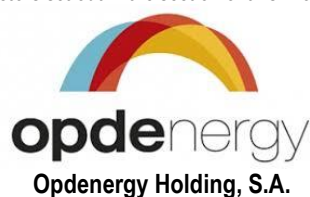


**THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Prospectus, or as to what action you should take, you should immediately consult an appropriately authorized professional advisor.**

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. (“**Opdenenergy**” 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 and 11 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 July 13, 2022. That approval and registration relate exclusively to the initial offering of the Offered 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 Offered Shares involves a high degree of risk. Before investing in the Offered 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”.**



**(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 €200 million and admission to trading on the Spanish Stock Exchanges**

**Offering Price Range: €4.75 to €5.40 per Share**

This is the initial offering (the “**Offering**”) of new ordinary shares of the Company, each with a par value of €0.02. The Offering is made by the Company to qualified investors and non-qualified investors.

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 to (i) 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; and/or (ii) any investor provided that they are allocated with Qualified Investor Shares in a resulting amount of at least €100 thousand under the exemption set out in article 1(4)(d) of the Prospectus Regulation (the “**Qualified Investors**”).

Additionally, the Company is offering a portion of the new ordinary shares of the Company not to exceed €14 million million to (A) certain employees of the Group (the “**Employees**”) (the “**Employees Shares**”), and (B) certain members of the Senior Management, the chief executive officer and certain persons closely related or linked to the Company, the Senior Management (as defined in “*Management and Board of Directors*”) or the ultimate beneficial owners of the Company’s shareholders (collectively, the “**Related Investors**”) (the “**Related Investors Shares**”) on the terms and conditions set out in “*Plan of distribution—General Investors Tranche*” of this Prospectus. The Employees Shares and the Related Investors Shares are being offered only to persons resident in Spain and the European Union, respectively. The total number of Related Investors to which the Offering is addressed is fewer than 150 natural or legal persons.

Finally, the Company is offering a portion of the new ordinary shares of the Company less than €8 million in gross proceeds to all type of investors under the exemption envisaged under article 34 of the Securities Market Law and Article 3.2 of the Prospectus Regulation (the “**Public Investors**”) (the “**Public Investors Shares**”) on the terms and conditions set out in “*Plan of distribution—General Investors Tranche*” of this Prospectus. The Public Investors Shares are being offered only to persons resident in Spain (the Employees Investors, the Related Investors and the Public Investors, collectively, the “**General Investors**”; the Employees Shares, the Related Investors Shares and the Public Investors Shares, collectively, the “**General Investors Shares**”; the sub-tranches related to the Employees, the Related Investors and the Public Investors, collectively, the “**General Investors Tranche**”).

All new ordinary shares of the Company not allocated to the General Investors Tranche in the Offering shall be considered and referred to in this Prospectus as Qualified Investors Shares.

The Qualified Investors Shares and the General Investors Shares shall be referred to in this Prospectus as the “**New Offered Shares**”.

The Company is offering a number of Qualified Investors Shares at a price per share (the “**Offering Price**”) expected to be comprised within the non-binding offering price range of €4.75 and €5.40 (the “**Offering Price Range**”) and a number of General Investors Shares at the price described in “*Plan of Distribution—General Investors Tranche*” of this Prospectus (which price will, in the case of the Employees, or may, in the case of the Related Investors and Public Investors, differ from, and be lower than, the Offering Price), as required to raise, in aggregate, gross proceeds of approximately €200 million through the Offering. In relation to the Qualified Investors Tranche, the Employees Sub-Tranche and the Related Investors Sub-Tranche (as these are defined under *–Plan of Distribution*), the Company has approved a share capital increase resolution for a maximum effective amount (including par value and share issue premium) of €192,000,001. In relation to the Public Investors Sub-Tranche (as defined under *–Plan of Distribution*), the Company has approved a share capital increase resolution for a maximum effective amount (including par value and share issue premium) of €7,999,999.

In addition, the existing shareholders of the Company, Jalasa Ingeniería, S.L. Unipersonal, Aldrovi, S.L. and Marearoja 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 “**Offered 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 Over-allotment Option will be exercisable, in whole or in part, by Banco Santander, S.A. in its capacity as stabilization manager (the “**Stabilization Manager**”), acting on behalf of the Underwriters (as defined below), for a period of 30 calendar days from the date on which the Company’s New Offered Shares and the existing ordinary shares of the Company 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 Offered Shares or any options, warrants or rights with respect to, or other interest in, the Offered 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, to certain Related Investors; (iv) in Spain, to Employees and Public Investors; and (v) certain investors who may or may not be considered Qualified Investors and who acquire securities for a total consideration of at least €100,000 per investor. No investor other than the foregoing 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 exempt from the prospectus requirements or 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 Offered 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 Offered 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 the New Offered Shares and its existing ordinary shares listed on the Spanish Stock Exchanges for trading through the AQS. The Company expects that the New Offered Shares and its existing ordinary shares will be listed on the Spanish Stock Exchanges and commence trading through the AQS on or about July 22, 2022 ("**Admission**") under the ticker symbol "OPDE". The New Offered 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 July 26, 2022.

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

The Offered 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 Offered Shares, see "*Selling and Transfer Restrictions*".

<p>This Prospectus was approved by and registered with the CNMV on July 13, 2022. 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.</p>
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*Joint Global Coordinators and Joint Bookrunners*

**Banco Santander**

**Barclays**

**Société Générale**

*Joint Bookrunner*

**JB Capital**

*Co-Lead Managers*

**GVC Gaesco**

**Banco Cooperativo**

*Placement Agents*

**Banca March**

**Renta 4**

*Agent Bank*

**Banco Santander**

Prospectus dated July 13, 2022

## 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 OFFERED 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 OFFERED 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 Offered 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 purposes of considering an investment in the Offered 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**”), Barclays Bank Ireland PLC (“**Barclays**”), Société Générale (“**SG**” and, together with Banco Santander and Barclays, the “**Joint Global Coordinators**”), JB Capital Markets, Sociedad de Valores, S.A. (“**JB Capital**” or the “**Joint Bookrunner**” and, together with the Joint Global Coordinators, the “**Joint Bookrunners**”), Banco Cooperativo Español, S.A. (“**Banco Cooperativo**”) and GVC Gaesco Valores, Sociedad de Valores, S.A. (“**GVC Gaesco**” and together with Banco Cooperativo, the “**Co-Lead Managers**” and, together with the Joint Bookrunners, the “**Underwriters**”), Banca March, S.A. (“**Banca March**”) and Renta 4 Banco, S.A. (“**Renta 4**” and together with Banca March, the “**Placement Agents**” and together with the Underwriters, the “**Managers**”) or any of their respective affiliates, advisors or entity through which the Managers may offer and/or sell the Qualified Investors Shares and the Public Investors Shares (in respect of Renta 4), makes any representation or warranty, express or implied, nor to the fullest extent permitted by applicable law accepts any liability whatsoever, other than as set out in “*Declaration of Responsibility and Competent Authority - Declarations of the Joint Global Coordinators*”, 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, other than as set out in “*Declaration of Responsibility and Competent Authority - Declarations of the Joint Global Coordinators*”, 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 Offered Shares regarding the legality of an investment in the Offered 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 Offered Shares. Each investor or purchaser of Offered Shares in the Offering should analyze for itself the information contained in this Prospectus and base its decision to invest or purchase Offered 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 Offered Shares in the Offering and if applicable, the Over-allotment Option.

In connection with the Offering and, if applicable, the Over-allotment Option 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 Offered 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 Offered 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 Offered 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 Offered 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 and, if applicable, the Over-allotment Option. 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, if applicable, the Over-allotment Option 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 and, if applicable, the Over-allotment Option 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 Offered Shares as described in this Prospectus.**

**The distribution of this Prospectus and the offering, subscription, sale or transfer of the Offered 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 Offered Shares or the possession or distribution of this Prospectus (or any other offering or publicity materials or application form(s) relating to the Offered 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 Offered 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 Offered 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 OFFERED 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 Offered Shares may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A. The Offered 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 Offered 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 Offered 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 Offered 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 Offered Shares may decline and investors could lose all or part of their investment in the Offered 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 and, if applicable the Over-allotment Option. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Managers, in connection with the Qualified Investors Tranche, will procure investors who meet the criteria of qualified investors within the meaning of article 2(e) of the Prospectus Regulation (except for Renta 4 which may also procure any type of investors with allocated orders of at least €100,000 per investor under the exemption set out in article 1(4)(d) of the Prospectus Regulation). In connection with the Public Investors Sub-Tranche, Renta 4 will procure retail investors or investors who meet the criteria of qualified investors within the meaning of article 2(e) of the Prospectus Regulation.

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 Offered 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 €200 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 OPDENERGY HOLDING, S.A. (“OPDENERGY” OR 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 “Opdenenergy”. The Company is registered with the Commercial Registry of Madrid, under section 8, volume 40,461, sheet 84 and 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 and 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 and 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 and 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 July 13, 2022, 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 ordinary shares of the Company and subsequent admission to listing of these new ordinary shares and the existing shares on the Barcelona, Bilbao, Madrid and Valencia Stock Exchanges (the “**Spanish Stock Exchanges**” and the “**Admission**”).

The Company is offering: (i) a number of new ordinary shares of the Company to qualified investors (the “**Qualified Investors**” and the “**Qualified Investors Shares**”, respectively) at a price per share (the “**Offering Price**”) expected to be comprised within the non-binding offering price range of €4.75 and €5.40 (the “**Offering Price Range**”); (ii) a number of new ordinary shares of the Company to (A) certain employees of the Group excluding the Senior Management and the chief executive officer (the “**Employees**”), and (B) certain members of the Senior Management, the chief executive officer and certain persons closely related or linked to (i) the Company, (ii) the Senior Management or (iii) the ultimate beneficial owners of the Company’s shareholders (collectively, the “**Related Investors**”) (respectively, the “**Employees Shares**” and the “**Related Investors**”).



**Shares**) at a certain price per share (which price will, in the case of the Employees, or may, in the case of the Related Investors and Public Investors (below), differ from, and be lower than, the Offering Price), and otherwise on the terms and conditions set forth herein; and (iii) a number of new ordinary shares of the Company less than €8 million in gross proceeds to all type of investors under the exemption envisaged under article 34 of the Securities Market Law and Article 3.2 of the Prospectus Regulation (the **“Public Investors”**) (the **“Public Investors Shares”**) at a certain price per share that may differ from, and be lower than, the Offering Price, and otherwise on the terms and conditions set forth herein (the Employees, the Related Investors and the Public Investors, collectively, the **“General Investors”**; and the Employees Shares, the Related Investors Shares and the Public Investors Shares, collectively, the **“General Investors Shares”**). The Qualified Investors Shares and the General Investors Shares shall be referred to in this summary of the Prospectus as the **“New Offered Shares”**. The Company expects to raise gross proceeds of approximately €200 million through the issue of New Offered Shares in the Offering. The Company has approved a share capital increase resolution for a maximum effective amount (including par value and share issue premium) of €192,000,001 million and a second share capital increase resolution for a maximum effective amount (including par value and share issue premium) of €7,999,999.

In addition, the Selling Shareholders will grant an option to Banco Santander, S.A. (**“Banco Santander”**), Barclays Bank Ireland PLC (**“Barclays”**) and Société Générale, S.A. (**“SG”**) and, together with Banco Santander and Barclays, 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”**, together with the New Offered Shares, the **“Offered 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 Over-allotment Option will be exercisable, in whole or in part, by Banco Santander, S.A., in its capacity as stabilization manager (the **“Stabilization Manager”**), acting on behalf of the Joint Global Coordinators and JB Capital Markets, Sociedad de Valores, S.A. (**“JB Capital”**), Banco Cooperativo Español, S.A. (**“Banco Cooperativo”**) and GVC Gaesco Valores, Sociedad de Valores, S.A. (**“GVC Gaesco”**), and together with Banco Cooperativo, JB Capital, GVC Gaesco and the Joint Global Coordinators, the **“Underwriters”**) for a period of 30 calendar days from Admission, the date on which the Company’s New Offered Shares and the existing ordinary shares of the Company 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 “Opdenenergy”. 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, volume 40,461, sheet 84 and page M-718,435. It has its registered office at Cardenal Marcelo Spínola, 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 Plaza San Pancraccio, nº22-23, Ribaforada (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. 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, 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 Company is also engaged in selective asset rotation of projects under development in order to optimize its portfolio and support its development financing needs.

The following table sets forth the shareholding and voting rights in the Company of Opdenenergy’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 Senior Management (including the chief executive officer of the Company) who will receive a number of ordinary shares through the Related Investors sub-tranche as described under “*Management and Board of Directors—Compensation*”), assuming that the number of New Offered Shares is 39,408,866, which is the number of New Offered Shares required to raise gross proceeds of approximately €200 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	%
Mr Gustavo Carrero Díez <sup>(1)</sup>	44,677,900	42.18	1,662,266	44,677,900	30.74	43,015,634	29.60
Mr Francisco Javier Remacha Zapatel <sup>(2)</sup>	16,566,200	15.64	616,354	16,566,200	11.40	15,949,846	10.97
Mr Alejandro Javier Chaves Martínez <sup>(3)</sup>	44,677,900	42.18	1,662,266	44,677,900	30.74	43,015,634	29.60
Free Float	0	0	—	30,271,501	20.83	34,212,387	23.54
Indumenta Pueri, S.L. <sup>(4)</sup>	0	0	—	8,719,852	6.00	8,719,852	6.00
Chief executive officer <sup>(5)</sup>	0	0	—	386,788	0.27	386,788	0.27
Senior Management <sup>(5)</sup>	0	0	—	30,725	0.02	30,725	0.02
<b>Total</b>	<b>105,922,000</b>	<b>100.00</b>	<b>3,940,886</b>	<b>145,330,866</b>	<b>100.00</b>	<b>145,330,866</b>	<b>100.00</b>

(1) Held indirectly as controlling shareholder of Marearaja Internacional, S.L., which is, in turn, held by Mr. Gustavo Carrero Díez and his wife, Ms. Miren Izpiñe Aramburu Aguirre on a 73%/27% basis, respectively.

(2) Held indirectly as controlling shareholder of Jalasa Ingeniería, S.L. Unipersonal.

(3) Held indirectly as controlling shareholder of Aldrovi, S.L., which is, in turn, held by Mr. Alejandro Javier Chaves Martínez and his wife, Ms. Maria Paz Sesma Garbayo on a 51%/49% basis, respectively.

(4) Held indirectly as controlling shareholder of Global Portfolio Investments, S.L.

(5) Assuming that our Senior Management and our chief executive officer receive a maximum amount of 417,513 Related Investors Shares taking into consideration the mid-point price of the non-binding Offering Price Range, as incentive for their extraordinary contributions in connection with the Admission.

Upon Admission, the Board of Directors will consist of the following seven members in accordance with the resolutions passed by the General Shareholders’ Meeting held on June 29, 2022: 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 and 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 the financial year ended December 31, 2021 (the “**2021 Audited Consolidated Annual Accounts**”), the Company’s audited consolidated annual accounts as of and for the financial year ended 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 for comparative purposes only unaudited consolidated financial information as of and for the financial year ended December 31, 2017 (along with the unaudited consolidated balance sheet as of January 1, 2017 due to the first-time application of the International Financial Reporting Standards (“**IFRS**”)) (the “**2019 Audited Consolidated Financial Statements**”, together with the 2021 Audited Consolidated Annual Accounts and the 2020 Audited Consolidated Annual Accounts, the “**Consolidated Financial Statements**”), and the Company’s unaudited interim condensed consolidated financial statements as of March 31, 2022 and for the three-month period then ended that have been prepared in accordance with International Accounting Standard (“**IAS**”) 34 (the “**March 2022 Unaudited Interim Condensed Consolidated Financial Statements**”). The Consolidated Financial Statements and the March 2022 Unaudited Interim Condensed Consolidated Financial Statements are incorporated by reference into the Prospectus, together with the audit reports and the limited review report thereon, which are unqualified. The report on limited review of the March 2022 Unaudited Interim Condensed Consolidated Financial Statements provides an emphasis of matter paragraph regarding the negative consolidated total equity amount of €78,956 at the end of the first quarter of 2022.

The Consolidated Financial Statements 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.

The following tables set forth certain financial information derived from the Consolidated Financial Statements and the March 2022 Unaudited Interim Condensed Consolidated Financial Statements.

Income Statement Information

	For the three-month period ended March 31, 2022	For the three-month period ended March 31, 2021	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2019
	<i>(in thousands of euros)</i>				
Total revenue.....	5,299	3,197	43,495	139,047	132,919
Profit (loss) from operations.....	(1,482)	(2,315)	3,393	3,828	15,231
Profit (loss) attributable to shareholders of the Company.....	(8,259)	(4,622)	(17,792)	479	14,457

Balance Sheet Information

	As of March 31, 2022	As of December 31, 2021	As of December 31, 2020	As of December 31, 2019
	<i>(in thousands of euros)</i>			
Total assets.....	643,874	608,350	318,902	299,941
Total equity.....	(78,956)	25,343	78,576	78,816
Net financial debt (excluding IFRS-16) <sup>(APM)</sup> (1) (2)	306,738	279,513	122,941	92,068
Total financial liabilities	629,829	490,182	182,647	149,394

(1) Unaudited.

(2) Excluding leases and derivatives.

Cash Flow Statement Information

	For the three-month period ended March 31, 2022	For the three-month period ended March 31, 2021	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2019
	<i>(in thousands of euros)</i>				
Cash flows from operating activities.....	(3,174)	(7,530)	42,573	(29,451)	(43,944)
Cash flows from investing activities.....	(20,784)	(67,463)	(111,118)	6,007	(13,545)
Cash flows from financing activities.....	(690)	100,705	119,205	33,097	90,807

**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 our Results, Business Model, Growth Plan and Pipeline

- We have incurred in negative results in the years 2020, 2021 and in the first quarter of 2022 and may continue to incur in negative results in the future.
- The electricity price volatility may have a negative impact in our results, debt and equity as a consequence of the valuation of our synthetic PPAs. The valuation of the Written Options may also affect negatively our results.
- We may not be able to successfully implement our business strategy to become a large-scale IPP and achieve our ambitious growth plan. Our current gross installed capacity is c.584 MW and our capacity Under Construction is 1,002 MW, adding a total of c.1,586 MW in operation and Under Construction. Our target for 2025 is to reach a gross capacity of 3.3 GW of assets in operation and Under Construction, which means more than doubling our current gross installed capacity and under construction capacity and increasing our actual operating capacity by c.6x.

Risks Relating to our Financial Condition and Financing Needs

- We have substantial indebtedness which limits our operational flexibility. Failure of executing the new financing agreements currently under negotiation may impact the development and achievement of our 2025 Target.
- We are exposed to the risk of fluctuations in market interest rates affecting cash flows and the market value of debt in respect of items on the balance sheet (debt and derivatives).

Risks related to our Operations

- We may not be able to complete projects Under Construction or at a Pre-Construction stage in a timely and efficient manner, or at all.
- Our off-take arrangements, our PPAs, and in particular, termination of a PPA or payment defaults by PPA counterparties, especially Centrica and or the latest PPAs signed with Uniper and Endesa, may expose us to certain risks which could adversely affect our 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 our ability to build our plants and to sell the electricity that we generate.

### Risks Related to the Industry

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

### Legal and Regulatory Risks

- Unfavorable changes in regulations or government policies could affect our business.
- We do business in a highly regulated environment and need to obtain permits, licenses and authorizations to carry out our activities.
- We and two of our proprietary directors are under investigation in one criminal proceeding in Spain.

The Spanish translation of all the risk factors will be available on the issuer's website.

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

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

The Offered 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 shareholding 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 Offered Shares are denominated in euro. The 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.

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 Offered Share of the Company carries the right to cast one vote at the shareholders' general meeting of the Company. There are no restrictions on the voting and transfer rights of the Offered Shares of the Company. 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 Offered 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 Offered Shares and the existing shares (different from the Additional Shares) of the Company on the Spanish Stock Exchanges and to have them quoted through the AQS. The Company expects the New Offered Shares and its existing ordinary shares to be listed on the Spanish Stock Exchanges on or about July 22, 2022 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 our ordinary shares are as follows:

- 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.
- Our 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?**

We expect 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	July 13, 2022
Commencement of the book-building period for Qualified Investors	July 14, 2022
Commencement of the orders period for General Investors	July 14, 2022
Finalization of the book-building period for Qualified Investors and the orders period for General Investors	July 21, 2022 at 11:00 a.m. CET
Setting of the Offering Price <sup>(2)</sup> and the Employees Offering Price <sup>(3)</sup>	July 21, 2022 between 11:00 a.m. and 1:00 p.m. CET
Execution of the Underwriting and Placement Agreement	July 21, 2022 between 11:00 a.m. and 1:00 p.m. CET
Publication of the inside information notice (comunicación de información privilegiada) with the Offering Price <sup>(2)</sup> and the Employees Offering Price <sup>(3)</sup>	July 21, 2022
Allocations of Qualified Investors Shares	July 21, 2022
Prefunding of the New Offered Shares by Banco Santander	July 21, 2022
Granting of the public deeds of share capital increase	July 21, 2022
Filing and registration of the public deeds of share capital increase with the Commercial Registry of Madrid	July 21, 2022
Transaction Date and publication of another relevant information notice (comunicación de otra información relevante)	July 22, 2022
Admission and commencement of the Stabilization Period	July 22, 2022 at 1:00 p.m. CET
Settlement Date (on or about)	July 26, 2022
End of Stabilization Period (no later than)	August 21, 2022

(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 of the tentative calendar, including the book-building period for Qualified Investors and the orders periods for Employees and Related Investors and for Public Investors, respectively, 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, the Related Investors Shares and the Public 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 and the Public 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, in both cases, after the application of a 10% discount.

All orders from Employees, Related Investors and Public Investors shall comply with certain requirements, among others: (i) each Employee will be entitled to place orders to subscribe Employees Shares for a minimum amount of €500 and a maximum amount of €100,000. In any case, the aggregate amount of Employees and Related Investors orders shall not exceed €14 million after the application of a 10% discount; (ii) Related Investors will be entitled to place orders to subscribe Related Investors Shares, for a minimum amount of €10,000 and a maximum amount of €1,000,000; and (iii) Public Investors will be entitled to place orders to subscribe Public Investors Shares, for a minimum amount of €200 and a maximum amount of €99,999. In any case, the Public Investors sub-tranche shall not exceed €7,999,999.

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 72.88% 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 27.12% 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 70.17% of the Company's total share capital and voting rights, which would represent a dilution in ownership percentage for the pre-Offering shareholders of approximately 29.83% with respect to the ownership percentage they held prior to the Offering.

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 maximum estimated fees and expenses payable by the Company and the Selling Shareholders in connection with the Offering and the Admission amount to approximately €9,968 thousand and €820 thousand (excluding applicable VAT), respectively, assuming that (i) the Company raises gross proceeds of approximately €200,000 thousand in the Offering; (ii) the Employees sub-tranche is fully unsubscribed (and thus the Qualified Investors tranche is increased accordingly leading to an increase in the Underwriters' fees); (iii) the gross proceeds related to the investment of the chief executive officer and such members of the Senior Management are excluded for the purposes of calculating the fees of the Underwriters; (iv) the Over-allotment Option is entirely exercised; and (v) the commissions to the Managers (as defined below) are paid in full in accordance with the terms set out under the Underwriting and Placement Agreement.

## 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 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 the Stabilization Manager, acting on behalf of the Underwriters 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 fully integrated independent power producer. The Offering will allow the Company to raise gross proceeds of approximately €200 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 2025 Target of reaching 3.3 GW of capacity in operation and Under Construction. The Company estimates that in order to reach the Company’s 2025 Target the total expansion fund requirements would amount to approximately €2,037 million, and the gross proceeds resulting from the the issue and subscription of the New Offered Shares will cover only a part of it.

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 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 Opdenenergy access additional and more diversified sources of capital for future investments. The Company may not comply with 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) and might have to request the exemption set out in article 9.7 of Royal Decree 1310/2005, of November 4. In this scenario, the Company undertakes to subscribe a liquidity agreement to enhance the liquidity of the Offered Shares in accordance with the CNMV Circular 1/2017.

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 €190 million through the issue of the New Offered Shares in the Offering.

The Company, the Selling Shareholders, the Underwriters, Banca March, S.A. (“**Banca March**”) and Renta 4 Banco, S.A. (“**Renta 4**”) and together with Banca March, the “**Placement Agents**” and together with the Underwriters, the “**Managers**”) are expected to enter into an underwriting and placement agreement (the “**Underwriting and Placement Agreement**”) with respect to the 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 July 21, 2022 between 11:00 a.m. and 1:00 p.m. CET). Subject to the satisfaction of certain conditions set out in the Underwriting and Placement Agreement, each Manager will agree, severally but not jointly, nor jointly and severally, to procure subscribers for or, failing which, each Underwriter will agree to subscribe the total number of Qualified Investors Shares as is set forth in the Underwriting and Placement Agreement pursuant to their respective underwriting quotas. Furthermore, subject to the satisfaction of certain conditions set out in the Underwriting and Placement Agreement, Renta 4 will agree to use its reasonable efforts to procure subscribers for the Public Investors Shares and Banca March will agree to use its reasonable efforts to procure subscribers for the Qualified Investors Shares.

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

## RISK FACTORS

*An investment in the Offered 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 Offered Shares. Investors should consider carefully whether an investment in the Offered 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 Offered 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 Offered 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 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; (ii) 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; (iii) foreign exchange risks derived from our international operations; (iv) the failure to realize our deferred tax assets; (v) the occurrence of a significant liability event that is not fully covered by insurance; (vi) delays or outages in, or any potential cyber-attacks on, our IT systems and networks; and (vii) 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 Results, Business Model, Growth Plan and Pipeline**

##### **1.1.1. We have incurred in negative results in the years 2020, 2021 and in the first quarter of 2022 and may continue to incur in negative results in the future**

As part of our transformation from a fully-integrated developer and operator of renewable energy plants to a large-scale full integrated independent power producer (“IPP”) in Europe, the United States and Latam we have incurred in negative results, including losses before tax of €2,575 thousand in the year ended December 31, 2020, €23,793 thousand in the year ended December 31, 2021 and €9,342 thousand in the three-month period ended March 31, 2022.

##### **2020**

In 2020, the negative results were primarily caused due to the increase in the finance costs (€7,638 thousand) arising from the interest due under the 2019 Notes (issued in December 2019) and the 2020 Notes (issued in February 2020). The financial costs associated to the 2019 Notes and 2020 Notes could not be capitalized as these were not related to our construction and operation activities and therefore need to be integrally and directly recognized in the profit and loss account.

##### **2021**

In 2021, the increase in the negative results was mainly caused due to the valuation impact of the derivatives and other hedging instruments in respect of the fluctuation of electricity prices in Spain. Electricity price volatility was exceptionally high, with considerable increases in electricity prices mainly due to the increase in gas prices during the last months of 2021. This increase generated certain ineffectivenesses associated with these derivatives, which had a direct negative impact in the consolidated profit and loss account of the Group for an amount of €12,834 thousand. Likewise, the changes in the fair value

of the derivatives (synthetic PPAs) had a negative impact in the consolidated equity of the Group, which amounted to €32,188 thousand (negative) as of December 31, 2021.

The increase in the negative results has been also attributable to the increase in finance costs associated with bank borrowings from €2,116 thousand in the year ended December 31, 2020 to €7,965 thousand in 2021, as a result of the increase in bank borrowings associated with renewable energy plants in the long and short term due to the increase in the number of our operating projects. The increase in finance costs during the year 2021 was due to the effect of the refinancing of the 2020 Notes, which were fully paid and cancelled upon the issuance of the 2021 Notes in March 2021. Due to the substantial change in the financing conditions, the Group had to register under such finance costs: (i) the formalization of the new financing for an amount of €1,234 thousand and (ii) the payment of the associated cancellation commission costs, which amounted to €1,375 thousand in March 31, 2021.

Finally, during the fiscal year 2021, we changed our asset turnover strategy. Until December 31, 2021, the renewable energy plants were classified as “Finished goods” during the first six months in operation and were not depreciated for accounting purposes until they were reclassified to ‘Property, plant and equipment’ after the first six months in operation from which they started depreciating. The impact in our profit and loss statement resulting from this reclassification relates to the prospective depreciation of the assets in operation and which has amounted to €2,409 thousand additional depreciation. For further information see “*Operating and Financial Review –Changes in accounting of the renewable energy plants as a result of the change in our strategy*”.

#### *Three-month period ended March 31, 2022*

As of March 31, 2022, the ineffectiveness of the derivatives amounted to €3,934 thousand (positive) in our consolidated profit and loss account but the change in the fair value of the Written Options (as explained in “*–The electricity price volatility may have a negative impact in our results, debt and equity as a consequence of the valuation of our synthetic PPAs. The valuation of the Written Options may also affect negatively our results*”) resulted in a negative amount of €9,492 thousand, which led to a net amount in our consolidated profit and loss account of €5,558 thousand (negative) under “Other gains and losses”.

On another note, the consolidated total equity of the Group was affected negatively mainly as a result of the changes in the fair value of the derivatives for a negative amount of €123,251 thousand. The consolidated equity of the Group was also impacted by a net loss of €8,259 thousand as a result of not having reached a volume of production of electricity that enables the Group to generate profits from operations. The foregoing resulted in a negative consolidated total equity amount of €78,956 thousand at the end of the first quarter of 2022.

For additional information and explanation on the derivatives and the Written Options, see below “*–The electricity price volatility may have a negative impact in our results, debt and equity as a consequence of the valuation of our synthetic PPAs. The valuation of the Written Options may also affect negatively our results*”.

Although we expect that the returns generated by our operating plants and, further on, our Under Construction and Pre-construction plants may mitigate the material costs allowing us to obtain positive results, we may continue to incur in net losses in the future due to the abovementioned reasons, until we reach such volume of production of energy that enables us to obtain such profit from operations. In addition, other concept or changes in the macroeconomic environment, competitive dynamics or non-favourable regulatory enactments may also affect our results. In particular, it should be pointed out the increase in inflation rates in the past months as well as the expected increase in the interest rates in the next months, which will have a direct impact in the Group’s finance costs as a result of the debt increase in 2021 and 2022.

#### 1.1.2. *The electricity price volatility may have a negative impact in our results, debt and equity as a consequence of the valuation of our synthetic PPAs. The valuation of the Written Options may also affect negatively our results*

The Group uses derivative financial instruments to hedge the risk of fluctuations in electricity prices based on its projections, since such fluctuations may have a significant impact on the earnings of the companies that own the solar PV and wind farms under development. Specifically, in Spain all our PPAs are synthetic. See “*Business –Portfolio –Portfolio Remuneration*”. Synthetic PPAs work as a swap of electricity prices hedging the sale of the electricity produced by our projects. By entering into this type of agreements, we undertake to pay the hourly *pool* market price in relation to a notional amount of MWh set out in the PPA agreements (i.e. the *pool* price) in exchange for a fixed price for the same notional amount of MWh (i.e. settlement by difference) for a period of between 10 and 15 years. The PPAs are recognised initially at fair value at the date a contract is entered into and are subsequently remeasured to their fair value at each reporting date. The estimation of the fair value of this type of derivatives is carried out in accordance with the independent experts’ long-term electricity price curves between the date of contracting and the reporting date. The valuation and performance of our synthetic PPAs due to the electricity price volatility have a direct impact on:



- our consolidated assets and liabilities, where a derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability, depending on the valuation of the derivative at each settlement date; and
- our consolidated equity, as a result of the registration of the change in the fair value of the derivatives since the effective portion of changes in the fair value of PPAs derivatives is recognised in other "Valuation adjustments-Cash Flow Hedge Reserve", limited to the aggregate change in the fair value of the hedged item since the inception of the derivative.

However, these synthetic PPAs may also generate the so-called "ineffectiveness". These ineffectiveness occur when the nominal (denominated in MWh) (actual swap) is not fully coincident at the hourly level and the degree of pointing in the electricity price curves projected by the independent curve provider (hypothetical swap) as of a certain reporting period (in our case, at the end of each year, and for the purposes of this Prospectus, also quarterly as of March 31, 2022). The gain or loss relating to the ineffective portion is recognised immediately in the profit or loss account and is included in the "Other gains and losses" line item.

In addition, under the 17 synthetic PPAs entered into with Endesa in December 2021 (for a period of 10 years starting in 2023 and 2024), we have granted Endesa four options to acquire 25% of our energy production at a fixed price (26.50 €/MWh) between the years 2034 and 2037 (the "**Written Options**"). According to the terms of the Written Options, Endesa shall exercise each Written Option four years before each of the years (e.g., to acquire the energy produced in 2034, Endesa shall exercise the Written Option in 2030; to acquire the energy produced in 2035, Endesa shall exercise the Written option in 2031 and so forth).

As opposed to the synthetic PPA, under the Written Options, the electricity is physically traded. From an accounting perspective, the changes in the fair value are registered under the "Other gains and losses" line item of our consolidated profit and loss accounts as they do not meet the criteria for hedge accounting.

The changes in the fair value of the Written Options depend on the electricity price curves (such as the synthetic PPAs) but also on the interest rate evolution and its implicit volatility due to the long-term of the Written Options until its completion. In this sense, we describe further below the impact in terms of sensitivity.

As such, as of December 31, 2021:

- The fair value of these derivatives (synthetic PPAs and Written Options) amounted to €42,312 thousand and was recognized under "Derivatives" of our non-current liabilities. The Group also registered under "Derivatives" of our current liabilities an amount of €22,891 thousand, which correspond to the settlement of these derivatives relating to the second quarter of 2021.
- As a consequence of the change in the fair value of the derivatives (synthetic PPAs), a negative amount of €32,188 thousand was recorded under "Adjustments for changes in value – Cash Flow Hedge Reserve" of our consolidated equity.
- The ineffectiveness associated with these derivatives (synthetic PPAs) that amounted to €12,834 thousand (negative), was recognized under the financial result.
- In addition, in relation to the change in value of the Written Options, €94 thousand (positive) was recognized under "Other gains and losses" of our profit and loss accounts.

Likewise, as of March 31, 2022:

- The fair value of these derivatives (synthetic PPAs and Written Options) amounted to €182,821 thousand and was recognized under "Derivatives" of our non-current liabilities. The Group registered under "Derivatives" of our current liabilities an amount of €17,080 thousand that correspond to the settlement of these derivatives relating to the first quarter of 2022.
- As a consequence of the change in the fair value of the derivatives (synthetic PPAs), a negative amount of €123,251 thousand was recorded under "Adjustments for changes in value – Hedging transactions", which had a direct negative impact on our consolidated equity that amounted to €78,956 thousand (negative).
- The ineffectiveness associated with these derivatives (synthetic PPAs) that amounted to €3,934 thousand (positive), was recognized under the financial result.
- In addition, in relation to the change in the value of the Written Options, an amount of €9,492 thousand (negative) was recognized under "Other gains and losses".

In terms of sensitivity, the sensitivity analysis to an increase or decrease of €2/MWh in the *pool* prices in the long term in relation with the fair value of the synthetic PPAs, would imply an increase or decrease of €21,174 thousand, respectively, in the Group's liabilities as of March 31, 2022. Both impacts would have the same effect on our consolidated equity due to their consideration as hedging instruments (see Note 10.1 to the March 2022 Unaudited Interim Condensed Consolidated Financial Statements). The increase or decrease in the *pool* prices does not generate ineffectiveness and, therefore, does not impact our consolidated profit and loss account. In the same terms, in respect of the Written Options, an increase or decrease of €1/MWh in the long-term electricity price curves would imply an increase or decrease of €1,000 thousand, respectively, in the Group's financial costs due to changes in the fair value of the Written Options.

Therefore, the volatility of electricity prices may have a negative impact in our future results as a consequence of the valuation and performance of our synthetic PPAs and Written Options. In this regard, we expect that the returns generated by our operating plants and, further on, our under construction and pre-construction plants may mitigate these costs, however we can not assure that the volatility of electricity prices and interest price, in the case of the Written Options, will not continue impacting the Group's results, debt and equity in the future as explained above.

1.1.3. The presentation of financial information in the 2020 Audited Consolidated Annual Accounts and the 2019 Audited Consolidated Financial Statements reflects our historical strategy regarding asset rotation, and as such is not representative of our financial information from the year-ended 2021 and going forward and investors should not base any investment decision on it.

Investors should note that the 2020 Audited Consolidated Annual Accounts and 2019 Audited Consolidated Financial Statements reflect our management's historical strategy regarding asset rotation and monetization. Since 2005 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 (asset rotation).

However, since 2021, we started to change our strategy towards becoming a fully integrated IPP and thus maintain full ownership or controlling stakes of the majority of the renewable energy plants that we develop and put into operation, in order to focus on the energy sale business. Notwithstanding the foregoing, we will continue an asset rotation business line as regards on assets under development (expected to be sold at ready to build ("RtB") status) in order to optimize our portfolio and support our development financing needs, although we do not expect to sell any assets apart from those to be transferred in the context of the Bruc Transaction, until the Bruc Transaction is fully completed. The 2021 Audited Consolidated Annual Accounts and the March 2022 Unaudited Interim Condensed Consolidated Financial Statements already reflect our new business strategy.

Energy sales have not played a significant role on our consolidated revenue in 2020 and 2019, respectively, however, there has been a substantial increase alongside the year 2021. The business line of "sale of energy and other" represented 95%, 75%, 8% and 3% of our revenue for the three-month period ended March 31, 2022, and for the years ended December 31, 2021, 2020 and 2019, respectively. See Note 15.1 of our March 2022 Unaudited Interim Condensed Consolidated Financial Statements, Note 18.1 to our 2021 Audited Consolidated Annual Accounts and to our 2020 Audited Consolidated Annual Accounts and Note 17.1 to our 2019 Audited Consolidated Financial Statements. We expect energy sales to keep increasing 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. Consequently, 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.

Additionally, as a consequence of our business model transformation into an IPP, there has been a reclassification of our renewable energy plants to "Property, plant and equipment" as of December 31, 2021 (which as of December 31, 2020 were classified as "Finished goods"). As a result of this, such plants amortize over their remaining useful lives and depreciate for accounting purposes. This reclassification has an impact in our profit and loss statement as regards to the prospective depreciation of these assets. This change in the turnover strategy also affects the Under Construction and Pre-Construction projects since the costs incurred in the development and construction phases of these plants are being capitalized and included under "Property, plant and equipment in the course of construction". As of December 31, 2021, the plants and equipment registered under "Inventories – Work in progress" are the plants under development, to be sold under the Bruc Transaction. For additional information, see "Operating and Financial Review – Key Factors Affecting the Comparability of Our Financial Condition and Results of Operations – Changes in accounting of the renewable energy plants and the financing agreements associated with these plants following a change in our asset turnover strategy". Additionally, starting from the financial year ended December 31, 2021, the financing agreements associated with the renewable energy plants have been reclassified in accordance with their contractual maturity, as either non-current or current liabilities. Pursuant to our previous business model, such financings were classified as short-term debt irrespective of their contractual maturity, since the plants were intended to be sold as part of our historical asset rotation strategy.

As a result of the abovementioned 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 Offered Shares.

1.1.4. We may not be able to successfully implement our business strategy to become a large-scale IPP and achieve our ambitious growth plan. Our current gross installed capacity is c.584 MW and our capacity Under Construction is 1,002 MW, adding a total of c.1,586 MW in operation and Under Construction. Our target for 2025 is to reach a gross capacity of 3.3 GW of assets in operation and Under Construction, which means more than doubling our current gross installed capacity and under construction capacity and increasing our actual operating capacity by c.6x.

As described in greater detail in “Business”, we have been since 2021 in a transformational journey from a fully-integrated developer and operator of renewable energy plants to a large-scale full IPP in Europe, the United States and Latam. As of the date of this Prospectus, we have managed to become a fully integrated renewable IPP player focused on solar PV and onshore wind. However, we may not be able to successfully complete the transformation into a large-scale full independent IPP within the expected timeframe. 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.

As part of our journey to become a fully integrated large-scale IPP with a high-quality built-to-own portfolio, we have an ambitious growth plan supported by a pipeline of potential projects with an aggregate potential gross targeted installed capacity of c.9.7 GW. We have established certain criteria and procedures for classifying our potential projects, which are comprised of Farm-Down, Advanced Stage, Early Stage and Identified Opportunities projects (See “Business—Pipeline”). 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 and our pipeline categorization criteria, including the probability of their completion. As indicated below, approximately c.50% of our pipeline projects are categorized as Identified Opportunities, our pipeline’s most incipient phase. It may be that other groups or companies are interested in the same projects and seek to undertake them.

Pipeline (in MW)					
	Farm-Down <sup>1</sup>	Advanced Stage	Early Stage	Identified Op.	Total
	1,101	1,737	2,569	5,395	<b>10,802 MW</b>
	<b>10%</b>	<b>16%</b>	<b>24%</b>	<b>50%</b>	<b>100%</b>
<b>Probability of completion</b>	<b>&gt; 80%</b>	<b>50% - &lt; 80%</b>	<b>30% - &lt; 50%</b>	<b>10% - &lt; 30%</b>	

Pipeline projects classified as Advanced Stage projects (which have an aggregate potential gross targeted installed capacity of c.1.7 GW) include our most mature pipeline projects which we expect to implement in the short-to-medium term (this is, from 2023 to 2025). Not all the Advanced Stage projects or additional projects under our pipeline are foreseen under our 2025 Target and, in the case of those, in order to fully develop any of these projects when they reach RtB status, we will have to assess and look for additional fund sources (whether in the form of financing or equity) apart from our available funds at the time.

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 target for 2025 which is to reach a gross capacity of 3.3 GW of assets in operation and Under Construction (the “**2025 Target**”) which means more than doubling our current gross installed and under construction capacity and increasing our actual operating capacity by c.6x. We estimate that in order to reach our 2025 Target taking into account an average total usage of c.€750,000 per MW, the total expansion fund requirements would amount to approximately €2,037 million taking into consideration the need to add 2,716 MW to the already operating 584 MW to reach the 2025 Target. We

<sup>1</sup> This category falls into the pipeline because it includes assets that are expected to be transferred once their RtB status is reached, and thus do not contribute to our 2025 Target (i.e., gross capacity of 3.3 GW of assets in operation and Under Construction). As of the date of this Prospectus, the only assets that fall under the Farm-Down category are those included under the Bruc Transaction.

expect this new capacity will be executed through the completion of 1,002 MW currently Under Construction, the execution of the 783 MW in Pre-Construction and a further 931 MW which we expect will come from the Advanced Stage projects and/or Early Stage projects.

For additional information regarding our targeted sources for our equity and debt funds requirements associated with the development of our 2025 Target, see “Reasons for the Offering and Use of Proceeds”.

We generally seek to fund the capital expenditures and investments requirements associated with the execution of its projects through a combination of (i) project financing (non-recourse financing) at the level of the project special purpose vehicle (“SPV”) (c.70%) and (ii) equity being funded by us through our own funds or funds raised from third parties (c.30%). Thus, we expect that the project financing requirements for the execution of such projects would amount to approximately €1,426 million and the equity funds requirements would amount to approximately €611 million.

The net proceeds of the Offering of approximately €190,000 thousand would permit the funding of a substantial portion (approximately c.31%) of the aforementioned total expansion equity funds requirements. The balance of approximately €421,000 thousand, which represents c. 69% of the total expansion equity fund requirements, is expected to be funded with:

- our existing non-restricted cash as at the date of Admission disregarding the net proceeds of the Offering (which is expected to amount to approximately €190,000 thousand) which as of June 30, 2022 amounts to approximately €39,796<sup>2</sup> thousand;
- the estimated free cash flows after debt service which we expect to generate with our existing portfolio of renewable energy plants and pipeline projects as they progressively achieve COD during the next three years (as of the date of this Prospectus, only our operating assets, which represent c. 584 MW of gross capacity have reached COD, for further details regarding our assets in Under Construction, Pre-Construction and Advanced Stage, see “Business –Portfolio” and “Business –Pipeline”);
- additional corporate financing from third parties which we expect to obtain from our access to international debt capital markets, as well as banking and institutional financing sources, all of which would supplement our financing needs at the corporate level as we grow in size. In respect of corporate financing, we highlight such amount of the 2022 Notes which will be pending to be disbursed (and will be available for disbursement) after the refinancing of the 2021 Notes (c. €106,300 thousand); and
- the expected cash amount to be received from our selective asset rotation strategy under development at a RtB status such as the Bruc Transaction (which, under certain assumptions, amounts to €116,679 thousand See “Material Contracts –The Bruc Transaction”), including the possibility of minority stake disposals. Asset rotation is expected to be a complementary activity to the energy sale business and, as such, to represent only an alternative source to raise funds for the Group to meet our expansion fund requirements and optimize our portfolio. In particular, we aim to maintain a certain level of asset rotation (beyond the already committed sale under the Bruc Transaction), targeting to sell on average between 150-250 MW/year of assets under development, expected to be sold at RtB, after the Bruc Transaction has been completed. Nevertheless, we do not expect to sell any assets apart from those to be transferred in the context of the Bruc Transaction, until the Bruc Transaction is fully completed.

As of the date of this Prospectus, we expect our Pre-Construction projects will have favourable access to project 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 our external debt at the level of the project SPV, see “Business–Potential Targets for the Medium Term”.

As stated above, regarding the capacity of our Advanced Stage projects and the rest of the pipeline not foreseen under our 2025 Target, we have no funding in place as of the date of this Prospectus to develop them. In order to fully develop any of these projects when they reach RtB status, we will have to assess and look for additional fund sources (whether in the form of financing or equity) apart from our available funds at the time. To this extent, if we are not able to successfully access the relevant funds needed, we might not be able to proceed with the development of such projects and their capacity.

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, and may be subject to delays beyond our control (i.e., permitting, supply chain disruptions, etc.). 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

<sup>2</sup> This figure has not been audited or reviewed by the statutory auditors.

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.

Additionally, recent adverse conditions have triggered inflation to remain at very high levels in 2022 which can adversely affect us due to a potential increase in our costs of land, materials and labor, which would reduce our profit margins and could have a material adverse effect on our business, results of operations, financial condition and prospects.

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

#### 1.1.5. 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 or delays in obtaining final grid connection; (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 the pipeline 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.

The above circumstances may make it harder for us to secure the PPAs that we target for 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 since, for instance, in order for a specific asset to fall under the Pre-Construction category (portfolio) we need to have visibility on the asset future proceeds by having an offtake solution in place or a remuneration scheme decided or agreed which we may not always have. We estimate the probability of completion of our projects to be more than 80% for our Farm-Down projects, from 50% to less than 80% for our Advanced Stage projects, from 30% to less than 50% for our Early Stage projects and from 10% to less than 30% for our Identified Opportunities projects. The write-downs recorded in “Changes in inventories of finished goods and work in progress” for the year ended December 31, 2021, amounted to €506 thousand as the gross value of previously impaired project was written off during the year. The write-downs recorded for the years December 31, 2020 and December 31, 2019 amounted to €2,711 thousand and €2,685 thousand, respectively, and corresponded to costs incurred on solar plant developments at a very initial stage that have been finally considered not viable and, thus, abandoned. For more information on the write-downs recorded in “Changes in inventories of finished goods and work in progress”, see Note 13 to our 2021 Audited Consolidated Annual Accounts, our 2020 Audited Consolidated Annual Accounts and our 2019 Audited Consolidated Financial Statements.

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.

Furthermore, it is possible that the terms of PPAs become more stringent over time. Our aim is to define and agree on the remuneration scheme before entering into the project financing as, in our experience, terms and conditions of such project financing may be more favourable if the remuneration scheme is defined and the financing entities have visibility on the renewable energy plant proceeds.

Therefore the value and viability of our projects depends upon our ability to sell the electricity they will produce under PPAs with creditworthy counterparties at adequate price levels and financing (including its terms and conditions and, specially, the ratio of equity contribution). While, as of the date of this Prospectus, we believe that our plants benefit from PPAs with bankable terms, we may enter in the future into PPAs with less attractive terms 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.

1.1.6. 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, the gross capacity of our operating, Under Construction and Pre-Construction assets, as well as the remaining potential gross targeted installed capacity of our pipeline is split geographically as set out in the table below:

Country	In Operation	Under Construction	Pre-Construction	Farm-Down	Advanced Stage	Early Stage	Identified Op.	Total
Spain	45%	90%	31%	100%	39%	0%	27%	35%
Italy	1%	-	-	-	30%	0%	7%	7%
Poland	-	-	-	-	0%	12%	13%	8%
UK	-	-	-	-	7%	6%	10%	6%
France	-	-	-	-	0%	0%	3%	1%
<b>EUROPE</b>	<b>46%</b>	<b>90%</b>	<b>31%</b>	<b>100%</b>	<b>76%</b>	<b>18%</b>	<b>60%</b>	<b>57%</b>
<b>USA</b>		<b>10%</b>	<b>28%</b>		<b>0%</b>	<b>60%</b>	<b>25%</b>	<b>24%</b>
Mexico	25%	-	-	-	0%	7%	0%	3%
Chile	29%	-	41%	-	24%	15%	8%	13%
Colombia	-	-	-	-	0%	0%	6%	3%
<b>LATAM</b>	<b>54%</b>	<b>0%</b>	<b>41%</b>	<b>0%</b>	<b>24%</b>	<b>22%</b>	<b>15%</b>	<b>18%</b>
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

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, we continue to be exposed to fluctuations in local currencies as regards to the merchant prices (i.e., energy production not covered by PPAs) and our foreign currency debt. This exposure may further increase as we continue to grow internationally.

In the year ended December 31, 2021, the effect of the translation of the foreign currency transactions recognized in the profit and loss account amounted to €1,679 thousand (positive), while the effect of the translation of the financial statements in foreign currency recognized in equity amounted to €6,496 thousand (negative effect). As of December 31, 2021, a 10% upward variation in US exchange rate, which is the most relevant foreign currency to which the Group is exposed, would have resulted in an increase, of approximately €369 thousand (gain) in the profit and loss account and of approximately €807 thousand (positive effect) in equity. Conversely, a 10% downward variation in US exchange rate would have resulted in a decrease, respectively, of approximately €451 thousand (loss) in the profit and loss account and, of approximately, €986 thousand (negative effect) in equity.

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. Failure of executing the new financing agreements currently under negotiation may impact the development and achievement of our 2025 Target.

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 and potential dividend distributions from 2025 onwards. As of March 31, 2022, our current liabilities, which include, among others, the project financing facilities associated with our plants, amounted to €118,098 thousand while our non-current liabilities, which include, among others, our debt instruments and other marketable securities, amounted to €604,732 thousand.

Our outstanding debt has increased progressively in the past three years (and part of 2022) as the size of our portfolio has grown. Our total non-current liabilities grew from €56,160 thousand at the end of 2019 to €84,698 thousand at the end of 2020, €458,562 at the end of 2021 and €604,732 thousand as of March 31, 2022, while our current liabilities decreased from €164,965 thousand at the end of 2019 to €155,628 thousand at the end of 2020, €124,445 at the end of 2021 and 118,098 thousand as of March 31, 2022.

From March 31, 2022 to the date of this Prospectus, our indebtedness has increased due to the green commercial paper program registered in the Alternative Fixed-Income Market (“MARF”) (as of the date of this Prospectus, we have raised commercial papers under the MARF Programme for an amount of €7,000 thousand in May 2022).

In addition, going forward our indebtedness may increase if we dispose of additional indebtedness recourses such as: (i) our 2022 Notes, (ii); the BBVA Project Financing, currently under negotiation with BBVA and the European Investment Bank including a term loan with a principal amount of c. €300,000 thousand of senior debt, a €28,000 thousand PPA guarantee line (which was made available at the end of year 2021, upon signing of the PPAs) and a credit line facility of €17,000 thousand to cover 6 months debt service reserve account, which we expect to close during the month of July 2022; and (iii) the arrangement letter signed with ING on 13 May 2022 for an amount of €93 million of senior debt, €4 million of PPA guarantee line, and a credit line facility of €7 million to cover a 6-month debt service reserve account which we expect to close during the month of July 2022. Nevertheless, we may not assure that we will: (i) sign the BBVA Project Financing; (ii) close the financing under the ING Mandate in the terms mentioned in this Prospectus; or (iii) disburse the relevant amount under the first issue of the 2022 Notes, within the timeframe expected or even close such financings at all, in which case these would impact the development and execution of the 2025 Target.

Once the BBVA Project Financing and the financing under the ING Mandate are closed and the first issue under the 2022 Notes is carried out, it will be communicated through the publication of other relevant information notice (*comunicación de otra información relevante*). The execution or closing of the abovementioned new financing agreements under negotiation is not subject to the Admission.

Our total indebtedness grew from €149,394 thousand at the end of 2019 to €182,647 thousand at the end of 2020, €490,182 thousand at the end of 2021 and €629,829 thousand as of March 31, 2022. Alongside, our total finance costs have increased

significantly as our outstanding debt has grown from €3,636 thousand at the end of 2019 to €7,638 thousand at the end of 2020, to €16,909 thousand at the end of 2021. For the three-month period ended March 31, 2022 our finance costs amounted to €3,656 thousand.

Moreover, our Working Capital<sup>(APM)</sup> amounted to €93,525 thousand, €105,645 thousand, €21,750 thousand and a negative amount of €1,448 thousand as of December 31, 2019, December 31, 2020, December 31, 2021 and March 31, 2022 respectively.

Our significant amount of indebtedness may have an impact on the development of our business including, for example, our inability to pursue projects which we would consider beneficial to our portfolio growth strategy.

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

- Project financing agreements

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, 1.05x or 1.10x 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 (1.10x, 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. Lastly, some of these financing agreements may include a security package such as pledges over the share capital of the project SPV, credit rights arising from certain project agreements entered into by the project SPV and/or credit rights arising from certain bank accounts owned by the project SPV.

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 could potentially request if needed, this could result in the lenders acquiring the secured assets or equity (including our ownership interest in the affected project SPV), or us 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 default on our own debt. As a result, if we 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 we may be required to provide certain guarantees.



- 2022 Notes

Currently, we have in place our 2021 Notes which are expected to be redeemed and cancelled during the month of July 2022, with part of the proceeds from the 2022 Notes. The issuance of the 2022 Notes is expected to be closed in July 2022 under the new €250 million arrangement facility signed on July 8, 2022 by Opdenergy, S.A., although we may not guarantee that the 2022 Notes will be finally issued and the 2021 Notes redeemed and canceled.

In this regard, we signed a new €250,000 thousand arrangement facility on July 8, 2022 by Opdenergy, S.A. The maximum amount of the 2022 Notes is distributed between: (i) a first issue for an initial aggregate nominal amount of c. €143,700 thousand which will be served to fund the early redemption price for the 2021 Notes (including accrued and unpaid interest) and part of the transaction costs related to the issuance of the 2022 Notes; and (ii) subsequent issues of 2022 Notes up a maximum aggregate nominal amount of €250,000 thousand.

The first issue of the 2022 Notes related to the initial nominal amount is subject to the fulfilment of certain conditions precedent which as of the date of this Prospectus, have been fulfilled. Therefore, the first issue and the subsequent redemption of the 2021 Notes is expected to take place on July 19, 2022. This first issue will be communicated through the publication of other relevant information notice (*comunicación de otra información relevante*). The remaining nominal amount (*i.e.*, €106,300 thousand) may be disbursed until March 15, 2023 in four additional instalments of not less than €10,000 thousand each, in accordance with the bond purchase agreement and the Trust Deed (as defined below) dated on July 8, 2022. Notwithstanding the foregoing, we may not guarantee that the first issue or the subsequent issues may finally take place at all or take place in its entirety in which case it would impact the development and execution of the 2025 Target.

The initial security package relating to the 2022 Notes includes pledges over (i) the share capital of Opdenergy, S.A. Unipersonal (as issuer of the 2022 Notes), (ii) the share capital of Otras Producciones de Energía Fotovoltaica, S.L., (iii) the share capital of OPDE Participaciones Industriales, S.L., (iv) certain bank accounts owned by Opdenergy, S.A. Unipersonal; and (v) the receivables arising from any intercompany loan entered into between the Issuer and Otras Producciones de Energía Fotovoltaica, S.L.U. In addition, if the conditions for a Qualifying IPO are not met (*i.e.*, that the gross proceeds received as a result of the IPO amount to a minimum of €150,000 and the equity market value following an initial public offering is greater than €600,000 thousand), the share capital of OPDE Italy, S.R.L. shall be pledged on or before the date falling six (6) months after the date of the first issue (which is expected to take place on July 19, 2022).

Additionally, under the 2022 Notes, the issuer of the 2022 Notes (*i.e.*, Opdenergy, S.A.) has to comply with a collateral cover ratio covenant of at least 1.05:1 and the issuer and guarantor (*i.e.*, the Company) of the 2022 Notes 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, except in the event of an initial public offering of ordinary shares of the Company, (iii) the creation of securities over their assets (with certain exception such as guaranteeing the obligations of the project financing), (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 such as the distribution of dividends for an amount of €2,800 thousand or extraordinary dividends provided that an amount equal to 50% of such extraordinary dividend is offered to the bondholders for the repayment of the 2022 Notes), amongst others. The 2022 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 2022 Notes); or (b) at the discretion of the issuer. With respect to prong (iv) the Trust Deed (as defined in the terms and conditions of the 2022 Notes) 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 2022 Notes also contain events of default that permit the noteholders to accelerate the 2022 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. In this regard, following Admission, the Guarantor must lend to the Issuer by way of subordinated loan and/or contribute to the Issuer by way of share capital increase 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 €1,000 thousand (or €10 million in the event that the conditions for a Qualifying IPO are met). For clarification purposes, the 2022 Notes do not impose any liens over these funds and thus, do not have to be used to repay the 2022 Notes and can be pushed further down to our project SPVs in order to undertake the development of our pipeline projects.

For additional information relating to the security and covenants package, redemption events and events of default under the 2022 Notes, see “*Operating and Financial Review—Liquidity and Financial Resources—Indebtedness—Corporate financing debt—2022 Notes*”.

As of the date of this Prospectus, we believe that we comply with the terms of the 2021 Notes which are still in force until these are redeemed and cancelled upon the partial disbursement of the 2022 Notes, provide similar covenants, undertakings and a security package as the 2022 Notes. 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 enforcing the secured assets or equity, which in turn, could result in them acquiring the underlying operating business of the Group.

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 are exposed to the risk of fluctuations in market interest rates affecting cash flows and the market value of debt in respect of items on the balance sheet (debt and derivatives).

Our debt obligations under our project financing facilities, the 2021 Notes (until its redemption) and 2022 Notes (once issued) and working capital facilities carry variable interest rates. In respect of the project financing, we hedge between 70-75% of our outstanding debt. Therefore, we are significantly exposed to interest rate risk.

Variable interest rates are affected by macroeconomic conditions; as a result of the current global economic situation, it is expected that central banks will accelerate the speed of interest rates increases to manage inflation rates. In particular, the European Central Bank (“**ECB**”) issued an assessment in respect of the inflation and growth data from December 2021 onwards. In the last meeting held in June 9, 2022, the ECB confirmed the end of the net asset purchases as of July 1, 2022 as well as the intention to raise the key ECB interest rates by 25 basis points at its July monetary policy meeting. Moreover, the ECB Governing Council expects to raise the key ECB interest rates again in September and, if the medium-term inflation outlook persists or deteriorates, a larger increment will be appropriate at the September meeting.

The economy has been experiencing adverse conditions, especially since the beginning of the start of the ongoing tensions and intermittent warfare between Ukraine and Russia. The conflict and the risk of the war spreading to other countries may involve a further increase in the prices, which could have a material negative impact on our activities, operating result and financial situation. Following a series of exceptional energy price shocks, the intermittent conflict has triggered inflation to remain at very high levels in 2022, before easing slowly towards target levels. Inflation is set to average 6.8% in 2022, 3.5% in 2023 and 2.1% in 2024 (Source: June 2022 ECB Macroeconomic Projections). The worsening of the financial situation could lead the ECB to agree to further rises in interest rates which could have a negative impact on the unhedged floating rate debt of the Company or the Group or on the possible future contracting of new financing for the Group or on the supplier default rate. This increase in interest rates would result in an increase of our finance costs relating to our variable rate indebtedness (both our existing indebtedness and new debt).

While we seek to mitigate our exposure to interest risk 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 unfavourable economic terms. Around 30-25% of our project finance facilities is not covered by hedging agreements.

As of March 31, 2022 and December 31, 2021, the Group had arranged an interest rate risk derivative for a notional amount USD 68,657 thousand in order to mitigate fluctuations in the financing of two renewable energy plants in Chile (Sol de los Andes and La Estrella) and for €133,358 thousand, to mitigate fluctuations of all Spanish operating assets. The fair value of these derivatives carried out by an independent expert amounted to €4,296 thousand and 10,085 thousand, respectively, as of December 31, 2021 and March 31, 2022, and are recorded under “Derivatives” of our non-current liabilities. As a result of the change in their fair value, a negative amount of €2,283 thousand and €7,741 thousand as of December 31, 2021 and March 31, 2022, respectively, has been recorded under “Adjustments for changes in value – Hedging Transactions” of our consolidated equity. An amount of €11 thousand was recorded under “gains and losses” of our profit and loss account of the year-ended 2021 for the ineffectiveness of these derivatives.

