and for each 24 hours of the day).

- Specific remuneration regime (*régimen retributivo específico*). RD 413/2014 establishes the “specific remuneration regime”, which affords certain renewable energy facilities the right to obtain a guaranteed rate of return.

Pursuant to RD 413/2014, the Ministry of Ecological Transition is entitled to call for public auctions, at its discretion, with the purpose of allocating among sponsors of renewable energy facilities new specific remuneration rights. Sponsors of new projects are entitled to participate in those public auctions.

Since the approval of the RD 413/2014, the Ministry has organized three public auctions of the specific remuneration regime. Generally, the auctions resulted in the awarding of remuneration rights with a value equal to zero. Therefore, in practice, the sponsors awarded with specific remuneration rights will only perceive the market price for the energy produced and sold in the wholesale electricity market (although, if prices dropped below certain thresholds, the specific remuneration regime would guarantee a so-called ‘regulatory’ price floor).

- Economic Regime for Renewable Energies. Based on RDL 23/2020, Royal Decree 960/2020 of November 3 regulating the economic regime for renewable energies (“**RD 960/2020**”) (and the developing framework) establishes a new “economic regime for renewable energies (*régimen económico de las energías renovables*, “**REER**”). The main features of the REER are as follows:

- (i) Public auctions. REER rights will be allocated pursuant to public tenders that the Ministry of Ecological Transition has undertaken to call during the next five years based on the principles of free competition, transparency, profitability and non-discrimination. OMIE will be entrusted of managing the public auctions either directly or through one of its subsidiaries.

The “product auctioned” (*producto a subastar*) will be “installed power capacity”, “electricity produced” or a combination of both. Bidders must offer a “price per unit of electrical energy” (€/MWh).

The result of such public auctions will be (i) the “installed capacity” or the “electricity produced” awarded (product auctioned); and (ii) the award price (*precio de adjudicación*) resulting from the economic offer (which cannot be updated) submitted by each successful bidder.

Renewable energy power plants awarded with REER rights will be paid the “award price” for the volume of energy (unit of energy) resulting from the relevant public auction and corresponding to the awarded capacity. The “award price” may be subject to certain corrections.

As the production market’s operator, OMIE shall adjust the sales proceeds payable to each such power project to ensure that it receives the award price for the electricity it sold in that market. Any excess price differential will be treated as additional income shared among all other market participants, but any price differential up to the award price will be funded by all such market participants.

In effect, the capacity and/or energy awarded pursuant to the public auctions end up working as a power purchase agreement that is settled by differences between the awarded price and the market price. It is important to bear in mind that power projects that are selling their output pursuant to public auctions are

expressly forbidden from entering into any physical bilateral power purchase agreements to avoid any price or volume arbitrage against the price mechanism awarded under such public auctions.

- (ii) Scope (facilities entitled to be remunerated pursuant to the REER). The new regulated remuneration will be made available to new renewable facilities, that is, new facilities awarded with the REER and commissioned after the date of the corresponding public tender, including any increased capacity in existing power projects or repowered facilities.
- (iii) Electronic Registry of the economic framework for renewable energy (“Electronic Registry”). RD 960/2020 creates an Electronic Registry, the purpose of which is the monitoring the compliance of the facilities with the legal requisites to collect the REER. The Electronic Registry is divided into two categories in accordance with the development status of the facilities granted with REER (that is, “pre-allocation” and “definitive” status).
- (iv) Guarantees to be posted. Project sponsors must post guarantees with the Ministry of Ecological Transition for the purpose of obtaining registration with the Electronic Registry. The amount of the guarantees to be posted must be established in the regulations developing the RD 960/2020. The abandonment of the construction of the facilities or the non-compliance with the conditions for the granting of the REER will entail the execution of the posted guarantees.

Under the developing regulations of RD 960/2020, the Ministry of Ecological Transition has passed the Order TED/1161/2020 of December 4 regulating the first auction mechanism for the granting of the economic regime for renewable energies and establishing the indicative timetable for the 2020-2025 period (“**Order TED/1161/2020**”) which establishes (a) the regulation of the first auction mechanism for the granting of the REER, regulated in RD 960/2020; and (b) an indicative timetable for the allocation of the economic regime for renewable energies during the period 2020-2025, which includes indicative deadlines, the frequency of calls, the expected capacity and the technologies envisaged.

Order TED/1161/2020, in accordance with the provisions of RD 960/2020, contains the main features of future public auctions.

In particular, Order TED/1161/2020 establishes that the amount of the guarantees for participation in the auction and for registration with the Electronic Register is €60/kW (each).

- Power Purchase Agreements. For new projects that may not benefit from the REER through new public tenders, the only source of electricity sales proceeds stems from their participation as sellers in the Pool and by supplementing or hedging such sales proceeds through PPAs. Physical bilateral PPAs (on freely agreed terms) are another option, but physical bilaterals are not extensively used. Most PPAs are electricity price hedges underpinning the sale of their electricity output by new renewable energy projects in the spot market (Pool) at floating prices. As indicated above, facilities benefitting from REER awarded pursuant to public auctions may not enter into physical bilateral PPAs.

### **Tax on electricity generation**

Law 15/2012 of December 27 on tax measures for energy sustainability (“**Law 15/2012**”) created the “tax on the value of electricity generation” (*Impuesto sobre el valor de la producción de la energía eléctrica*, “**IVPEE**”), as a direct in rem tax (*impuesto directo de naturaleza real*) that taxes the generation of electricity measured in power bars (*barras de central*) and its delivery (*incorporación*) to the Spanish grid of output electricity (*sistema eléctrico de energía eléctrica*), including the mainland, insular and overseas territory of Spain, through each of the facilities indicated in article 4 of Law 15/2012. The tax applies in the entire Spanish territory, without prejudice to the regional tax regimes in force applicable in the Historical Territories of the Basque Country and the Historical Autonomous Region of Navarre (“**Concierto**” and “**Convenio Económico**”, respectively).

The main features of IVPEE can be summarized as follows:

- Owners of all types of generation facilities (including renewable energy facilities) are taxpayers subject to IVPEE.

- The taxable base is calculated on the basis of the total electricity sales proceeds to be received by the taxpayer for the generation and delivery of the output electricity, assessed at power plant busbars (*barras de central*). The taxable base is determined individually for each electricity generation facility and referred to the tax period that, by and large, coincides with the calendar year.
- The applicable rate is 7%.
- Taxpayers of IVPEE are the natural and legal persons who carry out the activities indicated in article 4 of Law 15/2012 (that is, the generation of electricity measured in power bars and its delivery (*incorporación*) to the Spanish grid of output electricity).

On several occasions (in particular, in 2016 and 2018) the Spanish Supreme Court has questioned the constitutionality of IVPEE. However, the Spanish Constitutional Court has found IVPEE to be in line with the Spanish constitution and has dismissed all such cases. In addition, in March 2021 the Court of Justice of the European Union declared IVPEE's compatibility with Council Directive 2008/118/EC of December 16, 2008 concerning the general arrangements for excise duty.

## Italy

### **Introduction**

Legislative Decree 79/1999 liberalized electricity activities, so that to date, except for distribution activities—carried out through concessions—and transport and dispatching—carried out by the national grid operator—the production, import, export, purchase and sale of electricity are liberalized. However, construction and operation permits and licenses are still required and special regulations apply to renewable-energy plants.

### **Public authorities**

The main Italian authorities with powers are: (i) the Ministry of Economic Development (“**MISE**”), oversees Italy's energy policy and has regulatory powers to implement its relevant legislation; (ii) the Italian Regulatory Authority for Energy, Networks and Environment (“**ARERA**”), responsible for regulatory and supervisory activities in the electricity, natural gas, water services, waste cycle and district heating sectors; (iii) the Energy Services Manager (“**GSE**”), a State-owned company responsible for, inter alia, the management of the existing RES support schemes; and (vii) the Electricity Market Operator (“**GME**”), a company wholly owned by the GSE tasked with, inter alia, the organization and management of the electricity market (the “**IPEX**”).

### **Main regulatory framework**

Pursuant to article 117, paragraph 3 of the Italian Constitution, energy generation is a shared competence between State and regional authorities, that is, the latter may develop national laws on the subject matter through regional legislation or regulations. The main regulatory framework includes: (i) Legislative Decree 387/2003 of December 29, 2003, establishing the reference framework for the authorization of renewable-energy plants and interconnection works (“**Legislative Decree 387/2003**”); (ii) Legislative Decree 152/2006 of April 3, 2006 (“**Environmental Code**”), defining the environmental procedures; (iii) Legislative Decree 28/2011 of March 3, 2011 (“**Romani Decree**”), integrating the authorization framework for renewable-energy plants; (iv) Annex A to ARERA Resolution ARG/elt 99/08, issued on July 24, 2008, as further amended and integrated, specifically, the Consolidated Text for connection to the grid (*Testo Integrato Connessioni Attive*, “**TICA**”); and (v) Ministerial Decree of July 4, 2019, establishing the remuneration for specific renewable-energy plants, including photovoltaic plants and wind farms (the “**FER Decree**”).

### **Permits, licenses, and authorizations for the construction and operation of electricity-production facilities**

#### Overview

Construction and operation of renewable-energy facilities in Italy are subject to obtaining a series of PLAs issued by various authorities depending on the features of the plant following standardized processes.



## Electricity-sector PLAs

### *Access and connection to the grid*

TPA in Italy is regulated under the TICA. The connection procedure applies to both the distribution and the transmission grid. It is managed as the local-distribution-grid operator for plants with an energy-injection capacity lower than 10 MW, while Terna is the transmission grid operator for plants with an energy-injection capacity equal to or higher than 10 MW.

To obtain access, the applicant must secure an estimate of connection (*preventivo di connessione*) and accept it. The grid connection will be activated when construction of the PV plant and connection have been completed. Upon connection, the producer will enter into (i) connection minutes (*verbale di allaccio*) with the grid operator; (ii) a connection framework (*regolamento di esercizio*) establishing the technical terms and conditions of the connection of the plant, which is usually executed before—or immediately after—the material connection; and (iii) a dispatching-service agreement with Terna as TSO.

### *Authorizations*

Pursuant to electricity-sector regulations, the commissioning of an energy-generation facility is subject to obtaining, prior to construction: (i) access and connection PLAs, limited to the estimate of connection, which must also have been accepted; (ii) land PLAs, securing the availability of the areas affected by the plant and the corresponding interconnection works from landowners; (iii) the corresponding environmental authorization (see below); (iv) the corresponding authorizations for construction and operation under Legislative Decree 387/2003 and the Romani Decree, which are mainly: (a) the Single Authorization, covering both the plant and the related interconnection works (which otherwise will be authorized separately), issued by the Region or the delegated Province, for plants with a capacity exceeding 20 kW (or 1 MW in the event PAS applies); (b) the simplified procedure (PAS, which applies to plants with a capacity of up to 20 kW, or 1 MW, if established by the corresponding Region); and (c) if the plant is subject to an environmental-impact assessment (“EIA”), the PAUR procedure (which covers both the environmental assessment and the construction and operation of the plant authorizations).

### *Environmental authorizations*

Pursuant to the Environmental Code, two environmental procedures may apply:

- Screening procedure: plants with a power capacity higher than 1 MW are subject to a screening assessment to verify whether an EIA is required in relation to the interactions and impact of the project on the area where it is located, while considering surrounding areas in terms of environmental and landscape value.
- EIA procedure: limited to plants located in protected areas or having a power capacity higher than 1 MW subject to this procedure as a result of the screening assessment.

Both procedures conclude with an express resolution by the competent authority (usually the Region or the Province although, for some projects, the Ministry of Environment is the competent authority). Other environmental authorizations may be required.

### **Remuneration scheme**

- Wholesale market or the Italian Power Exchange (IPEX). Electricity generators are entitled to receive the “market price” in return for energy sold on that market. Sales on the IPEX are subject to the regulations of the energy exchange and are accessible only to parties certified as qualified operators by the managing entity, that is, the GME. Participation in the IPEX is not mandatory and is alternative to PPAs and the off-take regime.
- Renewable-energy support schemes. The FER Decree is the main support scheme for renewable-energy plants, including PV plants for the 2019-2021 period. Access to incentives is based on rebate registry/auction procedures depending on the plant’s capacity. FER Decree incentives are being allocated over seven auction/registry sessions.
- Tariffs are awarded based on the reduction of the base tariff offered by each participant. The final incentive paid is equal to the difference between the awarded tariff and the hourly zonal price of energy. The mechanism is based on contracts for difference, under which the producer may be required to pay back if the difference between the awarded tariff and the hourly zonal price is negative. The FER Decree is incompatible with the off-take regime.

- Off-take regime. Under agreements with the GSE, producers sell the electricity generated and to be injected into the grid to the GSE. The GSE resells the electricity to be fed into the grid at the zonal price or at a minimum guaranteed price (for plants with a capacity of up to 1 MW that do not benefit from any incentives, PV plants benefiting from incentives with a capacity of up to 100 kW and hydroelectric plants benefiting from incentives with a capacity of up to 500 kW).
- Power-purchase agreements (“PPA”). The majority of PPAs in Italy are “physical” PPAs, under which a party purchases energy generated by a specific power plant delivered by the grid operator through the grid to the interested consumption units. Recently, financial PPAs have also started to be used. There is no specific framework regulating PPAs, although they should be registered as over-the-counter agreements on a special platform managed by the GME currently under development.

## **The United States**

### ***Introduction***

In the United States, energy and electricity generation and interconnection is divided into two levels of governance: (i) federal, where the Federal Energy Regulatory Commission (“**FERC**”) has authority over all interstate and wholesale electricity commerce; and (ii) states, with jurisdiction over intrastate interconnections but limited authority over interstate services.

### ***Federal Requirements***

The Energy Policy Act of 2005 repealed in part the Public Utility Holding Company Act of 1935 and enacted the Public Utility Holding Company Act of 2005, which (i) granted state regulators and FERC broad access to books and records of solar developers, and (ii) provided for FERC review of the allocation of costs for non-power goods or services between regulated and unregulated affiliates of such developers (solar developers may be exempt from this requirement under certain circumstances). Solar developers can be exempt from these requirements if the project owner obtains status as either an “exempt wholesale generator” (“**EWG**”), or a “qualifying facility” (“**QF**”) under the Public Utility Regulatory Policies Act and the Federal Power Act (“**FPA**”). EWG status is available to any generator of electricity, regardless of size or fuel source, that exclusively owns and/or operates electric generation facilities for the sale of energy to wholesale customers, while QF status is available to small renewable energy projects up to 80 MW. A solar developer seeking to obtain EWG or QF status must file a self-certification or apply for FERC certification and, in any case, may also be subject to other filing and reporting obligations at FERC that may affect such status certification.

Solar developers under the EWG status are restricted to wholesale sales and, therefore, cannot take advantage of retail sale opportunities in jurisdictions that have approved retail direct access. Also, they cannot sell directly to retail consumers without becoming a regulated public utility under applicable state law. Their rates for power sales are subject to FERC regulation under Section 205 of the FPA. As a result, an EWG must apply for, and FERC must grant, market-based rate authority, that is, power-marketing rights, before selling wholesale power (including the generation of test energy). FERC generally grants market-based rate authority, provided that the applicant and its affiliates, if any, demonstrate a lack of horizontal market power (electric generation) and vertical market power (transmission and other barriers to market entry) in the relevant power markets, and have satisfied restrictions on affiliate abuses contained in FERC regulations.

### ***State Issues***

While wholesale sales are governed by federal law, state law presumptively governs most retail sales of electricity. If retail sales result in the solar project owner being regulated as a “public utility” under applicable state law, sellers will be heavily regulated as a public utility. Solar project owners, to the extent possible under the relevant law, will want to avoid being regulated as such.

### ***Interconnection***

Interconnections are also regulated at either the federal or state level. To gain access to markets, solar developers must generally negotiate agreements to interconnect either with (i) the distribution system of the utility, or (ii) the transmission system

of the local transmission provider. Interconnection at the distribution level is typically governed by applicable state law and the utility's requirements. It may allow for net-metering, an arrangement with a customer's utility whereby the customer uses its own installed generation to offset all or some of its energy usage and may receive credit for limited excess generation. As per transmission providers, most are subject to FERC jurisdiction and the relevant agreements are generally under FERC regulation.

A generation interconnection agreement is a contract between the generation owner and the owner of the transmission facilities with which the project will be connected and, in certain instances, also the Regional Transmission Organization/Independent System Operator that operates such facilities. The main purposes of interconnection agreements are to (i) identify and allocate the costs of any new facilities or facility upgrades to be constructed, and (ii) set forth the technical and operational parameters governing the physical interconnection. Before executing an interconnection agreement, at either the distribution or transmission level, the transmission provider will commission interconnection studies at the interconnection customer's expense to determine what new facilities need to be constructed to accommodate the new generation facility and their cost. Interconnection agreements address such technical and operational issues as reactive power factors, responsibility for electrical disturbances, metering and testing of equipment, exchange of operating data and curtailment events.

### ***Environmental Considerations***

To avoid certain environmental liability related to the land where the solar project is constructed, a solar developer is required, prior to executing a lease or purchase agreement for the property, to obtain an environmental site assessment (that is, a Phase 1 Environmental Study) to take advantage of the bona fide prospective purchaser defense under the Comprehensive Environmental Response, Compensation, and Liability Act. Other environmental considerations include wetlands and stream permitting under the Clean Water Act, and erosion control measures and storm water issues under the Clean Water Act and applicable state law which, depending on the state where the solar asset is located, may subject the project to additional environmental regulations.

### ***Renewable Energy Certificates***

The sale of Renewable Energy Certificates ("**RECs**") can afford a solar developer additional long-term revenue. States that have renewable portfolio standards, or place requirements on the local utilities to purchase or generate a certain percentage of power from renewable generation sources, track utility compliance through the issuance and retirement of RECs, which typically represent 1 MW hour of generation from a qualified energy source.

### ***Federal Tax Incentives***

The U.S. federal tax system is often used to provide incentives for particular types of solar investments. For example, the owner of a qualified solar facility may claim an investment tax credit ("**ITC**"), a one-time credit against income tax based on the amount invested in a facility. The amount of an ITC for a solar facility has decreased from 30% to 26% of qualified costs as part of a broader phase out of the ITC. In January 2021, the ITC phase-out was extended to provide that the solar ITC will remain at 26% for projects that begin construction in 2021 and 2022, step down to 22% in 2023, and down to 10% in 2024 for commercial projects while residential credit ends completely. In order to receive an ITC greater than 10%, the project must be placed in service (as defined by the Internal Revenue Services) by 2025. At the state level, states may impose a net income, sales, use, property, and excise taxes, as well as offer tax incentives. However, each state's tax system is different and must be separately analyzed.

## **Chile**

### ***Overview***

Chile's electricity regulatory framework has evolved significantly over more than three decades. Generation, transmission and distribution of electricity is governed by Law Decree No. 4/20,008, General Law of Electric Services ("**LGSE**"), as amended.

### ***Regulatory authorities***

The main authorities in the Chilean electricity sector are:

- The Ministry of Energy. It is the highest Governmental Authority, responsible for plans, policies and regulations required for the development of the electric power industry and for promoting energy efficiency, reliability and safety.
- The National Energy Commission (“**CNE**”). Responsible for creating and coordinating plans, policies and regulations for operating and developing the industry and advising the government in energy-related matters.
- The Superintendence of Electricity and Fuels (SEC). It has supervisory, inspection and sanctioning powers, and also interprets regulations on the electricity sector, gives general instructions and solves minor conflicts.
- The National Electricity Coordinator (the “**Coordinator**”). It programs the dispatch of electricity generation units and coordinates the National Electric System (“**SEN**”). The Coordinator also oversees the operation of transmission facilities and preserves the continuity of the electricity system.
- The Experts’ Panel. It is a tribunal specialized in the energy sector and composed of independent professional experts. It solves technical disputes between the authorities and companies, or between companies themselves.

### ***Overview of permits, licenses and authorizations***

The three segments of the Chilean electric market (generation, transmission and distribution) are rendered by private companies while regulatory, surveilling and planning duties are exercised by public authorities. Except for the distribution (a public service), generation and transport is not dependent on the granting of a license or concession. Nevertheless, generation projects, particularly non-conventional renewable energy (“**NCRE**”) projects, must secure certain assets during their development.

#### *Environmental Permits*

Chilean Law No. 19,300 provides that high voltage transmission lines with a tension over 23kV and power plants over 3 MW must be assessed under the Chilean Environmental Impact Assessment System or Agency prior to their construction. This assessment finishes with an Environmental Assessment Resolution (“**RCA**”). If approved, RCAs certify that a project complies with all applicable regulations and entitle the owner to obtain the relevant environmental sectorial permits as detailed in the RCA.

Regarding decommissioning, the Chilean Framework Law for the Management of Waste, Extended Liability of the Producer and Promotion of Recycling No. 20,920 aims to reduce the generation of waste and to encourage reuse, recycling and its recovery.

#### *Other Permits*

As per interconnection permits, the interconnection point must be approved by the Coordinator in order to ensure safety, supply continuity and a proper planning of the electric system. The LGSE provides that the Coordinator may only approve interconnection points located at existing substations or, otherwise, if they are already included in the expansion plan of the system. In the case of small generation projects with power surpluses equal to or lower than 9,000 kW that inject their energy through distribution grids, the interconnection request is submitted before the relevant distribution company (“**DisCo**”), following Chilean Supreme Decree No. 88/2019, the Regulation for Small Generation Units.

In addition, a NCRE developer has the right to acquire mining properties located within the project site boundaries in order to avoid potential actions filed by mining concessionaires located within the project area.

### ***Electricity market and sources or revenues***

- Spot Market: The Chilean electricity market is a pool-type market with audited generation costs and a wholesale spot market restricted to generators. The spot market is the default market for all generators connected to the grid. The Coordinator dispatches the most economic generation units by reason of production variable costs of each generating unit, until completing the production required to satisfy the demand in real time.

- **Contracts Market:** PPAs may be materialized between (i) generators among them (in private contracts different from the wholesale in the spot market); (ii) generators and distribution companies; or (iii) generators and unregulated customers.
- **Stabilized Price Regime:** The owners or operators of small generation units may opt between entering into a PPA or selling the energy injected to the system at an instantaneous marginal cost or at a stabilized price, which must be previously communicated to the Coordinator.

### **Public Tenders**

Since the enactment of Chilean Law N° 20,805/2015 the CNE is required to ensure that DisCos have enough electricity to serve regulated customers, carrying out tenders five years in advance of the supply start date and not awarding PPAs for a term of more than 20 years. The last tender, from 2017, awarded a total of 2,200 GWh/year from January 1, 2024 to December 31, 2043. Also, on December 23, 2020 the CNE started a new tender process for a total of 2,310 GWh/year for the period from January 1, 2026 to December 31, 2040, with May 28, 2021 as bids submission date.

## **Mexico**

### **Legal Regulatory Framework**

As part of the energy reform approved in December 2013, the Mexican Constitution was amended so that private parties are able to participate in the electricity sector. In addition, no restrictions on foreign investment are imposed to the generation of electricity.

The Electric Power Industry Law (*Ley de la Industria Eléctrica*, "**LIE**"), published on August 11, 2014, regulates, among others, the (i) way in which the private sector may participate in the electric power industry; (ii) relevant regulators in the sector; (iii) planning and control of the National Electric Grid (*Sistema Eléctrico Nacional*); (iv) operation of the Wholesale Electricity Market (*Mercado Eléctrico Mayorista*) ("**Electricity Market**"); and (v) main participants in the electricity sector.

According to the LIE, the electric power industry comprises the activities of generation, transmission, distribution and sale of electric power. The private sector is allowed to generate and sell energy (and other by-products such as capacity and clean energy certificates) to the Electricity Market and to market participants through purchase and sale agreements (*contratos de cobertura eléctrica*) ("**Mexican PPAs**"), and to participate in the funding, O&M, installation and construction of infrastructure required to generate such energy and by-products. Mexican PPAs may be awarded to private entities through public procurement processes organized by CENACE (as defined below).

Also, the Rules of the Electricity Market (*Reglas del Mercado*) are comprised by the Electricity Market Guidelines (*Bases del Mercado Eléctrico*), which contain the principles for the design and operation of the Electricity Market, and the Operational Provisions (*Disposiciones Operativas*), such as manuals, published to regulate specific aspects thereof.

CENACE and SENER (both as defined below) issued on 2020 the following resolutions:

- The CENACE resolution, alleging a series of failures in the National Electric Grid due to the sanitary emergency caused by the COVID-19 pandemic, suspended for an indefinite period pre-operative tests for wind and PV power plants in process of achieving commercial operation. Such suspension will limit the entry of plants into commercial operation and may delay the dispatch and sale of electricity and affect the generators' scheduled income and cash flows.
- The SENER resolution mainly prioritizes dispatch safety over economic efficiency, which is inconsistent with the principles of the Electricity Market. Therefore, CENACE will determine the necessary acts to safely dispatch electricity in compliance with the resolution, such as (i) requesting reductions and adjustments to PV power plants during irradiation hours and in hours prior to the decline of generation during sunset; or (ii) reducing generation or shutting down plants with intermittent clean energy in case of emergencies, such a transmission line congestion.

Such resolutions have been suspended by federal courts through *amparo* proceedings (constitutional injunctions) and therefore, their effects will not apply until final resolutions are issued.

### **Regulatory authorities**

The regulatory authorities in the Mexican electricity sector are (i) the Ministry of Energy (“**SENER**”) which depends directly on the president and is in charge of establishing, conducting and coordinating the energy policy in the country; (ii) the Energy Regulatory Commission (*Comisión Reguladora de Energía*, “**CRE**”) which is in charge of granting every permit under the LIE (e.g., the generation permit), as well as deciding on their renewal and termination. It is also responsible of granting clean energy certificates, setting the tariffs to be charged for interconnection, transmission and other regulated activities, issuing criteria, opinions, model contracts, modifying the Market Rules and supervising the industry in general; (iii) the National Center for Energy Control (*Centro Nacional de Control de Energía*, “**CENACE**”) which is in charge of the operational control of the National Electric Grid, the operation of the Electricity Market and the open and non-discriminatory access to the National Transmission Grid and General Distribution Grids; and (iv) the Federal Electricity Commission (*Comisión Federal de Electricidad*, “**CFE**”) a state productive company (*empresa productiva del estado*) whose main purpose is to exclusively provide the transmission and distribution of electric energy as a public service, but it may perform other activities such as generation and commercialization of electric energy. Other authorities regulate certain sector projects that would also oversee renewable energy generation projects.

### **Overview of permits**

To build and operate an electricity energy generation project, the project company shall secure several governmental authorizations on environmental, energy, regulatory and social matters, from federal, state and local jurisdiction, as applicable. Material permits applicable to an electricity project include (i) generation permit by the CRE; (ii) interconnection agreement with CFE Transmission; (iii) market participant agreement with CENACE; (iv) land use rights and permits; (v) environmental impact authorization by the Ministry of Environment and Natural Resources (which may include abandonment/decommissioning obligations); and (vi) social impact study approved by SENER in order to protect the rights of indigenous communities and peoples in which the project is developed, among others.

The applicant and beneficiary of the permits will always be the project company, directly or through the EPC contractor. The estimated time to obtain such approval or consent varies widely depending on the nature of the approval or consent and the governmental authority in charge of issuing the same.

### **Other information**

Contracts must be entered into with CFE to interconnect with the grid. CFE Transmission (subsidiary of CFE) will be the counterparty of the project company under the interconnection contract, the beneficiary of works performed for the interconnection works and the entity that will impose technical and construction requirements for the interconnection in accordance with the project impact and facilities studies performed with CENACE.

On March 9, 2021, several amendments to the LIE were signed into law by the Federal Government and published in the Federal Official Gazette (*Diario Oficial de la Federación*).

Among the main aspects of the amendments is the change of order in which electricity is dispatched to the electricity grid, which is as follows: (i) Hydroelectric plants owned by the Federal Electricity Commission (Comisión Federal de Electricidad, “**CFE**”); (ii) other power plants owned by CFE (that is, geo-thermal, combined cycle); (iii) wind and solar plants owned by private entities; and (iv) combined cycle plants owned by private entities. By preventing the early dispatch of renewable power plants that use the most efficient or economic sources of energy (economic dispatch), the amendments favor dispatch for physical delivery of plants owned by CFE.

Other amendments include (1) allowing ageing hydroelectric plants owned by CFE to obtain clean energy certificates (CELS), thus eliminating the incentives to develop new sources of renewable energy; and (2) eliminating the restriction requiring Basic Suppliers (basically CFE’s affiliate, CFE Suministrador de Servicios Básicos) to execute electric coverage agreements for the purchase of electricity and related products only through auctions organized by CENACE, thus opening the door for CFE to

execute private PPAs with any generator (probably meant to enable the purchase of electricity and products from CFE's various electricity generating subsidiaries, irrespective of the price being offered).

The amendments to the LIE may violate international agreements and treaties to which Mexico is a party, as well as antitrust and environmental sustainability principles imbedded in Mexico's Constitution. Affected industry participants have challenged the modified LIE before federal courts by means of amparo proceedings, which could potentially suspend the implementation of the applicable provisions, first on a provisional basis and, subsequently, on a permanent basis when a final ruling is issued by the courts.

## **United Kingdom**

### **Overview**

The regulatory framework of the United Kingdom's electricity market has evolved over time to meet the needs of consumers, and, more recently, an increasing focus on decarbonization. In the renewable energy market infancy, subsidies were available for generation but as the market has developed, subsidy support has been reduced.

### **Regulatory authorities**

The main regulatory authorities in the United Kingdom's electricity sector are:

- The Department for Business, Energy and Industrial Strategy ("**BEIS**") which is responsible for legislation, policy and regulation in respect of business, industrial strategy, science, innovation, energy and climate change and seeks to develop the energy industry and provide fair prices for consumers.
- The Gas and Electricity Markets Authority ("**GEMA**") which is the governing body of OFGEM and is responsible for protecting consumers by developing competition, innovation, greener emissions and lower prices for consumers.
- Office of Gas and Electricity Markets ("**OFGEM**") which is a non-ministerial government department and is the main governing body in the United Kingdom energy market and grants and enforces licenses (see below).

### **Overview of permits, licenses and authorizations**

- Generation, Transmission, Distribution and Supply Licenses: these licenses are required for the particular activities (subject to exemptions) under Section 6 of the Electricity Act 1989, including generation activities. Typically, a solar project (as long as it has a declared net capacity of less than 100MW and does not provide electrical power of more than 50MW), is exempt from the requirement to obtain a generation license.
- Planning Permission or Development Consent Order: Construction of the solar farm and any associated infrastructure will require planning permission or a development consent order (for larger projects) in England and Wales. The consenting regimes for obtaining planning permission or a development consent order will vary depending on where the project is situated (that is, in England or Wales). Typically, the requirements also depend on the electricity output from the generating station. To obtain planning permission, an Environmental Impact Assessment (EIA) may have to be carried out depending on the projects' ability to have a significant effect on the environment.

### **Electricity market and sources or revenues**

- Power Purchase Agreement (PPA): the power from a solar project is typically sold via a PPA with a licensed supplier. Some projects do not export over the UK Grid but sell power to a host or neighbor via a private wire. PPAs have tended to be long term in order to allow financing of the project, but as the market has developed more projects are opting for shorter term PPAs.
- Smart Export Guarantee: New Solar PV projects may be able to benefit from Smart Export Guarantee ("**SEG**"). The SEG scheme aims to support small (up to 5MW) low carbon generation through SEG payments from licensed suppliers (agreed with the relevant supplier). It should be noted that Feed-in Tariffs (FiTs) and Renewables Obligation Certificates (ROCs) are no longer available for new solar projects.

- **Contract for Difference (CfD):** Price support for solar can come in the form of a government awarded CfD between a generator and the Low Carbon Contracts Company (a private limited company which is owned by the Secretary of State for BEIS and which is the counterparty to the CfD). Solar photovoltaic assets of a size >5MW compete with other established technologies in an auction with the winning generators being awarded CfDs. A generator sells its electricity into the market but receives a top-up (above the market price for electricity) to a pre-agreed “strike price” under the CfD for the electricity produced over a 15-year period (or, if the market price for electricity is above the strike price, the generator will pay the difference between the strike price and the market price to the Low Carbon Contracts Company). The next (fourth) CfD auction round is scheduled for autumn 2021.
- **Renewable Energy Guarantee of Origin (“REGOs”):** REGOs are certificates which demonstrate that electricity has been produced from renewable sources. The REGO scheme is designed to provide consumers transparency when it comes to seeing how much of their electricity is supplied by renewable sources. One REGO certificate is issued by OFGEM per megawatt hour of renewable production to the generators of renewable electricity. REGOs are usually sold to the energy supplier that takes the power from the project with a modest value ascribed to them but there is a developing market for these certificates.

## **Poland**

### **Overview**

The fundamentals of the legal framework for the power sector in Poland are regulated by the Energy Law Act of 1997 (“**1997 ELA**”), which is quite regularly up-dated and amended to reflect current market topics and issues. With regard to the renewable energy sources sector (“**RES sector**”), though several parts of the 1997 ELA apply directly thereto as well, details of regulations typical for the renewable energy sector, in particular, details of the statutory support systems for renewable energy (in the form of so-called RES auctions) hence also details of the Polish equivalent of the “contract for difference” (“**CfD**”) support system are governed by the Renewable Energy Sources Act of 2015 (“**2015 RESA**”).

Both the 1997 ELA and 2015 RESA are supplemented by a multitude of secondary (executive) legislation, in the form of so-called ordinances. These ordinances are important primarily because they determine, based on consecutive annual basis, e.g. the maximum prices which a potential power producer can bid in the RES CfD auctions or the energy volumes which the government will make available to market participants each year through such auctions.

### **Regulatory authorities**

The most important regulatory authority for the power sector (including power generated from RES) is the President of the Energy Regulatory Office; “**ERO President**”). This agency, among other things, supervises the entire sector, issues licenses, settles grid connection disputes (at least in the first instance), but also organizes the CfD auctions, grants admission approvals to applicants who wish to participate in the RES auctions, etc.

Aside from the ERO President, another important authority is the Zarzadca Rozliczen S.A., a State-owned company which, among other things, is responsible for settling the CfD amounts with power producers who have successfully secured CfD support.

### **Overview of permits**

With regard to permitting, in order to construct and later operate a RES power plant in Poland, one needs to obtain (in a base case scenario) at least the following several permits: (a) environmental permit, (b) zoning permit (or local zoning plan, which is a more complex process involving a number of public elements at municipal level), (c) grid connection conditions (which set mainly the technical conditions for a plant to be connected to the power grid), (d) grid connection agreement (a contract between the relevant grid operator and the potential power producer, which summarizes the key legal terms of performing the grid connection works), (e) construction permit, (f) (as the case may be) permit for use, (g) power generation license (which



covers also the right to sell energy). In numerous cases, this general catalogue may need to be widened by a number of additional permits or consents (e.g. water permits, archeological permits, etc.).

## **France**

### **Overview**

France's solar electricity regulatory framework has evolved significantly since 2006 and is still subject to regular changes. Production, sale and distribution of solar powered electricity is governed by the French Energy Code (including the Public Service of Electricity Law n°2000-108 dated February 10, 2000 and the Climate and Energy Law n°2019-1147 dated November 8, 2019) the French Environmental Code (including the Nature's Protection Law n°76-629 dated July 10, 1976 and the Ministerial Decree n°2009-1414 dated November 19, 2009), the grid operator's documentation and the Government's rules regarding the call for tenders.

### **Regulatory authorities**

The main authorities in the French electricity sector are:

- The Ministry of Environment and of Energy. It is the highest Governmental Authority, responsible for plans, policies and regulations required for the development of renewable energy.
- The Energy Regulation Commission ("**CRE**"). Independent administrative authority in charge of regulating the energy market, implementing the public renewable energy support system, ensuring that the consumer was properly informed and advising the government in energy-related matters. The CRE includes an energy specialized jurisdiction ("**CORDIS**") competent in judging grid access issues. The CRE assists the Ministry of Environment and of Energy in organizing the tendering procedures for large scale solar plants.
- The electrical grid operators, for transport ("**RTE**") and distribution ("**ENEDIS**") in monopolistic position. They are in charge of the operation and maintenance of their grids and giving the access. Some local authorities can exist ("*entreprises locales de distribution*");
- The legal renewable energy purchaser, who is "**EDF**", a company mainly owned by the French State.

### **Permitting**

Solar farms are subject to either a building permit for ground-mounted projects (and an environmental impact assessment and public enquiry for plants above 250kWc of installed power), or to a preliminary work declaration for roof integrated solar plants. Depending on the environment of the site, other permits are necessary (water authorization, Natura 2000 impact assessment, authorization to destroy protected species habitats, forest clearing authorization, etc.) Solar plants have to conclude grid access contracts with a grid operator and will be subject to a financial contribution according the applicable regional renewable grid access scheme ("**S3REN**") or, according the relevant tender specifications for solar plants whose financial support is available through tendering procedures. Protection of agricultural areas can be a hinder for the development of ground-mounted solar plants.

### **Electricity market and sources or revenues**

- Under 100kWc for roof integrated solar farms, a complementary remuneration contract is possible during 20 years, subject to a Ministerial Decree dated May 9, 2017.
- Above 100kWc of installed power and for ground-mounted plants, public tenders are organized by the Ministry and the CRE. Depending on the kind of solar plants and their localization, several periods of tenders and different tender specifications are published.
- Private PPAs may be concluded between (i) producer and consumers (a "collective auto consumption" framework will then apply), or (ii) between producers and aggregators.

## REASONS FOR THE OFFERING AND USE OF PROCEEDS

### Execution of the Backlog and Advanced Stage projects

The Company believes that the Offering is the next step in the Company's long-term development and ongoing transformation into a large-scale geographically diversified independent power producer. The Offering will permit the Company to raise gross proceeds of approximately €375 million from the issue and subscription of the New Offered Shares in the Offering, which will be fully deployed (net of the Offering expenses) to pursue the Company's Backlog and Advanced Stage pipeline projects. These projects include the Company's most mature pipeline projects which are estimated to have a probability of completion higher than 80% for the Backlog projects and of between 50% and 80% for the Advanced Stage projects by the Company, each with an aggregate potential gross installed capacity of c.907 MW and c.2,781 MW, respectively (see "*Business–Pipeline*"). These pipeline projects represent an aggregate potential gross installed capacity of c.3.7 GW, out of which c.3.1 GW are targeted to reach COD by December 31, 2023, c.0.55 GW are targeted to reach COD throughout 2024 and the remaining c.0.05 GW are targeted to reach COD throughout 2026.

The Company generally seeks to fund the capital expenditures and investments requirements associated with the execution of its projects through a combination of (i) project financing at the level of the project SPV (c.70%) and (ii) equity being funded by the Company which may consist of Company's own funds or funds raised from third parties (c.30%). In particular, the net proceeds from the Offering will be fully devoted to partially fund the equity portion of the capital expenditures and investment requirements associated with the development of the Backlog and Advanced Stage projects. The remaining equity portion will be funded with the Company's own funds or funds raised from third parties.

Based on the Company's growth strategy in connection with the development of its estimated c. 907 MW Backlog and c. 2,781 MW Advanced Stage projects, in an hypothetical scenario of successful completion of 100% of such projects (both of which have lower probabilities of completion according to their respective pipeline categories) and under the assumption that the value of capital expenditures and investments associated with their execution would amount to approximately €500,000 per MW (which is an indicative figure for calculation purposes only and in no case represents or should be relied upon as a forecast of future capital expenditures and investment costs), the Company estimates that the total expansion funds requirements for the execution of such projects would amount to approximately €1,844 million. Considering the general target of project financing mentioned above (that is, c.70% project financing at the level of the project SPV with the remainder c.30% representing the project equity being funded by the Company with its own funds or funds raised from third parties), the Company expects that the project financing requirements for the execution of such projects would amount to approximately €1,290.8 million and the equity funds requirements would amount to approximately €553.2 million.

The net proceeds of the Offering of approximately €354.66 million would permit the funding of a substantial portion (approximately c.64%) of the aforementioned total expansion equity funds requirements. The balance of approximately €198.54 million, which represents c.36% of the total expansion equity fund requirements, is expected to be funded with:

- the Company's existing non-restricted cash as of the date of Admission disregarding the net proceeds of the Offering (which is expected to amount to approximately €39,193 thousand) and the undrawn principal amount available under the 2021 Notes facility which as of the date of this Prospectus amounts to approximately €25.5 million. See "*Operating and Financial Review—Recent Developments*";
- the estimated free cash flows after debt service which the Company expects the Group to generate with its existing portfolio of renewable energy plants and pipeline projects as they progressively achieve COD during the next four years; and
- additional corporate financing from third parties which the Company expects to obtain from its access to international debt capital markets, as well as banking and institutional financing sources, all of which would supplement the Company's financing needs at the corporate level as the Company grows in size.

The Company may also consider relying on asset rotation, mostly in the form of minority stake disposals, on a selective basis, if it has consumed a large portion of its financial resources available to fund the equity portion of its expansion funds

requirements and provided that reliance on asset rotation allows it to continue executing projects that achieve ready to build status while creating value for its shareholders. In any case, asset rotation is expected to represent only an alternative minority source to raise funds for the Group to meet its expansion fund requirements and no disposals are currently anticipated in the short to medium term (except for our plans to explore having tax equity partners in our pipeline projects in the United States and to partner with Riverstone in our pipeline projects in Mexico).

As regards the tentative €1,290.8 million expansion project financing requirements, the Company expects to fund it with third-party financing at the SPV project level, including in the form of bank loans, project bonds or any other project-level financing customary for these type of assets. As of the date of this Prospectus, we expect the Company's Backlog and Advanced Stage projects will have favorable access to this type of financing. Access to financing is greater for projects in respect of which PPAs with bankable terms have been signed or are expected to be signed than for projects that are more exposed to merchant prices. For additional information regarding the potential targeted terms and conditions of the Company's external debt at the level of the project SPV, see "*Business–Potential Targets for the Medium Term*".

In particular, on April 16, 2021, the Group entered into an arrangement letter with BBVA to secure the arrangement of project-level financing for all of our solar PV Backlog projects located in Spain, with an aggregate potential gross installed capacity of 725 MW. Pursuant to the letter, BBVA is appointed as underwriter and mandated lead arranger to arrange and syndicate project-level financing with a syndicate of banks or institutional investors which would be comprised of a term loan with a principal amount of up to €400 million, an up to €76 million PPA guarantee line and an up to €15-20 million in debt service reserve account guarantee line. This financing along with the equity investment required for the development of each project, is expected to cover substantially all the financing needs related with these assets. BBVA's mandate to arrange, manage the primary syndication and underwrite the above-mentioned facilities is subject to certain conditions, including the absence of a material adverse change (including any event or circumstance that adversely affects the Group's business, condition –financial, reputational or otherwise– operations, performance, assets or prospects, since the date of the 2020 Consolidated Financial Statements, the Company's ability to perform its obligations under the arrangement letter or the international or any relevant domestic banking or capital markets), final credit approval and satisfactory due diligence.

### **Other reasons for the Offering**

The Offering would also provide an opportunity for the Selling Shareholders to monetize a limited portion of its equity investment in the Company in the event that the Over-allotment Option granted to the Joint Global Coordinators is exercised.

The Company will not receive any proceeds from the sale of any Additional Shares by the Selling Shareholders in the Offering and, in turn, the Selling Shareholders will not receive any proceeds from the issue and subscription of New Offered Shares in the Offering.

The Offering is also expected to widen the Company's shareholder base by incorporating institutional investors and a diversified base of international shareholders, thus improving the Company's access to international public capital markets (including debt and equity) that could help OPDEnergy access additional and more diversified sources of capital for future investments. In this regard, the Company believes that the Offering will enable the Company to expand its shareholder base so as to reach a free float of between 42.56% (assuming that the Offering prices at the mid-point of the Offering Price Range and that the Over-allotment Option is not exercised) and 46.84% (assuming that the Offering prices at the mid-point of the Offering Price Range and that the Over-allotment Option is exercised in full) of OPDEnergy's total issued share capital upon Admission, thus satisfying the minimum required threshold of distribution of shares for admission to trading on the Spanish Stock Exchanges through the AQS (which, in accordance with Spanish Royal Decree 1310/2005 of November 4, and subject to certain exceptions, involves reaching a free float of at least 25% of the shares admitted to trading).

In addition, becoming a publicly listed company will also provide the Company with additional advantages, including brand recognition, enhanced transparency and corporate governance, reinforced institutional profile, and a tool to retain and incentivize the senior management through stock incentive schemes (see "*Management and Board of Directors— Compensation–Long Term Management Incentive Plan*"), as well as strengthening and institutionalizing the relationships of the Company with its internal and external stakeholders.

For purely informational purposes, due to the difficulty in determining precisely the expenses incurred as of the date of this Prospectus or to be incurred by the Company and the Selling Shareholders, the estimated fees and expenses payable by the Company and the Selling Shareholders in connection with the Offering and the Admission amount to approximately €20.34 million and €1.41 million (excluding applicable VAT), respectively, assuming that (i) the Company raises gross proceeds of approximately €375 million in the Offering; (ii) the Non-Qualified Investors Tranche is unsubscribed (and thus the Qualified Investors Tranche is increased accordingly); (iii) the Over-allotment Option is entirely exercised; and (iv) the discretionary commission to the Managers is paid in full.

As the Company expects to pay the amount of fees and expenses indicated above, the Company expects to raise net proceeds of approximately €354.66 million through the issue of the New Offered Shares in the Offering.

## DIVIDEND POLICY

### Dividends and Dividend Policy

In the near term, OPDEnergy intends to devote its generated cash flows to continue growing its business and executing its business plan, including capital expenditures at various projects. OPDEnergy does not plan to distribute dividends during the next three years. As of the date of this Prospectus, the Company has not established a specific dividend policy yet. After the aforementioned period, the Company will assess whether to introduce a dividend policy, depending on its future results and financing needs.

The Company's ability to distribute dividends will depend on a number of circumstances and factors, including (but not limited to) the amount of distributable profits and reserves and its investment plans, earnings, level of profitability, cash flow generation, restrictions on payment of dividends under applicable law (both on the Company and on any Group entity), including any regulation that may be enacted as a result of the COVID-19 pandemic or otherwise, compliance with covenants in debt instruments such as our project-level financing and our 2021 Notes (which notes restrict our ability to make distributions to our shareholders), the level of dividends paid or shares repurchased by other comparable listed companies doing business in Spain, requirements considered by international credit rating agencies to assign investment grade ratings and such other factors as the Board of Directors or the General Shareholders' Meeting may deem relevant from time to time. In that regard, payment of dividends is generally proposed by the Board of Directors and must be approved by the General Shareholders' Meeting.

Holders of Shares will be entitled to receive any future dividends, which will be declared on the basis set out in OPDEnergy's bylaws. For additional information, see "*Description of Share Capital—Dividend and Liquidation Rights*".

### Dividend Distribution per Share for each Financial Year Corresponding to the Historical Financial Information

The following table sets forth the dividend distributions approved by the shareholders of the Company against net profit or distributable reserves for the financial years ended December 31, 2020, 2019 and 2018.

		<b>Dividends</b>		
		<i>(in euros)</i>		
		<b>For the year ended December 31, 2020</b>	<b>For the year ended December 31, 2019</b>	<b>For the year ended December 31, 2018</b>
<b>Dividend</b>		2,800,000 <sup>(1)</sup>	2,800,000 <sup>(2)</sup>	2,800,000 <sup>(3)</sup>
<b>Dividend</b>	<b>per</b>	13.21	13.21	13.21
<b>share</b>				

(1) Out of the profit for the year ended December 31, 2019 and charged to unrestricted reserves.

(2) Out of the profit for the year ended December 31, 2018.

(3) Out of distributable reserves.

Any dividends will be paid in euros. Dividends are declared and paid pro rata according to the number of shares held by each shareholder. Dividends declared but not yet paid do not bear interest.

OPDEnergy's expectations in relation to dividends, distributable reserves, business performance and market conditions are subject to numerous assumptions, risks and uncertainties, which may be beyond its control. See "*Presentation of Financial Information and Other Important Notices—Forward-Looking Statements*". For a discussion of risks faced by the Company's business, see "*Risk Factors*".

### **Dividends and financing arrangements**

The Company's ability to distribute dividends may be subject to certain limitations, including provisions contained in the agreements governing the Group's indebtedness that could restrict the Company's ability to distribute dividends or make any other payment or distribution to shareholders. In particular, the Group obtains project-level financing and our 2021 Notes. The covenants in such project financing arrangements typically restrict the ability of the relevant project companies to distribute funds to the Company, unless specific financial thresholds are satisfied on specified dates. Without access to funds from its projects, the Company may lack liquidity to distribute dividends on its shares. See "*Risk Factors—Risks Related to the Offering and the Shares— There can be no guarantee that we will declare dividends in the future*" and "*Operating and Financial Review—Liquidity and Financial Resources—Indebtedness—Project debt*".

### **Legal and Regulatory Requirements**

The Company's ability to distribute dividends may be restricted under Spanish corporate laws and regulations. Spanish corporate law requires companies incorporated in Spain to contribute at least 10% of their net income each year to a legal reserve until the balance of such reserve is equivalent to at least 20% of the respective company's issued share capital. The legal reserve, up to the amount of 20% of the share capital, may only be used to offset losses provided, however, that no other reserve is available for such purposes. Legal reserves may be distributed to shareholders in the event of liquidation or when exceeding 20% of the share capital. The legal reserve of the Company has reached the legally required minimum at the end of each period covered by the Consolidated Financial Statements. The legal reserve will be calculated over the Company's issued share capital following completion of the Offering (see "*Capitalization and Indebtedness*" for an indication of the Company's legal reserve after the Offering under the assumptions presented therein).

In addition to the above, no profits may be distributed unless the amount of distributable reserves is at least equal to the amount of the research and development expenses recorded as an asset on the balance sheet. The Company has not recorded research and development costs for the period covered by the Consolidated Financial Statements.

The conditions under which the Company may declare dividends based on Spanish law and its bylaws are described under "*Description of Share Capital—Dividend and Liquidation Rights*".

### **Taxation on Dividends under Spanish Law**

Under current Spanish tax legislation, any dividend distributions made by the Company in the future will be subject to tax. See "*Taxation*" for a discussion of certain aspects of the taxation of dividends.

## PRO FORMA FINANCIAL INFORMATION

The Company includes in this Prospectus the Pro Forma Financial Information consisting of the pro forma consolidated balance sheet of the Company as of December 31, 2020 and the pro forma consolidated income statement for the year then ended, that has been prepared in accordance with IFRS-EU. The Pro Forma Financial Information has been prepared on the basis of, and should be read in conjunction with, the Consolidated Financial Statements. The Pro Forma Financial Information has been prepared in accordance with Annex 20 of the Delegated Regulation 2019/980.

The Pro Forma Financial Information has been prepared for the purpose of illustrating, on a pro forma basis, the potential impact on the consolidated balance sheet of the Company as of December 31, 2020, as well as on the consolidated income statement for the year then ended, of the acquisition from Marguerite Solar Spain, S.L. Unipersonal (an investment vehicle of Marguerite II SCSp) of 80% of the share capital of the following Spanish companies (i) Planta Solar Opde La Fernandina, S.L., which operates the solar photovoltaic ground-based plant located in Merida (Badajoz) with a peak capacity of approximately 50 MW; (ii) Planta Solar Opde Extremadura 2, S.L., which operates the solar photovoltaic ground-based plant located in Puerto Real (Cadiz) with a peak capacity of approximately 50 MW; and (iii) Planta Solar Opde Andalucía, S.L., which operates the solar photovoltaic ground-based plant located in Alcala de Guadaira (Seville) with a peak capacity of approximately 50 MW, as if such acquisition had been completed on January 1, 2020. This acquisition was completed in March 2021. Prior to such acquisition, the Company owned 20% of the share capital of each of these three Spanish companies after having sold 80% in each of the three companies to Marguerite Solar Spain, S.L. Unipersonal in 2019. Following the completion of this acquisition, the Company owns 100% of these companies' share capital. The Pro Forma Financial Information has not been audited and has been prepared in accordance with the requirements of the Prospectus Regulation and Delegated Regulation 2019/980, and with the update by the European Securities Market Authority on the recommendations from the Committee of European Securities Regulators for the consistent implementation of said regulation (ESMA/2013/319) and with the clarifications contained in document ESMA/31-62-780 and ESMA/31-62-1258.

On April 14, 2021, Deloitte, S.L. issued a special auditor's report in accordance with ISAE 3420 Assurance on engagement report on the Compilation of Pro Forma Financial Information Included in a Prospectus with respect to the Pro Forma Financial Information. The work related to the above-mentioned special auditor's report has not been carried out in accordance with auditing or attestation standards generally accepted in the United States of America and, accordingly, should not be relied upon as if it had been carried out in accordance with those standards.

The Pro Forma Financial Information has been prepared for illustrative purposes only on the bases and assumptions defined by the directors of the Company that are considered reasonable under the current circumstances, as well as the information available as of the date on which it was prepared. The accounting principles used for the preparation of the Pro Forma Financial Information are consistent with those used in the preparation of the 2020 Audited Consolidated Annual Accounts. However, the Pro Forma Financial Information has not been prepared in accordance with the requirements of Regulation S-X of the U.S. Securities Act. Our future operating results may differ materially from the amounts set forth in the Pro Forma Financial Information due to various factors, including changes in operating results. Any reliance you place on the Pro Forma Financial Information should fully take this into consideration.

The Pro Forma Financial Information together with the auditor's special report required by Delegated Regulation 2019/980 are included in this Prospectus as "*Annex I-Pro-Forma Consolidated Financial Information for the reporting period ended at 31 December 2020*".

## CAPITALIZATION AND INDEBTEDNESS

*The following section presents the consolidated statement of capitalization and statement of indebtedness of the Company as of certain dates and considering certain adjustments. This section should be read together with “Presentation of Financial Information and Other Important Notices”, “Operating and Financial Review” and the Consolidated Financial Statements and related notes thereto incorporated by reference into this Prospectus.*

### **Representation Concerning Working Capital**

The Company, in its own opinion, has sufficient working capital and Adjusted Working Capital<sup>(APM)</sup> to meet its present obligations and, in particular, to meet its obligations for a period of at least 12 months from the date of this Prospectus. In arriving at this opinion the Company has not taken into account the net proceeds from the Offering.

### **Capitalization and Indebtedness**

The following tables set forth (i) the Company’s consolidated capitalization and indebtedness as of December 31, 2020; (ii) the Company’s consolidated capitalization and indebtedness as of February 28, 2021, (iii) the adjustments to the Company’s consolidated capitalization and indebtedness as of February 28, 2021 to reflect the Marguerite Buyback Transaction (which was completed in March 2021) as if such transaction had been completed as of February 28, 2021, (iv) the adjustments to the Company’s consolidated capitalization and indebtedness as of February 28, 2021 to reflect the Refinancing (which was completed in March 2021) as if such Refinancing had been completed as of February 28, 2021; (v) the adjustments to the Company’s consolidated capitalization and indebtedness as of February 28, 2021 to reflect the estimated approximate net proceeds of the Offering (with the assumptions included under “*Plan of Distribution–Expenses*”); and (vi) the Company’s total consolidated capitalization and indebtedness as of February 28, 2021 adjusted to reflect the adjustments indicated under (iii) to (v) above. The expected use of the net proceeds of the Offering is not reflected below.

### **Statement of Capitalization**



	As of December 31, 2020	As of February 28, 2021	Marguerite Buyback Transaction adjustments as of February 28, 2021 (A)	Refinancing adjustments as of February 28, 2021 (B)	Net proceeds of the Offering adjustments (C)	As of February 28, 2021 and as adjusted for A, B and C
<i>(in thousands of euros)</i>						
<b>Total current debt</b> (including current portion of non-current debt)	<b>66,104</b>	<b>71,443<sup>(6)</sup></b>	<b>5,933</b>	<b>0</b>	<b>0</b>	<b>77,376</b>
– Guaranteed <sup>(1)</sup>	131	991	-	-	-	991
– Secured <sup>(2)</sup>	61,269	59,631	5,933	0	0	65,564
o <i>Project finance debt</i>	51,325	49,752	5,192	0	0	54,944
o <i>Leases liabilities</i>	9,944	9,879	741	0	0	10,620
– Unguaranteed / unsecured <sup>(3)</sup>	4,704	10,821 <sup>(7)</sup>	-	-	-	10,821
<b>Total non-current debt</b> (excluding current portion of non-current debt):	<b>116,543</b>	<b>138,750</b>	<b>85,553</b>	<b>45,911</b>	<b>0</b>	<b>270,214</b>
– Guaranteed <sup>(4)</sup>	66,222	66,679	-	45,911	-	112,590
– Secured <sup>(5)</sup>	50,321	72,071	85,553	0	0	157,624
o <i>Project finance debt</i>	34,422	56,489	72,303	0	0	128,792
o <i>Leases liabilities</i>	15,899	15,582	13,250	0	0	28,832
– Unguaranteed / unsecured	0	0	-	-	-	0
<b>Shareholder equity</b>	<b>79,259</b>	<b>79,738</b>	<b>272</b>	<b>0</b>	<b>354,657</b>	<b>434,667</b>
– Share capital	2,118	2,118	-	-	1,586 <sup>(8)</sup>	3,704
– Legal reserve(s)	602	602	-	-	-	602
– Other reserves	76,539	77,018	272	-	353,071 <sup>(8)</sup>	430,361
<b>Total</b>	<b>261,906</b>	<b>289,931<sup>(6)(7)</sup></b>	<b>91,758</b>	<b>45,911</b>	<b>354,657</b>	<b>782,257</b>

(1) Includes our current debt instruments and other marketable securities (the interests payable under the bonds issued by a subsidiary and guaranteed by the Company).

(2) Includes the portion of our current borrowings from credit institutions associated with renewable energy plants (project finance) which is due in the following 12 months, our current lease liabilities (finance leases) and our current lease liabilities associated with renewable energy plants (leases related to the Company's activity, such as land leases, installations or buildings), in each case secured by pledges or other security rights over physical assets, cash accounts, credit rights derived from contracts and intercompany loans, as well as our equity interest in the relevant SPVs. For the purpose of this table, the amounts corresponding to our current lease liabilities associated with renewable energy plants have considered the application of IFRS 16 (see Note 3.7 to the 2020 Consolidated Financial Statements). The undiscounted amount of our lease liabilities was €45,731 thousand as of December 31, 2020 (see Note 9 to the 2020 Consolidated Financial Statements) and €44,730 thousand as of February 28, 2021.

- (3) Includes our current borrowings from credit institutions (mainly drawdowns from reverse factoring (confirming) facilities with credit institutions) and our current other financial liabilities.
- (4) Includes our non-current debt instruments and other marketable securities (the principal amount under the bonds issued by a subsidiary and guaranteed by the Company).
- (5) Includes the portion of our current borrowings from credit institutions associated with renewable energy plants (project finance) which is not due in the following 12 months and our non-current lease liabilities (finance leases), in each case secured by pledges or other security rights over physical assets, cash accounts, credit rights derived from contracts and intercompany loans, as well as our equity interest in the relevant SPVs. For the purpose of this table, the amounts corresponding to our non-current lease liabilities associated with renewable energy plants have considered the application of IFRS 16 (see Note 3.7 to the 2020 Consolidated Financial Statements). The undiscounted amount of our lease liabilities is €45,731 thousand (see Note 9 to the 2020 Consolidated Financial Statements) as of December 31, 2020 and €44,730 thousand as of February 28, 2021.
- (6) From December 31, 2020 to February 28, 2021, the increase of approximately €27.4 million is due to the drawdowns from the project financing facilities (recorded as current borrowings from credit institutions associated with renewable energy plants) available to pay the external subcontractors engaged in connection with the construction of our plants La Estrella and Sol de los Andes in Chile and Montesol in Spain.
- (7) From December 31, 2020 to February 28, 2021, the increase of approximately of €6.1 million is due to the additional drawdowns from our confirming facilities with credit institutions (recorded as current borrowings from credit institutions) to pay construction costs associated with the plants already constructed in Spain.
- (8) Adjustments are calculated under the assumption that (i) the Company raises gross proceeds of approximately €375 million in the Offering, (ii) the Offering expenses (€20.34 million) are paid in full, and (iii) the share premium of the Offering has been calculated considering a nominal value of €0.02 per share and an Offering Price equivalent to the mid-point of the Offering Price Range.

### **Statement of Indebtedness**

	As of December 31, 2020	As of February 28, 2021	Marguerite Buyback Transaction adjustments as of February 28, 2021 (A)	Refinancing adjustments as of February 28, 2021 (B)	Net proceeds of the Offering adjustments (C)	As of February 28, 2021 and as adjusted for A, B and C	
<i>(in thousands of euros)</i>							
A	Cash <sup>(1)</sup>	49,074	57,692 <sup>(7)</sup>	(35,832)	42,000	354,657	418,517
	- Non- restricted cash	42,670	36,871	(42,000)	42,000	354,657	391,528
	- Restricted cash	6,404	20,821	6,168	0	0	26,989
B	Cash equivalents	-	-	-	-	-	0
C	Other current financial assets <sup>(2)</sup>	3,479	403	114	-	-	517
<b>D</b>	<b>Liquidity (A + B + C)</b>	<b>52,553</b>	<b>58,095</b>	<b>(35,718)</b>	<b>42,000</b>	<b>378,943</b>	<b>443,320</b>
E	Current financial debt (including debt instruments, but excluding current portion of non- current financial debt) <sup>(3)</sup>	56,029	60,573	-	-	-	60,573
F	Current portion of non-current financial debt <sup>(4)</sup>	10,075	10,870	5,933	-	-	16,803
<b>G</b>	<b>Current financial indebtedness (E + F)</b>	<b>66,104</b>	<b>71,443</b>	<b>5,933</b>	<b>0</b>	<b>0</b>	<b>77,376</b>
<b>H</b>	<b>Net current financial indebtedness (G – D)</b>	<b>13,551</b>	<b>13,348</b>	<b>41,651</b>	<b>(42,000)</b>	<b>(378,943)</b>	<b>(365,944)</b>
I	Non-current financial debt (excluding current portion and debt instruments) <sup>(5)</sup>	50,321	72,071	85,553	0	-	157,624
J	Debt instruments <sup>(6)</sup>	66,222	66,679	0	45,911	-	112,590
K	Non-current trade and other payables	-	-	-	0	-	0

	As of December 31, 2020	As of February 28, 2021	Marguerite Buyback Transaction adjustments as of February 28, 2021 (A)	Refinancing adjustments as of February 28, 2021 (B)	Net proceeds of the Offering adjustments (C)	As of February 28, 2021 and as adjusted for A, B and C
<b>L Non-current financial indebtedness (I + J + K)</b>	<b>116,543</b>	<b>138,750</b>	<b>85,553</b>	<b>45,911</b>	<b>0</b>	<b>270,214</b>
<b>M Total financial indebtedness (H + L)</b>	<b>130,094</b>	<b>152,098</b>	<b>127,204</b>	<b>3,911</b>	<b>(378,943)</b>	<b>(71,444)</b>

- (1) Includes our cash. The non-restricted portion of our cash is the cash amount available at our companies which do not hold borrowings from credit institutions associated with renewable energy plants (project finance). The restricted portion of our cash is the cash amount available at our companies which hold borrowings from credit institutions associated with renewable energy plants (project finance) and affected by our obligations under the project finance agreements relating thereto to fund a minimum deposit in a debt service reserve account or provide a security interest over our cash bank accounts.
- (2) Includes our current other financial assets (mainly fixed-term deposits and surety bonds provided to municipal councils (all in relation to our plant Los Belos in Spain)).
- (3) Includes the portion of our current borrowings from credit institutions associated with renewable energy plants (project finance) which is due in the following 12 months, our current borrowings from credit institutions (mainly drawdowns from reverse factoring (confirming) facilities with credit institutions) and our current other financial liabilities.
- (4) Includes our current debt instruments and other marketable securities (the interests payable under the bonds issued by a subsidiary and guaranteed by the Company), our current lease liabilities (finance leases) and our current lease liabilities associated with renewable energy plants (leases related to the Company's activity, such as land leases, installations or buildings). For the purpose of this table, the amounts corresponding to our current lease liabilities associated with renewable energy plants have considered the application of IFRS 16 (see Note 3.7 to the 2020 Consolidated Financial Statements). The undiscounted amount of our lease liabilities was €45,731 thousand as of December 31, 2020 (see Note 9 to the 2020 Consolidated Financial Statements) and €44,730 thousand as of February 28, 2021.
- (5) Includes the portion of our current borrowings from credit institutions associated with renewable energy plants (project finance) which is not due in the following 12 months and our non-current lease liabilities (finance leases). For the purpose of this table, the amounts corresponding to our non-current lease liabilities associated with renewable energy plants have considered the application of IFRS 16 (see Note 3.7 to the 2020 Consolidated Financial Statements). The undiscounted amount of our lease liabilities was €45,731 thousand as of December 31, 2020 (see Note 9 to the 2020 Consolidated Financial Statements) and €44,730 thousand as of February 28, 2021.
- (6) Includes our non-current debt instruments and other marketable securities (the principal amount under the bonds issued by a subsidiary and guaranteed by the Company).
- (7) From December 31, 2020 to February 28, 2021, the increase of approximately €8.6 million in our cash results from the fact that a portion of the drawdowns from our project financing facilities (recorded as current borrowings from credit institutions associated with renewable energy plants) had not yet been used by the Group as of February 28, 2021 to pay the external subcontractors engaged in connection with the construction of our plants, which payment is expected between March and April 2021.

Additionally, we have contingent liabilities in respect of bank guarantees and other guarantees provided in the ordinary course of business. In particular, we had provided guarantees to third parties in relation to the development and construction of solar PV facilities amounting to an aggregate amount of €57 million (€25.5 million, CLP 2,086 million (equivalent to €2.4 million) and USD 35.7 million (equivalent to €29.1 million)) as of December 31, 2020, and €52.4 million (€20.6 million, CLP 2,101 million (equivalent to €2.4 million), USD 35.5 million (equivalent to €29.3 million)) as of February 28, 2021, relating mainly to

guarantees for provisional receipt of the solar PV plants built, guarantees provided to municipal councils for work to be or already performed and guarantees submitted for the tenders awarded.

In addition, the Company has recognized demand deposits and term deposits under “Current financial assets - Other financial assets” and “Non-current financial assets - Other financial assets” that are pledged to secure bank guarantees amounting to €354 thousand as of December 31, 2020 and €336 thousand as of February 28, 2021. See Note 21 to the 2020 Audited Consolidated Annual Accounts.

## SELECTED FINANCIAL INFORMATION

The following tables present the audited selected consolidated financial information of the Company as of and for the years ended December 31, 2020, 2019 and 2018 and the unaudited pro forma consolidated financial information as of and for the year ended December 31, 2020. See “Presentation of Financial Information and Other Important Notices”.

The selected consolidated financial information and pro forma consolidated financial information set out below is a summary only. It may not contain all the information that is important to prospective investors and, accordingly, should be read in conjunction with “Presentation of Financial and Other Important Notices”, “Operating and Financial Review”, “Pro Forma Financial Information”, “Risk Factors” and the Consolidated Financial Statements and Pro Forma Financial Information.

### Audited consolidated balance sheets

	As of December 31,		
	2020	2019	2018
	(in thousands of euros)		
<b>Non-current assets</b>			
Intangible assets .....	929	910	921
Property, plant and equipment .....	3,184	3,314	2,861
Investment property .....	1,218	1,218	1,218
Right of use .....	17,040	18,362	17,249
Non-current investments in Group Companies and associates .....	13,388	5,573	18
Non-current financial assets .....	5,820	2,838	2,719
Trade and other receivables .....	4,075	-	-
Deferred tax assets .....	11,975	9,236	5,227
<b>Total non-current assets</b> .....	<b>57,629</b>	<b>41,451</b>	<b>30,213</b>
<b>Current assets</b>			
Inventories .....	186,659	169,088	79,457
Trade and other receivables .....	20,612	35,626	15,046
Current investments in associates and related companies .....	592	-	12
Current financial assets .....	3,590	9,492	2,345
Current prepayments and accrued income .....	746	12	250
Cash and cash equivalents .....	49,074	44,272	9,919
<b>Total current assets</b> .....	<b>261,273</b>	<b>258,490</b>	<b>107,029</b>
<b>Total assets</b> .....	<b>318,902</b>	<b>299,941</b>	<b>137,242</b>
<b>Equity</b>			
Shareholders' equity .....	79,738	82,509	70,701
Share capital .....	2,118	2,118	2,118
Reserves and retained earnings .....	77,141	65,934	68,999
Profit(loss) for the year attributable to the Parent Company .....	479	14,457	(416)
Valuation adjustments .....	(1,162)	(3,693)	(837)
Exchange differences .....	(4,012)	(3,343)	(837)
Cash flow hedge reserve .....	2,838	152	-
Cash flow hedge reserve from non-controlling investments .....	12	(502)	-
<b>Total equity</b> .....	<b>78,576</b>	<b>78,816</b>	<b>69,864</b>
<b>Non-current liabilities</b>			
Long term provisions .....	820	505	457
Non-current payables .....	82,121	55,003	30,941
Deferred tax liabilities .....	1,647	406	570
Non-current accruals and deferred income .....	110	246	-
<b>Total non-current liabilities</b> .....	<b>84,698</b>	<b>56,160</b>	<b>31,968</b>

	As of December 31,		
	2020	2019	2018
	(in thousands of euros)		
<b>Current Liabilities</b>			
Short term provisions .....	9,912	1,219	-
Current payables .....	100,526	94,391	29,411
Current payables to associates and related companies .....	-	-	5
Trade and other payables .....	44,849	69,095	5,834
Current accruals and deferred income .....	341	260	160
<b>Total current liabilities</b> .....	<b>155,628</b>	<b>164,965</b>	<b>35,410</b>
<b>Total equity and liabilities</b> .....	<b>318,902</b>	<b>299,941</b>	<b>137,242</b>

#### Audited consolidated results of operations

	For the year ended December 31,		
	2020	2019	2018
	(in thousands of euros)		
Revenue .....	139,047	132,919	7,505
Changes in inventories of finished goods and work in progress .....	15,453	66,551	51,693
Raw materials and consumables used .....	(127,899)	(172,778)	(51,806)
Other operating income .....	659	445	420
Employee benefits expense .....	(15,933)	(5,738)	(4,029)
Other operating expenses .....	(6,958)	(5,873)	(3,246)
Depreciation and amortization expenses .....	(2,102)	(2,044)	(1,896)
Excessive provisions .....	-	-	136
Impairment losses .....	(90)	(26)	(8)
Gains or losses on the loss of control of consolidated equity interests .....	-	1,354	-
Other income and expenses .....	1,651	421	282
<b>Profit (loss) from operations</b> .....	<b>3,828</b>	<b>15,231</b>	<b>(949)</b>
Finance income .....	1,362	249	632
Finance costs .....	(7,638)	(3,636)	(1,892)
Other gains and losses .....	351	-	-
Exchange differences .....	(522)	1,382	974
Impairment and gains or (losses) on disposals of financial instruments .....	15	-	-
<b>Financial profit (loss)</b> .....	<b>(6,432)</b>	<b>(2,005)</b>	<b>(286)</b>
Share of profit (loss) of companies accounted for using the equity method ..	29	1,487	-
<b>Profit (loss) before tax</b> .....	<b>(2,575)</b>	<b>14,713</b>	<b>(1,235)</b>
Income tax .....	3,054	(256)	819
<b>Consolidated profit (loss) for the year</b> .....	<b>479</b>	<b>14,457</b>	<b>(416)</b>

Audited consolidated statements of cash flows

	For the year ended December 31,		
	2020	2019	2018
	(in thousands of euros)		
<b>CASH FLOWS FROM OPERATING ACTIVITIES (I)</b> .....	<b>(29,451)</b>	<b>(43,944)</b>	<b>(59,492)</b>
<b>PROFIT (LOSS) BEFORE TAX</b> .....	<b>(2,575)</b>	<b>14,713</b>	<b>(1,235)</b>
<b>Adjustments for:</b> .....	<b>17,737</b>	<b>4,538</b>	<b>2,777</b>
- Depreciation and amortization charge .....	2,102	2,044	1,896
- Impairment losses.....	2,695	2,696	594
- (Gains) Losses on derecognition and disposal of non-current assets .....	90	26	(8)
- Changes in provisions.....	7,927	48	(110)
- Finance income.....	(1,362)	(249)	(632)
- Finance costs.....	7,638	3,636	1,892
- Other gains and losses .....	(351)	-	-
- Exchange differences .....	5,297	(1,002)	(974)
- Other income and expense.....	-	180	119
- Changes in the scope of consolidation .....	(6,255)	(1,354)	-
- Impairment and gains or losses on disposals of financial instruments .....	(15)	-	-
- Share of profits (losses) of companies accounted for using the equity method .....	(29)	(1,487)	-
<b>Changes in working capital</b> .....	<b>(33,970)</b>	<b>(61,228)</b>	<b>(60,950)</b>
- Inventories .....	(21,624)	(85,834)	(51,911)
- Trade and other receivables .....	9,748	(27,295)	(8,072)
- Other current assets .....	95	39	(292)
- Trade and other payables.....	(22,555)	52,054	(665)
- Other current liabilities .....	366	(192)	(10)
<b>Other cash flows from operating activities</b> .....	<b>(10,643)</b>	<b>(1,967)</b>	<b>(84)</b>
- Interest paid .....	(9,155)	(4,130)	(1,039)
- Interest received .....	343	249	632
- Income tax recovered/(paid), net .....	(1,831)	1,914	323
<b>CASH FLOWS FROM INVESTING ACTIVITIES (II)</b> .....	<b>6,007</b>	<b>(13,545)</b>	<b>11,835</b>
<b>Payments due to investment</b> .....	<b>(931)</b>	<b>(13,557)</b>	<b>(153)</b>
- Group companies, net of cash at consolidated companies .....	-	(604)	-
- Intangible assets .....	(94)	(53)	(78)
- Property, plant and equipment.....	(245)	(708)	(75)
- Other financial assets, net .....	-	(7,255)	-
- Group companies and associates.....	(592)	(4,937)	-
<b>Proceeds from disposal</b> .....	<b>6,938</b>	<b>12</b>	<b>11,988</b>
- Group companies and associates.....	-	12	-
- Intangible assets .....	-	-	12
- Property, plant and equipment.....	-	-	108
- Other financial assets, net .....	6,938	-	11,868
- Net assets held for sale .....	-	-	-
<b>CASH FLOWS FROM FINANCING ACTIVITIES (III)</b> .....	<b>33,097</b>	<b>90,807</b>	<b>18,917</b>
<b>Proceeds and payments relating to financial liability instruments</b> .....	<b>35,897</b>	<b>93,607</b>	<b>21,717</b>
- Proceeds from issue of: .....	<b>44,568</b>	<b>95,460</b>	<b>24,160</b>
Borrowings with credit institutions .....	15,430	71,754	10,277
Debt instruments and other marketable securities.....	29,138	23,706	13,883
- Repayment and redemption of:.....	<b>(8,671)</b>	<b>(1,853)</b>	<b>(2,443)</b>
Borrowings with credit institutions .....	(7,101)	-	-
Other borrowings.....	(1,570)	(1,848)	(2,335)



	For the year ended December 31,		
	2020	2019	2018
	(in thousands of euros)		
Borrowings with Group companies .....	-	(5)	(108)
<b>Dividends and returns on other equity instruments paid</b> .....	<b>(2,800)</b>	<b>(2,800)</b>	<b>(2,800)</b>
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES (IV)</b> .....	<b>(4,851)</b>	<b>1,035</b>	<b>478</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b> <b>(I+II+III+IV)</b> .....	<b>4,802</b>	<b>34,353</b>	<b>(28,262)</b>
Cash and cash equivalents at beginning of year from continuing operations .....	44,272	9,919	38,181
Cash and cash equivalents at end of year from continuing operations .....	49,074	44,272	9,919

## Pro Forma Consolidated Financial Information

### Unaudited pro forma consolidated balance sheet as of December 31, 2020

	As of December 31, 2020			
	Historical <sup>(1)</sup>	Acquisition <sup>(2)</sup>	Financing <sup>(3)</sup>	Pro forma
	(in thousands of euros)			
<b>Non-current assets</b>				
Goodwill .....	-	2,088	-	2,088
Intangible assets .....	929	-	-	929
Concessions, patents and licenses .....	738	-	-	738
Other intangible assets .....	191	-	-	191
Property, plant and equipment .....	3,184	114,377	-	117,561
Land and buildings .....	1,455	-	-	1,455
Plant, machinery, tools, furniture and other items of property, plant and equipment .....	1,729	114,377	-	116,106
Investment property .....	1,218	-	-	1,218
Right of use .....	17,040	13,568	-	30,608
Non-current investments in Group Companies and associates .....	13,388	(6,130)	-	7,258
Investments accounted for using the equity method .....	6,993	(112)	-	6,881
Long-term loans to companies .....	6,395	(6,018)	-	377
Non-current financial assets .....	5,820	14,850	-	20,670
Trade and other receivables .....	4,075	-	-	4,075
Deferred tax assets .....	11,957	772	-	12,747
<b>Total non-current assets</b> .....	<b>57,629</b>	<b>139,526</b>	<b>-</b>	<b>197,155</b>
<b>Current assets</b>				
Inventories .....	186,659	98	-	186,757
Trade and other receivables .....	20,612	367	-	20,979
Current investments in associates and related companies .....	592	-	-	592
Current financial assets .....	3,590	114	-	3,704
Current prepayments and accrued income .....	746	-	-	746
Cash and cash equivalents .....	49,074	(36,067)	45,911	58,918
<b>Total current assets</b> .....	<b>261,273</b>	<b>(35,488)</b>	<b>45,911</b>	<b>271,696</b>
<b>Total assets</b> .....	<b>318,902</b>	<b>104,038</b>	<b>45,911</b>	<b>468,851</b>

## Equity

Shareholders' equity and valuation adjustments.....	78,576	272	-	78,848
<b>Total equity</b> .....	<b>78,576</b>	<b>272</b>	<b>-</b>	<b>78,848</b>
<b>Non-current liabilities</b>				
Long term provisions.....	820	1,460	-	2,280
Non-current payables.....	82,121	88,953	45,911	216,984
Deferred tax liabilities.....	1,647	5,799	-	7,446
Non-current accruals and deferred income.....	110	(110)	-	-
<b>Total non-current liabilities</b> .....	<b>84,698</b>	<b>96,101</b>	<b>45,911</b>	<b>226,710</b>
<b>Current Liabilities</b>				
Short term provisions .....	9,912	-	-	9,912
Current payables.....	100,526	5,683	-	106,209
Trade and other payables .....	44,849	1,982	-	46,831
Current accruals and deferred income.....	341	-	-	341
<b>Total current liabilities</b> .....	<b>155,628</b>	<b>7,664</b>	<b>-</b>	<b>163,292</b>
<b>Total equity and liabilities</b> .....	<b>318,902</b>	<b>104,038</b>	<b>45,911</b>	<b>468,851</b>

- (1) Reflects the consolidated balance sheet of the Group as of December 31, 2020, in accordance with IFRS-EU.
- (2) Reflects the pro forma adjustment for the acquisition of additional 80% shareholding of La Fernandina, Miramundo and Zafra, as detailed in Note 6.1 of the Pro Forma Financial Information.
- (3) Reflects the pro forma adjustment for the funds raising necessary for the Refinancing, as detailed in Note 6.2 of the Pro Forma Financial Information.