In terms of sensitivity, as of March 31, 2022 the sensitivity analysis to an increase or decrease in the long-term interest rate curve in relation to the fair value of the interest rate derivatives that are part of cash flow hedging relationships, would imply a decrease of €3,398 thousand in the debt for financial derivatives when there is an increase of 50 basis points in the interest rate curve. Likewise, a decrease of 50 basis points of the interest rate curve would result in an increase of €2,284 thousand in the debt for financial derivatives. The change in the fair value of derivatives due to an increase or decrease in the forward curve would similarly impact other comprehensive income, as the hedging relationship is expected to be highly effective (see Note 10.1 to the March 2022 Unaudited Interim Condensed Consolidated Financial Statements). In the case of “Bonds and other marketable securities”, the sensitivity analysis to an increase or decrease in the long-term interest rate curve of 50 basis points would result in a higher interest expense of EUR 529 thousand in the event of an increase in rates and a decrease in interest expense of EUR 529 thousand in the event of a decrease in the applicable rates. The foregoing analysis in respect of

the “Bonds and other marketable securities” has taken into account the 2021 Notes (and not the potential disbursement amount under the 2022 Notes).

Notwithstanding the above, interest rate fluctuations and particularly the expected upcoming increases in interest rates, could have a material adverse effect on our business, financial condition, results of operations and prospects.

1.2.3. 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 us through our own funds or funds raised from third parties (c.30%).

Our project financing has increased steadily over time. As of March 31, 2022, December 31, 2021 and 2020 our project debt facilities from credit institutions amounted to €243,596, €241,504 thousand and €100,958 thousand, respectively. As of the date of this Prospectus, we have financing arrangements with, among others, Sumitomo Mitsui Banking Corporation (SMBC) and Banco Sabadell, which represent as of March 31, 2022, c.35% and c.39%, respectively, of our outstanding debt with credit institutions. 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.

In addition, the Group is currently negotiating a project financing with BBVA to finance a Spanish solar PV portfolio with an aggregate gross targeted installed capacity of 605MW currently Under Construction. The facility is expected to include a total amount of c. €300 million senior debt, a PPA guarantee line of €28 million which was made available last year subsequent to the closing of the Uniper and Endesa PPAs, and a credit line to cover a 6-month debt service reserve account of €17 million, which we expect to close during the month of July 2022 (the “**BBVA Project Financing**”). The project finance debt is expected to have a tenor of c.17.5 years and is expected to be 70% hedged to mitigate interest rate risk. Furthermore, we signed an arrangement letter with ING to secure the project finance for an aggregate gross targeted installed capacity of 167 MW Spanish solar PV assets Under Construction. The loan is expected to have a principal amount of €93 million senior debt, €4 million PPA guarantee line, and a credit line facility of €7 million to cover a 6-month debt service reserve account, which we expect to close during the month of July 2022 (the “**ING Mandate**”). Nevertheless, we may not assure that we will sign the BBVA Project Financing or close the financing under the ING Mandate in the terms mentioned in this Prospectus, within the timeframe expected or even close such financings at all in which case these would impact the development and execution of the 2025 Target. Once the BBVA Project Financing and the financing under the ING Mandate are closed, will be communicated through the publication of other relevant information notice (*comunicación de otra información relevante*).

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.

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;
- lack of availability of, or difficulty securing, sufficiently bankable technologies or equipment for planned projects; and
- global economic and financial markets.

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.

1.2.4. The current incentive plans for the Senior Management (including the chief executive officer) could represent significant cash outflows for us and dilute investors' interest in Opdenenergy

*Retention Bonus and CEO IPO Bonus*

With the objective of motivating Opdenenergy's key managers, the Company has awarded a retention bonus to certain members of the Senior Management (three members of the Senior Management other than the chief executive officer) and three country managers who are not members of the Senior Management. The Retention Bonus is comprised of two tranches which are conditional to the permanence of such members in the Group between May 30, 2022 and May 30, 2023 for the first tranche, and between May 30, 2023 and May 30, 2024 for the second tranche.

The first tranche has been paid in May 2022 to all the members of the plan for an approximate aggregate amount of EUR 560 thousand.

As per the second tranche, in the event of an IPO in 2022, the treatment will be different to such members whose national legislation allows them to participate in the IPO and to such members whose national legislation does not allow them to participate in the IPO:

- For those members whose national legislation allows them to participate in the IPO (the Senior Management and one of the country managers), they undertake to reinvest 100% of the net amount received in shares of the Company through the Related Investors Tranche. The aggregate total amount allocated to these members of the plan (who will reinvest) amounts to €280 thousand, which will be reduced by the application of any withholding taxes on account of PIT (as defined below) according to applicable law. The bonus will be settled in cash by the Company on the date of determination of the Offering Price. As a result of the reinvestment in shares of the Company through the Related Investors Tranche, these members do not have to comply with the abovementioned condition of permanence.

For those members whose national legislation does not allow them to participate in the IPO (the other two country managers), they will receive the amount in cash in 2023. The aggregate total amount allocated to these members of the plan (who will not reinvest) amounts to €80.5 thousand. These members will have to comply with the abovementioned condition of permanence.

On another note, the senior management contract (*contrato de alta dirección*) entered into between the Company and the chief executive officer on May 1, 2017 provides for 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 (as defined in "*Management and Board of Directors – Senior Management's Compensation – CEO IPO Bonus*") would amount, on a gross basis, approximately to €3,569 thousand, which will be reduced by the application of any withholding taxes on account of PIT according to applicable law. The CEO IPO Bonus will be settled in cash by the Company on the date of determination of the Offering Price. The chief executive officer has stated that he will reinvest 100% of the net amount of the CEO IPO Bonus (i.e., the gross amount less the application of any withholding taxes on account of PIT) to subscribe for Related Investors Shares in the Related Investors Tranche of the Offering.

*Bruc Transaction bonus*

Moreover, our chief executive officer has subscribed an additional remuneration plan, subject to the achievement and successful completion of the Bruc Transaction. The Company has estimated that the chief executive officer will be entitled to a total aggregate amount of €2,100 thousand payable in cash. This amount will accrue separately for each company (and its PV project) under the Bruc Transaction that is transferred after completion of each individual transaction (i.e., when all the condition precedents are completed, including the RiB CP as defined under the "*Material Contracts – The Bruc Transaction*") and will be calculated based on the final impact of each transaction on the Group's consolidated shareholders' equity. As of the date of this Prospectus, the Company expects that in 2022 the Bruc Transaction bonus payable to the chief executive

officer will amount to €754 thousand as a result of the completion of eight of the twenty projects and the remaining amount (i.e., €1,346 thousand) will be payable in 2023 as a result of the completion of twelve of the twenty projects.

#### *Long-Term Incentive Plan (LTIP)*

Moreover, we have approved the LTIP (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 Opdenenergy 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 Opdenenergy is €13,168 thousand.

The Board of Directors will need to make all arrangements to deliver the ordinary shares vested under the LTIP, 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 Opdenenergy or the purchase of treasury ordinary shares of Opdenenergy.

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 Opdenenergy which each LTIP participant may receive upon completion of the term of the LTIP, and, therefore, the price paid to purchase treasury ordinary shares of Opdenenergy could represent a significant cash outflow for us although the Company is going to hedge the exposure to a potential increase in the share price from Admission to the date of delivery of shares under the LTIP. In addition, we may decide to raise the share capital through the issuance of new ordinary shares to the participants of the LTIP to offset its obligations thereunder which will be made on a non-pre-emptive basis and thus it could dilute the interests of our shareholders and could have an adverse effect on the market price of our ordinary shares.

Although the monetary amounts payable under the LTIP are expected to be delivered to each participant in ordinary shares of Opdenenergy upon completion of the performance period and the deferral period established therein, there are certain extraordinary scenarios (such as, Liquidation Events) where these amounts may be paid in cash in which case it could result in significant cash outflows for us of up to €13,168 thousand.

All the remuneration plans described above for the Senior Management (including the chief executive officer) entail significant cash outflows for us and a significant expense for the Group. In addition, these remuneration plans can represent a dilution in investors’ interest in the Company.

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

#### 1.3.1. We may not be able to complete projects Under Construction or at a Pre-Construction stage in a timely and efficient manner, or at all.

As of the date of this Prospectus, we have a portfolio of operating, Under Construction and Pre-Construction renewable energy plants with a gross installed capacity of c.2.4 GW, of which c.783 MW correspond to our Pre-Construction assets. Our operating and Under Construction plants include 34<sup>3</sup> solar PV plants and one onshore wind plant, with an aggregate gross installed capacity of c.1,586 MW (including plants in respect of which we own non-controlling interests) and an attributable installed capacity of c.1,470.4 MW. As of the date of this Prospectus, approximately 902 MW correspond to 20 wholly-owned solar PV plants located in Spain and c.100 MW correspond to one solar PV plant located in the USA which are Under Construction, and the remaining gross installed capacity of c.584 MW (c.468.3 MW on an attributable basis) correspond to operating plants.

In addition, we have a portfolio of pipeline projects (comprised of “Farm-Down<sup>4</sup>”, “Advanced Stage”, “Early Stage” and “Identified Opportunities” projects, each as defined in “*Business—Pipeline*”) with an aggregate potential gross targeted installed capacity of c.10.8 GW, of which c.1.7 GW correspond to projects categorized as Advanced Stage, our pipeline’s most mature phase and which we expect to undertake in the short to medium term (this is, from 2023 to 2025). However, not all our Advanced Stage projects are included under our 2025 Target and thus, we will have to look for additional fund sources (whether in the form of financing or equity) apart from our available funds in order to develop them. To this extent, if we are not able to successfully access the relevant funds needed, we might not be able to proceed with the development of such projects within the pipeline.

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<sup>3</sup> One of these 34 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>4</sup> This category falls into the pipeline because it includes assets that are expected to be transferred once their RtB status is reached, and thus do not contribute to our 2025 Target (i.e., gross capacity of 3.3 GW of assets in operation and Under Construction). As of the date of this Prospectus, the only assets that fall under the Farm-Down category are those included under the Bruc Transaction.

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 and subject to risk of obtaining connection to the grid. The inability to complete construction or to connect the plant to the grid, 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.

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 or Pre-Construction and write-down the costs incurred in connection with such project and be claimed the guarantee granted and/or application penalties provided under the relevant PPA or even cancelation of the PPA. According to our records, as of the date of this Prospectus we have not abandoned in the past any project Under Construction or at a Pre-Construction stage 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 externalised and subcontracted its construction with a third party EPC contractor and we might do so in the future) 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 pipeline projects as planned or at all, and to secure bankable PPAs”.

1.3.2. Our off-take arrangements, our PPAs, and in particular, termination of a PPA or payment defaults by PPA counterparties, especially Centrica and or the latest PPAs signed with Uniper and Endesa, may expose us to certain risks which could adversely affect our business.

In line with our conservative approach to project development, we seek to enter into long-term, hard currency-denominated (or hard currency-linked) PPAs, either privately or via auctions. PPAs generally provide a long-term and relatively secure source of revenue, while transferring price risk in exchange for certain counterparty risk. Our projects often sell electricity under PPAs with counterparties, including government actors, state-owned and non-state owned utilities and corporate off-takers.

Under our PPAs we sell power generated from our projects to the off-taker at a pre-determined price even where there is no physical delivery of energy to the counterparty, such as under our synthetic (or financial) PPAs. The majority of our PPAs are synthetic, which means that they are financial and no physical energy delivery is provided for. A synthetic PPA works as a swap of electricity prices hedging the sale of the electricity production of our projects (this is the case, for instance, in Spain). By entering into this type of agreements, we undertake to pay the hourly *pool* market price in relation to a notional amount of MWh set out in the agreements in monthly or half-yearly periods (i.e. the *pool* price) in exchange for a fixed price for MWh as agreed in the PPAs agreements. The fair value of this type of synthetic PPA is estimated in accordance with valuations carried out by independent experts, based on long-term electricity price curves between the date of contracting and the term of the PPA. For more information on our remuneration arrangements, see “Business—Portfolio—Portfolio Remuneration”.

As of the date of this Prospectus, our production covered by PPAs varies depending on the jurisdiction. In Spain is c.70% and in Chile c.47% for our current operating projects. Once in operation, our production in the US covered by PPAs will be 100%. As of the date of this Prospectus, we have c.2,658 MW of assets with secured long-term PPAs, of which c.584 MW correspond to our operating assets and c.2,075 MW to our Under Construction, Pre-Construction and two (2) assets within our pipeline. In particular, we have entered into physical PPAs in connection with four (4) of our operating plants (Andalucía and Aguascalientes—in which we own a 20% interest—in Mexico, and Sol de los Andes and La Estrella in Chile) and into synthetic PPAs in connection with our six (6) operating plants located in Spain (La Fernandina, Miramundo, Zafra, Los Belos, El Muelle and Montesol).

According to our internal assets classification criteria, only pipeline projects in which an offtake solution or remuneration scheme has already been decided or agreed shall fall under the category of Pre-Construction. In particular, we have entered into different future PPAs over non-operating assets:

- i. In Spain: (a) 392 MW synthetic PPA with Uniper for 10 years; and (b) a 750 MW synthetic PPA with Endesa for 10 years. These PPAs cover 100% of the Spanish Under Construction and Pre-Construction assets;
- ii. In the United States: (a) a physical PPA for Blake-High Horizons with AEP Energy Partners (Subsidiary of AEP) for 12 years; (b) a physical PPA for Beckett also with AEP Energy Partners for 15 years; and (c) a physical PPA for Elizabeth with Entergy Louisiana (a subsidiary of Entergy Corporation (NYSE:ETR)) for 20 years. These PPAs cover 100% of the US Under Construction and Pre-Construction assets; and

- iii. In Chile: we were awarded in the 2021 Chilean auction with two separate offers amounting to a total of 819 GWh/year for 15 years that results in the execution of 42 PPAs (21 PPAs for each offer awarded in the tender) with several electricity distribution companies, which we intend to cover with a combination of wind and solar projects with a total installed capacity of 610 MW, among which we include Changos and Ancud, both Pre-Construction assets. The tender allows the producer to change the assets associated with the tender before the commencement of the PPA.

Typically, our PPAs have a 10-year term in Spain, a 15 to 20-year term in Mexico and a 14 to 20-year term in Chile. The contract term started for (i) our Spanish operating plants in 2020, (ii) our Mexican operating plants in 2020, and (iii) our Chilean operating plants in 2021. With respect to our pipeline projects in the United States, PPAs signed so far have a 12 to 20-year term.

The majority of our PPAs are not subject to downward price revisions unless, in certain specific cases, energy supply falls below a certain level during a specific period of time. In addition, we may experience certain delays in the expected COD of our plants with respect to the PPA start date (i.e., the PPA becomes effective before the plant starts producing the energy committed to be delivered to the relevant off-taker). In the event of such delay, in order to avoid incurring in default under the PPA, we shall purchase from the *pool* market (on a daily basis) the production (MWh) committed to be delivered to the off-taker. In other cases, the PPA provide for the enforcement of the PPA guarantee line or even the termination of the PPA. Any of these circumstances will negatively affect us since we will be temporarily exposed to the merchant prices or might fail to find another PPA counterpart or renegotiate the existing terms and conditions of our PPAs in a timely manner and on commercially reasonable terms. For instance, as regards to the Blake-High Horizons asset Under Construction located in the United States, we are negotiating with the off-taker a postponement of the PPA commencement date as a result of a delay in the project.

Furthermore, if there is an industry-wide increase in prices, we may not be able to renegotiate the terms of the PPA to take advantage of the increased prices. For example, since 2021 in Spain, the electricity prices have significantly increased due to the escalation of gas prices and, most recently, due to the political and military events in Ukraine, and particularly the ongoing tensions and intermittent warfare between Ukraine and Russia and thus, we can only benefit partially from these higher prices for the electricity we sell directly through the *pool* but not for the electricity covered by our PPAs.

Furthermore, the electricity price volatility has negatively impacted the valuations of our synthetic PPAs and the Written Options. The fair value of synthetic PPAs is estimated in accordance with valuations carried out by independent experts, based on long-term electricity price curves between the date of contracting and the reporting date. However, these valuations may generate the so called “ineffectiveness” which occurs when the nominals (denominated in MWh) between the actual derivative and the valuation carried out by the independent experts are not fully coincident. In the year ended 2021, the ineffectiveness impacted negatively in our consolidated profit and loss account and the change in the fair value negatively impacted our consolidated equity, as a result of the increase in the electricity prices mainly due to the increase in gas prices during the last months of 2021.

Moreover, under the 17 synthetic PPAs entered into with Endesa in December 2021 (for a period of 10 years starting in 2023 and 2024), we have granted Endesa four Written Options to acquire 25% of our energy production at a fixed price (26.50 €/MWh) between the years 2034 and 2037. According to the terms of the Written Options, Endesa shall exercise each Written Option four years before each of the years (e.g., to acquire the energy produced in 2034, Endesa shall exercise the Written Option in 2030; to acquire the energy produced in 2035, Endesa shall exercise the Written option in 2031 and so forth). From an accounting perspective, the changes in the fair value are registered under the “Other gains and losses” line item of our consolidated profit and loss accounts as they do not meet the criteria for hedge accounting. In the first quarter of 2022, the change in the fair value of the Written Options impacted negatively in our consolidated profit and loss account for a total amount of €9,492 thousand (negative).

For further information, see “- We have incurred in negative results in the years 2020, 2021 and in the first quarter of 2022 and may continue to incur in negative results in the future” and “- The electricity price volatility may have a negative impact in our results, debt and equity as a consequence of the valuation of our synthetic PPAs. The valuation of the Written Options may also affect negatively our results” above.

Our plants’ financial performance is significantly dependent on the credit quality of, and continued performance of contractual obligations by, our PPA counterparties. Further, the failure of PPA counterparties to fulfill their contractual obligations to us, whether due to insolvency or otherwise, could have a material adverse effect on our business, financial condition, results of operations and prospects. Additionally, under our PPAs, our remedies in case of delays in payment by our customers may be limited.

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 the political and military events in Ukraine, particularly the ongoing tensions and intermittent warfare between Ukraine and Russia. 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. In this sense, Uniper has recently asked for a bailout from the German Government as a result of the impact of existing disruptions of Russian gas flows due to the Ukrainian Russian conflict. This has resulted in Standard & Poors downgrading the off-taker rating to BBB- with negative outlook with no guarantee that rating could worsen more if no agreement is reached with the German Government.

Furthermore, we cannot guarantee that an off-taker (Uniper or other) does not go through any insolvency problems while having still a PPA in place, which could potentially represent a breach of the contract and thus, have a material adverse effect on our business, financial condition, results of operations and prospects.

Currently, we are particularly exposed to Centrica Energy Limited (“**Centrica**”), with whom we have entered into synthetic PPAs in connection with our six (6) operating plants located in Spain —La Ferdinandina, Zafra, Miramundo, Los Belos, El Muelle and Montesol—, which have an aggregate gross installed capacity of c.261 MW. As of the date of this Prospectus, the synthetic PPAs entered into with Centrica represent 261 MW out of the total 584 MW in operation (this is c. 45% of the operating assets). In the future we expect to be also particularly exposed to Uniper, a German IG utility off taker (with which we have entered into a synthetic PPA for 10 years starting in 2023) and to Endesa, a European IG utility off-taker (with which we have entered into a synthetic PPA for 10 years starting in 2023 and 2024 depending on the project). The MW contracted with Uniper represent c. 22% of the total Under Construction and Pre-Construction capacity (1.785 MW) while Endesa represents c. 42%.

The concentration exacerbates our counterparty risk and may affect our market’s perception, our portfolio and the terms and the pricing of our corporate debt, especially in the event that Centrica, Uniper and/or Endesa were to experience, or were perceived to experience, any financial difficulties.

Moreover, our PPAs may be terminated by the relevant counterparties under certain circumstances. (see *Business – Portfolio Remuneration*). 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 if we are not able to execute a new PPA.

Finally, as advanced, as our PPA arrangements do not cover 100% of the energy produced in some of the jurisdictions in which we operate, we are exposed to variable spot price (i.e., the price set in the *pool* daily) risk in the general market for the remainder of the energy produced (for example, 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 c. 30% of our total annual energy production, except for our Sol de los Andes and La Estrella plants in Chile, where merchant sales are expected to represent an estimated 53% of their production). For further details of the exposure to changes in electricity sale prices, see Risk Factor - *We are exposed to changes in electricity sale prices, including wholesale electricity prices*, below.

### 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, or Colombia where our projects are at an initial stage of development and our pipeline is currently classified as “Identified Opportunities”) in which grid managers may not necessarily have sufficient experience in connecting renewable energy production facilities to the relevant grids. 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 this regard, the grid operator (*Red Eléctrica*) has recently pointed out the potential grid congestion issues in Spain and introduced the possibility of auctioning the connection nodes in the future, which could potentially affect the available capacity in the grid for our pipeline projects. A lack of available capacity in the grid 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.



During the year 2021 and the first quarter of 2022, we have been subject to certain curtailments due to deviations or instructions from the grid operator (*Red Eléctrica*) or the distribution operator that have affected our activity in certain plants. In particular, in 2021 our Fernandina and Montesol solar PV plants in 2021 had c. 1,824 MWh and c.61,87 MWh, respectively, of curtailment, whereas in 2022 these plants have not had any curtailments so far. In the years 2021 and 2022 we experienced curtailments in both El Muelle and Los Belos solar PV plants. Los Belos had c.765.83 MWh of curtailment in 2021 and c.31,7 MWh in 2022 (as per March 31, 2022) and El Muelle had c.285,32 MWh of curtailment in 2021 and c.6,6 MWh in 2022 (as per March 31, 2022).

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 Spain, Italy, the United Kingdom and the United States are mature and constrained markets. In the United States we are present in the MISO (Midcontinent Independent System Operator), CAISO (California Independent System Operator), NYISERDA (New York State Energy Research and Development Authority) and PJM (Pennsylvania—Jersey—Maryland). All of them are mature and constrained markets in certain substations.

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, including adverse economic, market and political conditions.

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. Furthermore, we have never provided EPC management services in connection with wind plants in the past as we have outsourced and subcontracted with a third party EPC contractor but if economically viable we may do so in the future. For additional information, see “*Business—Our Fully-Integrated Value Chain—Construction and Grid Connection*” 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. We experience certain supplier concentration regarding our Under Construction and Pre-Construction equipment. As a consequence, if our current suppliers are not able to provide us with the relevant equipment we may not always be able to select other suppliers with equivalent technical expertise to replace them or may not be able to approve new projects for use in our projects in a timely manner and on commercially reasonable terms. Our main third party suppliers are (i) Eging for the modules (representing c. 76% of our modules contracted and c. 23% of the total equipment contracted); (ii) PV Hardware for the trackers (representing c. 75% of our trackers contracted and c. 26% of the total equipment contracted); and (iii) Sungrow for the inverters (representing c. 54% of the inverters contracted and 19% of the total equipment contracted). We rely on other relevant suppliers for modules, trackers and inverters such as Longi, Astronergy, Power Electronics and STi Norland. For additional information on our relevant suppliers, see “*Business—Suppliers*” and for specific information on the suppliers of the different components see table under “*Business – Under Construction details – Solar PV*”.

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.

In addition, political circumstances and regulations may affect the cost of the components. For instance, it is expected that the International Trade Administration (US) issues a resolution related to anti-dumping measures (increase in import tariffs) that would affect the imports of certain manufactured products from Malaysia, Thailand, Cambodia and Vietnam. This anti-dumping measure could potentially affect the cost of the components used for the development of our Under Construction and Pre-

Construction plants located in the United States (due to such increase in the tariffs). We have entered into negotiations with our affected supplier (Astronergy) to find different delivery options.

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. In addition, political and military events in Ukraine, particularly the ongoing tensions and intermittent warfare between Ukraine and Russia since 2014 (and most recently since end of February 2022), the poor relations between the United States and Russia, and sanctions by the United States, the EU and the UK against Russia, Belarus, and/or regions of Ukraine may also have an adverse impact on the global economic of many countries which could in turn affect availability of supplies and our relationship with our suppliers and contractors. Furthermore, during 2022, inflation and commodity prices have spiralled upwards, affecting raw materials, production and logistic cost. Our internal sourcing costs might significantly impact our internal rate of returns due to higher costs of multiple raw materials (iron, steel, silicon, copper, aluminium, glass or silver) at present and in the future. Despite having signed forward contracts in order to fix the cost of our projects, we can not guarantee that the raw material price increase and/or logistic price increase could materialise in the provider requesting a price adjustment or not complying with delivery dates or with the delivery of the equipment at all.

As of the date of this Prospectus, the above has not prevented us from complying with our deadlines but we cannot assure that the above will not have a material adverse effect in our operations in the future. 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 operation (that is, we do not provide O&M services for the onshore wind plant La Estrella), including 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.

As per recent examples of unplanned outages, 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. Lastly, on July 10, 2021, we experienced outages in Chile (La Estrella Wind farm) until August 21, 2021. The estimated losses associated to this failure amounted to c.12,890 MWh. As of the date of this Prospectus, we have not had other additional outages.

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 especially 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 PPAs 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”.

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.

1.3.7. Our success depends on the continued service of certain key personnel.

Our ability to operate our business and implement our strategies depends mainly on the continued contributions of our CEO (chief executive officer), our senior management, engineers and other personnel, as well as our business development team.

Due to the extraordinary growth of the Spanish renewable sector, in the past months there has been a demand increase of, specialized and experienced personnel in the renewable sector. In the event that certain members of our senior management cease to actively participate in the management of our entity, it may impair our ability to successfully compete in our industry and to maintain our culture and identity, which is what differentiate us from other competitors. Additionally, the unplanned loss of the services of such senior management may adversely affect our business and result in a delay in the administration or decision-making processes until a suitable replacement can be found. The loss of any of our key project managers, engineers or developers may also have a material adverse effect on our business, since it could result in delays in our projects’ completion, unless and until we find a qualified replacement.

In addition, our future growth and success is based on our ability to attract, recruit, develop and retain skilled managerial, administration, operational and technical personnel. In general, the recruitment of personnel with degrees in mechanical and electrical engineering, project management skills and others in the field of alternative energy is highly competitive due to a scarcity of people with the appropriate training and experience. We will continue to review and, where necessary, strengthen our senior management as the needs of the business develop, including through internal promotion and external hires.

There may be a limited number of persons with the required competencies to serve in these positions and we cannot assure you that we would be able to locate or employ such qualified personnel on terms acceptable to us, or at all, which may impact our relationships with customers and/or suppliers.

## **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.

The intense and growing competition has contributed during the last years to a decrease in the PPA prices offered by off-takers which made us enter into PPAs at lower prices compared to those as of the year 2019. However, we have recently seen an increase in short term PPAs prices (for a term of less than three (3) years), mainly due to the current electricity prices and difficulties in obtaining components as a result of the transportation and logistics industries recent global crisis together with the energy crisis derived from the ongoing tensions and intermittent warfare between Ukraine and Russia. However, long-term PPAs remain reasonably stable.

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 storage, which may have a relevant role in the energy transition. We currently have several storage projects within our pipeline (in particular, our projects classified as “Identified Opportunities”), on a standalone basis and as hybridization opportunities. However, we might fail in developing and/or implementing these storage 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 is 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, or 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 c.30% of our total annual energy production, except for Sol de los Andes and La Estrella in Chile, where merchant sales represent an estimated c.53% of their combined 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. 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.

Moreover, the prices for electricity are often highly volatile. Since 2021, the electricity prices have significantly increased due to the escalation of gas prices first and, most recently, due to the political and military events in Ukraine, particularly the

ongoing tensions and intermittent warfare between Ukraine and Russia. As a result, c. 30% of our total annual energy production not covered by PPAs is exposed to electricity price volatility (having benefitted from higher prices during past months), while the remaining c.70% is covered under the PPAs signed with the different off takers, remaining our cash flows mainly stable and guaranteed but not benefitting from the higher electricity prices.

Alternatively, a period of initially high prices and correspondingly higher spot sale margins may quickly give way to lower prices. Therefore, 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.

Furthermore, the electricity price volatility has negatively impacted the valuations of our synthetic PPAs. The fair value of synthetic PPAs is estimated in accordance with valuations carried out by independent experts, based on long-term electricity price curves between the date of contracting and the reporting date. However, these valuations may generate the so called "ineffectiveness" which occurs when the nominals (denominated in MWh) between the actual derivative and the valuation carried out by the independent experts are not fully coincident. In the year ended 2021, the ineffectiveness impacted negatively in our consolidated profit and loss account and the change in the fair value negatively impacted our consolidated equity, as a result of the increase in the electricity prices mainly due to the increase in gas prices during the last months of 2021.

Moreover, under the 17 synthetic PPAs entered into with Endesa in December 2021 (for a period of 10 years starting in 2023 and 2024), we have granted Endesa the four Written Options to acquire 25% of our energy production at a fixed price (26.50 €/MWh) between the years 2034 and 2037. According to the terms of the Written Options, Endesa shall exercise each Written Option four years before each of the years (e.g., to acquire the energy produced in 2034, Endesa shall exercise the Written Option in 2030; to acquire the energy produced in 2035, Endesa shall exercise the Written option in 2031 and so forth). From an accounting perspective, the changes in the fair value are registered under the "Other gains and losses" line item of our consolidated profit and loss accounts as they do not meet the criteria for hedge accounting. In the first quarter of 2022, the change in the fair value of the Written Options impacted negatively in our consolidated profit and loss account for a total amount of €9,492 thousand (negative).

For further information, see "*- We have incurred in negative results in the years 2020, 2021 and in the first quarter of 2022 and may continue to incur in negative results in the future*" and "*- The electricity price volatility may have a negative impact in our results, debt and equity as a consequence of the valuation of our synthetic PPAs. The valuation of the Written Options may also affect negatively our results*" above.

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 could 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 unfavourable 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, there has been a temporary adjustment to the remuneration for certain types of generation plants, in proportion to the alleged greater revenue obtained by those plants by internalizing in the price of electricity on the wholesale market the increase in price of natural gas on international markets by marginal emissions technologies (such as combined cycle technology), as a consequence of the recent enactment of (i) Royal Decree-Law 17/2021, of 14 September, on urgent measures to mitigate the impact of the rise in natural gas prices on the retail gas and electricity markets (the “**Royal Decree-Law 17/2021**”), (ii) Royal Decree-Law 23/2021, of 26 October, on urgent energy measures for the protection of consumers and the introduction of transparency in the wholesale and retail electricity and natural gas markets (the “**Royal Decree-Law 23/2021**”), (iii) Royal Decree-Law 6/2022, of 29 March, adopting urgent measures under the National Plan in response to the economic and social consequences of the war in Ukraine (the “**Royal Decree-Law 6/2022**”), and (iv) Royal Decree-Law 10/2022, of 13 May establishing a temporary production cost adjustment mechanism to reduce the price of electricity on the wholesale market (the “**Royal Decree-Law 10/2022**”).

Until March 2022, the total amount of clawback pursuant to the regulatory changes introduced by the above regulations in our projects totals up to €306 thousand, which is significantly lower than what we have gained with the suspension of the Generation Tax (IVPEE) on the same period (c. €1.098 thousand). Besides, the mentioned Royal Decree-Law 10/2022 introduces a progressive price cap to gas price in the Iberian Electricity Market. Starting at 40€/MWh for a 6-month period and then, it will be increased by 5 €/MWh per month until reaching 70 €/MWh at the end of the year during which this measure is in force (until may-2023). With this measure, Portugal and Spanish governments are aiming to lower *pool* prices, which during the first months of 2022 had an average of 219.19€/MWh. This regulatory change would affect the *pool* prices (and not the prices agreed under our PPAs) and, therefore, also to our energy sales in the wholesale market not covered by the PPAs. It should have no significant impact on our projects, as market prices have been and are expected to be higher than the price curves used in the financial models of our operational projects, hence not affecting the expected return on investment, but there cannot be any assurance that prices fall below those contemplated within our financial model affecting the expected return on investment. Finally, also in Spain, Royal Decree-Law 19/2021 adopting urgent energy measures to promote electric mobility, self-consumption and the deployment of renewable energies was approved in December 2021, provided for a 9-month extension to the maximum term to issue certain environmental permits. The extension of maximum terms to issue the relevant permits may lead to a delay in the implementation of the projects or the pipeline.

For additional information on such new regulation, see “*Regulation–Spain*”.

Furthermore, the government has announced the new imposition on electricity tax. Pursuant to the declaration of the President of Spain, such measures will only affect to dominant operators. OPDE is not considered a dominant operator and thus such measures would not be applicable to OPDE.

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*. In January, the Italian Government introduced clawback measures to the FiT projects (Law Decree 04/2022) which will be in place until December of 2022 (may be extended by 1 year). With this measure, all extraordinary revenues FiT projects were receiving due to the current high *pool* prices, will be deducted from their FiT tariffs. Thus, each zone of Italy distribution grid has a fixed price for their *pool*, and the difference between that fixed price (if positive) and actual price will be discounted from the FiT price. In our projects zone (South Italy) it was defined as 56€/MWh. Even with this measure, our projects have a favourable revenue scheme for their production composed by their FiT tariff (c. 325€/MWh) plus the capped *pool* price (56€/MWh).

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. Certain senators promoted an action of unconstitutionality against the amendments of the LIE, although this action did not succeed as it was not approved by the qualified majority of the Mexican Supreme Court, as required (decision dated April 8, 2022). Furthermore, on April 18, 2022, the Federal Government proposed an electrical reform project affecting the Mexican Constitution, but this proposal was rejected by the Mexican Congress (it did not reach a qualified majority).

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 (*amparos*) in favour of certain affected industry participants (including us). 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. These *amparo* proceedings are still ongoing and pending of a final decision by the Mexican Supreme Court and therefore the effects of the suspension are still applicable. However, until the Mexican Supreme Court final decision, we have to consider a risk that the Government proposed LIE reforms may be applicable in the future. 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 archaeological 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 early stage development, the permitting stage, the final stage development (including construction and grid) and the financing represent up to 1%, 5% and 89% and 5%, respectively, of the total budget of a typical 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 "Impairment and gains and losses on disposals of non-current assets" after the change in our business model. Our existing solar PV plants have a weighted remaining operating life of 33 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 general rate of 7%. Currently, IVPEE is temporarily suspended by virtue of Royal Decree-Law 6/2022, as an extraordinary measure introduced by the Spanish Government due to the rising pricing of electricity. See "Regulation—Spain—Tax on electricity generation" for further detail.

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 are complex and 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 and, thus, any successful challenge by the relevant tax authorities or 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 Law 27/2014 of November 27 on Corporate Income Tax (the “**CIT Law**”), 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. We do not expect that the Offering will have any adverse consequences for the purposes of our current CIT Group.

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, 2021 amounted to €26,321 thousand) and have a material adverse effect on our business, financial condition, results of operations and prospects.

### **3.4. We and two of our proprietary directors are under investigation in one criminal proceeding in Spain.**

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

The proceeding refers to a complaint brought by a former shareholder of our subsidiary OPDE Sur, S.A. (“**OPDE Sur**”) against us as sole director of OPDE Sur and against Mr. Alejandro Javier Chaves Martínez and Mr. Gustavo Carrero Díez, amongst other individuals (such as the former director of OPDE Sur, the person who represented us for the purposes of fulfilling that office or two former employees) on the plaintiff’s grounds they acted as shadow directors and representatives of OPDE Sur, for several alleged criminal offences associated with the sale by OPDE Sur of two (2) solar plants and the O&M services associated therewith. Under this proceeding, last November 25, 2021, the relevant court issued an interim order of dismissal (*auto de sobreseimiento provisional*) rejecting all plaintiff’s claims. On December 7, 2021 the plaintiff submitted an appeal (*recurso de apelación*) against the order of dismissal (*auto de sobreseimiento provisional*) before a higher court (the second instance court). Pursuant to a diligence (*diligencia de ordenación*) issued by the court of appeal, it was set that on February 24, 2022 the judges of the court of appeal (*magistrados*) would hold a meeting for the discussion and ruling of the appeal. As of the date of this Prospectus, the Company has not been served with the second instance court resolution upholding or overturning the decision of the first instance court.

Although the court has issued the interim order of dismissal (*auto de sobreseimiento provisional*) rejecting all plaintiffs’ claims, there can be no assurance that this or any future proceedings will be resolved favorably to our proprietary directors or us (if the second instance court overturns the decision of the first instance court, the first instance court will reopen the criminal investigation proceeding (*procedimiento de instrucción*)), 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 our 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.

Any update in relation to this proceeding will be communicated through the publication of other relevant information notice (*comunicación de otra información relevante*). In addition, 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.

### **3.5 We are in the process of creating an internal audit function unit to monitor the effectiveness of reporting and control systems.**

According to the Code of Good Corporate Governance approved by the Board of the CNMV on February 18, 2015, as amended in June 2020, it is recommended that listed companies have a specific internal audit function unit in charge of, amongst others, monitoring the effectiveness of reporting and control systems. As of the date of this Prospectus, we do not have yet in place such audit function unit, but the Company is currently working on the appointment of a person responsible of its internal audit function, which it expects to appoint before November 30, 2022 at the latest accordance with Recommendation 40 and 41 of the Code of Good Corporate Governance. This unit should report functionally to the Audit Committee.

#### **4. Risks Related to the Offering and the Offered 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 30.74%, 11.40% and 30.74%, respectively, of our issued share capital (assuming no exercise of the Over-allotment Option) or approximately 29.60%, 10.97% and 29.60%, 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 Offered 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 Offered 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 Offered Shares. In fact, we may not comply with 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) and might have to request the exemption set out in article 9.7 of Royal Decree 1310/2005, of November 4. In this scenario, we undertake to subscribe a liquidity agreement to enhance the liquidity of the Offered Shares in accordance with the CNMV Circular 1/2017.

There can be no assurance that an active trading market will develop or, if one does develop, that it will be maintained. The failure of an active trading market to develop may affect the liquidity of the Offered Shares. Furthermore, not reaching the 25% minimum threshold could potentially hinder the creation of a liquid market 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) Opdenergy and our current shareholders will be subject to a 180-day lock-up restriction.

Employees acquiring Employees Shares, our chief executive officer and our Senior Management (including the country manager) 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 political and military events in Ukraine, particularly the ongoing tensions and intermittent warfare between Ukraine and Russia since 2014 (and most recently since end of February 2022) and the

sanctions by the United States, the EU and the UK against Russia, Belarus, and/or regions of Ukraine which has led to volatility and uncertainty in the financial markets, the inflation and increase in interest rates, volatility in exchange rates, increases in the prices of energy, oil and other commodities, and falls in the value of certain 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 compliance with covenants in debt instruments such as our project-level financing and our 2022 Notes (which 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 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 our shareholders against net profit or distributable reserves for the financial years ended December 31, 2021, 2020 and 2019, has been €2,800 thousand each financial year and €700 thousand for the three months ended March 31, 2022. 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. For additional information on the incentive plans that entail delivery of shares, see "*Risks Related to Our Business—Risks Relating to Our Financial Condition and Financing Needs—The current incentive plans for the Senior Management could represent significant cash outflows for us and dilute investors' interest in Opdenenergy*".

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 our 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, our shareholders 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 do not intend to file such a registration statement and 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 Offered 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 Offered 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 "Taxation—*Certain U.S. Tax Consequences—Passive Foreign Investment Company Rules*".

## DECLARATION OF RESPONSIBILITY AND COMPETENT AUTHORITY

### Declaration of Responsibility

#### Declaration of the Company

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 "**General Shareholders' Meeting**") and the Company's board of directors (the "**Board of Directors**") on July 8, 2022, 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 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.

#### Declarations of the Joint Global Coordinators

Mr Luis Felipe Juárez Molina and Ms. Verónica Guerrikabeitia Huerga, acting in the name and on behalf of Banco Santander, in its capacity as Joint Global Coordinator, declare that Banco Santander accepts responsibility for the information contained in "Plan of distribution" and "Principal and Selling Shareholders". Having taken all reasonable care to ensure that such is the case, to the best of its knowledge, the information contained in "*Plan of distribution*" and "*Principal and Selling Shareholders*" is, as of the date of this Prospectus, in accordance with the facts and contains no omissions likely to affect its contents.

Mr Gonzalo Rivas Ruiz, acting in the name and on behalf of Barclays, in its capacity as Joint Global Coordinator, declares that Barclays accepts responsibility for the information contained in "*Plan of distribution*" and "*Principal and Selling Shareholders*". Having taken all reasonable care to ensure that such is the case, to the best of its knowledge, the information contained in "*Plan of distribution*" and "*Principal and Selling Shareholders*" is, as of the date of this Prospectus, in accordance with the facts and contains no omissions likely to affect its contents.

Ms. Florence Gréau, acting in the name and on behalf of SG, in its capacity as Joint Global Coordinator, declares that SG accepts responsibility for the information contained in "*Plan of distribution*" and "*Principal and Selling Shareholders*". Having taken all reasonable care to ensure that such is the case, to the best of its knowledge, the information contained in "*Plan of distribution*" and "*Principal and Selling Shareholders*" is, as of the date of this Prospectus, in accordance with the facts and contains no omissions likely to affect its contents.

### Competent Authority

This Prospectus has been approved by the CNMV, as competent authority under Regulation (EU) 2017/1129.

The CNMV only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129. Such approval should not be considered as an endorsement of the Company and/or the quality of the Shares. Investors should make their own assessment as to the suitability of investing in the securities.

## 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, 2021, 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 (the "**2021 Audited Consolidated Annual Accounts**"); and
- the Company's audited consolidated annual accounts as of and for the financial year ended December 31, 2020, that have been prepared in accordance with 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 (the "**2020 Audited Consolidated Annual Accounts**");
- the Company's audited consolidated financial statements as of and for the financial years ended December 31, 2019 and 2018, which include for comparative purposes only unaudited consolidated financial information as of and for the financial year ended December 31, 2017 (along with the unaudited consolidated balance sheet as of January 1, 2017 due to the first application of the IFRS) (the "**2019 Audited Consolidated Financial Statements**", together with the 2021 Audited Consolidated Annual Accounts and the 2020 Audited Consolidated Annual Accounts, the "**Consolidated Financial Statements**"); and
- the Company's unaudited interim condensed consolidated financial statements as of March 31, 2022 and for the three-month period then ended that have been prepared in accordance with International Accounting Standard ("IAS") 34 (the "**March 2022 Unaudited Interim Condensed Consolidated Financial Statements**").

The Consolidated Financial Statements 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.

The Consolidated Financial Statements and the March 2022 Unaudited Interim Condensed Consolidated Financial Statements are incorporated by reference into the Prospectus, together with the audit reports and the limited review report thereto (see "*Documentation incorporated by reference*").

The Consolidated Financial Statements have been audited by Deloitte, S.L. and the March 2022 Unaudited Interim Condensed Consolidated Financial Statements have been reviewed by Deloitte, S.L., who have performed a limited review under International Standard on Review of Engagements 2410 ("**ISRE 2410**") on such unaudited interim condensed consolidated financial statements. The respective audit reports and limited review report were unqualified. The March 2022 Unaudited Interim Condensed Consolidated Financial Statements, the 2021 Audited Consolidated Annual Accounts and 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 Audited Consolidated Financial Statements have been drafted in English only.

In particular, the Auditor's limited review opinion to the March 2022 Unaudited Interim Condensed Consolidated Financial Statements provides the following:

*"We draw attention to Note 2.3 to the accompanying explanatory notes, which indicates that the Group has an equity deficit of EUR 78,956 thousand, due mainly to the impacts of the changes in value of the derivative financial instruments hedging the risk of fluctuations in the price of electricity (see Note 10.1). Also, the Group's equity includes a net loss at 31 March 2022 of EUR 8,259 thousand, as a result mainly of not yet having reached a volume of production of energy generated from operations that enables it to obtain profit from operations, and due to the financial effect of options on energy prices granted to third parties (see Note 10.1). In this connection, the Group's directors have conducted a detailed assessment of the aforementioned equity position from the perspective of the various financial, commercial and liquidity risks to which the Group's business activities are exposed. Note 2.3 includes the conclusions that the directors have reached in relation to the impacts and risks arising from this analysis. Our conclusion is not modified in respect of this matter.*

*In addition, we draw attention to Note 2.1 to the accompanying explanatory notes, which indicates that the accompanying interim condensed consolidated financial statements do not include all the information that would be*

*required for a complete set of consolidated financial statements prepared in accordance with International Financial Reporting Standards as adopted by the European Union and, therefore, the accompanying interim financial statements should be read in conjunction with the Group's consolidated financial statements for the year ended 31 December 2021. Our conclusion is not modified in respect of this matter."*

Pursuant to Spanish regulatory requirements, a consolidated management report must accompany the 2021 Audited Consolidated Annual Accounts and 2020 Audited Consolidated Annual Accounts which are incorporated by reference into this Prospectus (the **"2021 and 2020 Consolidated Management Reports"**).

Investors are strongly cautioned that the 2021 and 2020 Consolidated Management Reports 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 2021 and 2020 Consolidated Management Reports has not been prepared for the specific purpose of this Offering. Accordingly, the 2021 and 2020 Consolidated Management Reports should be read together with the other portions of this Prospectus, and in particular *"Risk Factors"* and *"Operating and Financial Review"*. Furthermore, the 2021 and 2020 Consolidated Management Reports include certain forward-looking statements that are subject to inherent uncertainty (see *"Presentation of Financial Information and Other Important Notices—Forward-Looking Statements"*).

In addition, Note 2.1 of the accompanying notes states that the accompanying interim condensed consolidated financial statements do not include all the information that would be required for complete consolidated financial statements prepared in accordance with International Financial Reporting Standards, as adopted by the European Union, and therefore the accompanying interim financial statements should be read in conjunction with the Group's consolidated annual accounts for the year ended December 31, 2021.

The 2021 and 2020 Consolidated Management Reports have 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 2021 Audited Consolidated Annual Accounts and the 2020 Audited Consolidated Annual Accounts.

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

### **Operating Segment Reporting**

The Group's segment information included in the March 2022 Unaudited Interim Condensed Consolidated Financial Statements, the 2021 Audited Consolidated Annual Accounts and the 2020 Audited Consolidated Annual Accounts are 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, engineering and construction work on plants and the sale of companies that hold 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.

### **Presentation of Line Items**

The nomenclature used for certain line items included in the Consolidated Financial Statements incorporated by reference into this Prospectus has not varied from 2020 to 2021 but it has varied from 2019 to 2020. Unless otherwise indicated in this Prospectus, the Company has used the nomenclature used in the 2021 Audited Consolidated Annual Accounts and 2020 Audited Consolidated Annual Accounts and accompanying 2021 and 2020 Consolidated Management Reports. As a way of an example, (i) the 2020 Audited Consolidated Annual Accounts (and 2021 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 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 (and 2021 Audited Consolidated Annual Accounts) refer to "Exchange differences" while the 2019 Audited Consolidated Financial Statements refer to "Translation differences"; (iii) the 2020 Audited Consolidated Annual Accounts (and 2021 Audited Consolidated Annual Accounts) refer to "Income tax recovered / (paid), net" while the 2019 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) Debt Ratio, (ii) Adjusted EBIT, (iii) Adjusted EBITDA, (iv) Adjusted EBITDA Margin (v) Working Capital and (vi) Net Financial Debt (excluding IFRS 16).

The APMs corresponding to the years ended December 31, 2021 and 2020 are defined in the 2021 and 2020 Consolidated Management Reports accompanying the 2021 Audited Consolidated Annual Accounts and 2020 Audited Consolidated Annual Accounts. In addition, the APMs that are included in this Prospectus for the year ended December 31, 2019 are reconciled to the most directly reconcilable line item, subtotal or total presented in the 2020 Audited Consolidated Annual Accounts; and the APMs that are included in this Prospectus for the three-month periods ended March 31, 2022 and March 31, 2021 are reconciled to the most directly reconcilable line item, subtotal or total presented in the March 2022 Unaudited Interim Condensed Consolidated Financial Statements under “*Operating and Financial Review—Analysis of Alternative Performance Measures*”.

We believe 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 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 may be presented on a different basis than the financial information included in the Consolidated Financial Statements. 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 Management Report to the 2021 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 Adjusted 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 Adjusted 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 Adjusted 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 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 engaged two renowned external market consultant (which are referred to in this Prospectus, indistinctly, as an “**External Market Consultant**”) to obtain information on forecast electricity price curves for the European countries and for Chile, respectively, 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 from information published by all third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading. However, the Company has not independently verified the information since the Company does not have access to all of the facts and assumptions underlying such market and industry data.

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.

To the extent of the Company’s knowledge, all the information and data provided by the mentioned third parties that is included in the relevant sections of this Prospectus is deemed to be reasonable, trustworthy and reputable.

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. The Company cannot assure you that any of the assumptions that it has made in compiling this data are accurate. 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 “Farm-Down”, “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	July 13, 2022
Commencement of the book-building period for Qualified Investors	July 14, 2022
Commencement of the orders period for General Investors	July 14, 2022
Finalization of the book-building period for Qualified Investors and the orders period for General Investors	July 21, 2022 at 11:00 a.m. CET
Setting of the Offering Price <sup>(2)</sup> and the Employees Offering Price <sup>(3)</sup>	July 21, 2022 between 11:00 a.m. and 1:00 p.m. CET
Execution of the Underwriting and Placement Agreement	July 21, 2022 between 11:00 a.m. and 1:00 p.m. CET
Publication of the inside information notice (comunicación de información privilegiada) with the Offering Price <sup>(2)</sup> and the Employees Offering Price <sup>(3)</sup>	July 21, 2022
Allocations of Qualified Investors Shares	July 21, 2022
Prefunding of the New Offered Shares by Banco Santander	July 21, 2022
Granting of the public deeds of share capital increase	July 21, 2022
Filing and registration of the public deeds of share capital increase with the Commercial Registry of Madrid	July 21, 2022
Transaction Date and publication of another relevant information notice (comunicación de otra información relevante)	July 22, 2022
Admission and commencement of the Stabilization Period	July 22, 2022 at 1:00 p.m. CET
Settlement Date (on or about)	July 26, 2022
End of Stabilization Period (no later than)	August 21, 2022

(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 of the tentative calendar, including the book-building period for Qualified Investors and the orders periods for Employees and Related Investors and for Public Investors, respectively, 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, the Related Investors Shares and the Public 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 and the Public 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, in both cases, 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 €4.75 and €5.40 per share
New Offered Shares <sup>(1)(8)</sup>	39,408,866
Estimated proportions of New Offered Shares over the Company's share capital before the Offering and after the Offering <sup>(1)(8)</sup>	c. 37.20% and c. 27.11%
Additional Shares <sup>(2)</sup>	3,940,886
Estimated gross proceeds of the New Offered Shares <sup>(3)(5)</sup>	c. €200 million
Estimated total fees and expenses of the Offering payable by the Company and Selling Shareholders, respectively <sup>(1)(6)(7)</sup>	c. €9,969 thousand and €820 thousand, respectively
Estimated net proceeds of the New Offered Shares receivable by the Company <sup>(3)(4)</sup>	c. €190 million

Expected market capitalization of the Company following the Offering<sup>(1)(8)</sup>

€737,554,145

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- (1) The number of New Offered Shares will be the number of Qualified Investors Shares at the Offering Price plus a number of Employee Shares, Related Investors Shares and Public Investors Shares at the price described in “*Plan of Distribution—General Investors Tranche*” of this Prospectus (which price will, in the case of the Employees, or may, in the case of the Related Investors and Public Investors, differ from, and be lower than, the Offering Price) as required to raise, in aggregate, gross proceeds of approximately €200 million through the Offering.
  - (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 3,940,886 Additional Shares considering the total number of New Offered Shares and under the assumption (8) below.
  - (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) Assuming that the Company raises gross proceeds of approximately €200,000 thousand in the Offering.
  - (5) 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.
  - (6) Assuming that (i) the Company raises gross proceeds of approximately €200,000 thousand in the Offering (ii) the Employees Sub-Tranche is fully unsubscribed (and thus the Qualified Investors Tranche is increased accordingly leading to an increase in the Underwriters' fees); (iii) the gross proceeds related to the investment of the chief executive officer and such members of the Senior Management are excluded for the purposes of calculating the fees of the Underwriters; (iv) the Over-allotment Option is entirely exercised; and (v) the commissions to the Managers are paid in full in accordance with the terms set out under the Underwriting and Placement Agreement (see “*Plan of Distribution -The Underwriting and Placement Agreement*”).
  - (7) Assuming the Over-allotment Option is exercised in full.
  - (8) 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 motivated the transformation of the energy sector in order to swiftly reduce the greenhouse emissions that cause it. The 2015 Paris Agreement on Climate Change, the first-ever universal legally binding global climate change agreement, established the goal of limiting the increase of global temperatures to a maximum of 2 degrees Celsius (“°C”) and pursuing efforts to limit such increase to 1.5°C.

In the last United Nations’ Conference of Parties (“COP”), COP26, (Glasgow, November 2021), the commitments of the Paris Agreement were reaffirmed by the member countries, which explicitly recognized the urgency of taking serious action in the coming decade to reach the target of temperature increase limitation to 1.5-2°C. All members have been requested by the UN to issue more ambitious climate plans by the end of 2022. Additional financial and operational measures have been taken under the framework of the Glasgow Pact, which are aimed to contribute to the compliance of the common objectives.

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 reinforced in the Glasgow Pact; such transformation is possible by replacing conventional fossil fuel generation with low-carbon technologies. Over the last few years, the energy sector has changed in promising ways, enabled by supporting policies and innovations in technologies and systems. Renewable energies are leading the new generation capacity global market. One of the most remarkable decisions taken within the scope of the Glasgow Pact’s has been the provision regarding the eventual phase-down of coal power and the phase-out of inefficient fossil fuel subsidies.

In June 2021, International Renewable Energy Agency (“IRENA”)<sup>5</sup> published a new energy transition scenario, the “**1.5°C Scenario**” (“**1.5-S**”), which shows the pathway to limiting global temperature rise to 1.5°C and evolving towards net-zero by 2050. IRENA’s 1.5-S has been more deeply analysed in its “World Energy Transitions Outlook 2022” (March 2022), which revisits targets, reinforces the messages, and identifies the achieved progress. Under the 1.5-S, the rate of energy intensity improvement would need to increase to c.3% per year (from 1.2% per year in the last decade). Electrification of end-use sectors utilizing renewable power will play a significant role in the transition. In 2050, renewable energy, electrification and energy efficiency together will offer more than 90% of the mitigation measures needed to reduce carbon dioxide (“CO<sub>2</sub>”) emissions. In particular, in the transportation segment, 67% of the emissions’ reduction will come from electrification and hydrogen; in the industry segment, these two combined will contribute 27% to mitigation needs; and, in the buildings segment, electrification is the key element, with a contribution of more than half to such reduction (*Source: IRENA*).

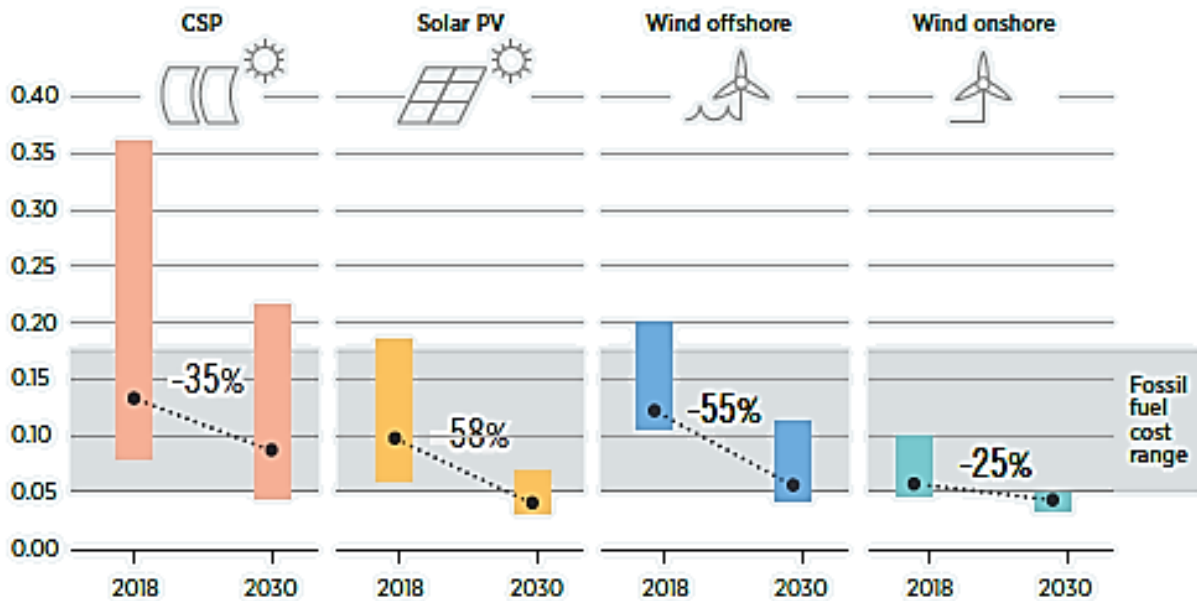
One of the key drivers for the energy transformation set out by IRENA is that renewable energy is fully competitive; renewables have become the lowest-cost source of new power generation. Based on preliminary results from IRENA, Levelized Cost of Electricity (“LCOE”) of Concentrating Solar Power (“CSP”), solar PV, offshore and onshore wind technologies (G-20 countries average) are expected to decrease c.50% on average by 2030.

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<sup>5</sup> 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 center of excellence, and a repository of policy, technology, resource and financial knowledge on renewable energy.

## LCOE development of CSP, solar PV and offshore and onshore wind technologies (G20 country averages) 2018-2030

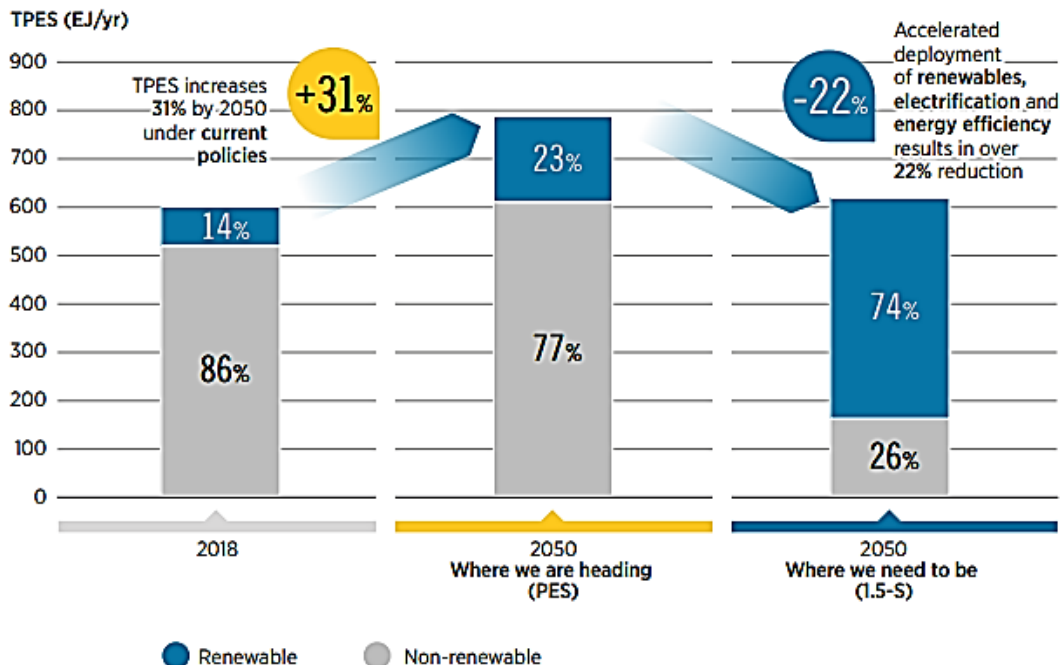
LCOE (2018 USD/kWh)



Source: IRENA – World Energy Transitions Outlook: 1.5°C Pathway (June 2021)

The weight of renewable energy in the world's total primary energy supply ("TPES") represented c.14% in 2018, heading to c.23% by 2050 under current policies (IRENA's Planned Energy Scenario, "PES") and it is expected to increase to c.74% by 2050 under the 1.5-S. In order to meet the global climate goals of IRENA's 1.5°-S, renewable energy would need to provide almost two thirds (c.74%) of the world's TPES (25% would be represented by Bioenergy). On the pathway to 2050, this pace would translate in the need for Renewables to cover c.40% of TPES by 2050 (Source: IRENA).

### Total primary energy supply, renewable and non-renewable share for 2018, PES and 1.5-S

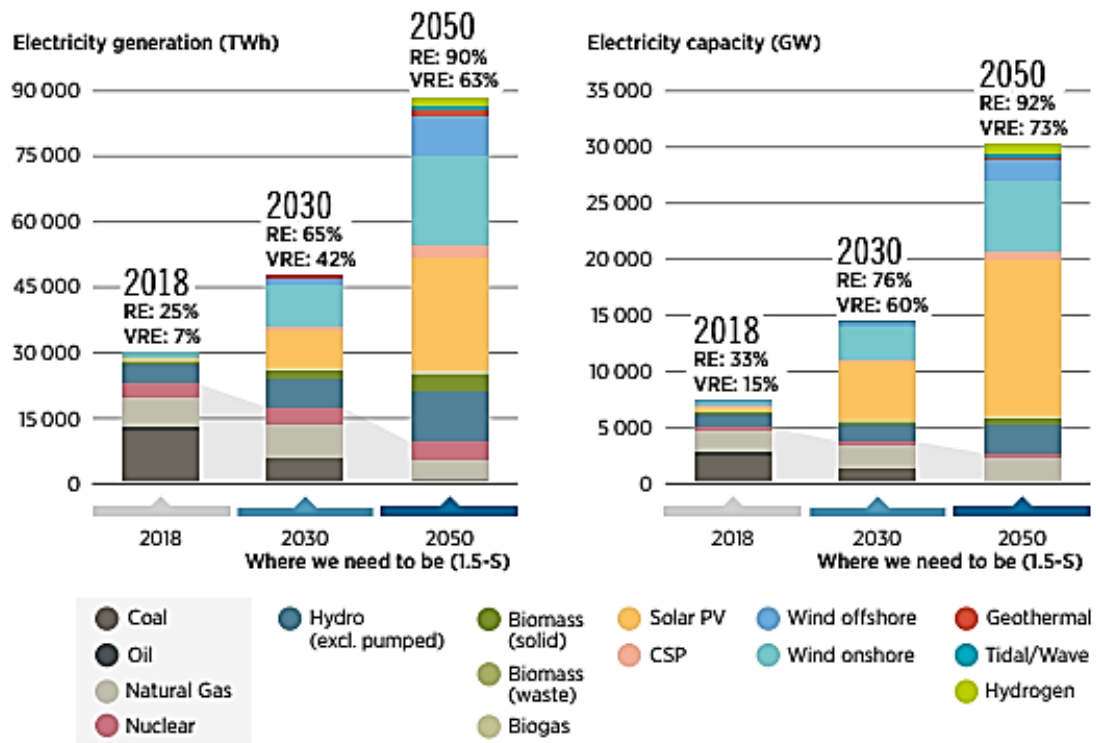


Source: IRENA – World Energy Transitions Outlook: 1.5°C Pathway (June 2021)

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 and the wider adoption of electricity for end-use applications in transport, heat and hydrogen production. Electrification means replacing fossil fuel end-use applications by carbon-free electricity, significantly improving energy supply efficiency.

In the 1.5-S, by 2050, electricity generation triples compared to 2018 and renewables produce 90% of such electricity from 25% in 2018 (26% in 2019). Solar PV and wind technologies lead the transformation of the global electricity sector generating 63% of total electricity by 2050. These figures imply total renewable energy generation increasing by c.8% per year until 2050, and solar PV and wind will be the strongest sources in the transition, growing at a more accelerated path (c.10% per year) compared to rest of renewable technologies (c.5% per year) (wind and solar growth represent almost two thirds of total renewable growth). To be able to achieve the 1.5-S, by 2030, renewables should already represent 65% share in electricity generation and 76% share in electricity capacity (Source: IRENA).

**Global total power generation and the installed capacity of power generation sources in 1.5-S in 2018, 2030 and 2050**

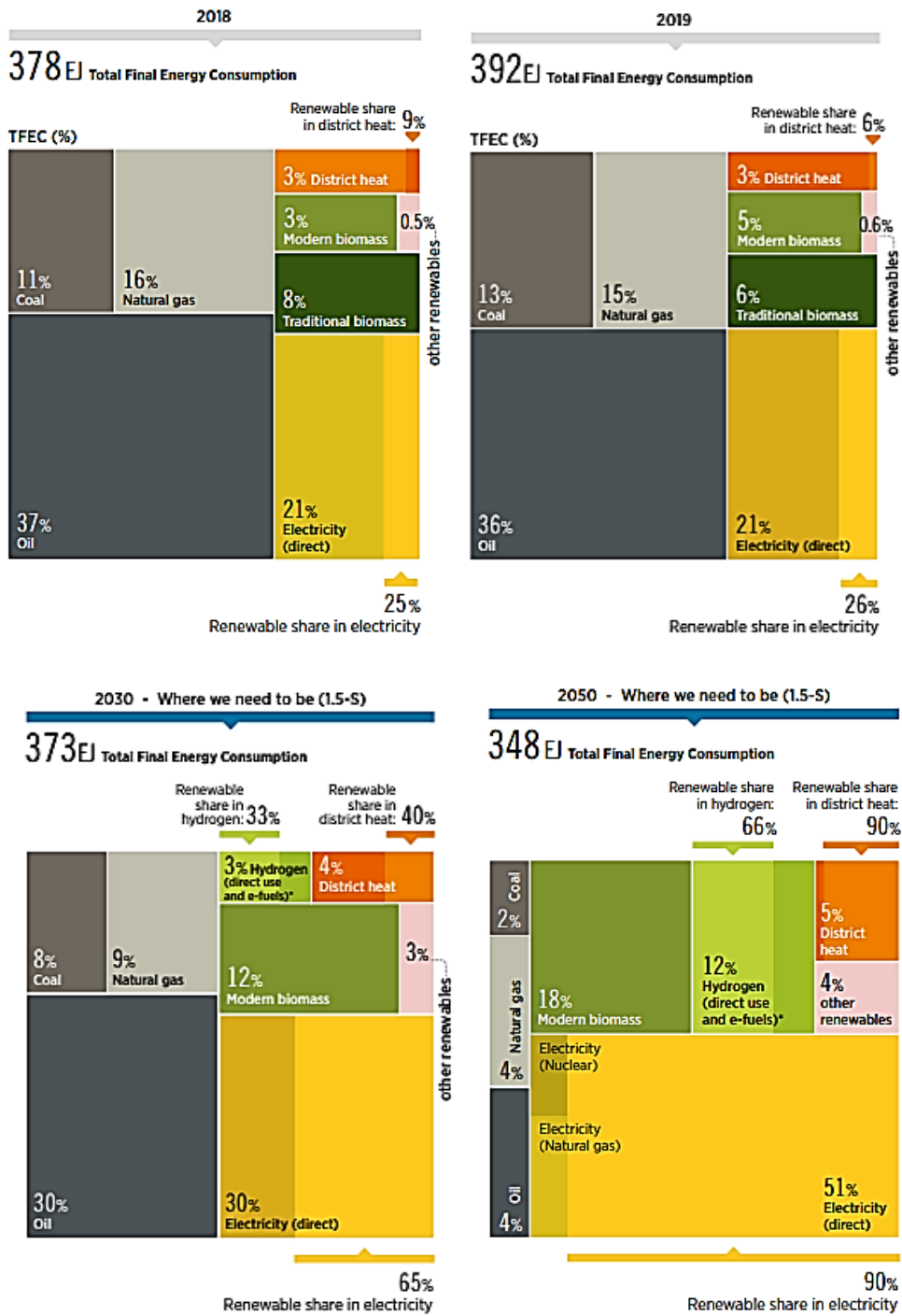


Source: IRENA – World Energy Transitions Outlook 2022: 1.5°C Pathway (March 2022)  
 Notes: CSP: concentrated solar power; TWh: terawatt-hour; RE: Renewable Energy; VRE: Variable Renewable Energy

On the end-use side, the share of electricity in final energy consumption would increase from 21% in 2018-2019 to 30% by 2030 and 51% by 2050. Due to the 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 1.5-S Scenario.



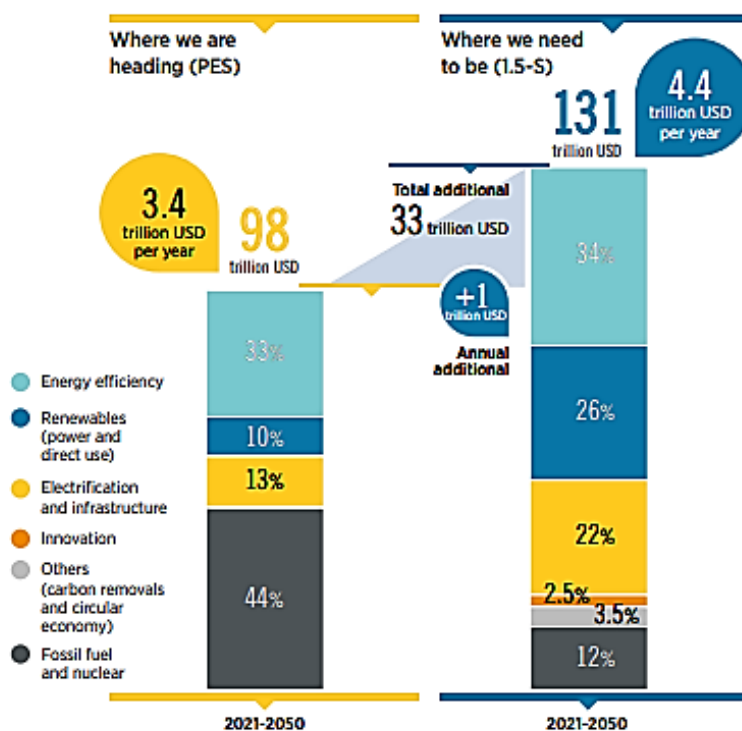
## Breakdown of TFEC by energy carrier in 2018, 2019, 2030 and 2050 under the 1.5-S



Source: IRENA – World Energy Transitions Outlook: 1.5°C Pathway (June 2021); World Energy Transitions Outlook 2022: 1.5°C Pathway (March 2022)  
 Note: EJ: Exajoule

The energy transformation will require transformational changes in which governments are anticipated to play a key role. Governments are planning to invest at least USD 98 trillion in the energy system over the next three decades. IRENA's 1.5-S would require additional USD 33 trillion investments to reach a total USD 131 trillion. The PES already implies doubling investments, which stood at USD 2.1 trillion in 2019 (vs. USD 3.4 trillion per year needed). During the 2021-2050, over 80% of the USD 131 trillion (+USD 100 trillion) would need to be invested in energy transition technologies such as renewables, energy efficiency, end-use electrification, power grids, hydrogen and carbon removal measures. (Source: IRENA)

### Cumulative investments 2021-2050 (USD trillion) in the 1.5-S and the PES



Source: IRENA – World Energy Transitions Outlook: 1.5°C Pathway (June 2021)

## 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 especially 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. The decrease experimented in the thermal side of the generation mix (mainly coal and gas) has been compensated by an increase renewable installation. In particular, since 2017, 6.9 GW thermal capacity has been decommissioned while solar and wind installations in the same period have increased by 10.2 GW and 5.1 GW respectively (net +8.4 GW installations).

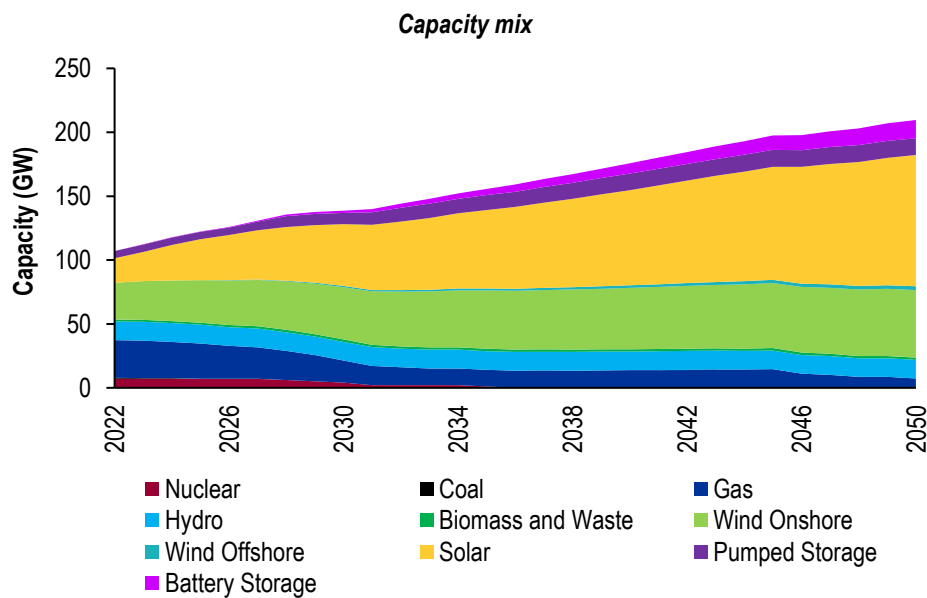
Installed capacity by the end of 2021 was 113 GW, an increase of c.2.0 GW from 2020 – this growth is the result of the addition of 3.2 GW of solar PV and 0.7 GW of onshore wind and the retirement of 2.0 GW of coal and cogeneration units (Source: REE).

Electricity generation in 2021 was 260 TWh, similar to 2020. More than a quarter of the generation derives from natural gas fired units (cogeneration and combined-cycle units) and c.20% from nuclear sources. Although there has been a slight decline in some years when hydro and wind yields were low, generation from renewable energies has been relatively stable in recent years (Source: REE).

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 demand and supply flexibility such as Demand Side Response (“DSR”) and batteries, enter the market. Spain has so far focused mainly on DSR, a tool whereby consumers can shift when they use electricity in response to retail price at a given time. Thus, enabling cost-effective demand flexibility and security of supply.

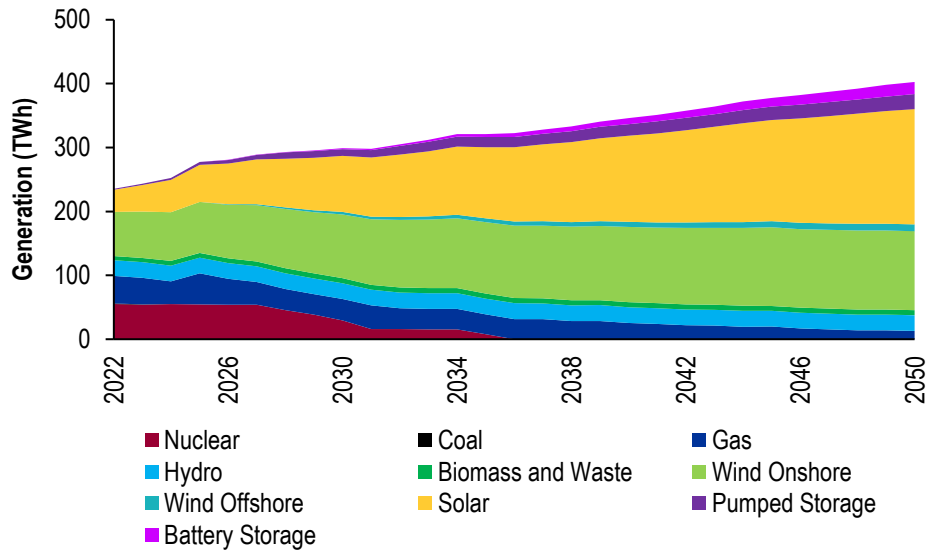
A significant increase of the renewable energy technologies is expected by 2050, especially regarding solar (reaching 92 GW compared to 15 GW in 2021) and wind onshore (reaching 51 GW compared to 28 GW currently). Coal (3.8 GW in December 2021) and nuclear (7.1 GW in December 2021), are expected to be phased out by 2025 and 2036, respectively, removing a large portion of dispatchable generation capacity in Spain. Almost 6.0 GW coal capacity has been decommissioned during 2020 and 2021.

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).



Source: External Market Consultant (1Q22)

### Generation mix<sup>6</sup>



Source: External Market Consultant (1Q22)

In the last 10 years (2011-2020), annual electricity consumption in Spain has ranged between 227-242 TWh/year, with a declining trend in years 2010-2014, and an upward trend since then. Power consumption has been increasing by c.1% yearly from 2015 (1% CAGR 2014-2020) (Source: BloombergNEF).

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, technological advancements, the potential impacts of climate change (leading, for instance, to increased air-conditioning demand) and broader macroeconomic considerations.

Annual electricity demand is assumed to increase from 251 TWh in 2022 to 396 TWh in 2050 (including demand from pump load) due to increase in electrification of the heat and transport sectors (Source: External Market Consultant).

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



Source: External Market Consultant (1Q22)

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

Monthly average power prices on the Spanish day-ahead wholesale power market have been among the highest in the EU. During the last months of 2021 and beginning of 2022, power prices increased significantly reaching record levels. Monthly average power prices reached €283/MWh in March 2022 with the highest price ever recorded on the 8<sup>th</sup> of March 2022 at c. €545/MWh.

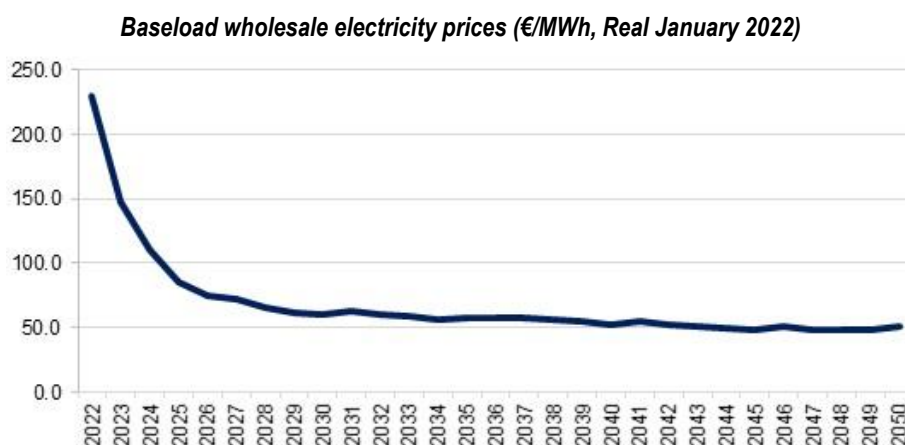
### Historical monthly average Day-Ahead price from January 2017 to May 2022 (€/MWh)

<sup>6</sup> The generation mix reflects the level of installed capacity by technology and the load factor of the respective technology

Source: European Network of Transmission System Operators for Electricity ("ENTSO-E"), Operador del Mercado Ibérico de Energía ("OMIE")

This increase in prices responds to a tighter power market and to the rise in gas and carbon costs, triggered by the global demand strength, supply deficits and lower than average gas storage levels in Europe, plus the effect of current geopolitical crisis. Prices remain in all-time highs in the beginning of 2022 but are expected to stabilize in the long term.

Royal Decree-Law 10/2022 introduces a progressive price cap to gas price in the Iberian Electricity Market. Starting at 40€/MWh for a 6-month period and then, it will be increased by 5 €/MWh per month until reaching 70 €/MWh at the end of the year during which this measure is in force (until may-2023).



Source: External Market Consultant (1Q22)

## Italy

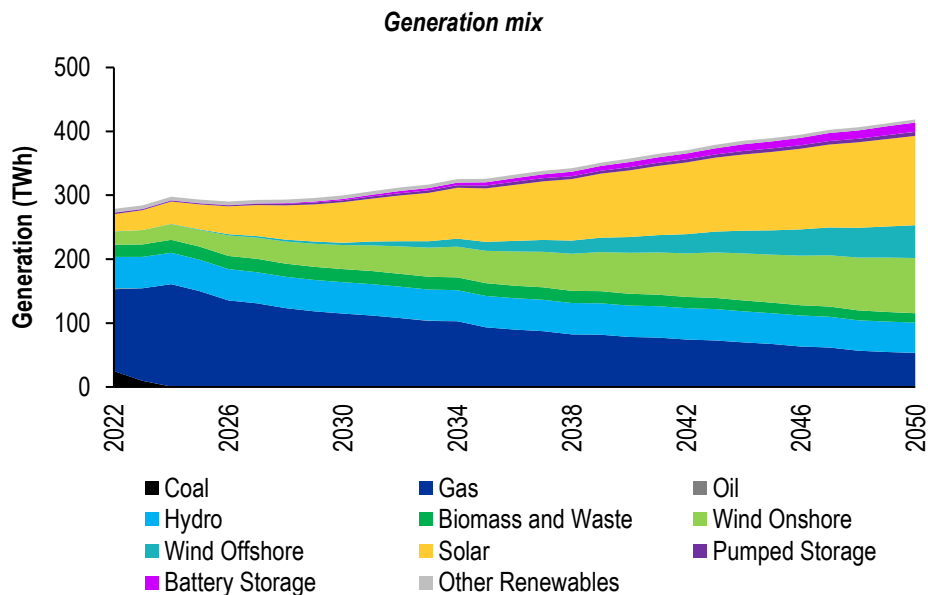
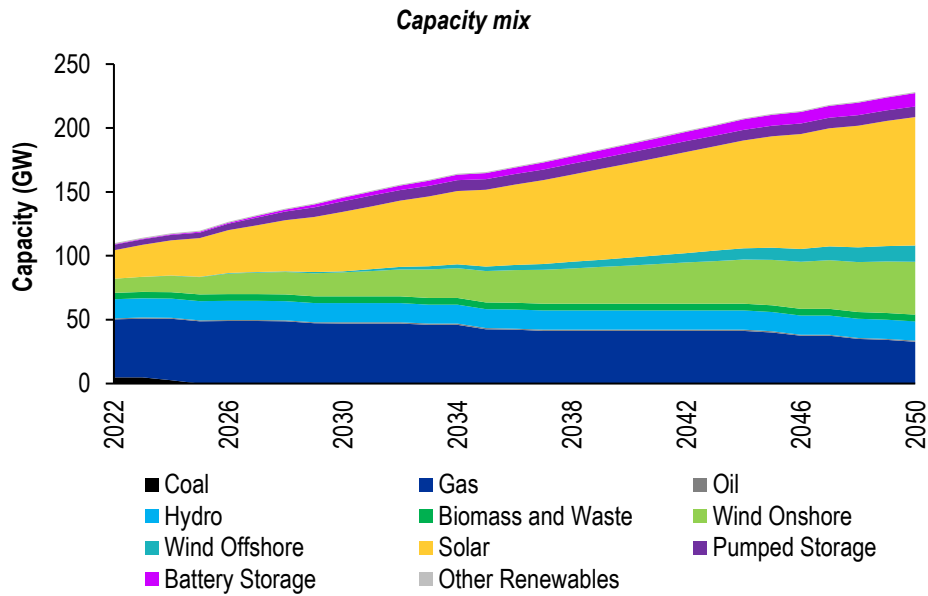
### Overview of electricity installed and generation capacity. Evolution of electricity demand

Italy has a 30% final energy renewable energy consumption 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 "Integrated National Energy and Climate Plan") indicated the intention to close all coal plants by 2025.

In 2021, installed generation capacity was 116.3 GW, in which thermal (59.5 GW) and hydro (22.7 GW) played an important role. In addition to hydro, there is 22.2 GW of solar PV capacity, 11.1 GW of onshore wind, and 0.8 GW of geothermal capacity in the renewable energies sector. Total annual net power generation in 2021 was 278 TWh compared with 272 TWh in 2020 (Source: Terna SpA).

Italy's generation mix has historically been dominated by gas fired generation which covers a market share of c.50% of total generation in 2020. Hydro generation has historically covered between 12% and 21% of total generation depending on hydro conditions. 2020 hydro generation share was c.17%. Generation from solar and onshore wind represented 15% of total generation in 2020 (Source: Terna SpA).

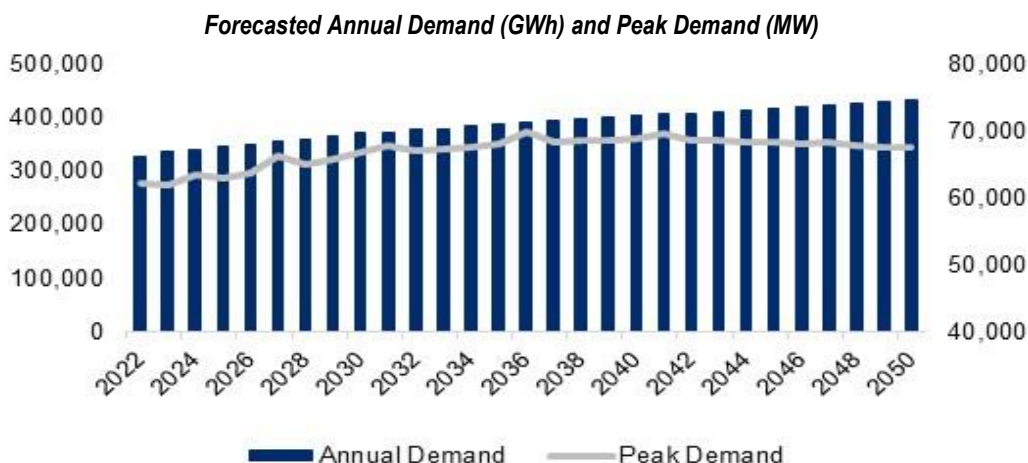
Coal generation is expected to drop to zero by 2025, in line with the Integrated National Energy and Climate Plan. This capacity is expected to be partly replaced by battery storage capacity which increases over time, along with other sources of flexibility (DSR and interconnection).



Italy's electricity demand declined over period 2012-2014 period but since then, it has been generally stable at between 301 and 321 TWh per year (Source: Terna SpA).

There exists uncertainty regarding how the shape of electricity demand is expected to change over time, considering technological advancements, the potential impacts of climate change (leading, for example, to increased demand for air-conditioning) and broader macroeconomic considerations.

Annual electricity demand is assumed to increase from 329 TWh in 2022 to 435 TWh in 2050 (including demand from pump load) due to increase in electrification of the heat and transport sectors (Source: External Market Consultant).



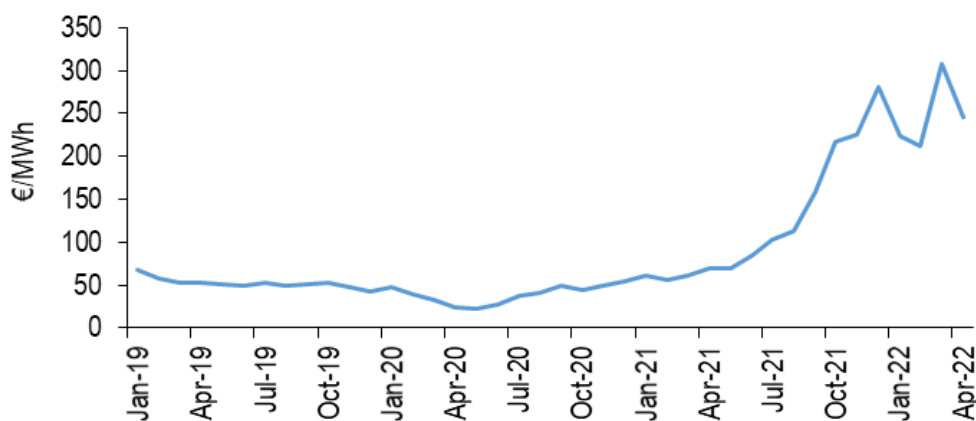
Source: External Market Consultant (1Q22)

### 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<sup>7</sup> 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.

### Monthly Average National Single Price (“PUN”) from January 2019 to April 2022 (€/MWh)

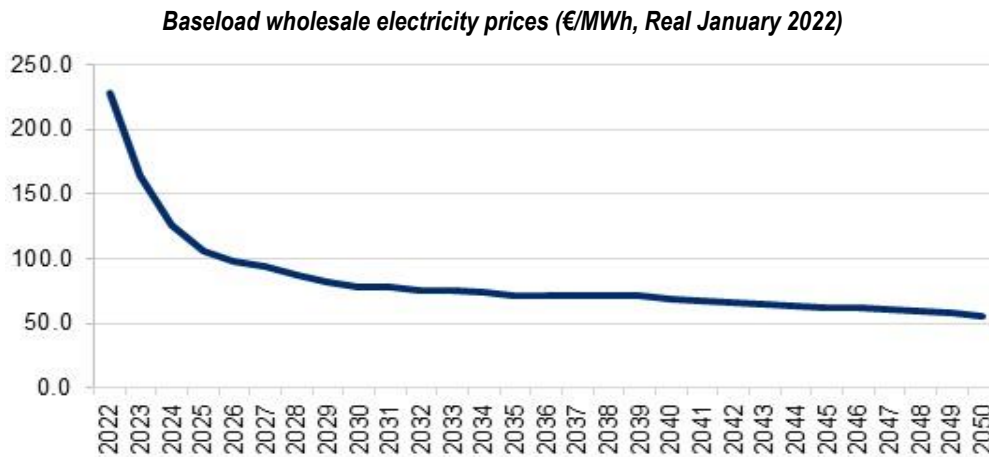


Source: GME (Gestore del Mercato Elettrico)

During the last months of 2021 and beginning of 2022, power prices have increased to reach record levels mainly due to a tighter power market and to the rise in gas and carbon costs, triggered by the global demand strength, supply deficits and lower than average gas storage levels in Europe, plus the effect of current geopolitical crisis. The monthly average PUN reached €308/MWh in March 2022.

<sup>7</sup> Italian Transmission System Operator

In March 2022, the Italian government approved the “Decreto Energia 2022” which encloses measures to shield companies and consumers from soaring energy prices. The energy decree introduces cuts in electricity, gas and petrol prices, as well as new tax credits. Given Italy’s target to phase-out nuclear and coal generation, prices are expected to keep rising in the short term but should eventually stabilize in the long term.



Source: External Market Consultant (1Q22)

## Chile

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

Due to geographic circumstances in Chile, four interconnected systems were developed. 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**”).

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

Generation 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.

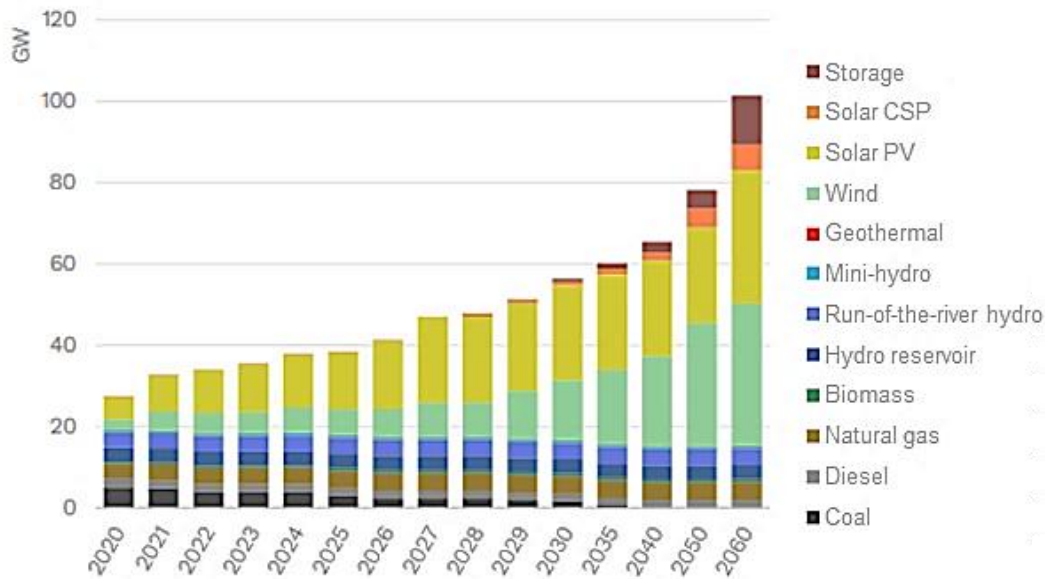
The country’s generation plan is based on the fact that renewable energy should play a major role in the future. According to the latest expansion plan released by the Chilean Ministry of Energy (as of Aug-2021), a total of c. 80 GW is expected to enter the system between 2021 and 2050, of which 91% will be wind and solar.

By 2050, total net installed capacity of the Chilean SEN is expected to reach c.100 GW, and the proportion of renewable energies is expected to be 80% (wind & solar). Over the 2021-2050 period, battery storage and manageable capacity such as Solar CSP will gain importance, as the coal phases out. Solar PV capacity will need to be supported by storage to maximize its growth potential.

In terms of electricity generation, coal plants’ retirement and low availability of hydrological resources, will accelerate the deployment of renewables and storage technologies. Gas will play a major role during the energy transition as a backup source to cover renewables intermittency, only reducing its weight in the generation matrix after 2040.

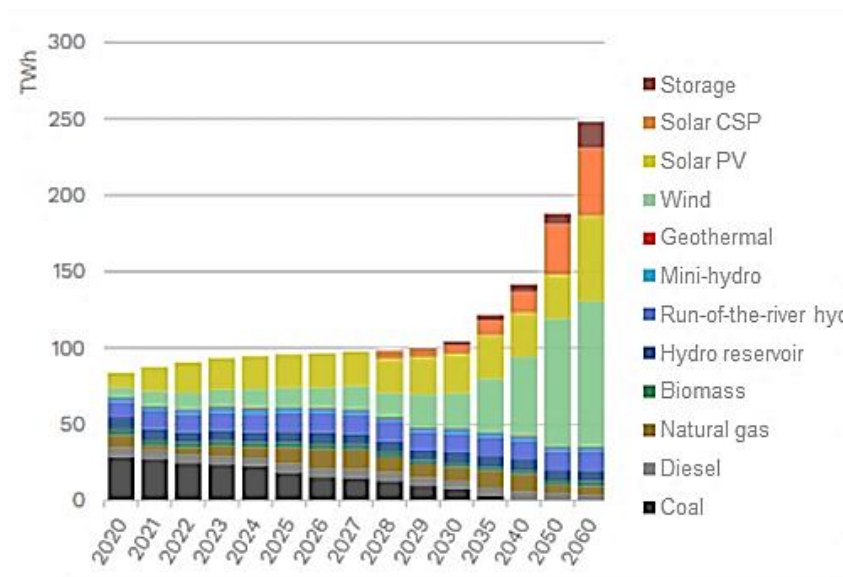


### Capacity mix



Source: Chile Ministry of Energy (August 2021)

### Generation mix



Source: Chile Ministry of Energy (August 2021)

The forecasted electricity demand for both free clients (industrial) and regulated clients (residential) 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 2022 and 2032 by a compound annual growth rate of 2.4%.

Currently, electricity only contributes c.25% to total energy supply, however, it is expected that, by 2050, it will exceed 50% (Ministry of Energy, 2021). Demand will grow as a result of the progressive electrification of several sectors and processes, including, among others, electric transport, heating and cooling systems or green hydrogen production.

### Forecasted Annudow Demand (GWh)

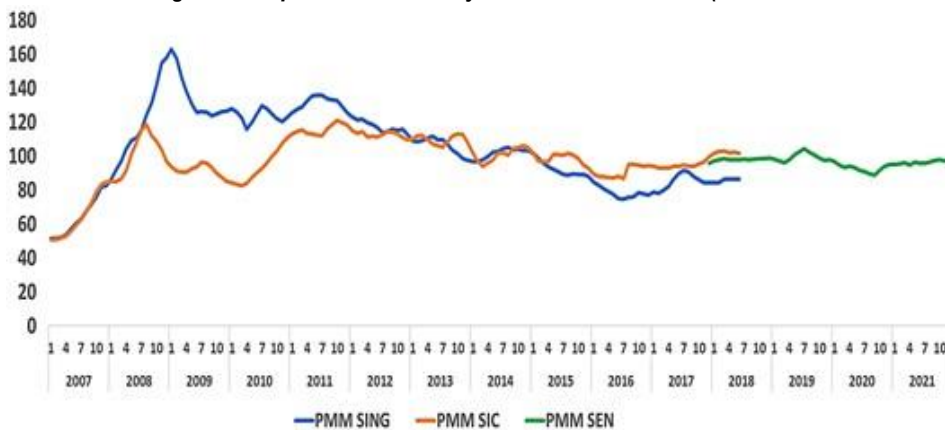


Source: Comisión Nacional de Energía (“CNE”): Final report on demand forecast (January 2022)

### Prices on the electricity markets

Prices have remained relatively stable in the years prior to 2021, coming from a decreasing trend which started +10 years back. The maturing of the electric system, together with the high seasonality of energy supply, is expected to significantly influence the evolution of energy prices.

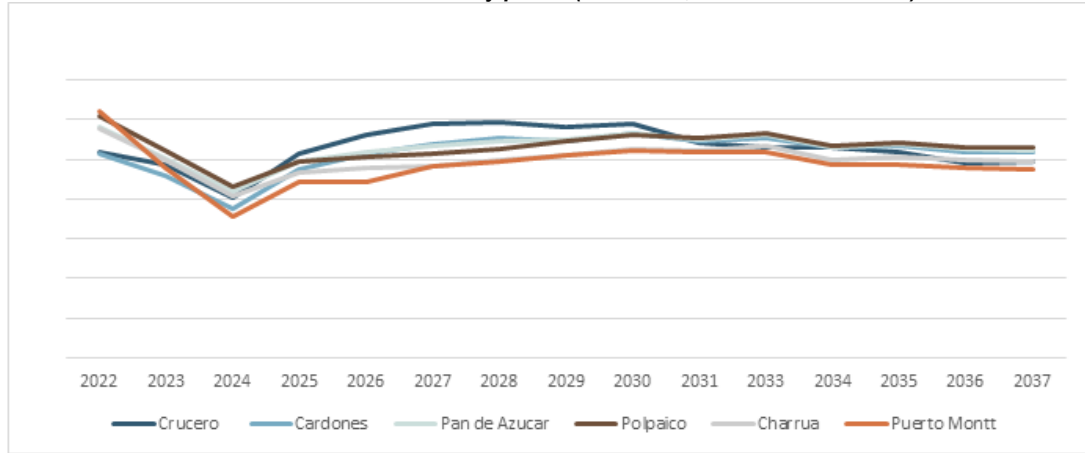
#### Historical average market price from January 2007 to October 2021 (USD/MWh – Real terms)



Source: Systepl Monthly Report of the Electricity Sector (Dec-21) (Source: “Coordinador Eléctrico Nacional” and CNE)

Chile, as a net importer of Liquefied Natural Gas (“LNG”), coal and oil, is negatively exposed to international oil and gas prices. Thus, the sharp price increase stemming from the Russia-Ukraine crisis will place upward pressure on the Chilean electric system’s marginal costs. However, cheaper gas available from Argentina during 1Q22 helped limit the increase in marginal costs. The effects of the aforementioned crisis are expected to ease up and electricity prices are expected to slowly stabilize.

**Baseload wholesale electricity prices (USD/MWh, Real December 2021)**



Source: External Market Consultant

## Mexico<sup>8</sup>

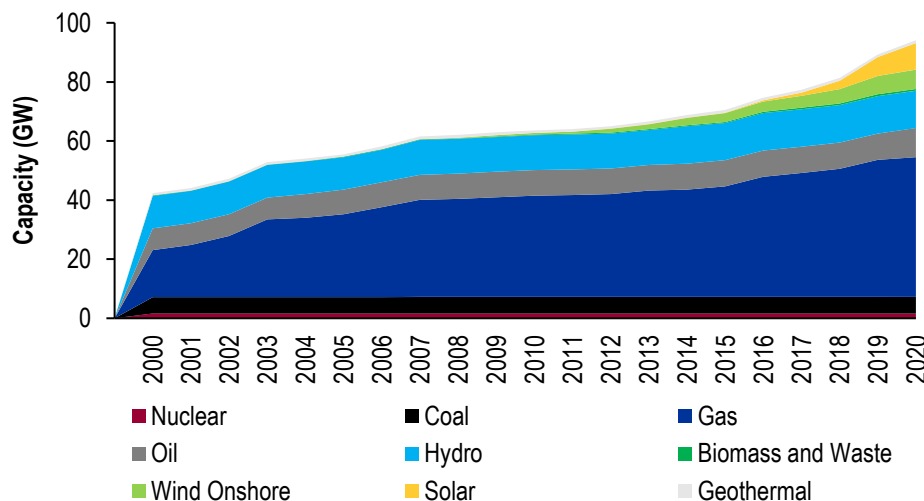
### Overview of electricity installed and generation capacity

The National Electricity System (the “**Mexican SEN**”) comprises, on one side, the Public Service, including the infrastructure of the Comisión Federal de Electricidad (“CFE”)<sup>9</sup> 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 2020 installed capacity in Mexico was 94 GW (an increase of 4.5 GW – that is, 5.0% – compared to 2019) in which conventional generation capacity represented 68% of total installed capacity and clean<sup>10</sup> technologies 32%.

**Breakdown of installed capacity by technology, 2020**



Source: BloombergNEF

During 2020, electricity generation amounted to 312 TWh, 75.6% of which came from conventional technologies and 24.4% from clean energy technologies. In the last 10 years (2011-2020), renewable technologies have increased their share in total

8 Last available information. Data not updated as of 2021 when not available

9 Public entity responsible for the electricity distribution in the country

10 Clean technologies include traditional renewable energies (hydro, wind, solar, geothermal, bioenergy) as well as nuclear.

generation from 18.0% to 24.4%. In 2020, consumption of electricity in Mexico was 279,051 GWh, 2.2% increase from the previous year (Source: BloombergNEF).

### Prices on the electricity market

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 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-run marginal costs of generation in the Central Market node<sup>11</sup> for the January 2010 to January 2016 period, and the equivalent day-ahead market LMP for the Central Market node from February 2016 to July 2020.

**Historical Marginal Prices, monthly average – LMPs Central Node (Jan 2010 – Jul 2020) (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.

In the short term, up to 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.

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 has the aim to represent 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. However, on March 9<sup>th</sup>, 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). Amongst these amendments, ageing hydroelectric plants owned by CFE will be able to obtain CELs, thus potentially eliminating the incentives to develop new sources of renewable energy.

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.

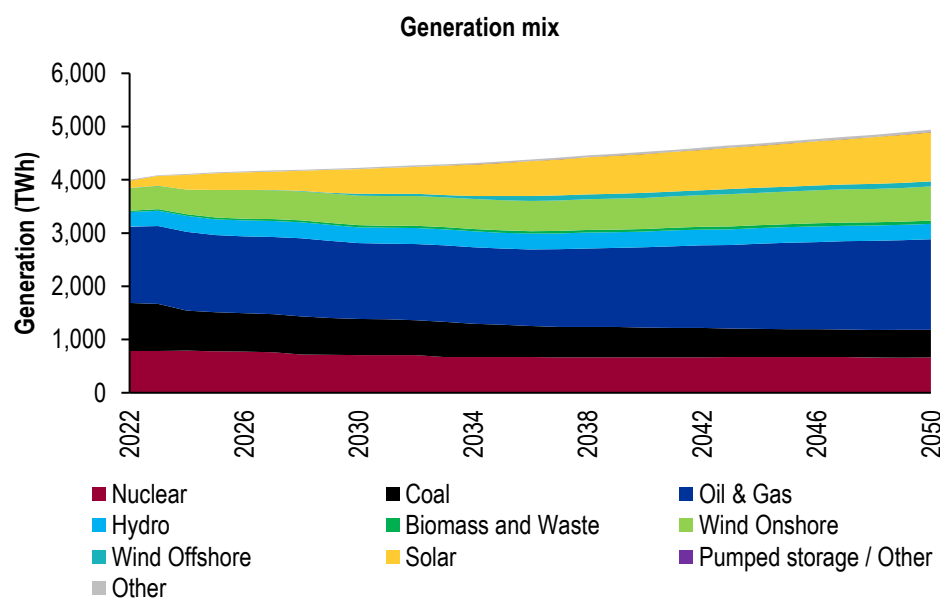
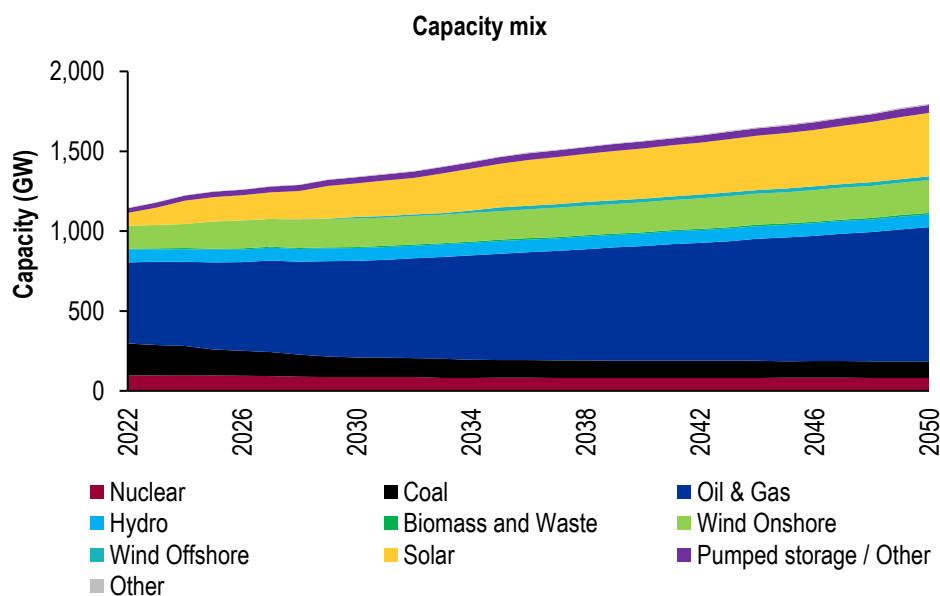
Market rules establish the existence of a capacity market (the “CM”) on which generators may sell their average available capacity during the 100 hours of lower reserve of the system at a price denominated the “capacity price” (the “Capacity Price”), which is derived from annual tenders carried out by 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.

11 Due to its geographical location and demand concentration the Central Node will be considered as the Reference Market Node.

## 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”) the main drivers for capacity additions 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 -especially solar PV- and natural gas (AEO2022 Reference Case).



Petroleum and natural gas remain the most-consumed sources of energy in the United States through 2050, but renewable energy is the fastest growing. Renewable technologies account for c. 63% of the capacity additions to be made in the period from 2021-2050. Wind and solar incentives, along with falling technology costs, support robust competition with natural gas for electricity generation, while the shares of coal and nuclear power decrease in the electricity mix. The U.S. is expected to add c. 541 GW of new onshore wind and solar capacity between 2022 and 2050, 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, while growth in solar capacity is expected to continue growing through 2050 as the cost competitiveness of solar PV continues declining.

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 25% of total generation in 2021 to 42% by 2050 in the Reference Case (AEO2022). Solar PV is the main contributor to the growth in renewable generation, increasing from 16% of total renewable generation in 2022 to 45% by 2050.

On the other hand, onshore wind generation is expected to grow more than 50% during the forecasted period, and its share of renewable generation is expected to decline slightly from 48% in 2021 to 31% 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<sup>12</sup>, 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 through 2050.

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 (<1% CAGR) (Source: BloombergNEF).

**US Total electricity demand for period 2022-2050 (GWh)**



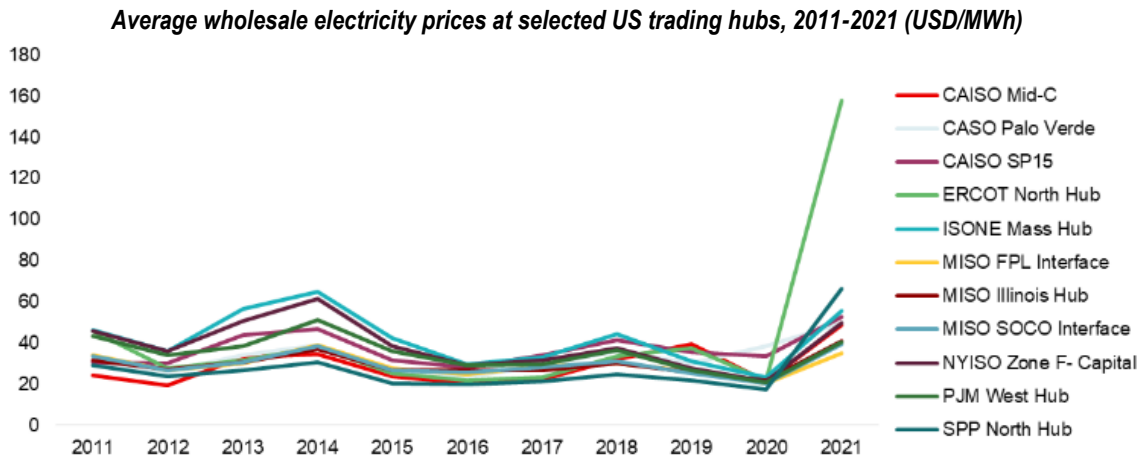
Source: BloombergNEF

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

Average wholesale prices for electricity at major trading hubs in the United States were higher in 2021 than in 2020 as increasing costs for power generation fuels, especially natural gas, pushed electricity prices higher in the second half of 2021. Constraints on electricity supply as a result of cold weather in the central United States also created spikes in February 2021.

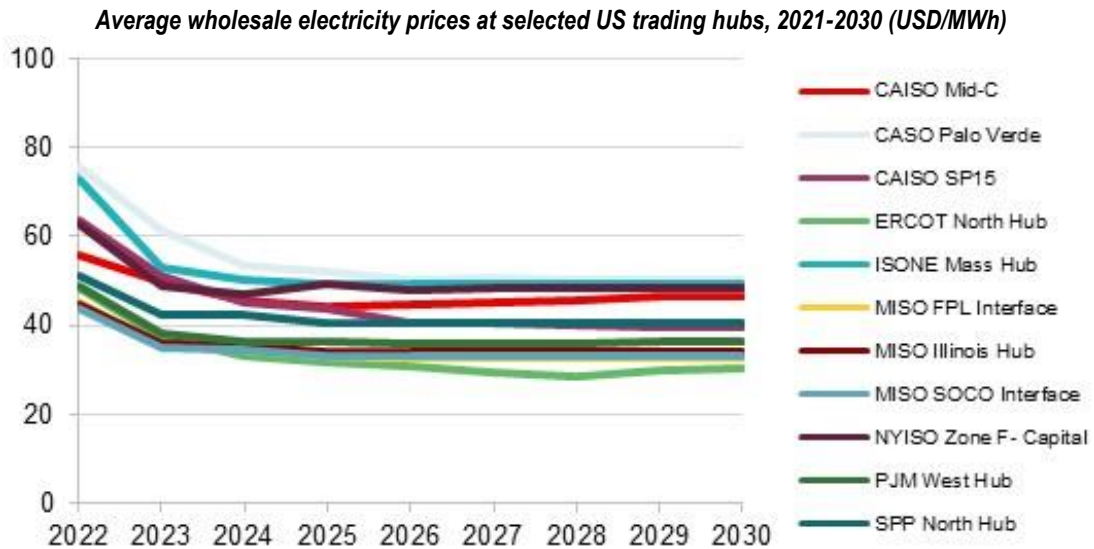
Wholesale electricity prices were especially volatile last year in the ERCOT market. A major winter storm in February-2021 led to significant energy disruptions in Texas. Extreme cold temperatures restricted the flow of natural gas for power generation, and many wind turbines froze. These supply constraints caused large increases in hourly electricity prices in the ERCOT day-ahead market. Between February 14 and February 19, hourly wholesale prices at the ERCOT North trading hub exceeded USD 6,000 per MWh (MWh) 70% of the time. For the month of February, the Texas wholesale electricity price averaged USD 1,485/MWh.

<sup>12</sup> Electric Reliability Council of Texas



Source: BloombergNEF

Wholesale electricity prices are expected to stabilize in the short to medium term.



Source: BloombergNEF

## United Kingdom<sup>13</sup>

### 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 plants have been phasing-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.

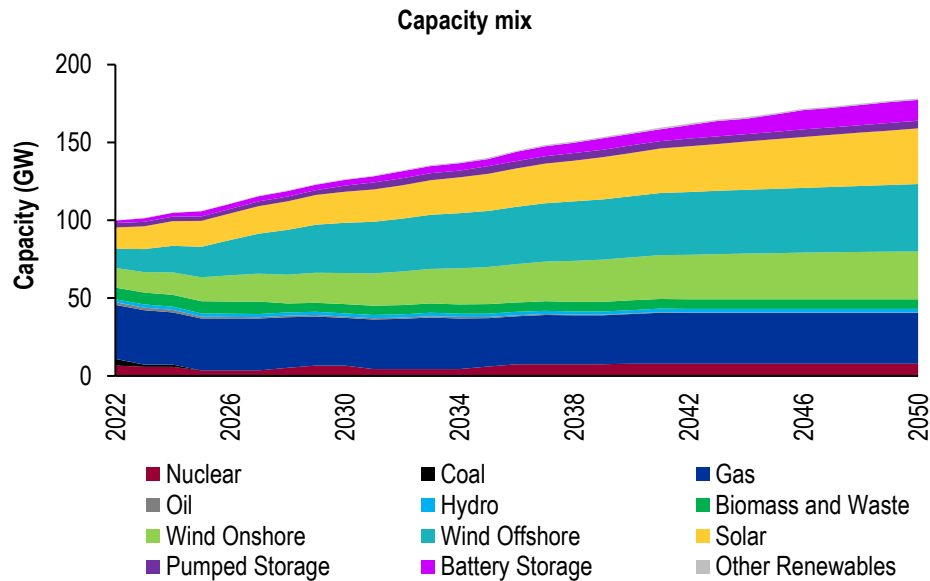
The share of wind and solar has increased significantly over the last five years. In 2020, 24 GW of wind capacity was operational in the United Kingdom. Solar PV has also grown significantly to 13 GW in 2020. Renewable generation represents 43.1% of total generation in 2020 up from 36.9% in 2019 (Source: *Digest of UK Energy Statistics*, "DUKES" July 2021)

<sup>13</sup> Last available information. Data not updated as of 2021 when not available

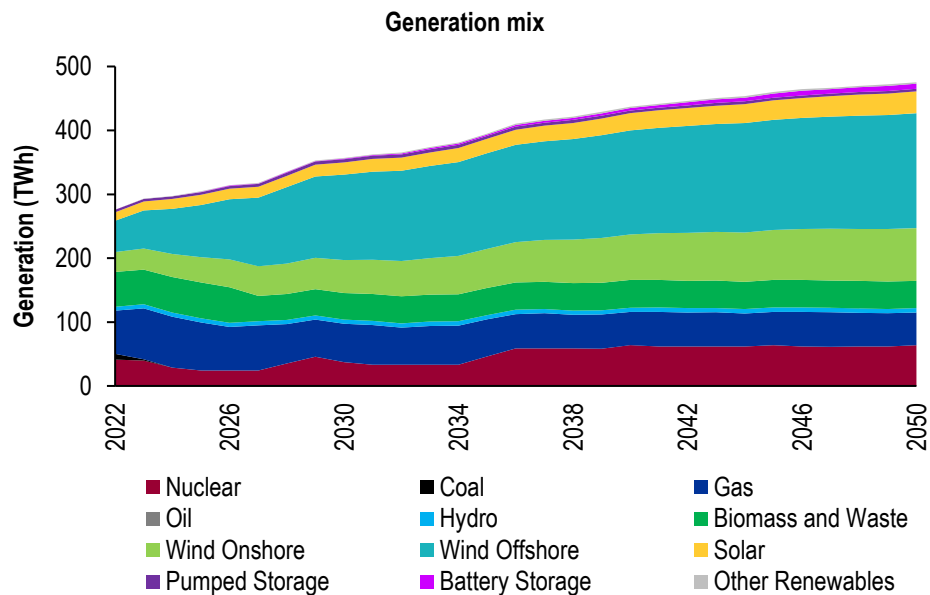
A significant increase in renewable generation is expected, with offshore wind in particular growing across the period 2020-2030.

Coal generation is projected to decrease to zero as coal-fired capacity is assumed to be phased out by 2025 – the largest reduction in generation capacity in 2020 was actually coal, with the closure of a 2.0 GW plant, leaving just four coal plants operating in the UK. 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.



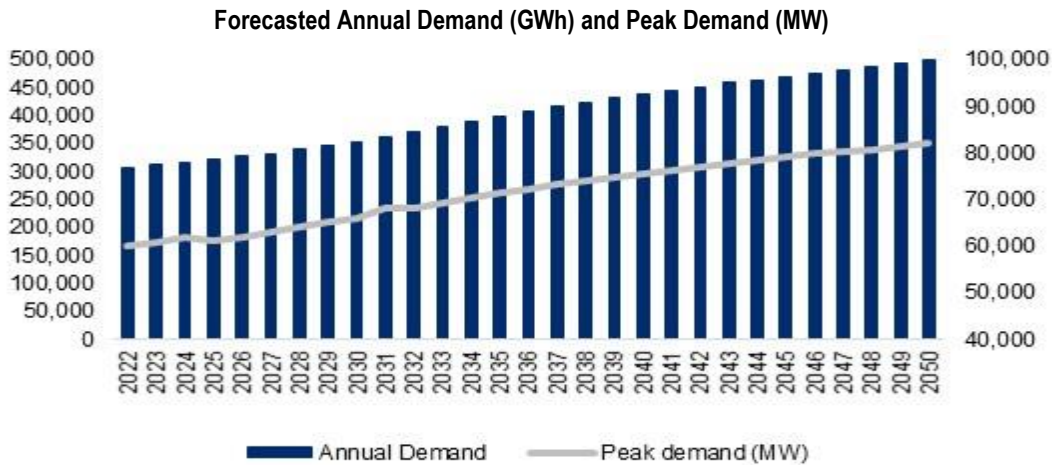
Source: External Market Consultant (1Q22)



Source: External Market Consultant (1Q22)

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. Demand is projected to grow due to higher electric vehicle and heat pump penetration (Source: External Market Consultant).



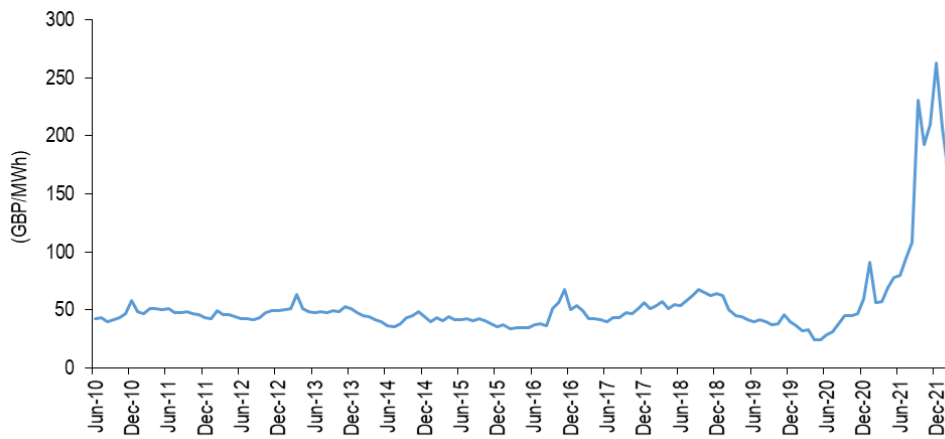


Source: External Market Consultant (1Q22)

### 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 during 2019 and also in the first months of 2020 and started showing signals of recovery in May 2020.

#### Historical Wholesale Day-Ahead price from January 2010 to March 2022 (GBP/MWh)

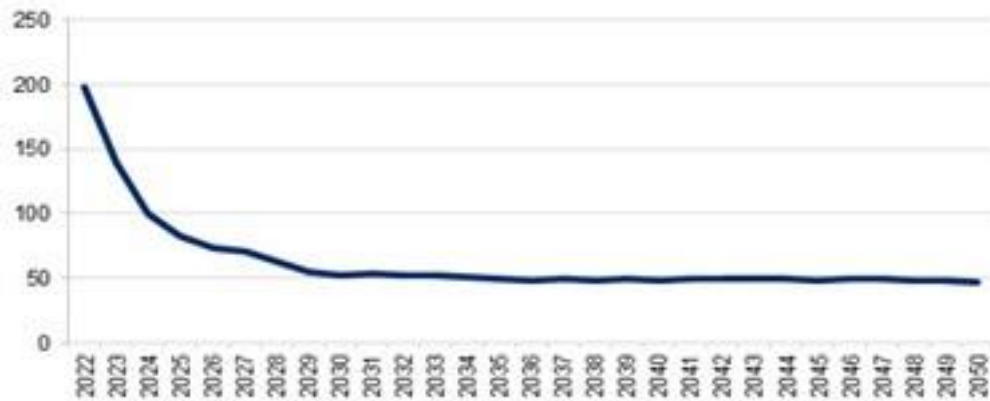


Source: Office of Gas and Electricity Markets ("OFGEM")

In the last months of 2021 and beginning of 2022, power prices have increased to record levels, +£200/MWh mainly due to a tighter power market and to the rise in gas and carbon costs, triggered by the global demand strength, supply deficits and lower than average gas storage levels in Europe, plus the effect of current geopolitical crisis. The monthly average wholesale day-ahead price reached £263/MWh in March 2022.

Same as in the rest of the European space, current price levels respond to a very particular set of circumstances which are not sustainable in time, and even though prices might fluctuate in such high levels in the coming months, they should eventually stabilize in the long term.

**Baseload wholesale electricity prices (GBP/MWh, Real January 2022)**



Source: External Market Consultant (1Q22)

**Poland<sup>14</sup>**

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

Poland has approximately 45 GW of installed capacity, of which almost c. 66% is fossil fuel-based, followed by wind power with 13%, gas with 7% and rest being hydro, solar and biomass with 14%.

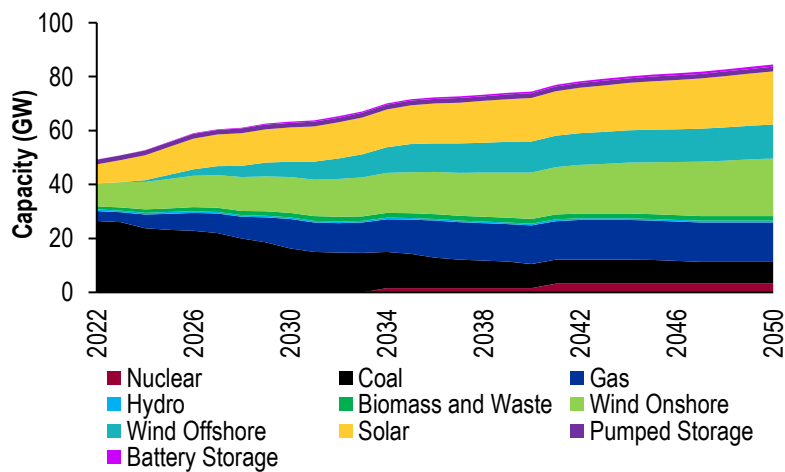
In the past, hydro was the main source of renewable generation in Poland (52% of total renewable in 2010), but the mix has shifted towards wind and biomass or biogas.