#### Unaudited Pro forma consolidated income statement for the year ended December 31, 2020

	For the year ended December 31, 2020			
	Historical <sup>(1)</sup>	Acquisition <sup>(2)</sup>	Financing <sup>(3)</sup>	Pro forma
	(in thousands of euros)			
Revenue.....	139,047	10,497	-	149,544
Changes in inventories of finished goods and work in progress .....	15,453	-	-	15,453
Raw materials and consumables used .....	(127,899)	-	-	(127,899)
Other operating income.....	659	1	-	660
Employee benefits expense .....	(15,933)	(1,602)	-	(17,535)
Other operating expenses.....	(6,958)	(1,602)	-	(8,560)
Depreciation and amortization expenses.....	(2,102)	(4,562)	-	(6,664)
Impairment losses.....	(90)	(70)	-	(160)
Gains or losses on the loss of control of consolidated equity interests.....	-	-	-	-
Other income and expenses .....	1,651	(4)	-	1,647
<b>Profit (loss) from operations</b> .....	<b>3,828</b>	<b>4,259</b>	<b>-</b>	<b>8,087</b>
Finance income.....	1,362	3	-	1,365
Finance costs.....	(7,638)	(5,735)	(2,572)	(15,944)
Other gains and losses .....	351	-	-	351
Exchange differences.....	(522)	-	3,364	2,842
Impairment and gains or losses on disposals of financial instruments .....	15	(494)	-	(479)
<b>Financial profit (loss)</b> .....	<b>(6,432)</b>	<b>(6,226)</b>	<b>792</b>	<b>(11,866)</b>
Share of profit (loss) of companies accounted for using the equity method .....	29	-	-	29
<b>Profit (loss) before tax</b> .....	<b>(2,575)</b>	<b>(1,966)</b>	<b>792</b>	<b>(3,749)</b>

	<b>For the year ended December 31, 2020</b>			
	<b>Historical<sup>(1)</sup></b>	<b>Acquisition<sup>(2)</sup></b>	<b>Financing<sup>(3)</sup></b>	<b>Pro forma</b>
	<b>(in thousands of euros)</b>			
Income tax.....	3,054	47	–	3,101
<b>Consolidated profit (loss) for the year .....</b>	<b>479</b>	<b>(1,919)</b>	<b>792</b>	<b>(648)</b>

- (1) Reflects the consolidated income statement of the Group for the year ended December 31, 2020, in accordance with IFRS-EU.
- (2) Reflects the pro forma adjustment for the acquisition of additional shareholding of La Fernandina, Miramundo and Zafrá, as detailed in Note 6.1 of the Pro Forma Financial Information.
- (3) Reflects the pro forma adjustment for the funds raising necessary for the acquisition of La Fernandina, Miramundo and Zafrá, as detailed in Note 6.2 of the Pro Forma Financial Information.

## OPERATING AND FINANCIAL REVIEW

*The following is a discussion and analysis of our financial condition and results of operations in the periods set forth below. This discussion should be read together with, and is qualified in its entirety by reference to, the Consolidated Financial Statements. This discussion should also be read in conjunction with “Presentation of Financial Information and Other Important Notices” and “Selected Financial Information”.*

*The discussion in this section contains forward-looking statements that reflect our plans, targets, estimates and beliefs. Such forward-looking statements involve risks and uncertainties. The Company’s actual results could differ materially from those discussed in such forward-looking statements. Factors that could cause or contribute to these differences include, but are not limited to, those discussed below and elsewhere in this Prospectus, particularly under “Risk Factors” and “Presentation of Financial Information and Other Important Notices—Forward-Looking Statements”.*

### Overview

We are in the midst of a transformational journey from a fully-integrated developer and operator of renewable energy plants to a large-scale IPP. We focus on the production of solar and wind power in selected, stable and mainly fast-growing renewable energy markets. As of the date of this Prospectus, our portfolio of operating, ready for operation and under construction renewable energy plants includes 13<sup>21</sup> solar PV plants and one onshore wind plant, with an aggregate gross installed capacity of c.583.7 MW (including plants in respect of which we own non-controlling interests) and an attributable installed capacity of c.468.3 MW. As of the date of this Prospectus, approximately c.104.3 MW correspond to Sol de los Andes, a wholly-owned solar PV plant located in Chile which is under construction, and the remaining gross installed capacity of c.479.4 MW (c.364.0 MW on an attributable basis) correspond to operating plants and plants which are ready for operation<sup>22</sup>. For additional information on our renewable energy plants, see “*Business—Portfolio*”.

We were founded in 2005 and have a remarkable historical track record as a vertically-integrated developer, having commissioned (as defined herein) plants with an aggregate gross installed capacity of c.808 MW (including our Sol de los Andes solar PV plant which is currently under construction), of which plants with an aggregate gross installed capacity of c.340 MW were sold to third parties as part of our past asset rotation strategy to optimize our portfolio and support our development financing needs. Therefore, as of the date of this Prospectus, our portfolio has an attributable installed capacity of c.468.3 MW and a gross installed capacity of c. 583.7 MW (including c.144.2 MW associated with the Aguascalientes and Andalucía plants in Mexico where we hold a 20% interest through our partnership with Riverstone). As part of our ongoing transformational plan to become a large-scale IPP in Europe and the Americas, we have shifted our focus to build-to-operate plants and expect to substantially increase the size of our portfolio in the coming years.

As of the date of this Prospectus, we have a portfolio of pipeline projects (comprised of Backlog, Advanced Stage, Early Stage and Identified Opportunities projects, each as defined herein) with an aggregate potential gross installed capacity of c.9.4 GW, of which c.3.7 GW relates to projects classified by us as Backlog and Advanced Stage, our pipeline’s most mature phases which we estimate to have a probability of completion of 50% to 100% and which the Company expects to undertake in the short to medium term (out of the total Backlog and Advanced Stage projects with an aggregate potential gross installed capacity of c.3.7GW, c.3.1GW would be targeted to reach COD by December 31, 2023, c.0.55GW are expected to reach COD throughout 2024 and the remaining c.0.05 GW are expected to reach COD throughout 2026). We believe we have a strong and proven track record in pipeline development that makes us well placed to succeed in bringing our project pipeline to completion and operation. Our in-house expertise and integrated capabilities along the entire value chain affords us invaluable understanding and control over project development, structuring, financing, construction and operation, strongly underpinning

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<sup>21</sup> One of these 13 plants is our Puglia solar PV plant which consists of seven separate plants. The seven solar PV plants comprising Puglia are held through three different SPVs and are considered to be a single solar PV plant for management purposes.

<sup>22</sup> Lire and Lingue, two of our wholly-owned solar PV plants located in Chile with c.3.0 MW of gross installed capacity each, have already been constructed so for management purposes they are considered ready for operation plants. These two plants are expected to reach full COD by June 2021. For additional details, see “*Business—Portfolio*”.

our compelling transformational plan. Moreover, we believe that we have a scalable business model, with all core capabilities already in place, to support our ambitious growth plan.

We pursue opportunities in OECD countries with significant revenue visibility and all of our plants have long-term, hard currency-denominated (or hard currency-linked) PPAs (or other types of remuneration arrangements) in place.

Finally, we aim to play an active role in the shift to ESG investing by contributing to the transition towards a decarbonized world and by committing to best-in-class corporate governance and ESG principles.

## **Recent Developments**

### ***Marguerite Buyback Transaction***

On March 12, 2021 the Company, acting through Otras Producciones de Energía Fotovoltaica, S.L., entered into a share purchase and assignment of loans agreement with Marguerite by means of which we (i) acquired the share capital held by Marguerite in the three SPVs that hold La Fernandina, Miramundo and Zafrá solar PV plants and (ii) assumed Marguerite's contractual position under certain shareholder loans from Marguerite to these three SPVs. On March 23, 2021, we completed the Marguerite Buyback Transaction. The aggregate purchase price for the acquisition of the share capital held by Marguerite in the SPVs and the assignment of the shareholder loans amounted to c.€42 million, which was funded with part of the proceeds of the 2021 Notes.

As a result, we wholly own La Fernandina, Miramundo and Zafrá solar PV plants as of the date of this Prospectus. For more information on the Marguerite Buyback Transaction, see "*Material Contracts—Marguerite Buyback Transaction*". The three solar PV plants were developed by the Group and we sold 80% of the share capital in the related SPVs (and transferred the related shareholder loans) to Marguerite in 2019. The Company continued to provide operation and management services with respect to these plants following the Marguerite Transactions and throughout the completion of the Marguerite Buyback Transaction.

### ***Issuance of 2021 Notes and Redemption of Old Notes***

On March 17, 2021 the Company (as guarantor) and the Issuer (as defined below) signed the New Trust Deed (as defined below) in connection with a financing facility based on the issuance of bonds denominated in euros, bearing interest at floating rates, due on September 23, 2023 and with a maximum drawable principal amount of €140 million. An initial drawdown of €114.5 million in principal amount of bonds issued at 98% of par was closed by the Issuer in March 2021 (the "**2021 Notes**"). The Issuer used the net proceeds of the 2021 Notes to voluntarily redeem and cancel the Issuer's outstanding Old Notes, pay the corresponding early redemption price (including a 2% premium and the accrued and unpaid interest), fund the payment price of the Marguerite Buyback Transaction, and pay transaction costs related to the issuance of the 2021 Notes and the redemption and cancellation of the Old Notes. For more information on the 2021 Notes and the Old Notes, see "*Liquidity and Financial Resources—Indebtedness—Corporate financing debt*".

### ***New Project-level Financing Arrangement Mandate***

On April 16, 2021, the Group entered into an arrangement letter with BBVA to secure the arrangement of project-level financing for all of our solar PV Backlog projects located in Spain, with an aggregate potential gross installed capacity of 725 MW. Pursuant to the letter, BBVA is appointed as underwriter and mandated lead arranger to arrange and syndicate project-level financing with a syndicate of banks or institutional investors which would be comprised of a term loan with a principal amount of up to €400 million, an up to €76 million PPA guarantee line and an up to €15-20 million in debt service reserve account guarantee line. This financing along with the equity investment required for the development of each project, is expected to cover substantially all the financing needs related with these assets. BBVA's mandate to arrange, manage the primary syndication and underwrite the above-mentioned facilities is subject to certain conditions, including the absence of a material adverse change (including any event or circumstance that adversely affects the Group's business, condition –financial, reputational or otherwise– operations, performance, assets or prospects, since the date of the 2020 Consolidated Financial Statements, the Company's ability to perform its obligations under the arrangement letter or the international or any relevant domestic banking or capital markets), final credit approval and satisfactory due diligence.

### **Trend Information**

As of the date of this Prospectus, the preparation of our consolidated financial information as of and for the three-month period ended March 31, 2021 is ongoing. Based on preliminary information, the main recent trends in the Group's business and financial performance since December 31, 2020 until March 31, 2021 are as follows:

- (i) The energy produced by the Group's operating portfolio (including plants in respect of which we currently own, or owned during all or a substantial portion of the first quarter of 2021, a minority stake) during the first quarter of 2021 was 168,683.96 MWh, which represents an increase of 39.50% from the 120,914.50 MWh generated during the first quarter of 2020, mainly attributable to the addition of 162.2 MW of installed capacity since March 31, 2020 (that is, El Muelle, Los Belos, Montesol, La Estrella and Lingue). Disregarding the projects that achieved COD after the end of the first quarter of 2020 for the sake of comparability, the energy produced during the first quarter of 2021 by the projects which were in operation during all or a substantial portion of the first quarter of 2020 was 131,567.69 MWh, which represents an increase of 8.81% from 120,914.50 MWh generated by such plants during the first quarter of 2020. Availabilities and load factors of plants in operation during the first quarter of 2021 were generally in line with the Group's expectations.
- (ii) The Group has continued to develop its portfolio of Backlog projects as discussed in "Business", recording an increase in "Changes in inventories of finished goods and work in progress" during the first quarter of 2021 as a result of the capital expenditures recognized as finished goods or work in progress during the period, and the fact that it did not dispose of any of its equity interests in its portfolio of projects recorded as "Inventories". The Group did not generate any revenue during the first quarter of 2021 in its EPC & Development operating segment, consistent with its transition towards its new strategy of becoming an independent power producer.
- (iii) The Group's Central services/Structure (or Corporate) operating segment increased its negative contribution to the Group's consolidated profit/loss during the first quarter of 2021 when compared to the first quarter of 2020 on account of the sustained effort by the Company to reinforce the Group's workforce by continuing to hire new professionals, which will contribute to the Company's transition to an independent power producer.

We expect to complete our financial closing procedures as of and for the three-month period ended March 31, 2021 and publish our consolidated financial information for such period by May 15, 2021.

### **Key Factors Affecting the Comparability of Our Financial Condition and Results of Operations**

As a result of the changes in our portfolio of renewable energy plants during the reported periods, which are described below, our financial condition and results of operations as of the dates and for the financial periods discussed in this Prospectus may not be directly comparable with each other.

In addition, our financial condition and results of operations as of the dates and for the financial periods discussed in this Prospectus may not be indicative of our financial condition and results of operations in the future, because we expect to significantly increase the scale of our operations as we execute projects in our project pipeline. Our project pipeline comprises projects with an aggregate potential gross installed capacity of c.9.4 GW of which c.3.7 GW relates to projects classified by us as Backlog and Advanced Stage, our pipeline's most mature phases which we estimate to have a probability of completion of 50% to 100% and which the Company expects to undertake in the short to medium term. While as of the date of this Prospectus we have a portfolio of operating, ready for operation and under construction renewable energy plants with an aggregate gross installed capacity of c.583.7 MW, our immediate target is that all our portfolio reach COD by December 31, 2021. In addition, out of the total Backlog and Advanced Stage projects with an aggregate potential gross installed capacity of c.3.7 GW, c.3.1 GW are targeted to reach COD by December 31, 2023, c.0.55 GW are targeted to reach COD throughout 2024 and the remaining c.0.05 GW are targeted to reach COD throughout 2026. For additional information regarding the targeted COD for our pipeline projects, see "*Business–Pipeline*". As we develop our project pipeline and our portfolio of renewable energy plants becomes larger and more mature, we expect energy sales to significantly increase in the future.

We aim to wholly own or have a controlling interest in each of these pipeline projects, except for projects in Mexico where we intend to undertake pipeline projects together with Riverstone (with whom we currently have a partnership in which we hold a 20% interest). As of the date of this Prospectus, we have two Early Stage projects and seven Identified Opportunities projects in Mexico with an aggregate potential gross installed capacity of c.415 MW (that would represent c.83 MW of potential attributable installed capacity). In addition, in the United States we expect to have a tax equity partner by the financial closing of our projects which would typically take 25% to 30% of the relevant project during a period of up to six years.

We have also recently reacquired from Marguerite their 80% stake in three solar PV plants in Spain (La Fernandina, Zafra and Miramundo) through the Marguerite Buyback Transaction. For additional information, see “—Recent Developments”, “Material Contracts—Marguerite Buyback Transaction” and “Pro Forma Financial Information”.

Further, investors should note that the presentation of financial information in the Consolidated Financial Statements and the Pro Forma Financial Information reflects our management’s historical strategy regarding asset rotation and monetization. See “Risk Factors—Risks Related to our Business—Risks Relating to the Change in our Business Model, Growth Plan and Pipeline—The presentation of financial information in the Consolidated Financial Statements and the Pro Forma Financial Information reflects our historical strategy regarding asset rotation and monetization, and as such may not be representative of our future financial information and investors should not base any investment decision on it”. Prior to the Offering, we implemented a strategy of high asset turnover, pursuant to which we sold the renewable energy plants that we put into operation (or majority interests thereof).

In addition, the renewable energy plants which are classified as “Inventories” as of December 31, 2020 are expected to be reclassified as “Property, plant and equipment”. As a result of this reclassification, such plants will start to be amortized over their remaining useful lives and depreciated for accounting purposes. The main impact that we expect in our profit and loss statement resulting from this reclassification relates to the prospective depreciation of these assets. All our “Finished goods” will be amortized over a 30-year period.

Moreover, the financing agreements associated with these plants will be reclassified in accordance with their contractual maturity, as either long-term or short-term debt, while in the Consolidated Financial Statements such financings were classified as short-term debt regardless of their respective contractual maturity, as we intended to sell the underlying plants as part of our historical asset rotation strategy.

### **Changes in our Portfolio of Renewable Energy Plants in Operation or Under Construction**

The number of renewable energy plants in operation, ready for operation or under construction in our portfolio has changed during the reported periods, affecting the comparability of our financial condition and results of operations as of the dates and for the periods discussed in this Prospectus. As of December 31, 2020, our portfolio of operating renewable energy plants consisted of nine solar PV plants (including five solar PV plants in respect of which we had minority interests), with an aggregate gross installed capacity of c.412.4 MW and an aggregate attributable installed capacity of c.177.0 MW, compared to six solar PV plants (including three solar PV plants in respect of which we had minority interests) with an aggregate gross installed capacity of c.301.2 MW and an aggregate attributable installed capacity of c.271.2 MW as of December 31, 2019 and one wholly-owned solar PV plant with an aggregate gross installed capacity of c.7.0 MW as of December 31, 2018. We had no ready for operation renewable energy plants as of December 31, 2020, December 31, 2019 and December 31, 2018. In addition, as of December 31, 2020, our portfolio of renewable energy plants under construction consisted of four solar PV plants and one onshore wind plant with an expected aggregate gross installed capacity of 171.3 MW, compared to three solar PV plants with an aggregate gross installed capacity of 111.2 MW as of December 31, 2019 and no plants under construction as of December 31, 2018. These changes in our portfolio have been the result of acquisitions, sales and the undertaking of new projects. In particular, as explained in greater detail below, our results of operations in 2020 and 2019 were significantly affected by the Riverstone Transaction and the Marguerite Transactions (each as defined in “Material Contracts”), respectively.

The business line of sale energy and other represented 8%, 3% and 54% of the Company’s revenue for the years ended December 31, 2020, 2019 and 2018, respectively. See Note 18.1 to our 2020 Audited Consolidated Annual Accounts and Note 17.1 to our 2019 and 2018 Audited Consolidated Financial Statements.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Revenue for the sale of a plant is recorded when control over such plant is transferred to the buyer. Therefore, the impact of an acquisition or sale of a plant in any period depends on the date of the acquisition or sale, with the full year impact of an acquisition or sale being seen in the subsequent full period. Acquisitions and sales of plants will typically also have an immediate impact on our indebtedness, as a result of the transfer of the related project financing.

The following table shows certain key information regarding our renewable energy plants in operation or under construction during the reported periods, including the dates on which they were ready to build (“RtB”), their respective commercial operation date (“COD”) (or, with respect to the plant that is currently under construction, expected COD) and the periods over which the related results have been consolidated in our Consolidated Financial Statements. Typically, renewable energy plants do not generate revenue until their COD, except with respect to plants constructed under EPC contracts with non-Group entities. During the periods covered by the Consolidated Financial Statements, this was the case of three plants in Spain (La Fernandina, Zafra and Miramundo) in respect of which we sold a 80% interest to Marguerite ahead of their construction (we have recently bought back such stakes through the Marguerite Buyback Transaction). In such projects with third parties, revenue is recognized upon the completion of the construction milestones agreed with our customers, or by applying the stage of completion method to the entire margin expected in respect of the project, provided that certain conditions are met at the reporting date as further explained below.

Plant	RtB	COD	Gross Installed Capacity (MW)	Consolidation (# of days)		
				2020	2019	2018
<i>Spain</i>						
La Fernandina <sup>(1)</sup> .....	Jan 2019	Oct 2019	50.0	—	29	365
Zafra <sup>(1)</sup> .....	March 2019	Dec 2019	50.0	—	78	365
Miramundo <sup>(1)</sup> .....	Feb 2019	Nov 2019	50.0	—	45	365
Los Belos .....	Dec 2019	Oct 2020	50.0	366	365	365
El Muelle .....	Dec 2019	Sep 2020	11.2	366	365	365
Montesol .....	Dec 2019	Dec 2020	50.0	366	365	365
<i>Italy</i>						
Puglia <sup>(2)</sup> .....	Before 2011	Aug 2011	7.0	366	365	365
<i>Mexico</i>						
Andalucía <sup>(3)</sup> .....	Jan 2019	Nov 2019	106.5	181	365	365
Aguascalientes <sup>(3)</sup> .....	Feb 2019	Nov 2019	37.7	181	365	365
<i>Chile</i>						
Sol de los Andes .....	Aug 2020	Nov 2021 <sup>(4)</sup>	104.3	366	77	—
La Estrella (Wind) .....	Aug 2019	Feb 2021	50.0	366	202	—
Lingue .....	May 2020	Jun 2021 <sup>(4)(5)</sup>	3.0	366	263	—
Litre .....	May 2020	Jun 2021 <sup>(4)</sup>	3.0	366	161	—
Llay Llay .....	Aug 2020	Apr 2021 <sup>(6)</sup>	11.0	366	365	365

(1) Following the completion of the Marguerite Transactions (in January 2019, February 2019 and March 2019, respectively), we owned a 20% stake in the companies that own La Fernandina, Zafra and Miramundo and we ceased to fully consolidate the results of these plants. Instead, we accounted for our stakes under the equity method for all of 2020 and most of 2019. In March 2021, we completed the Marguerite Buyback Transaction, pursuant



to which we reacquired from Marguerite their 80% stake in the companies that own La Fernandina, Zafra and Miramundo. For additional information on this transaction and its impact, see “—Recent Developments”, “Material Contracts—Marguerite Buyback Transaction” and “Pro Forma Financial Information”.

- (2) Puglia consists of seven separate plants that are treated as a single plant for management purposes. These plants had different CODs, with the first being on December 31, 2009 and the last being on August 31, 2011.
- (3) Following the completion of the Riverstone Transaction, we own a 20% stake in the new holding company that owns Andalucía and Aguascalientes. We do not fully consolidate the results of these plants. Instead, since June 2020, we account for our stake under the equity method.
- (4) Expected COD.
- (5) As of the date of this Prospectus, Lingue has c.1 MW in operation and it is expected that it reaches full COD by June 2021.
- (6) On April 16, 2021.

During the periods covered by the Consolidated Financial Statements, we sold majority stakes in respect of a total of five plants with an aggregate gross installed capacity of c.294.2 MW as a result of the Riverstone Transaction and the Marguerite Transactions.

In the Riverstone Transaction, we completed the sale of an 80% interest in our Andalucía and Aguascalientes solar PV plants in Mexico to Riverstone on June 29, 2020. For information on the price, its components and how the Riverstone Transaction was structured, see “Material Contracts”. The related fixed assets were classified as “Inventories” in our consolidated balance sheet as of December 31, 2019 and at the time these sales were completed. Upon completion of these sales, we recognized income of €117,697 thousand as “Revenue” in the consolidated statement of profit or loss, reflecting the sum of the sale prices and the amount of net debt associated with each of these plants, and we reduced inventories by €109,329 thousand in “Changes in inventories of finished goods and work in progress” in the consolidated statement of profit or loss. The Riverstone Transaction had a net impact of €8,368 thousand on our results for the year ended December 31, 2020. In addition, following completion of these sales, we started accounting for our remaining 20% interest in these plants under the equity method, with the results being recorded under “Share of profit (loss) of companies accounted for using the equity method”. Moreover, revenue recorded in 2020 under our O&M contracts for these plants (following the Riverstone Transaction) amounted to €565 thousand. Revenue was recognized in accordance with the terms and conditions indicated in such contracts. For additional information on the impact of the Riverstone Transactions on our results of operations, see Notes 3.1.c, 10 and 19 our 2020 Audited Consolidated Annual Accounts. For additional information on the Riverstone Transaction, see “Material Contracts”.

In the Marguerite Transactions, which were carried out in 2019, we completed the sale of an 80% interest in our La Fernandina, Miramundo and Zafra solar PV plants in Spain to Marguerite, for a sale price of €2,351 thousand, €2,164 thousand and €599 thousand, respectively, which was paid in cash. The related fixed assets were classified as “Inventories” in our consolidated balance sheet as of December 31, 2018 and at the time these sales were completed. Upon completion of these sales, we recognized income of €22,355 thousand as “Revenue” in the consolidated statement of profit or loss, reflecting the sum of the sale prices and the amount of net debt associated with each of these plants, and we reduced inventories by €17,259 thousand in “Changes in inventories of finished goods and work in progress” in the consolidated statement of profit or loss. The Marguerite Transactions had a net impact of €5,096 thousand on our results for the year ended December 31, 2019. In addition, following completion of these sales, we started accounting for our remaining 20% interest in these plants under the equity method, with the results being recorded under “Share of profit (loss) of companies accounted for using the equity method”. Moreover, revenue recorded in 2019 under our EPC contracts and O&M contracts for these plants (following these sales) amounted to €100,290 thousand, with the vast majority thereof having been accrued under the EPC contracts. Revenue was recognized in accordance with the terms and conditions indicated in such contracts and, in the case of the EPC contracts, based on the delivery milestones set for each of these plants. For additional information on the impact of the Marguerite Transactions on our results of operations, see Notes 3.1.c, 10 and 19 our 2020 Audited Consolidated Annual Accounts. For additional information on the Marguerite Transactions, see “Material Contracts”.

In March 2021, we completed the Marguerite Buyback Transaction, pursuant to which we reacquired from Marguerite their 80% stake in the companies that own La Fernandina, Zafra and Miramundo. For additional information on this transaction and

its impact, see “—Recent Developments”, “Material Contracts—Marguerite Buyback Transaction” and “Pro Forma Financial Information”.

### **Key Factors Affecting Our Results of Operations**

Set forth below are certain key factors that have historically affected our results of operations, as well as certain key factors that we expect to increasingly affect our results of operations in the future as we continue to make progress in our transformation into a large-scale IPP in Europe and the Americas.

### **Size and Composition of Portfolio of Renewable Energy Plants in Operation or Under Construction**

One of the key drivers of our results of operations is the size and composition of our portfolio of renewable energy plants in operation or under construction. With respect to the composition of the portfolio, our results of operations are affected by changes in the mix between: (i) plants constructed under EPC contracts with non-Group entities and plants for own use, and (ii) plants in operation and plants under construction.

- Number of plants in our portfolio. Year-on-year changes in the size of our portfolio of renewable energy plants in operation or under construction have a significant impact on our results of operations. The contribution of new plants to our profit depends generally on whether such new plants are under construction or in operation, and whether they are being constructed under EPC contracts with non-Group entities or for own use.
- Break-down of plants constructed under EPC contracts with non-Group entities vs. plants for own use. Under IFRS-EU, revenue generated from the construction of plants for own use is eliminated in our consolidated financial statements as intra-group transactions. Conversely, when we construct plants under EPC contracts with non-Group entities, revenue is recognized upon the completion of the construction milestones agreed with our customers, or by applying the stage of completion method to the entire margin expected in the relevant project, provided that the following conditions are met at the reporting date: (i) there is a firm obligation on the part of the customer prior to commencement of the construction work; (ii) the total revenue to be received can be estimated with an acceptable level of confidence; and (iii) the costs to be incurred until the completion of the contract, as well as the stage of completion as of the reporting date, can be reliably estimated. The percentage of completion is calculated on the basis of the total estimated revenue to be derived from each contract and is determined considering the costs incurred up to the reporting date in relation to the total costs envisaged for the full performance of the project. Profits and losses resulting from the transactions with non-Group entities are recognized in the Group’s consolidated financial statements only to the extent of interests in the non-Group entities that are controlled by third parties. For additional information, see Notes 3.15 and 3.1.b. to our 2020 Audited Consolidated Annual Accounts. For information on the guarantees provided under our EPC contracts, see “—Off-Balance Sheet Arrangements—Guarantees in turnkey development and construction contracts”.
- Break-down of plants in operation vs. plants under construction. Project construction is capital intensive. Capital expenditure and other expenses include engineering, procurement and construction costs, equipment costs, consultant and professional fees, financing costs, permitting and licensing and legal costs. During the construction phase for a project held through an SPV which we intend to own and operate, we generally receive no cash flow from the project (other than cash received through debt financing) prior to the COD, when it begins selling the electricity that it produces. When we construct plants under EPC contracts with non-Group entities, we typically receive partial payments from our customers upon the completion of certain construction milestones.

### **Significant Upfront Investments in the Development Phase of New Projects**

The development phase of a project requires us to make significant upfront investments, including costs associated with project analysis and feasibility studies, payments for land rights, payments for interconnection and grid connectivity arrangements and government permits, in addition to the personnel-hours dedicated by our team of project developers and supporting engineers.

As part of our development initiatives, we have adopted strict criteria and internal procedures, which include a close review of development expenses. In particular, with respect to each development proposal, we evaluate existing resources (solar or wind), suitable land, existing electrical infrastructure for interconnection, electricity demand and growth, available creditworthy off-takers, market regulation, long-term investment environment, installed generation capacity, projected cash requirements (which reflect development costs and expected lead-time) and expected cash generation capacity. The goal of this analysis is to identify and pursue only highly-bankable projects and minimize the risk that any development investments made would need to be written off if the project is not successful. Not all of our development initiatives are successful. The write-downs recorded in “Changes in inventories of finished goods and work in progress” for the years ended December 31, 2020, 2019 and 2018, amounted to €2,711 thousand, €2,685 thousand and €911 thousand, respectively. For more information on the write-downs recorded in “Changes in inventories of finished goods and work in progress”, see Note 13 to our 2020 Audited Consolidated Annual Accounts and 2019 and 2018 Audited Consolidated Financial Statements. Our ability to identify bankable projects, engage creditworthy purchasers or off-takers timely and to negotiate favorable purchase price and payment terms affects our financial performance.

### ***Electricity Sale Price and Volume of Electricity Generated***

Energy sales have not played a significant role on our consolidated revenue in 2020, 2019 and 2018, respectively. However, we expect energy sales to significantly increase in the future, as we develop our project pipeline and our portfolio of plants becomes larger and more mature. Energy sales are a function of the average sale price per MWh sold and the volume of electricity generated. In addition, the profitability of the energy generation business in general is affected by the evolution of the sale price of electricity and, therefore, such evolution may affect the attractiveness of future renewable energy projects as well as the book value and market value of our existing assets.

The price of electricity is determined by a combination of factors, which include supply and demand in the wholesale energy market, the energy mix (in which renewable power is subject to lower variable costs), applicable regulatory tariffs and charges (such as the levy on coal-fired generation known as the “Green Cent” in Spain), the cost of fuel (such as natural gas and coal), weather factors (such as rainfall, wind levels and sunlight), the cost of CO<sub>2</sub> licenses (primarily in Europe) and the applicable tax regime. We seek to mitigate price volatility, by selling most of our electricity under long-term, hard currency-denominated (or hard currency-linked) PPAs or other types of remuneration arrangements. However, we sell a portion of our electricity in the wholesale market at wholesale and spot-market rates. As of the date of this Prospectus our energy production not covered by PPAs (or other types of remuneration arrangements) is estimated to represent up to 30% of our total annual energy production, except for Sol de los Andes and La Estrella in Chile, where merchant sales are expected to represent an estimated 38% of their production (once Sol de los Andes is in operation) and for a portion of the energy produced by Puglia in Italy which is not covered by the FiT and represents up to an estimated 15% of its total annual energy production. Set forth below are certain additional considerations related to each such type of sale.

- Electricity sold pursuant to PPAs or other types of remuneration arrangements. In line with our de-risking approach to project development, we seek to enter into long-term, hard currency-denominated (or hard currency-linked) PPAs or other types of remuneration arrangements that cover as much of a project’s energy production as reasonably possible. PPAs generally provide a long-term and relatively secure source of revenue, while transferring price risk in exchange for certain counterparty risk. There are PPAs or other types of remuneration arrangements in place for each of the plants in our portfolio, and the remuneration terms vary from region to region and, often, from project to project within a given region. In particular, the relevant remuneration arrangements include physical PPAs, synthetic PPAs and public remuneration plans (consisting of the PMGD plan in Chile and FiT remuneration in Italy, each as defined herein). For additional information on such remuneration arrangements, see “*Business—Portfolio—Portfolio Remuneration*”.

The level of prices under available remuneration arrangements is heavily influenced by evolving market conditions, market structure and the level of government incentives. Early growth in solar and wind capacity was driven primarily by markets with high feed-in tariffs and other government incentives designed to promote the construction of solar and wind capacity. As the markets have matured and technological advancements and volumes have reduced

construction costs, government incentives have been scaled back and projects are increasingly awarded privately or on the basis of auction mechanisms designed to result in lower purchase prices for the electricity produced. As a result of this trend, average purchase prices per MWh for awarded projects have declined steadily in recent years. Purchase prices are also affected by other factors, including the level of electricity supply in the relevant country relative to electricity demand, factors such as market structure and interconnection costs and the rate and basis for price indexation.

- “Merchant revenues” for electricity sold at wholesale and spot-market rates. We sell a portion of the electricity produced by our renewable energy plants in the wholesale market at wholesale and spot-market rates. Merchant revenues are primarily generated in the following situations: (i) our PPA (or other type of remuneration arrangement) for a plant covers only a portion of the expected output, allowing us to sell the remainder on the spot market; or (ii) for timing reasons, if the relevant PPA (or other type of remuneration arrangement) enters into force after the project’s COD, we may seek to sell at spot rates all energy generated until then. Further, we may need to purchase electricity on the wholesale market when we have entered into a PPA in connection with a renewable energy plant which is not yet in operation at the time such PPA enters into force (as it is currently the case for our 25 PPAs signed in connection with La Estrella and Sol de los Andes plants in Chile where the latter is expected to reach its COD by November 2021). In such case, we may need to purchase electricity on the wholesale market at a price which may be higher than the specified price in the relevant PPA in order to make the amount of energy which we have agreed to deliver under the relevant PPA available to the relevant off-taker.

Wholesale market rates can vary widely depending on the time of day, the price and volume of other generation sources available and other factors that affect supply and demand in the wholesale market.

The main factors affecting the volume of electricity we generate in a given period include the following:

- Generation capacity. Our total generation capacity depends on the size of our operating portfolio. We expect our power generation capacity to significantly increase in the future, as we develop our project pipeline. Higher generation capacity will typically lead to higher energy sales.
- Solar and wind resource variability. While the generation capacity of our renewable energy plants in operation is an important indicator of our potential electricity production, the actual electricity produced depends in large part on the availability of the solar or wind resources our plants are designed to harness. Although we plan our projects based on historical patterns of solar radiation and wind resources, the actual amount of sunlight or wind received at a particular site can vary (particularly in the case of wind) and resource predictions may fail to be met. Available sunlight and wind resources are also subject to seasonal and year-to-year variations. As to seasonality, our solar PV plants tend to produce less electricity during the shorter daylight hours in the winter. Variations in the level of sunlight or wind from one period to the next can have a significant impact on the amount of electricity produced by a particular plant. However, the fact that our plants are located in different geographical locations generally reduces the impact on the overall portfolio of low resource events affecting particular plants. There is also significant variability from year to year as a result, mainly, of large scale climate phenomena.
- Plant performance. The volume of electricity the Group produces is also affected by the performance of each renewable energy plant.

The performance ratio of a plant is generally defined as the ratio between the energy it generates during a given period and the maximum energy that it could have generated theoretically. Performance is principally affected by equipment downtime for scheduled or unscheduled maintenance, equipment failures, weather disruptions and similar events. Performance is also affected by the nature of the generating technology used. Solar PV plants generally require little equipment downtime for maintenance, and often can continue producing electricity while maintenance is performed. In contrast, maintenance performed on wind plants generally requires the turbines to be stopped to carry out the maintenance. To minimize equipment downtime, we seek to use reliable and proven equipment from

reputable suppliers with responsive service teams. We also take steps to plan maintenance during periods when we expect there to be a lower impact on production.

### ***Availability, Cost and Other Terms of Project Financing and Evolution of Interest Rates***

Our industry is capital intensive and the construction of a renewable energy plant requires us to make substantial investments. As a result, our business and growth strategy (including our ability to develop our project pipeline) is very sensitive to the availability, cost and other terms of project financing.

For constructing plants, we typically seek to obtain project financing that is secured by the assets and cash flows of the SPV carrying out the activities financed. Compared to corporate financing, such project financing has certain key advantages, including a clearly defined and limited risk profile. However, such project financing is not always available for particular projects and SPV holding companies and/or the Company may be required to provide certain guarantees. For a description of the terms of our project debt, see “—*Liquidity and Financial Resources—Indebtedness—Project debt*”.

Financing for a new project is generally contingent on securing one or more bankable PPAs (or another type of remuneration arrangement) for such project. The overall cost associated with the funding of our projects is a function mainly of both (i) the interest rate and the margin of a loan, and the transaction costs arising from the negotiation and structuring of the loan and any ancillary agreements, and (ii) how restrictive the underlying financial covenants are (in particular, the debt service coverage ratio). Our ability to negotiate covenants with lenders depends in part on our ability to develop bankable projects with a low risk profile and to secure profitable off-take arrangements.

Given our significant level of indebtedness, finance costs have a material impact on our results of operations. Finance costs are primarily a function of the level of outstanding debt and the applicable interest rates, which, in our case, are mainly tied to Euribor or LIBOR plus a spread (see Note 11.2 to the 2020 Audited Consolidated Annual Accounts and our 2020 Audited Consolidated Annual Accounts and “—*Liquidity and Financial Resources—Indebtedness*”). We seek to mitigate our exposure to interest risk fluctuations, by entering into interest rate hedging agreements (see Note 11.2 to the 2020 Audited Consolidated Annual Accounts). Our finance costs have increased significantly as our outstanding debt has grown. Finance costs amounted to €7,638 thousand, €3,636 thousand and €1,892 thousand in 2020, 2019 and 2018, respectively. These results mainly reflect the issuance of the Old Notes and the increase in project financing incurred to finance the construction of new renewable energy plants. Our total net financial debt<sup>(APM)</sup> grew from €14,244 thousand at the end of 2018 to €75,337 thousand at the end of 2019 and €107,730 thousand at the end of 2020.

### ***Exchange Rate Variations***

The functional currency of the Group is the euro. Our international expansion and our increasing volume of business outside Spain expose us to changes in various currency exchange rates. In particular, we generate revenue and/or incur expenses in currencies other than the euro, mainly the U.S. dollar, the Chilean peso, the Mexican peso and the pound sterling, so that fluctuations in foreign currencies relative to the euro impact our results of operations. For foreign exchange rate sensitivity information, see Note 12.1 to the 2020 Audited Consolidated Annual Accounts.

In addition, our project pipeline includes significant projects in the United States, Chile, Mexico and the United Kingdom, which would increase our exposure to fluctuations in their respective currencies. Moreover, the tentative remuneration terms for certain pipeline projects in Poland provide for payments in Złoty.

We are also exposed to foreign exchange translation risk with respect to certain of our subsidiaries that keep their accounts in currencies other than the euro (our reporting currency). The contribution of these subsidiaries to our financial statements is affected by the exchange rate between their reporting currency and the euro.

### ***Government, Regulatory and Tax Environment***

Although the electricity sector is liberalized in most jurisdictions where we operate or have pipeline projects, governments tend to intervene actively in the energy markets to, among other things, provide stability to the price of electricity and to ensure the security of supply, by regulating the wholesale electricity market, the cost of access to the grid and imposing availability

obligations on operators. Final energy price caps and floors are common in certain geographies where we operate or have pipeline projects, including Spain (albeit in respect of vulnerable retail consumers only). These collars provide certainty and stability in regulated energy prices, but they are subject to periodic reviews that may lead to unanticipated and sometimes adverse changes.

Government intervention may also seek to influence the energy mix in a country by reconfiguring the costs and incentives associated with energy generation. In 2018, the Spanish government introduced a levy on coal-fired generation known as the “Green Cent” along with other sectorial taxes focused primarily on hydro and non-renewable energy generation, including combined cycle gas turbine power plants, nuclear energy and coal. In certain jurisdictions where we operate or have pipeline projects, including Spain, feed-in-tariff mechanisms and auction-based PPAs are established in order to promote renewable energies, and these are available for electricity generators provided certain conditions are met. At a supranational level, the EU has introduced regulations around CO<sub>2</sub> market prices with a higher variable cost applicable to thermal plants, which are required to purchase CO<sub>2</sub> certificates to compensate for emissions released from burning fossil fuels, as well as regulations to promote renewable energies and to harmonize the EU Member States domestic law to ensure the development of a common electricity market. As a result of the above, we are exposed to changes in government policies in support of renewable energies. See “*Risk factors—Legal and Regulatory Risks—Unfavorable changes in regulations or government policies in support of renewable energies could significantly affect our business*”.

We are also exposed to regulatory changes. Our operations are subject to a wide range of laws and regulations and compliance therewith requires us to incur significant costs. The regulatory framework in which we operate governs, among other matters, land use, development and zoning plans, tariffs, health, safety and environmental protection, power market, grid operation, air pollution emissions, wastewater discharges, solid and hazardous waste management, and the use, composition, handling, distribution and transportation of hazardous materials. Many of these laws and regulations are becoming increasingly stringent (and may apply a strict liability regime), and the cost of compliance with these requirements can be expected to increase over time. The requirements to be met continue to develop and change. In particular, environmental regulation has changed rapidly in recent years, and it is possible that we will be subject to even more stringent environmental standards in the future, particularly with respect to environmental reports and requirements to participate in auctions. In addition, we incur costs to comply with permits, licenses and conditions necessary for our operations, including permission to use water for the cleaning of solar panels and regulations of environmental issues such as the safeguard of natural conditions and wildlife. A failure to comply with any of these laws, regulations or permits could result in administrative, civil and criminal penalties and, in certain circumstances, the temporary or permanent curtailment or shutdown of part or all of our operations. We are also exposed to potential broader regulatory changes to the electricity market, such as more stringent requirements for the operation of power plants or higher electricity tolls and transmission tolls, which could have a material impact on our operations and our profitability. See also “*Regulation*” and “*Risk factors—Legal and Regulatory Risks—We do business in a highly regulated environment and need to obtain permits, licenses and authorizations to carry out our activities*”.

Moreover, we operate under several tax regimes with varying tax legislation. See “*Risk factors—Legal and Regulatory Risks—We may be subject to tax risks*”.

### **Changes in macroeconomic conditions**

Global economic conditions have a significant impact on some of the key factors affecting our results, such as the sale price of electricity, foreign exchange rates and interest rates. Furthermore, economic conditions can lead to a decrease in procurement of renewable energy by public and private sector companies. In addition, our off-takers, contractors, suppliers and other counterparties may experience financial difficulties.

Currently, the world economy is facing several exceptional challenges which include the COVID-19 pandemic, the resurgence of protectionism (which may particularly affect emerging economies, to which we are exposed), and Brexit (which, in addition to its impact on the global and regional economy, may directly affect our business as a result of our project pipeline in the United Kingdom, which includes projects at various stages of development with a total potential gross installed capacity of c.419 MW).

If our contractors or our suppliers do not satisfy their obligations, do not perform work or do not supply us with components or equipment that meets our quality standards, encounter financial difficulties, fail to comply with applicable laws and regulations or increase their costs or pass on costs to us associated with their production or distribution chains (for example, freight costs), we could experience significant delays and cost overruns, achieve lower technical availability ratios and/or performance levels, be faced with events of default under certain covenants or cross-default clauses and suffer reputational damage, in addition to being exposed to potential criminal sanctions and significant liabilities for which we may not have sufficient insurance coverage.

The COVID-19 pandemic has exacerbated, and is likely to continue to exacerbate, several of the risk we face, including but not limited to risks associated with our ability to obtain adequate financing for our projects, the credit quality of our counterparties (such as off-takers, contractors and suppliers) and the deterioration of economic conditions or changes in the institutional environment. We believe that the significant global economic uncertainty could have an adverse impact on investment decisions in the short, medium and long term. Notwithstanding the foregoing, our business is considered as an “essential activity” in all the markets where we operate. The COVID-19 pandemic has not affected our revenues and we have not needed to recognize any provisions in 2020 as a result of it. For additional information, see Note 2.5 to our 2020 Audited Consolidated Annual Accounts and Note 22 to our 2019 and 2018 Audited Consolidated Financial Statements.

### ***Critical Accounting Policies and Estimates***

The Consolidated Financial Statements were prepared by our directors in accordance with IFRS-EU. In preparing the Consolidated Financial Statements, we made certain estimates in order to quantify certain of the assets, liabilities, income, expenses and commitments reported therein. These estimates relate mainly to the following:

- the useful life of property, plant and equipment and intangible assets (see Notes 6 and 7 to the 2020 Audited Consolidated Annual Accounts and the 2019 and 2018 Audited Consolidated Financial Statements);
- the assessment of possible impairment losses on certain assets (see Notes 6, 7, 9 and 10 to the 2020 Audited Consolidated Annual Accounts and the 2019 and 2018 Audited Consolidated Financial Statements);
- the net realizable value of inventories (see Note 13 to the 2020 Audited Consolidated Annual Accounts and the 2019 and 2018 Audited Consolidated Financial Statements);
- the fair value of certain financial instruments (see Note 11 to the 2020 Audited Consolidated Annual Accounts and the 2019 and 2018 Audited Consolidated Financial Statements);
- the recoverability of deferred tax assets (see Notes 3.11 and 17 to the 2020 Audited Consolidated Annual Accounts, and Notes 3.11 and 17 to the 2019 and 2018 Audited Consolidated Financial Statements);
- the calculation of provisions (see Note 15 to the 2020 Audited Consolidated Annual Accounts); and
- the estimated revenue from turnkey contracts associated with the supply, assembly, development, construction and start-up of renewable energy plants, and with the sale of electricity and related expenses, actually earned in the relevant reporting period (see Notes 5, 18.1 and 19.1 to the 2020 Audited Consolidated Annual Accounts, and Notes 5, 17.1 and 18.1 to the 2019 and 2018 Audited Consolidated Financial Statements).

Although these estimates were made on the basis of the best information available at the respective reporting dates, events that take place in the future might make it necessary to revise these estimates (upwards or downwards) in coming years and thereby affect our future financial condition and results of operations. Changes in accounting estimates would be applied prospectively.

Note 3 to our 2020 Audited Consolidated Annual Accounts and our 2019 and 2018 Audited Consolidated Financial Statements contains a summary of our significant accounting policies. We consider such accounting policies to be particularly important due to their effect on the financial reporting of our financial condition and results of operations and because they require management to make difficult, complex or subjective judgments and estimates, some of which may relate to matters that are inherently uncertain and could result in materially different amounts being reported if the assumptions used or underlying

circumstances were to change. The nature of our critical accounting policies, the judgments and other uncertainties affecting application of those policies and the sensitivity of reported results to changes in conditions and assumptions are factors to be considered when reviewing our Consolidated Financial Statements and the discussion below.

### **Description of Key Items of the Consolidated Statement of Profit or Loss**

The following is a brief description of the key items of our consolidated statement of profit or loss.

#### **Revenue**

We have historically had four sources of revenue:

- Sale of renewable energy plants. Revenue from the sale of renewable energy plants is recognized when the control of the assets or services attached to the relevant performance obligation is transferred to the buyer. Revenue from the sale of a renewable energy plant whose fixed assets are classified as “Inventories” is recognized under “Revenue” in the consolidated statement of profit or loss as the aggregate of the price of the interest in the plant and the net debt relating to such plant (total debt less current assets) when the control of the assets or services attached to the performance obligation is transferred to the buyer. At the same time, the inventories are reduced with a charge to “Changes in inventories of finished goods and work in progress” in the consolidated statement of profit or loss. The difference between the two amounts is the operating profit or loss obtained on the sale.
- EPC services for non-Group entities. Under the related EPC contracts, we are responsible for the design and overall management of renewable energy plants, including their engineering, procurement and construction. Revenue is recognized upon the completion of the development and construction milestones agreed with our customer, or by applying the stage of completion method to the entire margin expected in the project, provided that certain conditions are met at the reporting date.
- Energy sales. This consists of revenue from electricity production and subsequent delivery to our customers. As stated above, most of our electricity is sold under long-term, hard-currency denominated PPAs (or other types of remuneration arrangements), although we sell a portion of the electricity produced by our renewable energy plants in the wholesale market at wholesale and spot-market rates.
- O&M and asset management services for non-Group entities. Revenue from rendering these services is recognized by reference to the stage of completion of the transaction at the end of the reporting period, provided the outcome of the transaction can be estimated reliably.

See Note 3.15 to the 2020 Audited Consolidated Annual Accounts for further details regarding revenue recognition.

#### **Changes in inventories of finished goods and work in progress**

Changes in inventories of finished goods and work in progress records the variations between stocks of finished products and development cost of our renewable energy plants under construction at the end of the prior period and the end of the current period. Moreover, this caption records the derecognition of the inventory cost of the renewable energy plants sold to third parties during the year.

#### **Raw materials and consumables used**

Raw materials and other consumables used consists mainly of construction expenses (which relate essentially to work performed by other companies) and purchases of materials and equipment to be installed in our renewable energy plants.

#### **Employee benefits expense**

Our employee expenses are primarily a function of the number of our employees and their salary levels. Employee benefits expense consist of expenses derived from wages, salaries and similar expenses, termination benefits and employee benefit costs of management and other employees.



**Other operating expenses**

Other operating expenses consist mainly of expenses related to independent professional services, leases and charges, repair and maintenance costs, transport, insurance premiums, bank charges and costs of guarantees, advertising, publicity and public relations.

**Depreciation and amortization expenses**

Depreciation and amortization expenses consist mainly of depreciation expenses related to assets recorded as "Property, plant and equipment" and are calculated pursuant to the straight-line method over their respective useful lives. We depreciate our renewable energy plants, except where such plants are recorded as "Inventories", over 25 to 30 years. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimates accounted for on a prospective basis.

**Finance income**

Our finance income consists mainly of financial income derived from loans to associates as well as to third parties.

**Finance costs**

Our finance costs consist of interest expense on project finance, bank borrowings from credit institutions, debt instruments and other marketable securities (such as the Old Notes and, going forward, the 2021 Notes) and lease liabilities. Our finance costs in the periods covered by the Consolidated Financial Statements primarily reflect the cost of project debt incurred to construct our plants and our Old Notes.

**Other gains and losses**

Other gains and losses consist mainly on the ineffective portion of hedges recognized in profit or loss. See Note 3.8 to the 2020 Audited Consolidated Annual Accounts for additional information regarding our hedge accounting.

**Exchange differences**

Exchange differences represent differences in exchange rates during the period between the date a transaction denominated in a foreign currency is consummated and the date on which it is either settled or translated, as recognized in our consolidated statement of profit or loss.

**Impairment and gains or losses on disposals of financial instruments**

Impairment and gain or losses on disposals of financial instruments mainly reflects gains or losses related to the sale of assets and impairments in the value of intangible assets, materials and non-current assets in projects.

**Share of profit (loss) of companies accounted for using the equity method**

Share of profit (loss) of companies accounted for using the equity method mainly reflects the effect in our consolidated statement of profit or loss relating to companies consolidated by means of equity accounting. In the periods covered by the Consolidated Financial Statements, this relates to, since early 2019, our 20% stake in the companies that own La Fernandina, Miramundo and Zafra and, since mid-2020, our 20% stake in the company that owns Andalucía and Aguascalientes. Upon the completion of the Marguerite Buyback Transaction in March 2021, we acquired the remaining 80% stakes in the companies that own La Fernandina, Miramundo and Zafra from Marguerite. Accordingly, we fully consolidate the results of such companies since such date.

**Income tax**

Income tax consists of current income taxes, changes in deferred tax assets and deferred tax liabilities calculated on profit (loss) before tax, which is affected by temporary and/or permanent tax changes implemented by applicable laws. For additional information, see Notes 3.11 and 17 to the 2020 Audited Consolidated Annual Accounts.

## Operating Segment Reporting

We have three segments: (i) EPC & Development, which includes, among others, activities related to the identification of feasible projects from a financial and technical perspective, the management of environmental impact analysis, the obtaining of licenses and permits to build and operate, engineering and construction work on plants, and the sale of entities that own renewable energy plants; (ii) Energy Sales and Services, which includes the sale of electricity under PPAs or other types of remuneration arrangements and merchant sales, as well as any O&M and asset management services provided to plants once they are in operation; and (iii) Central services/Structure (or Corporate), which includes any income or expenses attributable to assets under general use that are not allocated to segments.

Historically, our EPC & Development segment has been our most significant operating segment. However, we expect our Energy Sales and Services segment to increase its proportional contribution to our operating results as we develop our project pipeline and our portfolio of plants becomes larger and more mature, and this leads to increased energy sales.

Transactions in which companies within our Group perform development and construction work (through our EPC & Development segment) or deliver O&M or asset management services (through our Energy Sales and Services segment) to plants that we control are considered internal to the Group. As a result, under IFRS-EU, the revenue and margins from such transactions are eliminated upon consolidation. Because the effects of intra-group transactions are thus eliminated, our consolidated statement of profit or loss reflects only transactions with third parties outside our consolidated group and may not fully reflect the underlying activity and financial performance of our business. We believe that the underlying activity level, financial performance and value creation of our segments are more accurately reflected by reporting their results including intra-group transactions, before eliminations upon consolidation.

The tables below set forth information relating to the profit for each of our operating segments for the years ended December 31, 2020, 2019 and 2018 including intra-group transactions and the related segment reconciliation. For additional information, see Note 5 to our 2020 Audited Consolidated Annual Accounts, the consolidated management report accompanying the 2020 Audited Consolidated Annual Accounts and our 2019 and 2018 Audited Consolidated Financial Statements.

	For the year ended December 31, 2020				Total
	EPC & Development	Energy Sales and Services	Corporate	Consolidation adjustments	
	(in thousands of euros)				
Revenue.....	221,476	16,138	-	(98,567)	139,047
From third parties.....	126,522	12,525	-	-	139,047
From group companies.....	94,954	3,613	-	(98,567)	-
Direct cost <sup>(APM)</sup> .....	(196,060)	(7,565)	-	91,179	(112,446)
<b>Gross Profit<sup>(APM)</sup>.....</b>	<b>25,416</b>	<b>8,573</b>	<b>-</b>	<b>(7,388)</b>	<b>26,601</b>
G&As <sup>(APM)</sup> .....	(5,964)	(3,279)	(14,581)	1,592	(22,232)
Bonus provisioned for a liquidity event <sup>(1)</sup>	-	-	7,612	-	7,612
<b>EBITDA<sup>(APM)</sup>.....</b>	<b>19,452</b>	<b>5,294</b>	<b>(6,979)</b>	<b>(5,796)</b>	<b>11,981</b>
Depreciations & others.....	993	(1,881)	522	(175)	(541)
<b>EBIT<sup>(APM)</sup>.....</b>	<b>20,445</b>	<b>3,413</b>	<b>(6,457)</b>	<b>(5,971)</b>	<b>11,440</b>

(1) This bonus is excluded from the calculation of EBIT and EBITDA (see Note 5 to our 2020 Audited Consolidated Annual Accounts).

	For the year ended December 31, 2020				Total
	EPC & Development	Energy sales and services	Corporate	Consolidation adjustments	
	(in thousands of euros)				
Revenue.....	221,476	16,138	-	(98,567)	139,047
From third parties.....	126,522	12,525	-	-	139,047
From group companies.....	94,954	3,613	-	(98,567)	-

For the year ended December 31, 2020

	EPC & Development	Energy sales and services	Corporate	Consolidation adjustments	Total
(in thousands of euros)					
Changes in inventories of finished goods .....	(72,371)	(1,577)	-	89,401	15,453
Raw materials and consumables used ..	(123,688)	(5,988)	-	1,777	(127,899)
Other operating income .....	1,077	659	490	(1,567)	659
Employee benefits expense .....	(2,337)	(1,449)	(12,147)	-	(15,933)
Other operating expenses .....	(4,704)	(2,489)	(2,925)	3,160	(6,958)
Depreciation and amortization expenses .....	(344)	(1,482)	(427)	151	(2,102)
Impairment losses .....	(411)	(399)	(788)	1,508	(90)
Excessive provisions .....	96	-	1,738	(1,834)	-
Other income and expenses .....	1,651	-	-	-	1,651
<b>EBIT<sup>(APM)</sup></b> .....	<b>20,445</b>	<b>3,413</b>	<b>(14,059)</b>	<b>(5,971)</b>	<b>3,828</b>

For the year ended December 31, 2019

	EPC & Development	Energy sales and services	Corporate	Consolidation adjustments	Total
(in thousands of euros)					
Revenue .....	241,722	8,091	-	(116,894)	132,919
From third parties .....	127,639	5,280	-	-	132,919
From group companies .....	114,083	2,811	-	(116,894)	-
Direct cost <sup>(APM)</sup> .....	(198,628)	(1,593)	-	93,994	(106,227)
<b>Gross Profit<sup>(APM)</sup></b> .....	<b>43,094</b>	<b>6,498</b>	<b>-</b>	<b>(22,900)</b>	<b>26,692</b>
G&As <sup>(APM)</sup> .....	(12,139)	(1,141)	(2,065)	4,179	(11,166)
<b>EBITDA<sup>(APM)</sup></b> .....	<b>30,955</b>	<b>5,357</b>	<b>(2,065)</b>	<b>(18,721)</b>	<b>15,526</b>
Depreciations & others .....	1,694	(1,460)	(679)	150	(295)
<b>EBIT<sup>(APM)</sup></b> .....	<b>32,649</b>	<b>3,897</b>	<b>(2,744)</b>	<b>(18,571)</b>	<b>15,231</b>

For the year ended December 31, 2019

	EPC & Development	Energy sales and services	Corporate	Consolidation adjustments	Total
(in thousands of euros)					
Revenue .....	241,722	8,091	-	(116,894)	132,919
From third parties .....	127,639	5,280	-	-	132,919
From group companies .....	114,083	2,811	-	(116,894)	-
Changes in inventories of finished goods .....	(17,148)	8	-	83,691	66,551
Raw materials and consumables used ..	(181,481)	(1,600)	-	10,303	(172,778)
Other operating income .....	90	184	171	-	445
Employee benefits expense .....	(4,272)	(548)	(918)	-	(5,738)
Other operating expenses .....	(7,957)	(778)	(1,317)	4,179	(5,873)
Depreciation and amortization expenses .....	(53)	(1,460)	(682)	151	(2,044)
Impairment losses .....	1,328	-	-	-	1,328
Other income and expenses .....	420	-	2	(1)	421
<b>EBIT<sup>(APM)</sup></b> .....	<b>32,649</b>	<b>3,897</b>	<b>(2,744)</b>	<b>(18,571)</b>	<b>15,231</b>

	For the year ended December 31, 2018				
	EPC & Development	Energy sales and services	Corporate	Consolidation adjustments	Total
	(in thousands of euros)				
Revenue.....	2,673	7,572	-	(2,738)	7,505
From third parties.....	1,491	6,007	-	-	7,498
From group companies.....	1,182	1,563	-	(2,738)	8
Direct cost <sup>(APM)</sup> .....	310	(2,534)	-	2,111	(113)
<b>Gross Profit<sup>(APM)</sup>.....</b>	<b>2,983</b>	<b>5,036</b>	<b>-</b>	<b>(627)</b>	<b>7,392</b>
G&As <sup>(APM)</sup> .....	(6,209)	(869)	(1,991)	2,215	(6,855)
<b>EBITDA<sup>(APM)</sup>.....</b>	<b>(3,226)</b>	<b>4,167</b>	<b>(1,991)</b>	<b>1,588</b>	<b>537</b>
Depreciations & others.....	98	(1,038)	(563)	16	(1,486)
<b>EBIT<sup>(APM)</sup>.....</b>	<b>(3,128)</b>	<b>3,129</b>	<b>(2,554)</b>	<b>1,604</b>	<b>(949)</b>

	For the year ended December 31, 2018				
	EPC & Development	Energy sales and services	Corporate	Consolidation adjustments	Total
	(in thousands of euros)				
Revenue.....	2,673	7,570	-	(2,738)	7,505
From third parties.....	1,491	6,007	-	-	7,498
From group companies.....	1,182	1,563	-	(2,738)	8
Changes in inventories of finished goods.....	51,352	31	-	310	51,693
Raw materials and consumables used ..	(51,041)	(2,565)	-	1,800	(51,806)
Other operating income.....	80	408	51	(119)	420
Employee benefits expense.....	(2,709)	(415)	(772)	(133)	(4,029)
Other operating expenses.....	(3,580)	(862)	(1,271)	2,467	(3,246)
Depreciation and amortization expenses.....	(29)	(1,456)	(582)	171	(1,896)
Impairment losses.....	127	280	-	11	418
Other income and expenses.....	(1)	138	20	(165)	(8)
<b>EBIT<sup>(APM)</sup>.....</b>	<b>(3,128)</b>	<b>3,129</b>	<b>(2,554)</b>	<b>1,604</b>	<b>(949)</b>

For information on the geographic distribution of our revenues, see Note 5 to our 2020 Audited Consolidated Annual Accounts and our 2019 and 2018 Audited Consolidated Financial Statements.

## Results of Operations

### **Year ended December 31, 2020 compared with the year ended December 31, 2019**

The comparability of our consolidated results of operations for the periods discussed below has been significantly affected by changes in the size and composition of our portfolio of operating assets and assets under construction and, in particular, the Riverstone Transaction in 2020 and the Marguerite Transactions in 2019. For additional information, see “—Key Factors Affecting the Comparability of Our Financial Condition and Results of Operations—Changes in our Portfolio of Renewable Energy Plants in Operation or under Construction”.

The following table sets forth our consolidated results of operations for the years ended December 31, 2020 and 2019.

	For the year ended December 31,		2020/2019
	2020	2019	% change
	(in thousands of euros, except percentages)		
Revenue.....	139,047	132,919	4.6%
Changes in inventories of finished goods and work in progress.....	15,453	66,551	(76.8)%
Raw materials and consumables used.....	(127,899)	(172,778)	(26.0)%
Other operating income.....	659	445	48.1%
Employee benefits expense.....	(15,933)	(5,738)	177.7%
Other operating expenses.....	(6,958)	(5,873)	18.5%
Depreciation and amortization expenses.....	(2,102)	(2,044)	2.8%
Impairment losses.....	(90)	(26)	246.2%
Gains or losses on the loss of control of consolidated equity interests.....	-	1,354	n.m.
Other income and expenses.....	1,651	421	292.2%
<b>PROFIT (LOSS) FROM OPERATIONS</b> .....	<b>3,828</b>	<b>15,231</b>	(74.9)%
Finance income.....	1,362	249	447.0%
Finance costs.....	(7,638)	(3,636)	110.0%
Other gains and losses.....	351	-	n.m.
Exchange differences.....	(522)	1,382	n.m.
Impairment and gains or (losses) on disposals of financial instruments.....	15	-	n.m.
<b>FINANCIAL PROFIT (LOSS)</b> .....	<b>(6,432)</b>	<b>(2,005)</b>	220.8%
Share of profit (loss) of companies accounted for using the equity method ....	29	1,487	(98.0)%
<b>PROFIT (LOSS) BEFORE TAX</b> .....	<b>(2,575)</b>	<b>14,713</b>	n.m.
Income tax.....	3,054	(256)	n.m.
<b>CONSOLIDATED PROFIT (LOSS) FOR THE YEAR</b> .....	<b>479</b>	<b>14,457</b>	(96.7)%

Revenue. Revenue increased to €139,047 thousand in the year ended December 31, 2020 from €132,919 thousand in the year ended December 31, 2019. Revenue in 2020 was mainly attributable to the sale to Riverstone of 80% stakes in Andalucía and Aguascalientes and, to a lesser extent, the sale of certain development projects in Spain and the United States and the sale of energy in Spain and Italy.

Changes in inventories of finished goods and work in progress. Changes in inventories of finished goods and work in progress decreased 76.8% to €15,453 thousand in the year ended December 31, 2020 from €66,551 thousand in the year ended December 31, 2019. This decrease was mainly attributable to the completion of the Riverstone Transaction.

Raw materials and consumables used. Raw materials and consumables used decreased 26.0% to €127,899 thousand in the year ended December 31, 2020 from €172,778 thousand in the year ended December 31, 2019. This decrease was mainly attributable to the decreased construction activity during 2020 and the fact that certain raw materials and consumables put to use in 2020 were acquired in 2019.

Employee benefits expense. Employee benefits expense increased 177.7% to €15,933 thousand in the year ended December 31, 2020 from €5,738 thousand in the year ended December 31, 2019. This increase was mainly attributable to the bonus provisioned for a liquidity event (that is, the Offering) which amounted to €7,612 thousand and, to a lesser extent, the increase in the average number of employees from 70 in 2019 to 88 in 2020 and the increase in remuneration of managers which increased to €1,117 thousand in the year ended December 31, 2020 from €771 thousand in the year ended December 31, 2019.

Other operating expenses. Other operating expenses increased 18.5% to €6,958 thousand in the year ended December 31, 2020 from €5,873 thousand in the year ended December 31, 2019. This increase was mainly attributable to the increase in independent professional services.

Depreciation and amortization expenses. Depreciation and amortization expenses increased 2.8% to €2,102 thousand in the year ended December 31, 2020 from €2,044 thousand in the year ended December 31, 2019. This increase was mainly due to amortization of new office facilities and software.

Gains or losses on the loss of control of consolidated equity interests. Gains or losses on the loss of control of consolidated equity interests was nil in the year ended December 31, 2020 compared to a gain of 1,354 thousand in the year ended December 31, 2019. This decrease was attributable to the Marguerite Transactions, which had a positive impact in 2019.

Finance costs. Finance costs increased 110.0% to €7,638 thousand in the year ended December 31, 2020 from €3,636 thousand in the year ended December 31, 2019. This increase was mainly attributable to the interest due under the 2019 Notes (which were issued in December 2019) and the 2020 Notes (which were issued in February 2020) and, to a lesser extent, finance costs under project debt obtained during 2019 and 2020. The interest due under the 2019 Notes and the 2020 Notes for the year ended December 31, 2020 amounted in aggregate to €4,706 thousand (€131 thousand of which were registered as “Current payables - Debt instruments and other marketable securities”). See “—Liquidity and Financial Resources—Indebtedness—Project debt”. The year-on-year increase in finance costs was partially offset by the deconsolidation of the project debt relating to Andalucía and Aguascalientes following the completion of the Riverstone Transaction.

Share of profit (loss) of companies accounted for using the equity method. Share of profit (loss) of companies accounted for using the equity method amounted to €29 thousand in the year ended December 31, 2020, compared to €1,487 thousand in the year ended December 31, 2019. The profit obtained for the year ended December 31, 2019 corresponds mainly to the change in value of the energy price hedging derivatives contracted by the three SPVs that hold La Fernandina, Miramundo and Zafra solar PV plants, which were accounted for using the equity method during the year ended December 31, 2020 (we required the relevant SPVs from Marguerite in the Marguerite Buyback Transaction). These energy price hedging derivatives have been subject to analysis and as a result of their effectiveness their value has been recorded as equity rather than in the consolidated statement of profit or loss.

#### **Year ended December 31, 2019 compared with the year ended December 31, 2018**

The comparability of our consolidated results of operations for the periods discussed below has been significantly affected by changes in the size and composition of our portfolio of operating assets and assets under construction and, in particular, the Marguerite Transactions in 2019. For additional information, see “—Key Factors Affecting the Comparability of Our Financial Condition and Results of Operations—Changes in our Portfolio of Renewable Energy Plants in Operation or under Construction”.

The following table sets forth our consolidated results of operations for the years ended December 31, 2019 and 2018.

	For the year ended		2019/2018 % change
	December 31, 2019	December 31, 2018	
	(in thousands of euros, except percentages)		
Revenue.....	132,919	7,505	n.m.
Changes in inventories of finished goods and work in progress.....	66,551	51,693	28.7%
Raw materials and consumables used.....	(172,778)	(51,806)	233.5%
Other operating income.....	445	420	6.0%
Employee benefits expense.....	(5,738)	(4,029)	42.4%
Other operating expenses.....	(5,873)	(3,246)	80.9%
Depreciation and amortization expenses.....	(2,044)	(1,896)	7.8%
Excessive provisions.....	-	136	n.m.

	For the year ended		2019/2018 % change
	December 31,		
	2019	2018	
	(in thousands of euros, except percentages)		
Impairment losses .....	(26)	(8)	225.0%
Gains or losses on the loss of control of consolidated equity interests .....	1,354	-	n.m.
Other income and expenses .....	421	282	49.3%
<b>PROFIT (LOSS) FROM OPERATIONS .....</b>	<b>15,231</b>	<b>(949)</b>	n.m.
Finance income .....	249	632	(60.6)%
Finance costs .....	(3,636)	(1,892)	92.2%
Exchange differences .....	1,382	974	41.9%
<b>FINANCIAL PROFIT (LOSS) .....</b>	<b>(2,005)</b>	<b>(286)</b>	601.0%
Share of profit (loss) of companies accounted for using the equity method ....	1,487	-	n.m.
<b>PROFIT (LOSS) BEFORE TAX .....</b>	<b>14,713</b>	<b>(1,235)</b>	n.m.
Income tax .....	(256)	819	n.m.
<b>CONSOLIDATED PROFIT (LOSS) FOR THE YEAR .....</b>	<b>14,457</b>	<b>(416)</b>	n.m.

Revenue. Revenue increased to €132,919 thousand in the year ended December 31, 2019 from €7,505 thousand in the year ended December 31, 2018. Revenue in 2019 was mainly attributable to our EPC & Development segment and related mainly to revenue recorded under the turnkey agreements for the provision of supply, assembly, development, construction and start-up services in connection with La Fernandina, Miramundo and Zafra (following our deconsolidation of such plants, upon completion of the Marguerite Transactions). Revenue was recognized upon completion of the delivery milestones set forth for each of these projects in the relevant agreements and recorded under "Revenue". The remainder of our revenue was generated primarily from the sale of an 80% interest in such plants.

Changes in inventories of finished goods and work in progress. Changes in inventories of finished goods and work in progress increased 28.7% to €66,551 thousand in the year ended December 31, 2019 from €51,693 thousand in the year ended December 31, 2018. This increase was mainly attributable to work performed in connection with Aguascalientes and Andalucía in Mexico and, to a lesser extent, El Muelle, Los Belos and Montesol in Spain, and was partially offset by the derecognition of inventories related to La Fernandina, Miramundo and Zafra, following the completion of the Marguerite Transactions.

Raw materials and consumables used. Raw materials and consumables used increased 233.5% to €172,778 thousand in the year ended December 31, 2019 from €51,806 thousand in the year ended December 31, 2018. This increase was mainly attributable to the significant increase in construction-related activity.

Employee benefits expense. Employee benefits expense increased 42.4% to €5,738 thousand in the year ended December 31, 2019 from €4,029 thousand in the year ended December 31, 2018. This increase was mainly attributable to the increase in the average number of employees from 57 in 2018 to 70 in 2019.

Other operating expenses. Other operating expenses increased 80.9% to €5,873 thousand in the year ended December 31, 2019 from €3,246 thousand in the year ended December 31, 2018. This increase was mainly attributable to the increase in independent professional services.

Depreciation and amortization expenses. Depreciation and amortization expenses increased 7.8% to €2,044 thousand in the year ended December 31, 2019 from €1,896 thousand in the year ended December 31, 2018. This increase was attributable

to our larger installed base of property, plant and equipment. In particular, €101 thousand correspond to depreciation of our new office installations and €44 thousand to an increase in right-of-use assets.

Gains or losses on the loss of control of consolidated equity interests. Gains or losses on the loss of control of consolidated equity interests was a gain of €1,354 thousand in the year ended December 31, 2019 compared to no loss or gain in the year ended December 31, 2018. The gain in 2019 arose from our measurement of our investment in La Fernandina, Zafra and Miramundo at fair value, following our deconsolidation of such assets upon the completion of the Marguerite Transactions.

Finance costs. Finance costs increased 92.2% to €3,636 thousand in the year ended December 31, 2019 from €1,892 thousand in the year ended December 31, 2018. This increase was mainly attributable to the interest due under the 2018 Notes (which were issued in December 2018) and the 2019 Notes (which were issued in December 2019) and, to a lesser extent, finance costs under the various project finance agreements entered into with credit institutions in connection with solar PV plants in 2019, mainly in Spain and Mexico. The interest due under the 2018 Notes and the 2019 Notes for the year ended December 31, 2019 was recorded under debt instruments and other marketable securities and amounted in aggregate to €1,159 thousand. The year-on-year increase in finance costs was partially offset by the deconsolidation of the project debt relating to La Fernandina, Miramundo and Zafra following the completion of the Marguerite Transactions.