Wind power capacity has shown a strong development from 2010 to 2020, growing from 1.1 GW in 2010 to 5.9 GW in 2020. Since 2016, installation of new wind farms stabilized. Solar capacity has also increased from zero in 2010 to approximately 3.9 GW in 2020.

Electricity generation decreased by c. 4.9% in 2020 with c. 10% fall in fossil-fuel generation as compared to 2019, reaching 149 TWh. Wind and solar combined generated 17 TWh in 2020, with a 194% increase in solar electricity generation (Source: BloombergNEF).

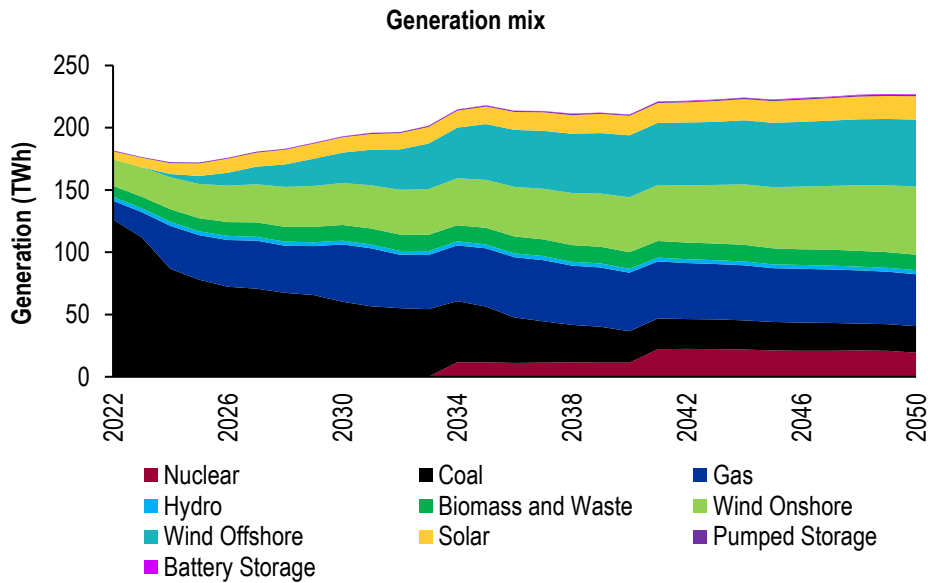
Coal generation is projected to decrease significantly due to the relevant plant closings, but still maintains a significant share in the generation mix. Wind and solar PV generation continue to grow in the long term driven by falling technology costs and increasing profitability. By 2050, 62% of power generation is expected to come from wind, solar and biomass, with gas-fired generation also playing a significant role to ensure stability of supply.

**Capacity mix**



Source: External Market Consultant (4Q21)

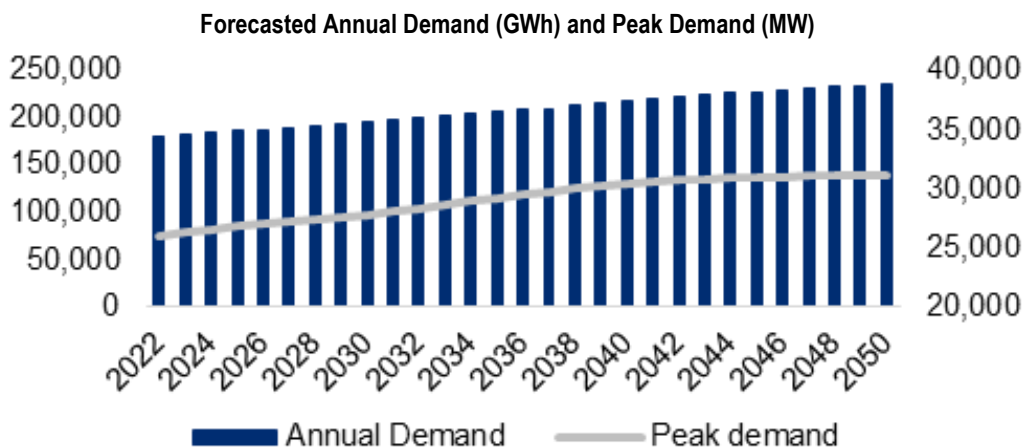
<sup>14</sup> Last available information. Data not updated as of 2021 when not available



Source: External Market Consultant (4Q21)

Annual electricity consumption has generally been increasing since 2010 at an average rate of 2% per annum, reaching 145 TWh in 2020. The recent significant growth in prosumer installations has led to some change in these dynamics.

Electricity demand in the long term it is anticipated to increase driven by the electrification of the transport and heating sectors, reaching 235 TWh in 2050.



Source: External Market Consultant (4Q21)

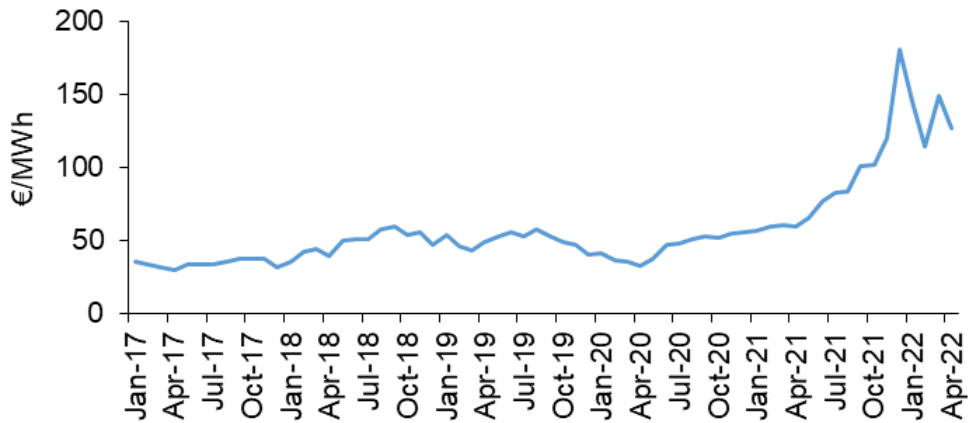
### History of prices on the electricity market and expected evolution

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 was somewhat reversed in the following years, influenced by the recovery of carbon and coal prices. In the first months of 2020, prices were at a decline driven by the decrease in coal and carbon prices in particular due to oversupply, which was even more pronounced due to the outbreak of COVID-19. Since May 2020, there was a recovery carbon and coal prices recovered further.

Historical monthly average day-ahead price from January 2017 to April 2022 (€/MWh)



Source: TGE<sup>15</sup>

Prices have significantly increased during the last months of 2021 and beginning of 2022 rising from levels of c. €60/MWh in April 2021 to c. €180/MWh in December 2021, similarly to other countries in Europe. Current price levels respond to a very specific set of circumstances which is not sustainable in time and, for such reason, prices are expected to stabilize in the long term.

Baseload wholesale electricity prices (€/MWh, Real January 2021)



Source: External Market Consultant (4Q21)

## France<sup>16</sup>

### 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 total installed capacity was 131 GW by the end of 2021 vs 132 GW in 2020. The growth in renewable capacity has compensated the closing of coal and oil plants with a negative net effect. Nuclear has dominated France's generation mix since the 1980s, and still represented 47% of the capacity installed in 2021. This is followed by hydro (including pumped hydro), which represents 16% of the capacity mix (Source: RTE).

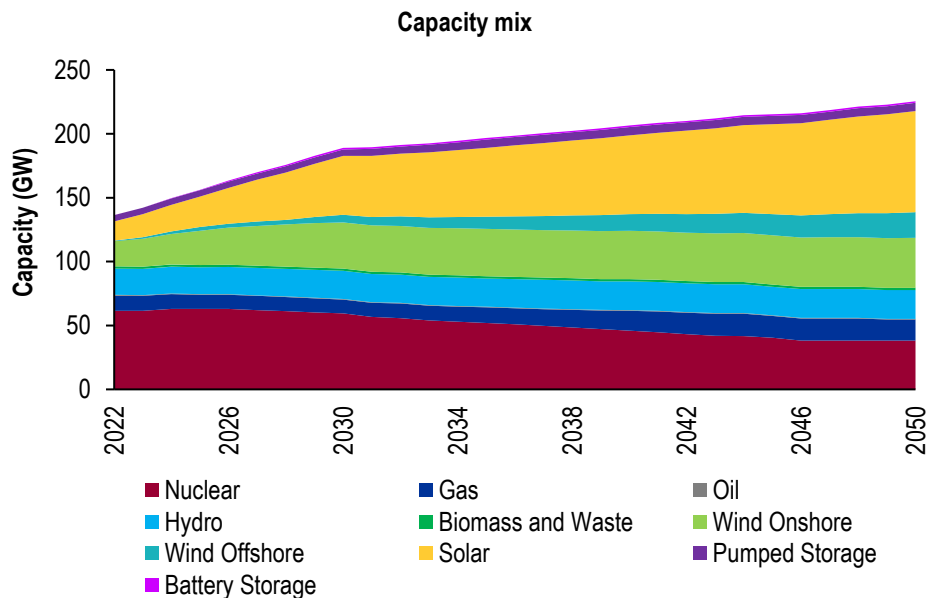
Nuclear is by far the largest source of electricity generation providing 67% of total generation in 2020. Generation decreased by c. 7% in 2020 with a 12% fall in nuclear production as compared to 2019, reaching 528 TWh. Wind and solar combined generated 55 TWh in 2020 (10% of total electricity generated) (Source: BloombergNEF).

<sup>15</sup> Polish acronym for "Polish Power Exchange". TGE is the nominated electricity market operator for the Polish pricing area and the only licensed commodity exchange in Poland.

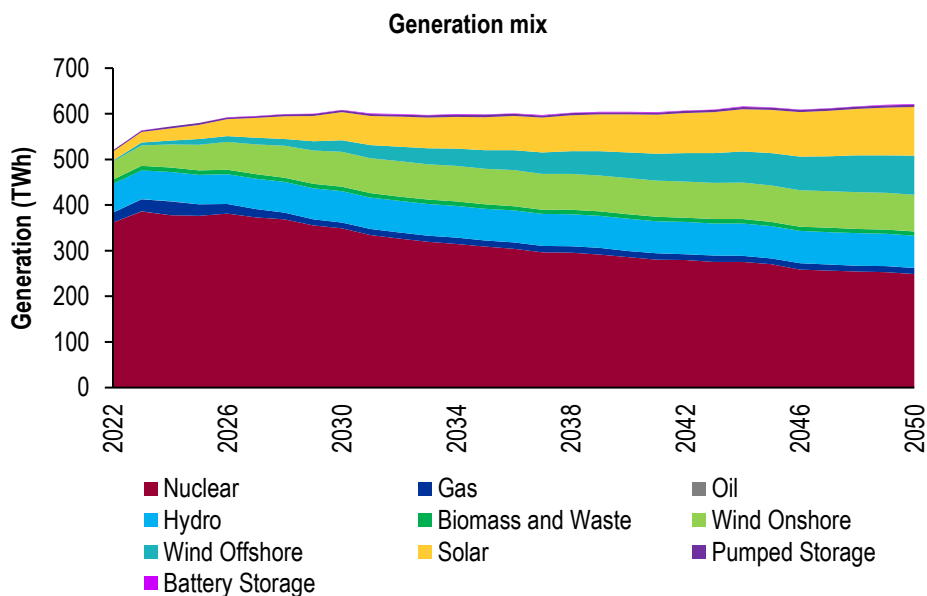
<sup>16</sup> Last available information. Data not updated as of 2021 when not available

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 29%, reaching 46% 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.



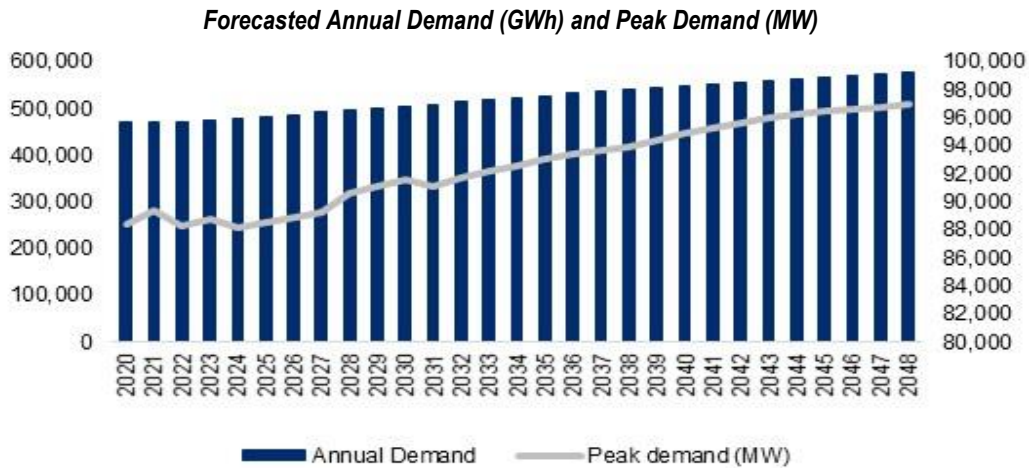
Source: External Market Consultant (1Q22)



Source: External Market Consultant (1Q22)

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 2020 was 438 TWh, slightly higher compared to 437 TWh in 2019 and approximately 1% lower than that of 2010.

Electricity demand increases from about 469 TWh in 2022 to 577 TWh in 2050. Demand is projected to increase slowly as the electrification of transport offsets the impact of energy efficiency.

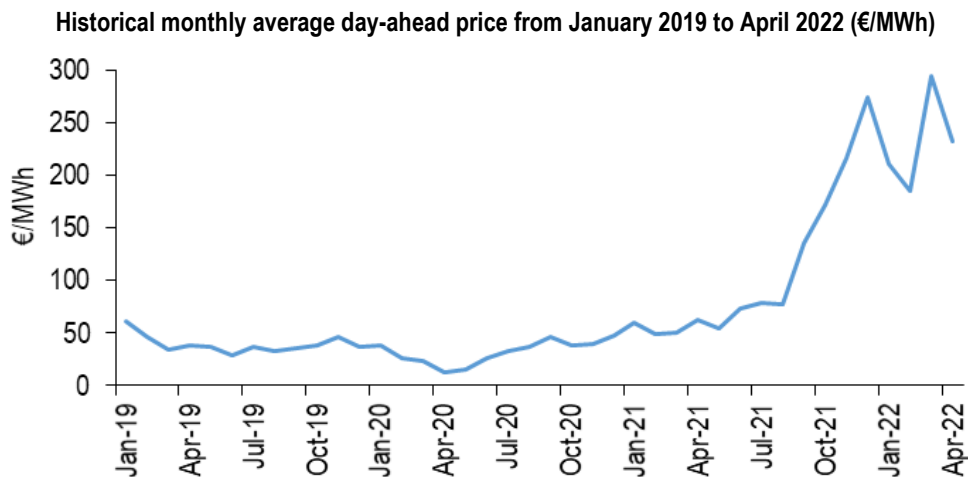


### History of prices on the electricity market and expected evolution

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 before 2021 were reached 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.

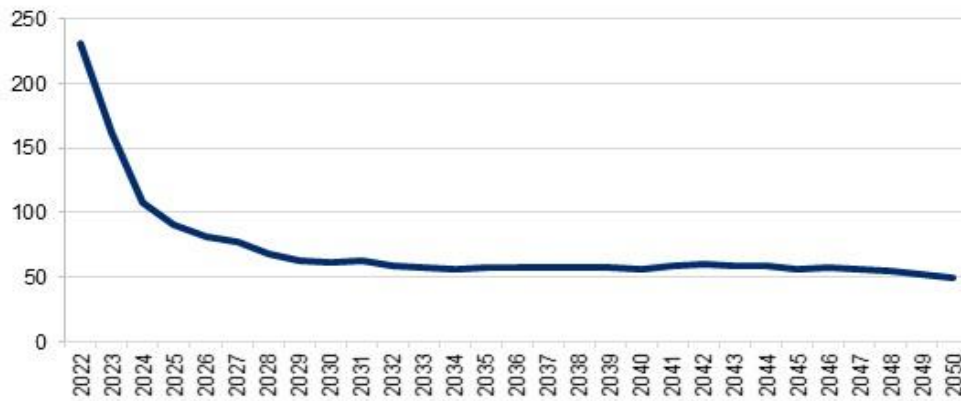
In March 2020, following the outbreak of COVID-19, the average price declined to €24/MWh, but a certain recovery was observed in the following months, reaching levels of c. €50/MWh at the beginning of 2021.



During the last months of 2021 and beginning of 2022, power prices have increased to record levels of +€200/MWh mainly due to a tighter power market and to the rise in gas and carbon costs, triggered by the global demand strength, supply deficits and lower than average gas storage levels in Europe, plus the effect of current geopolitical crisis. The monthly average day-ahead price reached €295/MWh in March 2022.

Current price levels respond to a very specific set of circumstances which is not sustainable in time. Prices might continue fluctuating in such high levels in the coming months but should eventually stabilize in the long term.

**Baseload wholesale electricity prices (€/MWh, Real January 2022)**



Source: External Market Consultant (1Q22)

## Colombia<sup>17</sup>

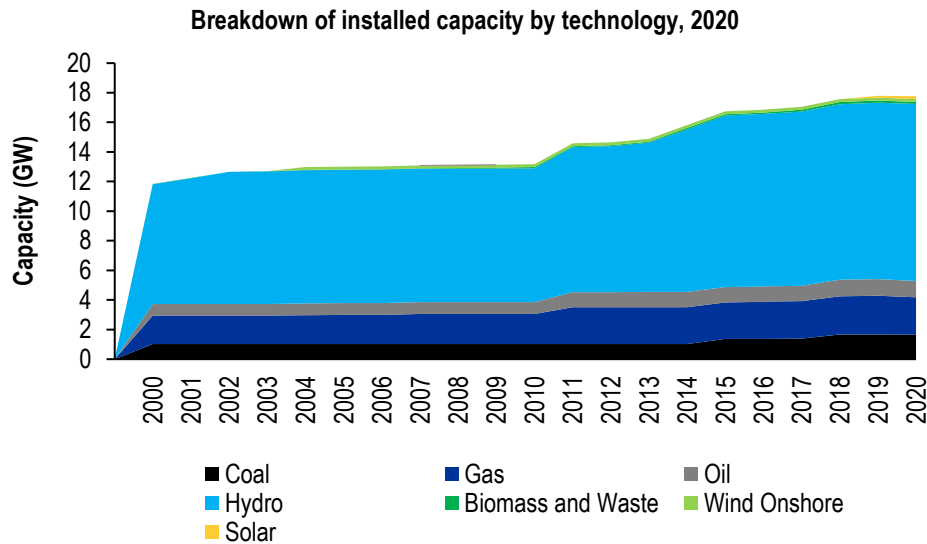
### **Overview of electricity installed and generation capacity. Evolution of electricity demand**

Energy supply in Colombia relies on the National Interconnected System (the “SIN”) and several isolated local systems in the non-interconnected zones (the “ZNI”). The SIN is mainly fed by large hydroelectric plants and thermal power stations, while the ZNI consists of small diesel generators.

Colombia has a transparent regulatory framework with clear rules and regulatory procedures disclosed to all participants. Regulatory bodies and industry structure promote efficient service and competition. Colombia’s spot market has a day-ahead market with hourly resolution. The short-term price is based on economic dispatch with a single hourly price for the entire system without transmission. Agreements can either be made between generator and free users, (non-regulated) represented by power trading companies in the free market; or long-term contracts can be established between generators and power trading companies in the market or through renewable energy auctions.

Although hydro captured the majority of additions in the past 10 years, Colombia is focused on its energy transition plan. One successful renewable auction was held 2019 with nearly 2 GW of wind and solar capacity awarded with 15-year PPAs indexed to Colombian pesos and adjusted by the Colombian Producer Price Index. Colombia’s third renewable energy auction was completed in October 2021 with power purchase agreements (PPAs) going to 11 solar projects representing 796.3 MW of combined capacity. Nine project promoters won the opportunity to close 15-year PPAs with 53 power off-takers, which secured solar energy for a weighted average price of COP (Colombian Peso) 155 (USD 0.041/EUR 0.035) per kWh, according to the ministry of mining and energy. Wind and solar technologies are expected to dominate future additions. However, the Ituango flagship project (2.4 GW) is expected to be fully completed in 2025, increasing the dependence on hydro power.

<sup>17</sup> Last available information. Data not updated as of 2021 when not available



Source: BloombergNEF

In 2020, Colombia generated 69 TWh of electricity, 1% less than in 2019. Due to poor rainfall levels and low reservoirs, hydro generation accounted for only 72% of the total share, demanding higher gas-fired and coal-fired dispatch at the beginning of the year, which accounted for 24% of total generation. In comparison, when the strongest “El Niño” drought hit Colombia in 2015, hydro accounted for 67% of total generation, whereas thermal dispatch accounted for about 28%. Since mid-2020, the situation has been reversed, driven by “La Niña” phenomenon (with opposite effects). In this manner, the hydrological situation improved, and hydro dispatch returned to higher levels. In the long-term, hydro generation share should decrease overtime, making room for renewables and gas (Source: BloombergNEF).

In 2020, Colombia’s economy shrank by c. 6.8% due to COVID pandemic and its associated crisis. Power consumption dropped by c.2.1% due to a decline in industrial and commercial activity. Despite this decline, a slight is expected for the current time. Annual peak demand typically occurs during the last five months of the year. In 2020, peak demand was observed in February (10,432 MW), compared to 2019 where the SIN reached 10,642 MW, the highest demand ever registered in Colombia’s power system.

**Prices on the electricity market**

Colombia faced a dry period in early 2020 that despite the demand drop caused by the pandemic led the spot price to surpass the scarcity price for the first time since 2016. Despite this result, after the Reliability Charge reform (2017), the higher value between the scarcity price and marginal scarcity price dictates whether the system is in critical condition.

The hydro generation improvement is a consequence of the El Niño phenomenon that has been occurring since mid-2020. However, the latest Climate Prediction Center (CPC) report indicates the presence of El Niño–Southern Oscillation–neutral conditions and forecasts its continuation through the beginning of 2022. Lately, owing to better rainfall volumes, the pandemic, and the recent mass protests, the short-term price has remained at low levels, averaging USD 43/MWh.

Colombia’s pipeline of projects, mainly Hidroitango and the auctioned wind and solar plants, will put downward pressure on spot prices. During 2018, electricity generation amounted to 317,278 GWh, 76.8% of which came from conventional technologies and 23.2 % from clean energy technologies.



## 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. Our 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

As of the date of this Prospectus, we have a portfolio of operating, Under Construction and Pre-Construction renewable energy plants with a gross installed capacity of c.2.4 GW, of which c.783 MW correspond to our Pre-Construction assets. Our operating and Under Construction plants include 34<sup>18</sup> solar photovoltaic (“PV”) plants and one onshore wind plant, with an aggregate gross installed capacity of c.1,586 MW (including plants in respect of which we own non-controlling interests) and an attributable installed capacity of c.1,470.4 MW. As of the date of this Prospectus, approximately 902 MW correspond to 20 wholly-owned solar PV plants located in Spain, and c.100 MW correspond to one solar PV plant located in the USA which are Under Construction, and the remaining gross installed capacity of c.584 MW (c.468.3 MW on an attributable basis) correspond to operating plants. 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. As part of our transformational plan since 2021 to become a large-scale IPP in Europe, the United States and Latam, we shifted our focus to build-to-own plants and expect to substantially increase the size of our portfolio in the coming years. In particular, during the fiscal year 2021, we changed our asset turnover strategy since the fiscal year ended December 31 2020, we pursued a strategy of high asset turnover by selling in the short term most of the renewable energy plants we developed and built, keeping minority stakes in some cases. Pursuant to our strategy to become a large-scale IPP, we expect to keep an asset rotation business line as regards to assets under development (expected to be sold at RtB status), rather than assets in operation to enhance our recurring cash-flows while partially fund our growth strategy by monetizing short-term pipeline and reduce equity needs. Nevertheless, we do not expect to sell any assets apart from those to be transferred in the context of the Bruc Transaction, until the Bruc Transaction is fully completed. As of the date of this Prospectus, we have a pipeline of projects (comprised of Farm-Down, Advanced Stage, Early Stage and Identified Opportunities projects, each as defined herein) with an aggregate potential gross targeted installed capacity of c.10.8 GW, of which c.1.7 GW relate to projects categorized as Advanced Stage, our pipeline’s most mature phase which the Company expects to undertake in the short to medium term (this is, from 2023 to 2025) and c.1.1 GW relate to projects categorized as Farm-Down<sup>19</sup>. From the date of this Prospectus to the end of the year 2025, our target is to accomplish investments to develop projects that are currently Under Construction (1,002 MW), Pre-Construction (783 MW) and in our most mature pipeline phase (i.e., Advanced Stage) in order to reach a gross capacity of 3.3 GW of assets in operation and Under Construction. Considering our already installed and operating capacity of 584 MW, this would mean more than doubling our current gross installed and under construction capacity and increasing our actual operating capacity by c.6x.

Regarding the capacity of our Advanced Stage projects and the rest of the pipeline not foreseen under our 2025 Target of reaching 3.3 GW of gross capacity in operation and Under Construction, we have no funding in place as of the date of this Prospectus to develop them. In order to fully develop any of these projects when they reach RtB status, will have to assess and look for additional fund sources (whether in the form of financing or equity) apart from our available funds at the time.

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 pipeline criterion is described in “—Key Investment Highlights—Balanced Operating Portfolio and Mostly Fully-owned Pipeline of High Quality 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.

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<sup>18</sup> One of these 34 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> This category falls into the pipeline because it includes assets that are expected to be transferred once their RtB status is reached, and thus do not contribute to our 2025 Target (i.e., gross capacity of 3.3 GW of assets in operation and Under Construction). As of the date of this Prospectus, the only assets that fall under the Farm-Down category are those included under the Bruc Transaction.

We pursue opportunities in Tier I countries<sup>20</sup> with significant revenue visibility and all of our operating, Under Construction and Pre-Construction plants (as well as in two of our Advanced Stage assets) have long-term, hard currency-denominated (or hard currency-linked) PPAs (or other types of remuneration arrangements) in place which cover a substantial part of the energy produced by our assets.

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 Tier I Markets with Substantial Growth Potential***

We operate in the renewable energy sector, which currently benefits from strong regulatory and political support globally. We believe that the environmental, economic and technological trends such as the climate change concern or the supporting policies and innovations in technologies and systems have underpinned the current favorable renewable energy market conditions, which include decarbonization, electrification, digitalization and energy decentralization. Additionally, and mainly due to the political and military events in Ukraine, the European energy strategy is currently under review with a double objective: making Europe energetically independent from abroad – with particular focus on Russian gas – and drastically accelerating the incorporation of renewables to the electric system, both to be reached by 2030. We believe that the new energy paradigm 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.

In this promising context, we believe we are well-positioned to benefit from the ongoing global renewables’ capacity expansion given our geographically diversified strategic and long-term presence in all Tier I markets. In particular, we have pipeline projects on five markets in Europe (Spain, Italy, the United Kingdom, Poland and France) in the United States and in three countries in Latam (Chile, Mexico and Colombia).

Our targeted 2025 footprint is to have our wind and solar projects geographically diversified as follows: 45-60% in Europe (mainly Spain), 20-30% in the United States and 15-25% in Latam (focusing on Chile).

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

We believe we are well-positioned to become a large-scale IPP in Europe, the United States and Latam, and that we offer a differentiated value proposition by focusing on Tier I 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.10.8 GW project pipeline across nine (9) Tier I countries to support our growth plan, including c.1.1 GW that relate to projects categorized as Farm-Down<sup>21</sup>. 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, has closed multiple M&A and financing agreements. In particular, we have successfully entered into agreements with third parties regarding the transfer of 1,834 MW (including the Bruc Transaction pending final completion) and have secured over €800,000 thousand in financing. Moving forward, we will keep an asset rotation business line as regards to assets under development (expected to be sold at RtB status), rather than assets in operation. Nevertheless, we do not expect to sell any assets apart from those to be transferred in the context of the Bruc Transaction, until the Bruc Transaction is fully completed.

<sup>20</sup> The Company considers that OCDE countries, among others, qualify as Tier I countries.

<sup>21</sup> This category falls into the pipeline because it includes assets that are expected to be transferred once their RtB status is reached, and thus do not contribute to our 2025 Target (i.e., gross capacity of 3.3 GW of assets in operation and Under Construction). As of the date of this Prospectus, the only assets that fall under the Farm-Down category are those included under the Bruc Transaction.

- EPC/Construction. We also have full in-house Engineering, Procurement and Construction (“EPC”) management capabilities. The construction of a typical solar PV plant usually takes between 10 and 12 months and by the date in which the solar PV plants starts evacuating the electricity to the grid (grid connection of the asset) around 70-85% of the EPC costs have already been paid (out of the total amount to be disbursed). 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-own and build-to-sell plants. However, as part of our transformational plan to become a large-scale IPP in Europe, the United States and Latam, we have shifted our focus to build-to-own 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 reputable 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 those plants in respect of which we have a minority interest. In addition, we will provide O&M services to all our assets currently Under Construction which have a total capacity of 1,002 MW. Lastly, 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). In particular, we have c.2,658 MW of assets with secured long-term PPAs, of which c.584 MW correspond to our operating assets and c.2,075 MW to our Under Construction, Pre-Construction and two (2) assets within our pipeline. We have been able to secure high quality PPAs with investment grade off-takers, long tenors (which enable us to secure stable and recurring income) and linked to hard currencies (either in EUR, USD or USD linked). In particular, during the year 2021, we were able to increase in c.2 GW the assets with secured long-term PPAs reaching c.2,658 MW. Depending on the country the amount of electricity produced covered by the PPA contracts varies. For instance, in the United States we will secure 100% of the energy produced while in Spain we are securing 70% and the remaining 30% is exposed to merchant electricity prices. The c.2,658 MW are geographically distributed as follows: 53% of these assets are located in Spain, 29% are located in Chile, 12% are in the United States and the remaining are located in Mexico and Italy.

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

As of the date of this Prospectus, we have a portfolio of operating, Under Construction and Pre-Construction renewable energy plants with a gross installed capacity of c.2.4 GW, of which c.783 MW correspond to our Pre-Construction assets. Our operating and Under Construction plants include 34<sup>22</sup> solar photovoltaic (“PV”) plants and one onshore wind plant, with an aggregate gross installed capacity of c.1,586 MW (including plants in respect of which we own non-controlling interests) and an attributable installed capacity of c.1,470.4 MW. As of the date of this Prospectus, c.902 MW correspond to 20 wholly-owned solar PV plants located in Spain and c.100 MW correspond to one solar PV plant located in the USA which are Under Construction and the remaining gross installed capacity of c.584 MW (c.468.3 MW on an attributable basis) correspond to operating plants.

We believe that our current geographical diversification, in which we expect to significantly consolidate our presence 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. Most of our plants are relatively young and have very long remaining asset life.

We expect to further strengthen our portfolio through the execution of our robust project pipeline, which consists mostly of fully owned projects and has a potential aggregate gross targeted installed capacity of c.10.8 GW, of which c.1.7 GW relates to

<sup>22</sup> One of these 34 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.

projects marked as Advanced Stage and c.1.1 GW relate to our Farm-Down assets. Our project pipeline is segmented based on the following objective, fact-based milestones:

- **"Farm-Down"** includes assets in respect of which the relevant sale and purchase agreement has been duly executed with a third-party but the transfer of the shares has not been effective yet, subject to specific condition precedents (i.e. closing is pending). As of the date of this Prospectus, the only projects that fall under this category are the Bruc Transaction assets<sup>23</sup> and we do not expect to sell any assets apart from those to be transferred in the context of the Bruc Transaction, until the Bruc Transaction is fully completed.
- **"Advanced Stage"** as a general rule, includes projects with high visibility in which there is more than 60% of land secured. Additionally each country projects have achieved certain milestones (which vary depending on the country). See "*— Pipeline—Advanced Stage*".
- **"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 of more than 80% for our Farm-Down projects, from 50% to less than 80% for our Advanced Stage projects, from 30% to less than 50% for our Early Stage projects and from 10% to less than 30% for our Identified Opportunities projects.

For additional information on our project pipeline, see "*—Pipeline*". See also "*Presentation of Financial Information and Other Important Notices—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 2025 Target which is to reach a gross capacity of 3.3 GW of assets in operation and Under Construction.

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, Constructing and Operating Multi-technology Projects Globally***

We have a proven track record in executing renewable energy projects and delivering targets. 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, for which we rely (or would rely in the future) exclusively on reputable providers such as Longi, Risen, Astronergy, Jinko, Trina, Canadian, Eging, Sungrow, Siemens Gamesa, Power Electronics, SMA Solar Technology, Axial, Mecasolar, PV Hardware, STI Norland, Faramax, ABB or Siemens Power or SGB-SMIT Group (for additional information, see "*—Suppliers*"). We focus on maintaining high quality standards that, together with the timely completion of our projects, has allowed us to 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 (Blake-High Horizons (Under Construction assets), Beckett and Elizabeth (Pre-Construction), which are projects with an aggregate expected gross installed capacity of c.323 MW). Lastly, in the summer of 2021 we were awarded with 819 GWh/year for 15 years in the Chilean auction, we plan to supply such capacity with a combination of wind and solar assets. 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

<sup>23</sup> This category falls into the pipeline because it includes assets that are expected to be transferred once their RfB status is reached, and thus do not contribute to our 2025 Target (i.e., gross capacity of 3.3 GW of assets in operation and Under Construction). As of the date of this Prospectus, the only assets that fall under the Farm-Down category are those included under the Bruc Transaction.

plants. This, in turn, has allowed us to meet our contractual performance guarantee in 2021 in the solar PV plants in respect of which we provide these services.

Moreover, we have developed a track record of originating and executing favourable and bankable PPAs (and 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 to guarantee the stability of our revenues and secure its predictability. 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.

The track record of our project completion and reliability, and the cash flow visibility afforded by our PPAs (or other types of remuneration arrangements), has enabled us to build 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 and arranging agreements with creditworthy and reliable partners, such as Marguerite and Riverstone. We entered into the 2019 Marguerite Transaction 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 2019 Marguerite Transaction (as defined and described herein).

Furthermore we have entered into an agreement with Bruc for the sale of a Spanish solar PV portfolio comprised of 20 assets amounting to 1,101 MW which we will continue to develop until the RtB phase of all such assets is reached. Lastly in November 2021 we completed the sale of Franklin, a 90 MW solar PV asset in the USA. See "*Material Contracts*".

#### ***Well-Established Growth Portfolio to Lever on Beyond Existing Pipeline***

Since our inception in 2005, we have developed and progressively defined certain key portfolio 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 and Under Construction renewable energy plants with an aggregate gross capacity of c.1,586 MW that, together with our Pre-Construction plants amount to c.2.4 GW of secured portfolio with long-term PPAs with IG off-takers and in hard currencies (or linked to hard currencies). The diversified geographical distribution of our assets in nine (9) different countries makes our portfolio highly suitable to reach our 2025 Target of 3.3 GW of gross capacity of assets in operation and Under Construction.

Furthermore, we aim to maintain a certain level of asset rotation throughout its life (beyond the already committed sale under the Bruc Transaction), targeting to sell on average between 150-250 MW/year of assets under development (expected to be sold at RtB) after the Bruc Transaction has been completed (this is, once each of the projects reach the RtB status). For additional information see "*Business-Pipeline*".

As we develop projects in our pipeline, we may experience certain growth in our existing teams. As of March 31, 2022 we had 158 employees in seven (7) countries and had offices in six of them. Although we do not anticipate a substantial increase of our personnel, the total number and distribution of our employees may be gradually adapted to our business profile, in particular with regards to development, EPC, asset management and O&M activities, in the long term.

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 and storage). For information on research and development, see "*Research and Development (R&D)*".

#### ***Highly Experienced Management Team with +60 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 six (6) managers) have an average of nine (9) 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 16 years of experience in the industry and 11 years in Opdenenergy each, 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 an outstanding sector knowledge and a successful 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. Our management team is responsible for our transformational journey that started back in 2020 from a fully-integrated developer and operator of renewable energy plants to a large-scale full integrated IPP.

### **Commitment to Best in Class ESG Practices: Sustainability Master Plan**

We are strongly committed to creating a sustainable future with a new energy model based on promoting a low carbon economy and the sustainable development of communities. In 2021, we designed our sustainability master plan which sets out our ESG goals for the years 2022 to 2025 (the “Sustainability Plan”). We focused on the 17 United Nations’ Sustainable Development Goals (“SDG”) and on our ESG materiality assessment to set up the 10 objectives included in the Sustainability Plan. These objectives are classified into three (3) main pillars: “Social Development”, “Good Governance and Business” and “Environment” and are identified with at least one SDG. We have defined specific metrics to follow up the implementation of the Sustainability Plan and assess the impact generated on each of the objectives.

With respect to the Social Development pillar, we are committed to different initiatives to promote equality, participation of local communities and health and safety of employees, maintaining high standards of business ethics in the social field. We believe to have robust anti-corruption and ethics rules in place and have recently implemented new health and safety policies. At the same time, we encourage local hirings at our assets (with an average of 200 indirect local workers for each 50 MW project Under Construction) and participate in social contribution plans (for our 143 employees in seven (7) different countries, as of December 31, 2021). The programs for the learning and development for our worldwide employees have resulted in more than 2,000 hours of training in 2021.

Alongside our commitment to sustainability, we are committed to best-in-class corporate governance practices, with a strong, qualified and diverse Board of Directors, clearly defined roles and responsibilities, and procedures that seek to emphasize integrity and ethical dealing. We aim to be a global reference in energy projects, offering a high profitability to shareholders and promoting sustainable development. As of the date of this Prospectus, we have in place Governance Policies to establish the basic principles to govern the Group’s behaviour, based on a culture of commitment, transparency, ethics and compliance: (i) risk management policy; (ii) code of ethics; (iii) anti-corruption policies; (iv) sustainability policy; and (v) quality, environmental and safety policy. For additional information regarding our Board of Directors and its committees, see “Management and Board of Directors”.

The Good Governance and Business pillar focuses on contributing to the decarbonisation of the economy while maximizing the renewable energy generation, availability and efficiency. For this purposes, we monitor and manage the environmental impact of our activities, which enable us to improve the environmental performance in procurement and life management. We believe to be playing an active role in the transition towards a decarbonized world by shifting from conventional to renewable energy.

Finally, in respect of the “Environment” pillar, we are following a strong, decisive and reliable environmental strategy to mitigate the effects of the climate change and actively participating in the decarbonisation and energy transition. According to our sustainability report, verified by an external agent (925k MWh<sup>24</sup> of renewable energy produced for the year 2021 and 6m tCO<sub>2</sub>e of estimated emissions will be avoided by our projects in 2021, in accordance with the latest available emission factors, considering maximum design productions throughout the useful life (25 to 35 years) and without degradation of equipment). We are introducing the Best Available Technologies (BAT) and implementing measures to favour the maintenance of biodiversity in projects. As of the date of this Prospectus, our operating assets of Miramundo (Andalucía), Zafrá (Andalucía) and La Fernandina (Extremadura) have biodiversity reserves.

In addition, we have entered into different sustainable and green finance instruments providing the pathway to respond to upcoming investment targets:

- In December 2021, we entered into a new €61,498 thousand green finance agreement with Banco Sabadell for the refinancing of our operating assets of El Muelle, Los Belos and Montesol with a combined installed capacity of 111.2 MW.

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<sup>24</sup> Excluding Sol de los Andes since formal COD was received from the relevant authority in January 2022 even though the asset was connected at the end of November 2021.

- We registered a green commercial paper notes program in the MARF for a maximum amount of €100,000 thousand. In May 2022 we have raised commercial papers under the MARF Program for an amount of €7,000 thousand.
- In December 2021, we entered into a €30,000 thousand green working capital line with Caixabank. Recently, in May 2022, we entered into a second green working capital line with Caixabank for a maximum of €20,000 thousand. Both credit lines shall be used to issue bank guarantees and letters of credit. As of the date of this Prospectus, we have disbursed c. €23,689 thousand (including letters of credit and bank guarantees).

All these financings have been conducted within the green finance framework of the company with a Second Party Opinion by Sustainalytics and comply with the Green Loan Principles (GLP) of the Loan Market Association (LMA) and the Green Bond Principles (GBP) of the International Capital Markets Association (ICMA).

As a result of our sustainability efforts, we have been awarded in 2021 with the ISO 9001 (Quality Management Systems), 14001 (Environmental Management Systems) and 45001 (Occupational Health and Safety Management Systems) certifications.

### **History**

We were 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 obtained project financing for several 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 our portfolio assets. Moreover, we established trusted relationships with Marguerite and Riverstone, with whom we completed the 2019 Marguerite Transaction, the Riverstone Transaction in 2020 and the 2021 Marguerite Transaction.

During 2021, in terms of project development;

- In Spain: we have signed eight (8) synthetic PPAs with Uniper, a German IG utility off-taker for 392 MW; and we have signed 17 synthetic PPAs with Endesa, a European IG Utility off-taker for 750 MW;
- In the United States: we have signed three (3) physical PPAs with US IG Utility off-takers amounting to 323 MW (excluding Franklin (90 MW) that was sold to a third-party in November 2021 with its relevant PPA in place); and
- In Chile: we were awarded in the 2021 Chilean auction with two separate offers amounting to a total of 819 GWh/year for a period of 15 years that results in the execution of 42 PPAs (21 PPAs for each offer awarded in the tender) with several electricity distribution companies.

Besides, in 2021:

- we have signed, subject to completion, the Bruc Transaction consisting on the sale of a Spanish solar PV portfolio comprised of 20 assets amounting to 1,101 MW (which is subject to the satisfaction of certain conditions to be completed) (the "**Bruc Transaction**") (included under the Farm-Down category); and
- we have completed the Franklin Transaction with the sale of assets located in the US amounting to 90 MW.

In terms of financing, in 2021 and up to the date of this Prospectus:

- we signed an arrangement facility for the issue of the 2022 Notes for the purposes of, amongst others, redeem the 2021 Notes (the first issue and the subsequent redemption of the 2021 Notes is expected to take place on July 19, 2022);
- we are currently negotiating the BBVA Project Financing with BBVA and the European Investment Bank to finance a Spanish solar PV portfolio with an aggregate gross targeted installed capacity of 605MW currently Under Construction. The facility is expected to include a term loan with a principal amount of c. €300,000 thousand of senior debt, a €28,000 thousand PPA guarantee line (which was made available at the end of year 2021, upon

signing of the PPAs) and a credit line facility of €17,000 thousand to cover 6 months debt service reserve account, which we expect to close during the month of July 2022.

- iii. we registered green commercial paper programme with the MARF for a maximum of €100,000 thousand. In May 2022 we have raised commercial papers under the MARF Program for an amount of €7,000 thousand;
- iv. we achieved an agreement for the refinancing of certain Spanish assets through the Green Project Finance loan granted by Banco Sabadell;
- v. we entered into two (2) green working capital lines with Caixabank in December 2021 and May 2022, for an amount of €30,000 thousand million and €20,000 thousand, respectively, which shall be used to issue bank guarantees and letter of credits. As of the date of this Prospectus, we have disbursed c. €23,689 thousand (including letters of credit and bank guarantees); and
- vi. we signed the ING Mandate to secure the project finance for an aggregate gross targeted installed capacity of 167 MW Spanish solar PV assets Under Construction. The financing under the ING Mandate is expected to have a principal amount of €93 million senior debt, €4 million PPA guarantee line, and a credit line facility of €7 million to cover a 6-month debt service reserve account, which we expect to close during the month of July 2022.

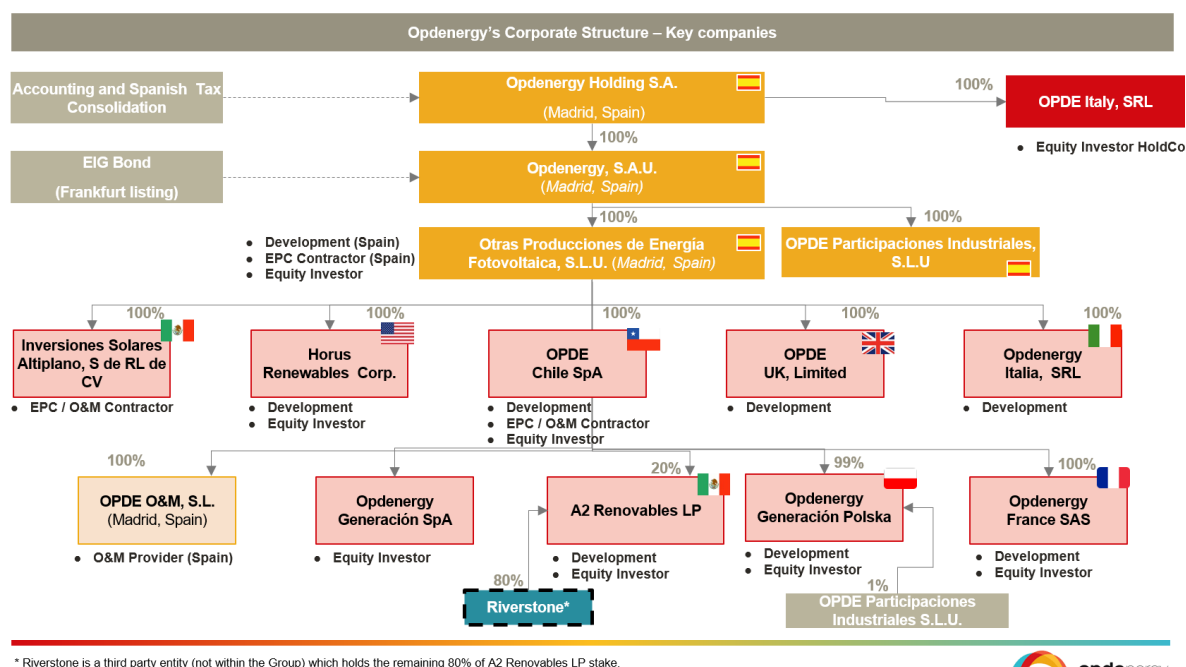
Lastly, in 2021 we have also started to explore different development opportunities in Colombia.

The execution or closing of the 2022 Notes, the BBVA Project Financing and the financing under the ING Mandate which are currently under negotiation is not subject to the Admission.

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, the United States and Latam. 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.

## 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 180 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 and the specific SPVs of the Group, there are other operating entities, including without limitation, 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 us, as well as the associates and joint ventures of the Group, see Appendix I.A and I.B to the Consolidated Financial Statements which are incorporated by reference into 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 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: (i) obtaining and maintaining governmental permits, licenses and approvals required by existing laws and regulations; (ii) securing adequate property with sufficient solar or wind resources, given the heightened competition; (iii) initial site suitability evaluations, based on assumptions; (iv) engineering and project design problems; and (v) overall adverse changes in the political, legal or economic environment.

### **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.

On average, the early stage development represents up to 1% of the total budget of a typical solar PV plant in Spain (our principal market).

### **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 analyses 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 up to 5% of the total budget of a typical solar PV 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 our 2021 Audited Consolidated Annual Accounts.

#### *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 reputable 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.

On average the final stage of development, including the full cost of construction and grid connection, usually represents up to 89% of the total budget of a typical solar PV plant in Spain (our main market).

#### ***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 have been able to establish a strong track record in securing project financing with favourable 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 experience in partnering with creditworthy and reliable partners in projects where we believe that such partnering is advantageous.

Lastly, on average the phase of financing and project remuneration structuring, usually represents up to 5% of the total budget of a typical solar PV plan in Spain (our main market).

### 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. We generally seek to fund the capital expenditures and investments requirements associated with the execution of our projects through a combination of (i) project financing at the level of the project SPV c.70% and (ii) equity being funded by us through our 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 we 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), with creditworthy counterparties, 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*". In addition, we were awarded in the 2021 Chilean auction with two separate offers amounting to a total of 819 GWh/year for a period of 15 years that results in the execution of 42 PPAs (21 PPAs for each offer awarded in the tender) with several electricity distribution companies. We expect to cover the tender with a 610 MW solar and wind portfolio. Nevertheless the tender allows the producer to change the assets associated with the tender before the commencement of the PPA.

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 (6) operating 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 the spot electricity prices (i.e., the electricity price set daily). 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 (2) operating plants located in Mexico (in which we own a 20% interest), we have entered into physical PPAs that cover up to an estimated c.84% of the energy produced by the plants and the remainder estimated c.16% may be sold on a merchant basis. In Chile, we have entered into various PPAs for La Estrella and Sol de los Andes plants, as a result of the 2016 tender, that cover up to an estimated c.47% of the combined energy produced by these plants and the remainder c.53% may be sold on a merchant basis.
- Furthermore, the projects Llay Llay, Lingue and Magnolios (Ex-Litre) 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 covering 100% of the energy produced selling also the production on a merchant basis.

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 guaranteed 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 represent an estimated c.53% of their combined production. This conservative approach provides us with significant visibility and stability with respect to our future revenues. In particular, as of the date of this Prospectus, we have secured 2,658 MW of projects with contracted long-term PPAs, that includes all of the operating assets, all Under Construction, Pre-Construction and two (2) assets within our pipeline.

The Group uses synthetic PPAs, this is, derivative financial instruments to hedge the risk of fluctuations in electricity prices based on its projections, since such fluctuations may have a significant impact on the earnings of the companies that own the solar PV and wind farms under development. Specifically, in Spain all our PPAs are synthetic.

Synthetic PPAs work as a swap of electricity prices hedging the sale of the electricity produced by our projects. By entering into this type of agreements, we undertake to pay the hourly *pool* market price in relation to a notional amount of MWh set out in the PPA agreements (i.e. the *pool* price) in exchange for a fixed price for the same notional amount of MWh (i.e. settlement by difference) for a period of between 10 and 15 years. The PPAs are recognised initially at fair value at the date a contract is entered into and are subsequently remeasured to their fair value at each reporting date. The estimation of the fair value of this type of derivatives is carried out in accordance with the independent experts' long-term electricity price curves between the date of contracting and the reporting date.

The valuation and performance of our synthetic PPAs due to the electricity price volatility have a direct impact on:

- our consolidated assets and liabilities, where a derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability, depending on the valuation of the derivative at each settlement date; and
- our consolidated equity, as a result of the registration of the change in the fair value of the derivatives since the effective portion of changes in the fair value of PPAs derivatives is recognised in other "Valuation adjustments-Cash Flow Hedge Reserve", limited to the aggregate change in the fair value of the hedged item since the inception of the derivative.

However, these synthetic PPAs may also generate the so-called "ineffectiveness". These ineffectiveness occur when the nominal (denominated in MWh) (actual swap) is not fully coincident at the hourly level and the degree of pointing in the electricity price curves projected by the independent curve provider (hypothetical swap) as of a certain reporting period (in our case, at the end of each year, and for the purposes of this Prospectus, also quarterly as of March 31, 2022). The gain or loss relating to the ineffective portion is recognised immediately in the profit or loss account and is included in the "Other gains and losses" line item.

Moreover, under the 17 synthetic PPAs entered into with Endesa in December 2021 (for a period of 10 years starting in 2023 and 2024), we have granted Endesa the four Written Options to acquire 25% of our energy production at a fixed price (26.50 €/MWh) between the years 2034 and 2037. According to the terms of the Written Options, Endesa shall exercise each Written

Option four years before each of the years (e.g., to acquire the energy produced in 2034, Endesa shall exercise the Written Option in 2030; to acquire the energy produced in 2035, Endesa shall exercise the Written option in 2031 and so forth).

From an accounting perspective, the changes in the fair value are registered under the “Other gains and losses” line item of our consolidated profit and loss accounts as they do not meet the criteria for hedge accounting. In the first quarter of 2022, the change in the fair value of the Written Options impacted negatively in our consolidated profit and loss account for a total amount of €9,492 thousand (negative).

In terms of sensitivity, the sensitivity analysis to an increase or decrease of €2/MWh in the *pool* prices in the long term in relation with the fair value of the synthetic PPAs, would imply an increase or decrease of €21,174 thousand, respectively, in the Group’s liabilities as of March 31, 2022. Both impacts would have the same effect on our consolidated equity due to their consideration as hedging instruments (see Note 10.1 to the March 2022 Unaudited Interim Condensed Consolidated Financial Statements). The increase or decrease in the *pool* prices does not generate ineffectiveness and, therefore, does not impact our consolidated profit and loss account. In the same terms, in respect of the Written Options, an increase or decrease of €1/MWh in the long-term electricity price curves would imply an increase or decrease of €1,000 thousand, respectively, in the Group’s financial costs due to changes in the fair value of the Written Options.

The electricity price volatility and most particularly, the increase in the electricity prices mainly due to the increase in gas prices during the last months of 2021, has negatively impacted the valuations of our synthetic PPAs and Written Options. See “*Risk Factors –The electricity price volatility may have a negative impact in our results, debt and equity as a consequence of the valuation of our synthetic PPAs. The valuation of the Written Options may also affect negatively our results*”.

### **Corporate Development and M&A**

We have a long track record of partnering with creditworthy and reliable partners in different geographies. We choose our partners based on country risk, the potential partner’s know-how and our development financing needs and have, therefore, carried out transactions with Tier I counterparties such as Bruc, Marguerite or Riverstone. Since our inception in 2005 we have successfully executed multiple M&A and financing agreements regarding assets sold at COD and RtB status.

In particular, the 2019 Marguerite Transactions (superseded by the 2021 Marguerite Transaction) 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. The Riverstone transaction was aimed, in particular, at reducing country risk while maintaining certain exposure and footprint.

Although as of the date of this Prospectus, we have managed to become a fully integrated renewable IPP player, our goal is to become a large-scale full IPP in Europe, the United States and Latam 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. In addition, and in order to improve profitability, 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, who benefits from receiving the tax incentive resulting from the accumulated losses of the assets during the first years of operation. This enables us to optimize the capital structure of the project, since the tax equity investor does not receive any interest. 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 RtB status while creating value for our shareholders. Our current strategy will keep asset rotation as a recurring business line to enhance cash flows, help finance developments, aiming to sell between 150-250 MW/year of assets under development (expected to be sold at RtB status). In any case, asset rotation should only represent a nominal amount of our activities and is not foreseen until the Bruc Transaction described below is fully completed, which we expect complete by end-year 2023.

The most recent transaction was carried out in August 2021, when we entered into an agreement with Bruc for the sale of a Spanish solar PV portfolio comprised of 20 assets amounting to 1,101 MW, for the purposes of developing our 2025 Target, which we will continue to develop until the RtB phase is reached, which is expected to take place during the second half of 2022 and the first half of 2023. The classification of the Bruc assets as Farm-Down also reduces Opdenenergy’s equity needs for construction, as it reduces the pipeline to execute in the short term. Additionally, this deal, along with the Franklin Transaction, shows the strong appetite from investors for our pipeline and our ability to execute M&A transactions.

For additional information, see “*Material Contracts—Bruc Transaction*”.

## **Construction and Grid Connection**

### EPC/Construction

The construction of a typical solar PV plant usually takes between 10 and 12 months and by the date in which the solar PV plants starts evacuating the electricity to the grid (grid connection of the asset) around 70-85% of the EPC costs have already been paid (of the total amount to be disbursed).

Once the relevant permits, licenses and other administrative authorizations have been obtained (and depending on the project, once it's financing structure is sufficiently advanced), the project may enter in the construction phase, which is the most demanding in terms of resources and costs. We have full in-house EPC management capabilities, managing all five stages of the construction process: (i) pre-construction; (ii) procurement; (iii) construction; (iv) commissioning and (v) grid connection. 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 critical phase for any project, and we consider it a separate work stream that is led by a specialized team. See "*—Grid Connection*". Although as of the date of this Prospectus we have not provided EPC management services in relation to wind plants (we outsourced and subcontracted a third-party EPC contractor for this purposes), we do not disregard doing so in the future. 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. Second, 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 and our EPC team continuously monitors the sub-contracted work and verifies quality standards. In addition, as stated above, we rely on reputable suppliers and use top components and equipment with a verified track record of reliable performance. Third, 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). We aim to focus on our portfolio and do not expect to provide EPC services to third-parties in the future.

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 that we enter into with each project SPV, 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 or guarantees issued by insurance companies in favor of our EPC clients to secure the fulfilment of our obligations under the EPC agreements. As of the date of this Prospectus we are not providing any EPC services to third parties but we have bank guarantees amounting a total of c.€6,863 thousand in respect of the EPC services provided in connection with our Sol de los Andes, Llay Llay, Lingue and Magnolios (Ex-Litre) solar PV plants located in Chile and guarantees issued by insurance companies amounting a total of c.€7,045 thousand in respect of the EPC services provided in connection with Los Belos, El Muelle and Montesol solar PV plants located in Spain.

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;
- interruption in the supply or shortage of materials necessary for the construction or maintenance;
- theft and vandalism; and
- regulatory authorizations or difficulties in obtaining or maintaining construction permits.

Set forth below is summarized information on each of the five 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 (or would source in the future) 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 reputable suppliers, such as Longi, Risen, Astronergy, Jinko, Trina, Canadian, Eging, Sungrow, Siemens Gamesa, Power Electronics, SMA Solar Technology, Axial, Mecasolar, PV Hardware, STI Norland, Faramax, ABB or Siemens Power or SGB-SMIT Group. We often enter into agreements with our suppliers on a multi-project basis in order to benefit from attractive pricing terms. Such suppliers include Astronergy, Eging and Longi for the supply of modules, PV Hardware and STI Norland for the supply of the trackers, Power Electronics and Sungrow for the supply of photovoltaic inverters and our agreement with Faramax, ABB or Siemens Power and SGB-SMIT Group for the supply of Transformers for all our Projects Under Construction. 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. 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. The IMCC is under development and is expected to initiate the integration process of the operating plants during Q1-2023, finalizing for all the operating plants during Q4-2023. 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.

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 with an aggregate gross installed capacity of c.50 MW), including those plants in respect of which we have a minority interest. In addition, we will provide O&M services to all our assets currently Under Construction which have a total capacity of 1,002 MW. Lastly, 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.USD 11,868.33 which have been covered by our subcontractor in May 2021. 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 RtB; 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.

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, we have a portfolio of operating, Under Construction and Pre-Construction renewable energy plants with a gross capacity of c.2.4 GW, of which c.783 MW correspond to our Pre-Construction assets. Our operating and Under Construction plants include 34<sup>25</sup> solar photovoltaic ("PV") plants and one onshore wind plant, with an aggregate gross installed capacity of c.1,586 MW (including plants in respect of which we own non-controlling interests) and an attributable installed capacity of c.1,470.4 MW. As of the date of this Prospectus, approximately 902 MW correspond to 20 wholly-owned solar PV plants located in Spain and c.100 MW correspond to one solar PV plant located in the USA which are Under Construction, and the remaining gross installed capacity of c.584 MW (c.468.3 MW on an attributable basis) correspond to operating plants.

Currently, our portfolio is distributed (by jurisdiction and technology) as follows:

Country	In Operation			Under Construction			Pre-Construction			TOTAL		
	Total MW	Solar PV	Onshore Wind	Total MW	Solar PV	Onshore Wind	Total MW	Solar PV	Onshore Wind	Total MW	Solar PV	Onshore Wind
Spain	261	261	-	902	902	-	240	240	-	1,403	1,403	-
Italy	7	7	-	-	-	-	-	-	-	7	7	-
Poland	-	-	-	-	-	-	-	-	-	-	-	-
UK	-	-	-	-	-	-	-	-	-	-	-	-
France	-	-	-	-	-	-	-	-	-	-	-	-
<b>EUROPE</b>	<b>268</b>	<b>268</b>	<b>-</b>	<b>902</b>	<b>902</b>	<b>-</b>	<b>240</b>	<b>240</b>	<b>-</b>	<b>1,410</b>	<b>1,410</b>	<b>-</b>
<b>USA</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>100</b>	<b>100</b>	<b>-</b>	<b>223</b>	<b>223</b>	<b>-</b>	<b>323</b>	<b>323</b>	<b>-</b>
Mexico	144	144	-	-	-	-	-	-	-	144	144	-
Chile	171	121	50	-	-	-	320	200	120	491	321	170
Colombia	-	-	-	-	-	-	-	-	-	-	-	-
<b>LATAM</b>	<b>316</b>	<b>266</b>	<b>50</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>320</b>	<b>200</b>	<b>120</b>	<b>636</b>	<b>466</b>	<b>170</b>

<sup>25</sup> One of these 34 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.

<b>TOTAL</b>	<b>584</b>	<b>534</b>	<b>50</b>	<b>1,002</b>	<b>1,002</b>	<b>-</b>	<b>783</b>	<b>663</b>	<b>120</b>	<b>2,368</b>	<b>2,198</b>	<b>170</b>
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As of June 30, 2022, our gross installed capacity in operation, Under Construction and Pre-Construction portfolio has evolved as per the table below.

<b>Portfolio (MW)</b>	<b>31/12/2021</b>	<b>30/06/2022</b>
Operating	479	584
Under Construction	146	1,002
Pre-Construction	1,424	783
<b>Total Portfolio (Gross Capacity)</b>	<b>2,049</b>	<b>2,368</b>
Operating	364.1	468
Under Construction	146	1,002
Pre-Construction	1,424	783
<b>Total Portfolio (Attributable Capacity<sup>26</sup>)</b>	<b>1,933</b>	<b>2,253</b>
<b>Plants (# assets)</b>		
Operating	<b>13</b>	<b>14</b>
- Solar	12	13
- Wind	1	1
Under Construction	<b>2</b>	<b>21</b>
- Solar	2	21
- Wind	-	-
Pre-Construction	<b>27</b>	<b>9</b>
- Solar	27	8
- Wind	-	1
<b>Total plants</b>	<b>42</b>	<b>44</b>

The following tables sets forth certain key data with respect to our operating, Under Construction and Pre-Construction portfolio of solar PV renewable energy plants and our La Estrella plant in Chile, which is an onshore wind plant, as of the date of this Prospectus. Our plants have an estimated operating life of 35 years and a weighted remaining operating life of 33 years.

<sup>26</sup> Our attributable capacity differs due to our 20% stake in the Mexican assets through a partnership with Riverstone, which owns the remaining 80%.

## Operating Portfolio

Operating asset	Location	Stake	Gross Installed Capacity (MW)	Technology	COD <sup>(3)</sup>	Net Equivalent Hours (P-50) <sup>(4)</sup>	Load Factor (Peak) <sup>(5)</sup>	FY-21 Production (GWh) <sup>(6)</sup>	Remuneration Scheme	Tracking Technology <sup>(7)</sup>	Modules Brand	Inverter Brand	Trackers Brand <sup>(8)</sup>	Turbines	BOS Subcontractor <sup>(9)</sup>
<b>Spain<sup>(11)</sup></b>															
FERNANDINA	Badajoz	100%	49.98	Solar	Oct.-19	2,049	23%	96.71	Synthetic PPA	Single-axis	Risen	Gamesa	PV Hardware	—	Eiffage
MIRAMUNDO	Cádiz	100%	49.98	Solar	Nov.-19	2,125	24%	103.28	Synthetic PPA	Single-axis	Risen	Gamesa	PV Hardware	—	Isotron
ZAFRA	Sevilla	100%	49.98	Solar	Dec.-19	2,097	24%	104.83	Synthetic PPA	Single-axis	Risen	Gamesa	PV Hardware	—	OHL
EL MUELLE	Zaragoza	100%	11.24	Solar	Sep.-20	1,933	22%	20.14	Synthetic PPA	Single-axis	Risen	Gamesa	PV Hardware	—	Isotron
LOS BELOS	Zaragoza	100%	49.95	Solar	Oct.-20	1,933	22%	92.27	Synthetic PPA	Single-axis	Risen	Gamesa	PV Hardware	—	Isotron
MONTESOL	Teruel	100%	50.00	Solar	Dec.-20	1,907	22%	86.48	Synthetic PPA	Single-axis	Risen	Gamesa	PV Hardware	—	Eiffage
<b>TOTAL SPAIN</b>			<b>261.13</b>					<b>503.70</b>							
<b>Italy</b>															
PUGLIA <sup>(1)</sup>		100%	7.00	Solar	Aug.-11	1,859	21%	9.22	FIT	Fixed structures	Trinasolar / Recsolar	SMA	—	—	—
<b>TOTAL ITALY</b>			<b>7.00</b>					<b>9.22</b>							
<b>Mexico</b>															
ANDALUCIA	Torreón	20%	107.20	Solar	Nov.-19	2,413	28%	241.20	Physical PPA	Single-axis	Jinko	Power Electronics	Axial	—	Eiffage
AGUASCALIENTES	Aguascalientes	20%	37.00	Solar	Nov.-19	2,454	28%	84.37	Physical PPA	Single-axis	Jinko	Power Electronics	Axial	—	OHL
<b>TOTAL MEXICO<sup>(2)</sup></b>			<b>144.20</b>					<b>325.56</b>							
<b>Chile</b>															
LINGUE	Valparaíso	100%	3.00	Solar	Jan.-21	2,115	24%	3.62	PMGD	Single-axis	Longi	Sungrow	PV Hardware	—	Eiffage
LOS MAGNOLIOS	Valparaíso	100%	3.00	Solar	Aug.-21	2,126	24%	2.12	PMGD	Single-axis	Longi	Sungrow	PV Hardware	—	Eiffage
LLAY LLAY	Valparaíso	100%	11.02	Solar	Apr.-21	2,243	26%	16.29	PMGD	Single-axis	Longi	Sungrow	PV Hardware	—	Eiffage
LA ESTRELLA	O'Higgins	100%	50.00	Wind	Feb.-21	2,270	26%	61.51	Physical PPA	—	—	—	—	Siemens Gamesa	OHL
SOL DE LOS ANDES	Atacama	100%	104.30	Solar	Jan.-22 <sup>(10)</sup>	2,688	31%	16.52 <sup>(6)</sup>	Physical PPA	Single-axis	Longi	Gamesa	PV Hardware	—	Eiffage
<b>TOTAL CHILE</b>			<b>171.32</b>					<b>100.06</b>							
<b>TOTAL GROSS CAPACITY</b>			<b>583.65</b>					<b>938.54</b>							
<b>TOTAL ATTRIBUTABLE CAPACITY</b>			<b>468.29</b>												

(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) See "Material Contracts" for information on the Riverstone Transaction.

- (3) COD: commercial operation date.
- (4) Net Equivalent Hours (P50): hours of production during one year taking into account a 50% probability.
- (5) Load Factor: it is a measure of average energy production based on different specifications such as assets, location or technology. 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 of one (1) year. A higher value means a better average energy production. The term "Peak" refers to whether the nominal or peak capacity of the assets has been considered.
- (6) FY-21 Production (GWh): GWh produced during the financial year 2021. GWh is the energy produced while GW refers to the capacity. Sol de los Andes reached connection to the Grid in November 2021 and obtained final COD from the relevant authority in January 2022.
- (7) Tracking Technology: refers to the mechanism that secures the panels. It may be fixed or movable (which moves along the course of sun). The movables can be single or dual axis, depending on whether it rotates in one or all directions,
- (8) Solar module anchor (*anclaje del módulo solar*).
- (9) BOS Subcontractor: means Balance of Systems Subcontractor and refers to the relevant subcontractor that was in charge of the activities 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 us.
- (10) The asset was connected in November 2021, received its COD in January 2022, but final Provisional Acceptance Certificate (PAC) from the EPC was received in April 2022. PAC is the milestone required to move an asset from under construction to operating under accounting regulations.
- (11) There are five (5) additional operating assets in Spain which, together, add up to 0.5 MW of gross installed capacity. Since these are assets with a very small individual capacity, they are not included or detailed in the above table.

## Under Construction details

“Under Construction” comprises projects in respect of which the agreements with the projects' main suppliers (such as modules, trackers and/or inverters suppliers and/or BOS contracts) have been entered into and/or construction activity has already started or is about to start in respect of certain project's main features: substation, interconnection lines and generation facilities.

As of the date of this Prospectus, we have 21 solar PV projects marked as Under Construction with an aggregate gross installed capacity of c.1,002 MW, which has all the equipment contracted for the Spanish assets and most of the equipment for the US assets (c. 95% of the Under Construction equipment contracted). The table below shows certain key information of our Under Construction projects, by geography, based on our current expectations.

Under Construction	Location	Stake	Gross installed capacity (MWp)	Net Equivalent Hours (P50) <sup>(2)</sup>	Load Factor (Peak) <sup>(3)</sup>	Target <sup>(9)</sup>		Works					Contracted Equipment				
						RtB <sup>(9)</sup>	COD <sup>(4)</sup>	Common Infrastructure	TSO / DNO <sup>(5)</sup>	Site control <sup>(6)</sup>	Grid Connection <sup>(6)</sup>	Environmental rights <sup>(6)</sup>	Financing	PPA Type	Modules Brand	Inverter Brand	Trackers Brand
<b>Spain</b>																	
BELINCHÓN 1	Cuenca	100%	55.50	2,040	23%	Q3-2022	H2-2023	WIP	WIP	✓	✓	✓	✓ <sup>(8)</sup>	Synthetic	Longi, Eging & Astronergy	Power Electrics, Gamesa Electric & Sungrow	PV Hardware & STI Norland
BELINCHÓN 2	Cuenca	100%	55.50	2,040	23%	Q3-2022	H2-2023	WIP	WIP	✓	✓	✓	✓ <sup>(8)</sup>	Synthetic			
BELINCHÓN 3	Cuenca	100%	55.50	1,992	23%	Q3-2022	H2-2023	WIP	WIP	✓	✓	✓	✓ <sup>(8)</sup>	Synthetic			
BROVALES 1	Badajoz	100%	55.00	2,052	23%	Q3-2022	H2-2023	WIP	✓	✓	✓	✓	✓ <sup>(8)</sup>	Synthetic			
BROVALES 2	Badajoz	100%	55.00	2,052	23%	Q3-2022	H2-2023	WIP	✓	✓	✓	✓	✓ <sup>(8)</sup>	Synthetic			
BROVALES 3	Badajoz	100%	20.75	1,974	23%	Q3-2022	H2-2023	WIP	✓	✓	✓	✓	✓ <sup>(8)</sup>	Synthetic			
CARTUJOS 1	Zaragoza	100%	29.49	1,823	21%	Q3-2022	H2-2023	NA	✓	✓	✓	✓	✓ <sup>(7)</sup>	Synthetic			
CARTUJOS 2	Zaragoza	100%	15.25	1,800	21%	Q3-2022	H2-2023	NA	✓	✓	✓	✓	✓ <sup>(7)</sup>	Synthetic			
EL FEDE	Zaragoza	100%	26.99	1,898	22%	Q3-2022	H1-2023	NA	✓	✓	✓	✓	✓ <sup>(7)</sup>	Synthetic			
LA ESTACIÓN	Teruel	100%	41.50	1,895	22%	Q2-2022	H1-2023	✓	✓	✓	✓	✓	✓ <sup>(7)</sup>	Synthetic			
LARRAL	Zaragoza	100%	54.98	1,945	22%	Q3-2022	H1-2023	NA	✓	✓	✓	✓	✓ <sup>(7)</sup>	Synthetic			
LOS ARCOS	Teruel	100%	54.50	1,883	21%	Q1-2022	H2-2022	NA	WIP	✓	✓	✓	✓ <sup>(7)</sup>	Synthetic			
PEÑAZA	Zaragoza	100%	15.75	1,819	21%	Q3-2022	H1-2023	NA	✓	✓	✓	✓	✓ <sup>(7)</sup>	Synthetic			
PLANA DE LA PENA 1	Cuenca	100%	49.99	1,936	22%	Q3-2022	H2-2023	NA	✓	✓	✓	✓	✓ <sup>(7)</sup>	Synthetic			
PLANA DE LA PENA 2	Cuenca	100%	54.98	1,891	22%	Q3-2022	H2-2023	NA	✓	✓	✓	✓	✓ <sup>(7)</sup>	Synthetic			
COVATILLAS 2 (MINGLANILLA)	Cuenca	100%	54.98	1,974	23%	Q3-2022	H2-2023	WIP	✓	✓	✓	✓	✓ <sup>(7)</sup>	Synthetic			
COVATILLAS 3 (MINGLANILLA)	Ciudad Real	100%	54.98	1,974	23%	Q3-2022	H1-2023	WIP	✓	✓	✓	✓	✓ <sup>(7)</sup>	Synthetic			
COVATILLAS 4 (MINGLANILLA)	Zaragoza	100%	54.98	1,991	23%	Q3-2022	H2-2023	WIP	✓	✓	✓	✓	✓ <sup>(7)</sup>	Synthetic			
MANZANARES 1	Zaragoza	100%	41.50	2,046	23%	Q4-2021	H2-2022	WIP	WIP	✓	✓	✓	✓ <sup>(7)</sup>	Synthetic			

VALLOBAR	Zaragoza	100%	54.98	1,879	21%	Q3-2022	H2-2023	NA	✓	✓	✓	✓	✓ <sup>(7)</sup>	Synthetic			
<b>TOTAL SPAIN</b>			<b>902.10</b>														
<b>USA</b>																	
BLAKE- HIGH HORIZONS	West Virginia	Control <sup>(1)</sup>	100,00	1,725	20%	Q3-2022	H2-2023	NA	WIP	✓	✓	✓	✓	Physical		Ongoing	Ongoing
<b>TOTAL USA</b>			<b>100,00</b>														
<b>TOTAL UNDER CONSTRUCTION</b>			<b>1,002.10</b>														

(1) Sale of a minority stake through a tax equity investor mechanism, who will exit in year 5-6. This tax equity investor would typically take 25% to 30% of the relevant project during a period of up to six years, who benefits from receiving the tax incentive resulting from the accumulated losses of the assets during the first years of operation. This enables us to optimize the capital structure of the project, since the tax equity investor does not receive any interest. As of the date of this Prospectus, the Group has not implemented this mechanism but it is envisaged to do so as a form of financing the relevant assets.

(2) Net Equivalent Hours (P50): hours of production during one year taking into account a 50% probability.

(3) Load Factor: 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 of one (1) year. The term "Peak" refers to whether the nominal or peak capacity of the assets has been considered.

(4) COD: commercial operation date.

(5) Works on the Transport System Operator (TSO) and works on the Distribution Network Operator (DNO) carried out by third parties (Red Electrica for the TSO in Spain and Iberdrola and Endesa for DNO in Spain).

(6) DIA ("*Declaración de Impacto Medioambiental*") (in Spain) or the relevant environmental permits in accordance with the relevant applicable law.

✓: Secured as per permits, financing, Grid Connection and site control and completed as per works of common infrastructure or Transport or Distribution systems.

✓: Close to being Secured as per permits, financing, Grid Connection and Site Control, and close to commence works of common infrastructure or Transport or Distribution systems.

(7) Within the BBVA Project Financing currently under negotiations with BBVA and the European Investment Bank.

(8) Within the ING Mandate for project finance.

(9) RtB of the solar PV plants. Target RtB applies to future dates only.

(10) WIP: Work in Progress.

(11) N/A: Not applicable as works are not needed.

## Pre-Construction details

“Pre-Construction” comprises projects in which an offtake solution or remuneration scheme has already been decided, but construction works have not started yet but is expected to start in the short-to-midterm.

As of the date of this Prospectus, we have eight (8) solar PV and one (1) onshore project marked as Pre-Construction with an aggregate gross installed capacity of c.782.6 MW, which is targeted to reach COD status during 2023 for the Spanish assets and during 2024 for the US and Chilean assets. The table below shows certain key information of our Pre-Construction projects, by geography, based on our current expectations.

Pre-Construction	Location	Stake	Gross installed capacity (MWp)	Technology	Target							Contracted Equipment			
					Net Equivalent Hours (P50) <sup>(2)</sup>	Load Factor (Peak) <sup>(3)</sup>	RtB	COD <sup>(4)</sup>	Site control <sup>(5)</sup>	Grid Connections <sup>(5)</sup>	Environmental rights <sup>(5)</sup>	PPA Type	Modules Brand / Wind Turbines	Inverter Brand	Trackers Brand
<b>Spain</b>															
LA GUARDIA (VALDECARRETAS)	Valladolid	100%	55.50	Solar PV	1,922	22%	H2-2022	H2-2023	✓	✓	✓	Synthetic	Ongoing	Power Electrics & Sungrow	STI Norland
VALDELAPIEDRA (VALDECARRETAS)	Valladolid	100%	55.50	Solar PV	1,908	22%	H2-2022	H2-2023	✓	✓	✓	Synthetic	Ongoing		
VALDENOGAL (VALDECARRETAS)	Valladolid	100%	48.50	Solar PV	1,873	21%	H2-2022	H2-2023	✓	✓	✓	Synthetic	Ongoing		
LAS CAPILLAS (ZAMORA)	Zamora	100%	53.49	Solar PV	1,998	23%	H2-2022	H2-2023	✓	✓	✓	Synthetic	Ongoing		
LAS MULAS (ZAMORA)	Zamora	100%	26.64	Solar PV	1,920	22%	H2-2022	H2-2023	✓	✓	✓	Synthetic	Ongoing		
<b>TOTAL SPAIN</b>			<b>239.63</b>												
<b>USA</b>															
BECKETT	Virginia	Control <sup>(1)</sup>	63.00	Solar PV	1,750	20%	H2-2023	H2-2024	✓	✓	✓	Physical	Ongoing	Ongoing	Ongoing
ELIZABETH	Louisiana	Control <sup>(1)</sup>	160.00	Solar PV	1,941	22%	H2-2022	H1-2024	✓	✓	✓	Physical	Ongoing	Ongoing	Ongoing
<b>TOTAL USA</b>			<b>223.00</b>												
<b>Chile</b>															
ANCUD <sup>(6)</sup>	Los Lagos	100%	120.00	Onshore Wind	2,319	27%	H1-2023	H2-2024	✓	✓	✓	Physical	Ongoing	NA	NA
CHANGOS <sup>(6)</sup>	Antofagasta	100%	200.00	Solar PV	2,830	32%	H1-2023	H2-2024	✓	✓	✓	Physical	Ongoing	Ongoing	Ongoing
<b>TOTAL CHILE</b>			<b>320.00</b>												

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**TOTAL PRE-  
CONSTRUCTION**

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**782.63**

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- (1) Sale of a minority stake through a tax equity investor mechanism, who will exit in year 5-6. This tax equity investor would typically take 25% to 30% of the relevant project during a period of up to six years, who benefits from receiving the tax incentive resulting from the accumulated losses of the assets during the first years of operation. This enables us to optimize the capital structure of the project, since the tax equity investor does not receive any interest. As of the date of this Prospectus, the Group has not implemented this mechanism but it is envisaged to do so as a form of financing the relevant assets.
  - (2) Net Equivalent Hours (P50): hours of production during one year taking into account a 50% probability.
  - (3) Load Factor: 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 of one (1) year. The term "Peak" refers to whether the nominal or peak capacity of the assets has been considered.
  - (4) COD: commercial operation date.
  - (5) DIA ("*Declaración de Impacto Medioambiental*") (in Spain) or the relevant environmental permits in accordance with the relevant applicable law.  
  
✓: Secured (as per land right either through lease agreement or property).  
✓: Permit close to being secured.
  - (6) Assets in final due diligence phase before acquisition and currently under negotiation for further execution of the sale and purchase agreements (SPA) between the Company and the selling parties for a total purchase price of 93.000 USD/MW (Ancud) and 12.500 USD/MW (Changos). Transaction is expected to occur during August 2022. The development of the plants is currently performed by the selling parties and the Group, jointly. These two assets are included in our Pre-Construction category since their acquisition are in a very advanced staged (i.e., only pending its execution). In fact, the lease agreement of the land that covers Changos' PV plant has been signed by the Group after being awarded in a public tender for the public land lease. Nevertheless, as of the date of this prospectus both assets are not under the Company's own balance sheet. Both assets are expected to supply more than the 50% of the 819 GWh/year capacity awarded under the Chilean auction, but the tender contemplates the option to change the assets (subject to a payment of 1,650 USD/GWh established as replacement mechanism) associated to such PPA before the starting date which is January 2026. In case that these assets did not reach their acquisition, we would replace them with other assets in our pipeline or evaluate the potential acquisition of an asset under development.



### **Minimum profitability target for our projects**

We establish a minimum internal rate of return<sup>27</sup> (“IRR”) target per area for our projects which is as follows:

- Our minimum target equity IRR for Europe is 6-9%.
- Our minimum targeted equity IRR for United States is 6-9%.
- Our minimum targeted equity IRR for Latam is 7-10%.

These IRRs are calculated taking into account our previous experience in each region, and in particular our experience and knowledge of financial terms, PPA terms, capex and standard market advisors’ curves for the expected merchant exposure. These returns determine the minimum profitability required by the company to pursue a project.

These minimum returns will be reviewed periodically considering current market situation at each point in time.

### **Profitability target for our Under Construction and Pre-Construction assets**

Particularly the profitability target for our Under Construction and Pre-Construction based on an IRR taking into account offered financial terms, existing PPA terms, contracted capex and/or offered capex and standard market advisors’ curves for merchant exposure are as follows:

- Our Spanish Under Construction and Pre-Construction assets have a targeted equity IRR of 12-15%
- Our US Under Construction and Pre-Construction assets have a targeted equity IRR of 9-11%
- Our Chilean Pre- Construction assets have a targeted equity IRR of 10-12%

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

PPAs may be classified as physical or synthetic, depending on whether the delivery of the energy to the counterparty is physical or not. A synthetic PPA works as a financial hedging against price fluctuations. By entering into synthetic PPAs we undertake to pay the hourly *pool* market price in relation to a notional amount of MWh set out in the agreements in monthly or half-yearly periods (i.e. the *pool* price), in exchange for a fixed price.

#### *Physical PPAs*

We have entered into physical PPAs in connection with some of our plants (in particular, the operating, Under Construction and Pre-Construction assets). Under such PPAs, an off-taker purchases power generated by our plants at a specified price indicated thereunder. We have two types of contracts, based on demand (such as our operating assets in Chile) and based on production (such as our Under Construction and Pre-Construction assets in USA). On demand, the off-taker monthly can demand energy until a maximum cap, with no minimum purchase amount. On production contracts the off-taker commits to buy a share (%) of all energy produced by the power plant.

- a. In Mexico: The PPAs of Andalucía and Aguascalientes (in which we own a 20% interest) have a duration of 15 years for the supply of electricity (energy) and 20 years for CELS (Clean Energy Certificates (*Certificados de Energías Limpias*)) and cover up to an estimated c.84% of the energy produced by these plants and the remainder estimated c.16% may be sold on a merchant basis. The off-taker is a state-owned electricity utility (*Comisión Federal de Electricidad*). The sale price of energy under our PPAs in Mexico is a fixed amount of \$30.0/MWh (Energy + CELS)

<sup>27</sup> The IRRs is an internal criteria followed by the Group in order for a project to progress. If the project does not reach the required IRR, the Group does not proceed with its execution.

for Andalucía and \$34.4/MWh (Energy + CELs) for Aguascalientes, 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.

b. In Chile:

- i. The PPAs of La Estrella and Sol de los Andes PPA have been signed with a total of 25 private companies that have been awarded a concession to distribute energy and which include CGE Energy and Enel, as a result of being awarded in the 2016 Chilean auction. These PPAs have a duration of 20 years and cover up to an estimated c.47% of the combined energy produced by the plants and the remainder c.53% may be sold on a merchant basis, and the sale price is a fixed amount of U.S. \$42.0/MWh (reviewed annually) to be paid in Chilean pesos (based on the exchange rate as of the date of payment). In addition, regarding the sale price under the PMGD regime as of year-end 2021 of Lingue, Magnolios and Llay Llay, it is a fixed amount of \$54/MWh reviewed every six months.
- ii. Furthermore, we were awarded in the 2021 Chilean auction with two separate offers amounting to a total of 819 GWh/year for 15 years starting on January 2026. PPAs have been signed with a total of 21 private companies (two PPAs per each private company) that have been awarded a concession to distribute energy and which include CGE Energy and Enel. The energy contemplated in the contract is expected to be supplied with a combination of wind and solar assets totaling 610 MW, amongst which we include Changos and Ancud, both Pre-Construction assets which are pending to be acquired by the Group (expected to complete acquisition during August 2022). We were awarded 100% of the energy we requested which represents 35% of the total energy tendered in the auction. The auction was awarded at an average price of 21.27 USD/MWh, being indexed to US Consumer Price Index (“CPI”) and starting from the awarding date.

c. In the US:

- i. For our 100 MW asset Blake-High Horizons we signed in 2021 a PPA with AEP Energy, subsidiary of American Electric Power, for a period of 12 years covering 100% of the energy produced.
- ii. For our 63 MW asset Beckett we signed in 2021 a PPA also with AEP Energy. In this case the PPA has a period of 15 years also covering 100% of the energy produced.
- iii. In our 160 MW Elizabeth we signed in 2021 a 20-year PPA with Entergy Louisiana, This PPA covers 100% of the future production of the asset.

The prices within our USA PPAs fall within the range of \$25/MWh to \$40/MWh, some of them with agreed escalator.

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 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.

We may sign short-term PPAs (additionally to the long-term PPAs) to sell the production not covered in the long-term PPAs. As an example, we signed the following PPAs with Cox Energy Mexico Suministrador, S.A. de C.V.: (i) on March, 2021 a PPA in connection with our Aguascalientes solar PV plant, which is denominated in U.S. dollars for a three-year term; and (ii) on April, 2022 a PPA in connection with our Andalucía solar PV plant, which is also denominated in U.S. dollars for a three-year term.

#### *Synthetic PPAs*

In Spain all our PPAs are synthetic.

In connection with our six (6) operating plants located in Spain (La Fernandina, Zafra, Miramundo, Los Belos, El Muelle and Montesol), we have entered into derivative financial contracts with Centrica, a leading energy services and solutions company, with strong presence in Europe, mainly in UK and Ireland (British Gas, Bord Gáis and Centrica Business Solutions).

In addition, in respect of our Under-Construction and Pre-Construction plants we have entered into PPAs with Uniper and Endesa as detailed below:

- i. In May 2021 we signed eight (8) PPAs with Uniper, a German IG utility off-taker considered one of the world's largest electricity producers and one of the Europe's leading gas companies. The PPAs entered into with Uniper cover the energy production for 8 projects with an aggregate capacity of 392 MW. These assets include Manzanares (41.5 MW), Las Capillas (53.5 MW), Las Mulas (26.6 MW), Plana de la Pena 1 (50.0 MW), Vallobar (55.0 MW), Covatillas 2 (55.0 MW), Covatillas 3 (55.0 MW), and Covatillas 4 (55.0 MW). The PPAs entered into with Uniper have a duration of 10 years starting in 2023 and cover an average of c.72% of total production, while the remaining c.28% may be sold on a merchant basis.

Uniper's core activities as off-taker include power generation in Europe and Russia with a broad gas portfolio, which has been negatively impacted by the existing disruptions of Russian gas flows due to the ongoing tensions and intermittent warfare between Ukraine and Russia. For additional information, see "*Risk Factors – Risk related to our Operations – Our off-take arrangements, our PPAs, and in particular, termination of a PPA or payment defaults by PPA counterparties, especially Centrica and or the latest PPAs signed with Uniper and Endesa, may expose us to certain risks which could adversely affect our business.*"

- ii. In December 2021 we signed 17 PPAs with Endesa, a European IG Utility off-taker which is the leading company in the generation, distribution and sale of electricity in the Spanish electricity sector and the second-biggest operator in the electricity market in Portugal. The PPAs entered into with Endesa cover the energy production for 17 projects with an aggregate capacity of c.750.2 MW. These assets include Los Arcos (54,5 MW), La Estación (41,5 MW), Peñaza (15,8 MW), Brovales 1 (55.0 MW), Brovales 2 (55.0 MW), Brovales 3 (20.8 MW), Belinchón 1 (55.5 MW), Belinchón 2 (55.5 MW), Belinchón 3 (55.5 MW), Plana de la Pena 2 (55.0 MW), Cartujos 1 (29.5 MW), Cartujos 2 (15.3 MW), el Fede (27.0 MW), La Guardia (55.5 MW), Valdenogal (48.5 MW) y Valdelapiedra (55.5 MW). The PPAs have a duration of 10 years starting in 2023. The PPA has different coverage ratios depending on each year (with a potential extension of four (4) additional years) covering c.72% of total production for years one (1) to five (5) and covering c.67% for years six (6) to 10. The remaining of c.28% during years one (1) to five (5) and c.33% during year six (6) to 10 may be sold on a merchant basis. The PPAs start in 2023 and 2024 depending on the asset.

The MW contracted with the Uniper represent c. 22% of the total Under Construction and Pre-Construction capacity (1.785 MW) while the Endesa represents c. 42%.

The price range within the Spanish PPAs (including Centrica, Uniper and Endesa) fall within 24€/MWh and 42€/MWh range.

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 €40s/MWh in the case of the Centrica PPAs). By entering into this type of agreements, we undertake to pay the hourly pool market price in relation to a notional amount of MWh set out in the PPA agreements (i.e. the pool price) in exchange for a fixed price for the same notional amount of MWh (i.e. settlement by difference) for a period of between 10 and 15 years. The PPAs are recognised initially at fair value at the date a contract is entered into and are subsequently remeasured to their fair value at each reporting date. The estimation of the fair value of this type of derivatives is carried out in accordance with the independent experts' long-term electricity price curves between the date of contracting and the reporting date.

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. If there is an industry-wide increase in prices, we may not be able to renegotiate the terms of the PPA to take advantage of the increased prices for the contracted energy but will be able to benefit of such higher electricity prices on the production sold on a merchant basis. 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.

In addition, the valuation under synthetic PPAs may generate the so called "ineffectiveness" which occurs when the nominals (denominated in MWh) between the actual derivative and the valuation carried out by the independent experts are not fully coincident. In this respect, the electricity price volatility had negatively impacted the valuations of our synthetic PPAs. In the year ended 2021, the ineffectiveness and the changes in the fair value impacted negatively in our consolidated profit and loss and our consolidated equity, respectively, as a result of the increase in the electricity prices mainly due to the increase in gas prices during the last months of 2021. In particular, the ineffectiveness had a direct negative impact in the consolidated profit and loss account of the Group, resulting in a loss for an amount of €12,834 thousand and the changes in the fair value of the

derivatives had a negative impact in the consolidated equity of the Group, which amounted to €32,188 thousand (negative) as of December 31, 2021.

Moreover, under the 17 synthetic PPAs entered into with Endesa in December 2021 (for a period of 10 years starting in 2023 and 2024), we have granted Endesa the four Written Options to acquire 25% of our energy production at a fixed price (26.50 €/MWh) between the years 2034 and 2037. According to the terms of the Written Options, Endesa shall exercise each Written Option four years before each of the years (e.g., to acquire the energy produced in 2034, Endesa shall exercise the Written Option in 2030; to acquire the energy produced in 2035, Endesa shall exercise the Written option in 2031 and so forth).

From an accounting perspective, the changes in the fair value are registered under the "Other gains and losses" line item of our consolidated profit and loss accounts as they do not meet the criteria for hedge accounting. The electricity price volatility had also negatively impacted the valuations of our Written Options. In the first quarter of 2022, the change in the fair value of the Written Options impacted negatively in our consolidated profit and loss account for a total amount of €9,492 thousand (negative).

See *"Risk Factors - We have incurred in negative results in the years 2020, 2021 and in the first quarter of 2022 and may continue to incur in negative results in the future"* and *"Risk Factors - The electricity price volatility may have a negative impact in our results, debt and equity as a consequence of the valuation of our synthetic PPAs. The valuation of the Written Options may also affect negatively our results"*.

Finally, La Fernandina, Zafra and Miramundo projects were awarded in the auction governed by Ministerial Order ETU/315/2017, of 6 April, regulating the auction for the assignment of a specific remuneration regime for new renewable facilities. 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 Royal Decree 650/2017, of June 16, setting a quota of 3,000 MW of installed capacity for new renewable plants which can benefit of a specific remuneration regime for new renewable facilities). The regulatory floor guarantees a minimum price of €32/MWh for the selling price of electricity. For additional information, see *"Regulation"*. Additionally, projects entitled to this specific remuneration regime are allowed to enter into bilateral PPAs, which are compatible with the regulated scheme.

The tables below shows certain information in connection with the PPAs we have entered in respect of our operating, Under Construction and Pre-Construction portfolio as well as two Advanced Stage projects as of the date of this Prospectus.

## PPAs and other remuneration schemes– Operating assets

Operating asset	Stake	MWp	Technology	Off-taker	Off-Taker type <sup>(1)</sup>	Remuneration Scheme	Start PPA date <sup>(4)</sup>	Contract Length <sup>(5)</sup>	% Energy Covered	% Energy Not Covered	Currency
<b>Spain</b>											
FERNANDINA	100%	49.98	Solar	Centrica	IG	Synthetic PPA	Jan.-20	10 yrs	70%	30.0%	EUR
MIRAMUNDO	100%	49.98	Solar	Centrica	IG	Synthetic PPA	Jan.-20	10 yrs	70%	30.0%	EUR
ZAFRA	100%	49.98	Solar	Centrica	IG	Synthetic PPA	Jan.-20	10 yrs	70%	30.0%	EUR
EL MUELLE	100%	11.24	Solar	Centrica	IG	Synthetic PPA	Sep.-20	9 yrs	70%	30.0%	EUR
LOS BELOS	100%	49.95	Solar	Centrica	IG	Synthetic PPA	Sep.-20	9 yrs	70%	30.0%	EUR
MONTESOL	100%	50.00	Solar	Centrica	IG	Synthetic PPA	Sep.-20	9 yrs	70%	30.0%	EUR
<b>TOTAL SPAIN</b>		<b>261.13</b>									
PUGLIA	100%	7.00	Solar	FiT	Regulated	FiT	2011	till Aug.-31	100%	0.0%	EUR
<b>TOTAL ITALY</b>		<b>7.00</b>									
ANDALUCIA	20%	107.20	Solar	CFE	Regulated	Physical PPA	Jan.-20	15 Energy+20 CELs	85%	15.0%	USD Linked
AGUASCALIENTES	20%	37.00	Solar	CFE	Regulated	Physical PPA	Jan.-20	15 Energy+20 CELs	84%	16.0%	USD Linked
<b>TOTAL MEXICO</b>		<b>144.20</b>									
LINGUE	100%	3.00	Solar	PMGD <sup>(3)</sup>	Regulated	Physical PPA	Jan.-21	14 yrs	100%	0.0%	USD
LOS MAGNOLIOS	100%	3.00	Solar	PMGD <sup>(3)</sup>	Regulated	Physical PPA	Aug.-21	14 yrs	100%	0.0%	USD
LLAY LLAY	100%	11.02	Solar	PMGD <sup>(3)</sup>	Regulated	Physical PPA	April.-21	14 yrs	100%	0.0%	USD
LA ESTRELLA	100%	50.00	Wind	25 Off-takers	IG <sup>(2)</sup>	Physical PPA	Jan.-21	20 yrs	c.47%	c.53%	USD Linked
SOL DE LOS ANDES	100%	104.30	Solar	25 Off-takers	IG <sup>(2)</sup>	Physical PPA	Jan.-21	20 yrs	c.47%	c.53%	USD Linked
<b>TOTAL CHILE</b>		<b>171.32</b>									
<b>TOTAL GROSS OPERATING</b>		<b>583.65</b>									

(1) IG: Investment Grade; Regulated: means regulated tariffs, except for Mexico which is a state-owned off-taker.

(2) 25 Off-takers of which Enel and CGE account for more than 68% of total contracted energy, and more than 97% off-takers have credit rating (as per volume of contracted energy).

(3) Chilean remuneration known as “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).

(4) The PPA start date may be previous to the COD in certain cases. By way of an example, in the Sol de los Andes plant there was a delay in the COD with respect to the start of the PPA. However, this delay was within the period established within the auction, in which energy is requested to be delivered but the PPA is not terminated. Since these PPAs only cover 47% of the production, the part of the production not generated by Sol de los Andes was supplied partially with the surplus capacity of La Estrella.

(5) Contract Length: refers to the PPA contract term

**PPAs and other remuneration schemes– Under Construction, Pre-Construction and Advanced Stage**

Under Construction and Pre-Construction assets	Stake	MWp	Status	Technology	Off-taker	PPA Type	Contract Length <sup>(4)</sup>	PPA Start Date	% Energy Covered	% Energy Not Covered	Currency
<b>Spain</b>											
BELINCHÓN 1	100%	55.50	Under Construction	Solar PV	Endesa	Synthetic	10 yrs	H1-2024	Year 1-5: 72% Year 6-10: 67%	Yr 1-5: 28% Yr 6-10:33%	EUR
BELINCHÓN 2	100%	55.50	Under Construction	Solar PV	Endesa	Synthetic	10 yrs	H1-2024	Year 1-5: 72% Year 6-10: 67%	Yr 1-5: 28% Yr 6-10:33%	EUR
BELINCHÓN 3	100%	55.50	Under Construction	Solar PV	Endesa	Synthetic	10 yrs	H1-2024	Year 1-5: 72% Year 6-10: 67%	Yr 1-5: 28% Yr 6-10:33%	EUR
BROVALES 1	100%	55.00	Under Construction	Solar PV	Endesa	Synthetic	10 yrs	H1-2024	Year 1-5: 72% Year 6-10: 67%	Yr 1-5: 28% Yr 6-10:33%	EUR
BROVALES 2	100%	55.00	Under Construction	Solar PV	Endesa	Synthetic	10 yrs	H1-2024	Year 1-5: 72% Year 6-10: 67%	Yr 1-5: 28% Yr 6-10:33%	EUR
BROVALES 3	100%	20.75	Under Construction	Solar PV	Endesa	Synthetic	10 yrs	H1-2024	Year 1-5: 72% Year 6-10: 67%	Yr 1-5: 28% Yr 6-10:33%	EUR
CARTUJOS 1	100%	29.49	Under Construction	Solar PV	Endesa	Synthetic	10 yrs	H1-2023	Year 1-5: 72% Year 6-10: 67%	Yr 1-5: 28% Yr 6-10:33%	EUR
CARTUJOS 2	100%	15.25	Under Construction	Solar PV	Endesa	Synthetic	10 yrs	H1-2023	Year 1-5: 72% Year 6-10: 67%	Yr 1-5: 28% Yr 6-10:33%	EUR
EL FEDE	100%	26.99	Under Construction	Solar PV	Endesa	Synthetic	10 yrs	H1-2023	Year 1-5: 72% Year 6-10: 67%	Yr 1-5: 28% Yr 6-10:33%	EUR
LA ESTACIÓN	100%	41.50	Under Construction	Solar PV	Endesa	Synthetic	10 yrs	H1-2023	Year 1-5: 72% Year 6-10: 67%	Yr 1-5: 28% Yr 6-10:33%	EUR
LARRAL	100%	54.98	Under Construction	Solar PV	Endesa	Synthetic	10 yrs	H1-2023	Year 1-5: 72% Year 6-10: 67%	Yr 1-5: 28% Yr 6-10:33%	EUR
LOS ARCOS	100%	54.50	Under Construction	Solar PV	Endesa	Synthetic	10 yrs	H1-2023	Year 1-5: 72% Year 6-10: 67%	Yr 1-5: 28% Yr 6-10:33%	EUR
PEÑAZA	100%	15.75	Under Construction	Solar PV	Endesa	Synthetic	10 yrs	H1-2023	Year 1-5: 72% Year 6-10: 67%	Yr 1-5: 28% Yr 6-10:33%	EUR
PLANA DE LA PENA 2	100%	54.98	Under Construction	Solar PV	Endesa	Synthetic	10 yrs	H1-2023	Year 1-5: 72% Year 6-10: 67%	Yr 1-5: 28% Yr 6-10:33%	EUR
LA GUARDIA (VALDECARRETAS)	100%	55.50	Pre-Construction	Solar PV	Endesa	Synthetic	10 yrs	H1-2024	Year 1-5: 72% Year 6-10: 67%	Yr 1-5: 28% Yr 6-10:33%	EUR
VALDELAPIEDRA (VALDECARRETAS)	100%	55.50	Pre-Construction	Solar PV	Endesa	Synthetic	10 yrs	H1-2024	Year 1-5: 72% Year 6-10: 67%	Yr 1-5: 28% Yr 6-10:33%	EUR
VALDENOGAL (VALDECARRETAS)	100%	48.50	Pre-Construction	Solar PV	Endesa	Synthetic	10 yrs	H1-2024	Year 1-5: 72% Year 6-10: 67%	Yr 1-5: 28% Yr 6-10:33%	EUR
COVATILLAS 2 (MINGLANILLA)	100%	54.98	Under Construction	Solar PV	Uniper	Synthetic	10 yrs	H2-2023	72% <sup>(5)</sup>	28% <sup>(5)</sup>	EUR
COVATILLAS 3 (MINGLANILLA)	100%	54.98	Under Construction	Solar PV	Uniper	Synthetic	10 yrs	H2-2023	71% <sup>(5)</sup>	29% <sup>(5)</sup>	EUR
COVATILLAS 4 (MINGLANILLA)	100%	54.98	Under Construction	Solar PV	Uniper	Synthetic	10 yrs	H2-2023	71% <sup>(5)</sup>	30% <sup>(5)</sup>	EUR
MANZANARES 1	100%	41.50	Under Construction	Solar PV	Uniper	Synthetic	10 yrs	H1-2023	71% <sup>(5)</sup>	29% <sup>(5)</sup>	EUR
PLANA DE LA PENA 1	100%	49.99	Under Construction	Solar PV	Uniper	Synthetic	10 yrs	H1-2023	78% <sup>(5)</sup>	22% <sup>(5)</sup>	EUR
VALLOBAR	100%	54.98	Under Construction	Solar PV	Uniper	Synthetic	10 yrs	H1-2023	73% <sup>(5)</sup>	27% <sup>(5)</sup>	EUR

LAS CAPILLAS (ZAMORA)	100%	53.49	Pre-Construction	Solar PV	Uniper	Synthetic	10 yrs	H2-2023	70% <sup>(5)</sup>	30% <sup>(5)</sup>	EUR
LAS MULAS (ZAMORA)	100%	26.64	Pre-Construction	Solar PV	Uniper	Synthetic	10 yrs	H2-2023	71% <sup>(5)</sup>	29% <sup>(5)</sup>	EUR
<b>TOTAL SPAIN</b>		<b>1,141.73</b>									
<b>USA</b>											
BLAKE- HIGH HORIZONS	Control <sup>(1)</sup>	100.00	Under Construction	Solar PV	AEP	Physical	12 yrs	H2-2023 <sup>(6)</sup>	100%	0.0%	USD
BECKETT	Control <sup>(1)</sup>	63.00	Pre-Construction	Solar PV	AEP	Physical	15 yrs	H2-2024	100%	0.0%	USD
ELIZABETH	Control <sup>(1)</sup>	160.00	Pre-Construction	Solar PV	Entergy Louisiana	Physical	20 yrs	H2-2023	100%	0.0%	USD
<b>TOTAL USA</b>		<b>323.00</b>									
<b>Chile<sup>(2)</sup></b>											
ANCUD <sup>(3)</sup>	100%	120.00	Pre-Construction	Wind	21 Off-takers	Physical	15 yrs	H1-2026	50-60%	50-40%	USD Linked
CHANGOS <sup>(3)</sup>	100%	200.00	Pre-Construction	Solar PV	21 Off-takers	Physical	15 yrs	H1-2026	50-60%	50-40%	USD Linked
Project 2 (Chile)	100%	100.00	Advanced Stage	Onshore Wind	21 Off-takers	Physical	15 yrs	H1-2026	50-60%	50-40%	USD Linked
Project 4 (Chile)	100%	190.00	Advanced Stage	Solar PV	21 Off-takers	Physical	15 yrs	H1-2026	50-60%	50-40%	USD Linked
<b>Total Chile</b>		<b>610.00</b>									
<b>TOTAL</b>		<b>2,074.73</b>									

- (1) Sale of a minority stake through a tax equity investor mechanism, who will exit in year 5-6. This tax equity investor would typically take 25% to 30% of the relevant project during a period of up to six years, which benefits from receiving the tax incentive resulting from the accumulated losses of the assets during the first years of operation. This enables us to optimize the capital structure of the project, since the tax equity investor does not receive any interest. As of the date of this Prospectus, the Group has not implemented this mechanism, but it is envisaged to do so as a form of financing the relevant assets.
- (2) We have been awarded with 819 GWh/yr production through a tender, which we expect to cover with this 610 MW solar and wind portfolio. Nevertheless, the tender allows the producer to change the assets associated with the tender before the commencement of the PPA.
- (3) Assets in final due diligence phase before acquisition and currently under negotiation for further execution of the sale and purchase agreements (SPA) between the Company and the selling parties for a total purchase price of 93.000 USD/MW (Ancud) and 12.500 USD/MW (Changos). Transaction is expected to occur during August 2022. The development of the plants is currently performed by the selling parties and the Group, jointly. These two assets are included in our Pre-Construction category since their acquisition are in a very advanced staged (i.e., only pending its execution). In fact, the lease agreement of the land that covers Changos' PV plant has been signed by the Group after being awarded in a public tender for the public land lease. Nevertheless, as of the date of this prospectus both assets are not under the Company's own balance sheet. Both assets are expected to supply more than the 50% of the 819 GWh/year capacity awarded under the Chilean auction, but the tender contemplates the option to change the assets (subject to a payment of 1,650 USD/GWh established as replacement mechanism) associated to such PPA before the starting date which is January 2026. In case that these assets did not reach their acquisition, we would replace them with other assets in our pipeline or evaluate the potential acquisition of an asset under development.
- (4) Contract Length: refers to the PPA initial contract term.
- (5) Average energy covered throughout the 10 year period.
- (6) Extended date. Addenda currently under negotiation to extend the PPA start date.

## PMGD

Three of our solar PV plants in Chile —Lingue, Magnolios and Llay Llay— are 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. As of year-end 2021 the PMGD price was of \$54/MWh which is reviewed every six months.

## 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 applicable in Italy 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.

Although Puglia received FiT price, an additional revenue is obtained from the actual sale of energy on a merchant basis (the regulation allows the operator to sell on a merchant basis and collect additionally the FiT tariff), having entered into an agreement with a trader, with a one-year term, renewable annually.

## 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 Under Construction and Pre-Construction. 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”.

	Targets for Under Construction & Pre-Construction assets			Total Gross Capacity
	Spain – 1,142 MW 64%	US – 323 MW 18%	Chile – 320 MW 18%	1,785 MW
Under Construction	PV: 902MW	PV: 100MW	-	1,002 MW
Pre-construction	PV: 240MW	PV: 223MW	PV: 200MW Wind: 120MW	783 MW
PPA Terms	392MW – 10 years 750MW – 10 years (+4) <sup>(1)</sup>	100MW – 12 years 63MW – 15 years 160MW – 20 years	320MW - 15 years (2026 – 2040)	
Production coverage	392MW – 72% <sup>(7)</sup> 750MW – 72% (1y-5y) & 67% (6y-10y)	100MW – 100% 63MW – 100% 160MW – 100%	320MW – c.50-60%	
Target load factor	PV: 22.3% <sup>(6)</sup>	PV: 21.0% <sup>(6)</sup>	PV: 26.5% Wind: 32.3%	
Capex Target <sup>(3)</sup>	€500-550k/MW	€800-900k/MW	PV: €500-550k/MW Wind: €1,000-1,200k/MW	
Tax Depreciation	15 years	6 years	20 years	
Leverage target <sup>(2)</sup>	70-75%	70-75% including Tax Equity investor	PV & Wind: 50-65% <sup>(4)</sup>	
Debt Terms & Conditions target	Project Finance Interest Margin: Euribor +1.75-1.85% Hedge: 70-75% Underlying: 18-20 years <sup>(5)</sup>	Project Finance Interest margin: Libor + 1,80-2,2% Hedge: 75% Underlying: 18 years <sup>(5)</sup>	Project Finance Interest Margin: Libor + 2.2-2.3% Hedge: 70-75% Underlying: 14-16 years <sup>(5)</sup>	

(1) Potential extension of four (4) additional years.



- (2) Debt / (Equity + Debt) at Sponsor level;
- (3) Capex Target as the construction target cost including Equipment and BOS;
- (4) Chilean projects are financed in conjunction wind and solar;
- (5) Underlying years of debt amortization;
- (6) Weighted average.
- (7) Average coverage throughout the 10-year period

## **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 (Farm-Down, 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 Farm-Down, 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 Farm-Down, Advanced Stage, Early Stage and Identified Opportunities projects) with an aggregate potential gross targeted installed capacity of c.10.8 GW which is distributed as per the table below according to the abovementioned categories and countries.

Country	Farm-Down			Advanced			Early Stage			Identified			TOTAL		
	MW	%	#assets	MW	%	#assets	MW	%	#assets	MW	%	#assets	MW	%	#assets
Spain	1,101	100%	20	674	39%	10	-	0%	0	1,451	27%	63	3,226	30%	93
Italy	-	0%	0	522	30%	20	-	0%	0	380	7%	13	902	8%	33
Poland	-	0%	0	-	0%	0	315	12%	7	721	13%	16	1,036	10%	23
UK	-	0%	0	133	8%	5	156	6%	4	534	10%	6	822	8%	15
France	-	0%	0	-	0%	0	-	0%	0	152	3%	6	152	1%	6
<b>EUROPE</b>	<b>1,101</b>	<b>100%</b>	<b>20</b>	<b>1,328</b>	<b>76%</b>	<b>35</b>	<b>471</b>	<b>18%</b>	<b>11</b>	<b>3,238</b>	<b>60%</b>	<b>104</b>	<b>6,138</b>	<b>57%</b>	<b>170</b>
<b>USA</b>	<b>-</b>	<b>0%</b>	<b>0</b>	<b>-</b>	<b>0%</b>	<b>0</b>	<b>1,532</b>	<b>60%</b>	<b>10</b>	<b>1,358</b>	<b>25%</b>	<b>15</b>	<b>2,890</b>	<b>27%</b>	<b>25</b>
Mexico	-	0%	0	-	0%	0	188	7%	2	-	0%	0	188	2%	2
Chile	-	0%	0	409	24%	4	378	15%	4	450	8%	3	1,237	11%	11
Colombia	-	0%	0	-	0%	0	-	0%	0	349	6%	4	349	3%	4
<b>LATAM</b>	<b>-</b>	<b>0%</b>	<b>0</b>	<b>409</b>	<b>24%</b>	<b>4</b>	<b>566</b>	<b>22%</b>	<b>6</b>	<b>799</b>	<b>15%</b>	<b>7</b>	<b>1,774</b>	<b>16%</b>	<b>17</b>
<b>TOTAL</b>	<b>1,101</b>	<b>100%</b>	<b>20</b>	<b>1,737</b>	<b>100%</b>	<b>39</b>	<b>2,569</b>	<b>100%</b>	<b>27</b>	<b>5,395</b>	<b>100%</b>	<b>126</b>	<b>10,802</b>	<b>0%</b>	<b>212</b>

We aim to wholly own each of these projects or have controlling stakes in each of these projects. 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.

All of our Farm-Down and Advanced Stage projects located in Spain (which have an aggregate potential gross targeted installed capacity of c.1.8 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.

As of June 30, 2022, the targeted gross potential capacity of our pipeline has evolved as per the table below:

Pipeline (MW)	31/12/2021	30/06/2022
Farm-Down	1,101	1,101
Advanced Stage	1,411	1,737
Early Stage	2,654	2,569
Identified Opportunities	3,910	5,395
<b>Total Gross Pipeline</b>	<b>9,076</b>	<b>10,802</b>

Based on our experience and growth strategy in connection with the development of our 2025 Target, in an hypothetical scenario of successful completion of 100% of the targeted 2025 capacity and under the assumption that we reach an average total uses of c. €750,000 per MW considering the split of solar and onshore wind within the Under Construction and Pre-Construction (i.e., c. €700,000 per solar PV MW, and €1,400,000 per onshore wind MW), we estimate that the total expansion funds requirements for the execution of our 2025 Target, would amount to approximately €2,037 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 €1,426 million and the equity funds requirements would amount to approximately €611 million.

The net proceeds of the Offering of approximately €190 million would permit the funding of a substantial portion (approximately c. 31%) of the aforementioned total expansion equity funds requirements. The balance of approximately €421 million, which represents c.69% of the total expansion equity fund requirements, is expected to be funded with: (i) the Company's existing non-restricted cash, which as of June 30, 2022 amounts to approximately €39,796 thousand<sup>28</sup>; (ii) the estimated free cash flow generated from our existing portfolio of renewable energy plants and pipeline projects as they progressively achieve COD during the next three years; (iii) the additional corporate financing from third parties; and (iv) the proceeds to be received from our selective asset rotation of projects under development at a RtB status such as the Bruc Transaction. For additional information, see "*Reasons for the Offering and Use of Proceeds – Execution of the 2025 Target*".

Regarding the capacity of our Advanced Stage projects and the rest of the pipeline not foreseen under the Company's 2025 Target gross capacity of 3.3 GW in operation and Under Construction, we have no funding in place as of the date of this Prospectus to develop them. In order to fully develop any of these projects when they reach RtB status, will have to assess and look for additional fund sources (whether in the form of financing or equity) apart from our available funds at the time.

In any case, as regards the expansion project financing requirements, the Company expects to fund them 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 types of assets. As of the date of this Prospectus, we expect the Company's Advanced Stage projects will have favourable access to this type of financing.

<sup>28</sup> This figure has not been audited or reviewed by the statutory auditors.

## Farm-Down

“Farm-Down” includes projects in respect of which a sale and purchase agreement has been signed with third parties but the transfer of the shares is subject to specific condition precedent and thus has not been effective yet (i.e. closing is pending). Therefore, we are still the owners of such assets until completion takes place. These projects are expected to be sold at RtB and, therefore, the Group is not responsible for the construction, O&M or obtaining the PPAs associated to such project. We estimate a probability of completion to be of more than 80% for our Farm-Down projects. As of December 31, 2021, the plants and equipment registered under “Inventories” are only the plants under development to be sold under the Bruc Transaction which amount to €15,621 thousand.

As of the date of this Prospectus, the only projects that fall under this category are the Bruc Transaction assets<sup>29</sup> and we do not expect to sell any assets apart from those to be transferred in the context of the Bruc Transaction, until the Bruc Transaction is fully completed.

The transfer of the below projects are subject to certain conditions precedent (including the RtB and the DIA environmental authorization (“*Declaración de Impacto Medioambiental*”), which are expected to take place during the second half of 2022 and the first half of the 2023. For additional information on the Bruc Transaction, see “— *Material Contracts—Bruc Transaction.*”

Farm-Down	Location	Technology	Stake	Gross installed capacity (MWp)	Site control	Grid connection	Environmental rights <sup>(1)</sup>	Target RtB
<b>Spain</b>								
GAZULES 1	Cadiz	Solar PV	100%	56,00	✓	✓	✓	H2-2022
GAZULES 2	Cadiz	Solar PV	100%	56,00	✓	✓	✓	H2-2022
CARMONA 1 <sup>(2)</sup>	Seville	Solar PV	100%	55,00	✓	✓	✓	H2-2022
CARMONA 2 <sup>(2)</sup>	Seville	Solar PV	100%	55,00	✓	✓	✓	H2-2022
TRÉVAGO 1	Soria	Solar PV	100%	43,40	✓	✓	✓	H2-2022
TRÉVAGO 2	Soria	Solar PV	100%	43,40	✓	✓	✓	H2-2022
HERRERA	Burgos/ Palencia	Solar PV	100%	93,60	✓	✓	✓	H1-2023
LA ABADIA	Zaragoza	Solar PV	100%	57,00	✓	✓	✓	H1-2023
EL BONETE	Teruel	Solar PV	100%	57,00	✓	✓	✓	H1-2023
LA GINEBROSA	Teruel	Solar PV	100%	54,00	✓	✓	✓	H2-2022
LA VENTOLERA	Zaragoza	Solar PV	100%	27,00	✓	✓	✓	H2-2022
LA HOYA	Zaragoza	Solar PV	100%	50,00	✓	✓	✓	H1-2023
GALLEGO	Zaragoza	Solar PV	100%	59,80	✓	✓	✓	H1-2023
LAS CAMPANERAS	Valladolid	Solar PV	100%	56,00	✓	✓	✓	H1-2023
LOS SILOS	Valladolid	Solar PV	100%	56,00	✓	✓	✓	H1-2023
EL GRANERO	Valladolid	Solar PV	100%	56,00	✓	✓	✓	H1-2023
LOS QUINCETOS	Valladolid	Solar PV	100%	56,50	✓	✓	✓	H1-2023
EL ESPINO	Valladolid	Solar PV	100%	56,50	✓	✓	✓	H1-2023
LAS CORONAS	Valladolid	Solar PV	100%	56,50	✓	✓	✓	H1-2023
LOS HORMIGUEROS	Valladolid	Solar PV	100%	56,50	✓	✓	✓	H1-2023
<b>TOTAL SPAIN</b>				<b>1,101.20</b>				

(1) ✓: Secured.

✓: Close to being secured.

(2) The Bruc SPA provides that upon fulfillment of certain conditions precedent, including the DIAs, the shares of the relevant SPV owner of the plant are transferred. In respect of these plants, some of the conditions precedent, including the DIAs, have been fulfilled and thus the shares of the SPVs have been transferred to Bruc as of 27 June 2022. Notwithstanding the foregoing, these plants have not reached RtB yet (which is other condition precedent for the completion of the Bruc Transaction) and thus, these plants will continue to be part of our Farm-Down until they reach RtB stage for the purposes of fulfilling the RtB condition precedent. See “*Material Contracts – Bruc Transaction*”.

<sup>29</sup> This category falls into the pipeline because it includes assets that are expected to be transferred once their RtB status is reached, and thus do not contribute to our 2025 Target (i.e., gross capacity of 3.3 GW of assets in operation and Under Construction). As of the date of this Prospectus, the only assets that fall under the Farm-Down category are those included under the Bruc Transaction.

## **Advanced Stage**

“**Advanced Stage**” comprises projects with high visibility in which there is more than 60% of land secured (either with lease agreements or acquired property); and additionally depending on each country projects have achieved the following milestones:

In Spain, the 674 MW of assets classified as “Advanced Stage”, include 252 MW of solar PV plants and 422 MW of onshore wind assets for which their interconnection rights and land have been secured and the relevant public consultation period has been completed already.

In Italy, the c.522 MW of assets classified as “Advanced Stage” are solar PV plants for which their interconnection rights and land have been secured and have either submitted the “*Autorizzazione Unica (AU)*” or have already secured it (currently 25 MW have secured AU).

In Chile, the c.409 MW of assets classified as “Advanced Stage” are solar PV and wind assets for which their land has been secured and grid access has been granted or is close to being obtained. Out of the total c.409 MW, 309 MW already have the environmental approval. We have secured 290 MW with the relevant tender PPA (under the 2021 Chilean tender awarded)<sup>30</sup> and 11 MW are under the PMGD regime.

In UK, the c.133 MW of assets classified as “Advanced Stage” are solar PV plants for which their interconnection rights and land have been secured and the “*Planning Permission*” has been submitted. Out of the total c.133 MW, 98 MW already have the relevant “*Planning*” submitted, of which 20 MW have already the “*Planning Consent*” (this is the last stage in which you also obtain the environmental permit under UK regulations to reach RtB status).

As of the date of this Prospectus, we have 39 projects marked as being in Advanced Stage with an aggregate gross installed capacity of 1,737 MW, out of which c.474 MW are targeted to reach COD between 2023 and 2024. We estimate a probability of completion from 50% to less than 80%. The table below shows certain key information of our Advanced Stage projects, by geography, based on our current expectations.

Regarding the capacity of our Advanced Stage projects not foreseen under our 2025 Target of reaching 3.3 GW of gross capacity in operation and Under Construction, we have no funding in place as of the date of this Prospectus to develop them. In order to fully develop any of these projects when they reach RtB status, will have to assess and look for additional fund sources (whether in the form of financing or equity) apart from our available funds at the time.

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<sup>30</sup> Nevertheless, the tender allows the producer to change the assets associated with the tender before the commencement of the PPA.

Advanced Stage	Stake <sup>(3)</sup>	Expected Gross installed capacity (MWp)	Technology	Target				Environmental rights	PPA Execution
				RtB	COD	Site control	Grid connection		
<b>Spain</b>									
Project 1	100%	44.00	Solar PV	H1-2023	H1-2024	✓	✓	Ongoing	H1-2023
Project 2	100%	44.00	Solar PV	H1-2023	H1-2024	✓	✓	Ongoing	H1-2023
Project 3	100%	71.00	Solar PV	H1-2023	H1-2024	✓	✓	Ongoing	H1-2023
Project 4	100%	50.00	Solar PV	H1-2023	H1-2024	✓	✓	Ongoing	H1-2023
Project 5	100%	43.00	Solar PV	H1-2023	H1-2024	✓	✓	Ongoing	H1-2023
Project 6	100%	100.00	Onshore Wind	H2-2023	H1-2025	✓	✓	Ongoing	H2-2023
Project 7	100%	72.00	Onshore Wind	H2-2023	H1-2025	✓	✓	Ongoing	H2-2023
Project 8	100%	100.00	Onshore Wind	H2-2023	H1-2025	✓	✓	Ongoing	H2-2023
Project 9	100%	100.00	Onshore Wind	H2-2023	H1-2025	✓	✓	Ongoing	H2-2023
Project 10	100%	50.00	Onshore Wind	H2-2023	H1-2025	✓	✓	Ongoing	H2-2023
<b>TOTAL SPAIN</b>		<b>674.00</b>							
<b>Italy</b>									
Project 1	100%	20.00	Solar PV	H2-2023	H2-2024	✓	✓	Ongoing	H2-2023
Project 2	100%	25.00	Solar PV	H2-2022	H2-2023	✓	✓	✓	Ongoing
Project 3	100%	33.45	Solar PV	H2-2024	H2-2025	✓	✓	Ongoing	H2-2024
Project 4	100%	53.15	Solar PV	H1-2024	H1-2025	✓	✓	Ongoing	H1-2024
Project 5	100%	9.00	Solar PV	H2-2024	H2-2026	✓	✓	Ongoing	H2-2024
Project 6	100%	20.00	Solar PV	H2-2023	H2-2024	✓	✓	Ongoing	H2-2023
Project 7	100%	6.00	Solar PV	H2-2023	H2-2024	✓	✓	Ongoing	H2-2023
Project 8	100%	7.50	Solar PV	H1-2023	H1-2025	✓	✓	Ongoing	H1-2023
Project 9	100%	6.89	Solar PV	H2-2024	H1-2026	✓	✓	Ongoing	H2-2024
Project 10	100%	35.21	Solar PV	H2-2024	H2-2025	✓	✓	Ongoing	H2-2024
Project 11	100%	35.60	Solar PV	H2-2024	H2-2025	✓	✓	Ongoing	H2-2024
Project 12	100%	43.76	Solar PV	H1-2024	H1-2025	✓	✓	Ongoing	H1-2024
Project 13	100%	37.36	Solar PV	H1-2024	H1-2025	✓	✓	Ongoing	H1-2024
Project 14	100%	23.70	Solar PV	H2-2023	H2-2025	✓	✓	Ongoing	H2-2023
Project 15	100%	5.70	Solar PV	H1-2024	H2-2024	✓	✓	Ongoing	H1-2024
Project 16	100%	7.10	Solar PV	H1-2024	H2-2024	✓	✓	Ongoing	H1-2024
Project 17	100%	60.00	Solar PV	H1-2024	H1-2025	✓	✓	Ongoing	H1-2024
Project 18	100%	60.00	Solar PV	H1-2024	H1-2025	✓	✓	Ongoing	H1-2024
Project 19	100%	7.90	Solar PV	H2-2024	H1-2025	✓	✓	Ongoing	H2-2024
Project 20	100%	24.25	Solar PV	H1-2024	H1-2025	✓	✓	Ongoing	H1-2024

<b>TOTAL ITALY</b>		<b>521.57</b>							
<b>UK</b>									
Project 1	100%	5.00	Solar PV	H2-2022	H1-2023	✓	✓	✓	Ongoing
Project 2	100%	14.70	Solar PV	H2-2022	H1-2023	✓	✓	✓	Ongoing
Project 3	100%	49.90	Solar PV	H2-2023	H1-2025	✓	✓	Ongoing	H2-2023
Project 4	100%	28.00	Solar PV	H2-2023	H2-2026	✓	✓	Ongoing	H2-2023
Project 5	100%	35.00	Solar PV	H1-2024	H1-2025	✓	✓	Ongoing	H1-2024
<b>TOTAL UK</b>		<b>132.60</b>							
<b>Chile</b>									
Project 1	100%	107.80	Solar PV	H1-2023	H2-2024	✓	✓	✓	H1-2023
Project 2 <sup>(1)</sup>	100%	100.00	Onshore Wind	H1-2024	H2-2025	✓	Ongoing	Ongoing	✓
Project 3 <sup>(2)</sup>	100%	11.17	Solar PV	H2-2022	H1-2024	✓	✓	✓	✓
Project 4 <sup>(1)</sup>	100%	190.00	Solar PV	H1-2024	H2-2025	✓	Ongoing	✓	✓
<b>TOTAL CHILE</b>		<b>408.97</b>							
<b>TOTAL ADVANCED</b>		<b>1,737.14</b>							

(1) Expected to be part of the Chilean tender awarded in 2021.