Share of profit (loss) of companies accounted for using the equity method. Share of profit (loss) of companies accounted for using the equity method amounted to €1,487 thousand in the year ended December 31, 2019, compared to nil in the year ended December 31, 2018. This gain was mainly due to sale to Marguerite in 2019 of a 80% stake in three SPVs holding La Fernandina, Miramundo and Zafra, and their consequent deconsolidation. Each of these SPVs was fully consolidated in 2018.

## Historical Cash Flows

The following table sets forth our cash flow information for the periods indicated.

	For the year ended December 31,		
	2020	2019	2018
	(in thousands of euros)		
<b>CASH FLOWS FROM OPERATING ACTIVITIES (I)</b> .....	<b>(29,451)</b>	<b>(43,944)</b>	<b>(59,492)</b>
<b>PROFIT (LOSS) BEFORE TAX</b> .....	<b>(2,575)</b>	<b>14,713</b>	<b>(1,235)</b>
<b>Adjustments for:</b> .....	<b>17,737</b>	<b>4,538</b>	<b>2,777</b>
- Depreciation and amortization charge .....	2,102	2,044	1,896
- Impairment losses .....	2,695	2,696	594
- (Gains) Losses on derecognition and disposal of non-current assets .....	90	26	(8)
- Changes in provisions .....	7,927	48	(110)
- Finance income .....	(1,362)	(249)	(632)
- Finance costs .....	7,638	3,636	1,892
- Other gains and losses .....	(351)	-	-
- Exchange differences .....	5,297	(1,002)	(974)
- Other income and expense .....	-	180	119
- Changes in the scope of consolidation .....	(6,255)	(1,354)	-
- Impairment and gains or losses on disposals of financial instruments .....	(15)	-	-
- Share of profits (losses) of companies accounted for using the equity method .....	(29)	(1,487)	-
<b>Changes in working capital</b> .....	<b>(33,970)</b>	<b>(61,228)</b>	<b>(60,950)</b>
- Inventories .....	(21,624)	(85,834)	(51,911)
- Trade and other receivables .....	9,748	(27,295)	(8,072)
- Other current assets .....	95	39	(292)
- Trade and other payables .....	(22,555)	52,054	(665)
- Other current liabilities .....	366	(192)	(10)
<b>Other cash flows from operating activities</b> .....	<b>(10,643)</b>	<b>(1,967)</b>	<b>(84)</b>
- Interest paid .....	(9,155)	(4,130)	(1,039)
- Interest received .....	343	249	632



	For the year ended December 31,		
	2020	2019	2018
	(in thousands of euros)		
- Income tax recovered/(paid), net .....	(1,831)	1,914	323
<b>CASH FLOWS FROM INVESTING ACTIVITIES (II)</b> .....	<b>6,007</b>	<b>(13,545)</b>	<b>11,835</b>
<b>Payments due to investment</b> .....	<b>(931)</b>	<b>(13,557)</b>	<b>(153)</b>
- Group companies, net of cash at consolidated companies .....	-	(604)	-
- Intangible assets .....	(94)	(53)	(78)
- Property, plant and equipment .....	(245)	(708)	(75)
- Other financial assets, net .....	-	(7,255)	-
- Group companies and associates .....	(592)	(4,937)	-
<b>Proceeds from disposal</b> .....	<b>6,938</b>	<b>12</b>	<b>11,988</b>
- Group companies and associates .....	-	-	-
- Intangible assets .....	-	-	12
- Property, plant and equipment .....	-	12	108
- Other financial assets, net .....	6,938	-	11,868
- Net assets held for sale .....	-	-	-
<b>CASH FLOWS FROM FINANCING ACTIVITIES (III)</b> .....	<b>33,097</b>	<b>90,807</b>	<b>18,917</b>
<b>Proceeds and payments relating to financial liability instruments</b>			
- Proceeds from issue of: .....	<b>44,568</b>	<b>95,460</b>	<b>24,160</b>
Borrowings with credit institutions .....	15,430	71,754	10,277
Debt instruments and other marketable securities .....	29,138	23,706	13,883
- Repayment and redemption of: .....	<b>(8,671)</b>	<b>(1,853)</b>	<b>(2,443)</b>
Borrowings with credit institutions .....	(7,101)	-	-
Other borrowings .....	(1,570)	(1,848)	(2,335)
Borrowings with Group companies .....	-	(5)	(108)
<b>Dividends and returns on other equity instruments paid</b> .....	<b>(2,800)</b>	<b>(2,800)</b>	<b>(2,800)</b>
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES (IV)</b> .....	<b>(4,851)</b>	<b>1,035</b>	<b>478</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>			
<b>(I+II+III+IV)</b> .....	<b>4,802</b>	<b>34,353</b>	<b>(28,262)</b>
Cash and cash equivalents at beginning of year from continuing operations .....	44,272	9,919	38,181
Cash and cash equivalents at end of year from continuing operations .....	49,074	44,272	9,919

### **Cash flows used in operating activities**

Cash flows used in operating activities were €29,451 thousand in the year ended December 31, 2020 compared to €43,944 thousand in the year ended December 31, 2019, principally due to the decreased construction activity during 2020 and the fact that certain raw materials and consumables that were put to use in 2020 were acquired in 2019.

Cash flows used in operating activities were €43,944 thousand in the year ended December 31, 2019 compared to €59,492 thousand in the year ended December 31, 2018, principally due to deconsolidation of La Fernandina, Miramundo and Zafra, following the completion of the Marguerite Transactions.

### **Cash flows from/(used in) investing activities**

Cash flows from investing activities were €6,007 thousand in the year ended December 31, 2020. Cash flows used in investing activities were €13,545 thousand in the year ended December 31, 2019. The year-on-year evolution was principally due to equity contributions and intra-group loans made in 2019 in connection with La Fernandina, Zafra and Miramundo.

Cash flows from investing activities were €11,835 thousand in the year ended December 31, 2018.

### **Cash flows from financing activities**

Cash flows from financing activities were €33,097 thousand in the year ended December 31, 2020 compared to €90,807 thousand in the year ended December 31, 2019. The year-on-year evolution was principally due to the active financing activity undertaken in 2019, with the entry into new project debt financing agreements and, to a lesser extent, the issuance of the 2019 Notes (the proceeds of which amounted to €23,706 thousand).

Cash flows from financing activities were €90,807 thousand in the year ended December 31, 2019 compared to €18,917 thousand in the year ended December 31, 2018, principally due to the entry into new project debt financing agreements and, to a lesser extent, the issuance of the 2019 Notes.

### **Liquidity and Financial Resources**

#### **Liquidity**

Our primary financing needs are for the funding of investments in the development and construction of renewable energy plants, the repayment of debt incurred by the project SPVs (and, where applicable, the SPV holding companies) that own such plants and, to a lesser extent, funding working capital requirements. In 2021, our financing needs also included the financing of the Marguerite Buyback Transaction and the redemption of our Old Notes. See “—Recent Developments”.

Historically, to fund our financing needs, we have largely relied on project finance debt at the level of the project SPV, corporate loans, the Old Notes, cash from operations (mainly cash flows from our EPC contracts with non-Group entities) and asset rotation. In particular, each of the Marguerite Transactions in 2019 and the Riverstone Transaction in 2020 were undertaken as part of our past asset rotation strategy to support our development financing needs, with the proceeds of the disposal of assets or controlling stakes therein being reinvested in new renewables capacity additions. We believe that this strategy has allowed us to frontload value creation and fund additional pipeline with attractive returns.

We expect energy sales to significantly increase in the future, as we develop our project pipeline and our portfolio of plants becomes larger and more mature. We also expect to continue relying to some extent on asset rotation to optimize our portfolio and support our development financing needs.

Our outstanding debt has increased progressively in the past three years as the size of our portfolio has grown. Our total net financial debt<sup>(APM)</sup> grew from €14,244 thousand at the end of 2018 to €75,337 thousand at the end of 2019 and €107,730 thousand at the end of 2020.

The following table sets forth a breakdown of our net financial debt<sup>(APM)</sup> as of December 31, 2020, 2019 and 2018.

	<b>For the year ended December 31,</b>		
	<b>2020</b>	<b>2019</b>	<b>2018</b>
	<b>(in thousands of euros)</b>		
Debt instruments and other marketable securities (long-term and short-term).....	66,353	37,373	13,784
Borrowings from credit institutions <sup>(1)</sup> .....	90,385	82,083	10,329
Other financial liabilities .....	66	153	50
Cash and cash equivalents <sup>(2)</sup> .....	(49,074)	(44,272)	(9,919)
<b>Net financial debt<sup>(APM)</sup> .....</b>	<b>107,730</b>	<b>75,337</b>	<b>14,244</b>

- (1) Borrowings from credit institutions includes: borrowings from credit institutions associated with renewable energy plants and drawdowns from reverse factoring (confirming) facilities with credit institutions. For a breakdown of these borrowings, see “*Indebtedness*” below. As of December 31, 2020, the Company has €85,747 thousand which corresponded to borrowings from credit institutions associated with renewable energy plants. The Company will start on the third quarter of 2021 the process to refinance the project-related debt undertaken in connection with Planta Solar OPDE 3, S.L., Planta Solar OPDE 5, S.L. and Planta Solar OPDE 6, S.L., which own our Los Belos, El Muelle and Montesol solar PV plants, respectively. As of December 31, 2020, the outstanding aggregate principal amount due under these borrowings amounted to €49,609 thousand which was recorded under short term liabilities and is due in December 2021.
- (2) “Cash and cash equivalents” in the consolidated balance sheet includes cash on hand, demand deposits at banks and any short-term deposits and reverse repurchase agreements that meet all the following requirements: (i) they are convertible into cash; (ii) at the date of acquisition, they had a maturity of three months or less; and (iii) they are subject to an insignificant risk of change in value. For clarification purposes, “cash and cash equivalents” does not include any pledged deposits as collateral for any transaction.

Lease liabilities have not been considered for the net financial debt<sup>(APM)</sup> calculation. Finance leases have not been included as they are leases not related to debt transactions (they are leases related to the Company’s activity, such as land leases, installations or buildings). Our lease liabilities as of (i) December 31, 2020 amounted to €25,843 thousand, of which €15,899 corresponded to non-current lease liabilities, €2,062 corresponded to current lease liabilities and €7,882 corresponded to lease liabilities associated with renewable energy plants, (ii) December 31, 2019 amounted to €29,785 thousand of which €17,716 thousand corresponded to non-current lease liabilities, €1,570 thousand corresponded to current lease liabilities and €10,499 thousand corresponded to current lease liabilities associated with solar PV plants and (iii) December 31, 2018 amounted to €36,189 thousand, of which €17,157 thousand corresponded to non-current liabilities, €1,464 thousand corresponded to current lease liabilities and €17,568 corresponded to lease liabilities associated with solar PV plants.

For additional information on our indebtedness, see “*Indebtedness*” below and Notes 11.2 and 12.5 to our 2020 Audited Consolidated Annual Accounts. As a normal part of our business and depending on market conditions, we will from time to time consider opportunities to repay, redeem, repurchase or refinance our indebtedness. Changes in our portfolio of renewable energy plants, lower than anticipated energy sales, increased expenses or other events may cause us to seek additional debt, equity or other financing in future periods. There can be no guarantee that financing will be available on acceptable terms or at all. Debt financing, if available, could impose additional cash payment obligations, additional covenants and operating restrictions.

### **Indebtedness**

The following table sets forth our total financial liabilities as of December 31, 2020, 2019 and 2018.

	<b>For the year ended December 31,</b>		
	<b>2020</b>	<b>2019</b>	<b>2018</b>
	<b>(in thousands of euros)</b>		
Debt instruments and other marketable securities <sup>(1)</sup> .....	66,353	37,373	13,784
Borrowings from credit institutions <sup>(2)</sup> .....	4,638	11,011	10,329
Borrowings from credit institutions associated with renewable energy plants <sup>(3)</sup> .....	85,747	71,072	-
Non-current lease liabilities .....	15,899	17,716	17,157
Current lease liabilities .....	2,062	1,570	1,464
Non-current lease liabilities associated with renewable energy plants .....	-		
Current lease liabilities associated with renewable energy plants .....	7,882	10,499	17,568
Trade and other payables .....	42,307	64,331	3,954
Other financial liabilities .....	66	153	55
<b>Total financial liabilities</b> .....	<b>224,954</b>	<b>213,725</b>	<b>64,311</b>

- (1) Consists of current and non-current liabilities under the Old Notes. Non-current liabilities under the Old Notes as of December 31, 2020, December 31, 2019 and December 31, 2018 amounted to €131 thousand, €86 thousand and €0 thousand, respectively.

- (2) Includes multi-currency credit accounts, loans and reverse factoring (confirming) facilities.
- (3) Refers to project finance agreements entered into in connection with certain plants.

As of December 31, 2020, our financial debt primarily consisted of our project debt, in the form of borrowings from credit institutions, and our corporate financing debt, composed primarily of our Old Notes. Set forth below is summarized information on their respective terms.

#### Project debt

As indicated above, investments in the construction of renewable energy plants are generally incurred and financed at the level of the project SPV formed to hold and carry the project-related debt. Under this approach, the project SPV typically finances the majority of the project using bank loans, that, depending on the project, may be with limited or no recourse to the Company or other entities outside the scope of the specific financing. For consolidated projects, the related indebtedness is recorded as financial debt in our consolidated financial statements. However, for projects in respect of which we own non-controlling interests (including, as of December 31, 2020, La Fernandina, Miramundo, Zafra, Andalucía and Aguascalientes), the related indebtedness is not recorded as financial debt in our consolidated financial statements. As a result of our completion of the Marguerite Buyback Transaction, project indebtedness for La Fernandina, Miramundo, Zafra will be shown as financial debt in our balance sheet as of March 31, 2021. In particular, the Marguerite Buyback Transaction increased our borrowings from credit institutions associated with renewable energy plants from €85,747 thousand as of December 31, 2020 to €162,975 thousand (that is, a €77,228 thousand increase) due to consolidating the SPV project debt finance of the three assets acquired within the project debt incurred by our SPVs. See “—Recent Developments” and “Pro Forma Financial Information”.

All of the project debt is recorded as current liabilities. In addition to bank debt, project SPVs meet a portion of the cash needs for a project using equity financing in the form of capital contributions and intra-group loans granted by the Group. Intra-group loans are typically entered into by the relevant holding SPVs, as lenders, and the project SPVs, as borrowers, to provide additional financing for the construction and operation of our projects. Their principal amount varies significantly from project to project, ranging from less than €0.1 million to up to around €29 million. This type of financing may be granted for terms of up to 18 years. Additionally, most of our inter-company debt is subordinated to the repayment of project debt granted by third parties.

As of December 31, 2020, the Group's project financing debt (which excludes intra-group loans, which are eliminated upon consolidation) totaled €85,747 thousand. This excludes project financing debt related to projects in respect of which we owned non-controlling interests as of such date (including the SPVs required in the Marguerite Buyback Transaction).

#### Key terms

Project debt financing is typically structured as long-term debt designed to be repaid using cash flow from the financed project, without any need to refinance the debt. However, this is not always the case. The short-term and long-term financing strategy for a particular project is determined mainly on the basis of the prevailing financing conditions in the relevant country, the PPA (or relevant remuneration arrangement) tenor, the plant generation capacity and, in the past, our intentions with respect to the relevant plant. In particular, in the past, we have entered into short-term loans in connection with plants that were initially intended to be sold to third parties. There are short-term loans in place in connection with Los Belos, El Muelle and Montesol in Spain. We intend to replace such loans with long-term loans in the 12 months following the Offering. In addition, our project loans for Sol de los Andes and La Estrella in Chile are structured as mini-perm loans, as the terms of long-term financing would have been too onerous. Mini-perm loans are a short-term financing often used by a developer to pay off construction projects before they become profitable (payable typically in two to five years). As of December 31, 2020, the principal amount of our mini-perm loan facility in Chile was USD32,500 thousand (€26,414 thousand) due in June 2027, and we had two additional mini-perm loans for VAT financing in connection with Sol de los Andes and La Estrella in Chile amounting to €2,140 thousand due in August 2022 and €1,045 thousand due in September 2022. The Company expects to benefit from improved long-term financing conditions once the relevant plants become profitable. For the same reasons as indicated above in the case of our

project loans for Sol de los Andes and La Estrella in Chile, the project financings for Andalucía and Aguascalientes in Mexico (in respect of which we own a 20% interest) are also structured as mini-perm loans.

Project loans are generally secured by the plant's physical assets, the relevant project SPV's cash accounts and credit rights derived from certain major contracts and project-related agreements, as well as our equity investment in such project SPV and our credit rights under the relevant intra-group loan. These types of financing are generally structured so that all of the plant's revenues are deposited into pledged bank accounts. These funds are then disbursed in a specified order of priority set forth in the financing documents to ensure that, to the extent available, they are used first to pay operating expenses, fees and debt service on the senior debt, and then to fund reserve accounts to reach the amounts specified in the related financing agreements. Thereafter, subject to compliance with the conditions specified in the relevant financing agreement (for example, compliance with a "lock-up" debt service coverage ratio ("**DSCR**") and the order of priority of payments), the remaining available funds may be used to service subordinated debt, pay dividends or to repay shareholders' current account advances.

Each financing agreement contains financial and non-financial covenants that are binding on the project SPV. The financial covenants vary depending mainly on the type of project (solar or wind), the country where the project is located and the type and terms of the relevant PPA (or applicable remuneration arrangement). In general, financing agreements require the borrower to comply with a minimum DSCR defined in the financing agreement (1.0x or 1.05x, depending on the agreement). The typical financing agreement also imposes restrictions on distributions of funds to shareholders and repayments of current account advances, including compliance with a "lock-up" DSCR, which is generally set at a higher level than the minimum DSCR (1.20x or 1.25x depending on the agreement). Certain financing agreements also impose minimum ratios of equity to indebtedness and maximum ratios of indebtedness to equity. In general, the financing agreements also contain obligations to fund a minimum deposit in a debt service reserve account ("**DSRA**") (generally an amount equal to six months of debt service) before making any distributions. They also contain events of default that permit the banks to accelerate the loan in the event of a failure to make a payment of interest or principal on the relevant payment date, or in the case of other events, such as a failure to comply with the minimum DSCR. Banks may also accelerate the loan upon a change of control (as defined in the relevant financing agreement which typically includes, while the plant is under construction, any change in the direct shareholding of the SPV (which may be owned by a company of the Group with or without a partner), and, while the plant is in operation, a change of the controlling shareholder at the level of Otras Producciones de Energía Fotovoltaica, S.L. Unipersonal). In addition, these financing agreements generally contain cross-default provisions enabling the lenders to accelerate repayment by the project SPV if the project SPV defaults on its own debt (beyond certain thresholds) or in the event of a bankruptcy. Financing agreements also generally contain provisions limiting the debt capacities of the project SPV, as well as negative pledge provisions. Financing agreements entered into by project SPVs also contain reporting, disclosure and document submission requirements.

The definition and method of calculation of the minimum and "lock-up" DSCR vary depending on the project and financing arrangement. In general, minimum and "lock-up" DSCRs correspond to the ratio between: (i) cash available for debt service, calculated by deducting operating expenses and taxes associated with the project from the revenue generated by it (plus or minus the variation in working capital requirements); and (ii) debt service costs, generally defined as the principal and interest.

The conditions that must be met prior to making distributions vary from one project to another, but generally include, in addition to compliance with the "lock-up" DSCR, an absence of default, a minimum deposit to the DSRA specified in the financing agreement and compliance with the payment restrictions and ratios specified in the agreement. In addition, certain agreements establish additional requirements such as making the first amortization payment under the loan or the completion of the related project.

The frequency and dates at which the minimum and "lock-up" DSCR are calculated vary from one project to another. Compliance with the minimum and "lock-up" DSCRs (to make distributions) is generally required for the 12-month period preceding the calculation date.

The Company has granted first-demand guarantees to secure certain payment obligations under certain project loans, mainly ordinary repayment obligations assumed under the project debt financing. In a limited number of agreements, the Company

also guarantees the repayment obligations arising from certain early repayment events and early termination events if such events were to occur before the commencement of operation of the relevant plant. Generally, the first-demand guarantees granted by the Issuer remain in force until the secured payment obligations are satisfied in full. For information on our contingent liabilities in respect of our guarantees, see “—*Off-Balance Sheet Arrangements*”.

The table below summarizes some of the key terms of our plants’ project debt financing agreements as of December 31, 2020 (including projects in respect of which we own non-controlling interests), except for Puglia whose financing is addressed separately below. Each of these loans are to be repaid with semiannual payments.

Project(s)	Date of agreement	Facility amount	Debt per project <sup>(1)</sup> (in thousands)	Tenor	Interest rate	Lenders	“Lock-up” DSCR	Minimum DSCR
La Fernandina <sup>(2)(3)</sup>	January 2019	€27,267	€25,667	December 2035	Euribor 6M +2.25%-2.75%	Sabadell / Bankinter	DSCR > 1.25x	DSCR < 1.05x
Miramundo <sup>(2)(4)</sup>	February 2019	€27,261	€25,665	December 2035	Euribor 6M +2.25%-2.75%	Sabadell / Abanca	DSCR > 1.25x	DSCR < 1.05x
Zafra <sup>(2)(5)</sup>	March 2019	€27,516	€25,896	December 2035	Euribor 6M +2.25%-2.75%	Sabadell / Banco Cooperativo Español	DSCR > 1.25x	DSCR < 1.05x
Los Belos <sup>(6)</sup>	December 2019	€25,578	€23,548	December 2021	Euribor 6M +1.65%	Santander / Liberbank	–	DSCR < 1.05x
El Muelle <sup>(7)</sup>	December 2019	€5,658	€5,234	December 2021	Euribor 6M +1.65%	Santander / Liberbank	–	DSCR < 1.05x
Montesol <sup>(8)</sup>	December 2019	€25,481	€20,827	December 2021	Euribor 6M +1.65%	Santander / Liberbank	–	DSCR < 1.05x
Aguascalientes <sup>(2)(9)</sup>	August 2019	USD 64,000	USD 60,566	July 2026	Libor 6M 2.125%-2.375%	SMBC	DSCR > 1.20x	DSCR < 1.05x
Andalucía <sup>(2)(10)</sup>	August 2019	USD 22,000	USD 20,682	July 2026	Libor 6M Until 2024: 4.25%+LIBO From 2024: 2.5%+LIBO	SMBC	DSCR > 1.20x	DSCR < 1.05x
Sol de los Andes & La Estrella <sup>(11)</sup>	June 2020	€81,493 (USD100,000)	€29,599 (USD 37,442) <sup>(12)</sup>	June 2027	Libor 6M 2.25%-2.50%	SMBC	DSCR > 1.20x	DSCR < 1.00x
Lingue <sup>(13)</sup>	August 2020	€1,826 (USD 2,241)	€1,324 (USD 1,625)	July 2038	Libor 6M +4.5%	Cifi	DSCR > 1.20x	DSCR < 1.05x
Litre <sup>(14)</sup>	August 2020	€1,764 (USD 2,164)	€1,035 (USD 1,270)	July 2038	Libor 6M +4.5%	Cifi	DSCR > 1.20x	DSCR < 1.05x
Llay Llay <sup>(15)</sup>	August 2020	€7,490 (USD 9,191)	€4,180 (USD 5,129)	July 2038	Libor 6M +4.5%	Cifi	DSCR > 1.20x	DSCR < 1.05x

References to “SMBC” mean Sumitomo Mitsui Banking Corporation. References to “Cifi” mean Corporación Interamericana para el Financiamiento de Infraestructura.

- (1) All of the project debt is recorded as current liabilities, except for debt corresponding to La Fernandina, Miramundo, Zafra, Andalucía and Aguascalientes which projects were consolidated under the equity method.
- (2) As of December 31, 2020, the related indebtedness was not recorded as financial debt in our consolidated financial statements (given that we held minority stakes in these plants). However, as a result of the Marguerite Buyback Transaction in March 2021, we have subsequently fully consolidated the related indebtedness.
- (3) Planta Solar OPDE La Fernandina, S.L. is the borrower. The related debt was not consolidated in our consolidated balance sheet as of December 31, 2020.
- (4) Planta Solar OPDE Extremadura 2, S.L. is the borrower. The related debt was not consolidated in our consolidated balance sheet as of December 31, 2020.

- (5) Planta Solar OPDE Andalucía 1, S.L. is the borrower. The related debt was not consolidated in our consolidated balance sheet as of December 31, 2020.
- (6) Planta Solar OPDE 3, S.L. is the borrower.
- (7) Planta Solar OPDE 5, S.L. is the borrower.
- (8) Planta Solar OPDE 6, S.L. is the borrower.
- (9) We own a non-controlling interest in this project and the related debt is not consolidated in our consolidated balance sheet. Infraestructura Energética del Norte, S de RL de CV is the borrower.
- (10) We own a non-controlling interest in this project and the related debt is not consolidated in our consolidated balance sheet. Energía Solar de Poniente. S de RL de CV is the borrower.
- (11) Opdenenergy Generacion SpA, the SPV holding company which holds the project SPVs for these projects, is the borrower.
- (12) Also includes two mini-perm loans for VAT financing in connection with Sol de los Andes and La Estrella amounting to €2,140 thousand due in August 2022 and and €1,045 thousand due in September 2022. These two mini-perm loans bear interest at TAB Nominal plus a spread of 1.9%.
- (13) Lingue SpA is the borrower.
- (14) Litre SpA is the borrower.
- (15) Xué Solar SpA is the borrower.



In the case of Puglia, which consists of seven separate solar PV plants that are considered to be a single plant for management purposes, we have entered into seven financial lease agreements with a lessor (either UBI Leasing S.p.A. or Fineco Leasing S.p.A.), in an aggregate amount of €15,347 thousand as of December 31, 2020. Under these financial lease agreements, the relevant lessor has granted us a lease right over the relevant asset for a period of 18 years and the option to buy such asset for a specified price once the term of the lease elapses. These leases are recorded under “Lease liabilities”.

Corporate financing debt

Our corporate financing debt consisted mainly of our Old Notes (and, going forward, the 2021 Notes) and, to a lesser extent, bank credit lines entered into by the Company to meet its working capital requirements. As of December 31, 2020, our debt instruments and other marketable securities (that is, our Old Notes) totaled €66,353 thousand and our outstanding borrowings from credit institutions (mainly, drawdowns from reverse factoring (confirming) facilities with credit institutions) totaled €4,638 thousand.

Our Old Notes were redeemed and cancelled in March 2021, with part of the proceeds from the 2021 Notes. The issuance of the 2021 Notes was closed in March 2021 under the new €140 million arrangement facility signed on March 17, 2021 by the Issuer. In addition, we used the net proceeds of the 2021 Notes to fund the early redemption price for the Old Notes (including a 2% premium and the accrued and unpaid interest), to fund the payment price of the Marguerite Buyback Transaction, and to pay transaction costs related to the issuance of the 2021 Notes and the redemption and cancellation of the Old Notes. For additional information, see “—Recent Developments”.

As a result of the Refinancing, our debt instruments and other marketable securities increased from €66,353 thousand as of December 31, 2020 to €112,264 thousand (that is, a €45,911 thousand increase) due to the Refinancing and our borrowings from credit institutions (€4,638 thousand) remained the same than as of December 31, 2020.

2021 Notes

The terms and conditions of the 2021 Notes are governed by a trust deed entered into by the Issuer, the Company (as guarantor) and the BNY Mellon Corporate Trustee Services Limited (as trustee and security agent) (the “**New Trust Deed**”).

Below is a summary of the main terms and conditions of the 2021 Notes:

- Issuer ..... Opdenenergy, S.A. Unipersonal.
- Guarantor ..... Opdenenergy Holding, S.A. (the “**Guarantor**”)
- Maturity ..... September 23, 2023
- Interest Rate..... Three-month Euribor (subject to a floor of 0.00%), plus a margin as set out below:
  - From (and including) the issue date to (and including) the date falling six months after the issue date: 2.50%
  - From (and excluding) the date falling six months after the issue date to (and including) the date falling 12 months after the issue date: 4.00%
  - From (and excluding) the date falling 12 months after the issue date to (and including) the date falling 18 months after the issue date: 5.00%
  - From (and excluding) the date falling 18 months after the issue date to (and including) the date falling 24 months after the issue date: 5.50%

- From (and excluding) the date falling 24 months after the issue date to (and including) the Maturity: 6.00%

Interest is payable quarterly in arrears on March 31, June 30, September 30 and December 31.

Form and Denomination ..... Registered form denominations of €100,000 or integral multiples of €1 in excess thereof. A note certificate in either definitive or global form is issued to each noteholder.

Listing ..... Open market of the Frankfurt Stock Exchange (*Freiverkehr*).

Pledges ..... Payments under the 2021 Notes are secured by four different Spanish law first ranking pledges over (i) the Issuer's share capital, (ii) the share capital of Otras Producciones de Energía Fotovoltaica, S.L., (iii) the share capital of OPDE Participaciones Industriales, S.L., and (iv) certain bank accounts owned by the Issuer.

In addition, the Issuer and the Guarantor have undertaken to grant a security over (i) their rights under intercompany loans exceeding €100,000, (ii) the Issuer's credit rights under hedging agreements, (iii) the Guarantor's rights vis-à-vis the Issuer under any Net IPO Proceeds Loan (as defined below), and (iv) all new shares of the Issuer issued to the Guarantor in consideration for any Net IPO Proceeds Contribution (as defined below) by the Guarantor to the Issuer.

Covenants ..... Among other obligations, the Issuer has to comply with a collateral cover ratio of at least 1.05:1. It also has to ensure that its corporate costs and development costs do not exceed certain limits.

Following Admission, the Guarantor must lend to the Issuer by way of subordinated loan (a "**Net IPO Proceeds Loan**") and/or contribute to the Issuer by way of share capital increase (a "**Net IPO Proceeds Contribution**") an aggregate amount at least equal to the net proceeds obtained by the Company upon completion of the Offering (and any subsequent equity capital raising) less €15 million. To the extent that the Issuer is the sub-holding company of our operating portfolio and pipeline projects (except for Puglia and the pipeline projects located in Italy) the net proceeds of the Offering will be pushed down from the Guarantor to the Issuer in order to comply with this covenant. For clarification purposes, the 2021 Notes do not impose any liens over these funds, which could be pushed further down to our project SPVs in order to undertake the development of our pipeline projects. In addition, up to €15 million of net proceeds of the Offering may be kept at the level of the Guarantor, which it may use to fund capital expenditures and investments associated with its projects located in Italy and administrative and operational costs (such as the Senior Management and other employees remuneration).

The Issuer and the Guarantor are subject to certain general negative covenants that restrict, among others, (i) the acquisition of a company, shares, securities, a business or an undertaking, (ii) the issuance of new shares, voting capital, options, warrants or redeemable shares, (iii) the creation of securities over their assets, (v) the financial indebtedness that may be incurred by the Group, and (iv) shareholder distributions.

With respect to prong (v) the New Trust Deed sets forth the terms under which members of the Group may incur debt and provides for certain limitations and/or requirements. Project financing is not limited in amount per se provided certain pricing terms and standards are met and that recourse is limited to the assets of, the shares held in, and loans made to, the relevant SPV incurring the

project financing. In particular, the pricing of our project financing should not exceed by more than 200 basis points the pricing that would be offered by commercial or development banks for comparable financings.

In addition, the Issuer and the Guarantor are subject to certain negative covenants regarding the project companies that restrict, among others, the financial indebtedness incurred by the project companies.

In particular, no project SPV may incur financial indebtedness which is not (i) project financing, (ii) loans made by members of the Group to a project SPV or (iii) or other financial indebtedness required by the project SPV in respect of VAT financing and the provision of bonds and bank guarantees, provided that such financial indebtedness ranks *pari passu* and is provided on a non-recourse basis other than to the relevant project SPV and Otras Producciones de Energía Fotovoltaica, S.L. Unipersonal, unless previously approved by the noteholders.

Moreover, the Issuer shall ensure that merchant revenues do not account for more than 40% (50% following the Offering and Admission) of the total energy revenues (that is, merchant revenues plus revenues deriving from our energy production covered by PPAs or other types of remuneration arrangements) as of each quarter.

Redemption..... The Issuer is required to redeem the 2021 Notes, in whole or in part (as the case may be), upon certain events, namely, if it becomes unlawful for any noteholder to hold 2021 Notes, a change of control, and upon a cash sweep event. In addition, the Issuer may redeem the 2021 Notes, at its discretion.

For these purposes:

- A change of control occurs if the current shareholders of the Selling Shareholders, together, directly or indirectly, cease to beneficially own more than 50% of the issued share capital of each of the Issuer and the Guarantor and/or control each of the Issuer and the Guarantor. For clarification purposes, no change of control will be triggered as a result of the Offering.
- A cash sweep occurs if, in respect of any two sequential quarters, the collateral cover ratio does not exceed 1.15:1, provided that, if the Admission takes place, such two sequential quarters fall after the first anniversary of the issuance of the 2021 Notes.

Events of Default..... Events of default include (A) general events of default incurred by any Material Company (as defined in the New Trust Deed), as the case may be, including, but not limited, to the following: (i) non-payment on the due date of the amounts payable, (ii) infringement of material provisions, (iii) the Collateral Cover Ratio being less than 1:05:1, (iv) any representation or statement being proven to have been incorrect or misleading, (v) insolvency or insolvency proceedings, (vi) expropriation, attachment, sequestration, distress or execution having an aggregate value of €10 million, (vii) financial indebtedness not being paid when due (cross-default) if it exceeds €10 million, (viii) any breach of the obligations under the Subordination Agreement (as defined in the New Trust Deed) entered into, among others, the Issuer, the Guarantor and the other Subordinated Creditors (as defined in the Subordination Agreement), providing for the subordination of the rights of the Subordinated Creditors to the rights of the Secured Creditors (as defined in the New Trust Deed) under the Finance Documents (as defined in the New Trust Deed) and (ix) unlawfulness and

invalidity of the Issuer's obligations and the Guarantor's obligations; and (B) project-related events of default including, but not limited to, the following: (i) expropriation of any SPV or any of its material assets by a governmental or regulatory authority or any other authority that results in a material limitation of the authority or ability of the SPV to conduct its business, (ii) termination of project authorizations, (iii) project defaults, and (iv) material event proceedings against any SPV, provided, in each case, that such event results or is reasonably expected to result in a material adverse effect.

Governing law ..... English law.

#### Old Notes

In December 2018, our wholly-owned subsidiary Opdenenergy, S.A. Unipersonal (the "**Issuer**") entered into an agreement for the issuance, from time to time, of secured floating-rate notes in an aggregate principal amount of up to €34,930,000 in euro-denominated notes and up to USD 39,979,800 in U.S. dollar-denominated notes, to be guaranteed by the Company.

On December 19, 2018, the Issuer issued U.S. dollar-denominated notes in an aggregate principal amount of USD 8,325,895 and euro-denominated notes in an aggregate principal amount of €7,274,065 thereunder (collectively, the "**2018 Notes**"). On December 4, 2019, the Issuer issued U.S. dollar-denominated notes in an aggregate principal amount of USD 13,440,452 and euro-denominated notes in an aggregate principal amount of €11,742,488 thereunder (collectively, the "**2019 Notes**"). On February 28, 2020, the Issuer issued U.S. dollar-denominated notes in an aggregate principal amount of USD 18,213,414 and euro-denominated notes in an aggregate principal amount of €15,912,470 thereunder (collectively, the "**2020 Notes**" and, together with the 2018 Notes and 2019 Notes, the "**Old Notes**"). The Old Notes were redeemed in March 2021.

The Old Notes were classified as "debt instruments and other marketable securities". The aggregate financial cost associated with our "debt instruments and other marketable securities" for the years ended December 31, 2020, 2019 and 2018, amounted to €4,706 thousand, €1,159 thousand, and €48 thousand, respectively, and were recorded under finance costs. The detail of the Old Notes in our consolidated balance sheet as of December 31, 2020 was as follows:

<b>Debt instruments and other marketable securities</b>	<b>As of December 31, 2020</b>
	<i>(thousands of euros)</i>
2018 Notes – euro-denominated	7,274
2018 Notes – U.S. dollar-denominated	6,785
2019 Notes – euro-denominated	11,743
2019 Notes – U.S. dollar-denominated	10,953
2020 Notes – euro-denominated	15,912
2020 Notes – U.S. dollar-denominated	14,843
Debt arrangement expenses and fees	(1,288)
<b>Total</b>	<b>66,222</b>

#### Contractual Obligations

We have contractual obligations related to financial debt commitments, including leases. The following table summarizes our outstanding contractual obligations and commercial commitments as of December 31, 2020.

	As of December 31, 2020					
	2021	2022	2023	2024	2025 and subsequent years	Total
	(in thousands of euros)					
Borrowings from credit institutions associated with renewable energy plants <sup>(1)</sup> .....	51,325 <sup>(2)</sup>	6,363	3,355	2,823	21,881	85,747
Old Notes <sup>(3)</sup> .....	(191) <sup>(4)</sup>	(322)	(322)	67,188	–	66,353
Lease liabilities <sup>(5)</sup> .....	1,964	1,944	1,885	1,882	38,056	45,731
Borrowings from credit institutions <sup>(6)</sup> .....	4,638	–	–	–	–	4,638
Other financial liabilities.....	66	–	–	–	–	66
Short-term provisions <sup>(7)</sup>						
Decommissioning of farms.....	–	–	–	–	2,300	2,300
CEO IPO Bonus.....	7,612	–	–	–	–	7,612
Purchase obligations.....	40,465 <sup>(8)</sup>	–	–	–	–	40,465
<b>Total</b> .....	<b>103,579</b>	<b>7,985</b>	<b>4,918</b>	<b>71,893</b>	<b>62,237</b>	<b>250,612</b>

- (1) For additional information on the maturity of our project debt financing, see Note 11.2 to our 2020 Consolidated Financial Statements.
- (2) We will start on the third quarter of 2021 the process to refinance the project-related debt undertaken in connection with Planta Solar OPDE 3, S.L., Planta Solar OPDE 5, S.L. and Planta Solar OPDE 6, S.L., which own our Los Belos, El Muelle and Montesol solar PV plants, respectively, which, in aggregate, amounted to €49,609 thousand as of December 31, 2020. For information on Los Belos, El Muelle and Montesol, see “Business—Portfolio”.
- (3) The Old Notes were redeemed in March 2021. To fund the related redemption costs, we issued the 2021 Notes. See “—Recent Developments”. As of December 31, 2020, the Old Notes were recorded under “Debt instruments and other marketable securities”.
- (4) Includes €131 thousand corresponding to accrued finance interest which had not been paid as of December 31, 2020 and which were recorded under “Current payables—Debt instruments and other marketable securities” in the consolidated balance sheet.
- (5) Shows the maturity of our undiscounted lease liabilities. See Note 9 to the 2020 Consolidated Financial Statements.
- (6) For clarification purposes, “Other financial liabilities—Borrowings from credits institutions” includes borrowings from credit institutions which are not associated with renewable energy plants.
- (7) The short-term provisions recorded in the 2020 Consolidated Financial Statements consist of certain expenses associated with the decommissioning of plants in Chile and Spain (see Note 15 to the 2020 Consolidated Financial Statements) and the CEO IPO Bonus (see Note 19.3 to the 2020 Consolidated Financial Statements). The provision recorded in the 2020 Audited Consolidated Annual Accounts amounted to €7,612 thousand based on the assumptions set forth therein, which included a higher offering price than the mid-point of the Offering Price Range.
- (8) Purchase obligations with external subcontractors in connection with projects under construction which are located mainly in Spain and Chile. We expect to pay this amount with the operating resulting from the EPC services provided by us to the corresponding SPVs, which hold the financing for the relevant projects and are expected to pay such amounts with debt drawdowns. See Note 13 to the Consolidated Financial Statements.

### Off-Balance Sheet Arrangements

We have contingent liabilities in respect of bank guarantees and other guarantees provided in the ordinary course of business. In particular, as of December 31, 2020, we had provided guarantees to third parties in relation to the development and construction of solar PV facilities amounting to €25.5 million, CLP 2,086 million (equivalent to €2.4 million), USD 35.7 million (equivalent to €29.1 million), relating mainly to guarantees for provisional receipt of the solar PV plants built, guarantees provided to municipal councils for work to be or already performed and guarantees submitted for the tenders awarded.

In addition, the Company has recognized demand deposits and term deposits under “Current financial assets - Other financial assets” and “Non-current financial assets - Other financial assets” that are pledged to secure bank guarantees amounting to €354 thousand as of December 31, 2020. See Note 21 to the 2020 Audited Consolidated Annual Accounts and Note 20 to the 2019 and 2018 Audited Consolidated Financial Statements.

## Quantitative and Qualitative Disclosure about Market Risk

Our activities expose us to various financial risks, such as market risk (including foreign currency risk, interest rate risk and price risk), credit risk, liquidity risk and fair value measurement risk. Our global risk management aims to minimize the potential adverse effects of these risk on our results. Financial risk management is led by our Financial Department in accordance with the policies approved by our directors. This department identifies, assesses and hedges the financial risks in close cooperation with our operating units. Among other measures, policies are devised for our global risk management, as well as for specific areas such as foreign currency risk, interest rate risk, liquidity risk, the use of derivative and non-derivative instruments and investment of surplus liquidity.

In particular, we use derivative financial instruments to hedge the risk of fluctuations in electricity prices, since such fluctuations may have a significant impact on our revenue. See “*Business—Portfolio—Portfolio Remuneration*” for a description of the synthetic PPAs we have entered into in connection with our plants in Spain.

For further information on our financial risk management, see Note 12 to our 2020 Audited Consolidated Annual Accounts.

## Analysis of Alternative Performance Measures

For information on the APMs used in this Prospectus, see “*Presentation of Financial and Other Information—Alternative Performance Measures*”.

Most of the APMs are defined in the consolidated management report accompanying the 2020 Audited Consolidated Annual Accounts which also includes a reconciliation of the APMs to the most directly reconcilable line item, subtotal or total presented in the 2020 Audited Consolidated Annual Accounts as of and for the years ended December 31, 2020 and 2019. With respect to APMs included in this Prospectus as of and for the year ended December 31, 2018, set forth below is the reconciliation of such APMs to the most directly reconcilable line item, subtotal or total presented in the 2019 and 2018 Audited Consolidated Financial Statements.

### For the year ended December 31, 2018

#### Adjusted Working Capital<sup>(APM)</sup>

Adjusted Working Capital<sup>(APM)</sup> corresponds to “current assets” minus adjusted current liabilities.

The table below sets forth the reconciliation of this APM as of December 31, 2018.

	<b>2018</b>
	<b>(in thousands of euros)</b>
Current assets.....	107,029
Current liabilities.....	(35,410)
<b>Working capital<sup>(APM)</sup>.....</b>	<b>71,619</b>
Borrowings from credit institutions associated to renewable energy plants.....	–
Lease liabilities associated with renewable energy plants.....	17,568
Inventories (only “Work in progress” and “Finished goods”).....	(79,051)
<b>Adjusted Working Capital<sup>(APM)</sup>.....</b>	<b>10,136</b>

Explanation of use: we maintain in our current assets and current liabilities the costs of development and construction of renewable energy parks and their corresponding financing in current liabilities. Adjusted Working Capital<sup>(APM)</sup> provides an analysis of our liquidity, operating efficiency (optimization of resources and processes in the short term to generate positive investment returns) and short-term financial health without considering this effect.

### Debt Ratio<sup>(APM)</sup>

Debt Ratio<sup>(APM)</sup> corresponds to “Net Financial Debt<sup>(APM)</sup>” plus “total equity” over “total capital employed in the business”.

The table below sets forth the reconciliation of this APM as of December 31, 2018.

	<b>2018</b> <b>(in thousands of euros)</b>
Net Financial Debt <sup>(APM)</sup> (A) .....	14,244
Equity (B) .....	69,864
Total equity employed in the business (C) = (A+B) .....	84,108
<b>Debt Ratio<sup>(APM)</sup></b> .....	<b>0.17</b>

Explanation of use: Debt Ratio<sup>(APM)</sup> shows how well a company can cover or repay its debt if Net Financial Debt<sup>(APM)</sup> and EBITDA<sup>(APM)</sup> remain constant. However, if a company has more cash than debt, the ratio may be negative.

### Direct Cost<sup>(APM)</sup>

Direct Cost<sup>(APM)</sup> corresponds to “changes in inventories of finished goods and work in progress” plus “raw materials and consumables used”.

The table below sets forth the reconciliation of this APM for the year ended December 31, 2018.

	<b>2018</b> <b>(in thousands of euros)</b>
Changes in inventories of finished goods and work in progress .....	51,693
Raw materials and consumables used .....	(51,806)
<b>Direct Cost<sup>(APM)</sup></b> .....	<b>(113)</b>

Explanation of use: Direct Cost<sup>(APM)</sup> measures the costs directly attributable to the operating activity of the Company.

### EBITDA<sup>(APM)</sup>

EBITDA corresponds to “revenue” minus “changes in inventories of finished goods and work in progress” minus “raw materials and consumables used” minus “G&As”.

G&As corresponds to “other operating income”, “employee benefit expense” and “other operating expenses”.

The table below sets forth the reconciliation of this APM for the year ended December 31, 2018.

	<b>2018</b> <b>(in thousands of euros)</b>
Revenue .....	7,505
Changes in inventories of finished goods and work in progress .....	51,693
Raw materials and consumables used .....	(51,806)
Other operating income .....	420
Employee benefits expense .....	(4,029)
Other operating expenses .....	(3,246)
<b>EBITDA<sup>(APM)</sup></b> .....	<b>537</b>

Explanation of use: we consider EBITDA<sup>(APM)</sup> as a measure of the performance of our business, as it provides an analysis of the profit/loss for the year (excluding interests and taxes as well as depreciation and amortization expenses). We use it to evaluate our projects' ability to generate operating cash flow. Additionally, it is a magnitude used by investors when assessing companies, as well as by rating agencies and creditors to assess the level of indebtedness by comparing EBITDA<sup>(APM)</sup> with net debt and also comparing EBITDA<sup>(APM)</sup> with debt service.

#### EBIT<sup>(APM)</sup>

EBIT corresponds to "revenue" minus "changes in inventories of finished goods and work in progress" minus "raw materials and consumables used" minus "G&As" minus "depreciation and amortization expenses" minus "excessive provisions" minus "impairment losses" minus "other income and expenses".

G&As corresponds to "other operating income", "employee benefit expense" and "other operating expenses".

The table below sets forth the reconciliation of this APM for the year ended December 31, 2018.

	<b>2018</b> <b>(in thousands of euros)</b>
Revenue.....	7,505
Changes in inventories of finished goods and work in progress.....	51,693
Raw materials and consumables used.....	(51,806)
Other operating income.....	420
Employee benefit expense.....	(4,029)
Other operating expenses.....	(3,246)
Depreciation and amortization expenses.....	(1,896)
Excessive provisions.....	136
Impairment losses.....	(8)
Other income and expenses.....	282
<b>EBIT<sup>(APM)</sup></b> .....	<b>(949)</b>

Explanation of use: We use EBIT<sup>(APM)</sup> as a measure of the performance of our business, as it provides an analysis of the operating profit before interest and taxes. We use it to evaluate results over time as it is an indicator of our earning ability.

#### General and Administrative Expenses ("G&A")<sup>(APM)</sup>

G&As<sup>(APM)</sup> corresponds to "other operating income", "employee benefit expense" and "other operating expenses".

The table below sets forth the reconciliation of this APM for the year ended December 31, 2018.

	<b>2018</b> <b>(in thousands of euros)</b>
Other operating income.....	420
Employee benefit expense.....	(4,029)
Other operating expenses.....	(3,246)
<b>G&amp;A<sup>(APM)</sup></b> .....	<b>(6,855)</b>

#### Gross Profit<sup>(APM)</sup>

Gross Profit<sup>(APM)</sup> corresponds to "revenues" minus direct cost<sup>(APM)</sup>.

	<b>2018</b> <b>(in thousands of euros)</b>
Revenue.....	7,505



Direct Cost <sup>(APM)</sup> .....	
– Changes in inventories of finished goods and work in progress .....	51,693
– Raw materials and consumables used.....	(51,806)
<b>Gross Profit<sup>(APM)</sup> .....</b>	<b>7,392</b>

Explanation of use: measures the operating profitability used to evaluate the generation of results without considering those expenses that are not directly attributable to the projects.

Net Financial Debt<sup>(APM)</sup>

Net Financial Debt<sup>(APM)</sup> corresponds to long term debt plus borrowings from financial institutions and other short term liabilities minus cash and cash equivalents.

The table below sets forth the reconciliation of this APM as of December 31, 2018.

	<b>2018</b>
	<b>(in thousands of euros)</b>
Debt instruments and other marketable securities.....	13,784
Borrowings from credit institutions .....	10,329
Other financial liabilities .....	50
Cash and cash equivalents .....	(9,919)
<b>Net Financial Debt<sup>(APM)</sup> .....</b>	<b>14,244</b>

Explanation of use: Net Financial Debt<sup>(APM)</sup> is a financial magnitude that measures the net debt position of a company. Additionally, it is a magnitude used by investors when assessing the net financial leverage of companies, as well as by rating agencies and creditors to assess the level of net indebtedness.

## TAXATION

### Spanish Tax Considerations

The following section is a general discussion of the tax regime applicable to the subscription, acquisition, ownership and, as the case may be, subsequent disposition of the Shares. The information provided below does not purport to be a complete summary of the tax law and practice currently applicable in Spain and is subject to any changes in law and its interpretation and application.

This analysis does not address all tax considerations that may be relevant to all categories of potential investors, some of whom may be subject to special rules (such as financial institutions, collective investment undertakings, pension funds cooperatives and look-through entities, etc.). In addition, this description does not generally consider the regulations adopted by the different Spanish Autonomous Regions (*Comunidades Autónomas*) that may apply to investors regarding particular taxes or the regional tax regimes in force applicable in the Historical Territories of the Basque Country and the Historical Autonomous Region of Navarre (that is, the *Concierto* and the *Convenio Económico*, respectively).

In particular, the applicable rules are set forth in: (i) Law 35/2006 of November 28 on the Personal Income Tax and on the partial amendment of the Corporate Income Tax, Non-resident Income Tax and Wealth Tax Law (the “**PIT Law**”) and its implementing regulations, as approved by Royal Decree 439/2007 of March 30; (ii) the amended consolidated text of the Non-resident Income Tax Law (the “**NRIT Law**”) approved by Royal Legislative Decree 5/2004 of March 5 and its implementing regulations, as approved by Royal Decree 1776/2004 of July 30; (iii) Law 27/2014 of November 27 on Corporate Income Tax (the “**CIT Law**”); and (iv) Royal Decree 634/2015 of July 10 approving the regulations for the CIT Law.

The discussion of Spanish tax laws set forth below is based on law currently in effect in Spain as of the date of this Prospectus, and on the administrative interpretations thereof made public to date. As a result, this description is subject to any changes in such laws or interpretations occurring after the date hereof, including changes having retroactive effect.

Potential investors should consult their own tax advisors concerning the specific Spanish, state, regional and local tax consequences of the acquisition, ownership and disposition of the Shares in light of their particular circumstances as well as any consequences arising under the laws of any other taxing jurisdiction.

### Indirect Taxation on the Acquisition and Disposition of the Shares

The subscription and, as the case may be, subsequent disposition of the Shares is exempt from Transfer Tax, Stamp Duty and Value Added Tax.

### Direct Taxation on the Ownership and Subsequent Disposition of the Shares

#### *Shareholders Resident in Spanish Territory*

This section describes the tax treatment applicable to investors deemed resident in the Spanish territory for tax purposes. In general, and without prejudice to the provisions of the applicable double taxation treaty (“**DTT**”) entered into by Spain, investors considered to be resident in Spain for these purposes include entities resident in Spain pursuant to article 8 of the CIT Law and individuals resident in Spain, according to any of the circumstances defined in article 9.1 of the PIT Law, together with those resident abroad who are members of Spanish diplomatic missions, Spanish Consuls and other official bodies, as set down in article 10.1 thereof. Pursuant to article 8.2 of the PIT Law, investors considered resident in Spain for tax purposes also include individuals with Spanish nationality who cease to be tax residents in Spain pursuant to the criteria above and start holding their new tax residency in a country or jurisdiction deemed as a tax haven for Spanish tax purposes, during the tax period in which the change of residence takes place and the following four periods.

Individuals who acquire tax residency in Spain as a result of moving to Spanish territory will be subject to Personal Income Tax (“**PIT**”). However, those individuals will be entitled to apply for a special PIT regime based on the Non-resident Income Tax (“**NRIT**”) during the period in which the change of residency takes place, and the five subsequent years, provided that they meet the requirements set forth in article 93 of the PIT Law.

### Spanish Resident Individuals

- Personal Income Tax

- (i) Capital Income

Pursuant to article 25 of the PIT Law, capital income shall be considered to include dividends, considerations paid for attending at general meetings of shareholders, income from the creation or assignment of rights of use or enjoyment of the Shares and, in general, the participation in the Company's profits, and any other income received by a Spanish tax resident individual from the entity in his or her position as shareholder of the Company.

Administration and custody expenses shall be deducted from capital income obtained by the shareholder as a result of ownership of the Shares. However, discretionary or individualized portfolio management expenses shall not be offset against capital income. The amount net of administration and custody expenses shall be included in the savings taxable base of the year in which it is due. As from 2021, the savings taxable base will be taxed at the fixed rate of 19% (for the first €6,000 of capital income obtained by the individual), 21% (for income of between €6,000.01 and €50,000), 23% (for income of between €50,000.01 and €200,000) or 26% (for income in excess of €200,000).

In addition, shareholders shall, in general, be liable for a PIT withholding at a rate of 19% on the full amount of profit distributed in the relevant tax year. This withholding shall be creditable from the PIT payable. If the amount of PIT payable is less than the PIT withholding, it shall give rise to the refund provided for in article 103 of the PIT Law.

- (ii) Capital Gains and Losses

Gains or losses generated by a Spanish tax resident individual as a result of the transfer of the Shares qualify for the purposes of the PIT Law as capital gains or losses and are subject to taxation according to the general rules applicable to capital gains. The amount of capital gains or losses shall be calculated as the negative or positive difference between the acquisition value of the securities and their transfer value, determined by: (i) the listed value of the shares as of the transfer date; or (ii) the agreed transfer price, when this exceeds the listed value of the shares.

Where the PIT taxpayer owns other securities of the same kind, the acquisition price of the transferred shares is based on the principle that those acquired first are sold first (FIFO).

Both the acquisition and transfer values are increased or reduced, respectively, by the costs and taxes inherent to such transactions borne by the acquirer or transferor, respectively.

Capital gains or losses derived from the transfer of the Shares shall be included and offset in the savings taxable base of the tax period in which the transfer takes place, being taxed in the 2021 tax year at the rate of 19% (for the first €6,000 of capital gains obtained by the individual), 21% (for capital gains of between €6,000.01 and €50,000), 23% (for capital gains of between €50,000.01 and €200,000) or 26% (for capital gains in excess of €200,000).

Capital gains derived from transfer of the Shares are not subject to withholding tax on account of PIT. Finally, certain losses derived from the transfer of the Shares will not be treated as capital losses when identical securities are acquired during the two months prior or subsequent to the transfer date which originated that loss. In such cases, capital losses shall be included in the taxable base upon the transfer of the remaining shares of the taxpayer.

- (iii) Pre-emptive Subscription Rights

Distributions to Spanish shareholders of pre-emptive subscription rights to subscribe for new Shares (“**Pre-emptive Subscription Rights**”) made with respect to the Shares are not treated as income under Spanish tax law. The exercise of Pre-emptive Subscription Rights is not considered a taxable event under Spanish law.

The proceeds obtained from the transfer of Pre-emptive Subscription Rights of the Shares received by a Company’s shareholder shall be regarded as capital gains for the transferor corresponding the tax period in which the transfer takes place (in the manner described under “*Capital gains and losses*” above).

The amount received in the transfer of Pre-emptive Subscription Rights will be subject to withholding on account of PIT at the current rate of 19%. This withholding on account of PIT is levied by the depositary entity or, in the absence thereof, by the financial intermediary or notary public that intervenes in the transfer.

(iv) Share Premium Distributions

The amount obtained through the distribution of the issue premium for shares admitted to trading on any of the regulated securities markets defined in MiFID II (such as the Shares) shall reduce, until cancellation, the acquisition value of the specific shares. The excess over that acquisition value will be taxed as capital income in the manner described under “*Capital income*” above. As an exception, PIT withholding is not applied on distributions of share premium.

(v) Employee Discount (as defined below)

The Employee Discount afforded to Relevant Employees qualifies as employment in-kind income, subject to PIT in Spain and taxed at the Relevant Employee’s PIT marginal rate (maximum state rate of 49%, although the effective PIT taxation may be higher or lower depending on the autonomous region in which the Relevant Employee is resident).

Notwithstanding the above, the Employee Discount received by the Relevant Employees might benefit from a tax exemption from PIT up to the amount of €12,000 to the extent that all the following conditions are met:

- (a) the Offering of the Employee Shares to the Relevant Employees is made under the same terms and conditions. According to the current criterion of the Spanish tax authorities, this condition should be assessed at individual level: that is, in each entity that forms part of the Group;
- (b) the Employees Shares are not transferred by the Relevant Employee during the three-year period following their acquisition; and
- (c) the Relevant Employee (along with his/her immediate family) does not own a direct or indirect interest higher than 5% in any of the companies of the Group.

If the Employee Shares are sold prior to the expiration of the three-year holding period, the Relevant Employee will be obliged to file a supplemental tax return for the tax year in which the Employee Shares were acquired in order to pay taxes for the amount of the compensation in-kind that was deemed exempted.

This employment income, if not exempt as described above, would be subject to payment on account of the Relevant Employee’s final PIT liability.

- Wealth Tax

Spanish tax resident individuals shall be subject to Wealth Tax on their total net wealth at December 31, irrespective of where their assets might be located or rights might be exercised.

This taxation shall be imposed pursuant to Law 19/1991 of June 6 on Wealth Tax (the “**Wealth Tax Law**”) which, for these purposes, sets a minimum tax-free allowance of €700,000, in accordance with a tax scale with marginal rates, as from 2021, ranging between 0.2% and 3.5%, without prejudice to specific rules that may have been approved by the Spanish Autonomous Regions.

Spanish tax resident individuals who acquire the Shares and who are required to file Wealth Tax returns must declare the Shares they hold at December 31 of each year. For these purposes, the Shares shall be valued using the average trading price in the last quarter of the year. The Ministry of Finance publishes annually this average trading price for the Wealth Tax purposes.

- Inheritance and Gift Tax

The transfer of shares by inheritance or gift in favor of individuals who are resident in Spain is subject to Inheritance and Gift Tax (“IGT”) in accordance with Law 29/1987 of December 18, without prejudice to the specific legislation applicable in each Spanish Autonomous Region. The acquirer of the securities is liable for this tax as taxpayer. According to IGT Law 28/1987 of December 18, the applicable general tax rates range between 7.65% and 34%. However, after applying all relevant factors (such as the specific regulations imposed by each Spanish Autonomous Region, the amount of the pre-existing assets of the taxpayer and the degree of kinship with the deceased or donor), the final effective tax rate may range from 0% to 81.6%.

#### Corporate Resident Shareholders

- Corporate Income Tax

- (i) Dividends

CIT taxpayers and NRIT taxpayers who act in Spain for these purposes through permanent establishments shall include the gross amount of dividends or interest in profits received as a result of ownership of the Shares, and the costs inherent to this interest, in their taxable base, in accordance with article 10 and onwards of the CIT Law. The general tax rate applicable to this income is 25%.

However, dividends and interests in profits of a company could be entitled to an exemption from CIT, pursuant to article 21 of the CIT Law, if certain requirements are met: (i) the percentage of the direct or indirect participation in the capital or equity of the entity is at least 5% and (ii) the participation must be held uninterruptedly during the year prior to the day on which the dividend is distributed, or otherwise be held for the time needed to complete this period (and provided that other requirements that need to be analyzed on a case by case basis are fulfilled). Should the Company obtain dividends, interest in profits of a company or income arising from the disposition of securities representing the capital or equity of entities comprising more than 70% of its income, the application of this exemption is conditional on the compliance of complex requirements which, in essence, require the CIT-payer holder of the shares to have an indirect holding of at least 5% of the share capital of those entities, unless these subsidiaries meet the conditions referred to in Article 42 of the Spanish Commercial Code of August 22, 1885, as amended (the “**Spanish Commerce Code**”) to form part of the same group of companies of the direct subsidiary, and they prepare consolidated financial statements. Investors are advised to consult their tax advisors or lawyers to determine the compliance of the requirements to apply this exemption.

As from 2021, the CIT exemption for dividends and interests in profits of a company is reduced from the full exemption (100%) to a 95% tax relief. In practice, this means that dividends and interests in profits of a company obtained by CIT taxpayers will be taxed at an effective 1.25% rate (general 25% CIT rate on the 5% of the registered dividends and interests in profits of a company).

Additionally, as from 2021, the 95% exemption will only apply when the shareholder has at least a direct or indirect stake of 5% and therefore shareholders which have an acquisition value of their participation which exceeds €20 million will not be entitled to the exemption (without prejudice to the application of a grandfathering regime under specific conditions).

In addition, CIT taxpayers shall be subject to a withholding tax of 19% on the total profit distributed, unless any of the withholding exemptions set forth in prevailing regulations apply, in which case, the withholding tax shall be made exclusively on the amount which would not be exempt. The distribution of share premium should not be subject to withholding on account of CIT.

This withholding shall be creditable from the CIT payable and, should the latter be insufficient, it shall give rise to the refund provided for in article 127 of the CIT Law.

(ii) Income Derived from Transfers of the Shares

Any gain or loss derived from the transfer of the Shares, whether for valuable consideration or not, shall be included in the taxable base of CIT (or of NRIT for those taxpayers acting, for these purposes, through a permanent establishment in Spain) in accordance with article 10 and onwards of the CIT Law. The general tax rate applicable to this income is 25%. However, the deductibility of any losses that may be originated by the transfer of the Shares may be subject to restrictions (for instance, if the capital gains potentially obtained on such transfer would have been entitled to benefit from the CIT exemption, pursuant to article 21 of the CIT Law, indicated below), pursuant to Royal Decree-Law 3/2016 of December 2. Investors are advised to consult their tax advisors or lawyers about the application of such restrictions in their particular case. Capital gains derived from the transfer of the Shares shall not be subject to CIT withholding.

As a general rule, capital gains derived from the transfer of an interest in an entity may be entitled to a CIT exemption, pursuant to article 21 of the CIT Law, provided that: (i) the direct and indirect participation in the capital or equity of the entity is, at least, 5% and (ii) such participation is held uninterruptedly for the year prior to the day on which the transfer takes place. Should the Company obtain dividends, interest in profits of a company or income arising from the disposition of securities representing the capital or equity of entities comprising more than 70% of its income, the application of this exemption is conditional on the compliance of complex requirements which, in essence, require the holder of the shares to have an indirect holding of at least 5% of the share capital of those entities, unless these subsidiaries meet the conditions referred to in Article 42 of the Spanish Commercial Code to form part of the same group of companies of the direct subsidiary, and they prepare consolidated financial statements. Investors are advised to consult their tax advisors or lawyers to determine the compliance of the requirements to apply this exemption.

As from 2021, the CIT exemption for capital gains is reduced from the full exemption (100%) to a 95% tax relief. In practice, this means that capital gains obtained by CIT taxpayers would be taxed at an effective 1.25% rate (general 25% CIT rate on the 5% of the capital gains).

Additionally, as from 2021, the 95% exemption will only apply when the shareholder has at least a direct or indirect stake of 5% and therefore, shareholders which have an acquisition value of their participation that exceeds €20 million will not be entitled to the exemption (without prejudice to the application of a grandfathering regime under specific conditions).

(iii) Pre-emptive Subscription Rights

The allocation of Pre-emptive Subscription Rights and their subscription as Shares will not generate any income for CIT purposes provided the Pre-emptive Subscription Rights are not associated to a shareholders' remuneration program.

However, if these Pre-emptive Subscription Rights are transferred by a CIT taxpayer, any accounting income that may arise from the transfer will be subject to the general CIT tax rate, currently of 25%. Shareholders who are CIT taxpayers must consult their tax advisors regarding the possibility to apply the CIT exemption, pursuant to article 21 of the CIT Law, on this income with the limitations described in the previous sections.

(iv) Share Premium Distribution

A distribution of share premium will not in itself constitute taxable income but will instead reduce the acquisition value of the Shares. If the amount of the share premium received exceeds the acquisition value of the Shares held by a CIT taxpayer, such excess would constitute a taxable income, generally subject to the general CIT tax rate of 25%. Shareholders who are CIT taxpayers must consult their tax advisors regarding the possibility

to apply the CIT exemption, pursuant to article 21 of the CIT Law, on this income with the limitations described in the previous sections. No withholding should be applicable upon such distribution.

- Wealth Tax

CIT taxpayers are not subject to Wealth Tax.

- Inheritance and Gift Tax

CIT taxpayers are not subject to IGT, and income obtained through a gift is taxed pursuant to CIT rules.

### ***Shareholders Non-Resident in Spanish Territory***

This section analyzes the tax treatment applicable to shareholders who are non-resident in Spanish territory and are beneficial owners of the Shares. Non-resident shareholders are individuals who are not PIT taxpayers and entities non-resident in Spanish territory, pursuant to article 6 of the NRIT Law.

The tax regime described herein is general in nature, and the specific circumstances of each taxpayer should be considered in the light of the applicable DTT.

#### *Non-resident Income Tax*

- Non-resident Shareholders Acting Through a Permanent Establishment in Spain

Ownership of the Shares by investors who are non-resident for tax purposes in Spain will not in itself create the existence of a permanent establishment in Spain.

If the Shares form part of the assets allocated to a permanent establishment in Spain of a person or legal entity who is non-resident in Spain for tax purposes, the NRIT rules applicable to income deriving from such Shares are similar as those for Spanish CIT taxpayers (set out above).

- Non-resident Shareholders Not Acting Through a Permanent Establishment in Spain

#### (i) Capital Income (Dividends)

Dividends paid to non-Spanish tax resident shareholders not acting through a permanent establishment in Spain are subject to Spanish NRIT, at the general withholding tax rate of 19%.

This taxation can be eliminated or reduced as per the application of (i) the Spanish NRIT exemption implementing the EU Parent-Subsidiary Directive or (ii) the benefits of a DTT (e.g., the applicable rate under the Spain-U.S. DTT is generally 15% for U.S. investors entitled to the benefits of the treaty who are the beneficial owners of the income).

Under the EU Parent-Subsidiary Directive exemption, no Spanish withholding taxes should be levied on the dividends distributed by subsidiaries resident in the Spanish territory to their parent companies resident in other EU member states or the permanent establishment of these located in other EU member states, to the extent that the following requirements are met:

- (a) Both companies are subject to, and not exempt from, any of the taxes levied on legal entities in member states of the EU, according to article 2(c) of Directive 2011/96/EU of the Council of November 30, 2011, with regard to the regime applicable to parent companies and subsidiaries in different member states, and the permanent establishments are subject to, and not exempt from, taxation in the state in which they are located.
- (b) The distribution of profits is not due to the liquidation of the subsidiary company.
- (c) Both companies are incorporated under the laws of a EU member state, under one of the corporate forms set forth in the Annex to Directive 2011/96/EU of the Council of November 30, 2011 on the

common system of taxation applicable in the case of parent companies and subsidiaries of different member states, as amended by Directive 2014/86/EU of the Council of July 8, 2014.

(d) The parent company is the beneficial owner of the dividend received from its subsidiary.

A company is considered to be a parent company when it owns a direct or indirect participation of at least 5% in the share capital of the other company. The other company is deemed a subsidiary. This interest must have been held uninterrupted during the year prior to the date on which the profit has been distributed or becomes payable or, otherwise, the participation must continue to be held for the period needed to complete one year. In the latter case, Spanish withholding taxes (at the applicable rate) would be levied on the dividend at the time it is paid out, and the NRIT-payer and parent company should request a reimbursement to the Spanish tax authorities when the one year threshold is met. Investors are advised to consult their tax advisors or lawyers about the procedure to request this refund from the Spanish tax authorities.

As from 2021, the EU Parent-Subsidiary Directive exemption will only apply when the shareholder has at least a direct or indirect stake of 5% and therefore, shareholders which have an acquisition value of their participation that exceeds €20 million will not be entitled to the exemption (without prejudice to the application of a grandfathering regime under specific conditions).

This exemption shall also apply to profits distributed by subsidiaries resident in the Spanish territory to parent companies resident in member states of the EEA, and the permanent establishments of such parent companies located in other member states of the EEA, provided that the requirements set forth in the NRIT Law are met.

This exemption does not apply if the dividend is obtained through a territory which qualifies as a tax haven. The exemption does not apply either if the majority of the voting rights of the parent company are held, directly or indirectly, by legal entities or individuals who are non-resident in member states of the EU or the EEA with which Spain has an effective exchange of taxation information, pursuant to section 4 of the first additional provision of Law 36/2006 of November 29 on measures for the prevention of fiscal fraud, unless when the incorporation and operation of such parent company is due to valid economic reasons and substantive business purposes.

As a general rule, the Company will apply NRIT withholding of 19% on dividend payments.

However, when a DTT applies based on the tax residency of the recipient, the exemption or reduced tax rate established in the DTT for such income shall apply, upon the taxpayer's evidence of their tax residency, in the form established in the corresponding legislation (e.g., IRS Form 6166 for U.S. investors). For this purpose, a special procedure approved by Order of the Ministry of Finance and Treasury on April 13, 2000 is applicable to make any withholding at the corresponding rate for non-resident shareholders, and when applicable for the exclusion of the withholding, provided that the payment procedure involves financial entities domiciled, resident or represented in Spain that are depositaries or which manage the collection of income from such securities.

Pursuant to this regulation, upon distribution of the dividend, the Company will withhold on the gross income of the dividend a rate of 19% in 2021 and transfer the resulting net amount to the depositary. The depositary which gives to the Company (as received from the corresponding investors) evidence in the established form of the right to the entitlement to the application of reduced rates or exclusion of withholding from the non-resident shareholders shall immediately receive the excess amount withheld, for subsequent distribution to the investors. To this end, the non-resident shareholders must, before the 10<sup>th</sup> day of the month following the distribution of the dividend, provide their depositary with a certificate of tax residency issued by the relevant tax authority of their country of residence, stating that the investor is resident in such country in the terms defined in the relevant DTT. In cases in which a reduced tax rate is provided by a DTT pursuant to an Order establishing the use of a specific form, this form must be delivered instead of the certificate. Such tax residency certificates are generally valid for one year from the date of issue for these purposes and if they refer to a specific period, they will only be valid for that period.



When an exemption or reduced withholding tax rate under a DTT is applicable, and the shareholder does not give evidence of its tax residency in a timely manner, the shareholder may request the Spanish tax authorities the refund of the amount withheld in excess, following the procedure and using the form stipulated in Spanish Order EHA/3316/2010 of December 17, 2010.

In any case, if the NRIT withholding has been already made or the entitlement to the exemption has been recognized, non-resident shareholders are not required to file a tax return for NRIT purposes in Spain.

Investors are advised to consult their tax advisors or lawyers about the procedure to request any refund from the Spanish tax authorities.

(ii) Capital Gains and Losses

Pursuant to the NRIT Law, capital gains derived from transfer of the Shares, or any other capital gain related to such securities by legal entities or individuals who do not act through a permanent establishment in Spain shall be subject to NRIT, being the tax payable calculated, generally, in accordance with the rules set forth in PIT Law. In particular, capital gains derived from transfer of the Shares shall be subject to NRIT at the rate of 19% in the 2021 tax year, unless a domestic exemption or a DTT applies, in which case the provisions of the DTT shall prevail. Prospective investors are advised to seek their own professional advice in relation to the application of the corresponding DTT on the capital gains derived from transfer of the Shares, as specific provisions of the DTT may not apply should the Company be considered at the date of the transfer as a real estate company.

Under Spanish tax law, the following capital gains will be exempt:

- (a) Capital gains derived from the transfer of the Shares in official secondary markets for Spanish securities which have not been obtained through a permanent establishment in Spain by individuals and entities resident in a jurisdiction that has signed a DTT with Spain including an information-exchange clause (which applies to these individuals and entities) if such individuals or entities are entitled to the benefits of the relevant DTT, and to the extent that such gains have not been obtained through countries or jurisdictions defined as a tax haven.
- (b) Capital gains derived from the transfer of the Shares which have not been obtained through a permanent establishment in Spain by individuals and entities resident for tax purposes in other member states of the EU, or permanent establishments of these resident in another EU member state (other than Spain), provided that they have not been obtained through countries or jurisdictions officially qualifying as tax havens. This exemption does not apply to capital gains resulting from the transfer of shares or rights of an entity: (i) when the assets of that entity comprise, mainly, real estate property located in the Spanish territory, whether directly or indirectly; (ii) in the case that the transferor is a non-resident individual at any time during the twelve months prior to the transfer, when the transferor holds an interest, directly or indirectly, of at least 25% of the capital or equity of the company; or (iii) in the case that the transferor is a non-resident company, when the transfer does not meet the requirements for application of the exemption set down in article 21 of the CIT Law.

This exemption shall also apply to capital gains which have not been obtained through a permanent establishment in Spain by individuals and entities resident for tax purposes in member states of the EEA, or permanent establishments of these resident in other member states of the EEA, provided that the requirements set forth in the NRIT Law are met.

The capital gain or loss shall be calculated and taxed separately for each transfer. Offsetting of gains and losses from different transfers is not permitted. The tax shall be calculated applying the rules set out in article 24 of the NRIT Law.

Pursuant to the NRIT Law, capital gains obtained by non-residents who do not act through a permanent establishment are not subject to withholding on account of NRIT.

Non-resident shareholders are required to file a tax return (currently, Form 210), calculating and paying, as applicable, the resulting NRIT due. This tax return may also be filed, and the NRIT paid, by the taxpayer's tax representative in Spain, the depository or the manager of the shares, applying the procedure and the tax return set out in Order EHA/3316/2010 of December 17, 2010.

In the event that an exemption applies, whether under Spanish law or through a DTT, the non-resident investor must provide evidence of his/her/its right by providing a certificate of tax residency in a timely manner duly issued by the tax authorities of his/her/its country of residence (which must state, as the case may be, that the investor is resident in that country within the meaning of the applicable DTT) or the form stipulated in the Order implementing the applicable DTT. Such tax residency certificates are generally valid for one year from the date of issue for these purposes, and if they refer to a specific period, they will only be valid for that period.

(iii) Pre-Emptive Subscription Rights

Distributions to non-Spanish tax resident shareholders of the Pre-emptive Subscription Rights to subscribe the Shares are not treated as income under Spanish NRIT Law. The exercise of such pre-emptive rights is not considered a taxable event under Spanish NRIT Law.

The proceeds derived from a transfer of pre-emptive rights by a NRIT taxpayer (without permanent establishment in Spain) will be regarded as a capital gain and subject to Spanish NRIT in the manner described under "*Capital Gains and Losses*" above.

(iv) Share Premium Distributions

A distribution of dividends out of the share premium will not in itself constitute taxable income but will instead reduce the acquisition value of the Shares for shares admitted to trading on any of the regulated securities markets defined in MiFID II (such as the Shares). If the amount of the share premium received exceeds the acquisition value of the Shares held by a non-resident shareholder, such excess would constitute a taxable income subject to NRIT at a flat rate of 19%, unless otherwise provided by a DTT (although this income would not be subject to withholding tax on account of NRIT in Spain).

### Wealth Tax

Individuals who are not resident for tax purposes in Spain pursuant to article 9 of the PIT Law, and who own assets and rights that can be exercised or have to be met in Spanish territory on December 31 of each year shall be subject to Wealth Tax on the value of the assets and rights that can be exercised or have to be met in Spanish territory. However, taxpayers may deduct the minimum allowance of €700,000, being applicable the general scale for the tax, which ranges from 0.2% to 3.5% in 2021.

The Spanish tax authorities consider that the shares of Spanish companies are assets located in Spain for tax purposes.

In addition, the Wealth Tax Law provides for an exemption of securities whose income are exempt from taxation under NRIT rules.

The value of the shares admitted to trading on an official Spanish secondary market owned by non-resident natural persons shall be calculated using the average trading price in the last quarter of each year. The Ministry of Finance publishes annually this average trading price for the Wealth Tax purposes.

Individuals resident in a member state of the EU or the EEA shall be entitled to apply the specific rules adopted by the Spanish Autonomous Region in which the assets or rights with more value and subject to the tax are located. Investors are advised to consult their tax advisors or lawyers to determine the effects of these rules.

Finally, entities that are non-resident in Spain are not subject to this tax.

### Inheritance and Gift Tax

Without prejudice to the provisions of any applicable DTT, acquisitions obtained through inheritance or by gift by individuals who are non-resident in Spain, irrespective of the residency of the transferor, shall be subject to IGT when the acquisition involves assets located in Spanish territory or rights that can be exercised or have to be complied with in Spanish territory. The Spanish tax authorities consider that the shares of Spanish companies are assets located in Spain for tax purposes.

Generally, non-Spanish tax resident individuals are subject to Spanish IGT in accordance with the rules set forth in the state IGT law. However, if either the deceased or the donee is resident in a EU or EEA Member state, the applicable rules will be those corresponding to the relevant Autonomous Regions in accordance with the law. As such, prospective investors should consult their tax advisors. Likewise, in its judgments of February 19, March 21 and March 22, 2018, the Spanish Supreme Court, based on the European right to the free movement of capital, has declared that the application of the regional rules corresponding to the relevant Autonomous Region according to the law should be extended in some circumstances to deceased heirs or donees who are resident outside of the EU or the EEA.

Investors are advised to consult their tax advisors or lawyers.

Companies that are non-resident in Spain are not subject to this tax. The income they obtain by gifts is generally taxed as capital gains, pursuant to the NRIT Law previously described, without prejudice to any applicable DTT.

Non-resident shareholders are advised to consult their tax advisors about the terms in which IGT applies in each case.

### ***The proposed European financial transactions tax***

The European Commission published in February 2013 a proposal (the "**Commission's Proposal**") for a Directive for a common financial transaction tax (the "**EU FTT**") in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (excluding Estonia, the participating Member States). Estonia has since stated that it will not participate.

The Commission's Proposal has very broad scope and could, if introduced, apply to certain dealings in financial instruments (including secondary market transactions) in certain circumstances. The issuance and subscription of financial instruments should, however, be exempt.

Under the Commission's Proposal, the EU FTT could apply in certain circumstances to persons both within and outside of participating Member States. Generally, it would apply to certain dealings in financial instruments where at least one party is a financial institution, and at least one party is established in a participating Member State. A financial institution may be, or be deemed to be, "established" in a participating Member State in a broad range of circumstances, including (i) by transacting with a person established in a participating Member State or (ii) where the financial instrument which is subject to the dealings is issued in a participating Member State.

Under the Commission's Proposal, the EU FTT involves a minimum 0.1% tax rate for transactions in all types of financial instruments, except for derivatives that would be subject to a minimum 0.01% tax rate.

On December 3, 2018, the finance ministers of France and Germany outlined a joint proposal for a limited FTT based on a system already in place in France. Under the new proposal, the tax obligation would apply only to transactions involving shares issued by domestic companies with a market capitalization of over €1 billion.

However, the Commission's Proposal remains subject to negotiation between the participating Member States and the scope of any such tax is uncertain. It may therefore be changed prior to any implementation, the timing of which remains unclear. Additional EU Member States may decide to participate and participating Members States may withdraw.

Prospective Holders are advised to seek their own professional advice in relation to the EU FTT.

### ***Spanish Financial Transactions Tax***

The Spanish law which implements the Spanish tax on financial transactions (the "**Spanish FTT**") was approved on October 7, 2020 (the "**FTT Law**") and the FTT Law was published in the Spanish Official Gazette (*Boletín Oficial del Estado*) on October

16, 2020. The Spanish FTT came into force on January 16, 2021 (three months after the publication of the FTT Law in the Spanish Official Gazette).

Spanish FTT charges a 0.2% rate on specific onerous acquisitions of listed shares issued by Spanish companies whose market capitalization exceeds €1 billion, regardless of the jurisdiction of residence of the parties involved in the transaction.

The list of the Spanish companies with a market capitalization exceeding €1 billion at December 1 of each year will be published on the Spanish tax authorities' website before December 31 each year (this list is published only for illustrative purposes and it does not exempt the taxpayer/taxable person from its obligations if a Spanish company meets the FTT requirements in order for the onerous acquisitions of its shares to be subject to FTT). Given that the Company did not have market capitalization in 2020, and according to the administrative published criteria, it should not fall within the scope of the Spanish FTT for transactions carried out and settled in 2021.

The Spanish FTT does not apply in relation to the present Offering since transactions in the primary market and initial public offerings are exempt from the Spanish FTT. However, it may subject other transactions involving the acquisition of the Shares in the future (except for transactions carried out during 2021) depending on the market capitalization of the Company and other factors. Prospective investors are advised to seek their own professional advice in relation to the Spanish FTT.

### **US Tax Considerations**

The following is a description of certain U.S. federal income tax consequences to the U.S. Holders described below of the ownership and disposition of the Shares, but it does not purport to be a comprehensive description of all tax considerations that may be relevant to a particular person's decision to acquire the Shares. This discussion applies only to U.S. Holders that acquire Shares in this Offering and hold them as capital assets. In addition, this discussion does not describe all of the tax consequences that may be relevant in light of a U.S. Holder's particular circumstances, including alternative minimum tax consequences, any aspect of the Medicare contribution tax on "net investment income" and tax consequences applicable to U.S. Holders subject to special rules, such as:

- certain financial institutions;
- dealers or certain traders in securities;
- persons holding Shares as part of a straddle or integrated transaction;
- persons whose functional currency for U.S. federal income tax purposes is not the U.S. dollar;
- entities or arrangements classified as partnerships for U.S. federal income tax purposes;
- tax-exempt entities, individual retirement accounts, or "Roth IRAs";
- our employees, executives or other persons purchasing New Non-Qualified Investors Shares;
- persons that own or are deemed to own 10% or more of the Company's stock by vote or value; or
- persons holding Shares in connection with a trade or business outside the United States.

If you are an entity or arrangement treated as a partnership for U.S. federal income tax purposes, the U.S. federal income tax treatment to you and your partners generally will depend on the status of the partners and your activities. If you are an entity or arrangement treated as a partnership for U.S. federal income tax purposes that owns Shares or a partner in such partnership or arrangement, you should consult your tax adviser as to your particular U.S. federal income tax consequences of owning and disposing of the Shares.

This discussion is based on the Internal Revenue Code of 1986, as amended (the "**Code**"), administrative pronouncements, judicial decisions, final, temporary and proposed Treasury regulations, and the income tax treaty between Spain and the United States (the "**Treaty**"), all as of the date hereof. These laws are subject to change, possibly with retroactive effect.

You are a “U.S. Holder” for purposes of this discussion if you are, for U.S. federal income tax purposes, a beneficial owner of Shares and:

- a citizen or individual resident of the United States;
- a corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States, any state therein or the District of Columbia; or
- an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

**This discussion does not address the effects of any state, local or non-U.S. tax laws, or any U.S. federal taxes other than income taxes (such as U.S. federal estate or gift tax consequences). You should consult your tax adviser regarding the application of the U.S. federal tax laws to your particular situation, as well as any tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.**

### ***Taxation of Distributions***

This discussion is subject to the discussion under “—*Passive Foreign Investment Company Rules*” below.

Distributions received on our Shares, including the amount of any Spanish taxes withheld, other than certain pro rata distributions of ordinary shares to all shareholders, will constitute foreign-source dividend income to the extent paid out of our current or accumulated earnings and profits (as determined for U.S. federal income tax purposes). Because we do not maintain calculations of our earnings and profits under U.S. federal income tax principles, it is expected that distributions generally will be reported to you as dividends. The amount of any dividend paid in euros that you will be required to include in income will equal the U.S. dollar value of the distributed euros, calculated by reference to the exchange rate in effect on the date the payment is received, regardless of whether the payment is converted into U.S. dollars on the date of receipt. If the dividend is converted into U.S. dollars on the date of receipt, you will generally not be required to recognize foreign currency gain or loss in respect of the dividend income. You may have foreign currency gain or loss if the dividend is converted into U.S. dollars after the date of its receipt. Dividends will not be eligible for the dividends-received deduction generally available to U.S. corporations under the Code. Subject to applicable limitations, dividends received by certain non-corporate U.S. Holders may be taxable at a preferential rate, provided that (i) we are not a passive foreign investment company (“**PFIC**”) for the taxable year in which the dividend is paid or the preceding taxable year, and (ii) we qualify for benefits under the Treaty. If you are a non-corporate U.S. Holder you should consult your tax adviser regarding the availability of, and applicable limitations with respect to, the preferential tax rate on dividends.

Spanish taxes withheld from dividends on Shares at a rate not in excess of any applicable Treaty rate will generally be creditable against your U.S. federal income tax liability, subject to applicable limitations that vary depending upon your circumstances. Spanish taxes withheld in excess of any applicable rate under the Treaty will not be eligible for credit against your U.S. federal income tax liability (see “*Taxation—Spanish Tax Considerations—Direct Taxation on the Ownership and Subsequent Disposition of the Shares—Shareholders Non-Resident in Spanish Territory*” for a discussion of how to obtain the Treaty rate). Subject to applicable limitations, in lieu of claiming a foreign tax credit, you may elect to deduct foreign taxes, including Spanish taxes, in computing your taxable income. An election to deduct foreign taxes instead of claiming foreign tax credits applies to all foreign taxes paid or accrued in the relevant taxable year.

The rules governing foreign tax credits are complex, and you should consult your tax adviser regarding the creditability or deductibility of Spanish taxes in your particular circumstances.

### ***Sale or Other Taxable Disposition of Shares***

This discussion is subject to the discussion under “—*Passive Foreign Investment Company Rules*” below.

You generally will recognize capital gain or loss on a sale or other taxable disposition of Shares. Such gain or loss will be long-term capital gain or loss if at the time of sale or disposition the Shares have been held for more than one year. The amount of gain or loss will equal to the difference between the amount realized on the sale or disposition and your tax basis in the Shares,

each as determined in U.S. dollars. Any gain or loss will generally be U.S.-source for foreign tax credit purposes. The deductibility of capital losses is subject to limitations.

As described above under “*Taxation—Spanish Tax Considerations*,” gains on the sale of Shares may be subject to Spanish taxes. You are generally entitled to use foreign tax credits to offset only the portion of your U.S. federal income tax liability that is attributable to foreign-source income. Because capital gain is generally treated as U.S.-source income, this limitation may preclude you from claiming a credit for all or a portion of any Spanish taxes imposed on any such gains. In addition, if you are entitled to an exemption from Spanish taxation on disposition gains under either Spanish domestic law or the Treaty, you will not be able to claim foreign tax credits in respect of any Spanish taxes on such gains. You should consult your tax advisers regarding your eligibility for an exemption from Spanish taxation on the gain from disposition of Shares and the creditability of any Spanish tax on the gain from a sale or other disposition of Shares in your particular circumstances.

### ***Passive Foreign Investment Company Rules***

In general, a non-U.S. corporation will be a PFIC for any taxable year in which (i) 75% or more of its gross income consists of passive income or (ii) 50% or more of the value of its assets (generally determined on a quarterly average basis) consists of assets that produce, or are held for the production of, passive income. For purposes of the above calculations, a non-U.S. corporation that directly or indirectly owns at least 25% by value of the equity interests of another corporation or partnership is treated as if it held its proportionate share of the assets of the other corporation or partnership and received directly its proportionate share of the income of the other corporation or partnership. Passive income generally includes interest, investment income and gains from commodities transactions (other than certain active business commodities gains). Goodwill is treated as an active asset under the PFIC rules to the extent attributable to activities that produce active income. Cash is a passive asset.

Our PFIC status is an annual factual determination that can be made only after the end of each taxable year. Our PFIC status for each taxable year will depend on the composition of our income and assets and the value of our assets from time to time (including the value of our goodwill, which may be determined by reference to the excess of the sum of our market capitalization and liabilities over the value of our other assets). Our PFIC status for the current or any other taxable year is subject to substantial uncertainties. For example, it is expected that our annual PFIC status for any taxable year will depend in large part on the extent to which our gross income from sales of energy is considered to be active business commodities gains under the Internal Revenue Code. Based on the manner in which we currently intend to operate, we believe it reasonable for U.S. Holders to take the position that our gross income from energy sales is active. However, because we outsource to independent contractors significant operation and maintenance functions with respect to our power plants, there can be no assurance that the Internal Revenue Service or a court will agree with this position. If our income from sales of energy is not treated as derived from an active commodities business we will likely be a PFIC. Moreover, while we hold a substantial amount of cash (including cash raised in this Offering), our PFIC status for any taxable year will depend on the value of our goodwill, which as described above may be determined in large part by reference to our market capitalization, which may be volatile. Therefore, we may be a PFIC if our market capitalization from time to time is not sufficiently large such that the value of our goodwill and other active assets does not constitute more than 50% (on a quarterly average basis) of the value of our total assets for any taxable year. In addition, the extent to which our goodwill will be characterized as an active asset is not entirely clear and we cannot give assurance that the entire amount of our goodwill will be treated as an active asset. Furthermore, we own, and will likely continue to own, minority stakes in entities or joint ventures that own power plants. Any power plants in which we own less than 25% will generally be treated as passive assets for purposes of the PFIC rules. For these reasons we cannot assure you that we will not be a PFIC for the current or any future taxable year, and in making your investment decision you should take into account the potential application of the PFIC rules. We will not conduct annual assessments of our PFIC status for any taxable year.

If we are a PFIC for any taxable year and any entity in which we own or are deemed to own equity interests is also a PFIC (any such entity, a “**Lower-tier PFIC**”), you will be deemed to own a proportionate amount (by value) of the shares of each such Lower-tier PFIC and will be subject to U.S. federal income tax according to the rules described in the next paragraph on

(i) certain distributions by a Lower-tier PFIC and (ii) dispositions of shares of Lower-tier PFICs, in each case as if you held such shares directly, even though you did not receive any proceeds of those distributions or dispositions.

Generally, if we are a PFIC for any taxable year during which you own the Shares, gains recognized upon a disposition (including, under certain circumstances, a pledge) of the Shares by you will be allocated ratably over your holding period for such Shares. The amounts allocated to the taxable year of disposition and to years before we became a PFIC will be taxed as ordinary income. The amount allocated to each other taxable year will be subject to tax at the highest rate in effect for that taxable year for individuals or corporations, as appropriate, and an interest charge will be imposed on the resulting tax liability for each taxable year. Further, to the extent that the amount of the distributions you receive on your Shares in a taxable year exceeds 125% of the average of the annual distributions on such Shares received during the preceding three years or your holding period, whichever is shorter, that distribution will be subject to taxation in the same manner. If we are a PFIC for any year during which you owned Shares, we will generally continue to be treated as a PFIC with respect to you for all succeeding years during which you own the Shares, even if we cease to meet the threshold requirements for PFIC status.

Alternatively, if we are a PFIC for any taxable year and if the Shares are “regularly traded” on a “qualified exchange,” you could make a mark-to-market election with respect to the Shares that would result in tax treatment different from the general tax treatment for PFICs described above. The Shares will be treated as “regularly traded” in any calendar year in which more than a de minimis quantity of the Shares is traded on a qualified exchange on at least 15 days during each calendar quarter. A non-U.S. exchange is a “qualified exchange” if it is regulated by a governmental authority in the jurisdiction in which the exchange is located and with respect to which certain other requirements are met. The Internal Revenue Service has not identified specific non-U.S. exchanges that are “qualified” for this purpose. Generally, under the mark-to-market election you will recognize at the end of each taxable year (i) ordinary income in respect of any excess of the fair market value of the Shares over their adjusted tax basis or (ii) ordinary loss in respect of any excess of the adjusted tax basis of the Shares over their fair market value (but only to the extent of the net amount of income previously included as a result of the mark-to-market election). If you make the election, your tax basis in the Shares will be adjusted to reflect these income or loss amounts. Any gain recognized on the sale or other disposition of Shares in a year when we are a PFIC will be treated as ordinary income and any loss will be treated as an ordinary loss (but only to the extent of the net amount of income previously included as a result of the mark-to-market election, with any excess treated as capital loss). If you make a timely mark-to-market election, distributions paid on ordinary shares will be treated as discussed under “—Taxation of Distributions” above but subject to the discussion in the immediately succeeding paragraph. You should consult your tax advisers regarding the availability and advisability of making a mark-to-market election in your particular circumstances. Once made, the election cannot be revoked without the consent of the Internal Revenue Service unless the Shares cease to be marketable. In particular, you should consider carefully the impact of a mark-to-market election with respect to the Shares given that we may have Lower-tier PFICs and that there is no provision in the Code, Treasury regulations or any administrative guidance that would permit making a mark-to-market election with respect to any Lower-tier PFIC the shares of which are not “regularly traded” as described above.

In addition, if we are a PFIC for the taxable year in which we pay a dividend or for the prior taxable year, the preferential tax rate discussed above with respect to dividends paid to certain non-corporate U.S. Holders will not apply.

If you own Shares during any year in which we are a PFIC, you generally will be required to file annual reports together with your U.S. federal income tax returns, subject to certain exceptions.

You should consult your tax adviser regarding whether we are a PFIC for any taxable year and the potential application of the PFIC rules to your ownership of Shares.

### ***Backup Withholding and Information Reporting***

Payments of dividends and sales proceeds that are made within the United States or through U.S. or certain U.S.-related financial intermediaries will generally be subject to information reporting and backup withholding, unless (i) you are an exempt recipient or (ii) in the case of backup withholding, you provide a correct taxpayer identification number and certify that you are not subject to backup withholding. Any amounts withheld under the backup withholding rules will be allowed as a refund or a

credit against your U.S. federal income tax liability, provided that the required information is timely furnished to the Internal Revenue Service.

Certain U.S. Holders who are individuals (or certain specified entities) may be required to report information relating to their ownership of Shares, or non-U.S. accounts through which Shares are held. You should consult your tax adviser regarding your reporting obligations with respect to the Shares.



## MANAGEMENT AND BOARD OF DIRECTORS

Spanish corporate law is mainly regulated by the consolidated text of the Spanish Companies Law approved by Royal Legislative Decree 1/2010 of July 2 (*Real Decreto Legislativo 1/2010, de 2 de julio, por el que se aprueba el texto refundido de la Ley de Sociedades de Capital*) (the “**Spanish Companies Law**”), which is the principal legislation under which the Company operates.

In order to adapt the Company (i) to the provisions of the Spanish Companies Law applicable to issuers of shares listed on the Spanish Stock Exchanges; (ii) to the applicable corporate governance requirements and recommendations, such as the Code of Good Corporate Governance approved by the board of the CNMV on February 18, 2015, as amended in June 2020 (the “**Good Governance Code**”); and (iii) to the best practices of listed companies; the Board of Directors, at its meeting held on March 17, 2021, approved (a) the rules and regulations that govern the Board of Directors (the “**Board of Directors Regulations**”) and (b) the Securities Markets Code of Conduct (as defined below). Similarly, on March 17, 2021, the General Shareholders’ Meeting, approved (y) the new bylaws of the Company (the “**Bylaws**”) and (z) the rules and regulations that govern the General Shareholders’ Meeting (the “**General Shareholders’ Meeting Regulations**”). The Board of Directors Regulations, the Securities Markets Code of Conduct, the General Shareholders’ Meeting Regulations and certain provisions of the Bylaws will become effective upon Admission. Likewise, on March 17, 2021 the General Shareholders’ Meeting acknowledged the approval of the Board of Directors Regulations and of the Securities Markets Code of Conduct.

Moreover, as a result of the publication on April 13, 2021 in the Spanish Official Gazette of Law 5/2021, of April 12, amending the revised text of the Spanish Companies Law, adopted by Royal Legislative Decree 1/2010, of July 2, and other financial regulations, regarding the promotion of long-term shareholder involvement in listed companies (“**Law 5/2021**”), on April 15, 2021 the General Shareholders’ Meeting approved certain amendments to the Bylaws and the General Shareholders’ Meeting Regulations and the Board of Directors approved certain amendments to the Board of Directors Regulations, in order to adapt its content to the recently published amendments to the Spanish Companies Law.

The amendments to the Bylaws, the General Shareholders’ Meeting Regulations and the Board of Directors Regulations, approved on April 15, 2021 by the General Shareholders’ Meeting and Board of Directors, respectively, were raised to public deed before a Spanish Public Notary on April 20, 2021 and were subsequently filed with the Commercial Registry of Madrid for their registration.

### Board of Directors

Spanish corporate law provides that, subject to the company’s bylaws and except for those matters expressly reserved for the general meeting of shareholders, the board of directors of a Spanish company is responsible for the management, administration and representation of the company in all matters concerning its business.

The Bylaws and Board of Directors Regulations provide for a Board of Directors that consists of between five and fifteen members. Upon Admission, the Board of Directors will consist of seven members in accordance with the resolutions passed by the General Shareholders’ Meeting, on March 17, 2021 and April 15, 2021.

According to the Bylaws and the Board of Directors Regulations, the directors are appointed by the General Shareholders’ Meeting (shareholders have the right to appoint a number of directors in proportion to their shareholding in the Company provided that vacancies exist) to serve for a maximum term of four years and may be reelected to serve for an unlimited number of terms of the same duration (bearing in mind that independent directors serving as such for more than 12 consecutive years may no longer be considered as independent). If a director does not serve out his or her term, the Board of Directors may fill the vacancy by appointing an alternate director to serve until the next General Shareholders’ Meeting. If the vacancy occurs once the General Shareholders’ Meeting has been convened and before the meeting has been held, the Board of Directors may appoint a director to serve until the next General Shareholders’ Meeting.

Any person, other than those specifically declared ineligible by applicable law, the Bylaws or the Board of Directors Regulations, may serve on the Board of Directors. A director may be removed from office by the General Shareholders’ Meeting, even if such removal is not included on the agenda for that General Shareholders’ Meeting.

The Board of Directors is responsible for the management of the Company and establishes, among other things, the strategic, accounting, organizational and financing policies of the Company. In addition, and further to any other matters as may be provided by law, the Bylaws or the Board of Directors Regulations, pursuant to article 249 *bis* of the Spanish Companies Law, the following matters cannot be delegated under any circumstances by the Board of Directors:

- Supervising the effective operation of any committees established or the performance of any delegated bodies or managers nominated by it.
- Determining the Company's general policies and strategies.
- Authorizing or releasing directors from the obligations arising from the duty of loyalty in accordance with the provisions of article 230 of the Spanish Companies Law.
- Determining its own organization and performance.
- Preparing the annual individual and consolidated financial statements and presenting such statements to the General Shareholders' Meeting.
- Preparing any type of report required from the Board of Directors by law, assuming that the transaction to which the report refers cannot be delegated.
- Appointing or removing executive directors from the Company or establishing the conditions of their contract.
- Appointing or removing managers on whom the Board of Directors or some of its members may directly depend, such as establishing the basic conditions of their contracts, including remuneration.
- Decisions relating to directors' remuneration, within the statutory framework and, when relevant, the remuneration policy approved by the general meeting.
- Calling the general meeting of shareholders and preparing the agenda and proposal for agreements.
- The policy relating to treasury shares.
- Any powers that the General Shareholders' Meeting has vested to the Board of Directors, unless the Board of Directors has been explicitly authorized to sub-delegate them.

In addition, pursuant to article 529 *ter* of the Spanish Companies Law, the Board of Directors may not delegate the decision on the following specific matters:

- Approval of the strategic or business plan, annual management objectives and budget, investment and finance policies, corporate liability policy and the dividends policy.
- Establishment of the risk control and management policy, including tax risks, and the supervision of the internal information and control systems.
- Establishment of the corporate governance policy of the Company and the Group of which it is the parent company, its organization and functioning and, in particular, the approval and amendment of its own regulations.
- Approval of the financial information that, pursuant to its listed nature, the Company must periodically make public.
- Definition of the structure of the Group of companies of which the Company is the parent entity.
- Approval of all types of investments and transactions that, due to their high value or special characteristics, are of a strategic nature or have special tax risk, unless their approval falls under the authority of the General Shareholders' Meeting.

- Approval of the creation or acquisition of shares in special purpose entities or registered in countries or territories considered tax havens, in addition to any other transaction or operation of a similar nature that, due to its complexity, may undermine the transparency of the Company and its Group.
- Approval, with the prior report from the Audit Committee, of any related party transactions in the circumstances and terms provided under applicable law.
- Establishing the tax strategy of the Company.
- Supervision of the process of preparing and presenting the financial information and the management report, which includes, when appropriate, the mandatory non-financial information, and presents the recommendations or proposals to the Board of Directors, aiming to safeguard their integrity.

In addition, the Board of Directors Regulations provide that the Board of Directors may not delegate the decision on the following specific matters:

- Appointing directors by means of the co-optation system (*cooptación*) and submitting proposals to the General Shareholders' Meeting in respect of the appointment, ratification and re-election of directors not classified as independent directors, on the basis of a report by the Appointments and Remunerations Committee (as defined below), or on the removal of directors, as well as formally receiving director resignations.
- Approving, where applicable, a detailed and verifiable director selection policy that ensures that appointment and re-election proposals are based on a prior analysis of the Board of Directors needs and that they encourage a diversity of knowledge, experience and genders on the Board of Directors.
- Approving the remuneration to be paid to each director, prior proposal from the Appointments and Remunerations Committee, in accordance with the remuneration policy approved by the General Shareholders' Meeting.
- Appointing and removing executive directors and approving termination agreements therefor, and providing prior authorization for contracts between the Company and executive directors.
- Appointing and removing directors from internal positions of the Board of Directors and appointing and removing Board of Directors' committee members from their committee posts.
- Appointing and removing management personnel and approving termination agreements therefor, prior report from the Appointments and Remunerations Committee, as well as approving their indemnity clauses.
- Approving the remuneration policy for management personnel, as well as the basic conditions of their contracts and their termination agreements, at the proposal, where applicable, of the executive director, based on a report by the Appointments and Remunerations Committee.
- Approving, with the prior report from the Audit Committee, related party transactions (*operaciones vinculadas*) as they are defined under the applicable laws that fall within the authority of the Board of Directors, as well as approving the delegation of the authority to approve related party transactions in accordance with the law.
- Approving intragroup transactions (*operaciones intragrupo*) as they are defined under the applicable laws at any given time, entered into between the Company and other companies of the Group subject to conflict of interest that fall within the authority of the Board of Directors, as well as approving the delegation of the authority to approve intragroup transactions in accordance with the law.
- Issuing its opinion and recommendation on any tender offer over securities issued by the Company.
- Preparing the annual corporate governance report and the annual report on directors' remuneration.
- Evaluating, on a yearly basis, the functioning of the Board of Directors and its committees and proposing an action plan to remedy any weaknesses detected.

- Approving and amending the Board of Directors Regulations.
- Any other matter that the Board of Directors Regulations reserve for the knowledge of the full body.

According to paragraph 2 of article 529 *ter* of the Spanish Companies Law, under urgent and duly justified circumstances, decisions relating to the previous matters may be adopted by the delegated bodies or persons, which must be ratified in the first meeting of the Board of Directors held after the adoption of the decision.

According to Spanish law, the Bylaws and the Board of Directors Regulations, the chairperson of the Board of Directors and, where appropriate, the vice-chairperson, who acts as chairperson in the event of the chairperson's absence or incapacity, shall be elected by the Board of Directors from among its members, following a report by the Appointments and Remunerations Committee.

Pursuant to article 529 *septies* of the Spanish Companies Law, the Bylaws and the Board of Directors Regulations, if the chairperson is an executive director, a lead independent director (*consejero independiente coordinador*) shall be appointed from among the independent directors, provided that the executive directors shall abstain from voting. The lead independent director shall have the power to, among others, (i) call the meetings of the Board of Directors; (ii) include new items on the agenda of the meetings; (iii) coordinate and gather the non-executive directors and communicate their concerns to the chairperson; and (iv) lead, if necessary, the regular evaluation and succession plan of the chairperson of the Board of Directors.

The secretary and, where appropriate, the vice-secretary of the Board of Directors do not need to be directors, in which case they will have right to speak but not to vote at Board of Directors' meetings.

The Bylaws and Board of Directors Regulations provide that the chairperson of the Board of Directors may call a meeting whenever he or she considers such a meeting necessary or suitable. The chairperson of the Board of Directors is also required to call a meeting when so requested by at least one third of the members of the Board of Directors or, if applicable, if so requested by the lead independent director.

The Bylaws and the Board of Directors Regulations provide that the absolute majority of the members of the Board of Directors (present in person or represented by proxy by another member of the Board of Directors), that is, at least four directors, shall be present or represented in order to constitute a quorum. Except as otherwise provided by law, resolutions of the Board of Directors are passed by an absolute majority of the directors attending a meeting whether present in person or represented by proxy. The Bylaws and the Board of Directors Regulations do not contain any special majorities to pass any resolution different from those that are established by the legislation in force as of the date of this Prospectus.

The Board of Directors meeting can be held electronically by multi-conference, phone or video conference, or any other equivalent system. In addition, Board of Directors' resolutions can also be passed in writing in lieu of meeting (*por escrito y sin sesión*), provided that no director objects to this procedure and that the requirements established in the law for such cases are complied with.

According to the Spanish Companies Law, directors may contest resolutions passed by the Board of Directors or by any other management body, within 30 days of their adoption. Similarly, such agreements may be contested by any shareholder or shareholders who, in the case of listed companies, represent 0.1% of the share capital, within 30 days of becoming aware of such resolutions and provided not more than one year has elapsed since their adoption. The causes, processing and effects of these challenges shall be subject to the same as those established for challenges to resolutions passed at general meetings of shareholders except that they may be based on a breach of the regulations of the Board of Directors.

### **Board of Directors Regulations**

The Board of Directors will be governed by the Bylaws and, upon Admission, the Board of Directors Regulations. The Board of Directors Regulations develop the Bylaws and establish the principles for the functioning of the Board of Directors, including the basic rules for its composition, structure and functions and the standards of conduct of the Board of Directors members, including, among others, the members' general obligations, duty of confidentiality, non-competition obligations, management of conflicts of interest, use of the Company's assets and management of non-public information.

Pursuant to the Board of Directors Regulations, Directors must tender their resignation to the Board and formalize such resignation in the following cases:

- (i) When they cease to hold the executive positions with which their appointment as directors was associated.
- (ii) When they are affected by any of the rules on incompatibility or legal prohibition prescribed by law or the Bylaws.
- (iii) When they are seriously admonished by the Board of Directors for violating their duties as directors.
- (iv) When their continued membership of the Board is likely to threaten or harm the interest, credibility or reputation of the Company or when the reasons for which they were appointed cease to apply included, but not limited to, when significant changes occur in connection with their professional status or in the circumstances under which they were appointed.
- (v) When criminally charged or subject to enforcement procedures for serious or very serious civil offences instructed by supervisory authorities.
- (vi) In the case of proprietary directors, (i) when the shareholder they represent sells all or a significant part of its shareholding and (ii) by the appropriate number, when said shareholder reduces its shareholding to a level where the number of proprietary directors must be reduced.
- (vii) When, due to acts and events attributable to the directors, his or her continued membership of our Board of Directors may entail great harm to the Company's properties or reputation, according to the Company.
- (viii) When appointed to more than four boards of directors of other listed companies (excluding the Company).

## Directors

The Company's Board of Directors will be composed, upon Admission, of seven members: one executive director, three independent directors and three proprietary directors.

The following table sets forth the composition of the Board of Directors upon Admission.

Name	Title	Category	Appointment Date	Term Expires
Mr Alejandro Javier Chaves Martínez	Chairperson	Proprietary	April 15, 2021	April 15, 2025
Mr Luis Cid Suárez	Chief executive officer <sup>(1)</sup>	Executive	March 17, 2021	March 17, 2025
Ms Cristina Fernández González-Granda	Director	Independent	March 17, 2021	March 17, 2025
Ms Mar Gallardo Mateo	Director	Independent	March 17, 2021	March 17, 2025
Ms Chony Martín Vicente-Mazariegos	Director	Independent	March 17, 2021	March 17, 2025
Mr Gustavo Carrero Díez	Director	Proprietary	April 15, 2021	April 15, 2025
Mr Francisco Javier Remacha Zapatel	Director	Proprietary	April 15, 2021	April 15, 2025

(1) Currently, Mr Luis Cid Suárez is the non-director chief executive officer of the Company. His appointment as executive director is conditional upon Admission.

All the appointments were approved by the resolutions passed by the General Shareholders' Meeting on March 17, 2021 and April 15, 2021. The appointments of all directors are conditional upon the Admission.

The secretary non-director of the Board of Directors is Mr Alfonso Álvarez Herráiz, the Company's general counsel.

The categories of directors have been determined pursuant to the definitions set forth in the Spanish Companies Law. As of the date of this Prospectus, the category assigned to each director has not been confirmed by the Appointments and Remunerations Committee, as this committee was not in place yet on the date of the appointments. However, as soon as possible, and following Admission, the Appointments and Remunerations Committee will confirm the assigned categories. Directors are responsible for all the matters established in the Spanish Companies Law, the Bylaws and the Board of Directors Regulations. All members of the Board of Directors have designated the Company's registered address as their professional address for the purpose of this Prospectus.

### ***Directors' Biographical Information***

A brief description of the qualifications and professional experience of the directors is presented below.

#### ***Mr Alejandro Javier Chaves Martínez***

Mr Chaves Martínez is a co-founder of the Company and since its inception has held several managerial roles as director, general manager and executive chairman, from its very beginnings in 2005 to its current position as an active player in the Spanish photovoltaic industry. With extensive experience in the photovoltaic industry, Mr Chaves Martínez also co-founded Proinso, a company that offers a full-service portfolio for solar projects, and Mecasolar, a solar tracker company. Furthermore, Mr Chaves Martínez founded one of the largest producers and marketers of fresh organic vegetables in Europe, in which he is currently chairman and chief executive officer. Mr Chaves Martínez's entrepreneurial nature has led him to also invest in an array of sectors including mining, real estate, technology, biomedicine and health.

Mr Chaves Martínez holds a bachelor's degree in business from the University of the Basque Country and a business diploma from the University of Zaragoza.

#### ***Mr Luis Cid Suárez***

Mr Luis Cid Suárez is the non-director chief executive officer of the Company since 2017. He has more than a decade of experience in the solar photovoltaic and wind power industry which allows him to possess and extensive knowledge of renewable energies. Mr Cid Suárez joined OPDEnergy in 2010, where he held office as head of business development, M&A and structured finance for a period of seven years. Throughout his career at OPDEnergy he has led the Company's expansion into six different markets, including the United Kingdom and the United States, and has achieved important milestones, such as the inception of the Company's wind division, the development of a number of solar photovoltaic and wind projects and the growth of OPDEnergy's pipeline up to approximately 9 GW. Prior to joining OPDEnergy he served as business development manager of Iberdrola's engineering and construction division. As such, he was in charge of developing projects relating to renewables, networks and electricity generation and acquired extensive experience on negotiation of energy-related contracts, the coordination of international programs and the development of renewable energy projects.

Mr Cid Suárez holds both a bachelor's and a master's of science in industrial engineering from ICAI School of Engineering.

#### ***Ms Cristina Fernández González-Granda***

Ms Fernández González-Granda is one of the Company's independent directors. She is the head of investor relations of Amadeus since 2014. Prior to that, she has worked at the private equity firm CVC Partners where she has served as an investment director from 2006 to 2014, at the investment banking division of Citigroup Global Markets in New York and London from 2000 to 2006 and at KPMG's New York tax group from 1998 to 2000.

Ms Fernández González-Granda holds a bachelor's degree in business administration from CUNEF and a master's degree in finance from the London Business School.

#### Ms Mar Gallardo Mateo

Ms Gallardo Mateo is one of the Company's independent directors. She has extensive experience in auditing and has worked across a wide range of industries, including, pharmaceutical, industrial, automotive, retail, consumption and regulated sectors. Ms Gallardo Mateo currently holds office as independent director and chairperson of the audit committee of Laminar Pharma, since October 2020, and Nationale-Nederlanden, since December 2020. Prior to that, Ms Gallardo Mateo was a partner at the audit department of Pricewaterhouse Coopers, where she worked for over 30 years. She has been a trustee of the PwC Foundation until February 2021.

Ms Gallardo Mateo holds a bachelor of science degree in economics from the Autónoma University of Madrid and completed a management development program at IESE Business School. Additionally, Ms Gallardo Mateo is a member of the Spanish Official Registry of Auditors (R.O.A.C.) and of the Institute of Directors and Administrators (IC-A).

#### Ms Chony Martín Vicente-Mazariegos

Ms Martín Vicente-Mazariegos is one of the Company's independent directors. She has over 20 years of professional experience in management, corporate development and ESG compliance. Ms Martín Vicente-Mazariegos is executive director and chief financial officer of Árima Real Estate SOCIMI, S.A. since 2018. Prior to that, she was the chief financial officer of Axiare Patrimonio SOCIMI, S.A. from 2014 to 2018, as well as its investor relations director from 2014 to 2016. She has also worked as financial director at Redevco from 2002 to 2014, where she covered the Italian, Portuguese and Spanish real estate markets. Between 1998 and 2002 she worked in the real estate industry at Testa and Prima Inmobiliaria.

Ms Martín Vicente-Mazariegos holds a bachelor's degree in business administration and economics from the Complutense University of Madrid. She has completed senior management programs at IESE Business School, ESADE Business School and IED Business School. She is currently a professor at IE Business School and a member of the Royal Institution of Chartered Surveyors (MRICS).

#### Mr Gustavo Carrero Díez

Mr Carrero Díez co-founded OPDEnergy and was the joint chief executive officer since 2010 where he has heavily contributed to the Company's development and positioning. His passion for renewable energy, combined with his entrepreneurial mindset, led him to co-found Proinso and Mecasolar along with Mr Chaves Martínez. In addition, in 2005 Mr Carrero Díez co-founded the renewable energy company Gesternova. Mr Carrero Díez has a very active role in renewable business associations, he was a member of the board of directors of ASIF (*Asociación de la Industria Fotovoltaica*) and co-founder and former member of the board of directors of AEF (*Asociación Empresarial Fotovoltaica*) and UNEF (*Unión Española Fotovoltaica*), the association that nowadays represents the Spanish photovoltaic industry.

Apart from his involvement in the renewable energy sector, Mr Carrero Díez actively participates as founder, director and investor in companies pertaining to a number of industries such as biotechnology, hospitality, real estate, mining and venture capital. For example, Mr Carrero Díez is a member of the supervisory committees of biotechnology venture capital funds like Columbus Life Science Fund II, FCR and Columbus Life Science Fund II, FCR and a co-investor in Viralgen, a gene therapy company.

Mr Carrero Díez holds a bachelor's degree in computer engineering from the University of the Basque Country, a master's degree in multimedia technologies design from Mondragon University and another master's degree in business administration with a specialization in social and entrepreneurial integration (MBA) from Otorla (Mondragon Group).

#### Mr Francisco Javier Remacha Zapatel

Mr Remacha Zapatel has almost 30 years of experience in the engineering sector and joined the Company as director in 2008. However, Mr Ramacha Zapatel's experience in the renewable energy sector dates back to 2005 when he co-founded Proinso along with Mr Chaves Martínez and Mr Carrero Díez. Mr Remacha Zapatel has extensive knowledge of civil engineering and this, together with his strong entrepreneurial spirit, enabled him to found several real estate development and asset-holding

companies in Spain. Mr Remacha Zapatel is also an active investor in a wide range of well-diversified industries including agriculture, technology, health, biomedicine and retail.

Mr Remacha Zapatel holds diplomas in industrial technical engineering and in business administration from the University of Zaragoza and is also a professional real estate agent.

#### **Directors' Managerial Positions and Shareholdings**

The following table sets out all entities, except (i) Group companies and (ii) companies in which Group companies hold a minority stake, in which the Company's directors have been appointed as members of administrative, management or supervisory bodies, or in which they have held stakes<sup>23</sup> positions at any time during the five-year period preceding the date of this Prospectus, indicating whether or not each person still holds any shares in any such entities or is a member of any such bodies.

Director	Entity	Position	Sector	Shareholding	In Office
Mr Alejandro Javier Chaves Martínez	Aldrovi, S.L.	Director	Investment vehicle	Yes	Yes
	Pangram IF 1, S.L.	Shareholder	Investment vehicle	Indirect A <sup>(1)</sup>	No
	Aleseyan, S.L.	Director	Agriculture	Indirect A <sup>(1)</sup>	Yes
	Campofresco, S.L.	Director	Agriculture	Indirect A <sup>(1)</sup>	Yes
	SAT Dos Mil N635 NA Ltd.	Director	Agriculture	Directly and Indirect A <sup>(1)</sup>	Yes
	The Trichome Group, S.L.	Shareholder	Agriculture / Technology	Indirect A <sup>(1)</sup>	No
	Yterbia Ingeniería, S.L.	Shareholder	Agriculture / Technology	Indirect A <sup>(1)</sup>	No
	A2 Renovables LP	Director	Energy	No	Yes
	Fustiñana Solar 21, S.L.	Director	Energy	Indirect A <sup>(1)</sup>	Yes
	Fustiñana Solar 23, S.L.	Director	Energy	Indirect A <sup>(1)</sup>	Yes
	Fustiñana Solar 25, S.L.	Director	Energy	Indirect A <sup>(1)</sup>	Yes
	Fustiñana Solar 28, S.L.	Director	Energy	Indirect A <sup>(1)</sup>	Yes
	Fustiñana Solar 30, S.L.	Director	Energy	Indirect A <sup>(1)</sup>	Yes
	Fustiñana Solar 34, S.L.	Director	Energy	Indirect A <sup>(1)</sup>	Yes
	Lissbury Capital Ltd	Shareholder	Energy	Indirect A <sup>(1)</sup>	No
	Mecanizados Solares, S.L. (Mecasolar)	Shareholder	Energy	Indirect A <sup>(1)</sup>	No
	Mecasolar España, S.L.	Director	Energy	Yes	Yes
	Mecasolar Technologies, S.L.	Director	Energy	Indirect A <sup>(1)</sup>	Yes
	OPDENERGY Riverstone LP	Director	Energy	No	Yes
	Photovoltaic Global Distribution, S.L.	Director	Energy	Indirect A <sup>(1)</sup>	Yes
European Mask Factory, S.L.	Director	Health and medical	Indirect A <sup>(1)</sup>	Yes	

<sup>23</sup> To this effect, the Company considers that the term "stake" excludes all shareholdings in publicly listed companies that are not significant stakes under applicable laws.



Director	Entity	Position	Sector	Shareholding	In Office
	Sequencing Multiplex, S.L.	Shareholder	Health	Indirect A <sup>(1)</sup>	No
	Global Monk, S.L. (Pleneat)	Shareholder	Hospitality	Indirect A <sup>(1)</sup>	No
	Grupo Cipotegato, S.L.	Shareholder	Hospitality	Indirect A <sup>(1)</sup>	No
	Macheronni, S.L.	Shareholder	Hospitality	Indirect A <sup>(1)</sup>	No
	Rocknrolla Investments, S.L.	Shareholder	Hospitality	Indirect A <sup>(1)</sup>	No
	Avícola Fontellas, S.L.	Director	Livestock	Indirect A <sup>(1)</sup>	Yes
	Lithium Iberia, S.L.	Shareholder	Mining	Indirect A <sup>(1)</sup>	No
	Omega Real Estate, S.L.	Shareholder	Mining	Indirect A <sup>(1)</sup>	No
	Columbus Invierte Life Science, FCR	Investor	Private Equity	Indirect A <sup>(1)</sup>	No
	Columbus Life Science Fund II, FCR	Investor	Private Equity	Indirect A <sup>(1)</sup>	No
	Columbus Life Science Fund III, FCR	Investor	Private Equity	Indirect A <sup>(1)</sup>	No
	F&J Labs Co-Invest III, L.P.	Shareholder	Private Equity	Indirect A <sup>(1)</sup>	No
	Hellia Renovables, F.C.R.	Shareholder	Private Equity	Indirect A <sup>(1)</sup>	No
	Queka Real Partners, S.L.	Shareholder	Private Equity	Indirect A <sup>(1)</sup>	No
	Rhea Secondaries, F.C.R.	Shareholder	Private Equity	Indirect A <sup>(1)</sup>	No
	Samaipata Capital Partners, S.G.E.I.C., S.A.	Shareholder	Private Equity	Indirect A <sup>(1)</sup>	No
	Trust Q Inversiones 2017, S.A.	Shareholder	Private Equity	Indirect A <sup>(1)</sup>	No
	Barrio Rentals, S.L.	Shareholder	Real Estate	Indirect A <sup>(1)</sup>	No
	Civitas Pacensis, S.L.	Shareholder	Real Estate	Indirect A <sup>(1)</sup>	No
	Hokkaido Ichi, S.L.	Director	Real Estate	Indirect A <sup>(1)</sup>	Yes
	Ibarru del Queiles, S.L.	Director	Real Estate	Indirect A <sup>(1)</sup>	Yes
	Inimobyta, S.L.	Director	Real Estate	Indirect A <sup>(1)</sup>	Yes
	Inverhoteles del Norte, S.A.	Shareholder	Real Estate (Hotel)	Indirect A <sup>(1)</sup>	No
	Match Point Navarra, S.L.	Director	Real Estate	Indirect A <sup>(1)</sup>	Yes
	Orchard Ground Investment, S.L.	Shareholder	Real Estate	Indirect A <sup>(1)</sup>	No
	Proyectos y Propiedades Daks, S.L.	Director	Real Estate	Indirect A <sup>(1)</sup>	Yes
	Promociones Barrio Alfa, S.L.	Director	Real Estate	Indirect A <sup>(1)</sup>	Yes
	Promociones Barrio 2005, S.L.	Director	Real Estate	Indirect A <sup>(1)</sup>	Yes
	Queiles 2015, S.L.	Director	Real Estate	Indirect A <sup>(1)</sup>	Yes
	Auriga League S.A.	Shareholder	Sports	Indirect A <sup>(1)</sup>	No
	Demium Startups, S.L.	Shareholder	Startups incubator	Indirect A <sup>(1)</sup>	No
	lEdi, S.A. (Graphenstone)	Shareholder	Technology	Indirect A <sup>(1)</sup>	No

Director	Entity	Position	Sector	Shareholding	In Office
	Invisalign, S.A.	Shareholder	Technology	Indirect A <sup>(1)</sup>	No
	Phi4 Technology, S.L.	Shareholder	Technology	Indirect A <sup>(1)</sup>	No
	Auro New Transport Concept S.L.	Shareholder	Transportation	Indirect A <sup>(1)</sup>	No
Mr Luis Cid Suárez	OPDENERGY Riverstone LP <sup>(2)</sup>	Shareholder	Energy	No	No
	Triple Solar Ese Cubica, S.L.	Shareholder	Energy	Yes	No
Ms Cristina Fernández González-Granda	Amadeus IT Group, S.A.	Head of investor relations	Technology	No	Yes
Ms Mar Gallardo Mateo	PricewaterhouseCoopers, S.L.	Partner	Audit	No	No
	Nationale-Nederlanden Vida Compañía de Seguros y Reaseguros, S.A.E.	Director	Financial	No	Yes
	Fundación PricewaterhouseCoopers	Trustee	Non-profit	No	No
	Laminar Pharmaceuticals, S.A.	Director	Pharmaceutical	No	Yes
Ms Chony Martín Vicente-Mazariegos	Árma Real Estate SOCIMI, S.A.	Director and chief financial officer	Real Estate	No	Yes
	Axiare Patrimonio SOCIMI, S.A.	Chief financial officer and director of investor relations	Real estate	No	No
Mr Gustavo Carrero Díez	Marearoja Internacional, S.L.	Director	Investment vehicle	Yes	Yes
	Pangram IF 1, S.L.	Shareholder	Investment vehicle	Indirect M <sup>(3)</sup>	No
	A2 Renovables LP	Director	Energy	No	Yes
	Almaraz Fotovoltaica XXIII, S.L.	Director	Energy	Indirect M <sup>(3)</sup>	Yes
	AEF (Asociación Empresarial Fotovoltaica)	Director	Energy	No	No
	ASIF (Asociación de la Industria Fotovoltaica)	Director	Energy	No	No
	Fustiñana Solar 27, S.L.	Director	Energy	Indirect M <sup>(3)</sup>	Yes
	Fustiñana Solar 29, S.L.	Director	Energy	Indirect M <sup>(3)</sup>	Yes
	Fustiñana Solar 31, S.L.	Director	Energy	Indirect M <sup>(3)</sup>	Yes
	Fustiñana Solar 32, S.L.	Director	Energy	Indirect M <sup>(3)</sup>	Yes
	Fustiñana Solar 33, S.L.	Director	Energy	Indirect M <sup>(3)</sup>	Yes
	Fustiñana Solar 35, S.L.	Director	Energy	Indirect M <sup>(3)</sup>	Yes
	Lissbury Capital Ltd	Shareholder	Energy	Indirect M <sup>(3)</sup>	No
Mecanizados Solares, S.L. (Mecasolar)	Shareholder	Energy	Indirect M <sup>(3)</sup>	No	

Director	Entity	Position	Sector	Shareholding	In Office
	Mecasolar Technologies, S.L.	Director	Energy	Indirect M <sup>(3)</sup>	Yes
	OPDENERGY Riverstone LP	Director	Energy	No	Yes
	Photovoltaic Global Distribution, S.L.	Director	Energy	Indirect M <sup>(3)</sup>	Yes
	Proinso India Private Limited	Director	Energy	Indirect M <sup>(3)</sup>	Yes
	UNEF (Unión Española Fotovoltaica)	Director	Energy	No	No
	European Mask Factory, S.L.	Shareholder	Health and medical	Indirect M <sup>(3)</sup>	No
	Invisalign, S.A. (Mephen)	Shareholder	Health and medical	Indirect M <sup>(3)</sup>	No
	Global Monk, S.L. (Pleneat)	Shareholder	Hospitality	Indirect M <sup>(3)</sup>	No
	Grupo Cipotegato, S.L.	Shareholder	Hospitality	Indirect M <sup>(3)</sup>	No
	Macheronni, S.L.	Shareholder	Hospitality	Indirect M <sup>(3)</sup>	No
	Rocknrolla Investments, S.L.	Shareholder	Hospitality	Indirect M <sup>(3)</sup>	No
	IEdi, S.A. (Graphenstone)	Shareholder	Industrial (Paint)	Indirect M <sup>(3)</sup>	No
	Kramsouth, S.L.	Director	Industrial (Plastics)	No	No
	Avícola Fontellas, S.L.	Shareholder	Livestock	Indirect M <sup>(3)</sup>	No
	Lithium Iberia, S.L.	Shareholder	Mining	Indirect M <sup>(3)</sup>	No
	Omega Real State, S.L.	Shareholder	Mining	Indirect M <sup>(3)</sup>	No
	San Felipe Elkarguntza, Entidad de Previsión Social Voluntaria	Director	Non-profit entity	Yes	Yes
	Columbus Invierte Life Science, FCR	Investor	Private Equity	Indirect M <sup>(3)</sup>	No
	Columbus Life Science Fund II, FCR	Investor and supervisory committee	Private Equity	Indirect M <sup>(3)</sup>	No
	Columbus Life Science Fund II, FCR	Investor and supervisory committee	Private Equity	Indirect M <sup>(3)</sup>	No
	Barrio Rentals, S.L.	Director	Real Estate	Indirect M <sup>(3)</sup>	Yes
	Beni4u Rental House, S.L.	Director	Real Estate	No	No
	Civitas Pacensis, S.L.	Shareholder	Real Estate	Indirect M <sup>(3)</sup>	No
	GAMF Group 2018, S.L.	Director	Real Estate	No	No
	Inverhoteles del Norte, S.L.	Director	Real Estate (Hotel)	Indirect M <sup>(3)</sup>	Yes
	Match Point Navarra, S.L.	Director	Real Estate	Indirect M <sup>(3)</sup>	Yes
	Promociones Barrio 2005, S.L.	Director	Real Estate	Indirect M <sup>(3)</sup>	Yes
	Proyectos y Propiedades Daks, S.L.	Director	Real Estate	Indirect M <sup>(3)</sup>	Yes

Director	Entity	Position	Sector	Shareholding	In Office
	Yterbia Ingeniería, S.L.	Shareholder	Real Estate	Indirect M <sup>(3)</sup>	No
	Demium Startups, S.L.	Shareholder	Startups incubator	Indirect M <sup>(3)</sup>	No
	Renter Gestiones, S.L.	Shareholder	Services	Indirect <sup>(3)</sup>	No
	Ordatic, S.L.	Shareholder	Technology / Services	Indirect M <sup>(3)</sup>	No
	Auro New Transport Concept, S.L.	Shareholder	Transportation	Indirect M <sup>(3)</sup>	No
Mr Francisco Javier Remacha Zapatel	Jalasa Ingeniería, S.L. Unipersonal	Director	Investment vehicle	Yes	Yes
	Pangram IF 1, S.L.	Shareholder	Investment vehicle	Indirect J <sup>(4)</sup>	No
	Broadword, S.L.	Director	Energy	Indirect J <sup>(4)</sup>	Yes
	Fustiñana Solar 22, S.L.	Director	Energy	Indirect J <sup>(4)</sup>	Yes
	Lissbury Capital Ltd.	Shareholder	Energy	Indirect J <sup>(4)</sup>	No
	Mecanizados Solares, S.L. (Mecasolar)	Shareholder	Energy	Indirect J <sup>(4)</sup>	No
	Mecasolar Technologies, S.L.	Director	Energy	Indirect J <sup>(4)</sup>	Yes
	Photovoltaic Global Distribution, S.L.	Director	Energy	Indirect J <sup>(4)</sup>	Yes
	Avícola Fontellas, S.L.	Director	Livestock	Indirect J <sup>(4)</sup>	No
	Moniklo Shops, S.L.	Shareholder	Marketing	Indirect J <sup>(4)</sup>	No
	Columbus Life Science Fund II, FCR	Investor	Private Equity	Indirect J <sup>(4)</sup>	No
	Columbus Life Science Fund II, FCR	Investor	Private Equity	Indirect J <sup>(4)</sup>	No
	Hokkaido Ichi, S.L.	Director	Real Estate	Indirect J <sup>(4)</sup>	Yes
	Ibarru del Queiles, S.L.	Director	Real Estate	Indirect J <sup>(4)</sup>	Yes
	Inverhoteles del Norte, S.L.	Shareholder	Real Estate (Hotel)	Indirect J <sup>(4)</sup>	No
	Match Point Navarra, S.L.	Director	Real Estate	Indirect J <sup>(4)</sup>	Yes
	Promociones Barrio Beta, S.L.	Shareholder	Real Estate	Indirect J <sup>(4)</sup>	No
	Proyectos y Propiedades Daks, S.L.	Director	Real Estate	Indirect J <sup>(4)</sup>	Yes
	Queiles 2015, S.L.	Director	Real Estate	Indirect J <sup>(4)</sup>	Yes
	Yterbia Ingeniería, S.L.	Shareholder	Real Estate	Indirect J <sup>(4)</sup>	No

(1) "Indirect A" means held indirectly through Aldrovi, S.L.

(2) The partnership agreement with Riverstone required that certain members of the Senior Management, including Mr Luis Cid, had a minority interest in OPDENERGY Riverstone LP along with the Group. This requirement has been waived by Riverstone; thus, as of the date of this Prospectus, Mr Luis Cid does not hold any interest in OPDENERGY Riverstone LP.

(3) "Indirect M" means held indirectly through Marearaja Internacional, S.L.

(4) "Indirect J" means held indirectly through Jalasa Ingeniería, S.L. Unipersonal.

**Board of Directors’ Committees**

In compliance with the Bylaws and the Board of Directors Regulations, the Board of Directors, at its meeting held on March 17, 2021, approved the creation of an audit committee (the “**Audit Committee**”), an appointments and remunerations committee (the “**Appointments and Remunerations Committee**”) and a sustainable development committee (the “**Sustainable Development Committee**”), which are governed by the Bylaws and, upon Admission, the Board of Directors Regulations and the Securities Market Code of Conduct. The following is a brief description of the principal characteristics of the committees of the Board of Directors.

The creation of the Audit Committee, Appointments and Remunerations Committee and the Sustainable Development Committee is conditional upon the Admission.

**Audit Committee**

The composition, responsibilities and rules of the Audit Committee will be governed by the Bylaws and, upon the Admission, the Board of Directors Regulations.

The Audit Committee shall have at least three members, with a maximum of five members, all of whom must be non-executive directors appointed by the Board of Directors, of whom the majority must be independent directors. The Audit Committee will consist, upon Admission, of three members in accordance with the resolution passed by the Board of Directors on March 17, 2021.

Each member shall be appointed on the basis of his or her knowledge and expertise in accounting, audit or risk management or a combination thereof. As a group, the members of the Audit Committee shall have relevant technical knowledge relating to the industry to which OPDEnergy belongs.

The chairperson of the Audit Committee is selected by the Board of Directors from among its independent members. The chairperson of the Audit Committee shall be replaced every four years and may be reelected after a year has elapsed since the removal.

The secretary of the Audit Committee shall be appointed by the Audit Committee and needs not be a director or a member of the Audit Committee. The members of the Audit Committee will be upon Admission as follows:

<b>Name</b>	<b>Position</b>	<b>Category</b>	<b>Appointment Date</b>
Ms Mar Gallardo Mateo	Chairperson	Independent	March 17, 2021
Ms Chony Martín Vicente-Mazariegos	Member	Independent	March 17, 2021
Mr Gustavo Carrero Díez	Member	Proprietary	April 21, 2021

The secretary non-director of the Audit Committee will be upon Admission Mr Alfonso Álvarez Herráiz, the Company’s general counsel.

The Audit Committee will be responsible for the following matters (together with any others that may be attributed to the Audit Committee by law, the Bylaws and/or the Board of Directors Regulations and without prejudice to the provisions of regulations applicable to the activity of account’s auditing):

- Report to the General Shareholders’ Meeting with respect to matters raised therein by shareholders regarding its powers and, in particular, regarding the result of the audit, explaining how such audit has contributed to the integrity of the financial information and the role that the Audit Committee has performed in the process.

- Supervise both the effectiveness and efficiency of the Company's internal control, internal audit and the risk management systems, and discuss with the external auditor any significant weaknesses detected in the internal control system during the audit, all without violating its independence. For such purposes, if applicable, the Audit Committee may submit recommendations or proposals to the Board of Directors and set the corresponding period for compliance with them.
- Supervise the process of preparation and submission of regulated financial information and submit recommendations or proposals intended to safeguard its integrity to the Board of Directors.
- Propose to the Board of Directors the selection, appointment, re-election and replacement of the external auditor, taking responsibility for the selection process in accordance with applicable law, as well as the terms of its engagement, and regularly gather information therefrom regarding the audit plan and its implementation, in addition to preserving and supervising its independence in the performance of its duties.
- Establish appropriate relations with the external auditor to receive information on those issues that might entail a threat to its independence, for examination by the Audit Committee, and on any other issues relating to the financial statements audit process, and, when applicable, the authorization of services other than those which are prohibited, as established in the law applicable to the activity of the audit of accounts, as well as maintain such other communication as is provided for therein.

In any event, the Audit Committee shall receive annually from the external auditor written confirmation of its independence in relation to the Company or to entities directly or indirectly related to it, as well as detailed and individualized information regarding additional services of any kind provided by the aforementioned auditor, or by persons or entities related to it, and the fees received by such persons or entities in accordance with the law on the activity of audit of accounts.

- Issue, on an annual basis and prior to the issuance of the auditor's report, a report stating an opinion on whether the independence of the external auditor is compromised. The report shall, in all cases, contain a reasoned assessment of the provision of each and every one of the additional services mentioned in the item immediately above, considered individually and as a whole, other than of legal audit and in relation to the rules on independence or to the law on the activity of audit of accounts.
- Report on related party transactions that must be approved by the General Shareholders' Meeting or the Board of Directors and supervise the internal procedure established by the Company for those transactions for which approval has been delegated.
- Report in advance to publication or consummation, as the case may be to the Board of Directors regarding all the matters established by applicable law, the Bylaws and in the Board of Directors Regulations, and in particular regarding:
  - (i) the financial information and management report, which shall include, if applicable, the required non-financial information, that the Company must publish from time to time; and
  - (ii) the creation or acquisition of shares in special purpose entities or companies which registered office is located in tax haven countries or territories.
- Supervise the Company's internal audit activity.
- Ensure compliance with the Company's codes of conduct and corporate governance rules.
- Ensure that the annual accounts presented by the Board of Directors to the General Shareholders' Meeting are prepared in accordance with the applicable accounting regulations. In case that the Company's auditor includes qualifications in its audit report, the chairperson of the Audit Committee must explain to the General Shareholders' Meeting its opinion regarding the content and scope of these qualifications. A summary of that opinion should be made available to the shareholders at the time of publishing the notice of the meeting.

- Ensure compliance with the corporate social responsibility policy and evaluate processes with respect to different stakeholder groups.
- With respect to internal control and reporting systems:
  - (i) monitor and evaluate the preparation and the completeness of the financial and non-financial information, as well as the control and management systems of financial and non-financial risks related to the Company and, if applicable, to the Group (including operational, technological, legal, social, environmental, political, reputational and corruption-related risks) reviewing compliance with regulatory requirements, the accurate demarcation of the scope of consolidation and the correct application of accounting principles;
  - (ii) ensure the independence of the internal audit unit; propose the selection, appointment and removal of the head of the internal audit service; propose the budget for that service; approve or propose approval to the Board of Directors its priorities and work programs, ensuring that its activity is focused mainly on relevant risks (including reputational risks); receive regular report-backs on its activities; and verify that senior management acts on the findings and recommendations set out on their reports;
  - (iii) establish and monitor a mechanism whereby employees and other stakeholders can report, confidentially or anonymously, any irregularities including, among others, financial or accounting irregularities, with potentially serious implications for the Company; and
  - (iv) ensure that the Company's policies and internal control systems are effectively applied in practice.
- With respect to the external auditor:
  - (i) if applicable, investigate the circumstances giving rise to the resignation of the external auditor;
  - (ii) ensure that the remuneration of the external auditor does not compromise its quality or independence;
  - (iii) monitor that the Company reports any change of auditor in an other relevant information notice (*comunicación de otra información relevante*), together with an statement of, any disagreements arising with the outgoing auditor and the reasons for the same;
  - (iv) ensure that the external auditor holds a yearly meeting with the Board of Directors in full to inform it of the work undertaken and developments in the Company's accounting and risk positions; and
  - (v) ensure that the Company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and other requirements concerning auditor independence.
- Meet with any Company employee or executive, even ordering their appearance without the presence of another senior officer.
- Review that the financial information published on the Company's corporate website is constantly updated and consistent with information prepared by the management.
- Evaluate periodically the need for an independent area for risk control and management.
- Define the selection procedure of the auditor, taking into account, among others, factors such as the scope of the audit, the training, experience and resources of the auditor or audit firm, the fees, as well as their independence, assistance and quality of the audit services to be provided.
- Being informed about corporate transactions that the Company plans to undertake in order to analyze them and provide a report to the Board of Directors regarding their economic conditions and accounting impact and, if applicable, the proposed exchange ratio.
- Address any other matter assigned to it by the Board of Directors.

The Audit Committee shall meet as many times as it is called to meeting upon resolution made by the committee itself or by its chairperson, and at least four times per year to review the periodic financial information to be submitted by the Company to the stock market authorities and the information that the Board of Directors must approve and include in its annual public documentation.

Meetings of the Audit Committee shall be validly held when at least one half of its members are present in person or represented by proxy by another member of the Audit Committee pursuant to the Board of Directors Regulations. The committee shall adopt its resolutions upon a majority vote of those present in person or represented by proxy.

For the best performance of its functions, the Audit Committee may seek the advice of external professionals. The chairperson of the Audit Committee must report to the Board of Directors on the matters discussed and the decisions adopted within such meeting of the Audit Committee. The minutes of the Audit Committee shall also be available to the Board of Directors.

**Appointments and Remunerations Committee**

The composition, responsibilities and rules of the Appointments and Remunerations Committee will be governed by the Bylaws and, upon Admission, the Board of Directors Regulations.

The Appointments and Remunerations Committee shall have at least three members, with a maximum of five members, all of whom must be non-executive directors appointed by the Board of Directors among its members, and the majority being independent directors. Each member shall be appointed on the basis of his or her knowledge and expertise. The Appointments and Remunerations Committee will consist, upon Admission, of three members in accordance with the resolution passed by the Board of Directors on March 17, 2021.

The chairperson of the Appointments and Remunerations Committee must be selected by the Board of Directors from among its independent members.

The secretary of the Appointments and Remunerations Committee shall be appointed by the Appointments and Remunerations Committee with no need to be a director or a member of the Appointments and Remunerations Committee.

The members of the Appointments and Remunerations Committee will be upon Admission as follows:

Name	Position	Category	Appointment Date
Ms Chony Martín Vicente-Mazariegos	Chairperson	Independent	March 17, 2021
Ms Cristina Fernández González-Granda	Member	Independent	March 17, 2021
Mr Alejandro Javier Chaves Martínez	Member	Proprietary	April 21, 2021

The Secretary non-director of the Appointments and Remunerations Committee will be upon Admission Mr Alfonso Álvarez Herráiz, the Company’s general counsel.

The primary purpose of this committee is to assist, inform and submit proposals to the Board of Directors in relation to the matters attributed to it by law, the Bylaws, or the Board of Directors Regulations.

The Appointment and Remuneration Committee will be responsible for the following matters (together with any others that may be attributed to the Appointment and Remuneration Committee by law, the Bylaws and/or the Board of Directors Regulations):

- Evaluate the skills, knowledge and experience of the members of the Board of Directors.



- Analyze the rest of the occupations of each director of the Company, ensuring that the directors dedicate enough time in practice and, if not, propose appropriate measures.
- Establish a representation objective for the less represented gender on the Board of Directors.
- Submit to the Board of Directors the proposals for appointment of independent Directors to be appointed on an interim basis or for submission to the decision of the General Shareholders' Meeting, as well as proposals for re-election or removal of such Directors by the General Shareholders' Meeting.
- Report on proposals for appointment of other directors on an interim basis or for submission to the decision of the General Shareholders' Meeting, as well as proposals for re-election or removal of appointments by the General Shareholders' Meeting.
- Report on proposals for appointment and removal of senior management and the basic conditions of their contracts.
- Evaluate and organize the succession of the chairperson of the Board of Directors and the Company's chief executive officer and, if appropriate, make proposals to the Board of Directors in order for such succession to occur in an orderly and planned manner.
- Recommend to the Board of Directors the remuneration policy for directors and general management, as well as the individual remuneration and other contractual conditions of executive directors and ensuring compliance therewith.
- Monitor compliance with the Company's remuneration policy.
- Periodically review the remuneration policy, including share-based remuneration systems and their application, and ensuring that their individual compensation is proportionate to the amounts paid to other directors and senior executives.
- Propose to the Board of Directors the members that should be part of each of the Board Committees.
- Propose to the Board of Directors a diversity policy applicable to directors and, if appropriate, to senior management.
- Ensure that any potential conflicts of interests do not affect the independence of the external advice furnished to the committee.
- Verify the information on the remuneration of directors and senior executives contained in corporate documents, including the annual report on directors' remuneration.
- Participate in any updates of the Board of Directors regulations in relation to the matters within its competence.

The Appointments and Remunerations Committee shall meet each time the Board of Directors or its chairperson requests a report or the adoption of proposals and, in any case, whenever advisable for the proper performance of its functions. The Appointments and Remunerations Committee shall be convened by its chairperson, either on his or her own initiative or at the request of the chairperson of the Board of Directors or of two members of the Appointments and Remunerations Committee.

The Appointments and Remunerations Committee shall be validly formed when a majority of its members concur, either present or represented by proxy by another member of the Appointments and Remunerations Committee pursuant to the Board of Directors Regulations. Resolutions shall be adopted by a majority of the members present or represented.

### ***Sustainable Development Committee***

The composition, responsibilities and rules of the Sustainable Development Committee will be governed by the Bylaws and, upon Admission, by the Board of Directors Regulations.

The Sustainable Development Committee shall have at least three members, with a maximum of five members, all of whom must be non-executive directors appointed by the Board of Directors, of whom the majority must be independent directors. The

Sustainable Development Committee will consist upon Admission of three members in accordance with the resolution passed by the Board of Directors on March 17, 2021.

The chairperson of the Sustainable Development Committee is selected by the Board of Directors from among its independent members.

The secretary of the Sustainable Development Committee shall be appointed by the Sustainable Development Committee with no need to be a director or a member of the Sustainable Development Committee.

The members of the Sustainable Development Committee will be upon Admission as follows:

Name	Position	Category	Appointment Date
Ms Cristina Fernández González-Granda	Chairperson	Independent	March 17, 2021
Ms Mar Gallardo Mateo	Member	Independent	March 17, 2021
Mr Francisco Javier Remacha Zapatel	Member	Proprietary	April 21, 2021

The Secretary non-director of the Sustainable Development Committee will be, upon Admission, Mr Alfonso Álvarez Herráiz, the Company's general counsel.

The Sustainable Development Committee will be responsible for the following matters (together with any others that may be attributed to the Sustainable Development Committee by the Bylaws and/or the Board of Directors Regulations):

- Conduct a periodic review of the corporate governance system, with special emphasis on the corporate governance and compliance policies, and propose to the Board of Directors, for the approval thereof or for submission to the General Shareholders' Meeting, such amendments and updates as may contribute to the development and ongoing improvement thereof.
- Monitor the Company's corporate governance sustainable development strategies.
- Monitor compliance with legal requirements and with the rules and regulations of the corporate governance system.
- Establish channels for stakeholder communication, participation and dialogue, as well as responsible communication practices preventing the manipulation of information and protecting the Company's honor and integrity.
- Supervise the Company's actions relating to sustainable development and corporate social responsibility and report thereon to the Board of Directors when applicable.
- Assess and review the Company's plans implementing the sustainable development policies and monitor the level of compliance therewith.
- Monitor the Company's actions relating to corporate reputation and report thereon to the Board of Directors when applicable.
- Report on the Company's annual corporate governance report prior to the approval thereof, obtaining for such purpose the reports of the Audit Committee, the Appointments and Remunerations Committee with respect to the sections of such report that are within its powers.
- Report on proposed amendments of the Board of Directors Regulations and the code of ethics.
- Issue such other reports and take such other actions as may also fall within its purview pursuant to the Corporate Governance System or as may be requested by the Board of Directors or the chairperson thereof.

- Assume the responsibilities set forth in the code of ethics.

The Sustainable Development Committee shall meet each time the Board of Directors or its chairperson requests a report or the adoption of proposals and, in any case, whenever advisable for the proper performance of its functions. The Sustainable Development Committee shall be convened by its chairperson, the compliance officer, either at his own initiative or at the request of the chairperson of the Board of Directors or any member of the Sustainable Development Committee.

Meetings of the Sustainable Development Committee shall be validly held when at least one half of its members are present in person or represented by proxy by another member of the Sustainable Development Committee pursuant to the Board of Directors Regulations. The committee shall adopt its resolutions upon a majority vote of those present in person or by proxy.

## **Other Commitments**

### **Corporate Website**

Upon Admission, OPDEnergy's corporate website ([www.opdenenergy.com](http://www.opdenenergy.com)) will meet the requirements imposed by the Spanish securities market regulations. In accordance with article 539 of the Spanish Companies Law, Ministerial Order ECC/461/2013 of March 20 and the CNMV's Circular 3/2015 of June 23, the Company's website will include, among other information, the following information and/or documents:

- This Prospectus.
- Bylaws.
- The latest individual and consolidated (where applicable) financial statements and the annual reports of last five years.
- Certain non-financial information that must be mandatorily disclosed.
- General Shareholders' Meeting Regulations.
- Board of Directors Regulations.
- Remuneration Policy (as defined below)
- Annual reports on corporate governance.
- Information on the exercise of voting rights by the shareholders as well as documents with respect to the General Shareholders' Meeting and its developments.
- Electronic forum for shareholders to be used for the purpose of facilitating communication among shareholders prior to the General Shareholders' Meeting.
- Inside information notices (*comunicaciones de información privilegiada*) and other relevant information notices (*comunicaciones de otra información relevante*).
- Shareholders' agreements, if any.
- Reporting of significant stakes (*comunicación de participaciones significativas*).
- Average period of payment to suppliers.
- Contact and communication channels with shareholders and mechanism to allow voting.

### **Control of Financial Information**

As of the date of this Prospectus, the Company has an internal control of financial information system (*sistema de control interno sobre la información financiera*, "SCIIF").

## Senior Management

Upon Admission, the Company's senior management will comprise the following members: chief executive officer, chief financial officer, chief operating officer, head of corporate development and structured finance, head of business development Europe, general counsel, head of investors relations and head of human resources (collectively, the "Senior Management" and each, a "Senior Manager"). The Senior Management reports to OPDEnergy's chief executive officer.

The following table lists the members of OPDEnergy's Senior Management as of the date of Admission.

Name	Position as of the date of Admission	Member of Management Since
Mr Luis Cid Suárez	Chief executive officer <sup>(1)</sup>	2010
Mr Leixandre Mera Jabbour	Chief financial officer	2017
Mr Mario Alberto González Henríquez	Chief operating officer	2010
Mr Tomás Collantes Morales	Chief corporate development and structured finance officer	2017
Mr Alejandro Álvarez Vázquez	Head of business development Europe	2012
Mr Alfonso Álvarez Herráiz	General counsel	2011
Ms Isabel Troya Smith	Head of investor relations	2021
Ms Beverly Patricia Claros Tobar	Head of human resources	2018

(1) Currently, Mr Luis Cid Suárez is the non-director chief executive officer of the Company. His appointment as executive director is conditional upon Admission.

### Senior Management's Biographical Information

A brief description of the qualifications and professional experience of the Senior Managers is presented below, with the exception of the chief executive officer who also serves on the Board of Directors, see "*—Directors—Biographical Information*".

#### Mr Leixandre Mera Jabbour

Mr Leixandre Mera Jabbour joined OPDEnergy as its chief risk officer in May 2017 and was named chief financial officer in February 2020. Mr Mera Jabbour has more than eight years of experience in the environmental sector. Prior to joining OPDEnergy, he served as chief accountant and compliance officer at Xylem Iberia, a leading global water-technology company, from January 2016 to May 2017. He was also head of finance at Cetco Iberia, a worldwide provider of sustainable solutions for infrastructure, from July 2012 to January 2016. Prior to that, he worked for six years as external auditor at Deloitte.

Mr Mera Jabbour holds a bachelor's degree in economics and a master's degree in auditing and business administration, both from the Complutense University of Madrid.

#### Mr Mario Alberto González Henríquez

Mr González Henríquez is OPDEnergy's chief operating officer since 2018 and has over 15 years of experience in the renewable energy industry. Mr González Henríquez joined the Company as construction and O&M manager in 2010. Throughout his career at OPDEnergy, he has been responsible for designing and implementing multifaceted operating strategies and has achieved important milestones such as the execution of O&M transactions and the construction of photovoltaic plants in the United Kingdom, Italy and Spain. Prior to joining OPDEnergy, Mr González Henríquez was project manager at Iberdrola Engineering and Construction from 2007 to 2010. Mr González Henríquez has also held other positions in companies both in the renewable and electric sectors.