(2) PGMD regime.

(3) Expected stake. Certain assets have an agreement with a developer and a contract that provides for the full transfer to Opdenenergy of the SPV once certain permits have been obtained. It is an agreement for the joint development of the plant.

## Early Stage

“**Early Stage**” comprises 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. We estimate a probability of completion from 30% to less than 50%.

As of the date of this Prospectus, we have 27 assets marked as being in Early Stage of which 26 are solar PV projects and one is an onshore wind project (i.e. PE Vientos del Lago which is located in Chile), with an aggregate gross installed capacity of 2,569 MW. The table below shows the geographical distribution of our Early Stage projects, based on our current expectations.

Regarding the capacity of our Early Stage projects and the rest of the pipeline not foreseen under our 2025 Target of reaching 3.3 GW of gross capacity in operation and Under Construction, we have no funding in place as of the date of this Prospectus to develop them. In order to fully develop any of these projects when they reach RtB status, will have to assess and look for additional fund sources (whether in the form of financing or equity) apart from our available funds at the time.

Country	Expected MW	Number of Assets	Solar PV	Onshore wind	Expected RtB <sup>(1)</sup>	Expected COD <sup>(1)</sup>
Spain	-	-	-	-	-	-
Italy	-	-	-	-	-	-
Poland	315	7	315	-	2023-2024	2024-2025
UK	156	4	156	-	2025-2026	2025-2027
France	-	-	-	-	-	-
<b>EUROPE</b>	<b>471</b>	<b>11</b>	<b>471</b>			
<b>USA</b>	<b>1,532</b>	<b>10</b>	<b>1,532</b>		<b>2023-2024</b>	<b>2024-2025</b>
Mexico	188	2	188	-	2024	2025
Chile	378	4	253	125	2023-2024	2024-2025
Colombia	-	-	-	-	-	-
<b>LATAM</b>	<b>566</b>	<b>6</b>	<b>441</b>	<b>125</b>		
<b>TOTAL</b>	<b>2,569</b>	<b>27</b>	<b>2,444</b>	<b>125</b>		

(1) Expected dates included as a reference. The permitting stage of projects under this category means that the RtB and COD dates could be delayed or even projects may not be viable at all.



## Identified Opportunities

“**Identified Opportunities**” comprises 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 126 projects assets as Identified Opportunities of which although we have not acquired the relevant SPV in some of the cases, we are analysing in depth the potential business opportunity. We estimate the probability of completion from 10% to less than 30% for our Identified Opportunities projects. The targeted development of our c.5,395 MW pipeline classified as “Identified Opportunities” contemplates that these projects reach RtB in the 2023-2027 period. Although there are projects with RtB in 2023, it is a reference date and the probability of success of projects falling under this category should be taken into account, since we cannot assure we would reach an agreement with the relevant developer presenting this opportunity, or projects may suffer delays. The table below shows certain key information of our Identified Opportunities projects, by geography, based on our current expectations.

In particular, we have several storage projects under this category aimed to offer seasonal storage of solar and wind power energy, as the new renewable energy market may turn into these new sources of renewable energy. Furthermore, part of these storage opportunities come from the hybridization of existing assets (operating, Under Construction and Pre-Construction).

Country	MW	Number of Assets	Solar PV MW	Wind MW	Storage MW
Spain	1,451	63	742	175	533
Italy	380	13	380	-	-
Poland	721	16	721	-	-
UK	534	6	135	-	399
France	152	6	152	-	-
<b>EUROPE</b>	<b>3,238</b>	<b>104</b>	<b>2,130</b>	<b>175</b>	<b>932</b>
<b>USA</b>	<b>1,358</b>	<b>15</b>	<b>1,358</b>		
Mexico	-	-	-	-	-
Chile	450	3	230	220	-
Colombia	349	4	349	-	-
<b>LATAM</b>	<b>799</b>	<b>7</b>	<b>579</b>	<b>220</b>	<b>-</b>
<b>TOTAL</b>	<b>5,395</b>	<b>126</b>	<b>4,067</b>	<b>395</b>	<b>932</b>

## **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, for which we rely (or would rely in the future) exclusively on reputable providers such as Longi, Risen, Astronergy, Jinko, Trina, Canadian, Eging, Sungrow, Siemens Gamesa, Power Electronics, SMA Solar Technology, Axial, Mecasolar, PV Hardware, STI Norland, Faramax, ABB or Siemens Power or SGB-SMIT Group. As of the date of this Prospectus and according to the size of our portfolio 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 Astronergy, Eging and Longi for the supply of modules, Sungrow, PV Hardware and STI Norland for the supply of the trackers, Power Electronics and Sungrow for the supply of photovoltaic inverters and our agreement with Faramax, ABB or Siemens Power and SGB-SMIT Group for the supply of Transformers for all of our Projects Under Construction. Some of these agreements contain long-term pricing and/or volume commitments, as well penalties if we fail to satisfy such commitments.

The table below shows the main suppliers for the equipment contracted as of the date of this Prospectus:

Supplier	Contracted Equipment for Under Construction & Pre-Construction assets							
	Modules		Trackers		Inverters		TOTAL EQUIPMENT <sup>(1)</sup>	
	MW	%	MW	%	MW	%	MW	%
Longi	138	14%	-	-	-	-	138	4%
Eging	765	76%	-	-	-	-	765	23%
Astronergy	100	10%	-	-	-	-	100	3%
Sungrow	-	-	-	-	622	54%	622	19%
Power Electronics	-	-	-	-	479	42%	479	15%
GAMESA	-	-	-	-	42	4%	42	1%
STi Norland	-	-	281	25%	-	-	281	9%
PV Hardware	-	-	861	75%	-	-	861	26%
<b>TOTAL<sup>(2)</sup></b>	<b>1,002</b>	<b>100%</b>	<b>1,142</b>	<b>100%</b>	<b>1,142</b>	<b>100%</b>	<b>3,286</b>	<b>100%</b>

(1) Total includes the sum of the total MW contracted for each equipment (e.g., for a 100 MW solar PV asset, we will require 100 MW of Modules, 100 MW of trackers and 100 MW of inverters, totalling an amount of 300 MW contracted for such 100 MW solar PV project).

(2) Totals may differ due to rounding effect.

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.

As of the date of this Prospectus, we have not suffered any supply constraints or lack of availability of materials and/or increase in costs of materials due to the political and military events in Ukraine, particularly the ongoing tensions and intermittent warfare between Ukraine and Russia or the global chip supply crisis, but we cannot guarantee we will not be affected in the future by these circumstances. Furthermore, during 2022, inflation and commodity prices have spiralled upwards, affecting raw materials, production and logistic cost. Our internal sourcing costs might significantly impact our internal rate of returns due to higher costs of multiple raw materials (iron, steel, silicon, copper, aluminium, glass or silver) at present and in the future.

## Employees

As of March 31, 2022, we had a total of 158 employees in seven (7) 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 March 31, 2022	As of December 31,		
		2021	2020	2019
Spain .....	105	95	80	61
Chile .....	15	12	12	7
Mexico .....	11	11	11	8
Italy .....	14	13	7	5
United States .....	10	9	4	3
United Kingdom .....	2	2	1	—
France .....	1	1	—	—
<b>Total</b> .....	<b>158</b>	<b>143</b>	<b>115</b>	<b>84</b>
<b>Total average</b> .....	<b>153</b>	<b>137</b>	<b>88</b>	<b>70</b>

Since December 31, 2021 we have increased our workforce to 158 employees. The chart below provides a breakdown of the total number of employees employed by us by geography as of March 31, 2022.

	CEO 1							
Financiación M&A	10							
Desarrollo	1	2	17	7	4	7	5	1
Construcción	0	1	21	3	3	1	2	0
O&M	0	0	10	1	1	1	0	0
Financiero	26							
Legal	7							
Asset Management	6							
IT & Calidad	8							
RRHH & Serv. Central y filiales	12							
<b>Total</b>	<b>158</b>							

Additionally, since March 31, 2022 until the date of this Prospectus, we have increased our workforce to 163 employees, which means an increase in five (5) employees as regards to March 31, 2022.

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, and energy storage. 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” which, in accordance with the Spanish regulations in force, will not require any additional access and connection permit. 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 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 strongly committed to creating a sustainable future with a clean energy model by promoting a low carbon economy and society. 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.

For additional information regarding ESG, see “*Commitment to Best in Class ESG Practices: Sustainability Master Plan.*”

## 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 six virtual servers: access control, login and policy enforcement, back-up (for security copy storage), SMTP Relay and ticketing server 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 (*seguros de caución*), which are the sureties issued by insurance companies.

Our costs for insurance premiums as of and for the financial years ended December 31, 2021, 2020 and 2019 amount to €886 thousand, €511 thousand and €346 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 us or our business (i) a c.€3,000 thousand judicial law suit 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 Opdenenergy's subsidiaries back in 2010 for reinforcement works at the existing electrical substation in Almaraz (Extremadura, Spain); (ii) the law suit 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), (iii) the arbitration proceeding raised by OHL Industrial Chile, S.A. against Eólica La Estrella SpA, before the Arbitration and Mediation Center (Centro de Arbitraje y Mediación) in Santiago (Chile) claiming an amount of c.USD 1,560 thousand retained by Eólica La Estrella SpA due to delay fines, an amount of c.USD 1,022 thousand due to overrun costs in relation to the EPC contract for the construction of the wind farm; an amount of c.USD 306.5 thousand due to extension costs, an amount of c.USD 36.3 thousand due to financial and banking costs; an amount of c.USD 86.9 thousand due to default interests; an amount of c.USD 69.4 thousand due to interests and an amount of c.USD 131.4 thousand due to utilities; for which the arbitrator was already appointed by the parties, the formal claim was submitted by OHL Industrial Chile on May 9, 2022 and Eólica La Estrella SpA has submitted the answer to the claim on June 23, 2022. In its answer, Eólica La Estrella SpA has alleged that the claim filed by OHL Industrial Chile, S.A. does not have legal grounds and thus, shall be dismissed in its entirety. Furthermore, Eólica La Estrella SpA has filed a counterclaim against OHL Industrial Chile, S.A. requesting (a) the enforcement of the contract, including that OHL Industrial Chile, S.L. is made responsible for the overcosts assumed by Eólica La Estrella SpA and (b) the payment of certain amounts; and (iv) the criminal complaint against us and two of our 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 (220 kV and above), distribution and the economic and technical management of the electricity system.
- Non-regulated activities include generation (including renewable generation activities), 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.



Pursuant to Royal Decree-Law 6/2022, all renewable central-government energy projects that have obtained a favorable environmental impact assessment reports (different from the environmental-impact statement (*Declaración de Impacto Ambiental*, “DIA”), explained below) and the developers of which have applied for this simplified proceedings are classified as “urgent” for reasons of public interest resulting in the applicable legal deadlines being shortened to half the term. Please note that this is an exceptional proceeding applicable only to specific projects which meet certain requirements in terms of location, capacity and features of the evacuation capacity. Additionally, the environmental permitting process for renewable energy projects located in low and moderate environmental sensitivity areas will be prioritized.

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 (as amended by Royal Decree-Law 29/2021 of 21 December) provides a set of mandatory deadlines for obtaining all authorizations required to achieve commercial operations for any new generation project. If such mandatory deadlines are not complied with, the validity of the permits will be deemed expired.

	<b>Between December 28, 2013 and December 31, 2017</b>	<b>On or after January 1, 2018</b>
Application for preliminary regulatory approval accepted.....	3 months	6 months
Positive environment impact assessment .....	27 months	31 months
Preliminary regulatory approval ( <i>autorización administrativa previa</i> ) .....	30 months	34 months
Construction permit .....	33 months	37 months
Operating permit.....	5 years	5 years

The time limits stated above from December 28, 2013 onwards, will run from June 25, 2020. 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 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.

The European Union has established a regulatory framework for the European electricity sector until 2030 based on marginal cross-border energy markets. In Spain, where we sell all the electricity we generate through the wholesale market, OMIE (OMI, Polo Español S.A.) is the nominated electricity market operator for managing the Iberian Peninsula (Spain and Portugal) day-ahead and intraday electricity markets, and connecting those wholesale markets to the EU.

We sell all our electricity production (provided that it not covered under a physical PPA) through a representative or market agent (Nexus Energía, S.A.), who trades our energy in OMIE, our final counterparty. Our generation is sell at the day-ahead market, where each day, hourly price (24h) is settled for the next day, according to supply and demand. Thus, the generation we produce at each hour slot is sold at the price the market settled for that slot the previous day.

Pursuant to Royal Decree-Law 17/2021, Royal Decree-Law 23/2021 and Royal Decree-Law 6/2022 a temporary adjustment (clawback mechanism) to reduce the alleged greater remuneration received by the non-greenhouse gas

emitting technology production in the Iberian *pool* as a result of the higher prices due to the increase in natural gas prices used by power generation facilities and taken into account to determine the “market price” was implemented and extended until December 31, 2022 (the Council of Ministers approved on June 25, 2022 to extend the clawback mechanism until December 31, 2022). The Royal Decree-Law 6/2022 exempts from the clawback those PPAs higher than a year provided that they are price-fixed in the event that they have been executed prior to the entry into force of the Royal Decree-Law 6/2022. For those PPAs executed after Royal Decree-Law 6/2022 entered into force, such exemption will only be applicable if the price agreed is fixed and provided that such price does not exceed €67 per MWh. If the agreed price is higher, the reduction will apply to any electricity sold in excess of such amount.

Regarding our business, Belos and Montesol projects (100 MW) are affected by these clawback under Royal Decree-Law 17/2021, Royal Decree-Law 23/2021 and Royal Decree-Law 6/2022, except for the part of their production covered by their respective PPAs (c.70% of their annual P50 production). Until March the total amount of clawback in our projects totals up to € 306 thousand, which is significantly lower than what we have gained with the suspension of the Generation Tax (IVPEE) on the same period (circa € 1,098 thousand).

As for Royal Decree-law 10/2022 previously mentioned, it introduces a progressive price cap to gas price in the Iberian Electricity Market. Starting at 40€/MWh for a 6-month period and then, it will be increased by 5 €/MWh per month until reaching 70 €/MWh at the end of the year during which this measure is in force (until June 14, 2023). This mechanism is applicable for the following facilities in the Iberian facilities provided that such facilities are registered in the Iberian *pool* on the day of settlement: (i) electricity production plants corresponding to natural gas combined cycle power plants; (ii) power plants corresponding to conventional generation technologies that use coal as fuel; (iii) specific cogeneration plants.

With this measure, Portugal and Spanish governments are aiming to lower *pool* prices, which during the first months of 2022 had an average of 219,19€/MWh. This measure will be in force during a period of 12 months (i.e. until June 14, 2023).

These regulatory changes should have no significant impact on our projects, as market prices have been and are expected to be higher than the price curves used in the financial models of our operational projects, hence not affecting the expected return on investment.

- Specific remuneration regime (*régimen retributivo específico*). Royal Decree 413/2014, of 6 June, regulating the activity of production of electricity from renewable energy sources (“**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).

Our projects Fernandina, Miramundo and Zafra resulted awarded with remuneration rights under one of the public auctions. However, it was not expected that these projects, since their development and financing, would receive a specific remuneration as the price curves in their base cases were always above the threshold. In any case, this specific remuneration is not needed to ensure the return of the investment allocated to these projects. As of the date of this Prospectus, these projects have not been applied for the recognition of a specific remuneration regime and it will not be expected that a specific remuneration is applied for.

- 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:
  - 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.

- 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.
- 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).
- 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).

As of the date of this Prospectus we have not been awarded with any specific REER under the auctions but we cannot discard that we participate in future auctions and be awarded with specific REER.

- 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 Iberian *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 Iberian *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.

In June 2021, due to the rising pricing of electricity, the Spanish Government passed an extraordinary measure whereby IVPEE was temporarily suspended. Since then, this suspension was extended by virtue of Royal Decree-Law 17/2021, Royal Decree-Law 29/2021, and, ultimately, by means of the Royal Decree-Law 6/2022, until December 31, 2022 (the Council of Ministers approved on June 25, 2022 to extend the temporary suspension of the IVPEE until December 31, 2022). The positive impact that we had until March due to the suspension of the Generation Tax (IVPEE) amounts to circa € 1,098 thousand.

## 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 (iv) 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 S.p.A. ("**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, issued by the Region or the delegated Province, for plants with a capacity exceeding 50 kW (or 1-20 MW in the event PAS applies); (b) the simplified procedure (PAS, which applies to plants with a capacity of up to 50 kW, or 1 MW, if established by the corresponding Region, or 10-20 depending on the features of the plant and of the areas in which is installed); and (c) if the plant is subject to an environmental-impact assessment ("**EIA**"), the PAUR procedure (which applies to plants with a capacity of up to 10 MW mandatory subject to EIA, covers both the environmental assessment – managed at a regional level – and the construction and operation of the plant authorizations).

Environmental authorizations

- Screening: plants with a power capacity higher than 1 MW up to 10 MW: 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; if the result confirm that the EIA is required, this procedure is managed at Regional level.
- EIA: plants with a power capacity higher than 10 MW, located in protected areas: subject to EIA approval, this procedure is managed at National level (Ministerium of Ecological Transition).
- Plants with a power capacity up to 20 MW, located in "specific areas", without restrictions: are not subject to environmental approval.

**Remuneration scheme**

1. 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.

2. Renewable-energy support schemes. The FER Decree is the main support scheme for renewable-energy plants, including PV plants for the 2019-2021 period (the new one should be issued within the end of June 2022). 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 (waiting that the new Decree will enter into force, those sessions will be increased until the total contingent of capacity is available).
3. 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.
4. 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).
5. 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, synthetic 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.

In addition, it should be noted that our operating PV plants that comprise the Puglia plant benefits from the FiT. Under FiT regulation, the generator receives the FiT tariff and the merchant price (these are not excluding). However, FiT regime may not apply to new projects of renewable energy (only to existing projects), so those projects under our pipeline may benefit from the remuneration schemes listed from (1) to (5) above but not from the FiT regime.

In this regard, 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. In January, the Italian Government introduced clawback measures to the FiT projects (Law Decree 04/2022) which will be in place until December of 2022 (may be extended by 1 year). With this measure, all extraordinary revenues FiT projects were receiving due to the current high *pool* prices, will be deducted from their FiT tariffs. Thus, each zone of Italy distribution grid has a fixed price for their *pool*, and the difference between that fixed price (if positive) and actual price will be discounted from the FiT price. In our projects zone (South Italy) it was defined as 56€/MWh. Even with this measure, our projects have a favourable revenue scheme for their production composed by their FiT tariff (c. 325€/MWh) plus the current *pool* fixed price (56€/MWh).

## The United States

### Introduction

In the United States, energy and electricity generation and interconnection is generally 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 siting, retail commerce and 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 electric utility companies, including solar generation companies and holding companies thereof and (ii) provided for FERC review of the allocation of costs for non-power goods or services between regulated and unregulated affiliates of such companies. Solar generation companies 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"). Holding companies solely of EWGs, QFs and foreign utility companies can also be exempt from these requirements. 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 generally cannot sell directly to retail consumers without becoming a regulated public utility under applicable state law. Their rates for wholesale power sales are subject to FERC regulation under Section 205 of the FPA and they must obtain authorization for such wholesale power sales before making such sales (including for the generation of test energy). As a result, an EWG typically applies for, and FERC typically grants, market-based rate authority, that is, power-marketing rights. 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 typically will be heavily regulated as a public utility. Solar project owners, to the extent possible under the relevant law, typically seek to avoid being regulated as such.

#### Interconnection

Electric 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 interconnections to the transmission system, 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 to permit the interconnection, 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

Solar developers are required to comply with various environmental, health and safety (“EHS”) laws and regulations in the jurisdictions where the solar projects are located. Such laws and regulations may require solar developers to obtain and maintain permits and approvals, undergo environmental review processes, and implement EHS programs and procedures to monitor and control risks associated with the siting, construction, operation, and decommissioning of regulated or permitted solar projects, all of which involve a significant investment of time and resources. Compliance with such laws, regulations, and permit requirements can be costly. The failure to comply with EHS laws and regulations, as well as permit requirements, may result in administrative, civil, and criminal penalties, imposition of investigatory, cleanup, and site restoration costs and liens, denial or revocation of permits or other authorizations, and issuance of injunctions to limit, suspend, or cease operations. In addition, claims by third parties for damages to persons or property, or for injunctive relief, have been brought in the past against owners and operators of renewable energy projects as a result of alleged EHS effects associated with such projects.

The following list provides an overview of the types of federal, state, and local governmental authorizations required to develop and operate solar projects. Depending on the state or locality where the solar asset is located, the solar project may be subject to additional environmental regulations.



- Clean Water Act. Clean Water Act permits for the discharge of dredged or fill material into jurisdictional waters (including wetlands), and for water discharges such as storm water runoff associated with construction activities, may be required. Solar developers may also be required to mitigate any loss of wetland functions and values. Finally, solar developers may be required to follow a variety of best management practices to ensure that water quality is protected and the environmental impacts of the project are minimized (e.g., erosion control measures).
- Environmental Reviews. Solar projects may be subject to federal, state, or local environmental reviews, including under the federal National Environmental Policy Act (“NEPA”), which requires federal agencies to evaluate the environmental effects of all major federal actions affecting the quality of the human environment. The NEPA process, especially if it involves preparing a full Environmental Impact Statement, can be time consuming and expensive. As noted above, solar projects may be subject to similar environmental review requirements at the state and local level in jurisdictions with NEPA equivalents, such as the California Environmental Quality Act in California.
- Threatened, Endangered and Protected Species. Federal agencies considering the permit applications for solar projects are required to consult with the U.S. Fish and Wildlife Service to consider the effect on potentially affected threatened and endangered species and their habitats under the federal Endangered Species Act. Solar projects are also required to comply with the Migratory Bird Treaty Act and the Bald and Golden Eagle Protection Act, which protect migratory birds and bald and golden eagles, respectively. Most states also have similar laws. Federal and state agencies may require solar developers to conduct avian and bat risk assessments prior to issuing permits for solar projects, and may also require ongoing monitoring and mitigation activities or financial compensation.

Management, Disposal, and Remediation of Hazardous Substances. Solar projects and materials handled, stored, or disposed of on solar project properties may be subject to the federal Resource Conservation and Recovery Act, the Toxic Substances Control Act, the Comprehensive Environmental Response, Compensation, and Liability Act (“CERCLA”), and analogous state laws. Environmental liability may arise under CERCLA for contamination that occurred prior to a solar developer’s ownership of or operations at a particular site. Solar developers could be responsible for the costs of investigation and cleanup, and for any related liabilities, including claims for damage to property, persons, or natural resources. Such responsibility may arise even if the solar developer was not at fault and did not cause, or was not aware of, the contamination. To limit exposure to such environmental liability related to the land where a solar project is constructed, a solar developer may, prior to executing a lease or purchase agreement for the property, commission an environmental site assessment (that is, a Phase I Environmental Site Assessment). That Phase I Environmental Site Assessment is a necessary, but not sufficient, requirement if the solar developer plans to attempt to take advantage of the bona fide prospective purchaser defence against CERCLA liability. Renewable Energy Certificates.

### **Remuneration**

Solar generation companies in the United States typically receive the following revenue streams: (i) the sale of electric energy, (ii) capacity, (iii) ancillary services and (iv) Renewable Energy Certificates (“RECs”). The attributes mentioned before could be bundled or unbundled when the IPP signs a PPA with the offtaker.

Opdenergy focuses primarily on Utility Scale projects, typically projects larger than 5MW. Within the Utility Scale projects we can differentiate between the following depending on the distribution system used for delivering energy of the project:

- **Transmission Projects**: Projects connected to the Regional Transmission Organizations (“RTO”) and where you may receive revenues from all streams abovementioned. OPDE’s PPAs have all bundled in one agreed price. Depending on if the project is in a Regulated or Non-Regulated State we have the following options to sell the attributes mentioned before:
  - **Regulated State**: The IPP must deliver the power to the RTO, however, depending on if the attributes are bundled or unbundled we have two options:
    - PPA with the Transmission owner (“TO”) (bundled or unbundled)
    - IPP can sell the RECs to a third party and deliver all the other attributes to the TO
  - **Non-Regulated State**: The IPP has two options to sell the attributes:
    - Through a PPA with the TO

- Through a PPA with any public or private offtaker
- **Distribution Projects:** Revenue streams are the same than those for transmissions projects, however projects between 1-5MW have difficulties to unbundle the different revenue streams within PPAs. Depending on if the project is in a Regulated or Non-Regulated State, we have the following options to sell the attributes mentioned before:
  - **Regulated State:** the IPP must sign a PPA with the distribution owner.
  - **Non-Regulated State:** The IPP may sell the different revenue streams through a PPA with the distribution owner or through a PPA with any offtaker.

Additional to Utility Scale projects we may find the following:

- **Community Solar Projects.** Which have two different revenue streams:
  - State regulated tariffs, such as the New York State Public Service Commission's Value of Distributed Energy Resources mechanism for 25 years.
  - On the top of this fixed compensation, project owners are required to find off-takers.
- **Distributed Generation Projects:** Retribution is through PPA's with municipalities or business owners.
- **Residential Projects.** Retribution is through a billing mechanism that credits solar energy system owners for the remaining electricity they add to the grid after their own home consumption.

Within the non-utility scale projects the Group has some identified opportunities on community sale projects.

#### 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 analysed.

## 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. The below description applies to both PV and wind energy.

### 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 23 kV 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.

#### 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.

#### 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. This applies to La Estrella and Sol de los Andes projects and those projects that were awarded in the 2021 Chilean auction with two separate offers amounting to a total of 819 GWh/year for 15 years starting on January 2026 (including Changos and Ancud).
- 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. This applies to La Estrella and Sol de los Andes projects and those projects that were awarded in the 2021 Chilean auction with two separate offers amounting to a total of 819 GWh/year for 15 years starting on January 2026 (including Changos and Ancud).
- 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. This applies to Lingue, Los Magnolios and Llay-Llay projects.

#### **Public Tenders**

Public tenders refers to production. They tender that a production is acquired by distributors through the execution of PPAs and each generator is able to decide with what capacity it covers such production, which will entail a percentage of the capacity of the awarded plant. The last tender, from 2021, awarded a total of 2,310 GWh/year from January 1, 2026 to December 31, 2040. Also, on February 8, 2022 the CNE started a new tender process for a total of 5,250 GWh/year for the period from January 1, 2027 to December 31, 2041, with July 1, 2022 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.

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. These amparo proceedings are still ongoing and pending of a final decision by the Mexican Supreme Court and therefore the effects of the suspension are still applicable.

### 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.

#### Remuneration Scheme

- Wholesale energy market: the Mexican electricity market is wholesale in nature. Qualified users who demand more than 1 MW and qualified suppliers and generators with power assets greater than 0.5 MW are allowed to participate in this market. The price determination system is marginalist, meaning that the last generation plant to deliver electricity to the system is the one that determines the price to be paid to all other plants that have generated to satisfy the demand in a determined hour. At each hour the demand will be satisfied by an economic merit system of dispatch, meaning that the order of dispatch of the generation plants is carried out based on their variable costs of generation. The market is expressed in MXN. Likewise, the system is multi-nodal, so generators are encouraged to install new plants in nodes with less congestion and greater demand.
- Long-term auctions: the Electricity Industry law provides the option to basic service suppliers (mainly state-owned CFE) of acquiring energy through long-term PPA auctions organized by the National Energy Center. However, the call for these auctions has been paralyzed since the entry of the current Federal Government. The PPAs through long-term auctions has a financial nature, and they are indexed to USD with 15 and 20-year tenors, depending on the product to be sold (energy or Clean Energy Certificates).
- Private PPAs: there is the possibility of signing bilateral PPAs with qualified service suppliers or qualified users participating in the market. Bilateral contracts commonly signed are synthetic PPAs.
- Renewable energy incentives - Clean Energy Certificates (CEL): Qualified users are required to purchase a certain percentage of clean energy. This obligation is met through the purchase of CEL (1 CEL = 1 MWh). This obligation generates an (OTC) transaction market for CELs. Clean energy generators certify their clean energy generation through the Energy Regulatory Commission (CRE). Once these CELs have been accredited by the CRE, they can be sold by their owners to qualified users or suppliers, or CFE Basic Services Supplier, in case the CEL producer has signed a long term PPA with CFE.

#### 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. All of our projects are protected by these *amparo* proceedings as we have also challenged the modified LIE before the federal courts.

In this sense, certain senators promoted an action of unconstitutionality against the amendments of the LIE, although this action did not succeed as it was not approved by the qualified majority of the Mexican Supreme Court, as required.

On April 18, 2022, the Federal Government proposed an electrical reform project affecting the Mexican Constitution and aimed at strengthening the position of the Mexican CFE, but this proposal was rejected by the Mexican Congress (as it did not reach a qualified majority).

## 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 is the regulator for electricity (and gas) markets in Great Britain. Its primary responsibility is to implement government policy and to ensure that the electricity market works in the interests of consumers.

### Overview of permits, licenses and authorizations

- Generation, Transmission, Distribution and Supply Licenses: these licenses issued by OFGEM 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 100 MW and does not provide electrical power of more than 50 MW), 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 of 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. Generation projects with a capacity of less than 50 MW are treated under the Town & Country Planning Act 1990 and the ones with a capacity of over 50 MW are considered a nationally significant infrastructure project (NSIP). 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 neighbour 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 5 MW) 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 >5 MW 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 (fifth) CfD auction round is scheduled for March 2023 and auctions will take place every year.
- **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 Zarządca Rozliczeń 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, archaeological 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. The Multiannual Energy Programmes (PPE), is the tool for monitoring energy policy and fixing the objectives in term of development.

### 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 with controlled tariffs.
- 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 representing only 5% of the metropolitan grid 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 0.25 MWp 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 100 kWc for roof integrated solar farms, a complementary remuneration contract is possible during 20 years, subject to a Ministerial Decree dated May 9, 2017.
- From 100 kWc to 500 kWc, since 9 October 2021, an official order has repealed the previous operation modifying the thresholds of the open counter to see it extended to the largest number of solar producers. It is now open to installations of up to 500 kWc. The operation of the regulated tariffs (CRE) is maintained with the addition of new feed-in tariffs.
- Above 500 kWc 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.



## **Colombia**

### **Overview and authorities**

The Colombian regulatory regime is characterized for providing a transparent and stable market-driven framework that establishes, among other things, limits to vertical integration and a multidisciplinary regulation of utilities. The main authority in charge of the energy policy in Colombia is the Ministry of Mines and Energy (Minenergia).

### **Legal framework and remuneration**

Since 2014, many tax incentives have been implemented to promote investment in renewables. Even though foreign investors may face certain restrictions when it comes to taking advantage of some of these measures, investment in the renewable energy sector may benefit from VAT exemptions, income tax deduction (i.e. 50% income tax deduction on the value of investments up to 50% taxable income for up to 5 years) and the possibility to apply accelerated depreciation methods, amongst others.

Furthermore, Law 1995 of 25 May, 2019 aims to support the development of unconventional renewables (such as solar and wind) by establishing favourable rules such as extending the income tax incentive from 5 to 15 years or imposing an obligation to power trading companies to purchase at least 10% of their energy from unconventional sources of renewable energy through long-term contracts. As a way of an example, the first long-term power auction with 1.3 GW wind and solar capacity took place in 2019. Furthermore, in 2021 there was another renewable power auction for solar as sole technology where c.0.8 GW was awarded with CODs by January 2023. Additionally, in recent months different private energy sale auctions have been organized by private trading companies, assigning several long-term PPAs.

## REASONS FOR THE OFFERING AND USE OF PROCEEDS

### Execution of the 2025 Target

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 €200 million from the issue and subscription of the New Offered Shares in the Offering (assuming that the Over-Allotment Option is not exercised), which will be fully deployed (net of the Offering expenses) to pursue the Company's 2025 Target of reaching 3.3 GW of gross capacity in operation and Under Construction.

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 its 2025 Target. The remaining equity portion will be funded with the Company's own funds, raised from the Bruc Transaction, other asset sales or funds raised from other third parties (although we do not expect to sell any assets apart from those to be transferred in the context of the Bruc Transaction, until the Bruc Transaction is fully completed).

Based on our experience and considering the expected average total uses required for completing our Under Construction and Pre-Construction assets which amount to c. €700,000 per solar PV MW, and €1,400,000 per onshore wind MW, amount to an average of c. €750,000 per MW considering the split of 93% solar capacity and 7% onshore wind capacity within the Under Construction and Pre-Construction. Within the total uses expressed before we include the capex required for the assets (EPC, Equipment, BOP), common interconnection facilities, taxes, financial costs, development costs, land leases during construction, amongst others.

We estimate that in order to reach our 2025 Target, and taking into consideration the abovementioned average total uses of c.€750,000 per MW and the need to add 2,716 MW to the already operating 584 MW to reach the 2025 Target the total expansion funds requirements would amount to approximately €2,037 million. We expect this new capacity will be executed through the completion of 1,002 MW currently Under Construction, the execution of the 783MW in Pre-Construction and a further 931 MW which will come from the Advanced Stage projects and/or the Early Stage projects. 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 €1,426 million and the equity funds requirements would amount to approximately €611 million.

The net proceeds of the Offering of approximately €190 million would permit the funding of a substantial portion (approximately c. 31%) of the aforementioned total expansion equity funds requirements. The balance of approximately €421 million, which represents c.69% 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 €190,000 thousand) which as of June 30, 2022 amounts to approximately €39,796 thousand<sup>31</sup>;
- the estimated free cash flows after debt service which the Company expects to generate with its existing portfolio of renewable energy plants and pipeline projects as they progressively achieve COD during the next three years (as of the date of this Prospectus, only our operating assets which represent c. 584 MW of gross capacity have reached COD, for further details regarding our assets in Under Construction, Pre-Construction and Advanced Stage, see "*Business -Portfolio*" and "*Business -Pipeline*");
- 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. In respect of corporate financing, we highlight such amount of the 2022 Notes that will be available for disbursement after the refinancing of the 2021 Notes (c. €106,300 thousand). However, we may not guarantee that the first issue or the subsequent issues may finally take place at all or take place in its entirety in which case it would impact the development and execution of the 2025 Target; and
- the expected cash amount to be received from our selective asset rotation of projects under development at a RtB status, such as the Bruc Transaction (which, under certain assumptions, amounts to €116,679 thousand –see "*Material*

<sup>31</sup> This figure has not been audited or reviewed by the statutory auditors.

*Contracts –The Bruc Transaction*”), including the possibility of minority stake disposals. Asset rotation is expected to be a complementary activity to the energy sale business and, as such, to represent only an alternative source to raise funds for the Group to meet our expansion fund requirements and optimize our portfolio. In particular, we aim to maintain a certain level of asset rotation (beyond the already committed sale under the Bruc Transaction), targeting to sell on average between 150-250 MW/year of assets under development, expected to be sold at RtB, after the Bruc Transaction has been completed. Nevertheless, we do not expect to sell any assets apart from those to be transferred in the context of the Bruc Transaction, until the Bruc Transaction is fully completed.

As regards the expansion project financing requirements, which would amount to approximately €1,426 million, the Company expects to fund them 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 types of assets.

Within this project finance we include the BBVA Project Financing currently under negotiation for an amount of €300 million to fund 605 MW currently Under Construction, as well as the financing under the ING Mandate, which is also under negotiation and expected to be closed during the month of July 2022, for an amount of €93 million to finance a further 167 MW Under Construction. As of the date of this Prospectus, we expect the Company’s Pre-Construction and Advanced Stage projects will have favourable access to this type of financing. Nevertheless, we may not assure that we will: (i) sign the BBVA Project Financing; or (ii) close the financing under the ING Mandate in the terms mentioned in this Prospectus, within the timeframe expected or even close such financings at all, in which case these would impact the development and execution of the 2025 Target.

Regarding the capacity of our Advanced Stage projects and the rest of the pipeline not foreseen under our 2025 Target, we have no funding in place as of the date of this Prospectus to develop them. In order to fully develop any of these projects when they reach RtB status, we will have to assess and look for additional fund sources (whether in the form of financing or equity) apart from our available funds at the time.

#### **Other reasons for the Offering**

The Offering is 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 Opdenenergy access additional and more diversified sources of capital for future investments.

In respect of the liquidity of the Offered Shares, we may not comply with 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) and might have to request the exemption set out in article 9.7 of Royal Decree 1310/2005, of November 4. In this scenario, the Company undertakes to subscribe a liquidity agreement to enhance the liquidity of the Offered Shares in accordance with the CNMV Circular 1/2017.

Additionally, this initial public 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.

Becoming a publicly listed company will 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 Incentive Plan (LTIP)*”), 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 maximum fees and expenses payable by the Company and the Selling Shareholders in connection with the Offering and the Admission amount to approximately €9,969 thousand and €820 thousand (excluding applicable VAT), respectively, assuming that (i) the Company raises gross proceeds of approximately €200,000 thousand in the Offering (ii) the Employees Sub-Tranche is fully unsubscribed (and thus the Qualified Investors Tranche is increased accordingly leading to an increase in the Underwriters’ fees); (iii) the gross proceeds related to the investment of the chief executive officer and such members of the Senior Management are excluded for the purposes of calculating the fees of the Underwriters; (iv) the Over-allotment Option is entirely exercised; and (v) the commissions to the Managers are paid in full in accordance with the terms set out under the Underwriting and Placement Agreement (see “*Plan of Distribution -The Underwriting and Placement Agreement*”).

As the Company expects to pay the amount of fees and expenses indicated above, the Company expects to raise net proceeds of approximately €190,000 thousand through the issue of the New Offered Shares in the Offering.

## DIVIDEND POLICY

### Dividends and Dividend Policy

In the near term, Opdenenergy intends to devote its generated cash flows to continue growing its business and executing its business plan to pursue the Company's 2025 Target. Opdenenergy 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), compliance with covenants in debt instruments such as our project-level financing and our 2021 Notes and 2022 Notes (which 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 Opdenenergy's bylaws. For additional information, see "Description of Share Capital—Dividend and Liquidation Rights".

### Dividend Distribution per Share for each Financial Period 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 three-month period ended March 31, 2022 and for the financial years ended December 31, 2021, 2020 and 2019.

	Dividends (in euros)			
	For the three-month period ended March 31, 2022	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2019
Dividend.....	700,000 <sup>(1)</sup>	2,800,000 <sup>(2)</sup>	2,800,000 <sup>(3)</sup>	2,800,000 <sup>(4)</sup>
Dividend per share .....	0.006	0.026	0.026	0.026

(1) Charged to unrestricted reserves.

(2) Charged to unrestricted reserves.

(3) The General Shareholders' Meeting approved two dividends: (i) €1,400 thousand out of the profit for the year ended December 31, 2020; and (ii) €1,400 thousand charged to unrestricted reserves.

(4) Out of the profit for the year ended December 31, 2019.

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.

Opdenenergy'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 the Group is also subject to our 2022 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. In addition, the Company is subject to certain restrictions on dividend distributions under the 2022 Notes. 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", "Operating and

*Financial Review—Liquidity and Financial Resources—Indebtedness—Project debt” and “Operating and Financial Review—Liquidity and Financial Resources—Indebtedness—Corporate financing debt—2022 Notes”.*

### **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). As of December 31, 2021 and as of March 31, 2022, the balance of our legal reserve was €602 thousand, which represents more than 20% of the Company's issued share capital as of the date of this Prospectus.

After Admission, the Company expects to contribute to the legal reserves in the terms and conditions set out above to reach the corresponding new minimum required since the Company's issued share capital will be increased by the relevant share capital increases.

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.

## CAPITALIZATION AND INDEBTEDNESS

The following section presents the consolidated statement of capitalization and statement of indebtedness of the Company as of certain dates. 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<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.

The Company has taken into consideration the business plan of the Group (i.e., 2025 Target) and that as of March 31, 2022 the Working Capital<sup>(APM)</sup> was negative.

### Capitalization and Indebtedness

The following tables set forth (i) the Company’s consolidated capitalization and indebtedness as of December 31, 2021; (ii) the Company’s consolidated capitalization and indebtedness as of April 30, 2022; and (iii) the adjustments to the Company’s consolidated capitalization and indebtedness as of April 30, 2022 to reflect the estimated approximate net proceeds of the Offering (with the assumptions included under “Plan of Distribution—Expenses”). The expected use of the net proceeds of the Offering is not reflected below.

#### Statement of Capitalization

	As of December 31, 2021	As of April 30, 2022	Net proceeds of the Offering adjustments <sup>(11)</sup>	After the Offering adjustments
	audited		unaudited	
	(in thousands of euros)			
<b>Total current debt</b> (including current portion of non-current debt)	<b>46,877</b>	<b>48,944</b>	-	<b>48,944</b>
– Guaranteed <sup>(1)</sup>	-	583	-	583
– Secured <sup>(2)</sup>	46,843	48,089	-	48,089
o Project finance debt	12,933	15,204	-	15,204
o Leases liabilities	11,019 <sup>(10)</sup>	11,253	-	11,253
o Derivatives <sup>(3)</sup>	22,891	21,632	-	21,632
– Unguaranteed / unsecured <sup>(4)</sup>	34	272	-	272
<b>Total non-current debt</b> (excluding current portion of non-current debt):	<b>443,305</b>	<b>593,017</b>	-	<b>593,017</b>
– Guaranteed <sup>(5)</sup>	137,550	138,046	-	138,046
– Secured <sup>(6)</sup>	305,755	454,971	-	454,971
o Project finance debt	228,571	234,047	-	234,047
o Leases liabilities	33,404	38,103	-	38,103
o Derivatives	43,780	182,821	-	182,821
– Unguaranteed / unsecured	-	-	-	-
<b>Shareholder equity</b>	<b>78,401</b>	<b>59,071</b>	<b>190,032</b>	<b>249,103<sup>(9)</sup></b>
– Share capital	2,118	2,118	788	2,906
– Legal reserve(s)	602	602	-	602
– Other reserves	75,681	56,351 <sup>(7)</sup>	189,244	245,495 <sup>(9)</sup>
<b>Total</b>	<b>568,583</b>	<b>701,032<sup>(8)</sup></b>	<b>190,032</b>	<b>891,064</b>

(1) Includes our current debt instruments and other marketable securities which are guaranteed and assumed by a third party in the event the issuer defaults. In particular, the payment of the principal and interest in respect of the 2021 Notes and all other moneys payable by the issuer (Opdenergy, S.A.U.) under or pursuant to the relevant finance documents has been unconditionally and irrevocably guaranteed by the Company as guarantor of the bonds. The Company’s obligations as guarantor are continuing and shall remain in full force and effect by way of continuing security until no sum remains payable under the relevant finance documents.

- (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 our 2021 Audited Consolidated Annual Accounts). The undiscounted amount of our lease liabilities was €74,060 thousand as of December 31, 2021 (see Note 9 to our 2021 Audited Consolidated Annual Accounts) and €81,117 thousand as of April 30, 2022.
- (3) Derivatives have been included for the purposes of the compliance with the ESMA guidelines, although the derivatives are not exigible. The total exigible (excluding the derivatives) amount to €501,912 thousand as of December 31, 2022 and €496,677 as of April 30, 2022.
- (4) Includes our current borrowings from credit institutions (mainly drawdowns from reverse factoring (confirming) facilities with credit institutions) and our current other financial liabilities.
- (5) Includes our non-current debt instruments and other marketable securities which are guaranteed and assumed by a third party in the event the issuer defaults. In particular, the payment of the principal and interest in respect of the 2021 Notes and all other moneys payable by the issuer (Opdenergy, S.A.U.) under or pursuant to the relevant finance documents has been unconditionally and irrevocably guaranteed by the Company as guarantor of the bonds. The Company's obligations as guarantor are continuing and shall remain in full force and effect by way of continuing security until no sum remains payable under the relevant finance documents
- (6) Includes the portion of our non-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 our 2021 Audited Consolidated Annual Accounts). The undiscounted amount of our lease liabilities is €74,060 thousand (see Note 9 to our 2021 Audited Consolidated Annual Accounts) as of December 31, 2021 and €81,117 thousand as of April 30, 2022.
- (7) From December 31, 2021 to April 30, 2022, the decrease of approximately €19,330 thousand is mainly due to the distribution of dividends for an amount of €700 thousand and appropriation of the negative result of the 2021 year for an amount of €17,792 thousand to the negative results of previous years.
- (8) From December 31, 2021 to April 30, 2022, the increase of approximately €132,449 thousand is mainly due to the variation of the fair value of the Derivatives and the increase in the project finance debt and in the lease liabilities.
- (9) Adjustments are calculated under the assumption that (i) the Company raises gross proceeds of approximately €200,000 thousand in the Offering, (ii) the Offering expenses (€9,968 thousand) 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.
- (10) This figure is the sum of (i) current lease liabilities; and (ii) current lease liabilities associated with renewable energy plants.
- (11) Adjustments are calculated under the assumption that (i) the Company raises gross proceeds of approximately €200,000 thousand in the Offering, (ii) the Offering expenses (€9,968 thousand) 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, 2021	As of April 30, 2022	Net proceeds of the Offering adjustments <sup>(8)</sup>	After the Offering adjustments
	audited		unaudited	
	(in thousands of euros)			
A Cash <sup>(1)</sup>	99,575	76,988 <sup>(7)</sup>	190,032	267,020
- Non-restricted cash	62,269	45,071	190,032	235,103
- Restricted cash	37,306	31,917	-	31,917
B Cash equivalents	-	-	-	-
C Other current financial assets <sup>(2)</sup>	485	507	-	507
<b>D Liquidity (A + B + C)</b>	<b>100,060</b>	<b>77,495</b>	<b>190,032</b>	<b>267,527</b>
E Current financial debt (including debt instruments, but excluding current portion of non-current financial debt) <sup>(3)</sup>	35,858	37,108	-	37,108
F Current portion of non-current financial debt <sup>(4)</sup>	11,019	11,836	-	11,836
<b>G Current financial indebtedness (E + F)</b>	<b>46,877</b>	<b>48,944</b>	<b>-</b>	<b>48,944</b>
<b>H Net current financial indebtedness (G - D)</b>	<b>(53,183)</b>	<b>(28,551)</b>	<b>(190,032)</b>	<b>(218,583)</b>
I Non-current financial debt (excluding current portion and debt instruments) <sup>(5)</sup>	305,755	454,971	-	454,971
J Debt instruments <sup>(6)</sup>	137,550	138,046	-	138,046



K	Non-current trade and other payables	-	-	-	-
L	<b>Non-current financial indebtedness (I + J + K)</b>	<b>443,305</b>	<b>593,017</b>	<b>-</b>	<b>593,017</b>
M	<b>Total financial indebtedness (H + L)</b>	<b>390,122</b>	<b>564,466</b>	<b>(190,032)</b>	<b>374,434</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), the derivatives 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 our 2021 Audited Consolidated Annual Accounts). The undiscounted amount of our lease liabilities was €74,060 thousand as of December 31, 2021 (see Note 9 to our 2021 Audited Consolidated Annual Accounts) and €81,117 thousand as of April 30, 2022.
- (5) Includes the portion of our non-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) and the derivatives. 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 our 2021 Audited Consolidated Annual Accounts). The undiscounted amount of our lease liabilities was €74,060 thousand as of December 31, 2021 (see Note 9 to our 2021 Audited Consolidated Annual Accounts) and €81,117 thousand as of April 30, 2022.
- (6) Includes our non-current debt instruments and other marketable securities (the principal amount under the 2021 Notes issued by a subsidiary and guaranteed by the Company).
- (7) From December 31, 2021 to April 30, 2022, the decrease of approximately €22,587 thousand in our cash results from the investments made on the projects that are under development and construction.
- (8) Adjustments are calculated under the assumption that (i) the Company raises gross proceeds of approximately €200,000 thousand in the Offering, (ii) the Offering expenses (€9,968 thousand) 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.

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 €73,600 thousand, CLP 7,353 million (equivalent to €7,600 thousand) and USD 45,800 thousand (equivalent to €40,400 thousand) as of December 31, 2021, and €67,414 thousand, CLP 6,861,010 thousand (equivalent to €7,631 thousand), USD 51,747 thousand (equivalent to € 49,096 thousand) as of April 30, 2022 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. On another note, the guarantees provided by the Group are mostly guarantees given for the interconnection rights acquired, common energy evacuation infrastructures, PPA contracts for their connection on time and for turnkey contracts, which would mainly be executed due to non-compliance with the execution dates of the different projects. Nevertheless, the Group considers that these situations are not common and are not expected to occur, and therefore the liabilities that could arise from the guarantees provided would not be material. The total amount of these guarantees amounts to €18,520 thousand as of April 30, 2022 and €18,723 thousand as of December 31, 2021.

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 €617 thousand as of December 31, 2021 and €617 thousand as of April 30, 2022.

See Note 21 to our 2021 Audited Consolidated Annual Accounts.

## 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 and the March 2022 Unaudited Interim Condensed Consolidated Financial Statements. This discussion should also be read in conjunction with “Presentation of Financial Information and Other Important Notices”.*

*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, we have a portfolio of operating, Under Construction and Pre-Construction renewable energy plants with a gross installed capacity of c.2.4 GW, of which c.783 MW correspond to our Pre-Construction assets. Our operating and Under Construction plants include 34<sup>32</sup> solar photovoltaic (“PV”) plants and one onshore wind plant, with an aggregate gross installed capacity of c.1,586 MW (including plants in respect of which we own non-controlling interests) and an attributable installed capacity of c.1,470.39 MW. As of the date of this Prospectus, c.902 MW correspond to 20 wholly-owned solar PV plants located in Spain and c.100 MW correspond to one solar PV plant located in the USA which are Under Construction and the remaining gross installed capacity of c.584 MW (c.468.3 MW on an attributable basis) correspond to operating plants. For additional information on our renewable energy plants, see “Business—Portfolio”.

### Trend Information

As of the date of this Prospectus, the main recent trends in the Group’s business and financial performance since December 31, 2021, until the date of this Prospectus are as follows:

- In terms of production and sales, the energy produced by the Group’s operating portfolio for the first five months of 2022, was 488.478MWh, which represents an increase of 36% from the 359.869MWh generated during the same period of 2021, mainly attributable to the addition of Sol de los Andes in Chile with 104MW of installed capacity since last year. The energy sales for the five-month period as of May 31, 2022, amounted to €17,269 thousand, which represents an increase of 68% from the sales during the same period last year. Availabilities and load factors of plants in operation during the first quarter of 2021 were generally in line with the Group’s expectations.

During the first five months of the year 2022 we have obtained a substantial amount of permitting which has enabled us to increase the Under Construction assets in Spain and the USA to the current Under Construction portfolio of 1,002MW. Furthermore, we have compromised most of the equipment necessary for such constructions as well as some equipment for the pre-construction assets.

- In terms of financing, (i) we have raised commercial papers under the MARF Program for an amount of €7,000 thousand; (ii) we have signed an arrangement facility for the issue of the 2022 Notes for the purposes of, amongst others, redeem the 2021 Notes; (iii) we have signed the ING Mandate for an amount of €93 million to finance a further 167 MW Under Construction (the financing under the ING Mandate is under negotiation and expected to be closed during the month of July 2022); and (iv) we are currently negotiating the BBVA Project Financing for an amount of €300 million to fund 605 MW currently Under Construction.

There is no available information regarding changes in the financial situation and business trends since the date of the most recent financial information that has not been explained in the Prospectus.

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<sup>32</sup> One of these 34 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.

## Key Factors Affecting the Comparability of Our Financial Condition and Results of Operations

Set forth below are certain key factors that affect the comparability of our results of operations mainly connected to our ongoing transformation into a large-scale IPP in Europe, the United States and Latam as well as the constant change in perimeter of our portfolio of Renewable Energy Plants.

### ***Changes in accounting of the renewable energy plants as a result of the change in our strategy.***

During the fiscal year 2021, we changed our asset turnover strategy. Until the fiscal year ended December 31 2020, we pursued a strategy of high asset turnover by selling in the short term most of the renewable energy plants we developed and built, keeping minority stakes in some cases. As of the date of this Prospectus and going forward, we intend to retain the ownership of a large part of the renewable energy parks we develop and build, so the assets we put into operation will not be systematically earmarked for sale.

Until December 31, 2021, the renewable energy plants were classified as 'Finished goods' during the first six months in operation and were not depreciated for accounting purposes; such plants were reclassified to 'Property, plant and equipment' after the first six months in operation and starting depreciating since the moment of the reclassification. As a result of the change in the turnover strategy, the renewable energy plants in operation are classified as "Property, Plant and Equipment" and start depreciating since the moment they start their operations. Therefore, the main impact in our profit and loss statement resulting from this reclassification relates to the prospective depreciation of the assets in operation. In particular, as a result of the change in the turnover strategy, the renewable energy plants which were classified as "Finished goods" as of December 31, 2020 are now reclassified as "Property, plant and equipment" as of December 31, 2021 and correspond to El Muelle, Los Belos and Montesol solar PV plants and amount to €75,362 thousand (see Note 7 of the 2021 Consolidated Financial Statements).

The change in the turnover strategy also affects the projects that are under development and construction. Since January 1, 2021, the costs incurred in the development and construction of certain plants which are still under construction in their initial design, development and construction phases and which will be operated by the Group once they are commissioned are included under "Property, plant and equipment in the course of construction". These costs were classified under 'Inventories – Work in progress' as of December 31, 2020 and amount to €97,018 thousand (see Note 7 of the Consolidated Financial Statements).

We classify as "Inventories" the renewable energy plants and civil works of the renewable energy plants intended for sale as part of the asset rotation. As of December 31, 2021, the only plants and equipment registered under "Inventories – Work in progress" are the plants under development, to be sold under the Bruc Transaction.

Moreover, starting from the financial year ended December 31, 2021, the financing agreements associated with these plants have been reclassified in accordance with their contractual maturity, as either long-term or short-term debt, while previously such financings were classified as short-term debt irrespective of their respective contractual maturity, since 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, Under Construction or Pre-Construction***

The number of renewable energy plants in operation, Under Construction or Pre-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.

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 2021 and 2020 were significantly affected by the 2021 Marguerite Transaction and the Riverstone Transaction (each as defined in "Material Contracts"), respectively.

<b>Portfolio (MW)</b>	<b>31/12/2021</b>	<b>30/06/2022</b>
Operating	479	584
Under Construction	146	1,002
Pre-Construction	1,424	783
<b>Total Portfolio (Gross Capacity)</b>	<b>2,049</b>	<b>2,368</b>
Operating	364.1	468
Under Construction	146	1,002
Pre-Construction	1,424	783

<b>Total Portfolio (Attributable Capacity<sup>33</sup>)</b>	<b>1,933</b>	<b>2,253</b>
<b>Plants (# assets)</b>		
Operating	<b>13</b>	<b>14</b>
- Solar	12	13
- Wind	1	1
Under Construction	<b>2</b>	<b>21</b>
- Solar	2	21
- Wind	-	-
Pre-Construction	<b>27</b>	<b>9</b>
- Solar	27	8
- Wind		1
<b>Total plants</b>	<b>42</b>	<b>44</b>

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 2019 Marguerite Transaction (we bought such stakes through the 2021 Marguerite Transaction).

In the Riverstone Transaction, on December 31, 2019 we entered into an agreement for the sale of an 100% interest in our Andalucía and Aguascalientes solar PV plants in Mexico to Riverstone (with an undertaking that Otras Producciones de Energía Fotovoltaica, S.L. had to acquire 20% in A2 Renovables LP, holder of 100% of the ownership interests in the Riverstone SPVs) and such sale was completed on June 29, 2020. 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 and 10 to our 2021 Audited Consolidated Annual Accounts. For additional information on the Riverstone Transaction, see “*Material Contracts*”.

In the 2019 Marguerite Transaction, 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 2019 Marguerite Transaction 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 2019 Marguerite Transaction, see “*Material Contracts*”.

In March 2021, we completed the 2021 Marguerite Transaction, pursuant to which we acquired from Marguerite their 80% stake in the companies that own La Fernandina, Zafra and Miramundo. For additional information on the impact of the 2021 Marguerite Transactions on our results of operations, see Notes 3.1.c, 10 and 19 to our 2021 Audited Consolidated Annual Accounts and “*Material Contracts—Marguerite Transaction*”.

<sup>33</sup> Our attributable capacity differs due to our 20% stake in the Mexican assets through a partnership with Riverstone, which owns the remaining 80%.

As a result of the 2021 Marguerite Transaction, La Fernandina, Zafra and Miramundo were fully consolidated at the date of the business combination. Assets and liabilities arising from the business combination were recorded at their fair values, although some of them coincided with the previous carrying amounts of the acquired business. Our management determined that the additional value paid on the acquisition of the La Fernandina, Zafra and Miramundo corresponded to the fair value of the Fernandina, Zafra and Miramundo plants in the amount of €10,962 thousand, the average useful life of which has been estimated at 30 years. In accordance with IAS 12, this increase in value has generated a deferred tax liability of €2,643 thousand. The goodwill obtained from this transaction amounted to €2,643 thousand. The impact on our results derived from the revaluation of the interest previously held by the Group in these companies amounted to €389 thousand and was recognised under "Impairment and gains or losses on disposals of financial instruments" in the 2021 Consolidated Income Statement.

In August 2021, we entered into an agreement with Bruc for the sale of a Spanish solar PV portfolio comprised of 20 assets amounting to 1,101 MW which we will continue to develop until the RtB phase of all such assets is reached. Each of these assets is recognized under "Inventories". The transfer of the shares of the Bruc SPVs to Bruc Energy will be effective, in respect of each Bruc SPV, upon completion of certain conditions precedent (such as the DIA CP, as defined in "*Material Contracts*") which the Company expects to take place during the second half of 2022 and the first half of 2023. For further information, see "*Material Contracts —Bruc Transaction*".

In addition to the Bruc Transaction, under the Franklin Transaction we carried out the sale of a 90 MW solar PV asset at RtB stage in the US with an awarded PPA signed with TVA (US IG Utility off-taker). At the closing date (i.e., October 7, 2021), the developments carried out at this plant were recorded under "Inventories" in the consolidated balance sheet in the amount of €9,531 thousand. As of December 31, 2021, the full amount of the sale has been collected by the Group, with the exception of €1,104 thousand which will be collected on the date of first energy discharge or, in any case, on 15 December 2022. Accordingly, at December 31, 2021 the Group has recognised a receivable of €1,104 thousand under "Trade receivables for sales and services" in the consolidated balance sheet. Upon closing of the Franklin Transaction, the Group recognized an amount of €9,490 thousand of income under "Revenue" in the consolidated statement of profit or loss. This amount represents the sum of the sale prices together with the amount of net debt associated with each of these plants. Accordingly, inventories were reduced by €9,458 thousand under "Changes in inventories of finished goods and work in progress" in the consolidated statement of profit or loss. The Franklin Transaction had a net impact of the remaining €32 thousand in our results for the year ended December 31, 2021.

Finally, 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.

For additional information regarding the targets 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.

### **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, the United States and Latam.

#### *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 and 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 their ownership stake.
- **Break-down of plants in operation vs. plants Under Construction.** Project construction is capital intensive. Although capital expenditure and other expenses, which include engineering, procurement and construction costs, equipment costs, consultant and professional fees, financing costs, permitting and licensing and legal costs, are capitalized as a higher value of fixed assets in progress, 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.