Mr González Henríquez holds a bachelor's degree in industrial engineering from the University of Las Palmas de Gran Canaria. He also holds a master's degree in renewable energies and the energy market from EOI Madrid and an executive master's degree in business administration (EMBA) from IE Business School.

Mr Tomás Collantes Morales

Mr Tomás Collantes Morales is the chief corporate development and structured finance officer at OPDEnergy since 2018, where he is responsible for the structuring and execution of M&A transactions, project finance, corporate finance and asset management for the Company. Mr Collantes Morales has more than 13 years of experience in M&A and structured and project finance transactions, the vast majority of which relate to the renewable energy industry. Prior to joining OPDEnergy, he served as director and manager of structured finance and M&A for the solar energy provider IBC Solar in Asia, from September 2015 to November 2017. He also worked at Fonroche as manager of structured finance and M&A between September 2014 and September 2015, where he successfully completed a number of international projects. In addition, between January 2013 and August 2014, he was manager of structured finance at a subsidiary of Abengoa. Mr Collantes Morales has also worked as a senior consultant in the M&A department of PwC, as a private equity and M&A investment manager at Caja Madrid-Bankia, and as an analyst at Optima Corporate, from 2011 to 2012, 2008 to 2011 and from 2006 to 2008, respectively.

Mr Collantes Morales holds a bachelor's degree in business administration from CUNEF, specializing in auditing. In Addition, Mr Collantes Morales holds an executive international master's degree in business administration (IMBA) from IE Business School, where he also completed an advanced global management program and a structured finance and private equity program.

Mr Alejandro Álvarez Vázquez

Mr Alejandro Álvarez Vázquez has been the Company's head of business development in Europe since 2016, which has included managing the Company's pipeline and designing the Company's strategy for the Spanish, Italian, United Kingdom, Polish and French markets. Mr Álvarez Vázquez joined OPDEnergy in 2012 as country manager for the United Kingdom and was responsible for successfully setting up the division. From 2009 to 2011, he served as business development manager in CEP Solar, in Rome (Italy).

Mr Álvarez Vázquez holds a bachelor's degree in economics from the Complutense University of Madrid and a master's degree in economics with a specialization in energy and economics from the University of Montpellier.

Mr Alfonso Álvarez Herráiz

Mr Alfonso Álvarez Herráiz has been OPDEnergy's general counsel since 2011, where he has been involved in all types of legal matters related to solar projects and wind farms. He is also the secretary of the Company's board of directors as well as for other group companies.

Prior to joining the Company, Mr Álvarez Herráiz served as a senior associate at the Madrid office of Garrigues from 2004 to 2011, where he worked in the firm's environmental and renewable energy department. Previously, from 2001 to 2004, he worked as an attorney-at-law in the corporate and M&A department of EY.

Mr Álvarez Herráiz holds a master's degree in business and corporate law from IE University and a bachelor's degree in law from the University of Navarre. After receiving his law degree, he prepared for the state notary exams for five years.

Ms Isabel Troya Smith

Ms Troya Smith is the Company's head of investor relations and communications. Prior to joining OPDEnergy, Ms Troya Smith worked at Azora Capital Group from 2007 until 2020 where she held several positions including, among others, head of investor relations and communications for the group from 2016 to 2020. In addition, from 2015 to 2019, she was head of investor relations and communications at Hispania Activos Inmobiliarios SOCIMI, S.A., Azora Capital Group's Spanish real estate investment trust, which was acquired by Blackstone. Prior to that, Ms Troya Smith worked as project finance and corporate development associate at Acciona Energía from 2005 to 2007 and as corporate finance senior analyst at the M&A department of Banco Espiritu Santo.

Ms Troya Smith holds a bachelor of science degree in business studies from the University of Buckingham and a master's degree in business administration (MBA) from IE Business School. She also completed an executive program in investor relations at the institute of Bolsas y Mercados Españoles.

*Ms Beverly Patricia Claros Tobar*

Ms Claros Tobar is the global human resources and labor laws director and corporate communications for OPDENERGY's headquarters and the subsequent Company's branches. She has over 18 years of experience working in complex matrix organizations. Ms Claros Tobar joined OPDENERGY in 2018. Prior to joining the Company, she served as people organization manager at Intropia for over 12 years, where she was responsible for national and international personnel administration. She also served as an human resources consultant at Medina Laboral, Asesores y Auditores and as legal assistant at Godia y García, a consulting and audit company, for three years, building experience in change and talent management, career structures and organizational design.

Ms Claros Tobar holds a bachelors' degrees in labor sciences and labor relations from the University Carlos III of Madrid and a master's degree in human resources management from EUDE Business School.

**Senior Management's Managerial Positions and Shareholdings**

The following table sets out all entities, except Group companies, in which the members of Senior Management have been appointed as members of administrative, management or supervisory bodies, or in which they have held stakes<sup>24</sup> positions at any time during the five-year period preceding the date of this Prospectus, indicating whether or not each person still holds any shares in any such entities or is a member of any such bodies. For information regarding the chief executive officer who also serves on the Board of Directors, see “—Directors—Directors' Managerial Positions and Shareholdings”.

Senior Manager	Entity	Position	Sector	Shareholding	In Office
Mr Mario Alberto González Henríquez	Origina Advice, S.L. <sup>(1)</sup>	Director	Engineering	No	Yes
Mr Tomás Collantes Morales	IBC Solar AG	M&A and structured finance director	Energy	No	No
	OPDENERGY Riverstone LP <sup>(2)</sup>	Shareholder	Energy	No	No
	Commercial Engineering Consultancy and	Shareholder	Business consultancy	No	No
	Fisio-wellness, S.L.	Shareholder	Health and medical (physiotherapy)	Yes	No

(1) Family owned asset-holding company which is a non-operative company as of the date of this Prospectus.

(2) The partnership agreement with Riverstone required that certain members of the Senior Management, including Mr Tomás Collantes, had a minority interest in OPDENERGY Riverstone LP along with the Group. This requirement has been waived by Riverstone; thus, as of the date of this Prospectus, Mr Tomás Collantes does not hold any interest in OPDENERGY Riverstone LP.

<sup>24</sup> To this effect, the Company considers that the term “stake” excludes all shareholdings in publicly listed companies that are not significant stakes under applicable laws.

As of the date of this Prospectus none of the Senior Managers holds any ordinary shares of the Company.

## **Compensation**

### ***Directors' Compensation***

Until March 17, 2021, directors were not entitled to receive any compensation. Consequently, no director has received any compensation from the Company's incorporation date to March 17, 2021, when the Company adopted its current Bylaws and its current Board of Directors was appointed.

Following the amendment of the Bylaws, directors will be entitled to receive compensation. Director's compensation for performing the duties entrusted to them in their capacity as such shall consist of a fixed annual amount or attendance fees or a combination thereof.

The maximum annual aggregate compensation amount that the Company may annually pay to all of its directors as remuneration for the items mentioned above shall be determined by the General Shareholders' Meeting, and shall remain unchanged until and unless the shareholders decide otherwise. Nevertheless, the Board of Directors may reduce the amount in each relevant fiscal year if it deems appropriate.

The Board of Directors shall determine, following a proposal from the Appointments and Remunerations Committee, the exact amount to be paid within the limit approved by the shareholders and the distribution thereof among the directors, taking into account the duties and responsibilities assigned to each director, the position held by each of them on the Board of Directors, their membership and attendance at the meetings of the Board of Directors' committees and other objective circumstances which may be deemed relevant. In addition, the Board of Directors shall decide the frequency and method of payment of the relevant amounts, which may include insurance and social welfare benefits, as established from time to time.

The director's remuneration policy shall be set within the remuneration system provided for in the Bylaws, as detailed above and shall be approved by the General Shareholders' Meeting at least every three years as a separate item on the agenda. The Board of Directors' proposal for the remuneration policy shall be motivated and must be accompanied by a specific report from the Appointments and Remunerations Committee. Both documents shall be made available to the shareholders through the Company's website from the time of the call to convene the General Shareholders' Meeting.

In accordance with the above, the General Shareholders' Meeting, upon the proposal of the Board of Directors, approved on General Shareholders' Meeting, held on March 17, 2021, a remuneration policy that will be in force for the years 2022, 2023 and 2024 (the "**Remuneration Policy**"). For the period between the date of approval of the Remuneration Policy on March 17, 2021 and December 31, 2021, the remuneration payable to the directors will consist in the same items described below applicable in 2021 pro-rated to the number of days within that period being the subject of a separate specific resolution of the General Shareholders' Meeting, passed on March 17, 2021. The Remuneration Policy establishes that each director will receive sufficient remuneration in order to remunerate the dedication, qualification and responsibility required for his or her office, but without compromising their independence. The Remuneration Policy must be adequate to the circumstances existing at each point in time, paying special attention to the evolution of the regulation of better practices, recommendations and national and international trends and standards in relation to the remuneration of directors of listed companies and the prevailing market conditions, and must be proportional to the performance of executive duties by the executive directors.

The Remuneration Policy differentiates between the remuneration by reason of their office as director and the remuneration for the performance of executive duties by the executive directors.

#### *Remuneration by Reason of the Office as Director*

The maximum annual aggregate amount payable to all directors (other than any executive director) by reason of their office as a director shall not exceed €450,000, pursuant to the resolution passed by the General Shareholders' Meeting on March 17, 2021, in accordance with the Bylaws. The resolution entered into effect following its approval.

The Board of Directors, at its meeting dated March 17, 2021 determined, within the aforementioned overall limit, the precise amounts to be paid to each director, taking into account the duties and responsibilities assigned to each of them, their

membership of Board of Directors' committees and other objective circumstances that it deemed relevant. As of the date of this Prospectus such amounts have not been ratified by the Appointments and Remuneration Committee. The Appointments and Remuneration Committee expects to ratify such amounts as soon as possible following completion of the Offering.

All directors (other than any executive director) will receive, where appropriate in accordance with the above, the following fixed annual amounts as compensation for the responsibility and time commitment required by such office:

- €50,000 for their participation in the Board of Directors in their capacity as such (in case a director is appointed or leaves the office during the fiscal year the compensation to be received will be proportional to the term in office).
- €10,000 for the membership of the Audit Committee.
- €30,000 for the chairpersonship of the Audit Committee in addition to the corresponding amount as member of the Committee.
- €10,000 for the membership of the Appointments and Remunerations Committee.
- €30,000 for the chairpersonship of the Appointments and Remunerations Committee in addition to the corresponding amount as member of the Committee.
- €10,000 for the membership of the Sustainable Development Committee.
- €30,000 for the chairpersonship of the Sustainable Development Committee in addition to the corresponding amount as member of the Committee.

The estimated aggregate compensation payable to all of the Company's directors (other than the executive director) by reason of their office as a director for the period comprised between March 17, 2021 and December 31, 2021 (for the proprietary directors) and between the date of Admission and December 31, 2021 (for the rest of directors), is approximately €324,986.30. For financial year 2022, the annual aggregate amount payable to all directors (other than any executive director) by reason of their office as a director will be €450,000.

As established in the Remuneration Policy, the previous amount may be reduced by the Board of Directors in any applicable fiscal year if it deems it appropriate.

#### Remuneration for the Performance of Executive Duties

On March 17, 2021, the Company entered into a services agreement with its chief executive officer, Mr Luis Cid Suárez, governing the terms of performance of his duties as executive director and providing for the different components of his compensation, including in the event of termination of his office and the right to participate in the D&O, health and life insurance policies engaged by the Company. The terms of the contract were approved by the Board of Directors on March 17, 2021 and it will become effective upon Admission as his appointment as chief executive officer is conditional thereupon.

The remuneration package for Mr Cid, within the framework of the Remuneration Policy, is structured as follows:

- Fixed annual remuneration: the fixed remuneration takes into account the executive duties assigned to the chief executive officer, the level of responsibility, the experience, the contribution to the office and the remuneration which is paid by comparable companies in the market.
- Annual variable remuneration in cash: the purpose of the annual variable remuneration is to strengthen the commitment of the chief executive officer to the Company by virtue of the achievement of objectives, measurable and based on financial and economic variables. The Board of Directors, upon a proposal of the Nominations and Compensation Committee, shall establish the annual variable remuneration to be paid to the chief executive officer according to the fulfilment of certain objectives which will be set at the beginning of each financial year.
- Annual and multi-year share incentive plans: from time to time, the Board of Directors may approve annual and/or multi-year share incentive plans based on the fulfilment of strategic objectives to which the Company's chief



executive officer, the Senior Management and other employees of the Company may be beneficiaries. The chief executive officer will be entitled to participate in any such share incentive plans established by the Board of Directors and pursuant to the terms approved by the General Shareholders' Meetings.

- Other concepts: comprises in-kind benefits including the right to participate in the D&O, health and life insurance policies engaged by the Company.

The agreement entered with the chief executive officer is for an indefinite term and includes claw-back and "malus" clauses in case the amount of the compensation paid has been calculated using inaccurate or fraudulent information.

The remuneration package for the chief executive officer set forth in the services agreement approved by the Board of Directors on March 17, 2021 (within the framework of the Remuneration Policy approved by the General Shareholders' Meeting) is as follows:

- A fixed annual remuneration of €275,000.
- An annual variable remuneration in cash of up to a maximum of 100% of his fixed annual amount in the event of over-performance, which shall be determined annually in accordance with the objectives set by the Board of Directors, upon a proposal of the Nominations and Compensation Committee. For 2021, the objectives will be set as soon as possible following the Admission.
- An annual and/or multi-year share incentive plan whereby the chief executive officer shall have the right to participate in any multi-year or annual share incentive plans established from time to time by the Board of Directors and in the terms which the General Shareholders' Meetings implements such share incentive plans for the chief executive officer. In particular, the chief executive officer will participate in the long-term management incentive plan approved by the Board of Directors on March 17, 2021. The General Shareholders' Meeting approved that he will be entitled to a maximum gross amount of €5,053,125 to be received in shares of the Company assuming an over-performance scenario of the targets set under such long-term management incentive and subject to the rest of conditions thereof (see "*—Long Term Management Incentive Plan*");
- in-kind remuneration which includes approximately €2 thousand in restaurant tickets, the right to participate in the D&O policy (see "*—D&O Insurance Policy*"), the payment of an annual insurance premium of €4 thousand in respect of his health insurance policy and life insurance policy amounting to up to four years of his fixed annual remuneration. These insurance policies will be engaged by the Company for the chief executive officer.

In addition, the chief executive officer for so long as he stays in office shall hold the ownership of a number of ordinary shares, options or financial instruments of the Company received pursuant to his remuneration package which represent an economic exposure to the variation in the price of the shares for a market value equivalent to an amount of at least twice his fixed annual remuneration.

As of the date of this Prospectus, the remuneration package for Mr Cid is pending to be ratified by the Appointments and Remunerations Committee, as this committee was not yet in place at that time. As soon as practicable following Admission, the Appointments and Remuneration Committee will meet to confirm the remuneration package for the chief executive officer.

The remuneration package of the chief executive officer from Admission until December 31, 2021, which was approved on March 17, 2021 by the General Shareholders' Meeting, consists in the same items described above applicable in 2021 pro-rated to the number of days within that period.

Directors do not receive any remuneration, benefits, compensation, etc. other than those detailed in this section.

### **Senior Management's Compensation**

For the last full financial year, 2020, the total amount of remuneration paid (including any contingent or deferred compensation), and benefits in kind granted to the persons who were members of the senior management team during financial year 2020 by the Company and its subsidiaries for their services in all capacities to the Company and its subsidiaries was €1,117,425. This

amount includes a severance payment to a former senior manager of the Company and the amounts paid to individuals which are not members of the current Senior Management.

The estimated total annual remuneration, including fixed annual remuneration and maximum annual variable remuneration, payable to the Senior Management (including the remuneration for the chief executive officer) for 2021 will amount to approximately €1,865,100.25. The annual compensation of the Senior Management is not linked to the market price of the Company's ordinary shares.

#### **Senior Management IPO Bonus and CEO IPO Bonus**

With the objective of motivating OPDEnergy's key managers towards completion of the Offering and Admission, the Company has awarded an IPO bonus to certain members of the Senior Management (other than the chief executive officer) whose accrual is conditioned to the completion thereof in 2021 (the "**Senior Management IPO Bonus**"). The aggregate gross amount of the Senior Management IPO Bonus will be approximately €505 thousand, which will be reduced by the application of any withholding taxes on account of PIT according to applicable law. The IPO Bonus will vest on Admission and it will be settled as soon as reasonably practicable thereafter in cash.

Additionally, under the contract signed on May 1, 2017 the Company agreed with its chief executive officer a liquidity bonus in the event that a liquidity event (defined as a transaction where an external valuation of the ordinary shares of the Group is necessary, including, among others, a share capital increase transaction) takes place. Therefore, the setting of the Offering Price will qualify as a liquidity event under such agreement and the chief executive officer will be entitled to receive a bonus as a result thereof (the "**CEO IPO Bonus**"). Assuming that the Company raises gross proceeds of approximately €375 million in the Offering and the estimated expenses payable by the Company in relation to the Offering amount to €20.34 million (see "*Plan of Distribution–Expenses*"), the CEO IPO Bonus would amount, on a gross basis, approximately to €7,130 thousand, which will be reduced by the application of any withholding taxes on account of PIT according to applicable law. As of December 31, 2020, the CEO IPO Bonus estimated amount has been recorded as a provision in the 2020 Audited Consolidated Annual Accounts as explained in Note 19.3 thereunder. The provision recorded in the 2020 Audited Consolidated Annual Accounts amounted to €7,612 thousand based on the assumptions set forth therein, which included a higher offering price than the mid-point of the Offering Price Range.

The CEO IPO Bonus will be settled in cash by the Company no later than the date when the Offering Price is set, with the undertaking of the chief executive officer to reinvest 55% of the net amount of the CEO IPO Bonus (that is, approximately €2,157 thousand) to subscribe for New Non-Qualified Investors Shares in the Related Investors Sub-Tranche within the Non-Qualified Investors Tranche of the Offering (the "**CEO IPO Bonus Shares**"). The CEO IPO Bonus Shares acquired by the chief executive officer will be subject to a lock-up commitment of 365 days since Admission. See "*Plan of Distribution–Lock-up*". The chief executive officer will not be able to freely dispose of the acquired CEO IPO Bonus Shares until such time has elapsed.

#### **Long Term Management Incentive Plan**

The incentive (the "**Incentive**") under the management equity incentive plan (the "**Management Incentive Plan**") was approved by the Board of Directors and the General Shareholders' Meeting held on March 17, 2021. The Management Incentive Plan consists of a contingent award of a limited number of ordinary shares of the Company, which may be treasury and/or newly issued ordinary shares (the "**MIP Shares**") to specific Group employees, including the chief executive officer and other members of the Senior Management. The Management Incentive Plan is conditional on Admission.

The primary purpose of the Management Incentive Plan is to structure a compensation policy and incentive payment plan for specific Group employees to incentivize high-level performance and the sustainable achievement of strategic objectives, give participants the opportunity to share in the value created aligning those individuals' interests with those of the Company's stakeholders, in particular the shareholders, while promoting employee retention and availability for future service. Therefore, the award of MIP Shares will be subject to specific performance conditions pursuant to the following rules:

### Performance Period

The Management Incentive Plan consists of one performance period of three years starting on January 1, 2021 and ending on December 31, 2023 (the “**Performance Period**”).

### Participants

MIP Shares will be awarded to a number of designated Group employees, including certain members of the Senior Management approved by the Board of Directors (collectively, the “**MIP Participants**” and, individually, a “**MIP Participant**”). The Board of Directors also approved the maximum (on an over-performance scenario) and target amounts of MIP Shares to be awarded to each MIP Participant.

Each MIP Participant is entitled to a specific maximum monetary amount to be delivered in MIP Shares upon completion of the Performance Period and the Deferral Period (as defined below) (the sum of both periods being the “**MIP Total Term**”).

The reference price to calculate the maximum number of MIP Shares which each MIP Participant will receive upon completion of the MIP Total Term will be the Offering Price. The actual number of MIP Shares to be delivered to each MIP Participant will be determined by the Board of Directors at the end of the Performance Period in light of the performance conditions described below.

The total gross amounts to be delivered in MIP Shares to all MIP Participants upon completion of the MIP Total Term pursuant to the Management Incentive Plan amounts to €15,124,375 (on a maximum over-performance scenario) and €8,642,500 (on a target scenario) as described below.

### Vesting Conditions

MIP Shares will vest when the conditions determined by the Board of Directors as described below are fulfilled and the MIP Participant will receive the MIP Shares after the Deferral Period. There are two sets of conditions, as follows:

#### *1. Condition of continued employment*

In the event of termination due to a bad leaver event, such as (a) voluntary termination of the employment or services agreement (as applicable) by any MIP Participant prior to the end of the Performance Period; or (b) termination of the employment or services agreement (as applicable) for disciplinary causes by the Company, declared as fair or not challenged by the employee, or removal with cause of a MIP Participant from his/her directorship position in the Company prior to the end of the MIP Total Term; such MIP Participant will no longer be entitled to any Incentive. In the event of termination due to a bad leaver event during the Deferral Period (as defined below) other than as indicated under (b) above, the MIP Participant (or his/her heirs) will be entitled to receive the Incentive in the same conditions as the other MIP Participants.

If termination is due to a good leaver event such as (a) unilateral termination by the Company without cause, (b) death, (c) permanent disability (either absolute, total or severe), (d) retirement (either ordinary or early retirement), (e) termination by the MIP Participant according to article 50 of the Spanish Statute of Workers or article 10.3 of the Royal Decree 1382/1985 of 1 August governing senior executives employment relationships, (f) termination by the Company declared unfair in court or by the relevant administrative body or (g) termination by the Company for objective reasons, the MIP Participant (or his/her heirs) will be entitled to receive the Incentive as if the MIP Participant continued to be employed by the Company until the end of the Performance Period and pro-rated to the number of days until termination. In all good leaver cases prior to the end of the Performance Period, vesting rights will remain subject to the same condition of continued employment and the performance conditions of the Management Incentive Plan (as described below). Notwithstanding the above, the Board of Directors, under certain circumstances within a good leaver event, could propose an immediate payment of the Incentive considering a target level of achievement of the performance metrics defined below and pro-rated to the number of days until termination.

#### *2. Performance conditions*

The number of MIP Shares which each MIP Participant will receive at the end of the MIP Total Term will be the result of multiplying the target number of MIP shares initially granted and the weighted average payout rate (the “**Global Payout Rate**”), which is determined according to the level of achievement of the performance metrics and their weightings.

The performance metrics and their weightings are the following: (a) 40% “**Total Shareholder Return**”, (b) 40% “**EBITDA**” and, (c) 20% “**Backlog**” (as each term is defined below).

The definition of these performance conditions and the calculation methodology is described below:

- **Total Shareholder Return Achievement Rate:** This performance criterion corresponds to the level of achievement of Total Shareholder Return (as defined below) versus the Targeted Total Shareholder Return (as defined below):
  - (i) “**Total Shareholder Return**” means the ratio (expressed as a percentage) between the final value of an hypothetical investment in our shares (reinvesting the dividends, if any, in our shares on the same date they are paid) and the initial value of that same hypothetical investment. The initial value will be the Offering Price and the final value will be calculated as the volume weighted average price (VWAP) of the 20 trading sessions immediately prior to December 31, 2023 (inclusive).
  - (vi) “**Targeted Total Shareholder Return**” means the Total Shareholder Return targeted by the Board of Directors, which will be set by the Board of Directors.
  - (vii) “**TSR Achievement Rate**” means the rate resulting from dividing (a) the Total Shareholder Return by (b) the Targeted Total Shareholder Return.
- **EBITDA Achievement Rate:** This performance criterion corresponds to the level of achievement of EBITDA versus Targeted EBITDA.
  - (viii) “**EBITDA**” means the EBITDA<sup>(APM)</sup> generated by the Company during the last year of the Performance Period (2023).
  - (ix) “**Targeted EBITDA<sup>(APM)</sup>**” means the EBITDA<sup>(APM)</sup> targeted by the Board of Directors during the last financial year of the Performance Period, which will be set by the Board of Directors.
  - (x) “**EBITDA Achievement Rate**” means the rate resulting from dividing (a) EBITDA<sup>(APM)</sup> by (b) Targeted EBITDA.
- **Backlog Achievement Rate:** This performance criterion corresponds to the level of achievement of Backlog versus Targeted Backlog.
  - (xi) “**Backlog**” means the outstanding Backlog at the end of the Performance Period.
  - (xii) “**Targeted Backlog**” means the Backlog targeted by the Board of Directors at the end of the Performance Period, which will be set by the Board of Directors.
  - (xiii) “**Backlog Achievement Rate**” means the rate resulting from dividing (a) Backlog by (b) Targeted Backlog.

At the end of the Performance Period, the TSR Achievement Rate, the EBITDA Achievement Rate and the Backlog Achievement Rate (each of them, a “**Performance Metric Achievement Rate**”) will be calculated and the Board of Directors will determine the corresponding Payout Rate as follows:

Performance Metric Achievement Rate (R)	Payout Rate (%)
Minimum: If R is less than the minimum achievement threshold	0
If R is equal to the minimum achievement threshold	50
If R is above the minimum threshold but less than 100%	Calculated by linear interpolation
Target: If R is equal to 100%	100

If R is equal to or above 100% but less than the maximum achievement threshold	Calculated by linear interpolation
Maximum: If R is equal to or above the maximum achievement threshold	175

Intermediate results will be calculated by linear interpolation.

The Global Payout Rate is equal to the weighted average of the Payout Rates of each metric (with the following weightings: 40% for TSR, 40% for EBITDA and 20% for Backlog).

During the year following the end of the Performance Period, the Board of Directors, upon proposal of the Appointments and Remuneration Committee, will evaluate the degree of achievement of the performance conditions by determining the Payout Rate of each metric.

If, for a given MIP Participant, the product of multiplying the number of MIP Shares initially awarded by the Global Payout Rate results in a fraction of MIP Shares to be delivered, the number of MIP Shares to be delivered will be rounded down to the nearest integer.

In any event, the maximum number of MIP Shares to be delivered may not exceed the maximum amount initially awarded on the date of approval of the Management Incentive Plan, subject to the adjustments set forth below.

Calculation, settlement and delivery of MIP Shares

The Company's financial and human resources departments will make the corresponding calculations of the MIP Shares to be delivered pursuant to the Management Incentive Plan, upon receipt of all necessary auditor's reports for the financial years applicable to the Performance Period. Once verified, the calculations will be submitted to the Appointments and Remuneration Committee, which shall review and, submit the calculations to the Board of Directors for approval. The Board of Directors will approve the incentive payable under the Management Incentive Plan for each MIP Participant.

The settlement and delivery of MIP Shares will occur shortly after the conclusion of a 365-day deferral period commencing on the day following the expiry of the Performance Period, as applicable (the "**Deferral Period**"). The Board of Directors will make all arrangements to deliver the MIP Shares, if any, to MIP Participants as soon as practicable thereafter and may resort to, subject to the required approvals, any of the procedures and mechanisms available by law to effect delivery, including, without limitation, the issue of new ordinary shares of the Company, the purchase of treasury shares of the Company, and entering into agreements with third parties. In this regard, the Company will establish the mechanisms necessary to guarantee the subscription by the MIP Participants of the corresponding number of newly issued MIP Shares or to acquire existing MIP Shares from the Company.

In lieu of paying the Incentive under the Management Incentive Plan through the delivery of the MIP Shares, the Board of Directors may opt, in the event of: (i) the Company lacking sufficient treasury shares to deliver the MIP Shares to be delivered to the Participants under the Management Incentive Plan, (ii) the Company having to comply with the securities law of application in the country where the MIP Participant is resident which make it burdensome on and costly for the Company, in its sole discretion, to permit the MIP Participant to receive the MIP Shares, or (iii) upon a Liquidation Event (as defined below), for the total or partial payment of the Incentive through a cash payment to the MIP Participants. The share price used to determine the cash payment will be the volume weighted average price of the ordinary shares of the Company on the five consecutive trading days ending on the last day of the Performance Period.

The delivery of MIP Shares will be communicated through the publication of an "other relevant information notice" (*comunicación de otra información relevante*) with the CNMV.

In addition to continued employment of the MIP Participant within the Company, the settlement and delivery of the deferred MIP Shares is conditional upon none of the circumstances arising that give rise to the application of the malus clauses, during the period before each delivery, as per the provisions described hereinafter. In addition, the MIP Shares that have already been paid shall be subject to potential recovery (clawback) by the Company, in the situations and during the periods provided in the MIP.

The circumstances which may give rise to the application of malus and/or clawback are: (i) material restatements of the Group's financial statements, when so considered by external auditors, except when these restatements are due to changes in accounting standards or change in the auditor's interpretation of the standards and provided that the restatement results in lower number of MIP Shares; (ii) the award was based on material error subsequently shown to be manifestly inaccurate, whether or not the employee was responsible for the inaccuracy; (iii) serious breach of the Company's internal regulations and policies by a MIP Participant; and (iv) significant losses and the Company considering there is reasonable evidence to prove such downturn arises from significant failure of risk management committed by the Company or by a business unit, to which the willful misconduct or gross negligence of the MIP Participant was a contributing factor.

#### MIP Liquidation Event

Pursuant to the Management Incentive Plan, in the event of (i) voluntary liquidation of the Company approved at the General Shareholders' Meeting, or (ii) a public tender offer over the shares of the Company or a sale of ordinary shares of the Company that results in any party acquiring a controlling position (as the term "control" is defined in Royal Decree 1066/2007 of July 27 on the regime applicable to public tender offers (*Real Decreto 1066/2007, de 27 de Julio, sobre régimen de las ofertas públicas de adquisición de valores*), in both cases before the end of the Performance Period (each a "**Liquidation Event**"), the MIP Participants will be entitled to receive, as indicated below, MIP Shares or—as further described below—a cash amount, provided that, for purposes of the calculation and payment of this Incentive in the case of a Liquidation Event, the following will apply:

- The calculation of the Incentive will be made in light of the vesting conditions included above and assuming a target level of each Performance Metric Achievement Rate.
- The Incentive will be pro-rated to the number of days until the date the liquidation was approved at the General Shareholders' Meeting or the tender offer or sale was accepted by a majority of the Company's shareholders, as applicable.
- Notwithstanding the above, in the event that the Board of Directors expresses an unfavorable opinion regarding the public tender offer over the shares of the Company, the maximum of each Performance Metric Achievement Rate shall be assumed and no pro-rata calculation of the Incentive will apply under this scenario.
- The payment of the Incentive will be made as soon as reasonably practicable after the closing of the relevant transaction resulting in a Liquidation Event.

If the Company reasonably determines that delivering any or all of the MIP Shares to any MIP Participant on any relevant date is materially prejudicial to the Company for any reason, including as a result of any applicable law preventing the delivery of ordinary shares on that date, or if the delivery of ordinary shares to the MIP Participant would result in (i) such MIP Participant being required to make a mandatory offer to the shareholders of the Company pursuant to the applicable Spanish tender offer rules or other applicable law, or (ii) the Company or the MIP Participant breaching the applicable Spanish tender offer rules, or (iii) the Company breaching any applicable listing rules, then the Company will instead pay any or all of the undelivered MIP Shares due under the Management Incentive Plan to the MIP Participant in cash. The share price used to determine this cash payment will be the volume weighted average price of the ordinary shares of the Company on the five consecutive trading days prior to the last day of the applicable date the liquidation was approved at the General Shareholders' Meeting (exclusive) or on the date the tender offer or sale was accepted by a majority of the shareholders of the Company (exclusive), as applicable.

Additionally, if the Company reasonably determines that structuring the Incentive by a manner other than through the delivery of MIP Shares or in cash (for example, through warrants or stock options) may be more beneficial to the Company and to the MIP Participants, then the Company may structure the Incentive in that other manner.

### ***D&O Insurance Policy***

As of the date of this Prospectus, the Company maintains a directors and officers (“D&O”) insurance policy that protects the members of the Board of Directors and Senior Management from liabilities incurred as a result of actions taken in their official capacity as directors or officers of the Company and which provides a minimum coverage of €20 million.

### **Shares of the Company owned by Directors and Senior Management**

As of the date of this Prospectus, the proprietary directors of the Company are the ultimate shareholders of the Company. For additional information regarding the shareholding in the Company by the current OPDEnergy’s shareholders prior to the Offering and after the Offering, see “*Principal and Selling Shareholders*”.

It is expected that certain members of the Senior Management will subscribe New Offered Shares in the Offering through the Non-Qualified Investors Tranche (see “*Plan of Distribution–Non-Qualified Investors Tranche*”). However, no binding subscription order has been placed by any of them as of the date of this Prospectus, except for the undertaking of the chief executive officer of the Company as described below.

The commitment undertaken by the chief executive officer of the Company to subscribe for New Non-Qualified Investors Shares in the Offering through the Related Investors Sub-Tranche within the Non-Qualified Investors Tranche is further described under “–*Senior Management IPO Bonus and CEO IPO Bonus*” above. As a result, it is expected that the chief executive officer will subscribe 456,004 New Non-Qualified Investors Shares in the Offering assuming that the Offering Price is at the mid-point price of the Offering Price Range.

As of the date of this Prospectus, no director or Senior Manager has been granted options to purchase ordinary shares of the Company, nor does any other director or Senior Manager hold ordinary shares of the Company, directly or indirectly. For further information on the remuneration policy of directors and Senior Managers, see “–*Directors’ Compensation*” and “–*Senior Management’s Compensation*”.

### **Securities Market Code of Conduct and Corporate Governance Recommendations**

#### ***Securities Market Code of Conduct***

The Company has implemented and defined a transparent set of rules and regulations for compliance with market abuse regulations which is compliant with Regulation (EU) No 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse (“MAR”).

On March 17, 2021, the Board of Directors approved the securities markets code of conduct (*Reglamento Interno de Conducta en los Mercados de Valores*, the “**Securities Markets Code of Conduct**”), which will be effective upon Admission. The Securities Markets Code of Conduct applies to, among other persons, all members of the Board of Directors, Senior Management and employees who have regular access to inside information, as defined under MAR.

The Securities Markets Code of Conduct, among other things:

- Regulates the conduct of OPDEnergy’s directors and managers with regard to the treatment, use and disclosure of the Company’s inside information.
- Establishes the restrictions on, and conditions for, the dealing with Company’s securities or other financial instruments referencing them by persons subject to the Securities Markets Code of Conduct and by those who possess inside information.
- Provides that persons subject to the Securities Markets Code of Conduct must not engage in market manipulation with respect to the securities or other financial instruments of the Company.

- Regulates dealings by the Company with its own shares.

### **Corporate Governance Recommendations**

The Spanish Companies Law sets out certain legal provisions related to corporate governance mandatorily applicable to companies listed on the Spanish Stock Exchanges which the Company believes is compliant with.

Additionally, the Good Governance Code sets out certain non-binding recommendations on corporate governance to be considered (on a “comply or explain” basis) by the companies listed on the Spanish Stock Exchanges.

OPDEnergy believes that it substantially complies with the recommendations of the Good Governance Code. In particular, as of the date of this Prospectus, the Company complies with recommendations: 1, 5, 12, 13, 15, 16, 17, 22, 25, 26, 27, 28, 29, 30, 31, 33, 34, 35, 38, 39, 42, 43, 45, 47, 49, 50, 51, 52, 53, 54, 56, 57, 58, 59, 61, 62, 63 and 64. Upon Admission<sup>25</sup>, the Company will comply with recommendation 8, 9 and 18.

The Company intends to follow strict corporate governance policies and intends to adapt its practices to all the Good Governance Code’s recommendations, as soon as possible following Admission. However, as of the date of this Prospectus, the Company’s corporate governance practices depart from these recommendations in the following aspects:

- Recommendation 4: As of the date of this Prospectus, the Company has a limited number of shareholders, and thus has not discussed if a policy of communication and contacts with shareholders, proxy advisors and institutional investors or a policy of communication of economic-financial, non-financial and corporate information are necessary. However, once the ordinary shares of the Company have been admitted to trading, the Company will consider as a priority the implementation of a policy of communication and contacts with shareholders, proxy advisors and institutional investors and a policy of communication of economic-financial, non-financial and corporate information under the principles of transparency and respect to all parties. The Board of Directors will, as the case may be, approve these policies within a reasonable timeframe, and the policies will be subsequently made available in the Company’s website together with information related to how they are put in practice.
- Recommendation 7: The Company does not comply with paragraph 1 of the recommendation because currently it does not, and does not foresee to, broadcast the General Shareholders’ Meeting live in the Company’s website.
- Recommendation 11: As of the date of this Prospectus, the Company does not, and does not foresee to, pay attendance bonus (*primas de asistencia*) to its shareholders for attendance at the General Shareholders’ Meeting. Consequently, the Company has not approved, and does not foresee to approve in the near future, an attendance bonus policy. Nevertheless, if the Company decides to start paying attendance bonus (*primas de asistencia*) to its shareholders, the Board of Directors will approve a general and stable attendance bonus policy beforehand.
- Recommendation 14: As of the date of this Prospectus, the Board of Directors has not approved a policy for selecting its members. The Board of Directors will approve such policy as soon as reasonably practicable after Admission.
- Recommendations 40 and 41: As of the date of this Prospectus, there is not a unit in charge of the internal audit function, under the supervision of the Audit Committee (which is conditional upon Admission), to monitor the effectiveness of reporting and control systems. This unit should report functionally to the Audit Committee. The Company is currently working on the appointment of a person responsible of its internal audit function, which it expects to appoint by June 30, 2021 at the latest.
- Recommendation 46: As of the date of this Prospectus, a risk control and management control function under the supervision of the Audit Committee is in place. However this function will not become operative until Admission when the appointment of the members of the Audit Committee becomes effective.

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<sup>25</sup> The recommendations included under this criteria will be complied with upon Admission since the Company intends to approve the required internal rules that foresee and regulate the different aspects included in such recommendations.



- Recommendation 55: As of the date of this Prospectus, the Board of Directors has not approved a corporate social responsibility policy or a communication policy, however it expects to have it in place within a reasonable timeframe after Admission.

Moreover, as of the date of this Prospectus, the following recommendations do not apply to the Company: 2, 3, 6, 10, 19, 20, 21, 23, 24, 32, 36, 37, 44, 48, and 60.

The Board of Directors will prepare an annual corporate governance report yearly that will be submitted to the shareholders for information purposes. The report will be announced through the publication by the Company of an other relevant information notice (*comunicación de otra información relevante*) and will be reproduced in the management reports of OPDEnergy's individual and consolidated audited financial statements.

### **Conflicts of Interest**

Pursuant to article 29 of the Board of Directors Regulations, directors will face a conflict of interest where the Company's interests collide directly or indirectly with the personal interest of a director. There is a personal interest of a director in a matter when it affects him or her or a related party, and, in addition, for proprietary directors, when it affects the shareholder or shareholders which appointed him or her or proposed his or her appointment or to persons directly or indirectly related to them.

Therefore, the directors are required to avoid situations in which their interests, whether on their own behalf or on behalf of others, may conflict with the corporate interest or with their duties to the Company.

In particular, pursuant to article 229 of the Spanish Companies Law, directors (and related parties to directors) should abstain from:

- Carrying out transactions with the Company, excluding ordinary transactions, of limited amount and undertaken in standard conditions applicable to all customers.
- Using the name of the Company or its capacity as director to unduly influence private transactions.
- Using corporate assets, including confidential information on the Company, for private purposes.
- Taking advantage of business opportunities of the Company.
- Obtaining advantages or compensation from third parties other than the Company associated with their post unless they are a mere compliment.
- Carrying out activities, on their own or on behalf of third parties, which may compete with the Company or which could put the director in a permanent conflict with the interest of the Company.

Each member of the Board of Directors is required to report to the Board of Directors any circumstances that may give rise to a conflict of interest, direct or indirect, with the Company. In all events, the situations of conflict in which the Company's directors are involved shall be reported in the notes to the financial statements and in the annual corporate governance report.

Members of the Board of Directors shall abstain from participating in the debate and voting on resolutions or decisions in connection with which such directors or any person related to them are affected by a conflict of interest, whether direct or indirect.

Additionally, directors should abstain from engaging in related party transactions which may give rise to a conflict of interest, without having first informed and received approval from the Board of Directors or the General Shareholders' Meeting, as the case may be, which shall request a prior explanatory report from the Audit Committee, without the conflicted directors been involved, to attest that the transaction is fair and reasonable from the perspective of the company and external shareholders. Such authorization shall not be necessary for transactions entered into with the Company which are not deemed to be related party transactions under applicable law or which authorization may be delegated by the Board of Directors if there are control mechanisms for monitoring compliance.

To the best of OPDEnergy's knowledge, as of the date of this Prospectus, there are no actual or potential conflicts of interest between the Company directors or the Senior Management and the Company, and none have engaged in self-dealing or personally engaged in any business that could be deemed as part of the Company's operations.

### **Intragroup transactions**

The approval of transactions entered into by the Company with its shareholders or other companies of our Group which are subject to conflict of interest shall correspond to the General Shareholders' Meeting when the business or transaction in which it consists, by its nature, is legally reserved to the authority of the General Shareholders' Meeting and, in any case, when the amount or value of the transaction or the total amount of the transactions exceeds 10% of the total assets of the company involved.

The approval of other transactions, different from the ones mentioned in the paragraph above, entered into by the Company with its shareholders or other companies of our Group subject to conflict of interest shall be the responsibility of the Board of Directors. Notwithstanding the legal provisions regulating conflicts of interests, as described above under "*Conflicts of Interests*", the approval of the intragroup transactions mentioned herein may be made with the involvement of the directors who are related to and represent the shareholders, in which case, if the decision or vote of such directors is decisive for the approval of such intragroup transaction, it shall be up to the Company and, if applicable, to the directors affected by the conflict of interest, to prove that such transaction is in accordance with the corporate interest in the event that it is challenged and that they observed the required due diligence and loyalty obligations in the event that they are held liable.

The approval of transactions entered into by the Company with its shareholders or other companies of our Group subject to conflicts of interest may be delegated by the Board of Directors to other delegated bodies, executive directors or members of the Senior Management, provided that they are transactions entered into in the ordinary course of business, including those resulting from the execution of a framework agreement or contract, and concluded under arm's length conditions. As of the date of this Prospectus, the Board of Directors has not delegated any such authorizations.

### **Internal Compliance Policies**

The Company has implemented internal compliance policies to manage risks in accordance with its basic principles of anti-corruption, SOS communication channels, and criminal compliance protocols. Such internal compliance policies consist of a set of substantive rules, formal procedures and material actions aimed at guaranteeing compliance with ethical principles and applicable legal provisions and preventing, avoiding and mitigating risks resulting from irregular, unethical or illegal behaviors from the Company's professionals.

### **Family Relationships**

There are neither family relationships nor "close relatives" (as this term is defined in applicable regulations for related party transactions and, in particular, in Order EHA/3050/2004 of September 15, 2004 on information to be disclosed by listed companies regarding related party transactions) among the Company's directors, the Company's directors and the Senior Managers or among the Senior Managers.

### **No Convictions and Other Negative Statements**

None of the Company's directors or Senior Managers has, in the five years preceding the date of this Prospectus: (i) been convicted in relation to fraudulent offenses; (ii) acted as members of the board of directors of entities affected by bankruptcy, receivership or liquidation; (iii) been publicly incriminated and/or sanctioned by statutory or regulatory authorities (including designated professional bodies); or (iv) been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer of securities or from acting in the management or conduct of the affairs of any issuer.

Notwithstanding the foregoing, on September 22, 2017, a former shareholder of OPDE Sur who sold his shares to OPDE Sur in 2016, filed a criminal complaint (*querrela*) against (i) the former director of OPDE Sur who held office from its incorporation in 2007 until 2012, (ii) the Company, in its capacity as sole director of OPDE Sur from 2012 until present time, (iii) the person

who represented the Company for the purposes of fulfilling that office<sup>26</sup>, (iv) Mr Alejandro Javier Chaves Martínez in the alleged capacity as shadow director and later as representative of the Company, (v) Mr Gustavo Carrero Díez, as well as (vi) two former employees, for several alleged criminal offences, including fraud (*estafa*), mismanagement (*administración desleal*) and forgery (*falsedad documental*) associated with the sale by OPDE Sur of the aforementioned two solar plants and the O&M services associated therewith which allegedly misled the claimant to accept a lower price for the sale of its shares to OPDE Sur in 2016. The claimant quantified the alleged damages at €758,000. As of the date of this Prospectus, this complaint remains under investigation (*fase de instrucción*) by the competent criminal court. The Company denies any wrongdoing whatsoever by itself, Mr Alejandro Javier Chaves Martínez, Mr Gustavo Carrero Díez or the person representing the Company in the discharge of its office as director of OPDE Sur and has in the past defended –and will continue to vigorously defend– itself in the matter.

In addition, on April 11, 2019, a minority shareholder of Mecasolar Technologies filed a criminal complaint (*querrela*) against Mr Alejandro Javier Chaves Martínez, Mr Gustavo Carrero Díez and Mr Francisco Javier Remacha Zapatel, indirect shareholders of Mecasolar Technologies, in connection with several alleged corporate offences, including the imposition of abusive resolutions for personal gain (*imposición de acuerdos abusivos en beneficio propio*) to the detriment of other shareholders and breach of the right to information. The claim relates to a share capital increase of Mecanizados Solares, S.L. in January 2019 for cash contributions amounting to €720,000 in order to restore its negative equity as a result of accumulated losses which, after Mecasolar Technologies had refused to subscribe, the aforementioned share capital increase was subscribed and paid in full by, among others, Aldrovi, S.L., Jalasa Ingeniería, S.L. and Marearaja Internacional, S.L. As of the date of this Prospectus, this complaint remains under investigation (*fase de instrucción*) by the competent criminal court. The Company is not a party to this criminal proceeding and has been informed by Mr Alejandro Javier Chaves Martínez, Mr Gustavo Carrero Díez and Mr Francisco Javier Remacha Zapatel that they deny any wrongdoing and have in the past defended –and will continue to vigorously defend– themselves in the matter.

As soon as it has been established following completion of the Offering, the Appointments Committee of the Board of Directors will analyze the situation of the Company's proprietary directors concerned –that is, Mr Alejandro Javier Chaves Martínez, Mr Gustavo Carrero Díez and Mr Francisco Javier Remacha Zapatel–, pursuant to recommendation 22 of the Code of Good Governance, and will submit its report to the Board of Directors for its consideration.

#### **Agreements with Directors and Senior Management (including Post-Termination Benefits)**

The chief executive officer's agreement for the provision of executive director services with the Company which will become effective upon Admission provides for (i) a minimum permanence period until December 31, 2025, which if not complied with by the chief executive officer (except under the circumstances described under (iii) below), will trigger a compensation to the Company equivalent to the fixed remuneration that he would have been entitled to receive during the time remaining of the minimum permanence period; (ii) a compensation equivalent to two years of his annual and multi-year variable remuneration in the event of termination by the Company provided that such termination is not caused by a breach of his duties; (iii) a change of control clause (as such is defined in Royal Decree 1066/2007 of July 27 (*Real Decreto 1066/2007, de 27 de julio, de régimen de las ofertas públicas de adquisición de valores*)), which allows the chief executive officer to terminate his contract and receive an indemnity amounting to two years of his total annual remuneration, including fixed annual remuneration and on-target annual variable remuneration, as well as the multi-year variable remuneration he may be entitled to according to the relevant terms of the remuneration plan; (iv) a compensation clause which provides for the same indemnity as above in the event of removal of his position as director or chief executive officer of the Company without cause or unilateral termination of his services agreement contract by the Company without cause; and (v) a non-competition clause exercisable at the discretion of the Company, which allows the Company to require the chief executive officer to assume a non-competition undertaking after termination of his contractual relationship with the Company for a maximum duration of one year, with a compensation equal to one year of his total annual remuneration, including fixed annual remuneration and on-target annual variable remuneration,

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As of the date of this Prospectus, this person is the representative of the Company in its role as sole director of OPDE Sur.

provided that in the event that termination occurs due to the events described under (iii) or (iv) above, a portion of the indemnity indicated therein will represent this non-compete compensation.

In addition, certain members of the Senior Management are subject to non-compete post-contractual undertakings for a period of 12 months from the termination of their respective contracts, in consideration for a compensation equivalent to 70% of their total annual remuneration, including fixed annual remuneration and maximum annual variable remuneration, in the 12 months prior to the termination of their contracts. In addition, should the dismissal by the Company of a member of the Senior Management be declared unfair, he or she shall be entitled to a severance payment equal to the amount resulting from the Statute of Workers Act. However, there shall be no right to severance payments in the event of disciplinary dismissal, objective dismissal declared fair, or termination of the contract at the senior management member's request.

All of the Senior Management is subject to exclusivity agreements, unless otherwise authorized by the Board of Directors. As of the date of this Prospectus, none of the Senior Managers is employed or renders services to any direct competitor, nor is authorized for such employment or service.

## PRINCIPAL AND SELLING SHAREHOLDERS

As of the date of this Prospectus, the Company's issued share capital amounts to €2,118,440, divided into 105,922,000 ordinary shares, each with a par value of €0.02 and belonging to a single class. Each of the Company's ordinary shares entitles the holder to one vote and there is no limit as to the maximum number of voting rights that may be held by individual shareholders or by companies of the same group.

As a result of the Offering, between 88,028,169 and 72,115,385 New Offered Shares (based on an Offering Price at the lower and upper ends of the Offering Price Range, respectively), each with a par value of €0.02, are expected to be issued, resulting in a post-offering share capital ranging from €3,879,003 to €3,560,748, divided into between 193,950,169 and 178,037,385 ordinary shares. The ranges of New Offered Shares, post-offering share capital and post-offering number of ordinary shares of the Company are indicative only as they have been determined on the basis of the non-binding Offering Price Range.

The following table sets forth the shareholding and voting rights in the Company of OPDEnergy's principal shareholders immediately (i) prior to the Offering; and (ii) after the Offering, together with the expected shareholding and voting rights in the Company corresponding to the free float shares and the expected shareholding of the chief executive officer of the Company who has undertaken to subscribe a number of New Non-Qualified Investors Shares in the Offering as described under "Management and Board of Directors—Compensation—Senior Management IPO Bonus and CEO IPO Bonus" above, assuming that the number of New Offered Shares is 79,281,184, which is the number of New Offered Shares required to raise gross proceeds of approximately €375 million at the mid-point price of the Offering Price Range (that is, disregarding the Employees Shares which would be subscribed at the mid-point price of the Offering Price Range after application of a 10% discount).

Shareholder	Pre-Offering		Offering	Post-Offering			
	Number of shares	%	Number of Shares subject to the Over-allotment Option	Number of Shares owned assuming no exercise of the Over-allotment Option	%	Number of Shares owned assuming full exercise of the Over-allotment Option	%
Marearoja Internacional, S.L. <sup>(1)</sup>	44,677,900	42.18	3,344,080	44,677,900	24.12	41,333,820	22.32
Jalasa Ingeniería, S.L. Unipersonal <sup>(2)</sup>	16,566,200	15.64	1,239,958	16,566,200	8.94	15,326,242	8.28
Aldrovi, S.L. <sup>(3)</sup>	44,677,900	42.18	3,344,080	44,677,900	24.12	41,333,820	22.32
Free float	0	0	—	78,825,180	42.56	86,753,299	46.84
Chief executive officer <sup>(4)</sup>	0	0	—	456,004	0.25	456,004	0.25
<b>Total</b>	<b>105,922,000</b>	<b>100.00</b>	<b>7,928,118</b>	<b>185,203,184</b>	<b>100.00</b>	<b>185,203,184</b>	<b>100.00</b>

(1) Held by Mr Gustavo Carrero Díez and his wife, Ms Miren Izpiñe Aramburu Aguirre, on a 73%/27% basis, respectively.

(2) Wholly owned by Mr Francisco Javier Remacha Zapatel.

(3) Held by Mr Alejandro Javier Chaves Martínez and his wife, Ms María Paz Sesma Garbayo, on a 51%/49% basis, respectively.

- (4) The commitment undertaken by the chief executive officer of the Company to subscribe for New Non-Qualified Investors Shares through the Related Investors Sub-Tranche within the Non-Qualified Investors Tranche in the Offering is further described under “*Management and Board of Directors—Compensation—Senior Management IPO Bonus and CEO IPO Bonus*” above.

### **Shareholders’ Agreements**

As of the date of this Prospectus there are no shareholders’ agreements in force among the Company’s shareholders.

### **Change of Control of the Company**

As of the date of this Prospectus, the Company has no controlling shareholder. Additionally, the Company is not aware of any agreement which may result in the existence of control over the Company.

### **Lock-up Arrangements**

For a discussion of certain lock-up arrangements, see “*Plan of Distribution—Lock-up*”.

## DILUTION

Assuming that the Offering prices at the mid-point of the Offering Price Range and that the Over-allotment Option is not exercised, the stake of the Company's existing shareholders prior to the Offering in the Company would represent approximately 57.19% of the total number of ordinary shares following the Offering, which would represent a dilution in ownership percentage for the pre-Offering shareholders of approximately 42.81% with respect to the ownership percentage they held prior to the Offering. Under such same assumptions and assuming full exercise of the Over-allotment Option, the stake of the existing shareholders following Admission will be approximately 52.91% of the Company's total share capital and voting rights.

The table below sets forth the increase in the number of ordinary shares as a result of the Offering.

	Pre-Offering	Post-Offering	
		Over-allotment option not exercised	Over-allotment option exercised in full
Ordinary shares	100%	57.19%	52.91%
New Offered Shares	—	42.81%	47.09%
Total	100%	100%	100%

As of December 31, 2020, the net asset value per share amounted to approximately €3.70.

The Company may decide to carry out additional share capital increases in the future. In the event that share capital increases were completed, shareholders could be diluted if they do not exercise their pre-emptive subscription rights or in the event such share capital increases exclude pre-emptive subscription rights for existing shareholders in accordance with Spanish law.

## RELATED PARTY TRANSACTIONS

### General Information

The Company enters into transactions with certain related parties or their affiliates from time to time and in the ordinary course of business.

For IFRS-EU purposes, a “related party” is a person or entity that is related to the entity that is preparing its financial statements. The Company is required to report all related party transactions, as defined in International Accounting Standard 24 “Related Party Transactions”, in accordance with IFRS-EU, and under Spanish Companies Law. For IFRS-EU purposes, a “related party transaction” is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged. The definition of related party transactions under the Spanish Companies Law has recently changed as a result of the approval of Law 5/2021. Consequently, the definition of related party transactions used to prepare this section does not correspond, and may not be fully comparable to, the new definition included in the revised text of the Spanish Companies Law (as recently amended by Law 5/2021). The information included in this section corresponds to the definition included in the Spanish Companies Law before the amendments introduced by Law 5/2021.

Prior to the Offering, the Company considered the following to be related parties:

- its affiliates and Group companies,
- the Selling Shareholders,
- the Senior Managers,
- persons or entities related to the Selling Shareholders, and
- directors and managers of Group companies.

The Company does not enter into transactions with related parties on terms more favorable to them than those which OPDEnergy would offer to third parties. The Company believes that the prices and terms and conditions set forth in the below-mentioned transactions are comparable to those that would be obtained at arm’s-length with unrelated parties, which, in turn, comply with applicable transfer pricing regulations. Moreover, the Company believes that it has complied and is in compliance in all material respects with the requirements of the relevant provisions of the Bylaws and the Spanish laws governing related party transactions with respect to all of the Company’s transactions with related parties.

### Transactions with Related Parties

The breakdown of related party transactions entered into during the periods covered by the Consolidated Financial Statements and the current financial year as of February 28, 2021 is set out below. All of the Company’s related party transactions are carried out at arms’-length and have been defined in accordance with Regulation (EC) No 1606/2002 of the European Parliament and of the Council dated July 19, 2002 on the application of international accounting standards. For the period comprised between March 1, 2021 and the date of this Prospectus, the Company has not entered into any material related party transactions falling outside of its ordinary course of business.

	Revenues for sales and services	Outside services
	<i>(in thousands of euros)</i>	
<b>For the current financial year as of February 28, 2021<sup>(1)</sup></b>		
<b>Associates</b>		
– Renter Gestiones, S.L.	97	—
– Planta Solar OPDE la Fernandina, S.L. <sup>(2)</sup>	41	—



– Planta Solar OPDE Extremadura 2, S.L. <sup>(2)</sup>	42	—
– Planta Solar OPDE Andalucía 1, S.L. <sup>(2)</sup>	37	—
– Infraestructura Energética del Norte, S. de R.L. de C.V.	35	—
– Energía Solar de Poniente, S. de R.L. de C.V.	65	—
<b>Total</b>	<b>318</b>	<b>—</b>
<b>For the year ended December 31, 2020<sup>(3)</sup></b>		
<b>Associates</b>		
– Renter Gestiones, S.L.	577	—
– Planta Solar OPDE la Fernandina, S.L.	198	—
– Planta Solar OPDE Extremadura 2, S.L.	192	—
– Planta Solar OPDE Andalucía 1, S.L.	219	—
– Infraestructura Energética del Norte, S. de R.L. de C.V.	212	—
– Energía Solar de Poniente, S. de R.L. de C.V.	353	—
<b>Total</b>	<b>1,751</b>	<b>—</b>
<b>For the year ended December 31, 2019<sup>(4)</sup></b>		
<b>Associates</b>		
– Renter Gestiones, S.L.	634	—
– Planta Solar OPDE la Fernandina, S.L.	33,170	—
– Planta Solar OPDE Extremadura 2, S.L.	33,594	—
– Planta Solar OPDE Andalucía 1, S.L.	33,526	—
<b>Total</b>	<b>100,924</b>	<b>—</b>
<b>For the year ended December 31, 2018<sup>(4)</sup></b>		
<b>Associates</b>		
– Renter Gestiones, S.L.	709	—
<b>Related to</b>		
– Proyectos Integrales Solares, S.L.	15	—
– Proyectos Integrales Solares UK, S.L.	23	—
– Proyectos Integrales Solares USA, S.L.	—	(4)
– Mecanizados Solares, S.L.	32	—
– Mecasolar USA, LLC	—	(2)
<b>Total</b>	<b>779</b>	<b>(6)</b>

(1) Derived from the Company's internal 2021 management accounts available as of February 28, 2021.

(2) This entity became a wholly-owned subsidiary of the Company in March 2021, following the completion of the Marguerite Buyback Transaction.

(3) Derived from the 2020 Audited Consolidated Annual Accounts.

(4) Derived from 2019 and 2018 Audited Consolidated Financial Statements.

The revenues detailed for the current year (up to February 28, 2021) and the year ended December 31, 2020 correspond mainly to the asset management and O&M services carried out by (i) OPDE O&M, S.L. for (a) Planta Solar Opde La Fernandina, S.L., which owns La Fernandina PV Installation (as defined below); (b) Planta Solar Opde Extremadura 2, S.L., which owns Miramundo PV Installation (as defined below); and (c) Planta Solar Opde Andalucía, S.L., which owns Zafra PV Installation (as defined below); and (ii) Inversiones Solares del Altiplano S.L. de R.L. de C.V. for (a) Infraestructura Energética del Norte, S. de R.L. de C.V., a Mexican limited liability company, which owns Aguascalientes PV Installation (as defined below); and (b) Energía Solar de Poniente, S. de R.L. de C.V., a Mexican limited liability company, which owns Andalucía PV Installation. For information on the Marguerite Transactions, the Marguerite Buyback Transaction (in which the Group acquired the 80% stakes held by Marguerite in the Marguerite SPVs (as defined herein)) and the Riverstone Transaction, see “Material Contracts”.

The revenues detailed for the year ended December 31, 2019 correspond mainly to the turnkey agreements entered into by Otras Producciones de Energía Fotovoltaica, S.L., as contractor, with each of the Marguerite SPVs. Under these turnkey agreements Otras Producciones de Energía Fotovoltaica, S.L. provided supply, assembly, development, construction and start-up services for the Marguerite PV Installations (as defined below). These revenues have been recognized in accordance with the terms of the corresponding turnkey agreements and pursuant to the delivery milestones set for each of these projects.

The detail of the balance with related parties as of February 28, 2021 and as of December 31, 2020, 2019 and 2018 is as follows:

As of February 28, 2021 <sup>(1)</sup>	Loans granted long term	Trades receivables from associates and related companies	Loans granted short term
		<i>(in thousands of euros)</i>	
<b>Associates</b>			
– Renter Gestiones, S.L.	—	12	—
– Planta Solar OPDE la Fernandina, S.L.	2,001	75	142
– Planta Solar OPDE Extremadura 2, S.L.	2,018	93	26
– Planta Solar OPDE Andalucía 1, S.L.	3,030	76	40
– Infraestructura Energética del Norte, S. de R.L. de C.V.	0	36	106
– Energía Solar de Poniente, S. de R.L. de C.V.	330	80	336
<b>Total</b>	<b>7,378</b>	<b>372</b>	<b>650</b>
As of December 31, 2020 <sup>(2)</sup>	Loans granted long term	Trades receivables from associates and related companies	Loans granted short term
		<i>(in thousands of euros)</i>	
<b>Associates</b>			
– Renter Gestiones, S.L.	—	24	—
– Planta Solar OPDE la Fernandina, S.L.	2,001	114	116

– Planta Solar OPDE Extremadura 2, S.L.	1,999	109	—
– Planta Solar OPDE Andalucía 1, S.L.	2,018	122	41
– Infraestructura Energética del Norte, S. de R.L. de C.V.	11	82	104
– Energía Solar de Poniente, S. de R.L. de C.V.	366	130	331
<b>Total</b>	<b>6,395</b>	<b>581</b>	<b>592</b>

<b>As of December 31, 2019<sup>(3)</sup></b>	<b>Loans granted</b>	<b>Trades receivables from associates and related companies</b>
	<i>(in thousands of euros)</i>	
<b>Associates</b>		
– Renter Gestiones, S.L.	129	363
– Planta Solar OPDE la Fernandina, S.L.	1,889	3,116
– Planta Solar OPDE Extremadura 2, S.L.	1,905	3,161
– Planta Solar OPDE Andalucía 1, S.L.	1,624	4,550
<b>Total</b>	<b>5,547</b>	<b>11,190</b>

<b>As of December 31, 2018<sup>(3)</sup></b>	<b>Accounts receivable and loans granted</b>	<b>Payables to associates and related companies</b>
	<i>(in thousands of euros)</i>	
<b>Associates</b>		
– Renter Gestiones, S.L.	9	—
<b>Related</b>		
– Proyectos Integrales Solares, S.L.	2	—
– Proyectos Integrales Solares UK, S.L.	4	—
– Proyectos Integrales Solares USA, S.L.	3	(5)
– Mecanizados Solares, S.L.	3	—
<b>Total</b>	<b>21</b>	<b>(5)</b>

(1) Derived from the Company's internal 2021 management accounts available as of February 28, 2021.

(2) Derived from the 2020 Audited Consolidated Annual Accounts.

(3) Derived from 2019 and 2018 Audited Consolidated Financial Statements.

“Loans granted” as of February 28, 2021, December 31, 2020 and December 31, 2019 related mainly to the subordinated loan agreements entered into with associates. The purpose of these loan agreements is to finance in part the design, construction and operation of the La Fernandina PV Installation, Miramundo PV Installation and Zafra PV Installation. The balances have been drawn down against several loan agreements maturing on January 1, 2036. The loans bear interest at an annual rate of 8% which, under the terms of the agreements, are capitalized on the related due dates as an addition to the principal, which will give rise to further interest in the following period. The loan agreements establish that the subordinated loans will be repaid in a single payment on the maturity date. However, pursuant to the loan repayment terms and conditions, they may be repaid early by the solar photovoltaic plant holding companies every year in full or in part if certain conditions are met. Following the completion of the Marguerite Buyback Transaction, the Marguerite SPVs are no longer associates of the Group and are wholly-owned subsidiaries of the Group.

The accounts receivable recognized under “trade receivables from associates and related companies” in the consolidated balance sheet as of February 28, 2021 and December 31, 2020 related mainly to the amount receivable as of February 28, 2021 and at the relevant year ends corresponding to the O&M services agreements signed by (i) OPDE O&M, S.L. with each of the Marguerite SPVs and (ii) Inversiones Solares del Altiplano S. de R.L. de C.V. with (a) Infraestructura Energética del Norte, S. de R.L. de C.V.; and (b) Energía Solar de Poniente, S. de R.L. de C.V.

#### Remuneration paid to the shareholders of the Company

The directors of the Company did not receive any remuneration for the current financial year as of February 28, 2021 and years ended December 31, 2020, 2019 and 2018 except as indicated below.

Certain transactions have been carried out with (i) Aldrovi, S.L., (ii) Jalasa Ingeniería, S.L. Unipersonal, and (iii) Marearoja Internacional, S.L. These transactions relate to management services provided by the Selling Shareholders to the companies of the Group for the current year as of February 28, 2021 and for the years ended December 31, 2020, 2019 and 2018 with the amounts set out below. These amounts were recognized by the Company as “other operating expenses”.

	For the current year as of February 28, 2021 (1)	For the year ended December 31, 2020 <sup>(2)</sup>	For the year ended December 31, 2019 <sup>(3)</sup>	For the year ended December 31, 2018 <sup>(3)</sup>
	<i>(in thousands of euros)</i>			
Aldrovi, S.L. <sup>(4)</sup>	13	78	71	72
Jalasa Ingeniería, S.L. Unipersonal <sup>(5)</sup>	14	82	77	73
Marearoja Internacional, S.L. <sup>(6)</sup>	13	81	85	70
<b>Total</b>	<b>40</b>	<b>241</b>	<b>233</b>	<b>215</b>

(1) Derived from the Company's internal 2021 management accounts available as of February 28, 2021.

(2) Derived from the 2020 Audited Consolidated Annual Accounts.

(3) Derived from 2019 and 2018 Audited Consolidated Financial Statements.

(4) Held by Mr Alejandro Javier Chaves Martínez and his wife, Ms María Paz Sesma Garbayo, on a 51%/49% basis, respectively.

(5) Wholly owned by Mr Francisco Javier Remacha Zapatel.

(6) Held by Mr Gustavo Carrero Díez and his wife, Ms Miren Izpiñe Aramburu Aguirre, on a 73%/27% basis, respectively.

In addition, the Group has taken out a third-party liability insurance policy for its directors the cost of which amounted to €24 thousand for the year ended December 31, 2020 (which will be in place until August 11, 2021) and €23 thousand for each of the years ended December 31, 2019 and 2018.

## DESCRIPTION OF SHARE CAPITAL

The following summary provides information concerning the Company's share capital and briefly describes certain significant provisions of the Bylaws and Spanish corporate law, the Spanish Companies Law, Spanish Law 3/2009 of April 3 on Structural Amendments of Private Companies (*Ley 3/2009, de 3 de abril, sobre modificaciones estructurales de las sociedades mercantiles*), the Securities Market Law and Royal Decree 878/2015 of October 2 on clearing, settlement and registry of negotiable securities in book-entry form, and transparency requirements for issuers of securities admitted to trading on an official secondary market (*Real Decreto 878/2015, de 2 de octubre, sobre compensación, liquidación y registro de valores negociables representados mediante anotaciones en cuenta, sobre el régimen jurídico de los depositarios centrales de valores y de las entidades de contrapartida central y sobre requisitos de transparencia de los emisores de valores admitidos a negociación en un mercado secundario oficial*).

On March 17, 2021, the General Shareholders' Meeting Regulations, the Board of Directors Regulations and the Securities Markets Code of Conduct were approved.

Moreover, as a result of the publication on April 13, 2021 in the Spanish Official Gazette of Law 5/2021, on April 15, 2021 the General Shareholders' Meetings approved certain amendments to the Bylaws and the General Shareholders' Meeting Regulations, in order to adapt its content to the recently published amendments to the Spanish Companies Law.

The amendments to the Bylaws and the General Shareholders' Meeting Regulations, approved on April 15, 2021 by the General Shareholders' Meeting, were raised to public deed before a Spanish Public Notary on April 20, 2021 and were subsequently filed with the Commercial Registry of Madrid for their registration.

**This summary does not purport to be complete and is qualified in its entirety by reference to the Bylaws, the Spanish Companies Law and other applicable laws and regulations. Copies of the Bylaws are available (in Spanish) at the Commercial Registry of Madrid. Copies in Spanish along with a translation into English language are available at the Company's registered office at Cardenal Marcelo Spínola, 42, 5th floor, 28016, Madrid, Spain and at the Company's website ([www.opdenenergy.com](http://www.opdenenergy.com)).**

### General

OPDEnergy is a Spanish public limited company (*sociedad anónima*) registered with the Commercial Registry of Madrid, under section 8, volume 40,461, sheet 83, page M-718,435; is holder of Spanish tax identification number (NIF) A-31840135; and LEI number 959800KT1FVNZ7HC1R25. The Company was incorporated as a private limited company (*sociedad de responsabilidad limitada*), for an unlimited period of time, pursuant to a public deed of incorporation granted before the public notary of Cascante (Navarre), Mr Mariano Pablo Melendo Martínez, on January 20, 2005, under number 95 of his notarial records. The Company's corporate address is: Cardenal Marcelo Spínola, 42, 5th floor, 28016, Madrid, Spain.

The Company was incorporated as Otras Producciones de Energía, S.L. and, since its incorporation, it has changed its corporate name twice. On July 3, 2009 Otras Producciones de Energía, S.L. changed its corporate name to OPDE Investment España, S.L. Subsequently, as a preparatory step for the Offering, on March 9, 2021, OPDE Investment España, S.L., then a private limited company (*sociedad de responsabilidad limitada*), re-registered as a Spanish public limited company (*sociedad anónima*) and then on March 17, 2021 changed its corporate name to Opdenenergy Holding, S.A.

OPDEnergy's corporate purpose is: (i) the promotion, development, construction, asset management, operation and maintenance of renewable energy plants, (ii) the generation and sale of renewable energy; and (iii) the investigation, research and innovation within the renewable energy sector and the technologies associated thereto.

As of the date of this Prospectus, the Company's issued share capital is €2,118,440, divided into 105,922,000 ordinary shares each with a par value of €0.02. The ISIN code allocated to the Company's existing ordinary shares (including the Additional Shares) is ES0105544003, while the New Offered Shares have the provisional ISIN code ES0105544011, and will bear the same ISIN code as the Company's issued share capital from Admission. The ISIN codes have been allocated by the Spanish National Agency for the Codification of Securities (*Agencia Nacional de Codificación de Valores Mobiliarios*), an entity dependent upon the CNMV.

There will be no offering of, or application for listing, of any other class of shares of the Company. All the shares of the Company are of the same class and have been fully subscribed and paid up.

The ordinary shares of the Company were created pursuant to the Spanish Companies Law and are represented by book entries. Iberclear is the entity responsible for maintaining the corresponding accounting records and has its registered office at Plaza de la Lealtad, 1, 28014 Madrid, Spain.

The Company was originally incorporated with a share capital of €6,000, divided into 6,000 ordinary shares each with a par value of €1.00.

On December 29, 2006, the Company carried out a monetary share capital increase and issued 70,200 ordinary shares. As result, the Company's share capital was raised to €76,200, divided into 76,200 ordinary shares each with a par value of €1.00.

On March 30, 2007, the Company carried out a new monetary share capital increase and issued 225,000 ordinary shares. As result, the Company's share capital was raised to €301,200, divided into 301,200 ordinary shares each with a par value of €1.00.

On December 28, 2009, the Company carried out a share capital increase by increasing the par value of its shares from €1.00 to €10, which was credited against available reserves. Consequently, the Company's share capital was raised to €3,012,000, divided into 301,200 ordinary shares each with a par value of €10.

On June 19, 2013, the Company redeemed 89,356 treasury shares and, consequently, the Company's share capital was reduced to €2,118,440, divided into 211,844 ordinary shares each with a par value of €10.

On March 17, 2021, as a preparatory step for the Offering, the Company carried out a share split in the ratio of 500 new shares per one existing share by reducing the par value of the shares from €10 to €0.02 and increasing the number of shares to 105,922,000.

The summary table below outlines these main changes in the Company's share capital since its incorporation:

<b>Date<sup>(1)</sup></b>	<b>Corporate action</b>	<b>Par value (€)</b>	<b>Aggregate share premium (€)</b>	<b>Number of issued / redeemed shares</b>	<b>Total amount (€)</b>	<b>Number of resulting shares</b>	<b>Resulting share capital (€)</b>
January 20, 2005	Incorporation	6,000	—	6,000	6,000	6,000	6,000
December 29, 2006	Share capital increase	70,200	—	70,200	70,200	76,200	76,200
March 30, 2007	Share capital increase	225,000	—	225,000	225,000	301,200	301,200
December 28, 2009	Share capital increase	2,710,800	—	—	2,710,800	301,200	3,012,000
June 19, 2013	Share capital reduction	(893,560)	—	(89,356)	(893,560)	211,844	2,118,440
March 19, 2021	Share capital split	2,118,440	—	—	2,118,440	105,922,000	2,118,440

(1) Date of granting of the public deed.

Non-residents in Spain (including companies incorporated in other jurisdictions) are entitled to hold shares in a Spanish company and vote on its general meeting of shareholders, subject to the restrictions described in “*Restrictions and Foreign Investment*” below.

### **Dividend and Liquidation Rights**

Holders of ordinary shares of the Company have the right to participate in distributions of profits and proceeds from liquidation, proportionally to their paid-up share capital. However, there is no right to receive a minimum dividend.

Payment of dividends is proposed by the Board of Directors and must be authorized by the General Shareholders’ Meeting. Holders of shares participate in such dividends from the date agreed by the General Shareholders’ Meeting, unless otherwise agreed.

Additionally, interim dividends (*dividendos a cuenta*) may also be distributed among shareholders directly upon approval by the Board of Directors or the General Shareholders’ Meeting provided that: (i) there is sufficient liquidity to pay the interim dividend; and (ii) the amount distributed does not exceed the amount resulting from deducting from the earnings booked since the end of the previous year, the sum of losses corresponded to previous years, the mandatory amounts to be allocated for legal or Bylaws reserves, and the estimated tax due on the aforesaid earnings.

The Spanish Companies Law requires each company to allocate at least 10% of its net income each year to a legal reserve until the balance of such reserve is equivalent to at least 20% of the issued share capital. The legal reserve up to such 20% is not available for distribution to the Company’s shareholders except upon liquidation. As of December 31, 2020, the Company’s legal reserve amounts to €602,000. The legal reserve will be calculated over the Company’s issued share capital following completion of the Offering.

According to the Spanish Companies Law, dividends may only be paid out of profits or distributable reserves (after the compulsory allocation to reserves, including the legal reserve, and only if the value of the Company’s net equity is not, and as a result of distribution would not be, less than the Company’s issued share capital). In addition, no profits may be distributed unless the amount of distributable reserves is at least equal to the amount of the research and development expenses recorded as an asset on the balance sheet. Accordingly, the ability to make a distribution to shareholders will depend on the ability to generate net profits in future periods in order to achieve sufficient distributable reserves.

In any case, any dividend proposed by the Board of Directors will be submitted for approval by the General Shareholders’ Meeting. In accordance with article 947 of the Commerce Code (*Real Decreto de 22 de agosto de 1885 por el que se publica el Código de Comercio*), the right to a dividend lapses and reverts to the Company if it is not claimed within five years after becoming payable.

The Company is not aware of any restriction on the collection of dividends by non-resident shareholders. All holders will receive dividends through Iberclear and its member entities, without prejudice to potential withholdings on account of the NRIT that may apply. See “*Taxation*”.

For additional information regarding the Company’s dividend policy in debt instruments, see section “*Dividend Policy*”.

Upon liquidation of a company, shareholders are entitled to any remaining assets in proportion to their respective shareholdings, once the company’s debts, taxes and any expenses related to liquidation have been paid.

### **Shareholders’ Meetings and Voting Rights**

Pursuant to the Bylaws, the General Shareholders’ Meeting Regulations and the Spanish Companies Law, ordinary annual general meetings of shareholders shall be held on a date fixed by the Board of Directors within the first six months of each financial year.