## **1. Significant Upfront Investments in the Development Phase of our Pre-Construction and Pipeline 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. We estimate the probability of completion to be more than 80% for our Farm-Down projects, from 50% to less than 80% for our Advanced Stage projects, from 30% to less than 50% for our Early Stage projects and from 10% to less than 30% for our Identified Opportunities projects. The write-downs recorded in “Changes in inventories of finished goods and work in progress” for the year ended December 31, 2021, amounted to €506 thousand as the gross value of previously impaired project was written off during the year. The write-downs recorded for the years December 31, 2020 and December 31, 2019 amounted to €2,711 thousand and €2,685 thousand, respectively, and corresponded to costs incurred on solar plant developments at a very initial stage that have been finally considered not viable and, thus, abandoned. For more information on the write-downs recorded in “Changes in inventories of finished goods and work in progress”, see Note 13 to our 2021 Audited Consolidated Annual Accounts, our 2020 Audited Consolidated Annual Accounts and our 2019 Audited Consolidated Financial Statements.

## **2. Electricity Sale Price and Volume of Electricity Generated**

Energy sales have not played a significant role on our consolidated revenue in 2020 and 2019. In 2021 we have started to experience an increase in energy sale revenue and we expect energy sales to keep increasing in the future, as we develop our project pipeline and our portfolio of plants becomes larger and more mature. Such increase in energy sales in 2021 has been mainly due to the increased volume of electricity generated. In particular, El Muelle, Los Belos y Montesol (111 MW) came into operation at the end of 2020 whereas the Chilean assets have been connected throughout 2021. Merchant revenues for electricity sold at wholesale and spot-market rates in Spain has also contributed but to a lesser extent than volume of electricity generated.

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 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 represent an estimated 53% of their 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 for two of our Advanced Stage projects, 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. Furthermore, we may consider entering into short term PPAs in order to secure the energy produced not covered by the long term PPAs (such as in Mexico, where we have signed a three (3) year PPA for the remaining capacity of our assets).

- “Merchant revenues” for electricity sold at wholesale market and spot-market rates. We sell a portion of the electricity produced by our renewable energy plants in the wholesale market and within the wholesale market we can sell it to a SPOT market (for example OMIE in Spain) or with a bilateral contract with a third party (for example, physical PPA). 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. 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 available to the relevant off-taker in order to make the amount of energy which we have agreed to deliver under the relevant PPA. Furthermore, we may consider entering into short term PPAs in order to sell the energy produced not covered by the long term PPAs (such as in Mexico, where we have signed a three (3) year PPA for the remaining capacity of our assets).

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.

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 c.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.53% of their combined 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*”. 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.

Moreover, the prices for electricity are often highly volatile. In the recent months, the electricity prices have significantly increased due to the increase of gas prices and, most recently, due to the political and military events in Ukraine. As a result of the PPAs signed with the different off takers that covers as of the date of this Prospectus c.70% of our total annual energy production, our cash flows are mainly stable and guaranteed however, the remaining c.30% (i.e., the percentage of our energy production not covered by PPAs) is exposed to electricity price volatility. Thus, in respect of the percentage of energy production not covered by PPAs we can only benefit partially from higher prices but we are not significantly affected by electricity prices reduction.

#### Valuation of our synthetic PPAs and the Written Options

In order to hedge the risk of the electricity prices volatility mentioned above, the Group uses derivative financial instruments. Specifically, in Spain all our PPAs are synthetic, which work as a swap of electricity prices hedging the sale of the electricity produced by our projects. By entering into this type of agreements, we undertake to pay the hourly *pool* market price in relation to a notional amount of MWh set out in the PPA agreements (i.e. the *pool* price) in exchange for a fixed price for the same notional amount of MWh (i.e. settlement by difference) for a period of between 10 and 15 years. The PPAs are recognised initially at fair value at the date a contract is entered into and are subsequently remeasured to their fair value at each reporting

date. The estimation of the fair value of this type of derivatives is carried out in accordance with the independent experts' long-term electricity price curves between the date of contracting and the reporting date.

However, these synthetic PPAs may also generate the so-called "ineffectiveness". These ineffectiveness occur when the nominal (denominated in MWh) (actual swap) is not fully coincident at the hourly level and the degree of pointing in the electricity price curves projected by the independent curve provider (hypothetical swap) as of a certain reporting period (in our case, at the end of each year, and for the purposes of this Prospectus, also quarterly as of March 31, 2022). The gain or loss relating to the ineffective portion is recognised immediately in profit or loss and is included in the "Other gains and losses" line item.

In addition, under the 17 synthetic PPAs entered into with Endesa in December 2021 (for a period of 10 years starting in 2023 and 2024), we have granted Endesa the Written Options to acquire 25% of our energy production at a fixed price (26.50 €/MWh) between the years 2034 and 2037. According to the terms of the Written Options, Endesa shall exercise each Written Option four years before each of the years (e.g., to acquire the energy produced in 2034, Endesa shall exercise the Written Option in 2030; to acquire the energy produced in 2035, Endesa shall exercise the Written option in 2031 and so forth.).

As opposed to the synthetic PPA, under the Written Options, the electricity is physically traded. From an accounting perspective, the changes in the fair value are registered under the "Other gains and losses" line item of our consolidated profit and loss accounts as they do not meet the criteria for hedge accounting.

As such, as of December 31, 2021:

- The fair value of these derivatives (synthetic PPAs and Written Options) amounted to €42,312 thousand and was recognized under "Derivatives" of our non current liabilities. The Group also registered under "Derivatives" of our current liabilities an amount of €22,891 thousand, which correspond to the settlement of these derivatives relating to the second quarter of 2021.
- As a consequence of the change in the fair value of the derivatives (synthetic PPAs), a negative amount of €32,188 thousand was recorded under "Adjustments for changes in value – Cash Flow Hedge Reserve" of our consolidated equity.
- The ineffectiveness associated with these derivatives (synthetic PPAs) that amounted to €12,834 thousand (negative), was recognized under the financial result.
- In addition, in relation to the change in value of the Written Options, €94 thousand (positive) was recognized under "Other gains and losses" of our profit and loss accounts.

Likewise, as of March 31, 2022:

- The fair value of these derivatives (synthetic PPAs and Written Options) amounted to €182,821 thousand and was recognized under "Derivatives" of our non current liabilities. The Group registered under "Derivatives" of our current liabilities an amount of €17,080 thousand that correspond to the settlement of these derivatives relating to the first quarter of 2022.
- As a consequence of the change in the fair value of the derivatives (synthetic PPAs), a negative amount of €123,251 thousand was recorded under "Adjustments for changes in value – Hedging transactions", which had a direct negative impact on our consolidated equity that amounted to €78,956 thousand (negative).
- The ineffectiveness associated with these derivatives (synthetic PPAs) that amounted to €3,934 thousand (positive), was recognized under the financial result.
- In addition, in relation to the change in the value of the Written Options, an amount of €9,492 thousand (negative) was recognized under "Other gains and losses".

In terms of sensitivity, the sensitivity analysis to an increase or decrease of €2/MWh in the pool prices in the long term in relation with the fair value of the synthetic PPAs, would imply an increase or decrease of €21,174 thousand, respectively, in the Group's liabilities as of March 31, 2022. Both impacts would have the same effect on our consolidated equity due to their consideration as hedging instruments (see Note 10.1 to the March 2022 Unaudited Interim Condensed Consolidated Financial Statements). The increase or decrease in the pool prices does not generate ineffectiveness and, therefore, does not impact our consolidated profit and loss account. In the same terms, in respect of the Written Options, an increase or decrease of €1/MWh in the long-term electricity price curves would imply an increase or decrease of €1,000 thousand, respectively, in the Group's financial costs due to changes in the fair value of the Written Options.



Therefore, the volatility of electricity prices may have a negative impact in our future results, debt and equity as a consequence of the valuation and performance of our synthetic PPAs.

Based on the above, we have determined that this is a hedge ineffectiveness measurement and recognition issue that does not require rebalancing of hedge ineffectiveness at December 31, 2021. However, this is an issue that will be closely monitored in future valuations to determine the need to rebalance or maintain the current level of hedging. In the same line, our results may be further affected by the valuation of the Written Options.

#### Volume of electricity generated

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 (also known as “Load Factor”) 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. It is stated as a percentage and describes the relationship between the actual and theoretical energy outputs of the PV plant excluding the degradation and other factors previously agreed in each EPC Contract according with the criteria of the technical advisors from the financial processes. 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.

### **3. 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 our 2021 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 by virtue of which we hedge between 70-75% of our outstanding debt (see Note 11.2 to our 2021 Audited Consolidated Annual Accounts). As of March 31, 2022 and December 31, 2021, the Group had arranged an interest rate risk derivative for a notional amount USD 68,657 thousand in order to mitigate fluctuations in the financing of two renewable energy plants in Chile (Sol de los Andes and La Estrella) and for €133,358 thousand, to mitigate fluctuations of all Spanish operating assets.

According to Note 10.1 of the Interim Financial Statements, the sensitivity analysis to an increase or decrease in the long-term interest rate curve in relation to the fair value of the interest rate derivatives that are part of cash flow hedging relationships, would imply a decrease of €3,398 thousand in the debt for financial derivatives when there is an increase of 50 basis points in the interest rate curve. Likewise, a decrease of 50 basis points of the interest rate curve would result in an increase of €2,284 thousand in the debt for financial derivatives. In the case of "Bonds and other marketable securities" (Note 9.2), the sensitivity analysis to an increase or decrease in the long-term interest rate curve of 50 basis points would result in a higher interest expense of €4,761 thousand in the event of an increase in rates and a decrease in interest expense of €3,703 thousand in the event of a decrease in the applicable rates.

According to Note 12.1 to the 2021 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 €5,481 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 €6.043 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. Our finance costs have increased significantly as our outstanding debt has grown.

Finance costs amounted to €16,909 thousand, €7,638 thousand and €3,636 thousand in 2021, 2020 and 2019, respectively. These results mainly reflect the issuance of the 2019 Notes, 2020 Notes and the 2021 Notes and the increase in project financing incurred to finance the construction of new renewable energy plants. Our total Net Financial Debt (excluding IFRS 16)<sup>(APM)</sup> grew from €92,068 thousand at the end of 2019 and to €122,941 thousand at the end of 2020, to €279,513 thousand at the end of 2021 and €306,738 as of March 31, 2022.

#### **4. 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. The sensitivity rate used when reporting foreign currency risk internally to key management personnel is 10% and represents management's assessment of the reasonably possible change in foreign exchange rates. A 10% strengthening of the functional currency of each Group entity against the Group's presentation currency (euro) generates negative impacts on asset items and positive impacts on liability items in the consolidated balance sheet, while a weakening of these currencies will generate impacts in the opposite sign. For foreign exchange rate sensitivity information, see Note 12.1 to our 2021 Audited Consolidated Annual Accounts.

In addition, our project pipeline includes significant projects in the United States, Chile, Mexico, Colombia 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 Zloty.

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.

#### **5. 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 i could 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”*.

## **6. 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 inflation, pressures, supply chain constraints, the political and military events in Ukraine, 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.822 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 may 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 significantly affected our revenues and we have not needed to recognize any provisions in 2021 as a result of it. For additional information, see Note 2.4 to our 2021 Audited Consolidated Annual Accounts, Note 2.5 to our 2020 Audited Consolidated Annual Accounts and Note 22 to our 2019 Audited Consolidated Financial Statements.

The Russian military invasion of Ukraine began on 24 February 2022. Since that date, the military attack has continued, while at the international level there have been numerous actions against it in an attempt to isolate and weaken Russia's economy, including, among others, financial sanctions, sanctions on trade and transport of goods, and the closure of Russian airspace. Based on our management's preliminary assessment, while there is no direct exposure to the affected markets and no significant indirect effects (volatility in commodity markets, increases in transportation costs or disruptions in supply chains), the main impact on our business is the current increase in energy prices.

In the near future the stability of the Eurozone might be adversely impacted by a number of events. In particular, the European Central Bank (“**ECB**”) issued an assessment in respect of the inflation and growth data from December 2021 onwards. In the last meeting held in June 9, 2022, the ECB confirmed the end of the net asset purchases as of July 1, 2022 as well as the intention to raise the key ECB interest rates by 25 basis points at its July monetary policy meeting. Moreover, the ECB Governing Council expects to raise the key ECB interest rates again in September and, if the medium-term inflation outlook persists or deteriorates, a larger increment will be appropriate at the September meeting.

The Russian military invasion of Ukraine and the risk of the war spreading to other countries in Europe may involve an increase in the prices. The overall worsening of the financial situation could lead the ECB to agree to further rises in interest rates which could have a negative impact on the unhedged floating rate debt of the Company or the Group or on the possible future contracting of new financing for the Group or on the supplier default rate. This increase in interest rates would result in an increase of our finance costs relating to our indebtedness (both our existing variable rate indebtedness and the potential new debt, both fixed and/or variable).

Furthermore, during 2022, inflation and commodity prices have spiralled upwards, affecting raw materials, production and logistic cost. Our internal sourcing costs might significantly impact our internal rate of returns due to higher costs of multiple raw materials (iron, steel, silicon, copper, aluminium, glass or silver) at present and in the future.

## **7. Critical Accounting Policies and Estimates**

The Consolidated Financial Statements and the March 2022 Unaudited Interim Condensed Consolidated Financial Statements were prepared by our directors in accordance with IFRS-EU. In preparing the Consolidated Financial Statements and the March 2022 Unaudited Interim Condensed 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 Consolidated Financial Statements);
- the assessment of possible impairment losses on certain assets (see Notes 6, 7, 9 and 10 to the Consolidated Financial Statements);
- the net realizable value of inventories (see Note 13 to the Consolidated Financial Statements);
- the fair value of certain financial instruments (see Notes 11 and 12 to the Consolidated Financial Statements); Specifically, in relation to the valuation of the derivative financial instruments held to hedge the risk of fluctuations in electricity prices, the Group obtains valuations by independent experts based on long-term electricity price curves (see Note 3.8, to the Consolidated Financial Statements). In this regard, in the second half of 2021, the electricity price volatility has been exceptionally high, with considerable increases in electricity prices, mainly due to the increase in gas prices. As Level 3 financial instruments (see Note 3.8), the market inputs used in the valuation are not observable, which leads to greater subjectivity in relation to them. For this reason, in order to reflect the valuations in a more reliable manner and in line with the current environment, the Group has chosen to value all these derivatives based on price curves prepared by an independent expert different from the one used in previous years and more appropriate to reflect the fair presentation and the reality of the energy market. In line with IAS 8

and its latest amendments (see Notes 2.2 and 2.4 of the 2021 Consolidated Financial Information), the Group considers this change of input as a change of estimate. At December 31, 2021, the Group does not have the precise information from the expert used in previous years to be able to quantify the impact at year-end, and it is not possible to estimate the impact at December 31, 2021 or in future years. For the avoidance of doubt, the breakdown required by IAS 8 implies the analysis of the possible accounting impact related to the valuation of energy derivatives at the year ended December 31, 2021 with the energy curves of each supplier. Since the Group does not have the energy curve of the previous supplier at the close of the aforementioned year it cannot determine the impact of the change in unobservable inputs at that closing period. However, the valuation of the energy derivatives has been analyzed using the different energy curves projected by the curve suppliers at June 30, 2021;

- the recoverability of deferred tax assets (see Notes 3.11 and 17 to the Consolidated Financial Statements);
- the calculation of provisions (see Notes 15 and 19.3 to the Consolidated Financial Statements); 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 and 18.1 to the 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.

Notes 2 and 3 to our 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 our 2021 Audited Consolidated Annual Accounts for further details regarding revenue recognition.

### ***Changes in inventories of finished goods and work in progress***

As a consequence of the change in our turnover strategy, this section only reflects the change in inventories of those projects we intend to sell and in respect of which the relevant sale and purchase agreement has been duly executed. 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.

### ***In-house work on non-current assets***

Work carried out by us on our own property, plant and equipment, which is included for the first time in our 2021 Consolidated Financial Statements, is stated at accumulated cost plus in-house costs determined on the basis of the hourly costs of the personnel involved, and is credited to the consolidated income statement under "In-house work on non-current assets".

### ***Supplies***

Supplies 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 expenses***

Our employee benefits expenses are primarily a function of the number of our employees and their salary levels. Employee benefits expenses 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 charge***

Depreciation and amortization charges 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.

The main impact in our profit and loss statement resulting from the change in the turnover strategy relates to the prospective depreciation of the energy plants. Before the change in the business model, the renewable energy plants were classified as "Inventories - Finished goods" and during their first six months in operation were not depreciated for accounting purposes. After the first six months in operation elapsed, such plants were reclassified to "Property, plant and equipment" and starting depreciating since the moment of the reclassification. As of the date of the Prospectus and following the change in the turnover strategy, the renewable energy plants in operation are classified as "Property, Plant and Equipment" and start depreciating since the moment they start to operate.

### ***Finance income***

Our finance income consists mainly of financial income derived from loans to associates as well as to third parties. See note 11.1 of the 2021 Audited Consolidated Annual Accounts.

### ***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 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 2021 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 our 2021 Audited Consolidated Annual Accounts for additional information regarding our hedge accounting. In Spain all our PPAs are synthetic, which act as swaps of electricity prices that hedge the sale of a committed quantity of their electricity production. In these swaps, we commit to pay the difference between the hourly pool market price and the fixed price of each PPA, in relation to a notional amount of MWh set out in the agreements in monthly or half-yearly settlements, for a period of 10 -15 years. The fair value of this type of swaps is estimated in accordance with valuations carried out by independent experts, based on long-term electricity price curves between the date of contracting and the date of the contract. The ineffectiveness associated with these derivatives is recognized under "Other gains and losses" in the consolidated income statement.

In addition, in respect of the Written Options, as opposed to the synthetic PPA, the electricity is physically traded. From an accounting perspective, the changes in the fair value are registered under the "Other gains and losses" line item of our consolidated profit and loss accounts as they do not meet the criteria for hedge accounting.

See "*—Key Factor Affecting Our Results of Operations—Electricity Sale Price and Volume of Electricity Generated—Valuation of our synthetic PPAs.*", and "*Risk Factors—Risks Related to our Business— Risks Relating to the Change in our Results, Business Model, Growth Plan and Pipeline—The electricity price volatility may have a negative impact in our results as a consequence of the valuation of our synthetic PPAs.*"

### **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 profits (loss) of companies accounted for using the equity method**

Share of profits (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 2021 Marguerite Transaction, 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 our 2021 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, in 2021, our Energy Sales and Services segment increased its proportional contribution to our operating results and became our most significant

operating segment as we develop our project pipeline and our portfolio of plants becomes larger and more mature, and this leads to increased energy sales. Furthermore, in the future, as a result of the change in the business model, the EPC & Development segment will be comprised of the sale of entities that own renewable energy plants (given that the 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 will be intragroup activities).

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.

The tables below set forth information relating to the profit for each of our operating segments for the three-month periods ended March 31, 2022 and March 31, 2021 and the years ended December 31, 2021, 2020 and 2019 including intra-group transactions and the related segment reconciliation. For additional information regarding the three months ended March 31, 2022 and 2021, see note 4 to the March 2022 Unaudited Interim Condensed Consolidated Financial Statements, for the years ended December 31, 2021, 2020 and 2019, see Note 5 to our 2021 Audited Consolidated Annual Accounts, Note 5 to our 2020 Audited Consolidated Annual Accounts, 2021 and 2020 Consolidated Management Reports accompanying the 2021 Audited Consolidated Annual Accounts and 2020 Audited Consolidated Annual Accounts and our 2019 Audited Consolidated Financial Statements.

**For the three months ended March 31, 2022**  
(unaudited)

	<b>EPC &amp; Development</b>	<b>Energy Sales and Services</b>	<b>Corporate</b>	<b>Consolidation Adjustments</b>	<b>Total</b>
			<i>(in thousands of euros)</i>		
<b>Operating income:</b>	2,032	14,570	155	(11,459)	<b>5,299</b>
From third parties	-	5,299	-	-	5,299
From group companies	2,032	9,271	155	(11,459)	-
(-) Direct cost	<u>(1,000)</u>	<u>(6,995)</u>	<u>362</u>	<u>8,914</u>	<u>1,282</u>
<b>Gross Margin</b>	<u><b>1,032</b></u>	<u><b>7,575</b></u>	<u><b>518</b></u>	<u><b>(2,544)</b></u>	<u><b>6,581</b></u>
(-) G&As	<u>(1,507)</u>	<u>(3,862)</u>	<u>(2,095)</u>	<u>2,443</u>	<u>(5,021)</u>
<b>Adjusted EBITDA<sup>(APM)</sup></b>	<u><b>(475)</b></u>	<u><b>3,713</b></u>	<u><b>(1,577)</b></u>	<u><b>(101)</b></u>	<u><b>1,560</b></u>
(-/+) Depreciations & others	<u>(59)</u>	<u>(3,540)</u>	<u>(67)</u>	<u>624</u>	<u>(3,042)</u>
<b>Adjusted EBIT<sup>(APM)</sup></b>	<u><b>(534)</b></u>	<u><b>173</b></u>	<u><b>(1,645)</b></u>	<u><b>523</b></u>	<u><b>(1,482)</b></u>

**For the three months ended March 31, 2021**  
(unaudited)

	<b>EPC &amp; Development</b>	<b>Energy Sales and Services</b>	<b>Corporate</b>	<b>Consolidation Adjustments</b>	<b>Total</b>
			<i>(in thousands of euros)</i>		
<b>Operating income:</b>	17,703	11,560	172	(26,238)	<b>3,197</b>
From third parties	-	3,196	-	-	3,197
From group companies	17,703	8,364	172	(26,238)	-
(-) Direct cost	<u>(17,079)</u>	<u>4,640</u>	<u>(31)</u>	<u>22,067</u>	<u><b>318</b></u>
<b>Gross Margin</b>	<u><b>623</b></u>	<u><b>6,920</b></u>	<u><b>141</b></u>	<u><b>(4,171)</b></u>	<u><b>3,515</b></u>
(-) G&As	<u>(323)</u>	<u>(2,810)</u>	<u>(2,516)</u>	<u>1,214</u>	<u>(4,435)</u>
<b>Adjusted EBITDA<sup>(APM)</sup></b>	<u><b>300</b></u>	<u><b>4,110</b></u>	<u><b>(2,375)</b></u>	<u><b>(2,957)</b></u>	<u><b>(920)</b></u>
(-/+) Depreciations & others	<u>(26)</u>	<u>(2,808)</u>	<u>(90)</u>	<u>1,530</u>	<u>(1,395)</u>
<b>Adjusted EBIT<sup>(APM)</sup></b>	<u><b>273</b></u>	<u><b>1,302</b></u>	<u><b>(2,465)</b></u>	<u><b>(1,428)</b></u>	<u><b>(2,315)</b></u>



For the year ended December 31, 2021  
(audited)

	EPC & Development	Energy Sales and Services	Corporate	Consolidation Adjustments	Total
	<i>(in thousands of euros)</i>				
<b>Operating income:</b>	46,561	63,207	2,657	(68,931)	<b>43,495</b>
From third parties	9,903	32,204	1,388	-	43,495
From group companies	36,658	31,003	1,269	(68,931)	-
(-) Direct cost	(43,310)	(25,879)	2,635	56,987	<b>(9,568)</b>
<b>Gross Margin (unaudited)</b>	<b>3,251</b>	<b>37,328</b>	<b>5,292</b>	<b>(11,944)</b>	<b>33,927</b>
(-) G&As	(3,667)	(13,568)	(10,493)	7,976	(19,751)
Provisioned liquidity event bonus (*)	-	-	(2,409)	-	(2,409)
Expenses for failed IPO (*)	-	-	2,315	-	2,315
<b>Adjusted EBITDA <sup>(APM)</sup> (unaudited)</b>	<b>(416)</b>	<b>23,760</b>	<b>(5,294)</b>	<b>(3,968)</b>	<b>14,082</b>
(-/+ Depreciations & others	(728)	(13,489)	(241)	3,770	(10,689)
<b>Adjusted EBIT<sup>(APM)</sup> (unaudited)</b>	<b>(1,144)</b>	<b>10,271</b>	<b>(5,536)</b>	<b>(198)</b>	<b>3,393</b>

For the year ended December 31, 2020  
(audited)

	EPC & Development	Energy Sales and Services	Corporate	Consolidation Adjustments	Total
	<i>(in thousands of euros)</i>				
<b>Operating income:</b>	221,476	16,138	-	(98,567)	<b>139,047</b>
From third parties	126,522	12,525	-	-	139,047
From group companies	94,954	3,613	-	(98,567)	-
(-) Direct cost	(196,060)	(7,565)	-	91,179	(112,446)
<b>Gross Margin (unaudited)</b>	<b>25,416</b>	<b>8,573</b>	<b>-</b>	<b>(7,388)</b>	<b>26,601</b>
(-) G&As	(5,964)	(3,279)	(14,581)	1,592	(22,232)
Provisioned liquidity event bonus (*)	-	-	7,612	-	7,612
<b>Adjusted EBITDA <sup>(APM)</sup> (unaudited)</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>Adjusted EBIT<sup>(APM)</sup> (unaudited)</b>	<b>20,445</b>	<b>3,413</b>	<b>(6,457)</b>	<b>(5,971)</b>	<b>11,440</b>

For the year ended December 31, 2019  
(audited)

	EPC & Development	Energy Sales and Services	Corporate	Consolidation Adjustments	Total
	<i>(in thousands of euros)</i>				
<b>Operating income:</b>	241,722	8,091	-	(116,894)	<b>132,919</b>
From third parties	127,639	5,280	-	-	132,919
From group companies	114,083	2,811	-	(116,894)	-

**For the year ended December 31, 2020**

(audited)

	<b>EPC &amp; Development</b>	<b>Energy Sales and Services</b>	<b>Corporate</b>	<b>Consolidation Adjustments</b>	<b>Total</b>
	<i>(in thousands of euros)</i>				
(-) Direct cost	(198,628)	(1,593)	-	93,994	<b>(106,227)</b>
<b>Gross Margin (unaudited)</b>	<b>43,094</b>	<b>6,498</b>	-	<b>(22,900)</b>	<b>26,692</b>
(-) G&As	(12,139)	(1,141)	(2,065)	4,179	(11,166)
<b>Adjusted EBITDA<sup>(APM)</sup> (unaudited)</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>Adjusted EBIT<sup>(APM)</sup> (unaudited)</b>	<b>32,649</b>	<b>3,897</b>	<b>(2,744)</b>	<b>(18,571)</b>	<b>15,231</b>

For information on the geographic distribution of our revenues, see Note 4 to the March 2022 Unaudited Interim Condensed Consolidated Financial Statements and Note 5 to the 2021 Audited Consolidated Annual Accounts, our 2020 Audited Consolidated Annual Accounts and our 2019 Audited Consolidated Financial Statements.

### Results of Operations

#### Three month period ended March 31, 2022 compared with the three month period ended March 31, 2021

The following table sets the three-month period ended March 31, 2022 compared with the three-month period ended March 31, 2021. The figures corresponds to the March 2022 Unaudited Interim Condensed Consolidated Financial Statements that have been reviewed by Deloitte, S.L., who have performed a limited review under International Standard on Review of Engagements 2410 ("ISRE 2410") on such unaudited interim condensed consolidated financial statements.

	<b>For the three-month period ended March 31,</b>		<b>2022/2021</b>
	<b>2022</b>	<b>2021</b>	<b>% change</b>
	<i>(in thousands of euros, except percentages)</i>		
Revenue .....	5,299	3,197	65.7%
Changes in inventories of finished goods and work in progress .....	511	4,442	(88.5)%
In-house work on non-current assets .....	1,527	717	113.0%
Supplies .....	(757)	(4,842)	(84.4)%
Other operating income .....	362	237	52.7%
Employee benefits expenses .....	(2,848)	(2,267)	25.6%
Other operating expenses .....	(2,534)	(2,404)	5.4%
Depreciation and amortization charge .....	(2,995)	(1,362)	119.9%
Impairment and gains and losses on disposals of non-current assets ...	-	31	(100.0)%
Other income and expenses .....	(47)	(64)	(26.6)%
<b>PROFIT (LOSS) FROM OPERATIONS .....</b>	<b>(1,482)</b>	<b>(2,315)</b>	<b>(36.0)%</b>
Finance income .....	167	395	(57.7)%
Finance costs .....	(3,656)	(4,559)	(19.8)%
Other gains and losses .....	(5,558)	25	n.m.% <sup>(1)</sup>
Exchange differences .....	1,285	433	196.8%
Impairment and gains or losses on disposals of financial instruments ...	-	389	(100.0)%
<b>FINANCIAL PROFIT (LOSS) .....</b>	<b>(7,762)</b>	<b>(3,317)</b>	<b>134.0%</b>

	<b>For the three-month period ended March 31,</b>		<b>2022/2021</b>
	<b>2022</b>	<b>2021</b>	<b>% change</b>
	<b>(unaudited)</b>	<b>(unaudited)</b>	
	<i>(in thousands of euros, except percentages)</i>		
Share of profit (loss) of companies accounted for using the equity method .....	(98)	(177)	(44.6)%
<b>PROFIT (LOSS) BEFORE TAXES</b> .....	<b>(9,342)</b>	<b>(5,809)</b>	<b>60.8%</b>
Income tax .....	1,083	1,187	(8.8)%
<b>CONSOLIDATED PROFIT (LOSS) FOR THE YEAR</b> .....	<b>(8,259)</b>	<b>(4,622)</b>	<b>78.7%</b>

(1) n.m. means "not meaningful".

**Revenue.** Revenue increased by 65.7% to €5,299 thousand in the three-month period ended March 31, 2021 from €3,197 thousand in the three-month period ended March 31, 2022. The increase in revenue was mainly attributable to the increase in energy sales due the higher number of plants in operation during 2022 (La Fernandina, Miramundo and Zafra solar PV plants in Spain and the Chilean solar PV plants).

**Changes in inventories of finished goods and work in progress.** Changes in inventories of finished goods and work in progress decreased by 88.5% to €511 thousand in the three-month period ended 31 March, 2022 from €4,442 thousand in the three-month period ended March 31, 2021. This decrease was mainly attributable to the completion of the Franklin transaction in October 2021, as the the amount registered under this line item in 2021 corresponded mainly to the Franklin assets.

**In-house work on non-current assets.** Represents the work carried out by us on our own property, plant and equipment which is stated at accumulated cost plus in-house costs determined on the basis of the hourly costs of the personnel involved, and is credited to the consolidated income statement. In-house work increased by 113% to €1,527 thousand in the three-month period ended 31 March, 2022 from €717 thousand in the three-month period ended March 31, 2021. This increase was mainly attributable to the increase in new developments and constructions.

**Supplies.** Supplies decreased by 84.4% to €757 thousand in the three-month period ended March 31, 2022 from €4,842 thousand in the three-month period ended March 31, 2021. This decrease was mainly attributable to the completion of the Franklin transaction in October 2021, as the the amount registered under this item in 2021 corresponded mainly to the Franklin assets.

**Employee benefits expenses.** Employee benefits expenses increased by 25.6% to €2,848 thousand in the three-month period ended March 31, 2022 from €2,267 thousand in the three-month period ended March 31, 2021. The increase was mainly attributable to the increase in the Group's headcount from 123 to 158 employees as of March 31, 2022.

**Other operating expenses.** Other operating expenses increased by 5.4% to €2,534 thousand in the three-month period ended March 31, 2022 from €2,404 thousand in the year ended March 31, 2021. The increase is mainly attributable to the O&M expenses associated with the operating plants within the group perimeter (in particular, the Chilean plants in operation).

**Depreciation and amortization charge.** Depreciation and amortization charge increased by 119.9% to €2,995 thousand in the three-month period ended March 31, 2022 from €1,362 thousand in the three-month period ended March 31, 2021. This increase was mainly due to higher number of plants in operation during 2022 (La Fernandina, Miramundo and Zafra solar PV plants in Spain and the Chilean solar PV plants).

**Finance income.** Finance income decreased by 57.7% to €167 thousand in the three-month period ended March 31, 2022 from €395 thousand in the three-month period ended March 31, 2021. This decrease was mainly attributable to lower dividends received from associated companies.

**Finance costs.** Finance costs decreased by 19.8% to €3,656 thousand in the three-month period ended March 31, 2022 from €4,559 thousand in the three-month period ended March 31, 2021. This decrease was mainly attributable to the fees paid during the three months ended March 31, 2021 for an amount of €1,375 thousand related to the cancellation of the 2020 Notes occurred in March 2021.

**Other gains and losses.** Other gains and losses increased to €5,558 thousand in the year three-month period ended March 31, 2022 from €25 thousand income in the three-month period ended March 31, 2021. The increase in such expenses was mainly due to the impact of the ineffective portion of the derivatives and other hedging instruments.

Exchange differences. Exchange gains increased to €1,285 thousand in the three-month period ended March 31, 2022 compared to exchange gains of €433 thousand in the year three-month period ended March 31, 2021. The increase in exchange gains was mainly due to the evolution of the exchange rates on the settlement of the foreign currency transactions.

Share of profit (loss) of companies accounted for using the equity method. Share of loss of companies accounted for using the equity method amounted to €98 thousand in the three-month period ended March 31, 2022, compared to a loss of €177 thousand in the three-month period ended March 31, 2021. The loss recorded for the three-month period ended March 31, 2021 corresponds mainly to the portion of the result of Andalucía and Aguascalientes solar PV plants.

### **Year ended December 31, 2021 compared with the year ended December 31, 2020**

The following table sets forth our consolidated results of operations for the years ended December 31, 2021 and 2020.

	<b>For the year ended</b>		<b>2021/2020</b>
	<b>December 31,</b>		
	<b>2021</b>	<b>2020</b>	
	<b>(audited)</b>	<b>(audited)</b>	<b>% change</b>
	<i>(in thousands of euros, except percentages)</i>		
Revenue .....	43,495	139,047	(68.7)%
Changes in inventories of finished goods and work in progress .....	746	15,453	(95.2)%
In-house work on non-current assets .....	4,730	-	-
Supplies .....	(15,468)	(127,899)	(87.9)%
Other operating income .....	960	659	45.7%
Employee benefits expenses .....	(7,197)	(15,933)	(54.8)%
Other operating expenses .....	(13,515)	(6,958)	94.2%
Depreciation and amortization charge .....	(9,810)	(2,102)	366.7%
Impairment and gains and losses on disposals of non-current assets .....	9	(90)	(110.0)%
Other income and expenses .....	(557)	1,651	(133.7)%
<b>PROFIT (LOSS) FROM OPERATIONS .....</b>	<b>3,393</b>	<b>3,828</b>	<b>(11.4)%</b>
Finance income .....	857	1,362	(37.1)%
Finance costs .....	(16,909)	(7,638)	121.4%
Other gains and losses .....	(12,708)	351	(3,720.5)%
Exchange differences .....	1,679	(522)	(421.6)%
Impairment and gains or losses on disposals of financial instruments .....	217	15	1,346.7%
<b>FINANCIAL PROFIT (LOSS) .....</b>	<b>(26,864)</b>	<b>(6,432)</b>	<b>317.7%</b>
Share of profits (loss) of companies accounted for using the equity method .....	(322)	29	(1,210.3)%
<b>PROFIT (LOSS) BEFORE TAXES .....</b>	<b>(23,793)</b>	<b>(2,575)</b>	<b>824.0%</b>
Income tax .....	6,001	3,054	96.5%
<b>PROFIT / (LOSS) FOR THE YEAR .....</b>	<b>(17,792)</b>	<b>479</b>	<b>(3,814.4)%</b>

Revenue. Revenue decreased by 68.7% to €43,495 thousand in the year ended December 31, 2021 from €139,047 thousand in the year ended December 31, 2020. The decrease in revenue was mainly due to the fact that during 2021 there have not been any EPC sales and revenue was limited to energy sales and, to a lesser extent, the sale of a 90 MW solar PV asset at RtB stage in the US (Franklin Transaction) whereas, during 2020, revenue 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 as well as Mexico and Chile. In fact, revenue from energy sales increased to €32,474 thousand in 2021 compared to €11,124 thousand in 2020.

Changes in inventories of finished goods and work in progress. Changes in inventories of finished goods and work in progress decreased by 95.2% to €746 thousand in the year ended December 31, 2021 from €15,453 thousand in the year ended December 31, 2020. This decrease was mainly attributable to the reclassification to property, plant and equipment of all the projects that the Group now plans to maintain for operation following the change of its business model, which at December 31, 2020 were classified as work in progress. The amount presented in 2021 mainly corresponds to the cost incurred in energy plants under construction or development intended for subsequent sale (Bruc and Franklin transaction).

In house work on non-current assets. Represents the work carried out by us on our own property, plant and equipment which is stated at accumulated cost plus in-house costs determined on the basis of the hourly costs of the personnel involved, and is credited to the consolidated income statement. During the year ended December 31, 2021, such in-house work credited to our income statement amounted to €4,730 thousand. The increase was mainly attributable to the reclassification to property, plant and equipment of all the projects that the Group now plans to maintain for operation following the change of its business model, which at December 31, 2020 were classified as changes in inventories.

Supplies. Supplies decreased by 87.9% to €15,468 thousand in the year ended December 31, 2020 from €127,899 thousand in the year ended December 31, 2020. This decrease was mainly attributable to the change of the business model, since January 1, 2021, the costs incurred in the development and construction of certain plants which are still under construction in their initial design, development and construction phases and which will be operated by the Group once they are commissioned are included under "Property, plant and equipment in the course of construction". The amount presented in 2021 mainly corresponds to the cost incurred in energy plants under construction or development intended for subsequent sale (Bruc and Franklin transaction).

Employee benefits expenses. Employee benefits expenses decreased by 54.8% to €7,197 thousand in the year ended December 31, 2021 from €15,933 thousand in the year ended December 31, 2020. This decrease was mainly attributable to the fact that in 2020 a variable remuneration of the Group's chief executive officer was registered due to the probable attainment of a specified liquidity event (see Note 19.3 to our Consolidated Financial Statements) which amounted to €7,612 thousand euros as of December 31, 2020 compared to €3,569 thousand as of December 31, 2021. Such decrease was offset by the variable remuneration of certain members of management amounting to €1,634 thousand as well as to the increase in the number of employees in the Group, from 115 at December 31, 2020 to 143 at December 31, 2021.

Other operating expenses. Other operating expenses increased by 94% to €13,515 thousand in the year ended December 31, 2021 from €6,958 thousand in the year ended December 31, 2020. This increase was mainly attributable to the increase in independent professional services, an increase in insurance premiums following the increase in operating plants within the group perimeter and an increase in taxes due to the recognition of the property tax and the energy sale tax for the Spanish solar plants. To a lesser extent, the increase was also impacted by an increase in the security expenses associated with the solar plants.

Depreciation and amortization charge. Depreciation and amortization charge increased by 367% to €9,810 thousand in the year ended December 31, 2021 from €2,102 thousand in the year ended December 31, 2020. This increase is mainly due to the change in the business model. Under the previous model, during the first 6 months of operation, no amortization expense was recorded. With the new business model, plants are amortized from the moment the project comes into operation and, therefore, the increase in depreciation is due to the plants that have come into operation in 2021. In fact, it should also be taken into consideration that in 2020 very few plants were in operation while in 2021 several plants in Chile and Spain started operating.

Finance income. Finance income decreased by 37% to €857 thousand in the year ended December 31, 2021 from €1,362 thousand in the year ended December 31, 2020. This decrease was mainly attributable to a reduction in income deriving from investments in associates to €474 thousand in the year ended December 31, 2021 from €856 thousand in the year ended December 31, 2020.

Finance costs. Finance costs increased by 121% to €16,909 thousand in the year ended December 31, 2021 from €7,638 thousand in the year ended December 31, 2020. This increase was mainly attributable to the increase in finance costs associated with bank borrowings expenses to €7,965 thousand in 2021 from €2,116 thousand in 2020 as a result of the increase in bank borrowings associated with renewable energy plants in the long and short term (*i.e.* project financing debt, excluding project financing debt related to projects in respect of which we owned non-controlling interests as of such date) amounting to €241,504 thousand at December 31, 2021, compared to €100,958 thousand at December 31 of the previous year following the incorporation of the debt of the Fernandina, Zafra and Miramundo projects purchased on March 23, 2021. To a lesser extent, the increase was due to the interest accrued of the 2021 Notes. The interest accrued under the 2021 Notes for the year ended December 31, 2021 amounted in aggregate to €7,697 thousand compared to the 2020 Notes for the year ended December 31, 2020 which amounted to €4,706 thousand. See "*Liquidity and Financial Resources—Indebtedness—Project debt*".

Other gains and losses. Other gains and losses increased by 3,721% to €12,708 thousand in the year ended December 31, 2021 from €351 income in the year ended December 31, 2020. The increase in such expenses was mainly due to the impact of the ineffective portion of the derivatives and other hedging instruments.

As of December 31, 2021, the fair value of these derivatives amounted to €42,312 thousand and was recognized under "Derivatives" of our non current liabilities. The Group also registered under "Derivatives" of its current liabilities an amount of

€22,891 thousand, which correspond to the settlement of these derivatives relating to the second quarter of 2021. As a consequence of the change in the fair value of the derivatives, a negative amount of €22,037 thousand was recorded under "Adjustments for changes in value – Hedging transactions" of our consolidated equity. The ineffectiveness associated with these derivatives that amounted to €12,834 thousand (negative), was recognized under the financial result and, separately, in relation to the change in value of the written options, €94 thousand was recognized under "gains and losses" of our profit and loss accounts. As of December 31, 2020, the valuation of these derivatives, performed by an independent expert, amounts to €3,019 thousand and is recognized under "Derivatives" in non-current assets, with a credit to "Valuation adjustments - Hedging transactions", net of the related tax effect, in the consolidated balance sheet.

Exchange differences. Exchange gains increased to €1,679 thousand in the year ended December 31, 2021 compared to exchange losses of €522 thousand in the year ended December 31, 2020. The increase in exchange gains was mainly due to the evolution of the exchange rates on the settlement of the foreign currency transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies.

Share of profits (loss) of companies accounted for using the equity method. Share of loss of companies accounted for using the equity method amounted to €322 thousand in the year ended December 31, 2021, compared to a profit of €29 thousand in the year ended December 31, 2020. The loss recorded for the year ended December 31, 2021 corresponds mainly to the results of the consolidated financial statements of A2 Renovables L.P. (A2 Renovables L.P. plus Infraestructura Energética del Norte, S. de R.L. de C.V. and Energía Solar de Poniente, S. de R.L. de C.V.) amounting to negative €172 thousand and the results of Fernandina, Zafra and Miramundo until their purchase, which amounted to negative €143 thousand.

### **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 2019 Marguerite Transactions. 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		2020/2019 % change
	December 31, 2020	2019	
	<i>(in thousands of euros, except percentages)</i>		
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 2019 Marguerite Transaction, 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 re-acquired the relevant SPVs from Marguerite in the 2021 Marguerite Transaction in March 2021). 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.

## Historical Cash Flows

The following table sets forth our cash flow information for the periods indicated.

For the three-month period ended March 31,		For the year ended December 31,		
2022	2021	2021	2020	2019

	unaudited		audited		
	(in thousands of euros)				
<b>CASH FLOWS FROM OPERATING ACTIVITIES (I) .....</b>	<b>(3,174)</b>	<b>(7,530)</b>	<b>42,573</b>	<b>(29,451)</b>	<b>(43,944)</b>
<b>PROFIT (LOSS) BEFORE TAX .....</b>	<b>(9,342)</b>	<b>(5,809)</b>	<b>(23,793)</b>	<b>(2,575)</b>	<b>14,713</b>
<b>Adjustments for:.....</b>	<b>(144)</b>	<b>4,931</b>	<b>36,194</b>	<b>17,737</b>	<b>4,538</b>
- Depreciation and amortization charge.....	2,995	1,362	9,810	2,102	2,044
- Impairment losses .....	-	-	(476)	2,695	2,696
- Impairment and (Gains) Losses on derecognition and disposal of non-current assets .....	-	(31)	-	90	26
- Changes in provisions .....	117	56	(326)	7,927	48
- Finance income .....	(167)	(395)	(857)	(1,362)	(249)
- Finance costs .....	3,656	4,559	16,909	7,638	3,636
- Other gains and losses.....	(5,558)	25	12,708	(351)	-
- Exchange differences .....	(1,285)	(433)	(1,679)	5,297	(1,002)
- Other income and expense .....	-	-	-	-	180
- Changes in the scope of consolidation.....	-	(389)	-	(6,255)	(1,354)
- Impairment and gains or losses on disposals of financial instruments .....	-	-	(217)	(15)	-
- Share of profits (losses) of companies accounted for using the equity method .....	98	177	322	(29)	(1,487)
<b>Changes in working capital .....</b>	<b>7,698</b>	<b>(2,488)</b>	<b>46,391</b>	<b>(33,970)</b>	<b>(61,228)</b>
- Inventories .....	(555)	(4,441)	1,851	(21,624)	(85,834)
- Trade and other receivables.....	8,013	(1,637)	54,399	9,748	(27,295)
- Other current assets.....	(1,360)	(1,642)	(1,054)	95	39
- Trade and other payables .....	1,620	5,377	(12,800)	(22,555)	52,054
- Other current liabilities.....	(20)	(145)	3,995	366	(192)
<b>Other cash flows from operating activities .....</b>	<b>(1,386)</b>	<b>(4,164)</b>	<b>(16,219)</b>	<b>(10,643)</b>	<b>(1,967)</b>
- Interest paid.....	(1,553)	(4,559)	(15,662)	(9,155)	(4,130)
- Interest received.....	167	395	483	343	249
- Income tax recovered/(paid), net.....	-	-	(1,040)	(1,831)	1,914
<b>CASH FLOWS FROM INVESTING ACTIVITIES (II) .....</b>	<b>(20,784)</b>	<b>(67,463)</b>	<b>(111,118)</b>	<b>6,007</b>	<b>(13,545)</b>
<b>Payments due to investment.....</b>	<b>(20,784)</b>	<b>(69,798)</b>	<b>(115,073)</b>	<b>(931)</b>	<b>(13,557)</b>
- Group companies, net of cash at consolidated companies .....	(371)	(36,848)	(36,461)	-	(604)
- Intangible assets .....	(60)	(31)	(46)	(94)	(53)
- Property, plant and equipment .....	(20,284)	(32,716)	(77,286)	(245)	(708)
- Other financial assets, net.....	(69)	(203)	(130)	-	(7,255)
- Group companies and associates .....	-	-	(1,150)	(592)	(4,937)
<b>Proceeds from disposal.....</b>	<b>-</b>	<b>2,335</b>	<b>3,955</b>	<b>6,938</b>	<b>12</b>
- Group companies and associates .....	-	265	949	-	12
- Intangible assets .....	-	-	12	-	-
- Property, plant and equipment .....	-	-	-	-	-
- Other financial assets, net.....	-	2,070	2,994	6,938	-
- Net assets held for sale.....	-	-	-	-	-
<b>CASH FLOWS FROM FINANCING ACTIVITIES (III).....</b>	<b>(690)</b>	<b>100,705</b>	<b>119,205</b>	<b>33,097</b>	<b>90,807</b>
<b>Proceeds and payments relating to financial liability instruments</b>	<b>10</b>	<b>100,705</b>	<b>122,005</b>	<b>35,897</b>	<b>93,607</b>
- Proceeds from issue of:.....	<b>2,078</b>	<b>167,627</b>	<b>257,114</b>	<b>44,568</b>	<b>95,460</b>
Borrowings with credit institutions .....	2,078	54,641	119,564	15,430	71,754
Debt instruments and other marketable securities .....	-	112,986	137,550	29,138	23,706
- Repayment and redemption of: .....	<b>(2,068)</b>	<b>(66,922)</b>	<b>(135,109)</b>	<b>(8,671)</b>	<b>(1,853)</b>



Borrowings with credit institutions .....	(2,068)	-	(66,922)	(7,101)	-
Other borrowings - Leases .....	-	-	(1,965)	(1,570)	(1,848)
Debt instruments and other marketable securities .....	-	(66,922)	(66,222)	-	-
Borrowings with Group companies .....	-	-	-	-	(5)
<b>Dividends and returns on other equity instruments paid .....</b>	<b>(700)</b>	<b>-</b>	<b>(2,800)</b>	<b>(2,800)</b>	<b>(2,800)</b>
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES (IV) .....</b>	<b>-</b>	<b>433</b>	<b>(159)</b>	<b>(4,851)</b>	<b>1,035</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (I+II+III+IV) .....</b>	<b>(24,648)</b>	<b>26,145</b>	<b>50,501</b>	<b>4,802</b>	<b>34,353</b>
Cash and cash equivalents at beginning of year from continuing operations .....	99,575	49,074	49,074	44,272	9,919
Cash and cash equivalents at end of year from continuing operations .....	74,927	75,219	99,575	49,074	44,272

### **Cash flows from operating activities**

Cash flows used in operating activities were €3,174 thousand in the three months ended March 31, 2022 compared to cash flows used in operating activities for €7,530 thousand in the three months ended March 31, 2021. This decrease was principally due to the increase in the number of plants in operation during 2022.

Cash flows from operating activities were €42,573 thousand in the year ended December 31, 2021 compared to cash flows used in operating activities for €29,451 thousand in the year ended December 31, 2020, principally due to the implementation of the change of the business model, since the cash flow used in the development and construction activities was classified under Changes in working capital during the year ended December 31, 2020 whereas these payments were classified as Cash-flows used in investment activities during the year ended December 31, 2021.

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 from investing activities**

Cash flows used in investing activities were €20,784 thousand in the three months ended March 31, 2022 compared to cash flows used in investing activities of €67,463 thousand in the three months ended March 31, 2021. The year-on-year evolution was principally due to payments made in connection with the investments in group companies and, in particular, the acquisition of 80% of Fernandina, Zafra and Miramundo (see Note 3.1.c of the Consolidated Financial Statements).

Cash flows used in investing activities were €111,118 thousand in the year ended December 31, 2021 compared to cash flows from investing activities of €6,007 thousand in the year ended December 31, 2020. The year-on-year evolution was principally due to payments made in connection with the investments in group companies and, in particular, the acquisition of 80% of Fernandina, Zafra and Miramundo projects, and Promociones Solares MV, S.A.PI. de C.V. and Rho Solar, S. de R.L. de C.V. (see Note 3.1.c of the 2021 Audited Consolidated Annual Accounts).

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 financing activities**

Cash flows used in financing activities were €690 thousand in the three months ended March 31, 2022 compared to €100,705 thousand from financing activities in the three months ended March 31, 2021 mainly due to the issuance of the 2021 Notes for an amount of up to €140,000 thousands and the early cancellation of the pre-existing bonds. Cash flows from financing activities were €119,205 thousand in the year ended December 31, 2021 compared to €33,097 thousand in the year ended December 31, 2020 mainly due to the issuance of the 2021 Notes for an amount of up to €140,000 thousands. The operation consisted of the early cancellation of the pre-existing bonds and the issuance of the 2021 Notes closed in March 2021. Moreover, the increase was also due to the incurrence of new bank borrowings, including the new financing contracts entered by the Spanish projects El Muelle, Los Belos y Montesol on December 16, 2021 for the construction of new solar plants in an

amount of €61,498 thousand, pursuant to which these companies have cancelled the existing project finance debt with Banco Sabadell.

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).

## 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. Our financing needs also included the financing of the 2021 Marguerite Transaction and the redemption of our 2020 Notes.

In order to fund our financing needs, we have largely relied on project finance debt at the level of the project SPV, corporate loans, the 2020 Notes, the 2021 Notes, the 2022 Notes, cash from operations (mainly cash flows from our EPC contracts with non-Group entities) and asset rotation. In particular, each of the 2019 Marguerite Transactions and the Riverstone Transaction in 2020 were undertaken as part of our past operating asset rotation strategy consisting of the sale of assets once COD was reached 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.

As part of our transformational plan since 2021 to become a large-scale IPP in Europe, the United States and Latam, we shifted our focus to build-to-own plants (instead of ready to build) in order to substantially increase the size of our portfolio in the coming years. Pursuant to our strategy to become a large-scale IPP, we expect to keep an asset rotation business line as regards to assets under development (expected to be sold at RtB status), rather than assets in operation to enhance our recurring cash-flows while partially fund our growth strategy by monetizing short-term pipeline and reduce equity needs. Asset rotation represented for the year ended December 31, 2021 a complementary activity to the energy sale business and, as such, represents only an alternative source to raise funds for the Group to meet our expansion fund requirements and optimize our portfolio. No disposals are currently anticipated in the short term (except for our plans to explore having tax equity partners in our projects in the United States and the completion of the Bruc Transaction). However, as set out in other sections of this Prospectus, we will keep an asset rotation business line as regards assets under development (expected to be sold at RtB status), rather than assets in operation.

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 (excluding IFRS 16)<sup>(APM)</sup> grew from €92,068 thousand at the end of 2019 to €122,941 thousand at the end of 2020, €279,513 thousand at the end of 2021 and €306,738 at March 31, 2022.

The following table sets forth a breakdown of our Net Financial Debt (excluding IFRS 16)<sup>(APM)</sup> as of December 31, 2021, 2020, 2019 and March 31, 2022.

	<b>As of March 31, 2022</b> <i>(Unaudited)</i>	<b>As of December 31, 2021</b>	<b>As of December 31, 2020</b> <i>(Audited)</i>	<b>2019</b>
		<i>(in thousands of euros)</i>		
Long-term debt instruments and other marketable securities	137,933	137,550	66,222	37,287
Short-term debt instruments and other marketable securities	-	-	131	86
Bank borrowings from credit institutions	-	-	4,638	11,011
Long-term Bank borrowings associated to renewable energy plants	229,200	228,571	13,617	15,215
Short-term Bank borrowings associated to renewable energy plants <sup>(1)</sup>	14,396	12,933	87,341	72,588
Other financial liabilities	136	34	66	153
Cash and cash equivalents <sup>(2)</sup>	(74,927)	(99,575)	(49,074)	(44,272)
<b>Net Financial Debt (excluding IFRS 16)<sup>(APM)</sup> (3) (4)</b>	<b>306,738</b>	<b>279,513</b>	<b>122,941</b>	<b>92,068</b>

- (1) For a breakdown of these borrowings, see “*Indebtedness*” below. As of December 31, 2021, the Company has €12,933 thousand borrowings from credit institutions associated with renewable energy plants compared to €85,747 thousand as of December 31, 2020. The Company refinanced in the fourth quarter of 2021 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.
- (2) “Cash and cash equivalents” in the consolidated balance sheet as of December 31, 2021 includes €37,306 thousand of restricted cash and €62,269 thousand of unrestricted cash (€27,769 thousand of restricted cash and €47,158 thousand of unrestricted cash as of March 31, 2022). Unrestricted cash includes cash on hand, demand deposits at banks and any short-term deposits 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.
- (3) Unaudited.
- (4) Excluding leases and derivatives.

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) March 31, 2022 amounted to €48,263 thousand of which €46,529 thousand corresponded to lease liabilities associated with renewable energy plants and €1,734 thousand corresponded to other current and non-current lease liabilities; (ii) December 31, 2021 amounted to €44,423 of which €42,642 corresponded to lease liabilities associated with renewable energy plants and €1,781 corresponded to other current and non-current lease liabilities, (iii) December 31, 2020 amounted to €10,632 thousand, of which €2,282 corresponded to non-current lease liabilities, €2,062 corresponded to current lease liabilities and €6,288 corresponded to lease liabilities associated with renewable energy plants, and (iv) December 31, 2019 amounted to €13,054 thousand of which €2,501 thousand corresponded to non-current lease liabilities, €54 thousand corresponded to current lease liabilities and €10,499 thousand corresponded to current lease liabilities associated with solar PV plants.

Additionally, since Net Financial Debt<sup>(APM)</sup> is a business driver, it does not include derivatives, which are entered for purposes of hedging the risk of fluctuation in the price of electricity and their consideration at fair value in the consolidated balance sheet may fluctuate year-on-year due to market prices and conditions. For additional information on our indebtedness, see “*Indebtedness*” below and Note 11.2 to our 2021 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 March 31, 2022 and as of December 31, 2021, 2020 and 2019.

	As of March 31,	As of December 31,		
	2022	2021	2020	2019
	<i>(unaudited)</i>	<i>(audited)</i>		
	<i>(In thousands of euros)</i>			
Debt instruments and other marketable securities <sup>(1)</sup> .....	137,933	137,550	66,353	37,373
Borrowings from credit institutions <sup>(2)</sup> .....	-	-	4,638	11,011
Non-current borrowings from credit institutions associated with renewable energy plants <sup>(3)</sup>	229,200	228,571	13,617	15,215
Current borrowings from credit institutions associated with renewable energy plants <sup>(3)</sup> .....	14,396	12,933	87,341	72,588
Non-current lease liabilities .....	1,351	1,408	2,282	2,501
Current lease liabilities .....	383	371	2,062	54
Non-current lease liabilities associated with renewable energy plants <sup>(4)</sup> .....	35,710	31,996	-	-
Current lease liabilities associated with renewable energy plants .....	10,819	10,648	6,288	10,499
Non-current derivatives .....	182,821	43,780	-	-
Current derivatives .....	17,080	22,891	-	-
Other financial liabilities.....	136	34	66	153
<b>Total financial liabilities .....</b>	<b>629,829</b>	<b>490,182</b>	<b>182,647</b>	<b>149,394</b>

- (1) Consists of current and non-current liabilities under the 2019 Notes and 2020 Notes and the 2021 Notes. Current liabilities under the 2020 Notes and 2019 Notes as of December 31, 2020 and December 31, 2019 amounted to €131 thousand and, €86 thousand, respectively. No current liabilities were recorded under the 2021 Notes as of December 31, 2021.
- (2) Includes multi-currency credit accounts, loans and reverse factoring (confirming) facilities with an aggregate maximum amount of €10,000 thousand, €5,000 thousand and €20,000 thousand, respectively. As of December 31, 2021 and March 31, 2022 the amount drawn under these working capital lines is zero, except for letter of credits and bank guarantees (please, refer to Note 11.2 of our 2021 Audited Consolidated Annual Accounts and Note 9.2 of our Note March 2022 Unaudited Interim Condensed Consolidated Financial Statements).
- (3) Refers to project finance agreements entered into in connection with certain plants.
- (4) 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 our 2021 Audited Consolidated Annual Accounts).

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 and potential dividend distributions in the future. As of March 31, 2022, our financial debt consisted mainly of our project debt, in the form of borrowings from credit institutions, and our corporate financing debt, composed of our 2021 Notes. Set forth below is summarized information on their respective terms.

Our finance costs have increased significantly as our outstanding debt has grown. Our total finance costs have increased significantly as our outstanding debt has grown from €3,636 thousand at the end of 2019 to €7,638 thousand at the end of 2020, to €16,909 thousand at the end of 2021. For the three-month period ended March 31, 2022 our finance costs amounted to €3,656 thousand.

#### 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, 2021 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 2021 Marguerite Transaction, project indebtedness for La Fernandina, Miramundo, Zafra is shown as financial debt in our balance sheet as of March 31, 2021. In particular, the 2021 Marguerite Transaction increased our borrowings from credit institutions associated with renewable energy plants from €87,341 thousand as of December 31, 2020 to €161,175 thousand (that is, a €73,834 thousand increase) due to consolidating the SPV project debt finance of the three assets acquired within the project debt incurred by our SPVs.

On December 16, 2021 the Company refinanced the existing project finance debt linked to the Spanish assets El Muelle, Los Belos and Montesol, with Banco Sabadell. The new project finance has a tenor of 18-years and includes a total amount of €61,498 thousand including guarantees. The loans have been structured as green loans and comply with the principles designated within the Green Loan Principles (GLP) of the Loan Market Association (LMA), which aim to promote sustainability and offer clear environmental benefits.

#### New Project Debt under negotiation

- The Group is currently negotiating the BBVA Project Financing with BBVA to finance a Spanish solar PV portfolio with an aggregate gross targeted installed capacity of 605MW currently Under Construction. The facility is expected to include a total amount of c. €300 million senior debt, a PPA guarantee line of €28 million which was made available last year subsequent to the closing of the Uniper and Endesa PPAs, and a credit line to cover a 6-month debt service reserve account of €17 million. The project finance debt is expected to have a tenor of c.17.5 years and is expected to be 70% hedged to mitigate interest rate risk. The main terms and covenants are expected to be the following: (i) a minimum project capacity of 439 MW or 303 MW (if certain requirements are met) is required; (ii) market standard early termination causes such as non-payment, wrongful use of funds or if the DSCR is lower than 1.05x; (iii) a security package which includes pledges over shares of the project SPVs or credit rights derived from bank accounts and security rights over the assets of the project shall be granted if the RCSD is lower than 1.07x or an early termination event occurs. The Company is expecting to close this financing during the month of July 2022.
- On May 13, 2022 the Group signed the ING Mandate to secure the project finance for an aggregate gross targeted installed capacity of 167 MW Spanish solar PV assets also Under Construction. The financing under the ING Mandate, which is currently under negotiation and expected to be closed during the month of July 2022, is expected to have a principal amount of €93 million senior debt, €4 million PPA guarantee line, and a credit line facility of €7 million to cover

a 6-month debt service reserve account. The financing under the ING Mandate will be structured as a 10 year maxi-perm, and will be hedged at 70%.

The project debt is recorded as non-current and 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 €29,000 thousand. 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.