Extraordinary general meetings of shareholders may be called by the Board of Directors at any time, or at the request of shareholders representing at least 3% of the issued share capital. Following Admission, notices of all General Shareholders’ Meeting will be published in the Official Gazette of the Commercial Registry or in one of the more widely circulated newspapers



in Spain, on the Company's corporate website and on the CNMV's website, at least 30 calendar days prior to the date when the meeting is to be held, except as discussed in the following paragraph.

In addition, once OPDEnergy's ordinary shares are trading, if the Company offers its shareholders the ability to vote by electronic means accessible to all of them, extraordinary general meetings of shareholders may be called on a 15-day notice. The decision to permit such reduction of the call period should be taken by a majority of not less than two thirds of the voting capital represented in an ordinary annual General Shareholders' Meeting, and the authorization shall be granted for a term which shall not exceed the date of the subsequent annual ordinary General Shareholders' Meeting.

Provided that the state of the art allows it and the Board of Directors so resolves at the time of the notice, shareholders eligible to attend the General Shareholders' Meeting, or their designated proxy holder (as explained hereafter), may do so via any electronic means that allow them to be connected in real time with the site or sites where the meeting is being held. Remote attendance by shareholders or their proxy holders will be considered for all purposes to be the same as attending the General Shareholders' Meeting in person. In addition, the Board of Directors may convene a General Shareholders' Meeting enabling shareholders to attend exclusively by electronic means, without physical assistance of the shareholders nor of their representatives provided that the Bylaws allow it. The General Shareholders' Meeting to be held exclusively by electronic means shall be deemed to be held at the registered office, regardless of where the Chairperson of the meeting is located.

In the case of electronic voting, the issuer must send confirmation to the shareholder in respect of the votes that have been casted by electronic means by sending receipt of confirmation of his votes. In addition, both the shareholder and the ultimate beneficial owner may request confirmation that their votes have been correctly accounted within one month of the meeting (unless they already have this information).

Ordinary General Shareholders' Meeting shall resolve on the following matters: (i) the approval of the management of the Company carried out by the Board of Directors during the previous financial year, (ii) the approval of the financial statements for the previous financial year, (iii) the allocation of the previous financial year's income or loss, and (iv) the approval of the statement on non-financial information. All other matters can be considered at either an extraordinary or an ordinary General Shareholders' Meeting if the matter is within the authority of the meeting and is included on the agenda (with certain exceptional items which do not need to be included on the agenda to be validly passed, like dismissal of directors and the decision to bring the liability action against directors of the Company).

The Company may bring liability action against directors pursuant to a General Shareholders' Meeting resolution, which may be adopted at the request of any shareholder even when not included on the agenda. The Bylaws cannot require a super majority for the adoption of such resolution. The General Shareholders' Meeting may consent or waive such action at any time, unless an objection is raised thereto by shareholders representing 5% of the Company's share capital. The decision to bring an action or reach a settlement shall entail the removal of the relevant directors. The approval of the financial statements shall not preclude action for liability nor constitute a waiver of the action agreed or brought.

According to the Spanish Companies Law (and in addition to the matters referred to in the previous paragraphs and any other matters as provided by law, the Bylaws or the General Shareholders' Meeting Regulations) the following matters fall within the authority of the General Shareholders' Meeting Regulations:

- Approval of the rules and regulations for the General Shareholders' Meeting that, subject to the applicable law and the Bylaws, shall govern the call, organization, information about, attendance at and holding of the General Shareholders' Meeting, as well as the exercise of voting rights in the context of the call and holding of the meetings.
- The amendment of the Bylaws.
- Appointment and removal of members of the Board of Directors, as well as ratification or revocation of interim appointments of such directors by the Board of Directors itself, and examination and approval of their performance and exemption of the directors from the legal prohibitions regarding conflicts of interest when applicable law assigns such power to the General Shareholders' Meeting.

- Appointment and removal of the external auditor and liquidators.
- Bringing claims for liability against members of the Board of Directors, liquidators or the external auditor.
- Approval, where appropriate, of the annual accounts and the corporate management and of resolutions on the allocation of earnings, as well as approval, if appropriate, of the consolidated annual accounts, and of the annual non-financial information report.
- Resolutions on the issuance of bonds or other fixed-income securities convertible into shares or which carry the right to a share in the Company's net income, any share capital increase or decrease, the re-registration, merger or spin-off, the overall assignment of assets and liabilities, the relocation of the registered office abroad and, in general, any amendment to the Bylaws, unless applicable law assigns power to the directors regarding any of these matters.
- Authorizing the Board of Directors to increase or reduce the share capital, pursuant to the Spanish Companies Law (or granting authority to increase the share capital to the Board of Directors).
- Conferral upon the Board of Directors of such powers as advisable for unforeseen events.
- Authorizing the acquisition of Company shares.
- Deciding on the exclusion or limitation of pre-emptive rights, without prejudice to the possibility of delegating this power to the directors as provided by applicable law.
- Deciding on matters submitted to the General Shareholders' Meeting by resolution of the Board of Directors.
- Approving the director remuneration policy as provided by applicable law and deciding on the application of consistent remuneration systems for the delivery of shares or rights to them, as well as any other compensation system referencing the value of Company shares regardless of who the beneficiary of the compensation systems may be.
- Approving the acquisition, disposal or contribution of essential operating assets. For these purposes, an operating asset shall be presumed essential whenever the amount of the transaction exceeds 25% of the Company's assets as recorded in the previous balance sheet.
- The dissolution of the Company and the approval of transactions that have the effect of winding up the Company.
- The approval of the final winding up balance sheet.
- The transfer of core activities previously carried out by the parent company to subsidiaries, even if the Company retains full control of the activities.
- Deciding or voting on any other matter assigned to it under applicable law or the Bylaws.

Also, as required by the Spanish Companies Law, the General Shareholders' Meeting shall vote separately on substantially independent matters. Even if included in the same item on the agenda, the following shall be voted separately: (i) the appointment, re-election, ratification or separation of directors; (ii) the advisory vote on the annual report on directors' remuneration; and (iii) resolutions to amend the Bylaws, each substantially independent article or group of articles.

Each of the Company's ordinary shares entitles the holder to one vote and there is no limit as to the maximum number of votes that may be cast by individual shareholders or by companies of the same group. Shareholders duly registered in the book-entry records maintained by Iberclear, and its member entities, five days prior to the day on which a General Shareholders' Meeting is scheduled and in the manner provided in the notice for the meeting are entitled to attend and vote at the meeting. The General Shareholders' Meeting notice shall indicate the date on which the Company's ordinary shares must be held by a shareholder in order to participate and vote in the meeting. All shareholders have the right to attend the General Shareholders' Meeting regardless of the number of shares held.

Any of the Company's ordinary shares may be voted by proxy. Proxies must be in writing or in electronic form acceptable under the Bylaws and are valid for a single General Shareholders' Meeting. Proxies may be given to any person, whether or not a shareholder. Proxies must specifically refer to a specific General Shareholders' Meeting. A proxy may be revoked by giving notice to the Company prior to the meeting or by the shareholder attending the meeting in person.

Proxy holders will be required to disclose any conflict of interest prior to their appointment. In the event a conflict of interest arises after the appointment, it must be immediately disclosed to the relevant shareholder. In both cases, the proxy holder shall not exercise the shareholder's rights unless the latter has given specific voting instructions for each resolution in respect of which the proxy holder is to vote on behalf of the shareholder. A conflict of interest in this context may in particular arise where the proxy holder is: (i) the Company's controlling shareholder, or another entity controlled by such shareholder; (ii) a member of the Board of Directors, management or supervisory body of the Company, or of a controlling shareholder or another entity controlled by such shareholder; (iii) an employee or the auditor of the Company, or employee or auditor of a controlling shareholder or another entity controlled by such shareholder; or (iv) a natural person related to those mentioned in (i) to (iii) above (*persona física vinculada*), as this concept is defined under the Spanish Companies Law (such as the spouse or similar, at the time or within the two preceding years, as well as ascendants, descendants, siblings, and their respective spouses) and under the former Spanish Ministry of Economy and Finance Order EHA/3050/2004 of September 15 (*Orden EHA/3050/2004 de 15 de septiembre sobre la información de las operaciones vinculadas que deben suministrar las sociedades emisoras de valores admitidos a negociación en mercados secundarios oficiales*).

A person acting as a proxy holder may hold a proxy from more than one shareholder without limitation as to the number of shareholders so represented. Where a proxy holder holds proxies from several shareholders, he or she will be able to cast votes for a shareholder differently from votes cast for another shareholder.

Pursuant to the Spanish Companies Law, entities rendering investment services, acting in their capacity as professional financial intermediaries, can also be appointed as proxy holders. Financial intermediaries shall also be entitled to cast different votes for each shareholder in observance of diverging voting instructions from their clients.

Entities appearing as holders of ordinary shares in the book-entry records but acting on behalf of different ultimate beneficial owners shall always be entitled to exercise voting rights in a divergent manner in order to comply with conflicting voting instructions received from their clients. These entities may also delegate voting rights to each of the ultimate beneficial owners or their nominees, without limits on the number of delegations.

The Spanish Companies Law provides that where there are several intermediary entities holding the shares on behalf of the same beneficial owner, they shall transmit to each other without delay the information or confirmation referred to above until they reach said beneficial owner or the Company, unless the information or confirmation can be transmitted directly by one of the intermediary entities to them.

The Bylaws provide that, on the first call of an ordinary or extraordinary General Shareholders' Meeting, attendance in person or by proxy of shareholders representing at least 25% of the voting capital will constitute a quorum. If the meeting is not quorate on the first call, the meeting can be reconvened in second call (provided the meeting notice included both first and second call), which according to the Spanish Companies Law requires no quorum. The interval between the first and the second call for a General Shareholders' Meeting must be at least 24 hours.

However, a resolution in a General Shareholders' Meeting to increase or decrease the Company's share capital or otherwise amend the Bylaws, issue bonds and securities whose competence is not legally attributed to any other corporate body of the Company, suppress or limit the pre-emptive subscription rights over new shares, re-register, merge, spin-off, globally assign the Company's assets and liabilities, or transfer the Company's registered address abroad, requires attendance in person or by proxy of shareholders representing at least 50% of the Company's voting capital on first call, and attendance in person or by proxy of shareholders representing at least 25% of the Company's voting capital on second call. In the case of attendance in person or by proxy of shareholders representing more than 50% of the Company's voting capital, an absolute majority shall suffice to pass the aforementioned resolutions. On second call, and in the event that less than 50% of the Company's voting capital attends in person or by proxy, such resolutions may only be passed upon the vote of shareholders representing two

thirds of the attending share capital. Resolutions in all other cases are passed by a simple majority of the votes corresponding to the capital stock present or represented at such meeting.

Under the Spanish Companies Law, shareholders who voluntarily aggregate their shares so that the aggregated shareholding is equal to or greater than the result of dividing the total share capital by the number of directors have the right, provided there are vacancies on the Board of Directors, to appoint a corresponding proportion of the members of the Board of Directors (disregarding fractions). Shareholders who exercise this right may not vote on the appointment of other directors.

A resolution passed at a General Shareholders' Meeting is binding on all shareholders, although a resolution which is (i) contrary to law or the Bylaws or the internal regulations of the Company, or (ii) damaging to the interest of the Company and beneficial to one or more shareholders or third parties, may be challenged. Damage to the Company's interest is also caused when the resolution, without causing damage to corporate assets, is imposed in an abusive manner by the majority. An agreement is understood to have been imposed in an abusive manner when, rather than responding reasonably to a corporate need, the majority adopts the resolution in their own interests and to the unjustifiable detriment of the other shareholders.

In the case of listed companies, the required fraction of the Company's share capital needed to be able to contest is 1/1000. The right to contest would apply to those who were shareholders at the time when the resolution was passed (provided they hold at least 0.1% of the share capital), directors and interested third parties. In the event of resolutions contrary to public order, the right to contest would apply to any shareholders (even if they acquired such condition after the resolution was passed), and any director or third party.

In certain circumstances (for example, a change or significant amendment of the corporate purpose, transformation or transfer of registered address abroad), the Spanish Companies Law gives dissenting or absent shareholders (including non-voting shareholders) the right to withdraw from the Company. If this right were exercised, the Company would be obliged to purchase the relevant shares at the average market price of the shares in the last quarter in accordance with the procedures established under the Spanish Companies Law.

### **Loyalty shares**

The Spanish Companies Law sets the possibility of shareholders of listed companies having double voting rights for their shares ("**Loyalty Shares**"), provided that they are envisaged and regulated in the bylaws of the relevant listed company. As of the date of this Prospectus, our Bylaws do not contain such regime for Loyalty Shares.

The following conditions would need to be met to implement Loyalty Shares:

- General Shareholders' Meeting approval: a general shareholders' meeting resolution passed by a qualified majority, of at least 60% of the votes cast (if the quorum at the meeting is at or above 50%) or 75% of the votes cast (if the quorum at the meeting is between 25% and 49.99%) in order to include the concept of Loyalty Shares (opt-in) in its bylaws.
- Shareholder's decision: that the shareholder concerned holds the shares uninterruptedly for a minimum of two years (the bylaws may require a longer holding period).
- Shareholder's prerogative: the double vote will be limited to those shares that the shareholder expressly indicates and the minimum holding period will only start at the moment the shareholder requests their registration in the special share register for shares with double voting rights. The shareholder may waive the double voting right at any time. The aforementioned special register will be available to all shareholders.

Listed companies that adopt the Loyalty Shares regime must include updated information on their website on the number of shares with double voting rights existing from time to time, as well as those registered shares which loyalty period provided for in the bylaws is pending completion. Double voting rights will generally terminate when the Loyalty Shares are transferred, except in the case of intra-group transfers or, under certain conditions, transfers between family members or transfers through structural modifications (*modificaciones estructurales*).

Loyalty Shares must be taken into account for the purposes of, among others: (i) calculating the quorum of the general shareholders' meeting and the relevant majorities for the approval of resolutions; (ii) complying with the obligation to notify significant holdings; and (iii) determining the existence of a controlling interest that triggers the obligation to launch a takeover bid.

The provision in the bylaws regarding Loyalty Shares must be renewed after 5 years from the date of its original approval by the general shareholders meeting, subject to the same quorum and qualified majority requirements set out above, provided that holders of Loyalty Shares will be allowed to cast two votes per Loyalty Share held. Moreover, once 10 years have elapsed since the amendment of the bylaws to provide for Loyalty Shares, the bylaws may be amended to eliminate such Loyalty Shares subject to the quorum and qualified majority requirements for any amendment of the bylaws, and holders of Loyalty Shares will only be able to cast one vote per Loyalty Share held for such purposes.

### **Pre-emptive Rights and Increases of Share Capital**

Pursuant to the Spanish Companies Law and the Bylaws, shareholders have pre-emptive rights to subscribe any new shares issued against monetary contributions and for any new bonds convertible into shares. Such pre-emptive rights may be excluded when so required by the corporate interest under special circumstances by a resolution passed at a General Shareholders' Meeting or by the Board of Directors (when the Company is listed and the General Shareholders Meeting delegates to the Board of Directors the right to increase the share capital or issue convertible bonds and exclude pre-emptive rights), in accordance with articles 308, 417, 504, 505, 506, 510 and 511 of the Spanish Companies Law. The Company does not have convertible or exchangeable bonds outstanding and has not issued any warrants over its ordinary shares.

Also, holders of shares have the right of free allotment recognized in the Spanish Companies Law in the event of a share capital increase against reserves.

However, the pre-emptive rights, in any event, will not be available in a share capital increase against non-monetary contribution, by means of capitalization of credit rights, or to honor the conversion into shares of convertible bonds or in a merger in which shares are issued as consideration. Pre-emptive rights are transferable, may be traded through the AQS and may be of value to existing shareholders because new shares may be offered for subscription at prices lower than prevailing market prices.

The Board of Directors has been authorized by the General Shareholders' Meeting (i) to issue new ordinary shares up to 50% of the Company's share capital immediately following Admission, (ii) to exclude pre-emptive rights in connection with the issuance of new ordinary shares representing up to 20% of the total number of issued and outstanding shares immediately following Admission, provided that such exclusion is in the Company's corporate interest, and (iii) to issue bonds that are convertible into ordinary shares and to disapply pre-emptive rights in connection with any such issuances subject to the same cumulative cap of 20% of the total number of issued and outstanding shares immediately following Admission for a term of five years.

There are no acquisition rights and obligations over authorized but unissued capital or an undertaking to increase the share capital and there are no members of the Group, the share capital of which is under option or agreed conditionally or unconditionally to be put under option.

### **Shareholders' Action**

Pursuant to the Spanish Companies Law, directors are liable to the Company, shareholders and creditors for any actions or omissions that are illegal or contravene the Bylaws and for failure to diligently perform their legal and fiduciary duties.

Subsequent ratification or approval of any such act or omission by the General Shareholders' Meeting does not forego directors' liability. Under Spanish law, directors' liability is joint and several (*solidaria*), except to the extent any director can demonstrate that he or she did not participate in the decision-making process related to the relevant act or omission, was unaware of its existence or if being aware of it, he or she used his or her best efforts to mitigate any damages to the Company or if he or she expressly disagreed with the decision-making relating to such act or omission.

Shareholders must generally bring actions against the directors as well as any other actions against the Company or challenging corporate resolutions before the courts of the judicial district of the Company's registered address (currently Madrid, Spain).

### **Registration and Transfers**

The Company's ordinary shares are indivisible and are registered in book-entry form. Joint holders of one share must designate a single person to exercise their rights, but they are jointly and severally (*solidariamente*) liable to the Company for all the obligations arising from their status as shareholders. Iberclear, which manages the Spanish clearance and settlement system of the Spanish Stock Exchanges, maintains the central registry reflecting the number of shares held by each of its member entities. Each member entity, in turn, maintains a registry of the owners of such shares, provided that holders of shares may elect to open a direct account with Iberclear.

The Company has the right to request from Iberclear the details of its shareholders, including without limitation their names, addresses and contact details. In addition, the Company has the right to request from the intermediary entity the details of the ultimate beneficial owner of its shareholders (that is, the person on whose behalf the intermediary institution acts as a shareholder by virtue of the accounting record).

The Shares are freely transferable in accordance with the Spanish Companies Law, the Securities Market Law and any implementing regulation.

As a general rule, transfers of shares quoted on the Spanish Stock Exchanges must be made through or with the participation of a member of a Spanish Stock Exchange. Brokerage firms, or dealer firms, Spanish credit entities, investment services entities authorized in other EU Member States and investment services entities authorized by their relevant authorities and in compliance with the Spanish regulations are eligible to be members of the Spanish Stock Exchanges. See "*Market Information*". Transfer of shares quoted on the Spanish Stock Exchanges may be subject to certain fees and expenses.

### **Restrictions on Foreign Investments**

Exchange controls and foreign investments are regulated under Law 19/2003, of July 4, as amended pursuant to Royal Decree-Law 8/2020 of March 17; Royal Decree-Law 11/2020 of March 31; and Royal Decree-Law 34/2020 of November 17. Foreign investments were generally deregulated prior to the enactment of article 7 *bis* of Law 19/2003 in March 2020.

Article 7 *bis* of Law 19/2003 establishes a screening mechanism (the "**Screening Mechanism**") based on public order, public health and public-security reasons for specific investments (with a minimum investment of €1 million) made by:

- Non-EU and non-European Free Trade Association ("**EFTA**") residents.
- EU/EFTA residents beneficially owned by non-EU and non-EFTA residents, that is, those in which a non-EU and non-EFTA resident ultimately owns or controls more than 25% of the share capital or voting rights of, or otherwise exercises control over, the EU/EFTA resident.

In addition, until June 30, 2021, the Screening Mechanism applies to the closing of specific investments in listed companies, (or on private companies with an investment value in excess of €500 million) made by:

- EU or EFTA residents in countries other than Spain.
- Spanish residents beneficially owned by EU or EFTA residents in countries other than Spain, that is, those in which a EU or EFTA resident other than in Spain ultimately owns or controls more than 25% of the share capital or voting rights of, or otherwise exercises control over, the Spanish resident.

The Screening Mechanism can be summarized as follows:

- Under the ordinary procedure, prior authorization from the Spanish Council of Ministers is required to close foreign direct investments that fall under its scope. The legal term to issue a decision is six months.

- On a transitional basis, until the Screening Mechanism is further developed, a fast-track 30-day procedure, whose resolution is to be issued by a lower-tier authority (the General Directorate for International Trade and Investments—*Dirección General de Comercio Internacional e Inversiones*), applies for investments (i) agreed but not closed prior to March 18, 2020; and (ii) those below €5 million.
- Under both the ordinary and fast-track procedures, the investment will be deemed unauthorized if the corresponding authority does not respond to the authorization application within the legal term.

Foreign direct investments are:

- Investments that result in a foreign investor reaching a stake of at least 10% of the share capital of a Spanish company.
- Any corporate transaction, business action or legal transaction by which a foreign investor acquires control over a Spanish company; the possibility of exercising decisive influence as a result of an agreement or through the ownership of shares or interests in another person (directly or indirectly) is deemed to constitute “control” for these purposes.

Not all foreign direct investments are subject to the Screening Mechanism, as that circumstance will depend on: (i) the sector in which the target carries out its business; and (ii) the personal circumstances of the foreign investor, regardless of the business of the target.

Foreign direct investments in the following sectors are subject to the Screening Mechanism:

- Critical infrastructure, whether physical or virtual, including energy, transport, water, health, communications, media, data processing or storage, aerospace, defense, electoral or financial infrastructure, sensitive facilities, and land and real estate crucial for the use of such infrastructure.
- Critical and dual-use technologies, key technologies for industrial leadership and training, and projects of particular interest to Spain.
- Supply of critical inputs, including energy, strategic connectivity services, raw materials and food security.
- Sectors with access to sensitive information, including personal data, or the ability to control such information.
- Media.
- Other sectors designated by the Spanish government from time to time that may affect public security, order or health (currently, none).

Foreign direct investments by the following non-EU and non-EFTA investors are also subject to the Screening Mechanism, regardless of the business of the target:

- Investors directly or indirectly controlled by a non-EU and non-EFTA government, including state bodies, armed forces or sovereign wealth funds; the possibility of exercising decisive influence as a result of an agreement or through the ownership of shares or interests in another person (directly or indirectly) is deemed to constitute “control” for these purposes.
- Investors who have already made an investment affecting national security, public order or public health in another EU Member State, including an investment in any of the above-mentioned sectors.
- If there exists a serious risk that the investor engages in illegal or criminal activities affecting national security, public order or public health in Spain.

Gun jumping the Screening Mechanism will result in the transaction being invalid and without any legal effect, until the required authorization is obtained. In addition, fines of up to the value of the investment could be imposed.

In addition, Royal Decree 664/1999 of April 23 establishes that non-Spanish foreign investors who are not resident in a tax haven are required to file a notification with the Spanish Registry of Foreign Investments following an investment or divestment, if any; this is, solely for statistical, economic and administrative purposes. If the investment or divestment involves shares of Spanish companies listed on any of the Spanish Stock Exchanges, the duty to provide notice of a foreign investment or divestment falls in the hands of the entity with whom the shares (in book-entry form) have been deposited or which has acted as an intermediary in connection with the investment or divestiture.

If the foreign investor is a resident in a tax haven, as defined under Spanish law (Royal Decree 1080/1991 of July 5), notice must be provided to the Registry of Foreign Investments prior to making the investment, as well as after consummating the transaction. However, prior notification is not necessary in the following cases:

- Investments in listed securities, whether or not traded on an official secondary market.
- Investments in stakes in investment funds registered with the CNMV.
- Foreign shareholdings that do not exceed 50% of the capital of the Spanish company in which the investment is made.

Additional regulations apart from those described above apply to investments in specific industries, including air transportation, mining, the manufacturing and sale of weapons and explosives for civil use and national defense, radio, television, and telecommunications. These restrictions do not apply to investments made by EU residents, other than investments by EU residents in activities relating to the Spanish defense sector or the manufacturing and sale of weapons and explosives for non-military use.

### **Exchange Control Regulations**

Pursuant to Royal Decree 1816/1991 of December 20 relating to economic transactions with non-residents, as amended by Royal Decree 1360/2011 of October 7, and EC Directive 88/361/EEC, charges, payments or transfers between non-residents and residents of Spain must be made through a registered entity, such as a bank or another financial institution registered with the Bank of Spain (*entidades registradas*), through bank accounts opened abroad with a foreign bank or a foreign branch of a registered entity, in cash or by check payable to bearer. All charges, payments or transfers which exceed €6,010 (or its equivalent in another currency), if made in cash or by check payable to bearer, must be notified to the Spanish exchange control authorities.

### **Shareholders' Information Rights**

From the publication of the General Shareholders' Meeting notice and up until five days before the meeting, shareholders may request the Board of Directors to provide any information or explanations that they deem appropriate, and may submit in writing or by e-mail, questions they deem relevant on matters regarding the items on the agenda. In addition, upon the same prior notice and in the same manner, the shareholders may request in writing such clarifications as they deem are necessary regarding information available to the public that the Company has provided to the CNMV since the holding of the last General Shareholders' Meeting, and regarding the report submitted by the Company to the external auditor. The directors shall provide the requested information in writing by the day of the General Shareholders' Meeting.

During the course of the General Shareholders' Meeting, all shareholders may verbally request information or clarifications that they deem are necessary regarding the matters on the agenda or request clarifications regarding information available to the public that the Company has provided to the CNMV since the holding of the last General Shareholders' Meeting and regarding the report submitted by the Company's external auditor. If it were not possible to provide the requested information during the course of the meeting, the directors must provide the requested information in writing within seven days of the celebration of the General Shareholders' Meeting.

The directors will not be obliged to provide the requested information if it is deemed unnecessary for the recognition of the requesting shareholder's rights or if there are objective reasons to consider that the information is going to be used in detriment of the Company's interests or that providing the requested information may harm OPDEnergy or its related companies;



provided that, the requested information may not be withheld when the request is upheld by shareholders representing at least 25% of the Company's share capital.

## **Reporting Requirements**

### ***Transactions Affecting Voting Rights***

Pursuant to Royal Decree 1362/2007 of October 19, any individual or legal entity which, by whatever means, purchases or transfers shares which grant voting rights in the Company, must notify both OPDEnergy and the CNMV if, as a result of such transaction, the proportion of voting rights held by that individual or legal entity reaches, exceeds or falls below a threshold of 3%, 5%, 10%, 15%, 20%, 25%, 30%, 35%, 40%, 45%, 50%, 60%, 70%, 75%, 80% and 90% of the total voting rights.

The individual or legal entity obliged to carry out the notification must serve the notification by means of the form approved by the CNMV, within four trading days from the date on which the individual or legal entity acknowledged or should have acknowledged the circumstances that generated the obligation to notify (Royal Decree 1362/2007 deems that the obliged individual or legal entity should have acknowledged the aforementioned circumstance within two trading days from the date on which the transaction was entered into, regardless of the date on which the transaction takes effect).

The reporting requirements apply not only to the purchase or transfer of shares, but also to those transactions in which, without a purchase or transfer, the proportion of voting rights of an individual or legal entity reaches, exceeds or falls below the threshold that triggers the obligation to report as a consequence of a change in the total number of voting rights of a company on the basis of the information reported to the CNMV and disclosed by it. In such a case, the transaction is deemed to be acknowledged within two trading days from the date of publication of the other relevant information notice (*comunicación de otra información relevante*) regarding such transaction.

Should the individual or legal entity effecting the transaction be a non-resident of Spain, notice must also be given to the Spanish Registry of Foreign Investments maintained by the General Bureau of Commerce and Investments. See "*Restrictions on Foreign Investments*".

Regardless of the actual ownership of the shares, any individual or legal entity with a right to acquire, transfer or exercise voting rights granted by the shares, and any individual or legal entity which acquires, transfers or holds, whether directly or indirectly, other securities or financial instruments which grant a right to acquire shares with voting rights, will also have an obligation to notify the Company and the CNMV of the holding of a significant stake in accordance with the applicable regulations set out above.

Should the person or group effecting the transaction be resident in a tax haven (as defined in Royal Decree 1080/1991 of July 5), the threshold that triggers the obligation to disclose the acquisition or transfer of Company shares is reduced to 1% (and successive multiples thereof).

All members of the Board of Directors must report to both the Company and the CNMV any percentage or number of voting rights in the Company held by them at the time of becoming or ceasing to be a member of the Board of Directors within five trading days. Furthermore, all members of the Board of Directors must report any change in the percentage of voting rights they hold, regardless of the amount, as a result of any acquisition or disposition of the shares or voting rights, or financial instruments which carry a right to acquire or dispose of shares which have voting rights attached, including any stock based compensation that they may receive pursuant to any of OPDEnergy's compensation plans.

Senior Management must also report any stock based compensation that they may receive pursuant to any of the Company's compensation plans or any subsequent amendment to such plans. See "*Management and Board of Directors*" for information on the ordinary shares held by members of the Board of Directors and Senior Management.

### ***Disclosure Requirements Applicable to Persons Discharging Managerial Responsibilities***

Pursuant to article 19 of MAR, persons discharging managerial responsibilities and any persons closely associated with them must report to both the Company and the CNMV any acquisition or disposal of shares or debt instruments of the Company or derivatives or other financial instruments linked thereto, regardless of the size of the relevant transaction, within three business

days after the date the transaction is made, provided that transactions carried out by the relevant person within the calendar year reach €20,000 in the aggregate, such person shall inform both OPDEnergy and the CNMV of any transaction concerning OPDEnergy's financial instruments.

Article 3(25) of MAR defines persons discharging managerial responsibilities as a person within an issuer who is either (i) a member of the administrative, management or supervisory body of the issuer; or (ii) a senior executive who is not a member of the bodies referred to in item (i), who has regular access to inside information relating directly or indirectly to the issuer and power to take managerial decisions affecting the future developments and business prospects of the issuer.

In certain circumstances established by Royal Decree 1362/2007, the notification requirements on the acquisition or transfer of shares also apply to any person or legal entity that, directly or indirectly, and independently of the ownership of the shares or financial instruments, may acquire, transfer or exercise the voting rights granted by those shares or financial instruments, provided that the aggregated proportion of voting rights reaches, increases above or decreases below, the percentages set forth by Spanish law.

Moreover, pursuant to article 30.6 of Royal Decree 1362/2007, in the context of a tender offer, the following transactions should be notified to the CNMV: (i) any acquisition reaching or exceeding 1% of the voting rights of the Company, and (ii) any increase or decrease in the percentage of voting rights held by holders of 3% or more of the voting rights in the Company. The CNMV will immediately make public this information.

### **Shareholders' Agreements**

The Securities Market Law and articles 531, 533 and 535 of the Spanish Companies Law require parties to disclose certain types of shareholders' agreements that affect the exercise of voting rights at a general meeting of shareholders or contain restrictions or conditions on the transferability of shares or bonds that are convertible or exchangeable into shares of listed companies.

If the shareholders enter into such agreements with respect to the Company's shares, they must disclose the execution, amendment or extension of such agreements to the Company and to the CNMV, file such agreements with the appropriate commercial registry and publish them through an other relevant information notice (*comunicación de otra información relevante*). Failure to comply with these disclosure obligations renders any such agreement unenforceable and constitutes a violation of the Securities Market Law.

The agreement will have no effect with respect to the regulation of the right to vote in general meetings of shareholders and restrictions or conditions on the free transferability of shares and bonds convertible into shares until such time as the aforementioned notifications, filings and publications are made.

Upon request by the interested parties, the CNMV may waive the requirement to report, file and publish the agreement when publishing the agreement could cause harm to the affected company.

As of the date of this Prospectus, there are no shareholders' agreements affecting the Company. For additional information, see "*Principal and Selling Shareholders—Shareholders Agreements*".

### **Net Short Positions**

In accordance with Regulation (EU) No 236/2012 of the European Parliament and of the Council of March 14, 2012 on short selling and certain aspects of credit default swaps (the "**Short Selling Regulation**") (as further supplemented by several delegated regulations regulating technical aspects necessary for its effective enforceability and to ensure compliance with its provisions), net short positions on shares listed on the Spanish Stock Exchanges equal to, or in excess of, 0.2% of the relevant issuer's share capital and any increases or reductions thereof by 0.1% are required to be disclosed to the CNMV.

If the net short position reaches 0.5%, and also at every 0.1% above that, the CNMV will disclose the net short position to the public. The Short Selling Regulation restricts uncovered short sales in shares, providing that a natural or legal person may enter into a short sale of a share admitted to trading on a trading venue only where one of the conditions established in article 12 of the Short Selling Regulation is fulfilled.

The notification or disclosure mentioned above shall be made not later than by 3:30 p.m. (CET) on the following trading day.

Disclosure is mandatory even if the same position has been already notified to the CNMV in compliance with transparency obligations previously in force in that jurisdiction.

The information to be disclosed is set out in Table 1 of Annex I of Delegated Regulation 826/2012 of the European Parliament and of the Council of June 29, 2012, according to the format of the form approved as Annex II of this Delegated Regulation. The information will be published, where appropriate, on a web page operated or supervised by the CNMV.

Moreover, pursuant to the Short Selling Regulation, where the CNMV considers that (i) there are adverse events or developments that constitute a serious threat to financial stability or to market confidence (such as: serious financial, monetary or budgetary problems, which may lead to financial instability, unusual volatility causing significant downward spirals in any financial instrument, etc.); and (ii) the measure is necessary and will not be disproportionately detrimental to the efficiency of financial markets in view of the advantages sought, it may, following consultation with ESMA, take any one or more of the following measures:

- Impose additional notification obligations by either (i) reducing the thresholds for the notification of net short positions in relation to one or several specific financial instruments; and/or (ii) requesting the parties involved in the lending of a specific financial instrument to notify any change in the fees requested for such lending.
- Restrict short selling activity by either prohibiting or imposing conditions on short selling.

In addition, according to Short Selling Regulation, where the price of a financial instrument has fallen significantly during a single day in relation to the closing price on the previous trading day (10% or more in the case of a liquid share), the CNMV may prohibit or restrict short selling of financial instruments for a period not exceeding the end of the trading day following the trading day on which the fall in price occurs.

Finally, the Short Selling Regulation also vests powers to ESMA enabling it to take measures similar to the ones described above in exceptional circumstances, when the purpose of these measures is to deal with a threat affecting several EU Member States and the competent authorities of these member states have not taken adequate measures to address it.

In that regard, on March 16, 2020, ESMA temporarily lowered the initial notification threshold of net short positions in relation to the issued share capital of companies to which Regulation (EU) No 236/2012 applies from 0.2% to 0.1% of the relevant issuer's share capital for a three month period ending on June 17, 2020. Such measure was subsequently extended by ESMA through several ensuing decisions until March 19, 2021.

### **Share Repurchase**

Pursuant to the Spanish Companies Law, OPDEnergy may only repurchase our own shares within certain limits and in compliance with the following requirements:

- The repurchase must be previously authorized by the General Shareholders' Meeting in a resolution establishing the maximum number of shares to be acquired, the ownership title for the acquisition, the minimum and maximum acquisition price (if any) and the duration of the authorization, which may not exceed five years from the date of the resolution.
- The repurchase, including the shares already acquired and currently held by OPDEnergy, or any person or company acting in the Company's own name but on its behalf, must not bring the Company's net equity below the aggregate amount of the share capital and legal or non-distributable reserves. For these purposes, net equity means the amount resulting from the application of the criteria used to draw up the financial statements, subtracting the amount of profits directly allocated to such net equity, and adding the amount of share capital subscribed but not called and the share capital par value and issue premium recorded in the accounts as liabilities.
- The aggregate value of the shares directly or indirectly repurchased, together with the aggregate par value of the ordinary shares already held by the Company, must not exceed 10% of its share capital.

- Shares repurchased for valuable consideration must be fully paid-up. A repurchase shall be considered null and void if (i) the shares are partially paid-up, except in the case of free repurchase, or (ii) the shares entail ancillary obligations.

Treasury shares lack voting and economic rights (for example, the right to receive dividends and other distributions and liquidation rights). Such economic rights except the right to receive bonus shares, will accrue proportionately to all the shareholders. Treasury shares are counted for purposes of establishing the quorum for general meetings of shareholders as well as majority voting requirements to pass resolutions at general meetings of shareholders.

MAR establishes rules in order to ensure the integrity of the European Community's financial markets and to enhance investor confidence in those markets. This regulation maintains an exemption from the market manipulation rules regarding share buy-back programs by companies listed on a stock exchange in an EU Member State. Regulation 2016/1052 implements MAR with regard to the regulatory technical standards for the conditions applicable to buy-back programs and stabilization measures. According to the provisions included in Regulation 2016/1052, in order to benefit from the exemption, an issuer implementing a buy-back program must comply with the following requirements:

- Prior to the start of trading in a buy-back program, the issuer must ensure the adequate disclosure of the following information:
  - (i) the purpose of the program. According to article 5.2 of MAR, the buy-back program must have as its sole purpose to (a) reduce the capital of the issuer; (b) meet obligations arising from debt financial instruments convertible into equity instruments; or (c) meet obligations arising from share option programs, or other allocations of shares, to employees or to members of the administrative, management or supervisory bodies of the issuer or of an associate company;
  - (ii) the maximum pecuniary amount allocated to the program;
  - (iii) the maximum number of shares to be acquired; and
  - (iv) the period for which authorization for the program has been granted.
- The issuer must ensure that the transactions relating to the buy-back program meet the conditions included on article 3 of Regulation 2016/1052. Specifically, the issuer must ensure that the purchase price is not higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out. Furthermore, issuers must not purchase on any trading day more than 25% of the average daily volume of shares on the corresponding trading venue.
- Issuers shall not, for the duration of the buy-back program, engage on (i) selling of own shares; (ii) trading during the closed periods referred to in article 19.11 of MAR; and (iii) trading where the issuer has decided to delay the public disclosure of inside information.

CNMV Circular 1/2017 of April 26, on liquidity contracts entered into by issuers with financial institutions for the management of its treasury shares, as amended by CNMV Circular 2/2019 of November 27, governs the disclosure requirements by issuers and the rules of conduct to be followed by financial intermediaries when trading under a liquidity agreement for these trades to benefit from the safe harbor provided by such Circular and qualify as an accepted market practice for the purposes of MAR.

Furthermore, according to Royal Decree 1362/2007, if an acquisition or series of acquisitions of the Company's ordinary shares reaches or exceeds or causes the Company's and the Group company's holdings to reach or exceed 1% of the voting shares, the Company must notify its final holding of treasury shares to the CNMV. If such threshold is reached as a result of a series of acquisitions, such reporting obligation will only arise after the closing of the acquisition which, taken together with all acquisitions made since the last of any such notifications, causes the Company's and its affiliates' holdings to exceed 1% of the voting shares. Sales and other transfers of the treasury shares will not be deducted in the calculation of such threshold. This requirement would also apply if the shares were acquired by one of the Company's majority-owned subsidiaries.

Moreover, pursuant to Spanish Companies Law, the audited financial statements of a company must include a reference to any treasury shares.

As of the date of this Prospectus, neither the Company nor its subsidiaries hold any shares of the Company. On April 15, 2021, the General Shareholders' Meeting approved the acquisition of treasury stock for a period of five years from Admission, up to a maximum of 10% of the share capital of the Company. The minimum and maximum acquisition price will be €0,01 and 105% of the trading price corresponding to the acquisition date or the closing trading price of the previous trading day, as the case may be.

## MARKET INFORMATION

Prior to the Offering, there has been no public market for the Company's ordinary shares. OPDEnergy will apply to list its ordinary shares on the Spanish Stock Exchanges and to have them quoted through the AQS. The Company expects that its ordinary shares (including the Shares offered hereby) will be listed on the Spanish Stock Exchanges and quoted through the AQS on or about May 7, 2021 under the ticker symbol "OPDE".

### AQS

The AQS links the four Spanish Stock Exchanges, providing those securities listed on it with a uniform continuous market that eliminates certain of the differences between the local exchanges. The principal feature of the system is the computerized matching of bid and offer orders at the time of entry of the relevant order. Each order is executed as soon as a matching order is entered, but can be modified or cancelled until it is executed. The activity of the market can be continuously monitored by investors and brokers.

The AQS is operated and regulated by Sociedad de Bolsas, S.A. ("**Sociedad de Bolsas**"), a company owned by the companies that manage the Spanish Stock Exchanges. All trades through the AQS must be placed through a brokerage firm, a dealer firm or a credit entity that is a member of a Spanish Stock Exchange.

In a pre-opening session held from 8:30 a.m. to 9:00 a.m. (CET) each trading day, an opening price is established for each security traded through the AQS based on a real-time auction in which orders can be entered, modified or cancelled but not executed. During this pre-opening session, the system continuously displays the price at which orders would be executed if trading were to begin at that moment. Market participants only receive information relating to the auction price (if applicable) and trading volume permitted at the current bid and offer price. If an auction price does not exist, the best bid and offer price and associated volumes are shown. The auction terminates with a random period of 30 seconds in which share allocation takes place. Until the allocation process has finished, orders cannot be entered, modified or cancelled. In exceptional circumstances (including the admission of new securities on the AQS) and after giving notice to the CNMV, Sociedad de Bolsas may establish an opening price without regard to the reference price (the previous trading day's closing price), alter the price range for permitted orders with respect to the reference price and modify the reference price.

The computerized trading hours, known as the open session, are from 9:00 a.m. to 5:30 p.m. (CET). During the trading session, the trading price of a security is permitted to vary up to a maximum so-called 'static' range of the reference price, provided that the trading price for each trade of such security is not permitted to vary in excess of a maximum so-called 'dynamic' range with respect to the trading price of the immediately preceding trade of the same security. If, during the trading session, there are matching bid and offer orders for a security within the computerized system which exceed any of the above 'static' or 'dynamic' ranges, trading on the security is automatically suspended and a new auction is held where a new reference price is set, and the 'static' and 'dynamic' ranges will apply over such new reference price. The 'static' and 'dynamic' ranges applicable to each particular security are set up and reviewed periodically by Sociedad de Bolsas. The session finishes with a real-time closing auction held between 5:30 p.m. and 5:35 p.m. subject to similar rules to those applicable to the pre-opening auction, where the closing price of every security is set.

Between 5:40 p.m. and 8:00 p.m. (CET), trades may occur outside the computerized matching system without prior authorization of Sociedad de Bolsas (provided such trades are however disclosed to Sociedad de Bolsas), provided that they meet the minimum effective amount for high volume orders in respect of the relevant security.

Information with respect to the computerized trades which take place between 9:00 a.m. and 5:30 p.m. (CET) is made public immediately, and information with respect to trades which occur outside the computerized matching system is reported to the Sociedad de Bolsas by the end of the trading day and is also published in the Stock Exchange Official Gazette (*Boletín de Cotización*) and on the computer system by the beginning of the next trading day.

### Clearing Settlement and Book-entry System

The Spanish clearing, settlement and book-entry system was adapted by Law 11/2015 of June 18 and Royal Decree 878/2015 of October 2 to the provisions set forth in Regulation (EU) No 909/2014 of the European Parliament and of the Council of July

23, 2014 on improving securities settlement in the EU and on central securities depositories, amending Directives 98/26/EC and 2014/65/EU and Regulation (EU) No 236/2012. Following the implementation of this reform, transactions carried out through the AQS continue to be settled by Iberclear, as central securities depository, and are cleared by BME Clearing, S.A., as central counterparty (“CCP”). Investors are urged to contact their agent or custodian in Spain as soon as possible to make the arrangements necessary for registering the shares in their name on the subscription date.

Iberclear and the CCP are owned by Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A., a holding company which also holds a 100% interest in each of the Spanish official secondary markets.

Shares of listed Spanish companies are represented in book-entry form. The book-entry system is a two-tier level registry: the keeping of the central book-entry register corresponds to Iberclear and the keeping of the detail records correspond to the participating entities in Iberclear.

Access to become a participating entity is restricted to (i) credit institutions, (ii) investment services companies that are authorized to render custody and administration of financial instruments, (iii) the Bank of Spain, (iv) the General Administration and the General Social Security Treasury, (v) other duly authorized central securities depositories and central clearing counterparties and (vi) other public institutions and private entities when expressly authorized to become a participating entity in central securities depositories.

The central registry managed by Iberclear reflects: (i) one or several proprietary accounts which will show the balances of the participating entities’ proprietary accounts; (ii) one or several general third-party accounts that will show the overall balances that the participating entities hold for third parties; (iii) individual accounts opened in the name of the owner, either individual or legal person; and (iv) individual special accounts of financial intermediaries which use the optional procedure of settlement of orders. Each participating entity, in turn, maintains the detail records of the owners of such shares.

According to the above, Spanish law considers the owner of the shares to be any of the following:

- The participating entity appearing in the records of Iberclear as holding the relevant shares in its own name.
- The investor appearing in the records of the participating entity as holding the shares.
- The investor appearing in the records of Iberclear as holding shares in a segregated individual account.

BME Clearing is the CCP in charge of the clearing of transactions closed on the Spanish Stock Exchanges. BME Clearing interposes itself on its own account as seller in every purchase and as buyer in every sale. It calculates the buy and sell positions vis-à-vis the participants designated in such buy or sell instructions. The CCP then generates and sends to Iberclear the relevant settlement instructions.

The settlement and book-entry registration platform managed by Iberclear, which operates under the trade name of ARCO, receives the settlement instructions from BME Clearing and forwards them to the relevant participating entities involved in each transaction. ARCO operates under a T+2 settlement standard, by which any transactions must be settled within two business days following the date on which the transaction was completed.

Obtaining legal title to shares of a company listed on the Spanish Stock Exchanges requires the participation of a Spanish official stockbroker, broker-dealer or other entity authorized under Spanish law to record the transfer of shares. To evidence title to shares, at the owner’s request, the relevant participating entity must issue a legitimation certificate (*certificado de legitimación*). If the owner is a participating entity or a person holding shares in a segregated individual account, Iberclear is in charge of the issuance of the certificate regarding the shares held in its name.

### **Euroclear and Clearstream, Luxembourg**

Shares deposited with depositories for Euroclear Bank, S.A./N.V., as operator of the Euroclear System (“Euroclear”), and Clearstream Banking, Société Anonyme (“Clearstream”), and credited to the respective securities clearance account of purchasers in Euroclear or Clearstream against payment to Euroclear or Clearstream, will be held in accordance with the Terms and Conditions Governing Use of Euroclear and Clearstream, the operating procedures of the Euroclear System (as

amended from time to time), the Management Regulations of Clearstream and the Instructions to Participants of Clearstream (as amended from time to time), as applicable. Subject to compliance with such regulations and procedures, those persons on whose behalf accounts are kept at Euroclear or Clearstream and to whom shares have been credited (“investors”), will be entitled to receive a number of shares equal to that amount credited in their accounts.

With respect to shares deposited with depositaries for Euroclear or Clearstream, such shares will be initially recorded in the name of Euroclear or one of its nominees or in the name of Clearstream or one of its nominees, as the case may be. Thereafter, investors may withdraw shares credited to their respective accounts if they wish to do so, upon payment of the applicable fees, if any, and once the relevant recording in the book-entry records kept by the members of Iberclear has occurred.

Under Spanish law, only the holder of record in Iberclear’s registry is entitled to dividends and other distributions and to exercise voting, pre-emptive and other rights in respect of such shares. Euroclear (or its nominees) or Clearstream (or its nominees) will, respectively, be the sole record holders of the shares that are deposited with any depositaries for Euroclear and Clearstream until investors exercise their rights to withdraw such shares and record their ownership rights over the shares in the book-entry records kept by the members of Iberclear.

Cash dividends or cash distributions, as well as stock dividends or other distributions of securities, received in respect of the shares that are deposited with the depositaries for Euroclear and Clearstream will be credited to the cash accounts maintained on behalf of the investors at Euroclear and Clearstream, as the case may be, after deduction of any applicable withholding taxes, in accordance with the applicable regulations and procedures of Euroclear and Clearstream. See “*Taxation*”.

Euroclear and Clearstream will endeavor to inform investors of any significant events of which they become aware affecting the shares recorded in the name of Euroclear (or its nominees) and Clearstream (or its nominees) and requiring action to be taken by investors. Each of Euroclear and Clearstream may, at its discretion, take such action, as it shall deem appropriate in order to assist investors in exercising their voting rights in respect of the shares. Such actions may include: (i) acceptance of instructions from investors to grant or to arrange for the granting of proxies, powers of attorney or other similar certificates for delivery to the Company, or its agent; or (ii) exercise by Euroclear or its nominees and Clearstream or its nominees of voting rights in accordance with the instructions provided by investors.

In case the Company offers or causes to be offered to Euroclear (or its nominees) and Clearstream or its nominees, acting in their capacity as record holders of the ordinary shares deposited with the depositaries for Euroclear and Clearstream, respectively, any rights to subscribe for additional shares or rights of any other nature, each of Euroclear and Clearstream will, respectively, endeavor to inform investors of the terms of any such rights of which it becomes aware in accordance with the applicable provisions in the aforementioned regulations and procedures. Such rights will be exercised, insofar as practicable and permitted by applicable law, according to written instructions received from investors, or, alternatively, such rights may be sold and, in such event, the net proceeds to be received by the Company from the Offering will be credited to the cash account maintained on behalf of the investor with Euroclear or Clearstream.

### **Tender Offers**

Tender offers are governed in Spain by articles 128 et seq. of the Securities Market Law and Royal Decree 1066/2007 which implement Directive 2004/25/EC of the European Parliament and of the Council of April 21, 2004. Other than the referred tender offer regulation, there is no other special regulation in Spain that may govern mandatory tender offers over the ordinary shares of the Company.

Tender offers in Spain may qualify as either mandatory or voluntary.

Mandatory tender offers must be launched for all the shares of the target company and all other securities that might directly or indirectly entitle a holder thereof to acquire or subscribe such shares (including, without limitation, convertible and exchangeable notes) at an equitable price, and not subject to any conditions, when any person or entity acquires control of a Spanish listed company, whether such control is obtained:

- By means of the acquisition of shares or other securities that directly or indirectly entitle a holder thereof to subscribe or acquire voting shares in such company.



- Through shareholder agreements with shareholders or other holders of such securities.
- As a result of other situations of equivalent effect as provided in the applicable Spanish regulation on tender offers (which constitute indirect control acquired through mergers, share capital decreases or changes in the target's treasury shares).

In addition, if, exclusively as a consequence of the variation in the total number of voting rights of a company resulting from the existence of Loyalty Shares with double voting rights, any shareholder should reach, directly or indirectly, a number of voting rights equal to or greater than 30%, such shareholder may not exercise the voting rights exceeding such percentage without launching a mandatory public tender offer aimed at the entire share capital. In this case, the tender offer shall be made within three months from the date on which the 30% threshold was exceeded and the rules relating to the determination of the equitable price shall apply to it. However, the launch of a tender offer shall not apply if, within three months from the date on which the threshold of 30% of the voting rights was exceeded, such shareholder disposes of the number of shares necessary to reduce the voting rights in excess of 30% or waives the voting rights attached to its Loyalty Shares in excess of 30% of the voting rights.

A person or entity is deemed to have control over a target company, either individually or jointly with other parties acting in concert, whenever:

- It acquires, directly or indirectly, a percentage of the company's voting rights equal to or greater than 30%.
- It has acquired a percentage that is less than 30% of the voting rights and appoints, during the 24-month period following the date of acquisition of such percentage, a number of directors that, together with those already appointed by it (if any), represents more than half of the members of the target company's board of directors. The Spanish regulation on tender offers also sets forth certain situations where directors are deemed to have been appointed by the bidder or persons acting in concert therewith unless evidence to the contrary is provided.

For the purposes of calculating the percentages of voting rights acquired, the Spanish regulation establishes the following rules:

- Percentages of voting rights corresponding to: (i) companies belonging to the same group as the bidder; (ii) members of the board of directors of the bidder or of companies of its group (unless evidence to the contrary is provided); (iii) persons acting in concert with or on behalf of the bidder; (iv) voting rights which may be exercised freely and over an extended period by the bidder under proxy granted by the actual holders or owners of such rights, in the absence of their specific instructions with respect thereto; and (v) shares held by a nominee (such nominee being a third party whom the bidder totally or partially covers against the risks related to acquisitions or transfers of the shares or the possession thereof), will be deemed to be held by the bidder.
- Both the voting rights arising from the ownership of shares and those enjoyed under a usufruct or pledge or under any other contractual title, will also be deemed to be held by the bidder.
- The percentage of voting rights shall be calculated based on the entire number of the company's shares with voting rights, even if the exercise of such rights has been suspended. Treasury stock held directly or indirectly by the target company (according to the information available on the date of calculation of the percentage of voting rights held by the bidder) shall be excluded from the calculation. Non-voting shares shall be taken into consideration only when they carry voting rights pursuant to applicable law.
- Acquisitions of securities or other financial instruments which entitle the holder to the subscription, conversion, exchange or acquisition of shares which carry voting rights will not result in the obligation to launch a tender offer until such subscription, conversion, exchange or acquisition occurs.

Notwithstanding the foregoing, upon the terms established in the applicable Spanish regulation on tender offers, the CNMV will conditionally exempt a person or entity from the obligation to launch a mandatory bid when another person or entity not

acting in concert with the potential bidder, directly or indirectly holds an equal or greater voting percentage in the target company.

Spanish regulations establish certain exceptions where control is obtained but no mandatory tender offer is required, including, among others:

- Subject to the CNMV's approval, acquisitions or other transactions resulting from the conversion or capitalization of claims into shares of listed companies if their financial feasibility is subject to serious and imminent danger provided that such transactions are intended to ensure the company's financial recovery in the long term. The approval of the CNMV will not be required if the acquisition takes place in the context of a refinancing agreement under the restated text of the Insolvency Law approved by Royal Legislative Decree 1/2020 of May 5.
- In the event of a merger, provided that those acquiring control did not vote in favor of the merger at the relevant general meeting of shareholders of the target company and provided also that it can be shown that the primary purpose of the transaction is not the takeover but an industrial or corporate purpose.
- When control has been obtained after a voluntary bid for all of the securities, if either the bid has been made at an equitable price or has been accepted by holders of securities representing at least 50% of the voting rights to which the bid was directed (excluding voting rights already held by the bidder and those belonging to shareholders who entered into an agreement with the bidder regarding the tender offer).

The price of the mandatory tender offer is deemed to be equitable when it is at least equal to the highest price paid by the bidder or any person acting in concert therewith for the same securities during the twelve months preceding the announcement of the tender offer. Other rules used to calculate such equitable price are set forth in the applicable Spanish regulation. However, the CNMV may change the price determined pursuant to such rules in certain circumstances (such as, extraordinary events affecting the price or evidence of market manipulation). Moreover, following the outbreak of the COVID-19 pandemic, mandatory tender offers over Spanish targets are equally subject to the shareholder-protective provisions discussed below for voluntary tender offers.

Mandatory offers must be launched as soon as possible and at any event within one month from the acquisition of the control of the target company.

Voluntary tender offers may be launched in those cases in which a mandatory offer is not legally required. Voluntary offers are subject to the same rules established for mandatory offers except for the following:

- They might be subject to certain conditions (such as amendments to the bylaws or adoption of certain resolutions by the general meeting of shareholders of the target company, acceptance of the offer by a minimum number of shares of the target company, approval of the offer by the general meeting of shareholders of the bidder; and any other condition deemed by the CNMV to be in accordance with law), provided that the fulfillment of such conditions may be verified by the end of the offer acceptance period.
- They may be launched at a price other than an equitable price.

Notwithstanding the foregoing, by way of exception, the price in a voluntary tender offer must be the higher of (i) the equitable price and (ii) the price resulting from an independent valuation report having regard to generally-accepted fundamental enterprise valuation methodologies, must be approved by the CNMV and must at least consist of cash as an alternative if certain circumstances have occurred during the two years prior to the announcement of the offer (basically, where the trading price for the shares being affected by price manipulation practices, market or share prices being affected by natural disasters, force majeure, or other exceptional events, or the target company being subject to expropriation or confiscation resulting in significant impairment of the target company's real value). The CNMV has held that these shareholder-protective provisions apply to voluntary tender offers over Spanish target companies following the outbreak of the COVID-19 pandemic in March 2020.

The Spanish regulation on tender offers sets forth further relevant provisions, including, among others:

- The board of directors of the target company will be exempt from the prohibition to carry out frustrating or defensive actions against a foreign bidder provided the latter's board of directors is not subject to equivalent passivity rules and subject to prior approval by the company's general meeting of shareholders within the 18-month period before the date of the public announcement of the tender offer.
- Defensive measures included in a listed company's bylaws and transfer and voting restrictions included in agreements among a listed company's shareholders will remain in place whenever the company is the target of a tender offer, unless the shareholders decide otherwise (in which case any shareholders whose rights are diluted or otherwise adversely affected shall be entitled to compensation at the target company's expense).
- Squeeze-out and sell-out rights will apply provided that following a mandatory tender offer (or as a result of a voluntary offer for all of the target's share capital) the bidder holds shares representing at least 90% of the target company's voting share capital and the tender offer has been accepted by the holders of securities representing at least 90% of the voting rights over which the offer was launched.
- Subject to limited exceptions, the delisting of the shares of a listed company from the Spanish stock exchanges requires the launching by the issuer or, if so approved by the general shareholders meeting, a third party, of a mandatory delisting offer subject to similar rules as to the minimum price to be offered described above for voluntary tender offers following the COVID-19 pandemic.

The Company has never been the target of a tender offer by a third-party bidder over the ordinary shares of the Company.

## PLAN OF DISTRIBUTION

### General Overview of the Offering

The Company is offering New Offered Shares in the Offering as is required to raise gross proceeds of approximately €375 million. Nevertheless, the Company has approved a share capital increase resolution for a maximum effective amount (including par value and share issue premium) of €425 million and has reserved the option to increase the number of New Offered Shares so as to raise up to a maximum of €425 million in gross proceeds (if, and to the extent that, the change of control clause under our outstanding 2021 Notes is not triggered as a result of this exercise) the exercise of which, if applicable, will be made public by filing the corresponding other relevant information notice (*comunicación de otra información relevante*) with the CNMV by not later than the date of pricing of the Offering. In addition, the Offering will include, if the Over-allotment Option is exercised, in whole or in part, Additional Shares to be sold by the Selling Shareholders.

The Offering of New Offered Shares is distributed in the following two tranches:

- (i) Non-Qualified Investors Tranche: addressed to (A) certain employees of the Group (including the Senior Management other than the chief executive officer) (the “**Relevant Employees**”); and (B) the chief executive officer of the Company (to allow the fulfilment of his commitment to reinvest a portion of the liquidity bonus that will become payable by the Company to him on the pricing date of the Offering) and certain persons closely related or linked to (i) the Senior Management or (ii) the ultimate beneficial owners of the Company’s shareholders (collectively, the “**Related Investors**” and together with the Relevant Employees the “**Non-Qualified Investors**”). The total number of Related Investors to which the Offering has been addressed is fewer than 150 natural or legal persons;
- (ii) Qualified Investors Tranche: directed to qualified investors inside and outside of Spain, including a private placement in the United States to QIBs as defined in Rule 144A under the U.S. Securities Act, in reliance of such Rule 144A or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

### Tentative calendar of the Offering

The Company expects that the Offering will take place according to the tentative calendar set out below:

<u>Principal event</u>	<u>Date<sup>(1)</sup></u>
Approval and registration of the Prospectus with the CNMV	April 23, 2021
Commencement of the orders period for Non-Qualified Investors	April 23, 2021
Commencement of the book-building period	April 23, 2021
Finalization of the orders period for Non-Qualified Investors	April 29, 2021
Non-Qualified Investors Tranche final sizing and allocations of New Non-Qualified Investors Shares to Non-Qualified Investors	May 5, 2021
Finalization of the book-building period	May 5, 2021
Setting of the Offering Price <sup>(2)</sup> and the Employees Offering Price <sup>(3)</sup>	May 5, 2021
Execution of the Underwriting Agreement	May 5, 2021
Publication of the inside information notice ( <i>comunicación de información privilegiada</i> ) with the Offering Price <sup>(2)</sup> and the Employees Offering Price <sup>(3)</sup>	May 5, 2021
Allocations of New Qualified Investors Shares	May 5, 2021
Prefunding of the New Offered Shares by Banco Santander	May 6, 2021
Granting of the public deed of share capital increase	May 6, 2021

Filing and registration of the public deed of share capital increase with the Commercial Registry of Madrid	May 6, 2021
Transaction date and publication of an other relevant information notice ( <i>comunicación de otra información relevante</i> )	May 6, 2021
Admission and commencement of the Stabilization Period (on or about)	May 7, 2021
Settlement Date (on or about)	May 10, 2021
End of Stabilization Period (no later than)	June 4, 2021

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- (1) Each of the dates included in the above tentative calendar is subject to change without prior notice. Any change, including in particular any lengthening or shortening of the tentative calendar, will be made public by publishing the corresponding other relevant information notice (*comunicación de otra información relevante*) with the CNMV.
  - (2) Offering Price refers to the price (as the case may be) of the Qualified Investors Shares and the Related Investors Shares (except where the Offering Price is greater than the high end of the Offering Price Range, in which case the subscription price of the Related Investors Shares will be the high end of the Offering Price Range).
  - (3) Employees Offering Price refers to the subscription price of the Employees Shares, which will be the lower of the (i) Offering Price and (ii) the high end of the Offering Price Range, after the application of a 10% discount.

### **Non-Qualified Investors Tranche**

The Non-Qualified Investors Tranche shall consist of an amount to be subscribed for the New Offered Shares (the “**New Non-Qualified Investors Shares**”) which shall not exceed €11.5 million (after application of the Employee Discount, as defined below, as applicable to the Relevant Employees) (the “**Non-Qualified Investors Tranche Maximum Amount**”).

If the total amount of orders placed under the Non-Qualified Investors Tranche fail to cover the Non-Qualified Investors Tranche Maximum Amount, the remainder will be considered New Qualified Investors Shares for all purposes in the Offering. Conversely, if after the conclusion of the Order Period (as defined below) there is an oversubscription of the Non-Qualified Investors Tranche (that is, the amount of orders placed by Non-Qualified Investors exceeds the Non-Qualified Investors Tranche Maximum Amount), then the allocation of shares among Non-Qualified Investors shall be made in accordance with the rules described under “—*Common features of the Non-Qualified Investor Sub-Tranches. Allocation of orders among the Non-Qualified Investor Sub-Tranches*”.

The Non-Qualified Investors Tranche is divided into two sub-tranches: the Employees Sub-Tranche and the Related Investors Sub-Tranche. All orders from Relevant Employees and Related Investors (as defined below) shall comply with certain requirements as described below.

#### **Employees Sub-Tranche**

The Company is initially offering to the Relevant Employees certain New Non-Qualified Investors Shares (the “**Employees Shares**”). The Relevant Employees will be entitled to place orders to subscribe Employees Shares (each, an “**Employee Order**”) for a minimum amount of €500 (the “**Minimum Employee Order Amount**”) and a maximum of €100,000 (the “**Maximum Employee Order Amount**”). In any case, the aggregate amount of Employee Orders is subject to the limit of the Non-Qualified Investors Tranche Maximum Amount.

In order to qualify as a Relevant Employee, the employee needs to be, as of the date of this Prospectus, on the payroll of the Company (excluding the chief executive officer), Otras Producciones de Energía Fotovoltaica S.L. and OPDE O&M, S.L.. The total number of employees that qualify as Relevant Employees amounts to 92. The Offering is limited to employees resident in Spain. Relevant Employees must hold a cash account and a securities account with Banco Santander, into which they must make a cash deposit or transfer an amount equal to the amount in euros expressed in their Employee Order. For the avoidance of doubt, the chief executive officer of the Company does not qualify as a Relevant Employee for the purpose of the Offering

and its undertaking to reinvest part of the CEO IPO Bonus in the Company will be fulfilled through the placing of an order in the Related Investors Sub-Tranche at the Related Investors Offering Price (see “*–Related Investors Sub-Tranche*” below).

The Employees Shares will be subscribed by the Relevant Employees at the lower of: (i) the high-end of the Offering Price Range, after application of the Employee Discount, as defined below, or (ii) the Offering Price, after application of the Employee Discount (as defined below), which will be determined and announced by the Company through an inside information notice (*comunicación de información privilegiada*) concurrently with the announcement of the Offering Price (the “**Employees Offering Price**”) on or about May 5, 2021. For the avoidance of doubt, the Employees Offering Price will not be higher than €4.68 per Share (the “**Employees Maximum Offering Price**”), which is equivalent to the high-end of the Offering Price Range, after application of the Employee Discount.

The “Employee Discount” consists of a 10% discount.

In consideration for the Employee Discount, each Relevant Employee acquiring Employees Shares will agree in the relevant contractual and subscription documentation to a lock-up period of 365 days (starting on the date of Admission, which is expected to occur on or about May 7, 2021) during which the disposal of the relevant Employees Shares will be subject to certain restrictions as set forth under “*–Lock-up—Relevant Employees lock-up agreement with the Company*”.

#### ***Related Investors Sub-Tranche***

The Company is initially offering to the Related Investors certain New Non-Qualified Investors Shares (the “**Related Investors Shares**”). Related Investors will be entitled to place orders to subscribe Related Investors Shares (each, a “**Related Investors Order**”), for a minimum amount of €10,000 (the “**Minimum Related Investors Order Amount**”) and a maximum amount of €1,000,000 (the “**Maximum Related Investors Order Amount**”). As an exception to the foregoing, the amount that the chief executive officer shall reinvest in the Company will not be subject to the Maximum Related Investors Order Amount.

The amount of Related Investors Orders is subject to (i) the limit of the Non-Qualified Investors Tranche Maximum Amount and (ii) the amount of Employee Orders in the Employees Sub-Tranche.

Related Investors include only persons resident in the European Union. Related Investors shall also be required to hold a cash account and a securities account with Banco Santander, into which they must make a cash deposit or transfer in an amount equal to the amount in euros of the Related Investors Order.

The Related Investors Shares will be subscribed by Related Investors, as calculated by the Company, at the lower of: (i) the high-end of the Offering Price Range, or (ii) the Offering Price which will be determined and announced by the Company through an inside information notice (*comunicación de información privilegiada*) (the “**Related Investors Offering Price**”) on or about May 5, 2021. For the avoidance of doubt, the Related Investors Offering Price will not be higher than €5.20 per Share (the “**Related Investors Maximum Offering Price**”), which is equivalent to the high-end of the Offering Price Range.

There will be no lock-up in connection with the Related Investors Shares except for the Related Investors Shares subscribed by the chief executive officer in the Offering which will be subject to a lock-up period of 365 days (see “*–CEO lock-up agreement with the Company*” below).

#### ***Common features of the Non-Qualified Investor Sub-Tranches. Allocation of orders among the Non-Qualified Investor Sub-Tranches***

The Relevant Employees and the Related Investors have received confirmation from the Company on their eligibility to place orders under their corresponding sub-tranche and their identity has been notified by the Company to the Joint Global Coordinators.

Orders from Relevant Employees and Related Investors may be placed to the Company immediately after the approval and registration of this Prospectus with the CNMV up to (and including) April 29, 2021 (the “**Order Period**”) and will have to be followed by the deposit of an amount equal to the amount in euros of the corresponding order placed in the cash account linked to the securities account opened with Banco Santander. No order will be considered as effectively made if the aforementioned deposit is not carried out within the Order Period, with the exception of the order from the chief executive officer who shall

place his order to subscribe the CEO IPO Bonus Shares in the Related Investors Sub-Tranche until May 5, 2021 (date when the Offering Price will be set and thus the CEO IPO Bonus becomes due and payable).

Employee Orders and Related Investors Orders will express the euro amount which each Relevant Employee and Related Investor is willing to invest, considering, on the one hand, the Minimum Employee Order Amount and the Minimum Related Investors Order Amount and, on the other hand, the Maximum Employee Order Amount and the Maximum Related Investors Order Amount. Orders below or above these minimum and maximum amounts will not be accepted and will be disregarded.

Orders from Relevant Employees and Related Investors will be irrevocable, except in the exceptional case where a supplement to this Prospectus is published. In such event, Relevant Employees and Related Investors will be granted the possibility to revoke their respective Orders, by written notice to the Company, within the term of three business days from the date of publication of the supplement, provided that the significant new factor, material mistake or material inaccuracy which has triggered the publication of the supplement arose or was noted before the registration of the public deed of share capital increase with the Commercial Registry of Madrid. A supplement will be published only in case of existence of a new significant factor, or a material inaccuracy or material error in the information included in this Prospectus which, in each case, (i) can have an impact on the assessment of the value of the Shares, and (ii) is known or arises between the date of publication of the Prospectus and Admission. On the date of pricing of the Offering, which is expected to occur on or about May 5, 2021, the Company, after reviewing the notices and deposits carried out by the corresponding Relevant Employees and Related Investors in connection with the relevant orders made, shall determine the final sizing of the Non-Qualified Investors Tranche (that is, the allocation of the definitive number of New Non-Qualified Investors Shares to Non-Qualified Investors).

If after the end of the Order Period, there is no oversubscription of the Non-Qualified Investors Tranche (that is, the amount of orders placed by Non-Qualified Investors does not exceed the Non-Qualified Investors Tranche Maximum Amount), the number of New Offered Shares to be allocated to every Non-Qualified Investor will be determined by dividing the euro amount included in the relevant order by the Employees Offering Price or the Related Investors Offering Price, as applicable, and rounding the resulting number downwards to the nearest whole number.

If after the end of the Order Period, there is an oversubscription of the Non-Qualified Investors Tranche (that is, the amount of orders placed by Non-Qualified Investors exceeds the Non-Qualified Investors Tranche Maximum Amount), then the allocation of shares among Non-Qualified Investors shall be made in accordance with the rules described below. Orders placed under the Employees Sub-Tranche and the order placed by the chief executive officer pursuant to its undertaking to reinvest a part of the CEO IPO Bonus shall have priority over the orders placed under the Related Investors Sub-Tranche (other than the chief executive officer's order) which, as the case may be, may be unallocated in its entirety.

The Non-Qualified Investors Tranche Maximum Amount has been set by the Company considering (a) the total number of employees that qualify as Relevant Employees and the Maximum Employee Order Amount (see “–Employees Sub-Tranches” above), and (b) the portion of the CEO IPO Bonus which the chief executive officer has undertaken to reinvest in the Offering at the Related Investors Offering Price; so the amount of orders placed under the Employees Sub-Tranche (together with the order to be placed by the chief executive officer in the Related Investors Sub-Tranche) does not exceed such Non-Qualified Investors Tranche Maximum Amount. Therefore, no pro rata allocation (*pro rata*) among Employee Orders will be required.

If, after the end of the Order Period, the amount of orders placed by Non-Qualified Investors exceeds the Non-Qualified Investors Tranche Maximum Amount (i) orders placed under the Employees Sub-Tranche and the order placed by the chief executive officer in the Related Investors Sub-Tranche will be allocated in their entirety and (ii) to the extent there are any remaining New Non-Qualified Investors Shares, a pro rata allocation (*pro rata*) among Related Investors Orders (other than the chief executive officer's order) would apply, according to the following rules:

- (i) Related Investors Orders expressed in euros will be converted into orders expressed in number of Non-Qualified Investors Shares by dividing the euro amount included in the order by the Related Investor Maximum Offering Price. If the resulting number is not a whole number, the number of Non-Qualified Investors Shares shall be rounded down to the nearest whole number;

- (ii) All Related Investors Orders placed will be allocated such number of New Non-Qualified Investors Shares resulting from dividing €10,000 (Minimum Related Investors Order Amount) by the Related Investors Maximum Offering Price, rounded down to the nearest whole number; or
- (iii) If the number of New Non-Qualified Investors Shares available for allocation to Related Investor Orders, after allocating in full all of the Employee Orders and the order placed by the chief executive officer pursuant to its subscription commitment, is insufficient to effect the allocation provided in (ii), then the New Non-Qualified Investors Shares will be allocated to each of the Related Investors proportionally (on a pro-rata allocation basis) to the number of New Non-Qualified Investors Shares ordered by such investor; and
- (iv) If the allocation contemplated in (ii) has been effected in full, then the remaining New Non-Qualified Investors Shares shall be allocated to each of the Related Investors proportionally (on a pro-rata allocation basis) to the number of New Non-Qualified Investors Shares ordered by such investor and not allocated pursuant to the allocation set out in (ii) above.

As a general principle, the following rules shall apply: (i) in case of fractions, the resulting number of New Non-Qualified Investors Shares to be assigned shall be rounded down to the nearest whole number; (ii) the percentages to be used for the proportional allocation under paragraph (iii) above shall be also rounded down to the nearest whole number and up to three decimals; and (iii) no Related Investor shall be assigned a greater number of New Non-Qualified Investors Shares than that resulting from his or her order.

The Agent Bank shall apply the above rules for the purposes of allocating the shares.

#### **Qualified Investors Tranche**

The Qualified Investors Tranche consists of an initial offer of the New Qualified Investors Shares and, if the Over-allotment Option is exercised in whole or in part, the Additional Shares (jointly, the “**Qualified Investors Shares**”) to qualified investors inside and outside of Spain, including a placement in the United States to QIBs as defined in Rule 144A in reliance on such Rule 144A or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

The Offering of the Qualified Investors Shares will be conducted through a book-building process. During the book-building period, which is expected to start on April 23, 2021 and end on May 5, 2021 (both inclusive), the Managers will market the Qualified Investors Shares among investors in accordance with, and subject to, the selling and transfer restrictions set forth in this Prospectus (see “*Selling and Transfer Restrictions*”). Investors may make their subscription proposals during this period, indicating the aggregate euro amount they would be willing to invest to subscribe Qualified Investors Shares and the price at which they would be interested in subscribing or acquiring Shares.

The book-building period may be reduced or extended by agreement of the Company and the Joint Global Coordinators if, in the first case, the book of demand is sufficiently covered in their view before the end of the book-building period or, in the second case, if they understand that an extension of the book-building period for up to one additional week is convenient to ensure the success of the Offering. In the event there is such a reduction or extension of the book-building period, the Company will inform the market through the publication of an other relevant information notice (*comunicación de otra información relevante*) as well as about the subsequent steps in the tentative calendar of the Offering, which may be postponed or brought forward accordingly.

Subscription proposals made by qualified investors for the Qualified Investors Shares constitute only an indication of their interest in the Qualified Investors Shares and shall not be binding on any qualified investors nor for the Company. However, following determination of the Offering Price and allocation of the Qualified Investors Shares to investors, each Manager shall inform qualified investors having placed any subscription proposal before such Manager of the final number of Qualified Investors Shares allocated to them, if any, and shall require confirmation of such subscription proposals. Once a subscription proposal has been confirmed by an investor, it becomes binding and irrevocable, except in the exceptional case where a supplement to this Prospectus is published. In such event, investors would be granted the possibility to revoke their respective



subscription proposals, prior written notice to the Managers, within a term of three business days from the date of publication of the supplement, provided that the significant new factor, material mistake or material inaccuracy which has triggered the publication of the supplement arose or was noted before the registration of the public deed of share capital increase with the Commercial Registry of Madrid. A supplement will be published only in case of existence of a new significant factor, or a material inaccuracy or material error in the information included in this Prospectus which, in each case, (i) can have an impact on the assessment of the value of the Shares, and (ii) is known or arises between the date of publication of the Prospectus and Admission.

Qualified investors will be expected to confirm their subscription proposals to their custodian entities responsible for the “billing and delivery” including in their settlement instructions the 35 digits corresponding to each of the final qualified investor’s settlement account in Iberclear and the 20 digits corresponding to each final qualified investor’s securities account in an Iberclear participant. Failure to furnish such instructions to their respective “billing and delivery” entities may result in qualified investors not being allocated Qualified Investors Shares or custodians not accepting settlement.

The Company and the Selling Shareholders have discussed with the Joint Global Coordinators their principles for allocation, the factors they believe to be relevant to the allocation and pricing of the Qualified Investors Shares and have agreed objectives and process for the allocation and pricing of the Qualified Investors Shares. The Joint Global Coordinators will take into account their prudential responsibilities to manage their risk properly when agreeing the allocation, pricing and timing. The Managers, the Company and the Selling Shareholders will collectively determine the definitive allocation of the Shares to investors on the date of pricing of the Offering, which is expected to occur on or about May 5, 2021. Any disagreement between the Managers, on the one hand, and the Company and the Selling Shareholders, on the other hand, with respect to allocation preferences will be resolved at the absolute discretion of the Company and the Selling Shareholders. Notwithstanding the foregoing, the Company may not reject subscription requests if such rejection would entail the Managers having to fulfil their respective underwriting commitments in whole or in part.

**The Underwriting Agreement**

The Company, the Selling Shareholders and the Managers are expected to enter into an underwriting agreement (the “Underwriting Agreement”) with respect to the New Qualified Investors Shares being offered by the Company and, if any, the Additional Shares to be sold by the Selling Shareholders with respect to the Over-allotment Option, on the date of the setting of the Offering Price (expected to be on or about May 5, 2021). Subject to the satisfaction of certain conditions set out in the Underwriting Agreement, each Manager will agree, severally but not jointly, nor jointly and severally, to procure subscribers for or, failing which, to subscribe such percentage of the total number of Qualified Investors Shares as is set forth opposite its name in the following table:

<b>Managers</b>	<b>% Qualified Investors Shares</b>
Banco Santander, S.A.	34.0
Citigroup Global Markets Europe AG	34.0
BofA Securities Europe S.A.	12.5
Joh. Berenberg, Gossler & Co. KG	7.5
Alantra Capital Markets, S.V, S.A.	6.0
RBC Capital Markets (Europe) GmbH	6.0

In consideration of the agreement by the Managers to procure subscribers for or, failing which, to subscribe the Qualified Investors Shares, the Company and the Selling Shareholders, in proportion to the respective number of Shares issued or sold by them in the Offering, will pay to the Managers a base fee totaling 2.50% of the gross proceeds of the Offering (including, if applicable, any gross proceeds relating to the Over-allotment Option). In addition, the Company and the Selling Shareholders

may, at the Company's and the Selling Shareholders' sole and absolute discretion, pay to the Managers a discretionary fee of up to 1.25% of the gross proceeds of the Offering (including, if applicable, any gross proceeds relating to the Over-allotment Option) to be distributed among the Managers as determined by the Company and the Selling Shareholders. Furthermore, the Company and the Selling Shareholders will agree to reimburse the Managers for certain customary expenses.

Likewise, and in consideration for the assistance provided by Banco Santander in the design, execution and processing of the Non-Qualified Investors Tranche, the Company will pay a flat fee of €40,000 to Banco Santander, regardless of the amount subscribed and orders placed in such tranche generally or processed by each entity in particular.

The Underwriting Agreement provides that the obligations of the Managers are subject to certain customary conditions precedent. The Company and the Selling Shareholders will give the Managers customary representations and warranties in the Underwriting Agreement.

The Underwriting Agreement will also provide that the Company will, subject to certain exceptions, indemnify the Managers against certain liabilities, including liabilities under applicable securities laws that may arise in connection with the Offering. In addition, the Underwriting Agreement may be terminated in certain circumstances (see "*Withdrawal and Revocation of the Offering—Revocation of the Offering*").

The exact number of Qualified Investors Shares to be underwritten by each of them shall be fixed if and when the Underwriting Agreement is entered into. The Company will inform the market of any amendment of the number or identity of Managers, or of the percentage of Qualified Investors Shares underwritten by any of them which may occur through publication of a relevant inside information notice (*comunicación de información privilegiada*).

If one or more of the Managers shall fail at the closing time to subscribe the Qualified Investors Shares which it or they are obliged to subscribe under the Underwriting Agreement (the "**Defaulted Shares**"), the Joint Global Coordinators shall have the right but not the obligation, within 24 hours thereafter (or as otherwise may be agreed among the Joint Global Coordinators, the Company and the Selling Shareholders), to make arrangements for one or more of the non-defaulting Managers, or any other Managers, to subscribe all, but not less than all, of the Defaulted Shares in such amounts as may be agreed and upon the terms set forth herein; if, however, the Joint Global Coordinators shall not have completed such arrangements within such 24-hour period, then:

- (i) if the number of Defaulted Shares does not exceed 15% of the number of Qualified Investors Shares to be subscribed for on such date, the Company and/or any the Selling Shareholder in its sole discretion may request the subscription of the full amount thereof by (a) each of the non-defaulting Managers, acting severally and not jointly, in the proportions that their respective underwriting obligations bear to the underwriting obligations of all non-defaulting Managers or (b) any other underwriter that the Company and the Selling Shareholders might appoint in its sole and absolute discretion; or
- (ii) if the number of Defaulted Shares exceeds 15% of the number of Qualified Investors Shares to be subscribed for on such date, the respective obligations of the Managers to subscribe, and of the Company and the Selling Shareholders to sell, Qualified Investors Shares shall terminate without liability on the part of any non-defaulting Manager, and the Offering will be therefore revoked.

As a consequence of a default or partial default as described in item (i) above, the Company shall publish a supplement to the Prospectus pursuant to article 23 (1), (2) and (2 *bis*) of the Prospectus Regulation, and the investors that have already subscribed New Offered Shares before such supplement is published, shall have the right, exercisable within three business days after the publication of such supplement, to withdraw their orders.

#### **Payment and settlement of the New Offered Shares**

The transaction date of the Offering (*fecha de operación bursátil*) (the "**Transaction Date**") is expected to be on or about May 6, 2021. On the Transaction Date, investors' payment orders will be processed via the Spanish Stock Exchanges and Iberclear and assuming the Managers have not exercised the termination rights contained in the Underwriting Agreement, investors shall be entitled to receive the New Offered Shares subscribed for in the Offering.

In order to expedite the listing of the shares of the Company, it is expected that the Banco Santander, in its capacity as prefunding bank, will subscribe and pay for the New Offered Shares on the Transaction Date, acting in the name and on behalf of the Managers (and each Manager acting on behalf of the final investors), and acting in the name and for the account of each Non-Qualified Investor.

Payment for the New Offered Shares by the prefunding bank is expected to be made to the Company by 8:00 a.m. CET on the Transaction Date in its account maintained with Banco Santander, as the agent bank (the “**Agent Bank**”).

Following receipt of the subscription funds due, the Company shall declare the amount of the share capital increase corresponding to the relevant number New Offered Shares newly issued closed and grant the corresponding share capital increase public deed before a Spanish Notary Public, for its subsequent registration with the Commercial Registry of Madrid. Granting of the capital increase public deed before a Spanish Notary and registration with the Commercial Registry of Madrid is expected to take place on or about May 6, 2021. Following registration, a notarial testimony of the share capital increase public deed duly registered, will be delivered to the CNMV, Iberclear and the Madrid Stock Exchange, as the lead stock exchange for the listing of the New Offered Shares.

Following such delivery, the latter will inform the Agent Bank through the corresponding Iberclear participants of the relevant registration details relating to the relevant New Offered Shares issued as result of the share capital increase and temporarily allocated to them in accordance with their pre-funding obligations.

The Company will request admission to listing and trading of its ordinary shares on the Spanish Stock Exchanges and through the AQS as soon as possible. Admission is expected to take place on or about May 7, 2021. If there is any delay in the admission to listing and trading of the ordinary shares on the Spanish Stock Exchanges, the Company will publicly announce, via an other relevant information notice (*comunicación de otra información relevante*), such delay and a revised expected date of Admission.

Payment by the final investors for the New Offered Shares subscribed and paid for on the Transaction Date by the prefunding bank, will be made no later than the second business day after the Transaction Date against delivery through the facilities of Iberclear of the New Offered Shares to final investors, which is expected to take place on or about May 10, 2021 (the “**Settlement Date**”).

The Shares are expected to be admitted to listing on the Spanish Stock Exchanges and quoted through the AQS on or about May 7, 2021, under the symbol “OPDE”.

### **Agent Bank**

Banco Santander, with registered address at Paseo de Pereda 9-12, 39004, Santander, Spain, will act as Agent Bank in the Offering. The Agent Bank will be responsible for, among other things: issuing a certificate confirming payment for the New Offered Shares for the purposes of notarizing the corresponding capital increase; instructing the entities participating in the Offering on the procedures applicable to its execution; receiving and processing information on the selection and confirmation of subscription proposals and collaborating in the allocation of the New Offered Shares to the final investors (including without limitation applying the pro rata allocation rules (*prorrateo*) for the purposes of allocating the New Non-Qualified Investors Shares); and cooperating with the Company in the Admission process.

### **Pricing of the Offering**

Prior to the Offering, there has been no public market for the ordinary shares of the Company.

### **Offering Price Range**

It is expected that the Offering Price will be within the Offering Price Range. The Offering Price Range is indicative only and may change during the course of the Offering. The Offering Price Range is €4.26 to €5.20 per Share. The Offering Price Range has been determined by the Company and the Selling Shareholders, in agreement with the Joint Global Coordinators and no independent experts were consulted in determining the Offering Price Range.

Among the factors considered in determining the Offering Price Range were the Company's future prospects and the prospects of its industry in general, the Company's revenues, EBITDA<sup>(APM)</sup> and certain other financial and operating information in recent periods, and the financial ratios, market prices of securities and certain financial and operating information of companies engaged in activities similar to the Company's activities.

The Offering Price Range is indicative only, it may change during the course of the Offering and the Offering Price may be set higher or lower than the Offering Price Range. However, for the avoidance of doubt, the Employees Offering Price and the Related Investors Offering Price will not be higher than the Employees Maximum Offering Price and the Related Investors Maximum Offering Price, respectively.

There can be no assurance that the prices at which the Shares will sell in the public market after the Offering will not be lower than the Offering Price Range or that an active trading market in the Shares will develop and continue after the Offering. See "Risks Factors—Risks Relating to the Offering and the Shares—Our ordinary shares are exposed to trading risks and other external factors".

#### **Offering Price and number of New Offered Shares**

The Offering Price will be determined by the Company, the Selling Shareholders and the Joint Global Coordinators upon the finalization of the book-building period (expected to be on or about May 5, 2021). The Offering Price will be announced through an inside information notice (*comunicación de información privilegiada*) reported to the CNMV. No independent experts will be consulted in determining the Offering Price. The final number of New Offered Shares (including the New Non-Qualified Investors Shares and the Qualified Investors Shares) will be announced through that same inside information notice (*comunicación de información privilegiada*).

#### **Expenses and taxes charged to the investor**

The Company and the Selling Shareholders will not charge investors any expenses in addition to the Offering Price.

Purchasers of Shares may be required to pay stamp taxes and other charges in compliance with the laws and practices of their country of purchase in addition to the Offering Price.

In addition, investors will have to bear any commissions payable to financial intermediaries through which they will hold the Shares.

#### **Expenses**

Due to the difficulty in determining the expenses incurred as of the date of this Prospectus, for purely informational purposes, the following table sets forth the estimated expenses payable by the Company and the Selling Shareholders in relation to the Offering (excluding applicable VAT):

<b>Expenses</b>	<b>Company</b>	<b>Selling Shareholders</b>
	<i>(in euros)</i>	
Underwriting commissions <sup>(1)</sup>	14,062,500	1,406,250
Legal, financial advisory and audit services	5,530,000	-
Other expenses <sup>(2)</sup>	750,000	-
<b>Total</b>	<b>20,342,500</b>	<b>1,406,250</b>

(1) Assuming that (i) the Company raises gross proceeds of approximately €375 million in the Offering; (ii) the Non-Qualified Investors Tranche is unsubscribed (and thus the Qualified Investors Tranche is increased accordingly); (iii) the Over-allotment Option is entirely exercised; and (iv) the discretionary commission to the Managers is paid in full.

(2) Notary public, Commercial Registry, Iberclear's fee, Spanish Stock Exchanges' fees, CNMV's fee, roadshow and investor meetings expenses.

Assuming that the Over-allotment Option is entirely exercised and the discretionary commission is paid in full, the fees and expenses (including commissions) payable by the Selling Shareholders would total €1.4 million.

The fees and expenses payable by the Company are expected to amount to €20.34 million assuming that the Company raises gross proceeds of approximately €375 million in the Offering, the Non-Qualified Investors Tranche is unsubscribed (and thus the Qualified Investors Tranche is increased accordingly) and the discretionary commission to the Managers is paid in full.

## **Withdrawal and revocation of the Offering**

### ***Withdrawal of the Offering***

The Company and the Selling Shareholders expressly reserve the right to withdraw the Offering, postpone it, defer it or suspend it temporarily or indefinitely for any reason at any time before the setting of the Offering Price. The Company will notify the CNMV, the Agent Bank and the Joint Global Coordinators of the withdrawal of the Offering on the date that the withdrawal takes place or as soon as practicable thereafter.

### ***Revocation of the Offering***

The Offering will be revoked (i) if the Underwriting Agreement is not signed on or before 03:00 a.m. (CET) on the date following the day on which the Offering Price is due to be set (which is expected to be May 5, 2021) or such later date as is determined in case of any postponement thereof duly notified to the CNMV; (ii) if the Offering is suspended or withdrawn by any judicial or administrative authority; (iii) if the Company's shares are not admitted to listing on the Spanish Stock Exchanges before 11:59 p.m. (CET) on May 14, 2021; or (iv) if the Underwriting Agreement is terminated upon the occurrence of the following customary termination provisions set forth in the Underwriting Agreement at any time until the time of registration of the public deed of share capital increase relating to the issuance of the New Offered Shares with the Commercial Registry of Madrid:

1. there has been, in the good faith judgment of the Joint Global Coordinators, a breach by the Company or the Selling Shareholders of any of the representations or warranties contained in the Underwriting Agreement or any of the representations and warranties of the Company or the Selling Shareholders contained in the Underwriting Agreement is not, or has ceased to be, true and correct, or a material breach by the Company or the Selling Shareholders of any of the undertakings given in the Underwriting Agreement has occurred;
2. the CNMV or any other relevant authority suspends or revokes any necessary approval for the Offering;
3. since the time of execution of the Underwriting Agreement, there has been, in the good faith judgment of the Joint Global Coordinators, any Material Adverse Effect, as defined therein, or any development reasonably likely to result in a Material Adverse Effect;
4. there has occurred (i) any material adverse change in the financial markets in Spain, the United States, the United Kingdom, Italy, France, Germany, Sweden, Luxembourg, Netherlands, Belgium and Ireland, or the international financial markets, (ii) any outbreak of hostilities or escalation thereof or other calamity or crisis or (iii) any change or development involving a prospective change in national or international political, financial or economic conditions, or currency exchange rates, in each case, the effect of which event, individually or together with any other such event, in the good faith judgment of the Joint Global Coordinators, makes it impracticable or inadvisable to market the Qualified Investors Shares or to enforce contracts for the sale of the Qualified Investors Shares;
5. if trading generally on the Spanish Stock Exchanges, the London Stock Exchange, the New York Stock Exchange or in the NASDAQ System has been suspended or materially limited or a material disruption has occurred in commercial banking or securities settlement, payment or clearance services in Spain, the United States, the State of New York, the United Kingdom, Italy, France, Germany, Sweden, Luxembourg, Netherlands, Belgium and Ireland;

6. a moratorium on banking activities has been declared by the competent authorities of any of the European Union, Spain, the United States, the State of New York, the United Kingdom, Italy, France, Germany, Sweden, Luxembourg, Netherlands, Belgium and Ireland;
7. any new law or regulation or any change in existing law or regulation, or any change in the interpretation or application thereof by any court or other competent authority in or affecting Spain (other than the bill amending the Spanish Companies Law), any member state of the EEA, the United Kingdom and/or the United States, in the good faith judgment of the Joint Global Coordinators, (i) is materially adverse to, or is likely to materially and prejudicially affect, the business or financial or trading position or prospects of the Company, (ii) makes, or is likely to make, it impracticable or inadvisable to market the Qualified Investors Shares or enforce contracts for the sale of the Qualified Investors Shares, or (iii) is likely to result in the successful completion of the Offering being prejudiced; or
8. any of the following shall occur:
  - (i) at any time the Company publishes an amendment or supplement to the Prospectus, or a press or stock exchange release or regulatory information notice (*comunicación de información privilegiada* or *comunicación de otra información relevante*), (A) pursuant to applicable law or regulation or (B) that seeks to correct any untrue statement of a material fact or omission to state a material fact necessary in order that the Prospectus will not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading; or
  - (ii) the Company does not publish an amendment or supplement to the Prospectus in form and content reasonably satisfactory to the Joint Global Coordinators, after consultation with them, without undue delay and in accordance with applicable laws and stock exchange regulations, after, in each case, a good faith request by the Joint Global Coordinators for such publication based on information that the Joint Global Coordinators or their counsel (either as a result of having been notified of such information by the Company or otherwise) in good faith believe would be required to amend or supplement the Prospectus to ensure that it does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in the light of the circumstances under which such statements were made, not misleading,

if the effect of any such amendment or supplement, or decision not to so publish, by the Company, in the good faith judgment of the Joint Global Coordinators, (A) materially and adversely affects the Managers' compliance with securities laws, or (B) makes it impracticable or inadvisable to market the Qualified Investors Shares or to enforce contracts for the sale of the Qualified Investors Shares.

#### **Consequences of withdrawal or revocation**

In case of withdrawal or revocation of the Offering, all offers to subscribe the New Offered Shares (including the order to subscribe the Non-Qualified Investors Shares) shall be cancelled and all subscription orders related to the Offering shall be terminated. Additionally, the Company will have no obligation to issue and deliver the New Offered Shares and the investors (including for the purposes of this section, the Joint Global Coordinators in the name and on behalf of the Managers, and each Manager on behalf of the final investors) shall have no obligation to subscribe the New Offered Shares or any right to have the New Offered Shares delivered to them.

In the event that the New Offered Shares have already been issued (thus, the notarial deed of the capital increase has been registered with the Commercial Registry of Madrid) and paid for by investors before termination of the Offering takes place, the Company will repurchase the New Offered Shares that have been issued and paid, and then reduce its share capital and cancel the New Offered Shares in order to return the subscription monies received by the Company. The Company will repurchase the New Offered Shares for an amount equal to the monies paid by the investors in respect of the subscription of the New Offered Shares in the Offering, together with interest calculated at the statutory rate (*interés legal*) (currently set at

3%) from the date on which the investors deposited in the account held with the Agent Bank the amount corresponding to the subscription price of the New Offered Shares until the date on which the Company repays it.

The investors subscribing or purchasing Shares shall be deemed to have consented to the aforementioned repurchase of Shares.

We will publish the fact that the Offering has been revoked through an inside information notice (*comunicación de información privilegiada*) reported to the CNMV.

### **Authorizations of the Offering**

The Company's general shareholders' meeting approved to apply for Admission on April 15, 2021. On April 21, 2021, Company's general shareholders' meeting approved to carry out the offer of the New Offered Shares through the Offering and granted the necessary authority to the Board of Directors to issue the New Offered Shares. On April 15, 2021, the Board of Directors (with the composition as of such date described in "*Management and Board of Directors*") resolved to apply for Admission, and on April 21, 2021 resolved to carry out the Offering and approved a share capital increase in connection with the offering of the New Offered Shares.

The share capital increase resolution contemplates the possibility of an incomplete subscription. However, in the event of a reduction of the size of the Offering by the Company, the Company shall publish a supplement to the Prospectus pursuant to Article 23 (1), (2) and (2 *bis*) of the Prospectus Regulation, and the investors that have already subscribed New Offered Shares before such supplement is published, shall have the right, exercisable within three business days after the publication of such supplement, to withdraw their orders.

In addition, on March 31, 2021, Jalasa Ingeniería, S.L. Unipersonal, Aldrovi, S.L. and Marearoja Internacional, S.L. approved to carry out an offer of the Additional Shares, if the Over-allotment Option is exercised in whole or in part, and granted the necessary powers of attorney to the Board of Directors for its implementation on its behalf.

On April 21, 2021, the Board of Directors, acting on behalf of the Company and the Selling Shareholders, determined the indicative Offering Price Range for the Offering.

For the avoidance of doubt, no application has been made or is currently intended to be made for the Company's ordinary shares to be admitted to listing or trading on any exchange other than the Spanish Stock Exchanges and the AQS.

No pre-emptive subscription and/or acquisition rights are applicable in relation to the Offering, taking into account that the Company's shareholders have irrevocably waived its pre-emptive rights over the New Offered Shares, and that no pre-emptive acquisition rights apply to the transfer of the Additional Shares, if any.

The Offering is not subject to any administrative approval or authorization besides the regime applicable to the approval by the CNMV of this document as a prospectus for the purposes of the Offering and the subsequent Admission in accordance with the Securities Market Law and related regulation.

### **Stabilization**

In connection with the Offering, Citigroup, or any of its agents, as Stabilization Manager, acting on behalf of the Managers, may (but will be under no obligation to) to the extent permitted by applicable law, engage in transactions that stabilize, support, maintain or otherwise affect the price, as well as over-allot Shares or effect other transactions, all with a view to supporting the market price of the Company's shares at a level higher than that which might otherwise prevail in the open market. Any stabilization transactions shall be undertaken in accordance with applicable laws and regulations, in particular, MAR and Regulation 2016/1052.

The stabilization transactions shall be carried out in the Spanish Stock Exchanges through the AQS for a maximum period of 30 calendar days from the date of Admission, provided that such trading is carried out in compliance with the applicable rules, including any rules concerning public disclosure and trade reporting. The stabilization period is expected to commence on May 7, 2021 and end no later than June 4, 2021 (the "**Stabilization Period**").

For this purpose, the Stabilization Manager may carry out an over-allotment of Shares in the Offering, which may be covered by the Stabilization Manager pursuant to one or several securities loans granted by the Selling Shareholders. The Stabilization Manager (i) is not required to enter into such transactions and (ii) such transactions may be effected on a regulated market and may be taken at any time during the Stabilization Period. However, neither the Stabilization Manager nor any of its agents is under any obligation to effect stabilizing transactions and there is no assurance that the stabilizing transactions will be undertaken. Such stabilization, if commenced, may be discontinued at any time without prior notice, without prejudice of the duty to give notice to the CNMV of the details of the transactions carried out under Regulation 2016/1052. In no event will measures be taken to stabilize the market price of the Shares above the Offering Price. In accordance with article 5.5 of MAR and article 6.2 of Regulation 2016/1052, the details of all stabilization transactions will be notified by the Stabilization Manager to the CNMV no later than closing of the seventh daily market session following the date of execution of such stabilization transactions.

The maximum number of Additional Shares over which the Overallotment Option may be exercised by the Stabilization manager shall be reduced by the number of Shares that have been acquired in the market by the Stabilization Manager in the context of the stabilization transaction by the end of the Stabilization Period.

Additionally, in accordance with articles 5.4 and 5.5 of MAR and article 6.3 of Regulation 2016/1052, the following information will be disclosed to the CNMV by the Stabilization Manager within one week of the end of the Stabilization Period: (i) whether or not stabilization transactions were undertaken; (ii) the date on which stabilization transactions started; (iii) the date on which stabilization transactions last occurred; and (iv) the price range within which any stabilization transactions were carried out, for each of the dates during which stabilization transactions were carried out.

#### **Liquidity Providers**

There are no entities that have a firm commitment to act as intermediaries in secondary trading providing liquidity through bid and offer rates.

#### **Over-allotment Option**

In connection with the Offering, the Selling Shareholders will grant to the Joint Global Coordinators (on behalf of the Managers), acting severally and not jointly, nor jointly and severally, an option to purchase up to the maximum number of the Additional Shares at the Offering Price (that is, a number of existing ordinary shares of the Company representing up to 10% of the New Offered Shares).

The Over-allotment Option is exercisable by the Stabilization Manager, on behalf of the Managers, upon notice to the Company and the Selling Shareholders, on one occasion in whole or in part, only during the Stabilization Period and only for the purpose of covering over-allotments (if any) and to cover any short positions resulting from stabilization transactions (if any). Any Additional Shares made available pursuant to the Over-allotment Option will rank *pari passu* in all respects with the New Offered Shares (including for all dividends and other distributions declared, made or paid on the New Offered Shares), will be purchased on the same terms and conditions as the other New Offered Shares being sold in the Offering and will form a single class for all purposes with the other Shares.

The exercise of the Over-allotment Option is not subject to any conditions and will be notified by means of the corresponding other relevant information notice (*comunicación de otra información relevante*) including the date in which the Over-allotment Option will be exercised together with the number of shares.

#### **Lock-up**

##### ***Company lock-up agreement with the Managers***

The Company will agree that during a period from the date on which the Underwriting Agreement is signed to and including 180 days from Admission, neither the Company nor any of its subsidiaries nor any person acting on its or their behalf (other than the Managers and the Selling Shareholders, as to whom the Company will give no undertaking) will, without the prior written consent of the Joint Global Coordinators, such consent not to be unreasonably withheld or delayed:



- (i) directly or indirectly, issue, offer, pledge, sell, contract to sell, sell or grant any option, right, warrant or contract to purchase, exercise any option to sell, purchase any option or contract to sell, or lend or otherwise transfer or dispose of any ordinary shares or other shares of the Company, or any securities convertible into or exercisable or exchangeable for ordinary shares or other shares of the Company or file any prospectus under the Prospectus Regulation or any similar document with any other securities regulator, stock exchange or listing authority with respect to any of the foregoing;
- (ii) enter into any swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequence of ownership of any ordinary shares or other shares of the Company; or
- (iii) enter into any other transaction with the same economic effect as (i) and (ii) above, or agree to do or announce or otherwise publicize the intention to do any of the foregoing,

whether any such transaction or swap described in item (i), (ii) or (iii) above is to be settled by delivery of ordinary shares or any securities convertible into or exercisable or exchangeable for ordinary shares of the Company, in cash or otherwise.

The foregoing sentence shall not apply to (a) the issuance and subscription of the New Offered Shares, (b) transfers of Ordinary Shares by the Company in favor of its controlled companies which agree to be bound by the lock-up obligations of the Company as are set forth in the Underwriting Agreement for the remainder of such 180-day period, (c) the grant or exercise of options or other rights to acquire Ordinary Shares or rights related to Ordinary Shares under the Company's employees' share and incentive schemes, in each case as disclosed in this Prospectus, (d) the issue, acquisition or transfer of shares in connection with any employee benefit or incentive plan implemented by the Company, to the extent described in this Prospectus; and (e) transfers of Ordinary Shares as a result of the operation of a liquidity agreement entered into by the Company with an authorized dealer or broker pursuant to CNMV Circular 1/2017 of April 26.

***Selling Shareholders lock-up agreement with the Managers***

The Selling Shareholders will agree that during a period from the date on which the Underwriting Agreement is signed to and including 180 days from Admission, neither the Selling Shareholders nor any of its affiliates nor any person acting on its or any of their behalf (other than the Managers and the Company, as to whom the Selling Shareholders will give no undertaking) will, without the prior written consent of the Joint Global Coordinators, such consent not to be unreasonably withheld or delayed:

- (i) directly or indirectly, offer, pledge, sell, contract to sell, sell or grant any option, right, warrant or contract to purchase, exercise any option to sell, purchase any option or contract to sell, or lend or otherwise transfer or dispose of any ordinary shares or other shares of the Company, or any securities convertible into or exercisable or exchangeable for ordinary shares or other shares of the Company;
- (ii) enter into any swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequence of ownership of any ordinary shares or other shares of the Company; or
- (iii) enter into any other transaction with the same economic effect (i) and (ii) above, or agree to do or announce or otherwise publicize the intention to do any of the foregoing,

whether any such transaction or swap described in item (i), (ii) or (iii) above is to be settled by delivery of ordinary shares or any securities convertible into or exercisable or exchangeable for ordinary shares, in cash or otherwise.

The foregoing sentence shall not apply to (a) such shares held by the Selling Shareholders as may be lent by the Selling Shareholders to the Managers pursuant to the stock lending agreement to be entered in the context of the Over-allotment Option; (b) the sale of shares in the event the Over-allotment Option is exercised; (c) transfers of ordinary shares by the Selling Shareholders in favor of affiliates which agree to be bound by the lock-up obligations of such Selling Shareholder as are set forth in the Underwriting Agreement for the remainder of such 180-day period; (d) the transfer of the ordinary shares to the offeror in the context of a tender offer for the acquisition of the Company and/or the delivery of an irrevocable undertaking to tender ordinary shares in such a tender offer; (e) any pledge over ordinary shares, provided that such pledge may not be enforced by the pledgee until the expiry of this lock-up undertaking; (f) any disposal of ordinary shares pursuant to any offer

by the Company to purchase its own securities which is made on identical terms to all holders of ordinary shares; and (g) transactions relating to shares of the Company acquired by the Selling Shareholders, any of its respective affiliates or any person acting on its behalf in open market purchases following the consummation of the Offering.

***Relevant Employees lock-up agreement with the Company***

In consideration for the Employees Discount, each Relevant Employee acquiring Employees Shares will agree with the Company not to, during a period of 365 days (starting on the date of Admission, which is expected to occur on or about May 7, 2021), without the prior written consent of the Company, such consent not to be unreasonably withheld or delayed, directly or indirectly:

- (i) issue, offer, pledge, sell, contract to sell, sell or grant any option, right, warrant or contract to purchase, exercise any option to sell, purchase any option or contract to sell, or lend or otherwise transfer or dispose of any ordinary shares or other shares of the Company or other securities that are substantially similar to the ordinary shares, or any securities convertible into or exercisable or exchangeable for ordinary shares or other shares of the Company or other securities that are substantially similar to the ordinary shares;
- (ii) enter into any swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequence of ownership of any ordinary shares or other shares of the Company; or
- (iii) enter into any other transaction with the same economic effects as sub-clauses (i) and (ii) above,

whether any such swap or transaction described in paragraphs (i), (ii) or (iii) above is to be settled by delivery of ordinary shares or any securities convertible into or exercisable or exchangeable for ordinary shares, in cash or otherwise.

***CEO lock-up agreement with the Company***

The chief executive officer has undertaken with the Company that he will be subject to a lock-up restriction of 365 days in respect of the Related Investors Shares subscribed by him in the Offering, in the same terms than the lock-up arrangement undertaken to be agreed between the Senior Management and the Managers (see “*Senior Management additional lock-up agreement with the Managers*” below).

***Senior Management additional lock-up agreement with the Managers***

Each of the members of the Senior Management (including the chief executive officer of the Company) will also agree with the Managers to certain lock-up arrangements during the period from the date on which the Underwriting Agreement is signed to 365 days from Admission.

***Other relationships***

Each of the Managers is a full service financial institution engaged in various activities, which may include the provision of investment banking, commercial banking and financial advisory and management services. The Managers and their respective affiliates in the ordinary course of business have in the past engaged in investment banking and/or commercial banking transactions with the Company, the Selling Shareholders and their respective affiliates from time to time for which they have received customary fees and reimbursement of expenses and may in the future, from time to time, engage in transactions with and perform services (including research services) for the Company, the Selling Shareholders and their respective affiliates in the ordinary course of their business for which they may receive customary fees and reimbursement of expenses. In addition, in the event that we enter into any equity swap agreement for the purpose of hedging our exposure to a potential increase in our share price from Admission to the date of delivery of the Management Incentive Plan, one of the Managers may enter into an equity swap agreement with us and in connection with that swap agreement such Manager may be allocated with such number of New Offered Shares in the Offering as may be necessary to hedge such Manager’s exposure under the equity swap and to enable it to deliver shares pursuant to the equity swap. See “*Management and Board of Directors—Compensation—Management Incentive Plan*”.

In the ordinary course of their various business activities, the Managers and their respective affiliates may hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (which may include bank loans and/or credit default swaps) in the Company, the Selling Shareholders and their respective affiliates for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments.

In addition, certain of the Managers or their affiliates are, or may in the future be, lenders, and in some cases agents or managers for the lenders, under certain of the credit facilities and other credit arrangements of the Company, the Selling Shareholders or their respective affiliates. In their capacity as lenders, such lenders may, in the future, seek a reduction of a loan commitment to the Company, the Selling Shareholders or their respective affiliates, or impose incremental pricing or collateral requirements with respect to such facilities or credit arrangements, in the ordinary course of business.

In addition, certain of the Managers or their affiliates that have a lending relationship with the Company and/or the Selling Shareholders routinely hedge their credit exposure to the Company and/or the Selling Shareholders consistent with their customary risk management policies. A typical such hedging strategy would include these Managers or their affiliates hedging such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in the Company's and/or the Selling Shareholders' securities. The Managers and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

The Managers do not consider any of the arrangements described above to be material in the context of the Offering.

## MATERIAL CONTRACTS

### Marguerite Buyback Transaction

On March 12, 2021, the Company, acting through Otras Producciones de Energía Fotovoltaica, S.L. Unipersonal (“**OPDECo**”), signed a shares’ sale and purchase and assignment of loans agreement with Marguerite Solar Spain, S.L. Unipersonal (“**MargueriteCo**”) –an investment vehicle of Marguerite II SCSp (“**Marguerite**”)– to acquire the share capital held by MargueriteCo in each of the following Spanish companies, representing an 80% of the share capital of each company (the “**Marguerite Shares**”):

- (i) Planta Solar Opde La Fernandina, S.L. (for the purposes of this section, “**La Fernandina**”), which develops the solar photovoltaic ground-based plant located in Merida (Badajoz) with a peak capacity of approximately 50 MW (“**La Fernandina PV Installation**”);
- (ii) Planta Solar Opde Extremadura 2, S.L. (for the purposes of this section, “**Miramundo**”), which develops the solar photovoltaic ground-based plant located in Puerto Real (Cadiz) with a peak capacity of approximately 50 MW (“**Miramundo PV Installation**”); and
- (iii) Planta Solar Opde Andalucía 1, S.L. (for the purposes of this section, “**Zafra**” and, together with La Fernandina and Miramundo, the “**Marguerite SPVs**”), which develops the solar photovoltaic ground-based plant located in Alcala de Guadaira (Seville) with a peak capacity of approximately 50 MW (“**Zafra PV Installation**” and, together with La Fernandina PV Installation and the Miramundo PV Installation, the “**Marguerite PV Installations**”);

along with the assumption of MargueriteCo’s contractual position under certain shareholder’s loans by means of which MargueriteCo lent to the Marguerite SPVs an aggregate principal amount of €21,947,358.31 to partially finance the development of the Marguerite PV Installations (the “**Marguerite Shareholder’s Loans**” and the “**Marguerite SPA**”, respectively). The Marguerite Shares are free of liens, save for the pledges granted in connection with the senior credit facilities executed by MargueriteCo, OPDECo and each of La Fernandina, Miramundo and Zafra with the relevant senior lenders to develop, build and operate each of La Fernandina PV Installation, Miramundo PV Installation and Zafra PV installation, respectively.

The aggregate purchase price for the acquisition of the Marguerite Shares and the assignment of the Marguerite Shareholder’s Loans amounted to c.€42 million and was funded with part of the proceeds of the 2021 Notes.

The transactions carried out under and in the context of the Marguerite SPA have been closed and shall be referred to as the “**Marguerite Buyback Transaction**”.

Prior to the Marguerite Buyback Transaction the Company, acting through OPDECo, and MargueriteCo had entered into (i) a share purchase agreement dated January 29, 2019 by means of which OPDECo sold and transferred to MargueriteCo 80% of the share capital of La Fernandina, (ii) a share purchase agreement dated February 14, 2019 by means of which OPDECo sold and transferred to MargueriteCo 80% of the share capital of Miramundo, and (iii) a share purchase agreement dated March 19, 2019 by means of which OPDECo sold and transferred to MargueriteCo 80% of the share capital of Zafra (collectively, the “**Marguerite Transactions**”). Consequently prior to the Marguerite Buyback Transaction, the Company, acting through OPDECo, and MargueriteCo held the Marguerite SPVs on a 20%/80% basis, respectively.

### Investment Agreement with Riverstone – A2

#### **Sale and Purchase Agreement with Riverstone**

On December 31, 2019, certain Group companies including, OPDECo, Lambda Solar, S. de R.L. de C.V., Grupo Solar Básico Kappa 2, S.L. and Grupo Solar Básico Iota 2, S.L., the holders of all the shares in the Mexican companies Infraestructura Energética del Norte, S. de R.L. de C.V. and Energía Solar de Poniente, S. de R.L. de C.V., entered into a sale and purchase agreement to sell all the ownership interests of those Mexican companies to Riverstone Holdings LLC (“**Riverstone**”) acting through the holding company A2 Renovables, LP (“**A2 Partnership**”). The two Mexican companies owned two solar PV plants

in Mexico (Aguascalientes and Andalucia), which, as of December 31, 2019, were under development and construction. As of December 31, 2019, these plants were recorded under inventories in the consolidated balance sheet in the amount of €104,599 thousand. They also held financing agreements associated with the development of those solar PV plants which as of December 31, 2019 amounted to €48,898 thousand, which were recorded in the consolidated balance sheet under borrowings from credit institutions associated with renewable energy plants. See Notes 3.1.c., 11.2 and 13 to the 2020 Audited Consolidated Financial Statements.

The aggregate selling price established in the aforementioned sale agreement for the ownership interests held and certain loans granted by the Group to the Mexican companies consisted of a fixed price of approximately USD 33 million and a potential earn-out of the fixed price. On June 29, 2020, the sale was closed once all the conditions set out in the sale and purchase agreement were fulfilled and the fixed price was partially paid by Riverstone with a deferred payment for the remaining amount of €8,149 thousand (USD10 million) to be paid 18 and 36 months after the closing. See Notes 3.1.c. and 11.1 to the 2020 Audited Consolidated Financial Statements. The potential earn-out which amounts to 50% of the fixed price (i.e., USD16,500 thousand) will only be paid upon Riverstone's potential divestment and it has not been recorded as a credit within the 2020 Audited Consolidated Financial Statements.

The sale and purchase agreement also provided for the obtainment by OPDECo of a 20% investment in the holding company A2 Partnership, which in turn (once the agreement was closed as indicated in the paragraph above) would hold all the shares in Infraestructura Energética del Norte, S. de R.L. de C.V. and Energía Solar de Poniente, S. de R.L. de C.V.

#### ***A2 Partnership Agreement***

On December 22, 2020, OPDECo and a Riverstone's entity (the "**A2 Partners**") entered into a partners agreement in respect of A2 Partnership (the "**A2 Partnership Agreement**", by means of which the A2 Partners regulate their economic and political relations in respect of the A2 Partnership.

Regarding the transfer of equity interests in A2 Partnership, the A2 Partnership Agreement provides, among others, (i) a pro rata tag-along right in favor of OPDECo in case that Riverstone desires to effect (i) a transfer of more than 40% of the outstanding equity interest in the A2 Partnership, or a transfer that would constitute a change of control, in each case to a third party acquirer; and (ii) a rights of first offer in favor Riverstone in case OPDECo proposes to transfer all or a portion of its equity interest in the A2 Partnership after June 2023.

Moreover, the A2 Partnership Agreement establishes that if any EPC services are required in order to increase over certain threshold the generation capacity of the two solar PV plants in Mexico, OPDECo shall be the exclusive provider of such services to the A2 Partnership on customary market terms. In addition, the acquisition or investment by the A2 Partnership or any of their respective subsidiaries in any renewable electric power generating infrastructure project that has in place an agreement providing for EPC activities in relation to such project by a service provider other than OPDECo that cannot be terminated in accordance with its terms shall require Riverstone's and OPDECo's prior approval.

Moreover, under the A2 Partnership Agreement, the A2 Partners renounce any interest or expectancy in any business opportunity, transaction or other matter in which any member or affiliate of the Riverstone group participates or desires to participate and that involves any aspect related to the business or affairs of the A2 Partnership and its subsidiaries. Moreover, OPDECo agrees that the Riverstone group (i) has participated or will continue to participate in other investments that may be, are or will be competitive with the business of the A2 Partnership or its subsidiaries or that could be suitable for the A2 Partnership or its subsidiaries, (ii) is present in the management bodies or other entities that develop other investments, and (iii) may develop or become aware of business opportunities of other investment.

#### **Investment Agreement with Riverstone – OPDEnergy-Riverstone**

##### ***OPDEnergy-Riverstone Partnership Agreement***

On December 22, 2020, OPDECo and a Riverstone's entity (jointly, the "**OPDEnergy-Riverstone Partners**") entered into a partnership agreement in respect of OPDENENERGY Riverstone, LP (the "**OPDEnergy-Riverstone Partnership Agreement**" and "**OPDEnergy-Riverstone Partnership**") by means of which they regulate their holding in two Early Stage projects (i)

100% of Promociones Solares MW, S.A.P.I. de C.V. which owns and develops the Escárcega solar PV plant; and (ii) 100% of RHO Solar, S. de R.L. de C.V. which owns and develops Sucilá solar PV plant.

By means of the OPDEnergy-Riverstone Partnership Agreement, OPDEnergy-Riverstone Partners regulate their economic and political relations in respect of the OPDEnergy-Riverstone Partnership in substantial similar terms to those described for A2 Partnership (see “—*Investment Agreement with Riverstone – A2*” above). Further, subject to specific conditions and throughout the term of the agreement, the OPDEnergy-Riverstone Partners may undertake additional capital contributions, which are voluntary for OPDECo.

Under the OPDEnergy-Riverstone Partnership Agreement, OPDECo acknowledges and agrees to discuss with the OPDEnergy-Riverstone Partnership how to cooperate with respect to the acquisition, ownership, financing, development, maintenance, construction, operation, and sale or disposal of renewable electric power-generating infrastructures (the “**Mexico Business**”).

OPDECo acknowledges and agrees that for as long as OPDECo hold an interest in the OPDEnergy-Riverstone Partnership OPDECo shall not, among others:

- (i) directly or indirectly, own, operate, lease, manage, control, engage in, invest in, lend to, own any equity interest of, permit its name to be used by, act as a director, manager, partner, consultant, or advisor to, render services for or to (alone or in association with any person), or otherwise participate or assist any person other than the OPDEnergy-Riverstone Partnership and its subsidiaries in any manner in any business that is a Mexico Business;
- (ii) conduct or provide EPC and/or O&M activities in Mexico to any person other than the OPDEnergy-Riverstone Partnership and its subsidiaries;
- (iii) appropriate any business opportunity of, or relating to, the OPDEnergy-Riverstone Partnership; and
- (iv) solicit, canvass, approach, encourage, entice or induce any customer or supplier of the OPDEnergy-Riverstone Partnership to cease or lessen such customer’s or supplier’s business with the OPDEnergy-Riverstone Partnership;

Moreover, the OPDEnergy-Riverstone Partnership Agreement establishes that under certain circumstances (i) OPDECo shall be the exclusive provider of the EPC activities to the OPDEnergy-Riverstone Partnership and its subsidiaries; and (ii) OPDECo agree to provide EPC activities on an open-book basis and on customary market terms to the OPDEnergy-Riverstone Partnership and its subsidiaries, subject to cost plus a certain margin.

The transactions carried out under and in the context of the (i) Sale and Purchase Agreement with Riverstone, (ii) A2 Partnership Agreement, and (iii) OPDEnergy-Riverstone Partnership Agreement, (shall be collectively referred to as the “**Riverstone Transaction**”).

## SELLING AND TRANSFER RESTRICTIONS

### General

This Prospectus does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any securities other than the securities to which it relates or any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, such securities by any person in any circumstances in which such offer or solicitation is unlawful.

The distribution of this Prospectus and the offer and sale of the Shares in certain jurisdictions may be restricted by law and therefore persons into whose possession this Prospectus comes should inform themselves about and observe any such restrictions, including those in the paragraphs that follow. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

No action has been taken or will be taken in any jurisdiction that would permit a public offering or sale of the Shares, or possession or distribution of this Prospectus (or any other offering or publicity material relating to the Shares), in any country or jurisdiction where action for that purpose is required or doing so may be restricted by law.

None of the Shares may be offered for subscription, sale or purchase or be delivered, and this Prospectus and any other offering material in relation to the Shares may not be circulated, in any jurisdiction where to do so would breach any securities laws or regulations of any such jurisdiction or give rise to an obligation to obtain any consent, approval or permission, or to make any application, filing or registration.

No Shares have been marketed to, or are available for purchase in whole or in part by, the public in Spain or elsewhere in conjunction with the Offering.

Notwithstanding the below, any person who has demonstrated to the Company's satisfaction and the Joint Global Coordinators that it is able to lawfully participate in the Offering may, with the prior consent of the Joint Global Coordinators and subject to certain requirements, be permitted to acquire Shares in the Offering.

Due to the following restrictions, purchasers of Shares are advised to consult legal counsel prior to making any offer for, resale, pledge or other transfer of the Shares.

### The United States

Due to the following restrictions, purchasers of Shares in the United States are advised to consult legal counsel prior to making any offer for, resale, pledge or other transfer of the Shares.

#### ***Restrictions under the U.S. Securities Act***

The Shares have not been, and will not be, registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. Accordingly, the Managers may offer Shares (i) in the United States only through their U.S. registered broker affiliates to persons reasonably believed to be QIBs (as defined in Rule 144A under the U.S. Securities Act) in reliance on Rule 144A under the U.S. Securities Act or (ii) outside the United States in compliance with Regulation S under the Securities Act.

In addition, until 40 days after the later of the commencement of the Offering and the last transaction date of the Offering, any offer or sale of Shares within the United States by any dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A or another available exemption from registration under the U.S. Securities Act.

#### ***Regulation S***

Each subscriber or purchaser of the Shares outside the United States will be deemed by its acceptance of the Shares to have represented and agreed, on its own behalf and on behalf of any investor accounts for which it is subscribing for or purchasing

the Shares, that none of the Company, the Selling Shareholders or any of their respective affiliates nor any of the Managers, nor any person representing the Company, the Selling Shareholders, any of their respective affiliates or any of the Managers, has made any representation to it with respect to the offering or sale of any Shares, other than the information contained in this Prospectus, which Prospectus has been delivered to it and upon which it is solely relying in making its investment decision with respect to the Shares, it has had access to such financial and other information concerning the Company and the Shares as it has deemed necessary in connection with its decision to purchase any of the Shares, and that (terms defined in Regulation S shall have the same meanings when used in this section);

- the purchaser understands and acknowledges that the Shares have not been and will not be registered under the U.S. Securities Act, or with any securities regulatory authority of any state of the United States, and may not be offered, sold or otherwise transferred except pursuant from an exception from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities law;
- the purchaser, and the person, if any, for whose account or benefit the purchaser is acquiring the Shares, is acquiring the Shares in an “offshore transaction” meeting the requirements of Regulation S and was located outside the United States at the time the buy order for the Shares was originated;
- the purchaser is aware of the restrictions on the offer and sale of the Shares pursuant to Regulation S described in this Prospectus;
- the Shares have not been offered to it by means of any “directed selling efforts” as defined in Regulation S; and
- the Company shall not recognize any offer, sale, pledge or other transfer of the Shares made other than in compliance with the above stated restrictions.

#### **Rule 144A**

Each purchaser of the Shares within the United States will be deemed by its acceptance of the Shares to have represented and agreed on its behalf and on behalf of any investor accounts for which it is subscribing for or purchasing the Shares, that none of the Company, the Selling Shareholders or any of their respective affiliates, nor any of the Managers, nor any person representing the Company, the Selling Shareholders, any of their respective affiliates or any of the Managers, has made any representation to it with respect to the Offering or sale of any Shares, other than the information contained in this Prospectus, which Prospectus has been delivered to it and upon which it is solely relying in making its investment decision with respect to the Shares, that it has had access to such financial and other information concerning the Company and the Shares as it has deemed necessary in connection with its decision to purchase any of the Shares, and that:

- the purchaser acknowledges that the Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and are subject to restrictions on transfer;
- the purchaser (i) is a QIB, (ii) is aware that the sale to it is being made in reliance on Rule 144A, and (iii) is acquiring such Shares for its own account or for the account of a QIB;
- the purchaser is aware that the Shares are being offered in the United States in a transaction not involving any public offering in the United States within the meaning of the U.S. Securities Act;
- if, prior to the date that is one year after the later of the date of the Offering and the last date on which the Shares were acquired from the Company or any of the Company’s affiliates (the “Resale Restriction Termination Date”), the purchaser decides to offer, resell, pledge or otherwise transfer such Shares, such Shares may be offered, sold, pledged or otherwise transferred only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a QIB purchasing for its own account or for the account of a QIB in a transaction meeting the requirements of Rule 144A under the U.S. Securities Act, (ii) in an “offshore transaction” complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act, or (iii) pursuant to an exemption from registration under the U.S. Securities Act provided by Rule 144 thereunder (if available), and (B) in accordance with all applicable



securities laws of the states of the United States and any other jurisdiction and agrees to give any subsequent purchaser of such shares notice of any restrictions on the transfer thereof;

- the Shares have not been offered to it by means of any general solicitation or general advertising;
- the Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 under the U.S. Securities Act for resales of any Shares;
- the purchaser will not deposit or cause to be deposited such Shares into any depository receipt facility established or maintained by a depository bank other than a Rule 144A restricted depository receipt facility, so long as such Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act;
- the Shares (to the extent they are in certificated form), unless otherwise determined by the Company in accordance with applicable law, will bear a legend to the following effect:

THE SECURITY EVIDENCED HEREBY HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “**U.S. SECURITIES ACT**”), OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (A) (1) TO A PERSON WHO THE SELLER AND ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A, (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT, OR (3) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER (IF AVAILABLE) AND (B) IN ACCORDANCE WITH ALL APPLICABLE SECURITIES LAWS OF THE STATES OF THE UNITED STATES AND ANY OTHER JURISDICTION. NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 UNDER THE U.S. SECURITIES ACT FOR REALES OF THIS SECURITY; and

- the Company shall not recognize any offer, sale, pledge or other transfer of the Shares made other than in compliance with the above stated restrictions.

Each purchaser acknowledges that the Company and the Underwriters will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements, and agrees that if any of the acknowledgements, representations or agreements deemed to have been made by such purchaser by its purchase of Shares are no longer accurate, it shall promptly notify the Company, the Selling Shareholders and the Managers. If it is acquiring Shares as a fiduciary or agent for one or more investor accounts, each purchaser represents that it has sole investment discretion with respect to each such account and full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account.

Terms defined in Rule 144A or Regulation S shall have the same meanings when used in this section.

Each purchaser of the Shares will be deemed by its acceptance of the Shares to have represented and agreed that it is purchasing the Shares for its own account, or for one or more investor accounts for which it is acting as a fiduciary or agent, in each case for investment, and not with a view to, or for offer or sale in connection with, any distribution thereof in violation of the U.S. Securities Act or any state securities laws, subject to any requirement of law that the disposition of its property or the property of such investor account or accounts be at all times within its or their control.

### **European Economic Area**

In relation to each member state of the EEA (each a “**Relevant State**”), no Shares have been offered or will be offered pursuant to the Offering to the public in that Relevant State prior to the publication of a prospectus in relation to the Shares which has been approved by the competent authority in that Relevant State or, where appropriate, approved in another Relevant State and notified to the competent authority in that Relevant State, all in accordance with the Prospectus Regulation, except that

the Shares may be offered to the public in that Relevant State at any time under the following exemptions under the Prospectus Regulation:

- to any legal entity which is a qualified investor as defined under article 2 of the Prospectus Regulation;
- to fewer than 150 natural or legal persons (other than qualified investors as defined under article 2 of the Prospectus Regulation) per relevant State subject to obtaining the prior consent of the Joint Global Coordinators for any such offer; or
- in any other circumstances falling within article 1(4) of the Prospectus Regulation,

provided that no such offer of the Shares shall require the Company, the Selling Shareholders or any Manager to publish a prospectus pursuant to article 3 of the Prospectus Regulation or a supplement to the prospectus pursuant to article 23 of the Prospectus Regulation and each person who initially acquires any shares or to whom an offer is made will be deemed to have represented, warranted and agreed to and with the Managers, the Company and the Selling Shareholders that it is a qualified investor within the meaning of the Prospectus Regulation.

In the case of Spain, the Offering will only be addressed to professional clients within the meaning of article 205.2 of the Securities Market Law.

For the purposes of this provision, the expression an “offer to the public” in relation to the Shares in any Relevant State means the communication in any form and by any means of sufficient information on the terms of the offer and any Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Shares.

In the case of any Shares being offered to a financial intermediary as that term is used in article 5 of the Prospectus Regulation, such financial intermediary will also be deemed to have represented, acknowledged and agreed that the Shares acquired by it in the Offering have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer of any Shares to the public other than their offer or resale in a Relevant State to qualified investors as so defined or in circumstances in which the prior consent of the Managers has been obtained to each such proposed offer or resale. The Company, the Selling Shareholders, the Managers and their affiliates, and others will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement.

#### **Information to Distributors**

Solely for the purposes of the product governance requirements contained within: (a) MiFID II; (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that such Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “**Target Market Assessment**”).

Notwithstanding the Target Market Assessment, Distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the manufacturers will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.

### **United Kingdom**

No Shares have been offered or will be offered pursuant to the Offering to the public in the United Kingdom prior to the publication of a prospectus in relation to the Shares which has been approved by the Financial Conduct Authority, except that the Shares may be offered to the public in the United Kingdom at any time:

- to any legal entity which is a qualified investor as defined under Article 2 of the UK Prospectus Regulation;
- to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of the Joint Global Coordinators for any such offer; or
- in any other circumstances falling within Section 86 of the FSMA.

provided that no such offer of the Shares shall require the Company, the Selling Shareholders or any Manager to publish a prospectus pursuant to Section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

- For the purposes of this provision, the expression an “offer to the public” in relation to the Shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Shares and the expression “UK Prospectus Regulation” means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

### **Australia**

This document is not a prospectus, product disclosure statement or other disclosure document under Chapter 6D or Part 7.9 of the Corporations Act 2001 (Cth) (“**Corporations Act**”) and has not been and will not be lodged with the Australian Securities and Investments Commission (“**ASIC**”). This document does not purport to include the information required for a prospectus, product disclosure statement or other disclosure document under Chapter 6D or Part 7.9 of the Corporations Act. The Offering is made only to persons to whom it is lawful to offer shares in Australia without disclosure to investors under Chapter 6D of the Corporations Act.

As no prospectus, product disclosure statement or other disclosure document will be lodged with ASIC, any offer in Australia of the Shares may only be made to persons who are ‘sophisticated investors’ within the meaning of section 708(8) of the Corporations Act) or ‘professional investors’ (within the meaning of section 708(11) of the Corporations Act) or otherwise pursuant to one or more exemptions contained in section 708 of the Corporations Act so that it is lawful to offer the Shares without disclosure to investors under Chapter 6D of the Corporations Act. If any recipient of the document is not a ‘sophisticated investor’ or a ‘professional investor’ and does not otherwise fall within one or more of the exemptions contained in section 708 of the Corporations Act, no offer of, or invitation to apply for, the Shares shall be deemed to be made to such recipient and no applications for the Shares will be accepted from such recipient. Any offer to a recipient in Australia, and any agreement arising from acceptance of such offer, is personal and may only be accepted by the recipient.

No offer or issue of the Shares has been made or will be made to any person with the purpose of such person selling or transferring the Shares, or transferring the Shares, or granting, issuing or transferring interests in, or options over, the Shares. In addition, the Shares must not be offered for sale or transfer, nor any interest in or option over them be granted, issued or transferred in Australia in the period of 12 months after the date of issue under the Offering, except in circumstances where disclosure to investors under Chapter 6D of the Corporations Act would not be required pursuant to an exemption under section

708 of the Corporations Act or otherwise or where the offer is pursuant to a disclosure document which complies with Chapter 6D of the Corporations Act. An Investor (as defined below) acquiring Shares must observe such Australian on sale restrictions.

This document contains general information only and does not take account of the investment objectives, financial situation or particular needs of any particular person. It does not contain any securities recommendations or financial product advice. Before making an investment decision, investors need to consider whether the information in this document is appropriate to their needs, objectives and circumstances, and, if necessary, seek expert advice on those matters.

By applying for Shares under the document, each person to whom Shares are issued (an “Investor”):

- (i) confirms that they are (a) a ‘sophisticated investor’ (within the meaning of section 708(8) of the Corporations Act), a ‘professional investor’ (within the meaning of section 708(11) of the Corporations Act) or otherwise permitted to invest in the Shares pursuant to one or more exemptions contained in section 708 of the Corporations Act, and (b) a ‘wholesale client’ (within the meaning of section 761G of the Corporations Act);
- (ii) acknowledges that if they on sell Shares within 12 months from the date of their issue, the Investor will be required to lodge a prospectus, product disclosure statement or other a disclosure document with ASIC unless either:
  - (a) that sale is to another ‘sophisticated investor’ or ‘professional investor’ or is otherwise permitted pursuant to one or more exemptions contained in section 708 of the Corporations Act; or
  - (b) the sale offer is received outside Australia; and
- (iii) undertakes not to sell the Shares in any circumstances other than those described in paragraphs (ii)(a) and (b) above for 12 months after the date of issue of such Shares, unless the Investor lodges a prospectus, product disclosure document or other disclosure document with ASIC.

This document is not, and under no circumstances is to be construed as, an advertisement or public offering of the Shares in Australia.

No action has been taken to authorize or cause the issue or distribution in the Commonwealth of Australia, any of its states, territories or possessions or any political subdivision thereof, or to any resident of Australia, of this document or any other document inviting applications or offers to subscribe for or buy the Shares. The document may only be distributed in Australia or to any resident of Australia to persons who are Investors as described in paragraph (i) above and any offer of Shares may only be made to such Investors in Australia, in each case subject to the conditions set out above, on behalf of each Manager by its affiliate holding an Australian Financial Services License permitting such license holder to distribute the document and to offer the Shares to such Investors in Australia.

### **Japan**

The Shares have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No 25 of 1948, as amended (the “FIEA”). This Prospectus is not an offer of securities for sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or entity, organized under the laws of Japan) or to others for reoffer or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements under the FIEA and otherwise in compliance with such law and any other applicable laws, regulations and ministerial guidelines of Japan.

### **Switzerland**

The Offering of Shares in Switzerland is exempt from requirement to prepare and publish a prospectus under the Swiss Financial Services Act (“FinSA”) because the Shares are offered to less than 500 investors and the Shares will not be admitted to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. This Prospectus does not constitute a prospectus or a similar document pursuant to FinSA, and no such prospectus has been or will be prepared for or in connection with the Offering of the Shares.

## **Canada**

The Shares may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 Prospectus Exemptions or subsection 73.3(1) of the Securities Act (Ontario), and are permitted clients, as defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations. Any resale of the Shares must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this Prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal advisor.

Pursuant to section 3A.3 (or, in the case of securities issued or guaranteed by the government of a non Canadian jurisdiction, section 3A.4) of National Instrument 33-105 Underwriting Conflicts (NI 33-105), the underwriters are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with this Offering.

## **Dubai International Financial Center**

The Shares may not be offered or sold to any person in the Dubai International Financial Centre unless such offer is:

- an "Exempt Offer" in accordance with the Markets Rules (MKT) Module of the Dubai Financial Services Authority ("DFSA Rulebook"); and
- made only to person who meet the Professional Client criteria set out in Rule 2.3.3 of the Conduct of Business (COB) Module of the DFSA Rulebook.

### **ENFORCEMENT OF CIVIL LIABILITIES**

OPDEnergy is a Spanish company and most of its assets are located outside the United States. In addition, a vast majority of its directors and executive officers, as well as its principal shareholders, reside or are located outside the United States, mainly in Spain. As a result, investors may not be able to effect service of process upon the Company or these persons, or to enforce judgments obtained against the Company or these persons in foreign courts predicated solely upon the civil liability provisions of U.S. securities laws. Furthermore, it is doubtful that a lawsuit based upon U.S. federal or state securities laws, or upon the laws of any non-Spanish jurisdiction, could be brought in an original action in Spain and that a foreign judgment based upon such laws would be enforceable in Spain.

### **VALIDITY OF THE SHARES AND LEGAL MATTERS**

The validity of the Shares offered and certain legal matters relating to the Offering will be passed upon for the Company by Uría Menéndez Abogados, S.L.P. (with respect to Spanish law) and by Davis Polk & Wardwell LLP (with respect to U.S. federal law and English law). Certain legal matters relating to the Offering will be passed upon for the Managers by Linklaters, S.L.P. (with respect to Spanish law, English law and U.S. federal law).

## INDEPENDENT AUDITORS

Deloitte, S.L., with registered office at Plaza Pablo Ruiz Picasso 1, Torre Picasso, Madrid 28020, Spain, holder of Spanish tax identification number (NIF) B-79104469 and registered with the R.O.A.C. (*Registro Oficial de Auditores de Cuentas*—Official Registry of Auditors) under the number S0692 and in the Commercial Registry of Madrid under volume 13,650, section 8, sheet 188, page M-54414 as the 96th entry, has audited the Consolidated Financial Statements.

Deloitte, S.L. was appointed as independent auditor of OPDEnergy at its General Shareholders' Meeting held on March 17, for the years 2021 to 2023 (both inclusive), and has not resigned, has not been removed or has not been reappointed as its independent auditor during the period covered by the historical financial information, and prior to the date of this Prospectus.



## ADDITIONAL INFORMATION

### Information on the Company

The legal name of the issuer is Opdenenergy Holding, S.A. and its commercial name is “OPDEnergy”. The Company is incorporated as a public limited company (sociedad anónima) in Spain under Spanish law and, in particular, under the Spanish Companies Law. It has its registered office at Cardenal Marcelo Spínola, 42, 5th floor, 28016, Madrid, Spain. The Company holds Spanish tax identification number (NIF) A-31840135 and LEI number 959800KT1FVNZ7HC1R25.

The corporate website and the phone number of the Company are [www.opdenenergy.com](http://www.opdenenergy.com) and (+34) 914 559 996, respectively. Neither the Company’s website nor any of its contents form part or are incorporated into this Prospectus, whether by reference or otherwise, except as otherwise provided herein. The CNMV has neither examined nor approved the Company’s website nor any of its contents.

The Company was incorporated for an unlimited period of time pursuant to a public deed of incorporation granted before the public notary of Cascante (Navarre), Mr Mariano Pablo Melendo Martínez, on January 20, 2005, under number 95 of his notarial records. The Company is registered with the Commercial Registry of Madrid, under section 8, tome 40,461, sheet 83, page M-718,435.

The principal legislation under which the Company operates, and under which the Company’s existing ordinary shares were issued and under which the New Offered Shares will be issued, is the Spanish Companies Law and the regulations enacted thereunder.

The Company’s financial year ends on December 31.

The Company is domiciled in Spain and is resident in Spain for tax purposes.

For so long as any Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act, the Company will, during any period in which the Company is neither subject to Section 13 or Section 15(d) of the U.S. Securities Act nor exempt from reporting pursuant to Rule 12g3-2(b) thereunder, provide to any holder or beneficial owner of such restricted securities or to any prospective purchaser of such restricted securities designated by such holder or beneficial owner upon the request of such holder, beneficial owner or prospective purchaser, the information required to be delivered to such person pursuant to Rule 144A(d)(4) under the U.S. Securities Act.

### Group

Details of the Company’s subsidiaries, including their (i) name, (ii) location, (iii) line of business, (iv) equity interest and (v) Group company shareholder is included by reference into this Prospectus by means of the appendices to the 2020 Audited Consolidated Annual Accounts.

### Changes After December 31, 2020

Apart from the recent developments described under “*Operating and Financial Review–Recent Developments*” and “*Capitalization and Indebtedness*” and the expected development of the Group’s pipeline (and the related project financing, as described in this Prospectus), the Company is not aware, as of the date of this Prospectus, of any other circumstance which may translate into a significant change in the financial performance of the Group since December 31, 2020.

## DOCUMENTATION INCORPORATED BY REFERENCE

The following documentation is incorporated by reference into this Prospectus:

- The 2020 Audited Consolidated Annual Accounts together with the audit report and the consolidated management report accompanying the 2020 Audited Consolidated Annual Accounts (<https://www.opdenergy.com/wp-content/uploads/2021/04/2.-Cuentas-Anuales-Consolidadas-2020.pdf>) and its English translation (<https://www.opdenergy.com/wp-content/uploads/2021/04/2.-Consolidated-Annual-Accounts-2020.pdf>). The 2020 Audited Consolidated Annual Accounts have been translated to English from Spanish, and in case of any discrepancy between the Spanish language version and the English language version, the former shall prevail.
- The 2019 and 2018 Audited Consolidated Financial Statements together with the audit report thereon, drafted in English only (<https://www.opdenergy.com/wp-content/uploads/2021/04/6.-Consolidated-Financial-Statements-2019-18-IFRS.pdf>).

Hyperlinks used for the information incorporated by reference into this Prospectus shall remain functional for at least 10 years after the publication of this Prospectus.

Neither the Company's website nor any of its contents are considered part of or are incorporated into this Prospectus, whether by reference or otherwise, except as otherwise provided herein. The CNMV has not examined nor approved the Company's website nor any of its contents.

## DOCUMENTS ON DISPLAY

From the date of this Prospectus, copies of the following documents along with the corresponding English-language translations will be available free of charge at the Company's website ([www.opdenenergy.com](http://www.opdenenergy.com)):

- The 2020 Audited Consolidated Annual Accounts together with the audit report and the consolidated management report accompanying the 2020 Audited Consolidated Annual Accounts.
- The 2019 and 2018 Audited Consolidated Financial Statements together with the audit report thereon, drafted in English only.
- Bylaws, which is pending registration with the Commercial Registry.
- Board of Directors Regulations, which is pending registration with the Commercial Registry.
- General Shareholders' Meeting Regulations, which is pending registration with the Commercial Registry.
- Securities Market Code of Conduct.

Hard copies of the abovementioned documents will also be available for inspection in physical form at the offices of the CNMV in Madrid (Calle Edison, 4, 28006, Madrid) and in Barcelona (Paseo de Gracia, 19, 08007 Barcelona). Investors may contact the CNMV by telephone: (+34) 900 535 015.

In addition, from the date of this Prospectus and up to Admission, copies of the following documents will be available for inspection in physical form during business hours on weekdays at the Company's registered address at Cardenal Marcelo Spinola, 42, 5th floor, 28016, Madrid, Spain:

- The Company's relevant deed of transformation of the registration system of its shares into book-entry form.
- Certificates of the corporate resolutions approved by the Company in connection with the Offering.

Documents which have access to the Commercial Registry are, or will be, also available for inspection by investors.

Pursuant to the Prospectus Regulation, this Prospectus and the documents incorporated by reference into this Prospectus are also available on the CNMV's website ([www.cnmv.es](http://www.cnmv.es)) and will be available for at least 10 years after its publication on both the CNMV's and the Company's websites.

Neither the Company's website nor any of its contents are considered part of or are incorporated into this Prospectus, whether by reference or otherwise, except as otherwise provided herein. The CNMV has not examined nor approved the Company's website nor any of its contents.

## SPANISH TRANSLATION OF THE SUMMARY

### RESUMEN DEL FOLLETO

relativo a la oferta inicial de Nuevas Acciones Ofertadas (según se define a continuación) por Opdenenergy Holding, S.A. para obtener unos fondos brutos de aproximadamente €375 million y la admisión a negociación en las Bolsas de Valores españolas

#### A. Introducción y advertencias

ESTE RESUMEN DEBE LEERSE COMO INTRODUCCIÓN AL PRESENTE FOLLETO. CUALQUIER DECISIÓN DE INVERTIR EN LAS ACCIONES DE OPDENERGY HOLDING, S.A. (“OPDENERGY” O LA “SOCIEDAD” Y, JUNTO CON SUS FILIALES, EL “GRUPO”) DEBE BASARSE EN LA CONSIDERACIÓN DEL PRESENTE FOLLETO EN SU CONJUNTO POR PARTE DEL INVERSOR. EL INVERSOR PODRÍA PERDER LA TOTALIDAD O PARTE DE LA INVERSIÓN EN LAS ACCIONES.

EN CASO DE PRESENTARSE ANTE UN TRIBUNAL CUALQUIER DEMANDA O RECLAMACIÓN RELACIONADA CON LA INFORMACIÓN CONTENIDA EN EL PRESENTE FOLLETO, O INCORPORADA A ÉSTE POR REFERENCIA, ES POSIBLE QUE EL INVERSOR DEMANDANTE, EN VIRTUD DE LA LEGISLACIÓN ESPAÑOLA, TENGA QUE SUFRAGAR LOS COSTES DE TRADUCCIÓN DEL PRESENTE FOLLETO Y DE CUALQUIER OTRO DOCUMENTO INCORPORADO POR REFERENCIA AL MISMO ANTES DE INICIAR CUALQUIER PROCEDIMIENTO JUDICIAL.

LA RESPONSABILIDAD CIVIL CORRESPONDE SÓLO A LAS PERSONAS QUE HAYAN PRESENTADO EL RESUMEN INCLUYENDO CUALQUIER TRADUCCIÓN DEL MISMO, PERO SÓLO SI EL RESUMEN ES ENGAÑOSO, INEXACTO O INCOHERENTE CUANDO SE LEE JUNTO CON OTRAS SECCIONES DE ESTE FOLLETO, O SI, LEÍDO CONJUNTAMENTE CON OTRAS SECCIONES DE ESTE FOLLETO, OMITIE INFORMACIÓN FUNDAMENTAL PARA AYUDAR A LOS INVERSORES A DECIDIR SI DEBEN INVERTIR O NO EN LAS ACCIONES DE LA SOCIEDAD.

La Sociedad ha sido constituida en España, bajo ley española y, en particular, bajo la Ley de Sociedades de Capital, como una sociedad anónima que opera bajo el nombre comercial de “OPDenergy”. La Sociedad está inscrita en el Registro Mercantil de Madrid, en la sección 8, tomo 40.461, folio 83, hoja M-718.435. El NIF de la Sociedad es A-31840135 y su número LEI 959800KT1FVNZ7HC1R25. El domicilio social y el número de teléfono de la Sociedad son: Cardenal Marcelo Spínola, 42, 5ª planta 28016, Madrid, España y +(34) 914 559 996, respectivamente. El código ISIN asignado a las acciones ordinarias existentes (incluyendo las Acciones Adicionales) de la Sociedad es ES0105544003, mientras que las Nuevas Acciones Ofertadas (como se define más adelante) tienen el código ISIN provisional ES0105544011, y llevarán el mismo código ISIN que el capital social emitido de la Sociedad a partir de la Admisión.

Los actuales accionistas de la Sociedad son (i) Aldrovi, S.L.; (ii) Jalasa Ingeniería, S.L. Unipersonal; y (iii) Marearoja Internacional, S.L. (conjuntamente, los “**Accionistas Vendedores**”).

Aldrovi, S.L. está constituida en España como sociedad de responsabilidad limitada de acuerdo con la legislación española y, en particular, de acuerdo con la Ley de Sociedades de Capital. Aldrovi, S.L. está inscrita en el Registro Mercantil de Navarra, en el tomo 1.085, folio 201, hoja NA-21.789. El NIF de Aldrovi, S.L. es B-31833189 y el número LEI es 959800Z491TV8HTSMX15. El domicilio social y el teléfono de Aldrovi, S.L. son: calle Soledad Chivite, 10, 31592, Cintruéñigo, Navarra, España y +(34) 914 559 996, respectivamente.

Jalasa Ingeniería, S.L. Unipersonal está constituida en España como sociedad de responsabilidad limitada de acuerdo con la legislación española y, en particular, de acuerdo con la Ley de Sociedades de Capital. Jalasa Ingeniería, S.L. Unipersonal está inscrita en el Registro Mercantil de Navarra, en el tomo 1.396, folio 46, hoja NA-27.742. El NIF de Jalasa Ingeniería, S.L. Unipersonal es B-31946262 y el número LEI es 959800ML4VTC37BVPK45. El domicilio social y el teléfono de Jalasa Ingeniería, S.L. Unipersonal son: calle Albea, 8, 31500, Tudela, Navarra, España y +(34) 914 559 996, respectivamente.

Marearoja Internacional, S.L. está constituida en España como sociedad de responsabilidad limitada de acuerdo con la legislación española y, en particular, de acuerdo con la Ley de Sociedades de Capital. Marearoja Internacional, S.L. está inscrita en el Registro Mercantil de Gipuzkoa, en el tomo 2.056, folio 179, hoja SS-23.034. El NIF de Marearoja Internacional, S.L. es B-20819298 y el número LEI es 95980048Y39MXBSB8P44. El domicilio social y el teléfono de Marearoja Internacional, S.L. son: calle Etxetxikiak, 3, Bajo, 20500, Mondragón Gipuzkoa, España y +(34) 914 559 996, respectivamente.

El presente folleto (el “**Folleto**”) ha sido aprobado por la Comisión Nacional del Mercado de Valores (la “**CNMV**”) el 23 de abril de 2021, y está disponible en la página web de la Sociedad ([www.opdenenergy.com](http://www.opdenenergy.com)) y en la de la CNMV ([www.cnmv.es](http://www.cnmv.es)). Dicha aprobación y registro se refieren únicamente a la oferta inicial (la “**Oferta**”) de acciones ordinarias nuevas y existentes de la Sociedad y a la posterior admisión a negociación en las bolsas de Barcelona, Bilbao, Madrid y Valencia (las “**Bolsas Españolas**”) y la “**Admisión**”).

La Sociedad está ofreciendo acciones ordinarias de nueva emisión a inversores cualificados (los “**Inversores Cualificados**”) y las “**Nuevas Acciones para Inversores Cualificados**”, respectivamente) a un precio por acción (el “**Precio de la Oferta**”) que se espera que esté comprendido en el rango de precios no vinculante de 4,26 y 5,20 euros (el “**Rango de Precios de Oferta**”) y una parte de acciones ordinarias nuevas de la Sociedad sin exceder 11,5 millones de euros en ingresos brutos (A) a determinados empleados del Grupo (incluyendo el equipo directivo de la Sociedad aparte del consejero delegado) (los “**Empleados Relevantes**”) y (B) al consejero delegado de la Sociedad (para permitir el cumplimiento de su compromiso de reinvertir parte del bonus de liquidez que le será pagadero por la Sociedad en la fecha de determinación del precio de la Oferta) y a determinadas personas estrechamente relacionadas o vinculadas (i) al equipo directivo de la Sociedad o (ii) a los titulares reales de los accionistas de la Sociedad (conjuntamente los “**Inversores Vinculados**”) y junto con los Empleados Relevantes, los “**Inversores No Cualificados**”) (respectivamente las “**Acciones para Inversores Vinculados**”) y las “**Acciones para Empleados**”, conjuntamente las “**Nuevas Acciones para Inversores No Cualificados**”) a un precio por acción que será (en el caso de Empleados Relevantes) o puede (en el caso de Inversores Vinculados) diferir, y ser inferior a, el Precio de Oferta y, de otro modo en los términos y condiciones

establecidos en el Folleto. Las Nuevas Acciones para Inversores Cualificados y las Nuevas Acciones para Inversores No Cualificados se denominarán en este resumen del Folleto las "**Nuevas Acciones Ofertadas**".

El consejero delegado de la Sociedad se ha comprometido a suscribir Nuevas Acciones para Inversores No Cualificados a través del Subtramo de Inversores Vinculados dentro del Tramo de Inversores No Cualificados de la Oferta con una parte del bono de liquidez que le será abonada por la Sociedad en la fecha de fijación del precio de la Oferta.

La Sociedad espera obtener unos fondos brutos de aproximadamente 375 millones de euros mediante la emisión de Nuevas Acciones Ofertadas en la Oferta. No obstante, la Sociedad ha aprobado una ampliación de capital por un importe efectivo máximo (incluyendo valor a la par y prima de emisión) de 425 millones de euros, y se reserva la opción de aumentar el número de Acciones Nuevas Ofrecidas para obtener unos fondos brutos de hasta 425 millones de euros en fondos brutos (salvo que su ejercicio implique que la cláusula de control bajo los bonos de la Sociedad en circulación resulte de aplicación) que, en su caso, se harán públicos mediante la correspondiente comunicación de otra información relevante en la CNMV no más tarde del día de determinación de precios de la Oferta.

Además, los Accionistas Vendedores concederán una opción a Banco Santander, S.A. ("**Banco Santander**") y Citigroup Global Markets Europe AG ("**Citigroup**") y, junto con Banco Santander, las "**Entidades Coordinadoras Globales**") para adquirir un número de acciones ordinarias existentes adicionales de la Sociedad que representen hasta el 10% de las Nuevas Acciones Ofertadas (las "**Acciones Adicionales**", y junto con las Nuevas Acciones Ofertadas, las "**Acciones**") al Precio de la Oferta (menos las comisiones acordadas) para cubrir las sobreasignaciones de Nuevas Acciones Ofertadas en la Oferta, si las hubiera, y las posiciones cortas resultantes de las operaciones de estabilización (la "**Opción de Sobreasignación**"). Las Nuevas Acciones para Inversores Cualificados y, si se ejerce la Opción de Sobreasignación, en todo o en parte, las Acciones Adicionales, se denominarán conjuntamente las "**Acciones para Inversores Cualificados**". La Opción de Sobreasignación será ejercitable, total o parcialmente, por Citigroup en su calidad de gestor de estabilización (el "**Gestor de Estabilización**"), actuando por cuenta de las Entidades Coordinadoras Globales y Alantra Capital Markets, S.V., S.A. ("**Alantra**"), Joh, Berenberg, Gossler & Co. KG ("**Berenberg**"), BofA Securities Europe SA ("**BofA**") y RBC Capital Markets (Europe) GmbH ("**RBC Capital Markets**") y, junto con Alantra, Berenberg, BofA y las Entidades Coordinadoras Globales, los "**Gestores**", por un periodo de 30 días naturales a partir de la Admisión, la fecha en la que las acciones ordinarias de la Sociedad coticen y comiencen a negociarse en las Bolsas Españolas a través del Sistema de Interconexión Bursátil o "Mercado Continuo" de las Bolsas Españolas (el "**SIBE**").

Ni la página web de la Sociedad ni ninguno de sus contenidos forman parte o se incorporan al presente Folleto, ni por referencia ni de ningún otro modo, salvo que se indique lo contrario en el mismo. La CNMV no ha examinado ni aprobado la página web de la Sociedad ni ninguno de sus contenidos. Los inversores pueden ponerse en contacto con la CNMV en el teléfono (+34) 900 535 015.

## **B. Información fundamental sobre el emisor**

### **B.1. ¿Quién es el emisor de los valores?**

La denominación social del emisor es Opdenenergy Holding, S.A. y su nombre comercial es "OPDEnergy". La Sociedad está constituida como sociedad anónima en España de acuerdo con la legislación española y, en particular, con la Ley de Sociedades de Capital, y está inscrita en el Registro Mercantil de Madrid, en la sección 8, tomo 40.461, folio 83, hoja M-718.435. Tiene su domicilio social en Cardenal Marcelo Spínola, 42, 5ª planta, 28016, Madrid, España. La Sociedad está constituida por tiempo indefinido y tiene el NIF A-31840135 y el número LEI 959800KT1FVNZ7HC1R25.

La Sociedad se constituyó el 20 de enero de 2005 como sociedad limitada y con domicilio social en el Polígono Industrial Santos Justo y Pastor, sin número, Fustiñana (Navarra). La denominación social inicial de la Sociedad era Otras Producciones de Energía, S.L. Desde su constitución, ha cambiado su domicilio social a la dirección indicada anteriormente en Madrid (España) y ha modificado su denominación social en tres ocasiones (primero, a OPDE Investment España, S.L., en segundo lugar, a OPDE Investment España, S.A., como consecuencia de su transformación en sociedad anónima y, en tercer lugar, a Opdenenergy Holding, S.A. como paso previo a la Oferta y para alinear sus denominaciones social y comercial).

La Sociedad se constituyó con un capital social de 6.000 euros, dividido en 6.000 acciones ordinarias de 1 euro de valor nominal cada una. Como resultado de las ampliaciones de capital realizadas el 29 de diciembre de 2006, el 30 de marzo de 2007 y el 28 de diciembre de 2009, el capital social de la Sociedad se elevó a 3.012.000 euros, dividido en 301.200 acciones ordinarias de 10 euros cada una. El 19 de junio de 2013, la Sociedad amortizó 89.356 acciones propias y, en consecuencia, el capital social de la Sociedad se redujo a 2.118.440 euros, dividido en 211.844 acciones ordinarias de 10 euros cada una. Con fecha 17 de marzo de 2021, como paso previo a la Oferta, la Sociedad llevó a cabo un desdoblamiento de acciones en la proporción de 500 acciones nuevas por cada acción existente, reduciendo el valor nominal de las acciones de 10 a 0,02 euros y aumentando el número de acciones a 105.922.000.

Las actividades principales de la Sociedad son (i) la promoción, el desarrollo, la construcción, la gestión de activos y la explotación y el mantenimiento de plantas de energía renovable, (ii) la generación y la venta de energía renovable; y (iii) la investigación, el estudio y la innovación en el sector de las energías renovables y las tecnologías asociadas a ellas.

El siguiente cuadro recoge la participación y los derechos de voto en la Sociedad de los principales accionistas de OPDEnergy inmediatamente (i) antes de la Oferta y (ii) después de la Oferta, junto con la participación y los derechos de voto del capital flotante (que incluirá, sin limitación, la participación esperada del consejero delegado de la Sociedad que se ha comprometido a suscribir un número de Nuevas Acciones para Inversores No Cualificados en la Oferta), asumiendo que el número de Nuevas Acciones Ofertadas es 79.281.184, que el número de Nuevas Acciones Ofertadas necesarias para recaudar unos fondos brutos de aproximadamente 375 millones de euros al precio del punto medio del Rango de Precios de la Oferta (esto es, sin considerar las Acciones para Empleados, que serán suscritas al precio medio del Rango de Precios de la Oferta aplicando un 10% de descuento).

Accionista	Antes de la Oferta		Oferta	Después de la Oferta			
	Número de acciones	%	Número de acciones sujetas a Opción de Sobreasignación	Número de acciones en propiedad asumiendo Opción de Sobreasignación no ejercida	%	Número de acciones en propiedad asumiendo Opción de Sobreasignación ejercida en su totalidad	%
Marearaja Internacional, S.L. <sup>(1)</sup>	44.677.900	42,18	3.344.080	44.677.900	24,12	41.333.820	22,32
Jalasa Ingeniería, S.L. Unipersonal <sup>(2)</sup>	16.566.200	15,64	1.239.958	16.566.200	8,94	15.326.242	8,28
Aldrovi, S.L. <sup>(3)</sup>	44.677.900	42,18	3.344.080	44.677.900	24,12	41.333.820	22,32
Capital flotante	0	0	—	78.825.180	42,56	86.753.299	46,84
Consejero delegado <sup>(4)</sup>	0	0	—	456.004	0,25	456.004	0,25
<b>Total</b>	<b>105.922.000</b>	<b>100</b>	<b>7.928.118</b>	<b>185.203.184</b>	<b>100,00</b>	<b>185.203.184</b>	<b>100,00</b>

- (1) Propiedad de D. Gustavo Carrero Díez y su esposa, Dña. Miren Izpiñe Aramburu Aguirre, en un 73%/27%, respectivamente.
- (2) Íntegramente participada por D. Francisco Javier Remacha Zapatel.
- (3) Propiedad de D. Alejandro Javier Chaves Martínez y su esposa, Dña. María Paz Sesma Garbayo, en un 51%/49%, respectivamente.
- (4) El compromiso suscrito por el consejero delegado de la Sociedad de suscribir Nuevas Acciones para Inversores No Cualificados a través del Subtramo de Inversores Vinculados dentro del Tramo para Inversores No Cualificados de la Oferta, tal y como se describe con más detalle en el presente Folleto.

En el momento de la Admisión, el Consejo de Administración estará compuesto por los siguientes siete miembros de conformidad con los acuerdos adoptados por la Junta General de Accionistas el 17 de marzo de 2021 y 15 de abril de 2021: D. Luis Cid Suárez (ejecutivo), Dña. Cristina Fernández González-Granda (independiente), Dña. Mar Gallardo Mateo (independiente), Dña. Chony Martín Vicente-Mazariegos (independiente), D. Gustavo Carrero Díez (dominical), D. Francisco Javier Remacha Zapatel (dominical), y D. Alejandro Javier Chaves Martínez (dominical). Los nombramientos todos los consejeros están condicionados a la Admisión.

Deloitte, S.L., con domicilio social en Plaza Pablo Ruiz Picasso 1, Torre Picasso, Madrid 28020, España, titular del NIF B-79104469 e inscrita en el R.O.A.C. (Registro Oficial de Auditores de Cuentas) con el número S0692 y en el Registro Mercantil de Madrid en el tomo 13.650, sección 8, folio 188, hoja M-54.414 inscripción número 96, es el auditor independiente designado por la Sociedad.

## B.2. ¿Cuál es la información financiera fundamental relativa al emisor?

La información financiera incluida en el presente Folleto se ha obtenido a partir de las cuentas anuales consolidadas auditadas de la Sociedad para el ejercicio cerrado el 31 de diciembre de 2020, que incluyen información financiera consolidada no auditada para el ejercicio cerrado el 31 de diciembre de 2019 únicamente a efectos comparativos (las "**Cuentas Anuales Consolidadas Auditadas de 2020**"), y los estados financieros consolidados auditados de la Sociedad para los ejercicios cerrados el 31 de diciembre de 2019 y 2018, que incluyen información financiera consolidada no auditada para el ejercicio cerrado el 31 de diciembre de 2017 (junto con los estados financieros consolidados no auditados a partir del 1 de enero de 2017 debido a la primera aplicación de las reglas NIIF, como han sido definidas anteriormente) únicamente a efectos comparativos (los "**Estados Financieros Consolidados Auditados de 2019 y 2018**") y, junto con las Cuentas Anuales Consolidadas de 2020, los "**Estados Financieros Consolidados**"). Los informes de auditoría de los Estados Financieros Consolidados emitidos por Deloitte, S.L., no presentan salvedades.

La Sociedad incluye por referencia en el Folleto información financiera consolidada pro forma consistente en el balance consolidado pro forma de la Sociedad a 31 de diciembre de 2020 y la cuenta de resultados consolidada pro forma correspondiente al ejercicio cerrado en esa fecha junto con el informe especial elaborado por el auditor con arreglo al Reglamento Delegado (UE) 2019/980 de 14 de marzo de 2019, por el que se completa el Reglamento de Folletos en lo relativo al formato, contenido, control y aprobación del folleto que debe publicarse en caso de oferta pública o admisión a cotización de valores en un mercado regulado, y por el que se deroga el Reglamento (CE) nº 809/2004 de la Comisión ("**Reglamento Delegado 2019/980**") (la "**Información Financiera Pro Forma**"). La Información Financiera Pro Forma se ha preparado sobre la base de los Estados Financieros Consolidados y debe leerse conjuntamente con ellos.

Los Estados Financieros Consolidados y la Información Financiera Pro Forma han sido preparados de acuerdo con las Normas Internacionales de Información Financiera ("**NIIF**") adoptadas por la Unión Europea ("**NIIF-UE**") y de acuerdo con el Reglamento (CE) nº 1606/2002 del Parlamento Europeo y del Consejo, de 19 de julio de 2002, relativo a la aplicación de normas internacionales de contabilidad, en vigor a partir del 31 de diciembre de 2020.

La Información Financiera Pro Forma ha sido preparada con el fin de ilustrar, en formato pro forma, el potencial impacto en el balance consolidado de la Sociedad a 31 de diciembre de 2020, así como en la cuenta de resultados consolidada del ejercicio terminado en esa fecha, de la adquisición a Marguerite Solar Spain, S.L. Unipersonal (vehículo inversor de Marguerite II SCSp) del 80% del capital social de las siguientes sociedades españolas (i) Planta Solar Opde La Fernandina, S.L., que opera la planta solar fotovoltaica sita en Mérida (Badajoz) con una potencia máxima de aproximadamente 50 MW; (ii) Planta Solar Opde Extremadura 2, S.L., que opera la planta solar fotovoltaica sita en Puerto Real (Cádiz) con una potencia máxima de aproximadamente 50 MW; y (iii) Planta Solar Opde Andalucía, S.L., que opera la planta solar fotovoltaica sita en Alcalá de Guadaíra (Sevilla) con una potencia máxima de aproximadamente 50 MW. Antes de la operación, la Sociedad era propietaria del 20% del capital social de cada sociedad española tras haber vendido el 80% en cada una de las sociedades a Marguerite Solar Spain, S.L. Unipersonal en 2019. Tras la consumación de la transacción, la Sociedad es propietaria del 100% del capital social de estas sociedades. La Información Financiera Pro Forma no ha sido auditada y ha sido elaborada de acuerdo con los requisitos del Reglamento (UE) 2017/1129 del Parlamento Europeo y del Consejo, de 14 de junio de 2017, sobre el folleto que debe publicarse en caso de oferta pública o admisión a cotización de valores en un mercado regulado y por el que se deroga la Directiva 2003/71/CE (el "Reglamento de Folletos") y el Reglamento Delegado 2019/980, y con la actualización de la Autoridad Europea del Mercado de Valores sobre las recomendaciones del Comité de Reguladores Europeos de Valores para la aplicación coherente de dicho reglamento (ESMA/2013/319) y con las aclaraciones contenidas en el documento ESMA/31-62-780 y ESMA/31-62-1258.

La Información Financiera Pro Forma ha sido preparada únicamente con fines ilustrativos sobre las bases e hipótesis que los administradores de la Sociedad consideran razonables en las circunstancias actuales, así como la información disponible a la fecha de su elaboración.

Los Estados Financieros Consolidados, junto con los informes de auditoría se incorporan por referencia al presente Folleto.

En los siguientes cuadros se recoge información financiera derivada de los Estados Financieros Consolidados y de la Información Financiera Pro Forma.

Información sobre la cuenta de resultados

	Pro forma para el ejercicio cerrado el 31 de diciembre de 2020	Para el ejercicio cerrado el 31 de diciembre de 2020	Para el ejercicio cerrado el 31 de diciembre de 2019	Para el ejercicio cerrado el 31 de diciembre de 2018
	<i>(en miles de euros)</i>			
Ingresos totales	149.544	139.047	132.919	7.505
Beneficio (pérdida) de explotación	8.087	3.828	15.231	(949)
Beneficio (pérdida) atribuible a los accionistas de la Sociedad	(648)	479	14.457	(416)

Información sobre el balance de situación

	Pro forma a 31 de diciembre de 2020	A 31 de diciembre de 2020	A 31 de diciembre de 2019	A 31 de diciembre de 2018
	<i>(en miles de euros)</i>			
Total activo	468.851	318.902	299.941	137.242
Total patrimonio neto	78.848	78.576	78.816	69.864
Deuda financiera neta (deuda a corto y largo plazo menos caja)	221.205	107.730	75.337	14.244

Información sobre el estado de flujos de caja

	Para el ejercicio cerrado el 31 de diciembre de 2020	Para el ejercicio cerrado el 31 de diciembre de 2019	Para el ejercicio cerrado el 31 de diciembre de 2018
	<i>(en miles de euros)</i>		
Flujos de caja de actividades operativas	(29.451)	(43.944)	(59.492)
Flujos de caja de actividades de inversión	6.007	(13.545)	11.835

Flujos de caja de actividades de financiación	33.097	90.807	18.917
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### **B.3. ¿Cuáles son los principales riesgos específicos del emisor?**

Los factores de riesgo específicos del emisor más importantes son los siguientes:

#### Riesgos relacionados con cambios en el modelo de negocio, el plan de crecimiento y la cartera de proyectos ("pipeline") de la Sociedad

- La presentación de la información financiera en los Estados Financieros Consolidados y la Información Financiera Pro Forma refleja la estrategia de rotación y monetización de activos histórica de la Sociedad y puede no ser representativa de nuestra información financiera futura, y los inversores no deben basar ninguna decisión de inversión en ella.
- Puede que la Sociedad no sea capaz de aplicar con éxito su estrategia empresarial de convertirse en un productor de energía independiente ("independent power producer" o "IPP") a gran escala y su ambicioso plan de crecimiento. La capacidad bruta instalada actualmente por la Sociedad es de aproximadamente 583,7 MW y el desarrollo de su cartera de proyectos ("pipeline") con una potencial capacidad bruta agregada de aproximadamente 9,4 MW, con probabilidades variables en cuanto a su realización, implica aumentar la capacidad bruta instalada a largo plazo en aproximadamente 16x (aproximadamente 1.600%). Por ejemplo, el c.42% de los proyectos en cartera "pipeline" están catalogados como Oportunidades Identificadas, la fase más incipiente de la cartera de proyectos "pipeline" a los que la Sociedad reconoce una probabilidad de finalización inferior al 30%.
- La Sociedad puede fracasar en el desarrollo de su cartera de proyectos de acuerdo con su plan preestablecido o en términos absolutos, además de en el aseguramiento de contratos de compraventa de energía ("power purchase agreements" o "PPAs")

#### Riesgos relacionados con la condición y necesidades financieras de la Sociedad

- La Sociedad tiene un endeudamiento considerable que limita su flexibilidad operativa y le expone al riesgo de los tipos de interés.
- La Sociedad depende de la obtención de financiación de diversas fuentes, en particular de la financiación con deuda externa, para el desarrollo y la construcción de sus plantas de energía renovable.

#### Riesgos relacionado con las operaciones de la Sociedad

- La Sociedad puede no ser capaz de completar los proyectos en construcción de manera eficiente y a tiempo, o en absoluto.
- La rescisión de un PPA o el incumplimiento de los pagos por parte de las contrapartes del PPA, especialmente Centrica, podría afectar negativamente al negocio de la Sociedad.
- Las dificultades para conectarse a las redes de distribución o transmisión, la falta de capacidad de transmisión o los posibles costes de mejora de la red de transmisión podrían afectar significativamente a la capacidad de la Sociedad para construir sus plantas y vender la electricidad que genera.

#### Riesgos relacionados con la industria

- La competencia en el mercado de las energías renovables es cada vez más intensa y puede afectar adversamente a la Sociedad.
- La Sociedad está expuesta a las variaciones de los precios de venta de energía, incluidos los precios de venta al por mayor.

#### Riesgos legales y regulatorios

- Los cambios desfavorables en la normativa o en las políticas gubernamentales de apoyo a las energías renovables podrían afectar significativamente al negocio de la Sociedad.
- La Sociedad hace negocios en un entorno muy regulado y necesita obtener permisos, licencias y autorizaciones para llevar a cabo sus actividades.
  - La sociedad y dos de sus consejeros dominicales están siendo investigados en dos procedimientos penales en España.

### **C. Información fundamental sobre los valores**

#### **C.1. ¿Cuáles son las principales características de los valores?**

Las Acciones que comprenden las Nuevas Acciones Ofertadas y, si se ejerce la Opción de Sobreasignación, en todo o parte, las Acciones Adicionales (ver "B.1 ¿Quién es el emisor de los valores?"), son acciones ordinarias de la Sociedad, con un valor nominal de 0,02 euros cada una, todas ellas de la misma clase y serie que las acciones existentes de la Sociedad. Las Acciones están denominadas en euros. Las Acciones son acciones ordinarias de la Sociedad y sus titulares gozarán de los mismos derechos económicos y de voto que respecto de las acciones ordinarias existentes de la Sociedad, que se recogen en la Ley de Sociedades de Capital y en los estatutos sociales. No existen restricciones a la libre transmisibilidad de las acciones ordinarias de la Sociedad en los estatutos sociales.



El código ISIN asignado a las acciones ordinarias existentes (incluyendo las Acciones Adicionales) es ES0105544003. Las Nuevas Acciones Ofertadas tienen el código ISIN provisional ES0105544011, y llevarán el mismo código ISIN que las acciones ordinarias existentes de la Sociedad a partir de la Admisión. No habrá oferta ni solicitud de cotización de ninguna otra clase de acciones de la Sociedad. Todas las acciones de la Sociedad son de la misma clase.

Las Nuevas Acciones Ofertadas serán y, si se ejerce la Opción de Sobreasignación, en todo o en parte, las Acciones Adicionales, han sido creadas de acuerdo con la Ley de Sociedades de Capital española y tienen un rango *pari passu* en todos los aspectos con las acciones ordinarias previamente existentes de la Sociedad incluyendo el derecho de voto y el derecho a recibir todos los dividendos y otras distribuciones declaradas, realizadas o pagadas sobre el capital social de la Sociedad. Cada acción ordinaria de la Sociedad, incluidas las Acciones, da derecho a asistir a la junta general de accionistas y a emitir un voto en la junta general de accionistas de la Sociedad. No existen restricciones a los derechos de voto y de transmisión de las acciones ordinarias de la Sociedad, incluidas las Acciones. Además, los siguientes derechos son inherentes a la condición de accionista de la Sociedad: derechos de tanteo en las emisiones de nuevas acciones y de bonos u otros instrumentos convertibles en o que conlleven el derecho a suscribir nuevas acciones como contraprestación a las aportaciones en efectivo; derecho a ejercer acciones de los accionistas; y derechos de información. Los titulares de acciones también tienen los derechos y están sujetos a las obligaciones establecidas en los estatutos sociales de la empresa.

En caso de liquidación de la Sociedad, los accionistas tienen derecho a los activos restantes en proporción a sus respectivas participaciones, una vez pagadas las deudas de la Sociedad, los impuestos y cualquier gasto relacionado con la liquidación.

A corto plazo, la Sociedad tiene la intención de dedicar los flujos de caja generados a continuar el crecimiento de su negocio y la ejecución de su plan de negocio, incluyendo las inversiones de capital en varios proyectos. La Sociedad no tiene previsto distribuir dividendos durante los próximos tres años. A la fecha del presente Folleto, la Sociedad aún no ha establecido una política específica de dividendos. Una vez transcurrido dicho período, la Sociedad evaluará si introduce una política de dividendos, en función de sus resultados futuros y de sus necesidades de financiación.

## **C.2. ¿Dónde se negociarán los valores?**

Se solicitará la admisión a negociación de las acciones ordinarias de la Sociedad en las Bolsas Españolas y su cotización a través del SIBE. La Sociedad espera que sus acciones ordinarias coticen en las Bolsas Españolas en torno al 7 de mayo de 2021 con el símbolo "OPDE".

## **C.3. ¿Hay alguna garantía vinculada a los valores?**

No aplica.

## **C.4. ¿Cuáles son los principales riesgos específicos de los valores?**

Los factores de riesgo específicos de las acciones ordinarias de la Sociedad más importantes son los siguientes:

- Después de la Oferta, los accionistas mayoritarios de la Sociedad podrán seguir ejerciendo una influencia significativa sobre la Sociedad y sus intereses pueden no estar alineados con los intereses de los otros accionistas de la Sociedad.
- Las acciones ordinarias de la Sociedad están expuestas a riesgos de negociación y a otros factores externos.

## **D. Información fundamental sobre la admisión a cotización en un mercado regulado**

### **D.1. ¿En qué condiciones y plazos puedo invertir en este valor?**

La Sociedad espera que la Oferta se lleve a cabo según el calendario orientativo que se indica a continuación:

<b>Hito</b>	<b>Fecha<sup>(1)</sup></b>
Aprobación y registro del Folleto con la CNMV	23 de abril de 2021
Inicio del periodo de órdenes para los Inversores No Cualificados	26 de abril de 2021
Inicio del periodo de prospección	26 de abril de 2021
Finalización del periodo de órdenes para Inversores No Cualificados	29 de abril de 2021
Medición final del Tramo para Inversores No Cualificados y asignación de Acciones Nuevas para Inversores No Cualificados a los Inversores No Cualificados	5 de mayo de 2021
Fin del periodo de prospección	5 de mayo de 2021
Fijación del Precio de la Oferta <sup>(2)</sup> y del Precio de la Oferta para Empleados <sup>(3)</sup>	5 de mayo de 2021
Firma del Contrato de Aseguramiento (tal y como se define más adelante)	5 de mayo de 2021
Publicación de la comunicación de información privilegiada con el Precio de la Oferta <sup>(2)</sup> y el Precio de la Oferta para Empleados <sup>(3)</sup>	5 de mayo de 2021
Asignación a los inversores de las Nuevas Acciones para Inversores Cualificados	5 de mayo de 2021
Prefinanciación de las Nuevas Acciones Ofertadas por Banco Santander	6 de mayo de 2021
Otorgamiento de la escritura pública de ampliación de capital	6 de mayo de 2021

Presentación e inscripción de la escritura pública de ampliación de capital en el Registro Mercantil de Madrid	6 de mayo de 2021
Fecha de la operación y publicación de una comunicación de otra información relevante)	6 de mayo de 2021
Admisión e inicio del Período de Estabilización (en o alrededor de)	7 de mayo de 2021
Fecha de Liquidación (en o alrededor de)	10 de mayo de 2021
Fin del Período de Estabilización (no más tarde de)	4 de junio de 2021

- (1) Cada una de las fechas incluidas en el anterior calendario provisional está sujeta a modificaciones sin previo aviso. Cualquier modificación, incluyendo en particular cualquier alargamiento o acortamiento del calendario orientativo, se hará pública mediante la publicación de la correspondiente comunicación de otra información relevante con la CNMV.
- (2) El Precio de la Oferta se refiere al precio de suscripción o de adquisición (según proceda) de las Acciones para Inversores Cualificados y las Acciones para Inversores Vinculados (excepto cuando el Precio de Oferta es mayor que el tramo superior del Rango de Precios de Oferta, en cuyo caso el precio de suscripción de las Acciones de Inversores Vinculados será el tramo superior del Rango de Precios de Oferta).
- (3) El Precio de la Oferta para Empleados se refiere al precio de suscripción de las Acciones para Empleados, que será el menor de (i) el Precio de la Oferta y (ii) el tramo superior del Rango de Precios de Oferta aplicando un 10% de descuento.

Suponiendo que la Oferta tiene el precio medio del Rango de Precios de Oferta y que no se ejerce la Opción de Sobreasignación, la participación de los actuales accionistas de la Sociedad antes de la Oferta representará aproximadamente el 57,19% del número total de acciones ordinarias tras la Oferta, lo que supondría una dilución en el porcentaje de participación de los accionistas anteriores a la Oferta de aproximadamente el 42,81%, con respecto al porcentaje de participación que tenían antes de la Oferta. Bajo esta misma asunción y suponiendo que la Opción de Sobreasignación es ejercida en su totalidad, la participación de los actuales accionistas tras la Admisión será de aproximadamente el 52,91% del total del capital social y de los derechos de voto de la Sociedad.

A efectos meramente informativos, debido a la dificultad para determinar con precisión los gastos incurridos a la fecha del presente Folleto o que serán incurridos por la Sociedad y los Accionistas Vendedores, los gastos y comisiones estimados a pagar por la Sociedad y los Accionistas Vendedores en relación con la Oferta y la Admisión ascienden a aproximadamente 20,34 millones de euros y 1,41 millones de euros (excluyendo el IVA aplicable), respectivamente, asumiendo que (i) la Sociedad obtiene fondos brutos de aproximadamente 375 millones, (ii) el Tramo para Inversores No Cualificados no se suscribe (sin embargo, el Tramo para Inversores Cualificados aumenta en la misma medida), (iii) la Opción de Sobreasignación ha sido ejercida en su totalidad y (iv) la comisión discrecional a pagar a los Gestores se paga en su totalidad.

#### **D.2. ¿Quién es el oferente y/o la persona que solicita la admisión a cotización?**

La Sociedad es el oferente de las Nuevas Acciones Ofertadas (véase "B. Información clave sobre el emisor" de este Resumen para más información sobre la Sociedad) y la persona que solicita la admisión a cotización de todas las acciones ordinarias emitidas y en circulación de la Sociedad en la fecha de Admisión.

Los Accionistas Vendedores serán los oferentes de las Acciones Adicionales si se ejerce la Opción de Sobreasignación, total o parcialmente. La Opción de Sobreasignación será ejercitable, en todo o en parte, por Citigroup en su calidad de gestor de estabilización, actuando en nombre de los Gestores durante un periodo de 30 días naturales a partir de la fecha de Admisión. Para más información sobre los Accionistas Vendedores, véase "A. Introducción y advertencias".

#### **D.3. ¿Por qué se ha elaborado este folleto?**

El presente Folleto es un folleto relativo a la Sociedad a los efectos de los artículos 3 y 4 del Reglamento de Folletos. El presente Folleto ha sido aprobado y está registrado con la CNMV en su calidad de autoridad competente en virtud del Reglamento de Folletos, del texto refundido de la Ley del Mercado de Valores aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre, y de las correspondientes normas de desarrollo en España. Dicha aprobación y registro se refieren únicamente a la Oferta y a la Admisión.

La Sociedad considera que la Oferta es el siguiente paso en el desarrollo a largo plazo de la Sociedad y en su transformación en un productor independiente de energía a gran escala y diversificado geográficamente. La Oferta permitirá a la Sociedad obtener unos fondos brutos de aproximadamente 375 millones de euros mediante la emisión y suscripción de las Nuevas Acciones Ofertadas en la Oferta, que se destinarán íntegramente (una vez deducidos los gastos de la Oferta) a la realización de determinados proyectos en curso, incluyendo la financiación parcial de la parte de capital de los gastos e inversiones asociados a su desarrollo.

La Oferta también ofrecerá a los Accionistas Vendedores la oportunidad de monetizar una parte limitada de su inversión de capital en la Sociedad en el caso de ejercicio de la Opción de Sobreasignación. La Sociedad no recibirá ningún ingreso por la venta de las Acciones Adicionales por parte de los Accionistas Vendedores a través de la Opción de Sobreasignación y, a su vez, los Accionistas Vendedores no recibirán ningún ingreso por la emisión y suscripción de cualquiera de las Nuevas Acciones Ofertadas en la Oferta.

Asimismo, se espera que la Oferta amplíe la base accionarial de la Sociedad mediante la incorporación de inversores institucionales y una base diversificada de accionistas internacionales, mejorando así el acceso de la Sociedad a los mercados públicos de capital internacionales (incluso para instrumentos de deuda) que podrían ayudar a OPDEnergy a obtener fuentes de capital adicionales y más diversificadas para futuras inversiones. En este sentido, la Sociedad

creo que la Oferta le permitirá ampliar su base de accionistas para alcanzar un capital flotante de entre el 42,56% (suponiendo que los precios de la Oferta están en el precio medio del Rango de Precios de Oferta y no se ejerce la Opción de Sobreasignación) y el 46,84% (suponiendo que los precios de la Oferta están en el precio medio del Rango de Precios de Oferta y se ejerce la Opción de Sobreasignación en su totalidad) del capital social total emitido de OPDEnergy en el momento de la Admisión, cumpliendo así con el umbral mínimo de distribución de acciones exigido para la admisión a negociación en las Bolsas Españolas a través del SIBE (que, de acuerdo con el Real Decreto 1310/2005 de 4 de noviembre, y sujeto a ciertas excepciones, supone alcanzar un capital flotante de al menos el 25% de las acciones admitidas a negociación).

Además, el hecho de convertirse en una empresa cotizada también proporcionará a la Sociedad ventajas adicionales, incluyendo el reconocimiento de la marca, una mayor transparencia y gobierno corporativo, un perfil institucional reforzado y una herramienta para retener e incentivar a la alta dirección a través de planes de incentivos en forma de acciones, así como el fortalecimiento e institucionalización de las relaciones de la empresa con sus partes interesadas internas y externas.

Dado que la Sociedad espera pagar el importe de las comisiones y los gastos indicados en el apartado "D.1 *¿Bajo qué condiciones y con qué calendario puedo invertir en los valores?*" de este Resumen con los fondos de la Oferta, la Sociedad espera recaudar unos fondos netos de aproximadamente 354,66 millones de euros, mediante la emisión de las Nuevas Acciones Ofertadas en la Oferta.

Se espera que la Sociedad, los Accionistas Vendedores y los Gestores celebren un contrato de aseguramiento (el "**Contrato de Aseguramiento**") con respecto a las Nuevas Acciones para Inversores Cualificados que ofrezca la Sociedad y, en su caso, las Acciones Adicionales que ofrezcan los Accionistas Vendedores, con respecto a la Opción de Sobreasignación, en la fecha de fijación del Precio de la Oferta (que se espera que se produzca en torno al 5 de mayo de 2021). Sujeto al cumplimiento de determinadas condiciones establecidas en el Contrato de Aseguramiento, cada Gestor se comprometerá, de forma individual pero no conjunta, ni solidaria, a conseguir suscriptores o, en su defecto, a suscribir el número total de Acciones para Inversores Cualificados que se establezcan en el Contrato de Aseguramiento de acuerdo con las cuotas de aseguramiento.

No hay acuerdos o intereses en conflicto con la Oferta y/o la Admisión.

**ANNEX I**  
**PRO FORMA CONSOLIDATED FINANCIAL INFORMATION FOR THE REPORTING PERIOD ENDED DECEMBER**  
**31, 2020.**

## SPECIAL INDEPENDENT AUDITORS' REPORT ON THE COMPILATION OF THE CONDENSED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION INCLUDED IN A PROSPECTUS

To the board of Directors of Opdenenergy Holding, S.A. (formerly OPDE Investment España, S.L.),

We conducted our engagement on the accompanying condensed pro forma consolidated financial information of Opdenenergy Holding, S.A. and subsidiaries (hereinafter “OPDEnergy” or the “Company”), prepared by the Board of Directors of OPDEnergy, which comprises the condensed pro forma consolidated balance sheet as of December 31, 2020 and the pro forma consolidated income statement for the year ended December 31, 2020 and the related accompanying explanatory notes thereto. The applicable criteria on the basis of which the Directors of OPDEnergy compiled the condensed pro forma consolidated financial information, which are described in Notes 1 to 6 to the aforementioned condensed pro forma consolidated financial information, are those covered in the Regulation (EU) 2017/1129 of the European Commission of June 14, 2017, Regulation (EU) 2019/980 of the European Commission of March 14, 2019, in the European Securities and Markets Authority (ESMA) update of the Committee of European Securities Regulators (CESR) recommendations for the consistent implementation of the aforementioned Regulation (ESMA/2013/319) and the clarifications contained in document ESMA/31-62-780 and ESMA/31-62-1258.

The condensed pro forma consolidated financial information was compiled by the Directors of OPDEnergy to illustrate the impact of the transaction described in Note 2 as if the transaction had occurred on January 1, 2020 to prepare the pro forma consolidated income statement for the year ended December 31, 2020 and for the condensed pro forma consolidated balance sheet as of December 31, 2020.

As indicated in Note 3 to the accompanying condensed pro forma consolidated financial information, the information used as the basis for compiling the condensed pro forma consolidated financial information was extracted by the Directors of OPDEnergy from:

- a. Annual audited consolidated financial statements of Opdenenergy Holding, S.A. and subsidiaries as of and for the year ended December 31, 2020, prepared in accordance with International Financial Reporting Standards as adopted by the European Union (hereinafter “IFRS-EU”) which were authorised for issue by the board of Directors on April 13, 2021, together with its unqualified audit report dated April 14, 2021 issued by Deloitte, S.L.
- b. Annual stand-alone financial statements of OPDE La Fernandina, S.L. as of and for the year ended December 31, 2020, prepared in accordance with the applicable financial reporting framework and the generally accepted accounting principles in Spain (“Spanish GAAP”), which were authorised for issue by the board of Directors on April 13, 2021, together with its unqualified audit report dated April 14, 2021 issued by Deloitte, S.L.

- c. Annual stand-alone financial statements of OPDE Andalucía 1, S.L. as of and for the year ended December 31, 2020, prepared in accordance with Spanish GAAP, which were authorised for issue by the board of Directors on April 13, 2021, together with its unqualified audit report dated April 14, 2021 issued by Deloitte, S.L.
- d. Annual stand-alone financial statements of OPDE Extremadura 2, S.L. as of and for the year ended December 31, 2020, prepared in accordance with Spanish GAAP, which were authorised for issue by the board of Directors on April 13, 2021, together with its unqualified audit report dated April 14, 2021 issued by Deloitte, S.L.

*Responsibility of the Directors for the condensed pro forma consolidated financial information*

The Directors of Opdenenergy Holding, S.A. are responsible for the preparation and the content of the condensed pro forma consolidated financial information, on the basis of the requirements established by the Regulation (EU) 2017/1129 of the European Commission of June 14, 2017, Regulation (EU) 2019/980 of the European Commission of March 14, 2019, in the European Securities and Markets Authority (ESMA) update of the Committee of European Securities Regulators (CESR) recommendations for the consistent implementation of the aforementioned Regulation (ESMA/2013/319) and the clarifications contained in document ESMA/31-62-780 and ESMA/31-62-1258. The Directors of Opdenenergy Holding, S.A. are also responsible for the assumptions and hypotheses included in Note 4 to the condensed pro forma consolidated financial information, on which the pro forma adjustments described in Note 6 are based.

*Our responsibility*

Our responsibility is to issue the report required in the Regulation (EU) 2017/1129 of the European Commission of June 14, 2017, Regulation (EU) 2019/980 of the European Commission of March 14, 2019, in the European Securities and Markets Authority (ESMA) update of the Committee of European Securities Regulators (CESR) recommendations for the consistent implementation of the aforementioned Regulation (ESMA/2013/319) and the clarifications contained in document ESMA/31-62-780 and ESMA/31-62-1258 and the assumptions and hypotheses defined by the Directors of Opdenenergy Holding, S.A.

Our work was performed in accordance with International Standard on Assurance Engagements (ISAE) 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by the International Auditing and Assurance Standards Board, which requires compliance with ethical requirements and the planning and performance of procedures to obtain reasonable assurance as to whether Directors have compiled, in all material respects, the condensed pro forma financial information on the basis of the requirements in the Regulation (EU) 2017/1129 of the European Commission of June 14, 2017, Regulation (EU) 2019/980 of the European Commission of March 14, 2019, in the European Securities and Markets Authority (ESMA) update of the Committee of European Securities Regulators (CESR) recommendations for the consistent implementation of the aforementioned Regulation (ESMA/2013/319) and the clarifications contained in document ESMA/31-62-780 and ESMA/31-62-1258 and the assumptions and hypotheses defined by the Directors of Opdenenergy Holding, S.A.

For purposes of this report, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the condensed pro forma consolidated financial information, or for expressing any other opinion on the condensed pro forma consolidated financial information, on the assumptions and hypotheses used in the preparation thereof, or on any specific items or accounts, nor have we performed an audit or limited review of the financial information used as the basis for the compilation of the condensed pro forma consolidated financial information.

The purpose of the condensed pro forma consolidated financial information included in a prospectus is solely to illustrate the impact of a significant event or transaction on the financial information of OPDEnergy as if the event had occurred or the transaction had been undertaken at an earlier date selected for these purposes. Since this condensed pro forma consolidated financial information was prepared to reflect a hypothetical situation, it is not intended to represent, and does not represent the financial and net equity position or the profit and loss from operations of OPDEnergy. Consequently, we do not express an opinion as to whether the financial information that would have been obtained if the transaction described had occurred at January 1, 2020 for the income statement for the year ended December 31, 2020, would correspond with the accompanying condensed pro forma consolidated financial information.

The aim of a report of this nature is to provide reasonable assurance as to whether the condensed pro forma consolidated financial information was compiled, in all material respects, on the basis of the criteria used in the preparation thereof and requires the performance of procedures necessary to assess whether the criteria used by Directors in the aforementioned compilation provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence as to whether:

- The pro forma adjustments give appropriate effect to those criteria;
- The condensed pro forma consolidated financial information reflects the proper application of those adjustments to the historical information; and
- The accounting policies used by the Directors of OPDEnergy in compiling the condensed pro forma consolidated financial information, including homogenization adjustments pursuant to IFRS-EU, are consistent with the accounting policies used in the preparation of the consolidated financial statements of OPDEnergy as of and for the year ended December 31, 2020.

The procedures performed depend on our professional judgement, having regard to our understanding of the nature of the Company, the event or transaction in respect of which the condensed pro forma consolidated financial information was compiled, and other relevant engagement events and circumstances.

The engagement also involves evaluating the overall presentation of the condensed pro forma consolidated financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### *Our independence and Quality Control*

We have complied with the independence and other ethical requirements of the Code of Ethics issued by the International Ethics Standards Board for Accountants (IESBA), which is based on the fundamental principles of integrity, objectivity, professional competence, due care, confidentiality and professional behaviour.

Our firm applies the International Standard on Quality Control 1 ("ISQC 1"), and consequently, maintains an exhaustive system or quality control that includes documented policies and procedures in relation to compliance with ethical requirements, professional standards and applicable laws and regulations.

### *Opinion*

In our opinion:

- The accompanying condensed pro forma consolidated financial information has been properly compiled on the basis of the criteria used and the assumptions and hypotheses defined by the Directors of Opdenenergy Holding, S.A.
- The accounting policies used by the Directors of Opdenenergy Holding, S.A. in compiling the accompanying condensed pro forma consolidated financial information are consistent with the accounting policies used in the preparation of the consolidated financial statements of Opdenenergy Holding, S.A. as of and for the year ended December 31, 2020.

### *Distribution and use*

This report was prepared at the request of Opdenenergy Holding, S.A. in relation to the process of issuance and of the verification and registration of the prospectus of Opdenenergy Holding, S.A. in the context of the admission to trading of its shares on the Barcelona, Bilbao, Madrid and Valencia Stock Exchanges, and therefore, it must not be used for any other purpose or in any other market, or published in any other prospectus or document of a similar nature other than the prospectus of Opdenenergy Holding, S.A. without our express consent. We will not accept any liability to persons other than the addressees of this report.

DELOITTE, S.L.



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Iñigo Úrculo  
April 14, 2021





## Opdeenergy Holding, S.A (previously named OPDE Investment España, S.A.) and Subsidiaries

Condensed Pro forma Consolidated Financial Statements as of and for the year ended December 31, 2020.

### **1. Purpose of the condensed pro forma consolidated financial statements**

The accompanying condensed pro forma consolidated financial information shows the condensed pro forma consolidated balance sheet of Opdeenergy Holding, S.A. (hereinafter "OPDEnergy" or the "Company" and together with its subsidiaries the "Group"), as of December 31, 2020 and the pro forma consolidated income statement for the year then ended, which have been prepared from, and must be read together with the consolidated financial statements of the Group as of and for the year ended December 31, 2020, prepared in accordance with the International Financial Reporting Standards approved by the European Union ("IFRS-EU").

This condensed pro forma consolidated financial statements have been prepared with the aim of showing, on a pro forma basis, the potential impact on the consolidated balance sheet of the Group as of December 31, 2020, as well as on the consolidated income statement for the year then ended, of the acquisition of certain shares and shareholders loans in three companies, stated in the following paragraphs, as if said acquisitions had occurred on January 1, 2020 for the purposes of preparing the pro forma consolidated income statement and as of December 31, 2020 for the purposes of the condensed pro forma consolidated balance sheet. In order to prepare these condensed pro forma consolidated financial statements, it has been assumed that the acquisition of the shares and shareholder loans, described in Note 2, is completely finished.

These condensed pro forma consolidated financial statements have been elaborated solely for the purpose of including them in the prospectus prepared by OPDEnergy to be submitted in the context of its proposed initial offering and admission to trading of its shares on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges (the "Spanish Stock Exchanges") (hereinafter the "Prospectus").

This condensed pro forma consolidated financial information has been prepared for illustrative purposes only and assumes that the Group's Board of Directors (the "Directors") has deemed reasonable under the current circumstances, the terms and conditions contained in the contracts leading to the drafting of these condensed pro forma consolidated financial statements, as well as the financial statements available on the date of preparation of the pro forma information. The assumptions adopted are described in Note 4.

Given that this condensed pro forma consolidated financial information has been prepared in order to reflect a hypothetical situation, it is not intended to reflect, and, consequently, does not reflect, neither the financial position, nor the results of the operations of the Group, should the operations described in Note 2 have occurred. Likewise, the condensed pro forma consolidated information does not reflect the financial position or the Group's future results.

The Directors of OPDEnergy are responsible for the preparation and content of the condensed pro forma consolidated financial statements.

### **2. Description of the transaction**

Opdeenergy Holding, S.A. was incorporated on January 20, 2005 under the name "Otras Producciones de Energía, S.L." as a private limited company for an indefinite term. The Group's corporate purpose and main activity is the



production and sale of photovoltaic solar energy from solar farms to electricity companies and the promotion, management and administration of entities producing renewable energies, including the supply, installation and of equipment and installations assembly for solar plants and the construction and sale of solar plants.

On 4 February 2021 Opde Investment España's board resolved through Extraordinary General Meeting to change the legal form of the company from limited liability company into joint stock company, which has been recording in public deed the 11 February, 2021 and recorded in the Madrid mercantile registry on 9 March 2021.

On 12 March 2021, the Group entered into a sale and purchase agreement with Marguerite Solar Spain, S.L.U. (the "Seller") for the acquisition of 80% share capital owned by the Seller and shareholder loans held by the Seller in the following companies (all together, "the Companies"):

- Planta Solar OPDE La Fernandina, S.L. (hereinafter, "La Fernandina") owner of La Fernandina 50 MWp solar photovoltaic plant. With this acquisition the Group's shareholding will increase from 20% to 100%.
- Planta Solar OPDE Andalucía 1, S.L. (hereinafter, "Andalucía") owner of Zafra 50 MWp solar photovoltaic plant. With this acquisition the Group's shareholding will increase from 20% to 100%.
- Planta Solar OPDE Extremadura 2, S.L. (hereinafter, "Extremadura") owner Miramundo 50 MWp solar photovoltaic plant. With this acquisition the Group's shareholding will increase from 20% to 100%.

These three companies own each one a solar photovoltaic plant developed built by OPDEnergy in previous years. During 2019, the Group reached to various agreements to sell 80% of its ownership interest to Marguerite Solar Spain, S.L.U. Because of the IPO transaction expected to be completed by OPDEnergy Group during 2021 and its intention to exploit several PV plants in the future, the Group started a new process for the acquisition of these companies that will allow the Group to increase its energy sales revenues in the future.

These three shareholding companies were registered in the Group's consolidated financial statements as of and for the year ended December 31, 2020 using the equity accounting method, in the caption "Investments accounted for using the equity method" of the consolidated balance sheet of the Group. Following the consummation of this business combination on 23 March 2021, the Companies will be fully consolidated in the future Group's consolidated financial statements.

The purchase price (consideration transferred or paid) of the Companies will amount to approximately EUR 42,000 thousand, agreed between both parties in the purchase agreement. The purchase price shall be equal to the equity value (including shareholders loans amounting to EUR 24,056 thousand as of 31 December 2020), including net working Capital of the companies.

Moreover, on March 17, 2021 the Company's 100% subsidiary Opdeenergy, S.A. entered into the contractual documentation regarding a EUR 140,000 thousand financing facility in the form of floating rate bonds denominated in euros, guaranteed by the Company. An initial drawdown of EUR 114,555 thousand in principal amount of bonds issued at 98% of par representing gross proceeds to the Issuer of EUR 112,200 thousand was closed and settled on March 26, 2021. The Issuer used EUR 42,000 thousand to refinance the cash and bridge facility used by the Group to pay the consideration for the acquisition of 80% of the shares and shareholder loans of the three companies, and the balance to refinance the existing notes issued by Opdeenergy, S.A. between 2018 and 2020.



None of the Companies subject to the transaction is individually relevant for the purposes of the “significance” analysis required by Regulation No. 2017/1129 of the European Commission of June 14, 2017 (the “EU Prospectus regulation”) for the purposes of requiring the preparation of pro forma transactions. However, the acquisitions have been formalized in a unique transaction between the Group and the Seller, and therefore, considered linked transactions. Consequently, the inclusion of the mentioned transactions as a whole do have a relevant impact for the Group.

### **3. Bases and presentation sources of the condensed pro forma consolidated financial information**

The condensed pro forma consolidated financial information has been prepared in accordance with the requirements of the EU Prospectus Regulation and the Regulation 2019/980 of the European Commission of March 14, 2019 , and subsequent amendments, and with the update by the European Securities Market Authority ("ESMA") of the recommendations from the Committee of European Securities Regulators ("CESR") for the consistent implementation of said regulation (ESMA/ 2013/319) and with the clarifications contained in document ESMA/31-62-780 and ESMA/31-62-1258.

The accounting policies used in the preparation of the condensed pro forma consolidated financial information are consistent with the accounting policies used by OPDEnergy in the preparation of its consolidated financial statements as of and for the year ended December 31, 2020, in accordance with IFRS-EU. In this sense, although the Companies subject to acquisition do not prepare their financial statements in accordance with IFRS-EU, but with the Spanish GAAP, said financial statements have been subject to accounting homogenization analysis in order to be compiled in line with the Group accounting policies.

The historical financial statements used as a basis in the compilation of these condensed pro forma consolidated financial statements have been as follows:

- a) Consolidated financial statements of Opdeenergy Holdings, S.A. and subsidiaries as of and for the year ended December 31, 2020, prepared in accordance with IFRS-EU and approved by the Directors on April 13<sup>th</sup>, 2021, audited by Deloitte, S.L., which issued the corresponding audit report on April 14<sup>th</sup>, 2021, which does not contain any qualification.
- b) For the three companies subject of the transaction described in Note 2, the stand-alone financial statements as of and for the year December 31, 2020, each prepared under Spanish GAAP and approved by their respective directors in April 13<sup>th</sup>, 2021. The aforementioned stand-alone financial statements have been audited by Deloitte, S.L., which issued the corresponding audit reports on April 14<sup>th</sup>, 2021, which none of them contain any qualification.

The condensed pro forma consolidated balance sheet has been prepared including the consolidated balance sheet of the Group as of December 31, 2020 and the balance sheets of the Companies, elaborated under Spanish GAAP, plus pro forma adjustments, as if the transaction had taken place on December 31, 2020. Additionally, eliminations of balances between the aforementioned companies have been carried out, insofar as the Companies maintained balances recorded between them and the Group and have been made homogenization adjustment with IFRS-EU, if applicable.

The pro forma consolidated income statement for the year ended December 31, 2020 has been prepared including the consolidated income statement of the Group for the year ended December 31, 2020 and the income statement for the year ended December 31, 2020 of the Companies acquired subject of the transaction, elaborated under Spanish GAAP, plus pro forma adjustments, as if the transaction had taken place on January 1, 2020. Additionally, eliminations of transactions between said companies have been carried out, insofar as the



Companies had made transactions between them and the Group and homogenization adjustment with IFRS-EU have been made, if applicable.

For a correct interpretation of these condensed pro forma consolidated financial statements and its explanatory notes, they must be read together with the consolidated financial statements of the Group as of and for the year ended December 31, 2020.

For the elaboration of the condensed pro forma consolidated financial statements, the accounting policies applied by the Group in the preparation of the consolidated financial statements as of and for the year ended December 31, 2020, prepared under IFRS-EU, have been considered.

#### **4. Main assumptions used in the preparation of condensed pro forma consolidated financial information**

In the preparation of the pro forma condensed consolidated financial information, the following assumptions have been followed:

- The Group's consolidated financial statements as of and for the year ended December 31, 2020 were prepared in accordance with IFRS-EU and, therefore, the condensed pro forma consolidated financial statements should also be presented under IFRS-EU. GAAP adjustments have been included (adoption of IFRS16 as main impact) within the historical financial information of the Companies (originally prepared under Spanish GAAP).
- For the purposes of the preparation of the condensed pro forma consolidated balance sheet, it has been assumed that the transaction took place on December 31, 2020. For the purposes of the pro forma consolidated income statement, it has been assumed that the transaction took place on January 1, 2020.
- The pro forma adjustments are a consequence of the effects directly attributable to the transaction described in Note 2 and, in addition to being demonstrable, they are suitable and complete for the purpose of submission of the condensed pro forma consolidated financial statements and are expected to have a durable impact on OPDEnergy, except for the income impact derived from the revaluation of the previous shareholding maintained by the Group in La Fernandina, Andalucía and Extremadura. The said revaluation amounts to EUR 272 thousand and should be registered according to IFRS 3 (impact in the previously maintained investment adjusted by appropriate proportion of the unrealised gains or losses generated in transactions between investees accounted for using the equity method and OPDEnergy amounting to EUR 4,212 thousand). In this sense, because the pro forma consolidated income statement has been prepared assuming the transaction took place on January 1, 2020, the shareholding revaluation previously kept in the Companies, is fully included into the pro forma consolidated income statement. For the purposes of the preparation of the condensed pro forma consolidated balance sheet, it has been assumed that at the acquisition date, the classification and designation of the identifiable assets acquired and liabilities assumed continue to be the same as there were in the stand-alone IFRS financial statements of Companies acquired.
- There are no material expenses inherent to the transaction affecting the pro forma consolidated income statement as the transaction was fully managed with internal resources and departments.
- Given that obtaining the additional funds implies the refinancing of the currently maintained financing based on bonds issued between 2018 and 2020, the entire balances and transactions recognized in the consolidated financial statements of the Group as of December 31, 2020 related to those 2018-2020 bonds have been eliminated in the condensed pro forma consolidated financial statements.
- The Group finances the transaction through the issuance of a financing facility based on bonds remunerated at floating interest rates and with a 2.00% issue discount, at an issue price of 98% of par.

Directors have considered in the condensed pro forma consolidated financial statements such discount to be as a fixed interest expense, payable on a quarterly basis and final maturity date in 30 months from the closing date. The annual impact of the discount amounts to EUR 916 thousand. Additionally, for floating interest expense quantification, Directors have estimated a fund raising of EUR 114,555 thousand (corresponding to the total amount available). For the interest screen rate defined in the financing agreement, a Euribor of 0,00% has been deemed appropriate based on the current monthly figures of the mentioned index, which lead to an annual expense of EUR 3,723 thousand in the first year.

- The existing balances and transactions between Group and the acquired Companies have been eliminated in the condensed pro forma consolidated balance sheet and income statement, respectively, if any. These balances and transactions mainly correspond to the subordinated loan agreements with the purpose of financing in part the design, construction and operation of the Fernandina, Andalucía and Extremadura plants and to certain management, operation and maintenance services that the Group provided to the Companies during 2020.
- Directors have made their best estimate to determinate the fair value of the net assets acquired in the transaction, based on the assumption of better use of the net assets as per IFRS 13, concluding that such fair value corresponds to the amount paid for the acquisition of the Companies. Moreover, the cost of the net assets included in the consolidated financial statements of the Group as of December 31, 2020 were used.
- Directors determined that the additional value paid in the acquisition of the Companies corresponded to the Fernandina, Andalucía and Extremadura plants fair value amounting EUR 8,353 thousand whose average useful life has estimated to be 30 years. As per IAS 12 such increase in value has generated a deferred tax liability of EUR 2,088 thousand. Accordingly, the net assets and liabilities acquired in the business combination amounted to EUR 14,077 thousand and because of the difference between the total price of the transaction (including the assumption of the shareholder loans amounting to EUR 24,056), which amounted to EUR 42,000 thousand, and the revaluation of the previous shareholding amounted to EUR 272 thousand, a goodwill has been generated which amounted to EUR 2,088 thousand.
- The deferred tax liabilities raised in the business combination have no impact on the pro forma consolidated income statement as it has a temporary difference consideration.
- In the pro forma adjustments, no tax impact has been considered, except for the deferred tax liability arising in the acquisition of the Companies, previously described. For such deferred tax liability estimation, a 25% tax rate has been considered, corresponding to the applicable tax rate for the year 2020 in accordance with the corporate income tax regulations in force in Spain.
- Directors have considered that the goodwill raised on previously indicated operation is associated to profits related with solar operation of the plants object of the transaction and, therefore, as they have finite useful lives, the goodwill will be impaired at the same time the aforementioned income is registered. The key assumptions considered on the impairment calculation of goodwill to impact on pro forma consolidated income statement for year 2020:
  - o Goodwill's maximum useful life is directly related to the regulatory useful lives of the plants object of the transaction.
  - o Goodwill's recovery is affected by the positive cash flows obtained annually from each photovoltaic solar plant related with the original business plan. Any positive or negative deviation in the cash flows would vary the impairment registered,
  - o For the purposes of expenses to be charged on the pro forma consolidated income statement, it has been assumed that all the Companies object of transaction meet their business plan on



every year of the regulatory useful lives, which average period is of 30 years. As result, the impact on the pro forma consolidated income statement was EUR 70 thousand.

- o The Directors have considered as an hypothesis that the impairment of goodwill registered on the pro forma consolidated income statement for year 2020, has no tax impact, therefore it will not generate income tax expenses
- Certain numerical figures set out in this condensed pro forma consolidated financial information presented in thousands have been subject to rounding adjustments and, as a result, the totals of the data in this condensed pro forma consolidated financial information may vary slightly from the actual arithmetic totals of such information.

**5. Condensed pro forma consolidated balance sheet as of December 31, 2020 and pro forma consolidated income statement for the year ended 31 December 31, 2020**

Condensed pro forma consolidated balance sheet as of December 31, 2020

ASSETS	31.12.20 (1)	Acquisition (2)	Financing (3)	Pro forma 31.12.20
<b>NON-CURRENT ASSETS</b>				
Goodwill	-	2.088	-	2.088
<b>Intangible assets</b>	<b>929</b>	-	-	<b>929</b>
Concessions, patents and licenses	738	-	-	738
Other intangible assets	191	-	-	191
<b>Property, plant and equipment</b>	<b>3.184</b>	<b>114.377</b>	-	<b>117.561</b>
Land and buildings	1.455	-	-	1.455
Plant, machinery, tools, furniture and other items of property, plant and equipment	1.729	114.377	-	116.106
<b>Investment property</b>	<b>1.218</b>	-	-	<b>1.218</b>
Right of use	17.040	13.568	-	30.608
<b>Non-current investments in Group Companies and associates</b>	<b>13.388</b>	<b>(6.130)</b>	-	<b>7.258</b>
Investments accounted for using the equity method	6.993	(112)	-	6.881
Long-term loans to companies	6.395	(6.018)	-	377
<b>Non-current financial assets</b>	<b>5.820</b>	<b>14.850</b>	-	<b>20.670</b>
Trade and other receivables	4.075	-	-	4.075
Deferred tax assets	11.975	772	-	12.747
<b>Total non-current assets</b>	<b>57.629</b>	<b>139.526</b>	-	<b>197.155</b>
<b>CURRENT ASSETS</b>				
Inventories	186.659	98	-	186.757
Trade and other receivables	20.612	367	-	20.979
Current investments in associates and related companies	592	-	-	592
Current financial assets	3.590	114	-	3.704
Current prepayments and accrued income	746	-	-	746
Cash and cash equivalents	49.074	(36.067)	45.911	58.918
<b>Total current assets</b>	<b>261.273</b>	<b>(35.488)</b>	<b>45.911</b>	<b>271.696</b>
<b>TOTAL ASSETS</b>	<b>318.902</b>	<b>104.038</b>	<b>45.911</b>	<b>468.851</b>

EQUITY AND LIABILITIES	31.12.20 (1)	Acquisition (2)	Financing (3)	Pro forma 31.12.20
<b>EQUITY</b>				
<i>SHAREHOLDERS' EQUITY AND VALUATION ADJUSTMENTS</i>	78.576	272	-	78.848
Total equity	78.576	272	-	78.848
<b>NON-CURRENT LIABILITIES</b>				
Long-term provisions	820	1.460	-	2.280
Non-current payables	82.121	88.953	45.911	216.984
Deferred tax liabilities	1.647	5.799	-	7.446
Non-current accruals and deferred income	110	(110)	-	-
Total non-current liabilities	84.698	96.101	45.911	226.710
<b>CURRENT LIABILITIES</b>				
Short-term provisions	9.912	-	-	9.912
Current payables	100.526	5.683	-	106.209
Trade and other payables	44.849	1.982	-	46.831
Current accruals and deferred income	341	-	-	341
Total current liabilities	155.628	7.664	-	163.292
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>318.902</b>	<b>104.038</b>	<b>45.911</b>	<b>468.851</b>

- (1) It reflects the consolidated balance sheet of the Group as shown in the consolidated financial statements as of and for the year ended December 31, 2020, in accordance with IFRS-UE.
- (2) It reflects the pro forma adjustment for the acquisition of additional shareholding of Fernandina, Andalucía and Extremadura, as detailed in Note 6.1.
- (3) It reflects the pro forma adjustment for the funds raising necessary for the acquisition of Fernandina, Andalucía and Extremadura, as detailed in Note 6.2.



Pro forma consolidated income statement for the year ended December 31, 2020

	2020 (1)	Acquisition (2)	Financing (3)	Pro forma 2020
Revenue	139.047	10.497	-	149.544
Changes in inventories of finished goods and work in progress	15.453	-	-	15.453
Raw materials and consumables used	(127.899)	-	-	(127.899)
Other operating income	659	1	-	660
Employee benefits expense	(15.933)	(1.602)	-	(17.535)
Other operating expenses	(6.958)	(1.602)	-	(8.560)
Depreciation and amortisation expenses	(2.102)	(4.562)	-	(6.664)
Impairment losses	(90)	(70)	-	(160)
Gains or losses on the loss of control of consolidated equity interests	-	-	-	-
Other income and expenses	1.651	(4)	-	1.647
<b>PROFIT (LOSS) FROM OPERATIONS</b>	<b>3.828</b>	<b>4.259</b>	<b>-</b>	<b>8.087</b>
Finance income	1.362	3	-	1.365
Finance costs	(7.638)	(5.735)	(2.572)	(15.944)
Other gain and losses	351	-	-	351
Exchange differences	(522)	-	3.364	2.842
Impairment and gains or losses on disposals of financial instruments	15	(494)	-	(479)
<b>FINANCIAL PROFIT (LOSS)</b>	<b>(6.432)</b>	<b>(6.226)</b>	<b>792</b>	<b>(11.866)</b>
Share of profit (loss) of companies accounted for using the equity method	29	-	-	29
<b>PROFIT (LOSS) BEFORE TAX</b>	<b>(2.575)</b>	<b>(1.966)</b>	<b>792</b>	<b>(3.749)</b>
Income tax	3.054	47	-	3.101
<b>CONSOLIDATED PROFIT (LOSS) FOR THE YEAR</b>	<b>479</b>	<b>(1.919)</b>	<b>792</b>	<b>(648)</b>

- (1) It reflects the consolidated income statement of the Group as shown in the consolidated financial statements as of and for the year ended December 31, 2020, in accordance with IFRS-UE.
- (2) It reflects the pro forma adjustment for the acquisition of additional shareholding of Fernandina, Andalucía and Extremadura, as detailed in Note 6.1.
- (3) It reflects the pro forma adjustment for the funds raising necessary for the acquisition of Fernandina, Andalucía and Extremadura, as detailed in Note 6.2.

## 6. Pro forma adjustments

### 6.1. Adjustment for the acquisition of Fernandina, Andalucía and Extremadura

On 12 March 2021, the Group reached an agreement with Marguerite Solar Spain, S.L.U. for the acquisition of a shareholding equivalent to 80% of Planta Solar OPDE La Fernandina, S.L., Planta Solar OPDE Andalucía 1, S.L., and Planta Solar OPDE Extremadura 2, S.L., increasing the shareholding of the Group to 100% and shareholder loans, as mentioned in Note 2.

As per IFRS 3, the calculation of the goodwill to be recorded following the business combination has been done as follows:

- Identify the consideration paid.



- Review the fair value of the net assets received.
- Identify if does exist other assets or liabilities subject to be identified and which were not recorded in the balance sheets of the Companies subject to the transaction. The identified assets and liabilities will result in the recording of a temporary difference in the consolidated balance sheet of the Group.

	Column detail	€ '000
Consideration transferred to acquire Companies	Business combination	42,000
Liabilities assumed for Companies' debt	Business combination	(24,056)
FV of shareholding already held	Shareholding revaluation	4,486
Companies' net assets assumed	Business combination	(14,077)
<i>Excess price paid</i>	Business combination	<i>8,353</i>
Solar plants FV	Business combination	(8,353)
Deferred tax liability PPA derived (25%)	Business combination	2,088
<b>Goodwill</b>	Business combination	<b>2,088</b>

With respect to the condensed pro forma consolidated balance sheet as of December 31, 2020, the adjustments resulting from the business combination would be:

- Integration of the assets and liabilities recorded in the balance sheets of the Companies subject of the transaction, which correspond to the information source described in point b) of Note 3.
- Elimination of certain balances between OPDEnergy and the Companies.
- As of December 31, 2020, such 20% participation were included in the consolidated financial statements of the Group under in the caption "Investments accounted for using the equity method", so that, in accordance with the applicable accounting standard, IFRS 3, the shareholding previously held in the equity of said companies has been accounted for at its fair value as of the acquisition date, recognizing the resulting gain in the pro forma income statement as of December 31, 2020. The value at which said shareholding was recorded in the consolidated financial statements of the Group, registered as investments accounted for using the equity method, amounted EUR 2 thousand.
- Integration at fair value of the solar plants recognized in the balance sheets of the Companies. The recognition at fair value of such plants has an impact of EUR 8,353 thousand, together with the corresponding deferred tax liability associated therewith (amounting to EUR 2,088 thousand).
- Decrease in cash by an amount of EUR 42,000 thousand corresponding to the price paid for 80% shareholding and shareholder loans.
- The recognition of a goodwill balance of EUR 2,088 thousand according to the assumptions mentioned above.



ASSETS	Planta Solar OPDE La Fernandina, S.L.	Planta Solar OPDE Andalucía 1, S.L.	Planta Solar OPDE Extremadura 2, S.L.	GAAP Homogenization	Aggregation of acquired Companies	Interco Elimination	Equity - Investment elimination	Shareholding revaluation	Business combination	Acquisition Adj.
<b>NON-CURRENT ASSETS</b>										
Goodwill									2.088	2.088
Property, plant and equipment	36.255	37.521	36.460	-	110.236	-	-	(4.212)	8.353	114.377
Land and buildings	-	-	-	-	-	-	-	-	-	-
Plant, machinery, tools, furniture and other items of property, plant and equipment	36.255	37.521	36.460	-	110.236	-	-	(4.212)	8.353	114.377
Investment property	-	-	-	-	-	-	-	-	-	-
Right of use	-	-	-	13.568	13.568	-	-	-	-	13.568
Non-current investments in Group Companies and associates	-	-	-	-	-	(6.018)	(112)	-	-	(6.130)
Non-current financial assets - Derivatives	4.950	4.950	4.950	-	14.850	-	-	-	-	14.850
Deferred tax assets	252	194	221	105	772	-	-	-	-	772
<b>Total non-current assets</b>	<b>41.457</b>	<b>42.665</b>	<b>41.631</b>	<b>13.674</b>	<b>139.427</b>	<b>(6.018)</b>	<b>(112)</b>	<b>(4.212)</b>	<b>10.441</b>	<b>139.526</b>
<b>CURRENT ASSETS</b>										
Inventories	32	64	2	-	98	-	-	-	-	98
Trade and other receivables	213	245	254	-	712	(345)	-	-	-	367
Current investments in associates and related companies	-	-	-	-	-	-	-	-	-	-
Current financial assets	114	-	-	-	114	-	-	-	-	114
Cash and cash equivalents	1.835	2.237	1.861	-	5.933	-	-	-	(42.000)	(36.067)
<b>Total current assets</b>	<b>2.194</b>	<b>2.546</b>	<b>2.116</b>	<b>-</b>	<b>6.857</b>	<b>(345)</b>	<b>-</b>	<b>-</b>	<b>(42.000)</b>	<b>(35.488)</b>
<b>TOTAL ASSETS</b>	<b>43.651</b>	<b>45.211</b>	<b>43.747</b>	<b>13.674</b>	<b>146.284</b>	<b>(6.363)</b>	<b>(112)</b>	<b>(4.212)</b>	<b>(31.559)</b>	<b>104.038</b>



EQUITY AND LIABILITIES	Planta Solar OPDE La Fernandina, S.L.	Planta Solar OPDE Andalucía 1, S.L.	Planta Solar OPDE Extremadura 2, S.L.	GAAP Homogenization	Aggregation of acquired Companies	Interco Elimination	Equity - Investment elimination	Shareholding revaluation	Busines combination	Acquisition Adj.
<b>EQUITY</b>										
<i>SHAREHOLDERS' EQUITY AND VALUATION ADJUSTMENTS</i>	<b>4.490</b>	<b>5.208</b>	<b>4.695</b>	<b>(316)</b>	<b>14.077</b>	-	<b>(14.077)</b>	272	-	272
<b>Total equity</b>	4.490	5.208	4.695	(316)	14.077	-	(14.077)	272	-	272
<b>NON-CURRENT LIABILITIES</b>										
Long-term provisions	483	486	490	-	1.460	-	-	-	-	1.460
Non-current payables	35.356	35.050	35.371	13.250	119.027	(6.018)	-	-	(24.056)	88.953
Deferred tax liabilities	1.237	1.237	1.237	-	3.711	-	-	-	2.088	5.799
Non-current accruals and deferred income	-	-	-	-	-	-	(110)	-	-	(110)
<b>Total non-current liabilities</b>	37.076	36.773	37.098	13.250	124.197	(6.018)	(110)	-	(21.968)	96.101
<b>CURRENT LIABILITIES</b>										
Short-term provisions	-	-	-	-	-	-	-	-	-	-
Current payables	1.650	1.663	1.629	741	5.683	-	-	-	-	5.683
Trade and other payables	435	1.567	325	-	2.327	(345)	-	-	-	1.982
<b>Total current liabilities</b>	2.085	3.230	1.954	741	8.010	(345)	-	-	-	7.665
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>43.651</b>	<b>45.211</b>	<b>43.747</b>	<b>13.674</b>	<b>146.284</b>	<b>(6.363)</b>	<b>(14.187)</b>	<b>272</b>	<b>(21.968)</b>	<b>104.038</b>



Regarding the pro forma consolidated income statement for the year ended December 31, 2020, the adjustments derived from the integration are:

- Integration of the 2020 income statements of the acquired Companies, which are consistent with that indicated in Note 3.
- Elimination of certain transactions carried out between OPDEnergy and the Companies.
- The recognition of the income corresponding to the revaluation of the shareholding previously maintained in the Companies (considering that this revaluation is done at January 1, 2020). This shareholding had a recorded value in the Group's consolidated income statement for the year ended December 31, 2020 of EUR 2 thousand. The Directors have assessed that the mentioned accounting gain, arisen as consequence of control acquisition in stages of the Companies, it is not subject to taxation.
- Amortization of the registered additional value of the solar plants. The average estimated useful life of the solar plants amounts to 30 years.
- The impairment of the goodwill according to indicated in Note 4.

	Planta Solar OPDE La Fernandina, S.L.	Planta Solar OPDE Andalucía 1, S.L.	Planta Solar OPDE Extremadura 2, S.L.	GAAP Homogeniza tion	Aggregation of acquired Companies	Interco Elimination	Shareholding revaluation	Business combination	Acquisition Adj.
Revenue	3.539	3.742	3.826	-	11.106	(609)	-	-	10.497
Raw materials and consumables used	-	-	-	-	-	-	-	-	-
Other operating income	1	-	-	-	1	-	-	-	1
Other operating expenses	(838)	(1.079)	(1.044)	750	(2.211)	609	-	-	(1.602)
Depreciation and amortisation expenses	(1.250)	(1.293)	(1.257)	(484)	(4.284)	-	-	(278)	(4.562)
Impairment losses	-	-	-	-	-	-	-	(70)	(70)
Gains or losses on the loss of control of consolidated equity interests	-	-	-	-	-	-	-	-	-
Other income and expenses	(4)	-	-	-	(4)	-	-	-	(4)
<b>PROFIT (LOSS) FROM OPERATIONS</b>	1.448	1.370	1.525	266	4.608	-	-	(348)	4.259
Finance income	1	0	1	-	3	-	-	-	3
Finance costs	(1.733)	(1.755)	(1.791)	(456)	(5.735)	-	-	-	(5.735)
Impairment and gains or losses on disposals of financial inst.	(342)	(54)	(370)	-	(766)	-	272	-	(494)
<b>FINANCIAL PROFIT (LOSS)</b>	(2.074)	(1.809)	(2.160)	(456)	(6.498)	-	272	-	(6.226)
Share of profit (loss) of companies accounted for using the equity method	-	-	-	-	-	-	-	-	-
<b>PROFIT (LOSS) BEFORE TAX</b>	(626)	(439)	(635)	(190)	(1.890)	-	272	(348)	(1.966)
Income tax	-	-	-	47	47	-	-	-	47
<b>CONSOLIDATED PROFIT (LOSS) FOR THE YEAR</b>	(626)	(439)	(635)	(142)	(1.843)	-	272	(348)	(1.919)



## 6.2. Adjustment for the required financing

On March 17<sup>th</sup>, 2021, the Group through its subsidiary OPDENERGY, S.A.U., signed an agreement with EIG Global Energy (Europe) Limited (“EIG”), for the issuance of a financing facility based on bonds in Euros, remunerated at floating interest rate, of an amount up to EUR 114,555 thousand, with the purpose of the acquisition of the Companies (see Note 2), with the following conditions:

Currency	Euro Bonds only
Availability Period	6 months from the Closing Date
Final Maturity Date	30 months from the Closing Date
Original Issue Discount	2.00%
Screen Rate	Euribor (subject to a floor of 0.00%)
Margin	<ul style="list-style-type: none"> <li>• Month 1-6: 250 bps</li> <li>• Month 7-12: 400 bps</li> <li>• Month 13-18: 500 bps</li> <li>• Month 19-24: 550 bps</li> <li>• Month 25-30: 600 bps</li> </ul>

The issuance of the above transaction implies the refinancing of the bonds issued between 2018 and 2020 by the Group (including redemption fees and expenses to be paid). Cancellation of the existing financing includes cancellation costs of the actual facility amounting to EUR 2,638 thousand and EUR 3,364 thousand related to the exchange differences registered during 2020 in the consolidated financial statements of the Group and consequence of the existing financing. The detail per the consolidated financial statement of the Group as of December 31, 2020 is:

ASSETS	New financing	Cancellation of existing financing	Financing Adj.
<b>NON-CURRENT ASSETS</b>			
Total non-current assets	-	-	-
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	112.264	(66.353)	45.911
Total current assets	<b>112.264</b>	<b>(66.353)</b>	<b>45.911</b>
<b>TOTAL ASSETS</b>	<b>112.264</b>	<b>(66.353)</b>	<b>45.911</b>

EQUITY AND LIABILITIES	New financing	Cancellation of existing financing	Financing Adj.
<b>EQUITY</b>			
<i>SHAREHOLDERS' EQUITY-</i>	-	-	-
Share capital			
Reserves and retained earnings			
Profit (Loss) for the year attributable to the Parent Company	-	-	-
<i>VALUATION ADJUSTMENTS-</i>			
<b>Total equity</b>	-	-	-
<b>NON-CURRENT LIABILITIES</b>			
Non-current payables	112.264	(66.353)	45.911
<b>Total non-current liabilities</b>	112.264	(66.353)	45.911
<b>CURRENT LIABILITIES</b>			
<b>Total current liabilities</b>	-	-	-
<b>TOTAL EQUITY AND LIABILITIES</b>	112.264	(66.353)	45.911

	New financing	Cancellation of existing financing (*)	Financing Adj.
<b>PROFIT (LOSS) FROM OPERATIONS</b>	-	-	-
Finance income			
Finance costs	(4.639)	2.068	(2.572)
Exchange differences	-	3.364	3.364
<b>FINANCIAL PROFIT (LOSS)</b>	<b>(4.639)</b>	<b>5.432</b>	<b>792</b>
<b>PROFIT (LOSS) BEFORE TAX</b>	<b>(4.639)</b>	<b>5.432</b>	<b>792</b>
Income tax	-	-	-
<b>CONSOLIDATED PROFIT (LOSS) FOR THE YEAR</b>	<b>(4.639)</b>	<b>5.432</b>	<b>792</b>

(\*) Cancellation of existing financing includes amounting to EUR 2,638 thousand regarding cancellation costs of the actual facility.

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