The Group's project financing debt (which excludes intra-group loans, which are eliminated upon consolidation) totalled €243,596 thousand and €241,504 thousand as of March 31, 2022 and December 31, 2021, respectively.

#### *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. 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, 2021 and March 31, 2022, the principal amount of our mini-term loan facility in Chile was USD 90,800 thousand (€83,599 thousand) and USD 98,083 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 which have been fully repaid as of March 31, 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. As of the date of this Prospectus and for the historical financial information period, the Company has met the existing financial and non-financial covenants. 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 March 31, 2022 (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 semi-annual payments.

Project(s)	Date of agreement	Facility amount	Debt per project <sup>(1)</sup>	Tenor	Interest rate	Lenders	“Lock-up” DSCR	Minimum DSCR
La Fernandina <sup>(2)(3)</sup>	January 2019	€27,267	€24,739	December 2035	Euribor 6M +2.25%-2.75%	Sabadell / Bankinter	DSCR > 1.25x	DSCR < 1.10x
Miramundo <sup>(2)(4)</sup>	February 2019	€27,261	€24,692	December 2035	Euribor 6M +2.25%-2.75%	Sabadell / Abanca	DSCR > 1.25x	DSCR < 1.05x
Zafra <sup>(2)(5)</sup>	March 2019	€27,260	€24,888	December 2035	Euribor 6M +2.25%-2.75%	Sabadell / Banco Cooperativo Español	DSCR > 1.25x	DSCR < 1.05x
Los Belos <sup>(6)</sup>	December 2021	€26,570	€26,224	December 2039	Euribor 6M +1.75% (+25 bps every 5 years)	Sabadell	PPA: DSCR > 1.10x Merchant: DSCR > 1.20x <sup>(15)</sup>	DSCR < 1.05x
El Muelle <sup>(7)</sup>	December 2021	€5,940	€5,865	December 2039	Euribor 6M +1.75% (+25 bps every 5 years)	Sabadell	PPA: DSCR > 1.10x Merchant: DSCR > 1.20x	DSCR < 1.00x
Montesol <sup>(8)</sup>	December 2021	€26,587	€26,241	December 2039	Euribor 6M +1.75% (+25 bps every 5 years)	Sabadell	PPA: DSCR > 1.10x Merchant: DSCR > 1.20x	DSCR < 1.00x
Aguascalientes <sup>(9)</sup>	August 2019	USD 22,000	USD 20,479	July 2026	Libor 6M 2.125%-2.375%	SMBC	DSCR > 1.00-1.20x	DSCR < 1.00x
Andalucía <sup>(10)</sup>	August 2019	USD 64,000	USD 59,706	July 2026	Libor 6M 2.125%-2.375%	SMBC	DSCR > 1.00-1.20x	DSCR < 1.00x
Sol de los Andes & La Estrella <sup>(11)</sup>	June 2020	USD 100,000	USD 98,083	June 2027	Libor 6M 2.25%-2.50%	SMBC	DSCR > 1.00-1.20x	DSCR < 1.00x
Lingue <sup>(12)</sup>	August 2020	USD 2,241	USD 2,161	July 2038	Libor 6M +4.5%	Cifi	DSCR > 1.20x	DSCR < 1.00x
Magnolios (Ex-Litre) <sup>(13)</sup>	August 2020	USD 2,164	USD 2,103	July 2038	Libor 6M +4.5%	Cifi	DSCR > 1.20x	DSCR < 1.00x
Llay Llay <sup>(14)</sup>	August 2020	USD 9,191	USD 8,989	July 2038	Libor 6M +4.5%	Cifi	DSCR > 1.20x	DSCR < 1.00x

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 non current and current liabilities, except for debt corresponding to Andalucía and Aguascalientes which projects were consolidated under the equity method. FacilityAmount is the total debt raised and Debt per Project is the outstanding debt balance. The Debt per project might be lower because not all debt has been drawn down as in the case of Sol de los Andes as of December or because debt has been repaid according to its amortization schedule.

(2) All the debt related to La Fernandina, Miramundo and Zafra is now fully consolidated after the transaction.

- (3) Planta Solar OPDE La Fernandina, S.L. is the borrower.
- (4) Planta Solar OPDE Extremadura 2, S.L. is the borrower.
- (5) Planta Solar OPDE Andalucía 1, S.L. is the borrower.
- (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) Lingue SpA is the borrower.
- (13) Litre SpA is the borrower.
- (14) Xué Solar SpA is the borrower
- (15) PPA: DSCR shall be 1.10x during the period the PPA is in force and 1.20x in any other event (Merchant).



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 €13,204 thousand as of March 31, 2022 and €13,625 thousand as of December 31, 2021. 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 for an amount of c. 48 thousand plus VAT each plant. These leases are recorded under "Lease liabilities".

#### Corporate financing debt

Our corporate financing debt consists mainly of the 2021 Notes, 2022 Notes (which will serve to redeem the 2021 Notes), commercial notes and, to a lesser extent, bank credit lines entered into by the Company to meet its working capital requirements (including multi-currency credit accounts, loans and reverse factoring (confirming) facilities with an aggregate maximum amount of €10,000 thousand, €5,000 thousand and €20,000 thousand, respectively. As of the date of this Prospectus, the amount drawn under these working capital lines is zero, except for letter of credits and bank guarantees and the green working capital lines detailed in limb (iii) below). As of December 31, 2021, our debt instruments and other marketable securities totalled €137,550 thousand.

Moreover, in 2022:

- i. we signed an arrangement facility for the issue of the 2022 Notes for the purposes of, amongst others, redeem the 2021 Notes (the first issue and the subsequent redemption of the 2021 Notes is expected to take place on July 19, 2022);
- ii. in May 2022 we have raised commercial papers under the MARF Program for an amount of €7,000 thousand; and
- iii. in May 2022, we also entered into a second green working capital line with Caixabank for a maximum of €20,000 thousand (in December 2021, we entered into a €30,000 thousand green working capital line with Caixabank). Both credit lines shall be used to issue bank guarantees and letters of credit. As of the date of this Prospectus, we have disbursed c. €23,689 thousand (including letters of credit and bank guarantees).

#### 2021 Notes

Our 2018 Notes, 2019 Notes and 2020 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 of the 2021 Notes (i.e., Opdenenergy, S.A.). In addition, we used the net proceeds of the 2021 Notes to fund the early redemption price for the 2018 Notes, 2019 Notes and 2020 Notes (including a 2% premium and the accrued and unpaid interest), to fund the payment price of the 2021 Marguerite Transaction, and to pay transaction costs related to the issuance of the 2021 Notes and the redemption and cancellation of the 2018 Notes, 2019 Notes and 2020 Notes.

Under the 2021 Notes, the issuer of the 2021 Notes has to comply with a collateral cover ratio covenant of at least 1.05:1 and the issuer and guarantor (i.e., the Company) of the 2021 Notes 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, except for the issuance of shares in connection with any corporate restructuring of the Guarantor required in order to effect an initial public offering of ordinary shares that has been expressly waived, (iii) the creation of securities over their assets (with certain exception such as guaranteeing the obligations of the project financing), (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 such as the distribution of dividends for an amount of €2,800 thousand or extraordinary dividends provided that an amount equal to 50% of such extraordinary dividend is served to the repayment of the 2021 Notes), amongst others. 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.

As of the date of this Prospectus, we comply with the covenants of the 2021 Notes and, therefore, expect to comply with those under the 2022 Notes.

Our 2021 Notes are expected to be redeemed and cancelled in July 2022, with part of the proceeds from the 2022 Notes. The issuance of the 2022 Notes is expected to be closed during the month of July 2022 under the new €250 million arrangement facility signed on July 8, 2022 by Opdenenergy, S.A. If the 2021 Notes were not finally redeemed, the terms and conditions of the 2021 Notes would remain applicable including the following undertaking: the Guarantor must lend to the issuer of the 2021 Notes by way of subordinated loan and/or contribute to the latter by way of share capital increase 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 €15,000 thousand. For clarification purposes, the 2021 Notes do not impose any liens over these funds and thus, do not have to be used to repay the 2021 Notes and can be pushed further down to our project SPVs in order to undertake the development of our pipeline projects.

### 2022 Notes

On July 8, 2022, Opdenenergy, S.A. signed a new €250,000 thousand arrangement facility. The maximum amount of the 2022 Notes is distributed between: (i) a first issue for an initial aggregate nominal amount of c. €143,700 thousand (the “**Initial Nominal Amount**”) which will be served to fund the early redemption price for the 2021 Notes (including accrued and unpaid interest) and part of the transaction costs related to the issuance of the 2022 Notes; and (ii) subsequent issues of 2022 Notes up a maximum aggregate nominal amount of €250,000 thousand.

The first issue of the 2022 Notes related to the Initial Nominal Amount is subject to the fulfilment of certain conditions precedent which as of the date of this Prospectus, have been fulfilled. Therefore, the first issue and the subsequent redemption of the 2021 Notes is expected to take place on July 19, 2022. This first issue will be communicated through the publication of other relevant information notice (*comunicación de otra información relevante*). The remaining nominal amount (*i.e.*, €106,300 thousand) may be disbursed until March 15, 2023 in four additional instalments of not less than €10,000 thousand each, in accordance with the bond purchase agreement<sup>34</sup> dated on July 8, 2022.

The terms and conditions of the 2022 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) on July 8, 2022 (the “**Trust Deed**”).

Below is a summary of the main terms and conditions of the 2022 Notes. For the purposes of the summary, “closing date” shall be understood as the date of the first issue of the 2022 Notes, which is expected to take place on July 19, 2022:

Issuer .....	Opdenenergy, S.A. Unipersonal (the “ <b>Issuer</b> ”).										
Guarantor .....	Opdenenergy Holding, S.A. (the “ <b>Guarantor</b> ”).										
Maturity .....	The date falling thirty six (36) months after the closing date.										
Amount	<ul style="list-style-type: none"> <li>• The Initial Nominal Amount shall be €143,700 thousand;</li> <li>• The Issuer may issue further 2022 Notes up to a maximum aggregate nominal amount of €250,000 thousand.</li> </ul>										
Interest Rate .....	Three-month Euribor (subject to a floor of 0.00%), plus a margin as set out below:  Interest is payable quarterly in arrears on March 15, June 15, September 15 and December 15.										
	<table> <thead> <tr> <th>Time Period</th> <th>Margin per cent. per annum</th> </tr> </thead> <tbody> <tr> <td>• From (and including) the closing date to (and including) the date falling six (6) months after the closing date.</td> <td>3.00</td> </tr> <tr> <td>• From (and excluding) the date falling six (6) months after the closing date to (and including) the date falling twelve (12) months after the closing date.</td> <td>3.50</td> </tr> <tr> <td>• From (and excluding) the date falling twelve (12) months after the closing date to (and including) the date falling eighteen (18) months after the closing date.</td> <td>4.00</td> </tr> <tr> <td>• From (and excluding) the date falling eighteen (18) months after the closing date to (and including) the date falling twenty-four (24) months after the closing date.</td> <td>4.50</td> </tr> </tbody> </table>	Time Period	Margin per cent. per annum	• From (and including) the closing date to (and including) the date falling six (6) months after the closing date.	3.00	• From (and excluding) the date falling six (6) months after the closing date to (and including) the date falling twelve (12) months after the closing date.	3.50	• From (and excluding) the date falling twelve (12) months after the closing date to (and including) the date falling eighteen (18) months after the closing date.	4.00	• From (and excluding) the date falling eighteen (18) months after the closing date to (and including) the date falling twenty-four (24) months after the closing date.	4.50
Time Period	Margin per cent. per annum										
• From (and including) the closing date to (and including) the date falling six (6) months after the closing date.	3.00										
• From (and excluding) the date falling six (6) months after the closing date to (and including) the date falling twelve (12) months after the closing date.	3.50										
• From (and excluding) the date falling twelve (12) months after the closing date to (and including) the date falling eighteen (18) months after the closing date.	4.00										
• From (and excluding) the date falling eighteen (18) months after the closing date to (and including) the date falling twenty-four (24) months after the closing date.	4.50										

<sup>34</sup> The purchasers under the bond purchase agreement are (i) Allianz Global Investors GMBH, acting on behalf of Allianz L-PD Fonds; (ii) Allianz Global Investors GMBH, acting on behalf of Allianz PKV-PD Fonds; (iii) Allianz Global Investors GMBH, acting on behalf of Allianz SE-PD Fonds; (iv) Allianz Global Investors GMBH, acting on behalf of Allianz V-PD Fonds; (v) Eig Sunsuper Co-Investment II, L.P.; (vi) Cardinal Energy Lp; (vii) Pacific Indemnity Company; (viii) Gf Infrastructures Durables S.L.P.; (ix) Generali Green Impact Investment Fund SIp – Debt, a compartment of Generali; and (x) Green Impact Investment Fund SIp.

	<ul style="list-style-type: none"> <li>• From (and excluding) the date falling twenty-four (24) months after the closing Date to (and including) the date falling thirty (30) months after the closing date. 5.00</li> <li>• From (and excluding) the date falling thirty (30) months after the closing date to (and including) the Final Maturity Date. 5.50</li> </ul>
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 ( <i>Freiverkehr</i> ) (multi-lateral trading facility).
Further Issues.....	Subject to the aggregate nominal amount of the 2022 Notes not exceeding €250,000 thousand, the Issuer is at liberty from time to time, if previously approved in writing by the EIG Management Company, LLC, as monitoring advisor, but without the consent of the bondholders (but subject to compliance with the provisions of the Trust Deed and the conditions of the Bonds as set out under the Trust Deed), to create and issue further securities (“ <b>Further Notes</b> ”) ranking <i>pari passu</i> and having terms and conditions the same as the 2022 Notes or the same in all respects save for the amount and date of the first payment of interest thereon and so that the same shall be consolidated and form a single series with the 2022 Notes. Such Further Notes shall be constituted by the Trust Deed or any deed supplemental thereto. Whenever it is proposed to create and issue any Further Bonds the Issuer shall give to the BNY Mellon Corporate Trustee Services Limited (as trustee) and any settlement agent appointed in respect thereof not less than 15 Business Days’ notice in writing of its intention so to do stating the amount of Further Notes or notes proposed to be created and issued.
Pledges.....	<p>Payments under the 2022 Notes are secured by five different Spanish law first ranking pledges over 100% of (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., (iv) all amounts deposited from time to time in certain bank accounts owned by the Issuer; and (v) over receivables arising from any intercompany loan entered into between the Issuer and Otras Producciones de Energía Fotovoltaica, S.L.U. In addition, if the conditions for a Qualifying IPO are not met (<i>i.e.</i>, that the gross proceeds received as a result of the IPO amount to at least €150,000 thousand and the equity market value following an initial public offering is greater than €600,000 thousand), the share capital of OPDE Italy, S.R.L. shall be pledged on or before the date falling six (6) months after the closing date.</p> <p>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.</p>
Covenants .....	<p>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.</p> <p>Following Admission, the Guarantor must lend to the Issuer by way of subordinated loan (a “<b>Net IPO Proceeds Loan</b>”) and/or contribute to the Issuer by way of share capital increase (a “<b>Net IPO Proceeds Contribution</b>”) an aggregate amount at least equal to the net proceeds obtained by the Company upon completion of the Offering less €1 million (or €10 million in the event that the conditions for a Qualifying IPO are met). 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. For clarification purposes, the 2022 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 €1 million (or €10 million in the event that the conditions for a Qualifying IPO are met) of net</p>

proceeds of the Offering may be kept at the level of the Guarantor, which it may use to fund operational costs (such as the Senior Management remuneration).

The Issuer and the Guarantor are subject to certain general negative covenants (save as for certain exceptions set out in the Trust Deed) 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, except in the event of an initial public offering of ordinary shares, (iii) the creation of securities over their assets (with certain exception such as guaranteeing the obligations of the project financing), (iv) the financial indebtedness that may be incurred by the Group, and (v) shareholder distributions (with certain exceptions such as the distribution of dividends for an amount of €2,800 thousand or extraordinary dividends provided that an amount equal to 50% of such extraordinary dividend is offered to bondholders for the repayment of the 2022 Notes).

With respect to prong (iv) the 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 or contracted revenues) as of each quarter.

Redemption ..... The Issuer is required to redeem the 2022 Notes, in whole or in part (as the case may be), upon certain events, namely, if it becomes unlawful for any noteholder to hold 2022 Notes, a change of control, and upon a cash sweep event. In addition, the Issuer may redeem the 2022 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 2022 Notes.

Events of Default ..... Events of default include (A) general events of default incurred by any material company (as defined in the 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 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 Trust Deed) under the Finance Documents (as defined in the 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 (except if such project has a capacity of less than 100 MW): (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.

### Commercial Green Paper Programme

Furthermore, on December 29, 2021 we registered the “*Commercial Green Paper Programme OPDENERGY 2021*” information memorandum dated December 27, 2021 in the MARF for a maximum outstanding balance of €100,000 thousand (the “**MARF Program**”). The validity of the MARF Program is one year from the date of registration of the MARF Program with the MARF. The framework under which we may issue the commercial paper notes (e.g., any commercial paper notes issued under the MARF Program) will not include an early redemption option for us (call) or for the holder of the commercial paper notes (put) or that the commercial paper notes will not grant the investors economic or political rights). The commercial paper notes are securities with an implicit positive, zero or negative yield, so that their return (positive, zero or negative) results from the difference between the subscription or acquisition price and the redemption price, with no right to receive a periodic coupon. Each of them will have a nominal value of €100,000.

The amount, nominal interest rate, issue date, disbursement date, maturity date, as well as the rest of the terms of each issuance of commercial paper notes will be agreed between us and the dealers appointed for these purposes (Banco Santander, S.A. and Bestinver Sociedad de Valores, S.A.) involved in each specific issuance of commercial paper notes. Such terms will be confirmed by means of the delivery of a document which will include the conditions of the issue, to be sent by us to the relevant dealers. Additionally, it is also possible that final investors having the status of qualified investors subscribe the commercial paper notes directly from us, provided that any such investor complies with all current legal requirements.

As of the date of this Prospectus, we have raised commercial papers under the MARF Program for an amount of €7,000 thousand.

### **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 March 31, 2022.

**As of March 31, 2022**

	<b>2022</b>	<b>2023</b>	<b>2024</b>	<b>2025 and subsequent years</b>	<b>Total</b>
	<i>(in thousands of euros)</i>				
Borrowings from credit institutions associated with renewable energy plants <sup>(1)</sup> .....	19,760	20,405	19,751	243,056	<b>302,972</b>
Debt instruments and other marketable securities <sup>(2)</sup> .....	5,526	146,195	-	-	<b>151,721</b>
Lease liabilities <sup>(3)</sup> .....	1,790	2,794	2,906	71,561	<b>79,051</b>
Other financial liabilities.....	136	-	-	-	<b>136</b>
Short-term provisions <sup>(4)</sup> .....	5,203	-	-	-	<b>5,203</b>
CEO IPO Bonus.....	3,569	-	-	-	<b>3,569</b>
Other executive incentives.....	1,634	-	-	-	<b>1,634</b>
Purchase obligations <sup>(5)</sup> .....	43,009	-	-	-	<b>43,009</b>
<b>Total</b> .....	<b>80,627</b>	<b>169,394</b>	<b>22,657</b>	<b>314,617</b>	<b>587,295</b>

- (1) The breakdown by maturity of debt's Group, undiscounted and considering all contractual flows included in the contracts (principal and interest). For additional information on the maturity of our project debt financing, see Note 9.2 to our March 2022 Unaudited Interim Condensed Consolidated Financial Statements.
- (2) The breakdown by maturity of debt's Group, undiscounted and considering all contractual flows included in the contracts (principal and interest). The 2018 Notes, 2019 Notes and 2020 Notes were redeemed in March 2021. To fund the related redemption costs, we issued the 2021 Notes. As of March 31, 2022, the 2021 Notes were recorded under "Debt instruments and other marketable securities".
- (3) Shows the maturity of our undiscounted lease liabilities. See Note 7 to our March 2022 Unaudited Interim Condensed Consolidated Financial Statements.
- (4) The short-term provisions recorded in our March 2022 Unaudited Interim Condensed Consolidated Financial Statements consist of the CEO IPO Bonus plus a provision registered for the payment of the long-term incentive plan for the years 2017-2021 of the chief executive officer<sup>35</sup> (see Note 15 to our 2021 Audited Consolidated Annual Accounts and 16.3 to our March 2022 Unaudited Interim Condensed Consolidated Financial Statements). The provision recorded in the March 2022 Unaudited Interim Condensed Consolidated Financial Statements amounted to €3,569 thousand based on the assumptions set forth therein, which included a higher offering price than the mid-point of the Offering Price Range.
- (5) Purchase obligations consist of inventory purchase commitments including modules, trackers, inverters and transformers, amounting to €43,009 thousand relating to photovoltaic projects to be built in Spain and the United States.

After March 31, 2022, other transactions have taken place: (i) we have raised commercial papers under the MARF Program for an amount of €7,000 thousand; (ii) we have signed an arrangement facility for the issue of the 2022 Notes for the purposes of, amongst others, redeem the 2021 Notes; (iii) we have signed the ING Mandate for an amount of €93 million to finance a further 167 MW Under Construction (the financing under the ING Mandate is under negotiation and expected to be closed during the month of July 2022); and (iv) we are currently negotiating the BBVA Project Financing. For further information, see "Operating and Financial Review – Indebtedness."

**Audited consolidated balance sheets and off-balance sheet arrangements**

*Balance Sheet*

	<b>As of March 31,</b>	<b>As of December 31,</b>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>	<b>2019</b>
	unaudited	audited		
	<b>(in thousands of euros)</b>			
<b>Non-current assets</b>				
Intangible assets.....	3,590	3,545	929	910
Property, plant and equipment.....	396,260	376,013	17,518	3,314
Investment property.....	1,218	1,218	1,218	1,218
Assets for right of use.....	37,063	34,626	2,706	18,362
Non-current investments in Group Companies and associates.....	8,836	8,013	13,388	5,573
Non-current financial investments.....	2,252	2,215	1,624	2,620
Derivatives.....	10,085	4,296	4,196	218
Trade and other receivables.....	4,504	4,415	4,075	-

<sup>35</sup> This amount has already been paid and this long-term incentive plan is no longer in force as of the date of this Prospectus.

	As of March 31,	As of December 31,		
	2022	2021	2020	2019
	unaudited	audited		
	(in thousands of euros)			
Non-current accruals and deferred income .....	1,480	1,493	-	-
Deferred tax assets .....	61,936	26,321	11,975	9,236
<b>Total non-current assets</b> .....	<b>527,224</b>	<b>462,155</b>	<b>57,629</b>	<b>41,451</b>
<b>Current assets</b>				
Inventories .....	16,134	15,621	186,659	169,088
Trade and other receivables .....	23,059	29,875	20,612	35,626
Current investments in Group companies and associates .....	21	21	592	-
Current financial assets .....	648	615	3,590	9,492
Current prepayments and accrued income .....	1,861	488	746	12
Cash and cash equivalents .....	74,927	99,575	49,074	44,272
<b>Total current assets</b> .....	<b>116,650</b>	<b>146,195</b>	<b>261,273</b>	<b>258,490</b>
<b>Total assets</b> .....	<b>643,874</b>	<b>608,350</b>	<b>318,902</b>	<b>299,941</b>
<b>Equity</b>				
Shareholders' equity .....	51,650	60,609	79,738	82,509
Registered share capital .....	2,118	2,118	2,118	2,118
Reserves and profit/loss from previous years .....	57,791	76,283	77,141	65,934
Profit(loss) for the year attributable to the Parent Company .....	(8,259)	(17,792)	479	14,457
Valuation adjustments .....	(130,606)	(35,266)	(1,162)	(3,693)
Exchange differences .....	(6,577)	(6,496)	(4,012)	(3,343)
Cash flow hedge reserve .....	(124,459)	(28,789)	2,838	152
Cash flow hedge reserve from non-controlling investments .....	430	19	12	(502)
<b>Total equity</b> .....	<b>(78,956)</b>	<b>25,343</b>	<b>78,576</b>	<b>78,816</b>
<b>Non-current liabilities</b>				
Long term provisions .....	6,897	6,781	820	505
Long-term debts .....	404,194	399,526	82,121	55,003
Derivatives .....	182,821	43,780	-	-
Deferred tax liabilities .....	6,982	4,603	1,647	406
Non-current accruals and deferred income .....	3,838	3,872	110	246
<b>Total non-current liabilities</b> .....	<b>604,732</b>	<b>458,562</b>	<b>84,698</b>	<b>56,160</b>
<b>Current Liabilities</b>				
Short term provisions .....	5,203	5,203	9,912	1,219
Current payables .....	25,734	23,986	100,526	94,391
Trade and other payables .....	69,801	71,997	44,849	69,095
Derivatives .....	17,080	22,891	-	-
Short-term accruals and deferred income .....	280	368	341	260
<b>Total current liabilities</b> .....	<b>118,098</b>	<b>124,445</b>	<b>155,628</b>	<b>164,965</b>
<b>Total equity and liabilities</b> .....	<b>643,874</b>	<b>608,350</b>	<b>318,902</b>	<b>299,941</b>

Although as of March 31, 2022 the Company had a negative consolidated total equity amount of €78,956 thousand, the Company maintains a positive individual total equity for amount of €72,077 thousand as of March 31, 2022, due to the fact that the Company does not have contracted derivative financial instruments. See Note 2.3 to our March 2022 Unaudited Interim Condensed 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, 2021, the Group had provided guarantees to third parties in connection with the development and construction of solar PV installations in various currencies, mainly corresponding to guarantees for the provisional acceptance of constructed solar PV installations, guarantees to municipalities for works to be performed or already performed and guarantees provided for awarded tenders. The breakdown by currency is as follows (in millions):

	March 31, 2022		2021		2020	
	Local currency	Euros	Local currency	Euros	Local currency	Euros
Euros	65.8	65.8	73.6	73.6	25.2	25.2
Chilean pesos	7.885	9	7,353	7.6	2,086	2.4
Us Dollar	45.1	40.6	45.8	40.4	35.7	29.1

The guarantees provided by the Group are mostly guarantees given for the interconnection rights acquired, common energy evacuation infrastructures, PPA contracts for their connection on time and for turnkey contracts. The total amount of these guarantees amounts to €18,892 thousand as of March 31, 2022, €18,723 thousand as of December 31, 2021 and €17,415 thousand in 2020.

The endorsements and guarantees would be, mainly, executed for breaches in the dates of execution of the different projects. However, the Group considers that these situations are not common, and it is not estimated that they will occur, so the liabilities that could arise from the guarantees provided would not be significant.

In addition, the Group has recorded long-term deposits and guarantees under "Current financial assets - Other financial assets" and "Non-current financial assets - Other financial assets" which are pledged to secure bank guarantees amounting to €617 thousand at 31 March 2022 (at 2021 year-end: €617 thousand and €354 thousand at 2020 year-end).

As of March 31, 2022 and December 31, 2021, and 2020 the Company has taken out surety insurance policies amounting to €131,064 thousand, €129,435 thousand and €143,139 thousand, respectively.

#### 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. The valuation and performance of our synthetic PPAs due to the electricity price volatility have a direct impact on:

- our consolidated balance sheet, where a derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability, depending on the valuation of the derivative at each settlement date; and
- our consolidated equity, as a result of the registration of the change in the fair value of the derivatives the effective portion of changes in the fair value of PPAs derivatives is recognised in other "Valuation adjustments" and accumulated in cash flow hedge reserves, limited to the aggregate change in the fair value of the hedged item from the inception of the hedge.

However, these synthetic PPAs may also generate the so-called "ineffectiveness". These ineffectiveness occur when the nominal (denominated in MWh) (actual swap) is not fully coincident at the hourly level and the degree of pointing in the electricity price curves projected by the independent curve provider (hypothetical swap) as of a certain reporting period (in our case, at the end of each year, and for the purposes of this Prospectus, also quarterly as of March 31, 2022). The gain or loss relating to the ineffective portion is recognised immediately in profit or loss and is included in the "Other gains and losses" line item.

As of March 31, 2022, the ineffectiveness of the derivatives amounted to €3,934 thousand (positive) in our consolidated profit and loss account but the change in the fair value of the Written Options (as explained in "*The electricity price volatility may have a negative impact in our results, debt and equity as a consequence of the valuation of our synthetic PPAs. The valuation*")



of the Written Options may also affect negatively our results”) resulted in a negative amount of €9,492 thousand, which led to a net amount in our consolidated profit and loss account of €5,558 thousand (negative) under “Other gains and losses”.

On another note, the changes in the fair value of the derivatives had a negative impact in the consolidated equity of the Group that amounted to €123,251 thousand, resulting in a negative consolidated total equity amount of €78,956 thousand at the end of the first quarter of 2022.

For further information on our financial risk management, see Note 12 to our 2021 Audited Consolidated Annual Accounts.

### Analysis of Alternative Performance Measures

For information on the APMs used in this Prospectus, see “Presentation of Financial and Other Important Notices—Alternative Performance Measures”.

Most of the APMs are defined in the 2021 and 2020 Consolidated Management Reports accompanying the 2021 Audited Consolidated Annual Accounts and 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 Consolidated Annual Accounts as of and for the years ended December 31, 2021, 2020 and 2019.

#### Adjusted EBITDA<sup>(APM)</sup>

Adjusted EBITDA corresponds to “Revenue” + “Change in stocks of finished goods and work in progress” + “Impairment of inventories” – “Procurements” + “Other operating income” – “Staff costs” – “Other operating expenses” +/- IPO costs and other adjustments.

The table below sets forth the reconciliation of this APM for the years ended December 31, 2019, 2020 and 2021 and for the three months ended March 31, 2022 and 2021.

	As of March 31,		As of December 31,		
	2022	2021	2021	2020	2019
	<i>(in thousands of euros)</i>				
Revenue .....	5,299	3,197	43,495	139,047	132,919
Changes in inventories of finished goods and work in progress .....	511	4,442	746	15,453	66,551
Impairment losses on inventories .....	-	-	424 <sup>(2)</sup>	-	-
Works performed by the Company for its assets	1,527	717	4,730	-	-
Supplies .....	(757)	(4,842)	(15,468)	(127,899)	(172,778)
Other operating income .....	362	237	960	659	445
Employee benefits .....	(2,848)	(2,267)	(7,197)	(15,933)	(5,738)
Other operating expenses .....	(2,534)	(2,404)	(13,515)	(6,958)	(5,873)
IPO costs, bonus for liquidity event and other adjustments <sup>(3)</sup> .....	-	-	(94)	7,612	-
<b>Adjusted EBITDA<sup>(APM)</sup> <sup>(1)</sup> .....</b>	<b>1,560</b>	<b>(920)</b>	<b>14,082</b>	<b>11,981</b>	<b>15,526</b>

<sup>(1)</sup> Unaudited.

<sup>(2)</sup> Change in inventories related to projects that have not been completed in 2021

<sup>(3)</sup> For 2021, corresponds to: (i) €2,315 thousand for expenses for third-party services relating to the IPO during 2020 classified within “External Services” which are not contemplated for the calculation of Adjusted EBITDA<sup>(APM)</sup>; (ii) €7,612 thousand (negative) corresponding to the reversal of the expense for the provision recorded at 31 December 2020 for the liquidity event not culminated in that period explained below; (iii) €3,569 thousand euros relating to the provision arising from the probable occurrence of the liquidity event recorded at 31 December 2021 and (iv) €1,634 thousand relating to long-term incentive plan for the years 2017-2021 of the chief executive officer. For 2020, this corresponds to the expense of €7,612 thousand relating to the provision for the probable occurrence of the liquidity event in 2020, recorded at 31 December 2020.

Explanation of use: we consider Adjusted 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 Adjusted EBITDA<sup>(APM)</sup> with net debt and also comparing Adjusted EBITDA<sup>(APM)</sup> with debt service.

### Adjusted EBIT<sup>(APM)</sup>

Adjusted EBIT corresponds to Adjusted EBITDA plus "depreciation and amortization and other, which include "Depreciation of fixed assets", "Impairment and gains/losses on disposal of fixed assets" and, other than for the year ended December 31, 2021, "Other gains/losses" in the consolidated income statement for each year.

The table below sets forth the reconciliation of this APM for the years ended December 31, 2019, 2020 and 2021 and for the three months ended March 31, 2022 and 2021.

	As of March 31,		As of December 31,		
	2022	2021	2021	2020	2019
	<i>(in thousands of euros)</i>				
Adjusted EBITDA.....	1,560	(920)	14,082	11,981	15,526
Adjusted EBITDA margin.....	29.4%	(28.8%)	32.4%	8.6%	11.7%
Depreciation & others <sup>(1)</sup> .....	(3,042)	(1,395)	(10,689)	(541)	(295)
<b>Adjusted EBIT<sup>(APM)</sup> (2)</b> .....	<b>(1,482)</b>	<b>(2,315)</b>	<b>3,393</b>	<b>11,440</b>	<b>15,231</b>

<sup>(1)</sup> Does not include other gains/(losses) for the year ended December 31, 2021.

<sup>(2)</sup> Unaudited.

Explanation of use: Adjusted EBIT provides an analysis of the profit/loss for the year excluding interest and taxes. It is used to assess the operating results generated by the business in each financial year.

Explanation of use: Adjusted EBITDA Margin is considered as a measure of the performance of our activity, as it provides information on the percentage contribution that Adjusted EBITDA represents on revenue. This contribution allows for comparative analyses to be made on the performance of the Adjusted EBITDA margin of our projects.

	As of March 31,		As of December 31,		
	2022	2021	2021	2020	2019
	<i>(in thousands of euros)</i>				
Adjusted EBITDA.....	1,560	(920)	14,082	11,981	15,526
Revenue .....	5,299	3,197	43,495	139,047	132,919
<b>Adjusted EBITDA margin</b> .....	<b>29.4%</b>	<b>(28.8%)</b>	<b>32.4%</b>	<b>8.6%</b>	<b>11.7%</b>

### Net Financial Debt (excluding IFRS 16)<sup>(APM)</sup>

Net Financial Debt (excluding IFRS 16)<sup>(APM)</sup> corresponds to Short-term and long-term debt and other marketable securities + Short-term bank borrowings + Short-term and long-term bank borrowings associated with renewable energy plants + Other financial liabilities - Cash and cash equivalents and excluding the effect of the valuation of derivatives and finance lease liabilities.

The table below sets forth the reconciliation of this APM as of the years ended December 31, 2019, 2020, 2021 and as of the three months ended March 31, 2022.

	As of March 31,	As of December 31,		
	2022	2021	2020	2019
	<i>(in thousands of euros)</i>			
Long-term debt instruments and other marketable securities	137,933	137,550	66,222	37,287
Short-term debt instruments and other marketable securities.....	-	-	131	86
Short-term borrowing from credit institutions .....	-	-	4,638	11,011
Long-term Bank borrowings associated to renewable energy plants .....	229,200	228,571	13,617	15,215
Short-term Bank borrowings associated to renewable energy plants	14,396	12,933	87,341	72,588
Other financial liabilities	136	34	66	153
Cash and cash equivalents	(74,927)	(99,575)	(49,074)	(44,272)
<b>Net Financial Debt (excluding IFRS 16)<sup>(APM)</sup> (1) (2) ....</b>	<b>306,738</b>	<b>279,513</b>	<b>122,941</b>	<b>92,068</b>

(1) Unaudited.

(2) Excluding leases and derivatives.

Explanation of use: Net Financial Debt (excluding IFRS 16)<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.

#### Debt Ratio<sup>(APM)</sup>

Debt Ratio<sup>(APM)</sup> corresponds to “Net financial debt/ Equity employed in the business (calculated as Net financial debt+ Total equity).

The table below sets forth the reconciliation of this APM as of the years ended December 31, 2019, 2020, 2021 and as of the three months ended March 31, 2022.

	As of March 31, 2022	As of December 31, 2021	2020	2019
			<i>(in thousands of euros)</i>	
Net Financial Debt (excluding IFRS 16) <sup>(APM)</sup> (1) (A) .....	306,738	279,513	122,941	92,068
Equity (B) .....	(78,956)	25,343	78,576	78,816
Total equity employed in the business (C) = (A+B) .....	227,782	304,856	201,517	170,884
<b>Debt Ratio<sup>(APM)</sup> (2) .....</b>	<b>1.35</b>	<b>0.92</b>	<b>0.61</b>	<b>0.54</b>

(1) Excluding leases and derivatives.

(2) Unaudited.

Explanation of use: Debt Ratio<sup>(APM)</sup> shows how well a company can cover or repay its debt if Net Financial Debt (excluding IFRS 16)<sup>(APM)</sup> and Adjusted EBITDA<sup>(APM)</sup> remain constant. However, if a company has more cash than debt, the ratio may be negative.

#### Working Capital<sup>(APM)</sup>

Working Capital<sup>(APM)</sup> corresponds to Current Assets – Current liabilities. It is available on the 2021 Consolidated Management Report.

The table below sets forth the reconciliation of this APM as of the years ended December 31, 2019, 2020, 2021 and as of the three months ended March 31, 2022.

	As of March 31, 2022	As of December 31, 2021	2020	2019
			<i>(in thousands of euros)</i>	
Current assets .....	116,650	146,195	261,273	258,490
Current liabilities .....	118,098	124,445	155,628	164,965
<b>Working Capital<sup>(APM)</sup> (1) .....</b>	<b>(1,448)</b>	<b>21,750</b>	<b>105,645</b>	<b>93,525</b>

(1) Unaudited.

Explanation of use: Working Capital<sup>(APM)</sup> is considered by us as a measure of our financial condition, as it provides an analysis of our liquidity, operational efficiency (optimisation of short-term resources and processes to generate positive investment returns) and short-term financial health. The Company believes that the negative amount in the Working Capital<sup>(APM)</sup> as of March 31, 2022 is contingent on the payments for the development and construction investment and the settlement of the derivatives in the short term as well as the impact of the change of the Group's business model. Under the current business model only the renewable energy plants intended for sale are classified under current assets as “Inventories” and the financing agreements associated with the plants have been reclassified in accordance with their contractual maturity, as either long-term or short-term debt. For further information on the change of the business model, see “Operating Financial Review -. Changes in accounting of the renewable energy plants and the financing agreements associated with these plants following a change in our asset turnover strategy”.

## TAXATION

### Spanish Tax Considerations

The following section is a general description 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). This analysis assumes that each transaction with respect to the Shares is at arm's length.

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-Residents 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-Residents 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 description 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, Capital Duty or Stamp Duty in accordance with the Consolidated Text of such tax promulgated by Royal Legislative Decree 1/1993, of 24 September, and Value Added Tax in accordance with Law 37/1992, of 28 December regulating such 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 as residents in Spanish territory for tax purposes.

In general, and without prejudice to the provisions of the applicable double taxation treaty entered into by Spain ("**DTT**"), 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 NRIT Law 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. Investors are advised to consult their tax advisors or lawyers as regards to their specific situation.

#### *Spanish Resident Individuals*

- Personal Income Tax

- 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.

The savings taxable base will be taxed at the fixed rate of 19% (for the first €6,000 of 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) and 26% (for income in excess of €200,000).

In addition, shareholders shall, in general, be liable for a withholding on account of PIT (to be deducted by the Company) at the current rate of 19% on the full amount of income obtained. This withholding shall be creditable from the PIT payable by the relevant shareholder. If the final amount of PIT payable is less than the withholding on account of PIT, it shall give rise to the refund of the excess in accordance with article 103 of the PIT Law.

- 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 2022 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) and 26% (for capital gains in excess of €200,000).

Capital gains derived from transfer of the Shares are not subject to withholding 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.

- 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 depository entity or, in the absence thereof, by the financial intermediary or notary public that intervenes in the transfer.

- 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. No withholding on account of PIT will be applied on distributions of share premium.

- Employee Discount (as defined below)

The Employee Discount afforded to 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 Spanish Autonomous Region in which the Relevant Employee is resident).

Notwithstanding the above, the Employee Discount received by the 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:

- the Offering of the Employee Shares to the 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;
- the Employees Shares are not transferred by the Relevant Employee during the three-year period following their acquisition; and
- 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 plus the applicable delay interests.

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 of 2022, ranging between 0.2% and 3.5%, without prejudice to specific rules that may have been approved by the Spanish Autonomous Regions. Therefore, Spanish tax resident individuals holding Shares should consult with their tax advisors when it comes to their specific situation.

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 (the “**IGT Law**”), 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 the IGT Law, 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 cost may range from 0% to 81.6%.

- Spanish Exit Tax

Individual Spanish shareholders that lose their tax resident status in Spain as a result of a change of residence will be subject to PIT in Spain on the capital gains corresponding to the appreciation in value of the Shares, to the extent that the relevant requirements, circumstances and thresholds established in the PIT Law are met. Investors are advised to consult their tax advisors or lawyers as regards to their specific situation.

#### Corporate Resident Shareholders

- Corporate Income Tax
  - 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 equity 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 currently 25%.

However, dividends and interests in profits of a company could be entitled to an exemption from CIT (generally equivalent to 95% of the dividend income), 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 uninterrupted 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 analysed 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.

In addition, CIT taxpayers will be subject to a withholding on account of their final CIT liability at the rate applicable from time to time (currently 19%) on the total profit received. However, no withholding on account of CIT will apply on dividend payable to a shareholder who is entitled to any of the withholding exemptions set forth in prevailing regulations (e.g. if the shareholder is entitled to apply the participation exemption mentioned above and is able to provide the necessary documentation to this respect). In this scenario, withholding 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, the shareholder will be entitled to the refund of the excess as provided for in article 127 of the CIT Law.

- 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 temporary or permanent 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 withholding on account of CIT.

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 (generally equivalent to 95% of the income), 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.

- 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.

- 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.

In any event, no withholding on account of CIT 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 analyses the tax treatment applicable to shareholders who are non-resident for tax purposes 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 articles 5 and 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 relevant DTT, if applicable.

#### *Non-Residents 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



- 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 Directive 2011/96/EU of the Council of November 30, 2011 (the “**EU Parent-Subsidiary Directive**”) or (ii) the benefits of a DTT (e.g., the applicable rate under the Spain-U.S. DTT is 5% or 15%, as the case may be, for U.S. investors entitled to the benefits of the treaty and who comply with the rest of the conditions required by the DTT to benefit from such reduced rates). Under the EU Parent-Subsidiary Directive exemption, no Spanish NRIT 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:

Both companies are incorporated under the laws of a EU member state, under one of the corporate forms set forth in Annex I, Part A, of the EU Parent-Subsidiary Directive, and subject to, and not exempt from, a Member State Corporate Income Tax (as listed in Annex I, Part B, of the EU Parent-Subsidiary Directive), without the possibility of being exempt.

The distribution of profits is not due to the liquidation of the subsidiary company.

A company is considered to be the 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 uninterruptedly 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 NRIT (at the applicable rate) must be levied on the dividend at the time it is paid out, although it would be refundable once the year has been completed. Investors are advised to consult their tax advisors or lawyers about the procedure to request this refund from the Spanish tax authorities.

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 with which Spain has an effective exchange of taxation information, 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 can be considered as a non-cooperative jurisdiction for tax purposes.

The availability of this exemption is subject to the specific anti-avoidance provisions set out in the EU Parent-Subsidiary Directive, and general anti-avoidance provisions, consistently with the criteria of the European Court of Justice. Investors are advised to consult their tax advisors or lawyers to determine whether they comply with the requirements of the EU Parent-Subsidiary Directive, as interpreted by the European Court of Justice and, as the case may be, the Spanish authorities and courts, for this exemption to apply.

As a general rule, the Company will apply a withholding on account of NRIT of 19% on dividend payments.

However, shareholders resident in certain countries may be entitled to the benefits of a DTT in force between Spain and their country of tax residence. 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, subject to the satisfaction of any conditions specified in the relevant DTT, upon the taxpayers evidence of their tax residency, in the form established in the corresponding legislation (or other forms as further described below).

For this purpose, a special procedure approved by Order of the Ministry of Finance and Treasury on April 13, 2000 (the “**Order**”) is applicable to make any withholding on account of NRIT 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 Order, upon distribution of the dividend, the Company will withhold from the gross income of the dividend the applicable NRIT at the general rate (currently, 19%) and transfer the resulting net

amount to the depository. If the depository in Spain gives to the Company timely evidence of the right of the non-Spanish tax resident shareholder to apply the DTT reduced rates or the NRIT exemption in the manner set out in the Order, it 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 depository 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 that requires 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 their entitlement to any NRIT reduced rate or exemption as well as the procedure to request any refund from the Spanish tax authorities, as the case may be.

- **Capital Gains and Losses**

Pursuant to the NRIT Law, capital gains derived from the transfer of the Shares, or any other capital gains 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 current rate of 19%, 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:

- 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 considered as non-cooperative for tax purposes.
- 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 non-cooperative for tax purposes. 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.

The exemption under (b) above 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 with which Spain has an effective exchange of taxation information, 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 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 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.

- 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.

- 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 current 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, unless they can benefit from a DTT that provides otherwise. However, taxpayers may deduct the minimum allowance of €700,000, being applicable the general scale for the tax, which currently ranges from 0.2% to 3.5%.

The Spanish tax authorities consider that the shares of Spanish companies are assets located in Spain for Wealth 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 IGT 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 an 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.

#### **Spanish Financial Transactions Tax**

Spanish Law 5/2020, 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 as of December 1st of the year preceding the acquisition 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 2021, 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 2022.

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 2022) 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.

#### **Certain US Tax Consequences**

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 is based upon U.S. federal income tax law as of the date of this Prospectus, which is subject to differing interpretations or change, possibly with retroactive effect. No ruling has been sought from the Internal Revenue Service, or the IRS, with respect to any U.S. federal income tax consequences described below, and there can be no assurance that the IRS or a court will not take a contrary position. 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 General 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;
- an estate the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust (a) the administration of which is subject to the primary supervision of a U.S. court and which has one or more United States persons (within the meaning of Section 7701(a)(30) of the Code) who have the authority to control all substantial decisions of the trust or (b) that has elected under applicable U.S. Treasury Regulations to be treated as a United States person under the Code.

**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 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.

For U.S. foreign tax credit purposes, dividends paid on the shares will generally be treated as income from foreign sources and will generally constitute passive category income. 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. Long-term capital gains of non-corporate U.S. Holders generally are eligible for reduced rates of taxation. The amount of gain or loss will be 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. The rules relating to the determination of the U.S. foreign tax credit are complex. You should consult your tax advisers regarding your eligibility for an exemption from Spanish taxation on the gain from disposition of Shares, the creditability of any Spanish tax on the gain from a sale or other disposition of Shares, and the possibility of claiming an itemized deduction (in lieu of the foreign tax credit) 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 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. However, because a mark-to-market election cannot be made for any Lower-tier PFICs that we may own and the shares of which are not “regularly traded” as described above, you will generally continue to be subject to the PFIC rules discussed above with respect to your indirect interest in any investments we own that are treated as an equity interests in a PFIC for U.S. federal income tax purposes. As a result, it is possible that any mark-to-market election with respect to the Shares will be of limited benefit.

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, Information Reporting and Foreign Financial Asset 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. U.S. Holders who are required to establish their exempt status generally must provide a properly completed IRS Form W-9. Backup withholding is not an additional tax. 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 and the significant penalties that may result from non-compliance with these reporting obligations.



## 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 June 29, 2022 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 June 29, 2022 the General Shareholders’ Meeting, approved 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, in the same meeting, the General Shareholders’ Meeting acknowledged the approval of the Board of Directors Regulations and of the Securities Markets Code of Conduct. As of the date of this Prospectus, these corporate resolutions are pending to be registered with the Commercial Registry.

### 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 June 29, 2022.

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 re-elected 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:

- When they cease to hold the executive positions with which their appointment as directors was associated.
- When they are affected by any of the rules on incompatibility or legal prohibition prescribed by law or the Bylaws.
- When they are seriously admonished by the Board of Directors for violating their duties as directors.
- 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.
- When criminally charged or subject to enforcement procedures for serious or very serious civil offences instructed by supervisory authorities.
- 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.
- 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.
- 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.

<u>Name</u>	<u>Title</u>	<u>Category</u>	<u>Appointment Date</u>	<u>Term Expires</u>
Mr Alejandro Javier Chaves Martínez	Chairperson	Proprietary	June 29, 2022	June 29, 2026
Mr Luis Cid Suárez	Chief executive officer <sup>(1)</sup>	Executive	June 29, 2022	June 29, 2026

Ms Cristina Fernández González-Granda	Director	Independent	June 29, 2022	June 29, 2026
Ms Mar Gallardo Mateo	Director	Independent	June 29, 2022	June 29, 2026
Ms Chony Martín Vicente-Mazariegos	Director	Independent	June 29, 2022	June 29, 2026
Mr Gustavo Carrero Díez	Director	Proprietary	June 29, 2022	June 29, 2026
Mr Francisco Javier Remacha Zapatel	Director	Proprietary	June 29, 2022	June 29, 2026

(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 June 29, 2022. 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. 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 Opdenenergy 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 Opdenenergy 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 Opdenenergy's pipeline up to approximately 12 GW. Prior to joining Opdenenergy 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 Head of Investor Relations of Amadeus IT Group since 2014. Prior to that, she worked as Investment Director at private equity firm CVC Partners 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 practice 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 Nationale-Nederlanden Spain since December 2020 and Vice-chairperson of the Board of Directors of Nationale-Nederlanden Spain since March 2021. In addition, she holds office as independent director and chairperson of the audit committee of Prim, S.A. since July 2022. Prior to that, Ms Gallardo Mateo held office as independent director and chairperson of the audit committee of Laminar Pharma and was a partner at the audit department of Pricewaterhouse Coopers, where she worked for over 30 years, being member of the management committee of the firm. 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) and has studied several Corporate Governance and ESG programs at IC-A and Esade.

#### 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 Opdenenergy 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 III, 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 Otorora (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>36</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	No <sup>(5)</sup>	No
	Campofresco, S.L.	Director	Agriculture	No <sup>(5)</sup>	No
	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
	Sequencing Multiplex, S.L.	Shareholder	Health	Indirect A <sup>(1)</sup>	No
	Global Monk, S.L. (Pleneat)	Shareholder	Hospitality	Indirect A <sup>(1)(6)</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

<sup>36</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
	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
	Matusalen Corp, 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
	Inimoby, 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 Beta, 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
	Vierzon Plus Company, S.L.	Shareholder	Real Estate	Indirect A <sup>(1)</sup>	No
	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	No	No
	lEdi, S.A. (Graphenstone)	Shareholder	Technology	Indirect A <sup>(1)</sup>	No
	Invisalign, S.A.	Shareholder	Technology	No	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
	Pangea MHG	Shareholder	Investment	Indirect A <sup>(1)</sup>	No
	Surcouf Inversiones	Shareholder	Investment	Indirect A <sup>(1)</sup>	Yes
	Chrisheila, S.L.	Shareholder	Art	Indirect A <sup>(1)</sup>	No
	Mind Caps Smart Supercapacitors, S.L.	Shareholder	Battery	Indirect A <sup>(1)</sup>	No
	Mirasierra Capital SCR	Director	Private Equity	Indirect A <sup>(1)</sup>	Yes
	Shangha Capital Fund	Shareholder	Private Equity	Indirect A <sup>(1)</sup>	No
	Sounds Partners S.L.	Shareholder	Hospitality	Indirect A <sup>(1)</sup>	No
	Lalala Fleming S.L.	Shareholder	Hospitality	Indirect A <sup>(1)</sup>	No
	Lalala Juan Bravo S.L.	Shareholder	Hospitality	Indirect A <sup>(1)</sup>	No
	Ilanga Investment S.C.A.	Shareholder	Hospitality	Indirect A <sup>(1)</sup>	No
Mr Luis Cid Suárez	OPDENENERGY 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
	PricewaterhouseCoopers, S.L.	Partner	Audit	No	No
	Nationale-Nederlanden Vida Compañía de Seguros y Reaseguros, S.A.E.	Director	Financial	No	Yes
Ms Mar Gallardo Mateo	Fundación PricewaterhouseCoopers	Trustee	Non-profit	No	No
	Laminar Pharmaceuticals, S.A.	Director	Pharmaceutical	No	No
	Prim, S.A.	Director	Health Technology	No	Yes



Director	Entity	Position	Sector	Shareholding	In Office
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
	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	No	No
	Global Monk, S.L. (Pleneat)	Shareholder	Hospitality	Indirect M <sup>(3)(6)</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	No	Yes
	Columbus Invierte Life Science, FCR	Investor	Private Equity	Indirect M <sup>(3)</sup>	No
	Columbus Life Science Fund III, 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	
Matusalen Corp, 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	

Director	Entity	Position	Sector	Shareholding	In Office
	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
	Promociones Barrio Alfa, S.L.	Shareholder	Real Estate	Indirect M <sup>(3)</sup>	No
	Promociones Barrio Beta, S.L.	Director	Real Estate	Indirect M <sup>(3)</sup>	Yes
	Vierzon Plus Company S.L.	Shareholder	Real Estate	Indirect M <sup>(3)</sup>	No
	Proyectos y Propiedades Daks, S.L.	Director	Real Estate	Indirect M <sup>(3)</sup>	Yes
	Yterbia Ingeniería, S.L.	Shareholder	Real Estate	Indirect M <sup>(3)</sup>	No
	Demium Startups, S.L.	Shareholder	Startups incubator	No	No
	Renter Gestiones, S.L.	Shareholder	Services	Indirect <sup>(3)</sup>	No
	Ordatic, S.L.	Shareholder	Technology / Services	Indirect M <sup>(3)</sup>	No
	Pangea MH, S.L.	Shareholder	Investment	Indirect M <sup>(3)</sup>	No
	Surcouf Inversiones	Shareholder	Investment	Indirect M <sup>(3)</sup>	Yes
	Chrisheila, S.L.	Shareholder	Art	Indirect M <sup>(3)</sup>	No
	Mind Caps Smart Supercapacitors, S.L.	Shareholder	Battery Manufacturing	Indirect M <sup>(3)</sup>	No
	Auro New Transport Concept, S.L.	Shareholder	Transportation	Indirect M <sup>(3)</sup>	No
	Murasaki Dragon Fund 2021 S.C.R., S.A.	Shareholder	Private Equity	Indirect M <sup>(3)</sup>	Yes
	Shangha Capital Fund	Shareholder	Private Equity	Indirect M <sup>(3)</sup>	No
	Sounds Partners S.L.	Shareholder	Hospitality	No	No
	Lalala Fleming S.L.	Shareholder	Hospitality	Indirect M <sup>(3)</sup>	No
	Lalala Juan Bravo S.L.	Shareholder	Hospitality	Indirect M <sup>(3)</sup>	No
Ilanga Investment S.C.A.	Shareholder	Hospitality	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 Marearoja Internacional, S.L.
- (4) "Indirect J" means held indirectly through Jalasa Ingeniería, S.L. Unipersonal.
- (5) This company has been liquidated.
- (6) This company is under an insolvency proceeding.

### Board of Directors' Committees

In compliance with the Bylaws and the Board of Directors Regulations, the Board of Directors, at its meeting held on June 29, 2022 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 June 29, 2022.

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 Opdenenergy 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 re-elected 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:

<u>Name</u>	<u>Position</u>	<u>Category</u>	<u>Appointment Date</u>
Ms Mar Gallardo Mateo	Chairperson	Independent	June 29, 2022
Ms Chony Martín Vicente-Mazariegos	Member	Independent	June 29, 2022
Mr Gustavo Carrero Díez	Member	Proprietary	June 29, 2022

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 another 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 analyse 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 June 29, 2022.

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:

<b>Name</b>	<b>Position</b>	<b>Category</b>	<b>Appointment Date</b>
Ms Chony Martín Vicente-Mazariegos	Chairperson	Independent	June 29, 2022
Ms Cristina Fernández González-Granda	Member	Independent	June 29, 2022
Mr Alejandro Javier Chaves Martínez	Member	Proprietary	June 29, 2022

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.
- Analyse 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 June 29, 2022.

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:

<b>Name</b>	<b>Position</b>	<b>Category</b>	<b>Appointment Date</b>
Ms Cristina Fernández González-Granda	Chairperson	Independent	June 29, 2022
Ms Mar Gallardo Mateo	Member	Independent	June 29, 2022
Mr Francisco Javier Remacha Zapatel	Member	Proprietary	June 29, 2022

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.Opdenergy.com](http://www.Opdenergy.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*, “**SCIF**”).

### **Senior Management**

Upon Admission, the Company’s senior management will comprise the following members: chief executive officer, chief financial officer, chief operating officer, general counsel, head of investor relations and head of human resources (collectively, the “**Senior Management**” and each, a “**Senior Manager**”). The Senior Management reports to Opdenenergy’s chief executive officer.

The following table lists the members of Opdenenergy’s Senior Management as of the date of Admission.

<b>Name</b>	<b>Position as of the date of Admission</b>	<b>Member of Management since</b>
Mr Luis Cid Suárez	Chief executive officer <sup>(1)</sup>	2010
Mr Mario Alberto González Henríquez	Chief operating officer	2010
Mr Tomás Collantes Morales	Chief financial officer	2017
Mr Alfonso Álvarez Herráiz	General counsel	2011
Ms Isabel Troya Smith	Head of investor relations	2021
Ms Sandra Pinillos López	Head of human resources	2021

(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—Directors’ Biographical Information*”.

#### Mr Mario Alberto González Henríquez

Mr González Henríquez is Opdenenergy’s chief operating officer since 2018 and has over 16 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 Opdenenergy, 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 Opdenenergy, 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 joined Opdenenergy as chief corporate development and structured finance officer in 2017 and was named chief financial officer in April 2022. Mr Collantes Morales has more than 14 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 Opdenenergy, 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 Alfonso Álvarez Herráiz

Mr Alfonso Álvarez Herráiz has been Opdenenergy'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. She has more than 15 years of experience and prior to joining Opdenenergy, 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.

Mrs 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 Sandra Pinillos López

Ms Pinillos is the Global Human Resources Director for Opdenenergy's headquarters and the subsequent Company's branches. She has over 7 years' experience working in international companies and designing strategies for the improvement of human resource management. Prior to joining Opdenenergy, Ms. Pinillos served as P&C Operations Manager for X-ELIO during 3 years and was responsible of the employees' compensation and benefits structure, HR systems and launched initiatives focused on increasing employee satisfaction and aligning needs with business objectives. Prior to that, Ms. Pinillos Lopez worked as HR Generalist in General Mills, where she led the implementation of Workday and also was responsible of the compensation, training and communication areas.

Ms. Pinillos López holds a bachelor's degree in Sociology and Political Science from the University Carlos III of Madrid and a bachelor's degree in Communication from the Distance University of Madrid.

**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>37</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	Original 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

<sup>37</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.

OPDENERGY Riverstone LP <sup>(2)</sup>	Shareholder	Energy	No	No
Commercial and Engineering Consultancy	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.

As of the date of this Prospectus none of the Senior Managers holds any ordinary shares of the Company.

## Compensation

### *Directors' Compensation*

Until June 29, 2022, when the Company appointed the new composition of the Board of Directors, directors had not received any compensation.

The Directors' 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. The notice of call of the General Shareholders' Meeting shall include a reference to this right.

In accordance with the above, the General Shareholders' Meeting, upon the proposal of the Board of Directors, approved on General Shareholders' Meeting, held on June 29, 2022, a remuneration policy that will be in force, from the date of Admission, for the remaining year 2022 and years 2023, 2024 and 2025 (the "**Remuneration Policy**").

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 by reason of their office as a director (other than any executive director which will not be remunerated for his position as such but only for his executive duties as provided below) shall not

exceed €480,000, pursuant to the resolution passed by the General Shareholders' Meeting on June 29, 2022, in accordance with the Bylaws and the Remuneration Policy. Directors shall not receive remuneration from the subsidiaries of the Group.

The resolution will enter into effect from the Admission. For the period between the date of the Admission and December 31, 2022, the remuneration payable to the directors will consist in the same items described below pro rated to the number of days within that period. Therefore, for the year 2022, the estimated aggregate compensation payable to all of the Company's directors by reason of their office as a director (other than the executive director) for the period comprised between the date of Admission and December 31, 2022, is approximately €215 thousand (this is, the result of pro rating the total amount - €480,000- for the number of days within that period). This has been subject of a separate specific resolution of the General Shareholders' Meeting passed on June 29, 2022.

For financial years 2023 and 2024, the annual aggregate amount payable to all directors by reason of their office as a director (other than the executive director) will be €480,000, as set out in the Remuneration Policy.

The Board of Directors, at its meeting dated June 29, 2022 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 by reason of their office as a director (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.

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

As provided above, upon Admission, the chief executive officer will turn to be the executive director. Thus, this sub-section provides the remuneration of Mr Luis Cid Suárez as chief executive officer and, also, his remuneration as executive director upon Admission.

On July 11, 2022 the Company and the chief executive officer signed a services agreement, governing the terms of performance of the duties as executive director upon Admission 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 June 29, 2022 and it will become effective upon Admission as his appointment as chief executive officer is conditional thereupon.

The agreement entered with the chief executive officer is for an indefinite term and includes claw-back and "malus" clauses in case: (i) the amount of the variable compensation paid or to be paid, respectively, has been calculated using inaccurate or fraudulent information; (ii) there is a serious breach by the chief executive officer of the rules and policies of the Company; or (iii) variable retribution is achieved as a consequence of actions of the chief executive officer which are deemed fraudulent, cause serious damages to the Company or involve a very serious and malicious breach of applicable regulations, amongst others.

Within the framework of the Remuneration Policy, the remuneration package for Mr Cid 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 Appointment and Remuneration 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 or remuneration 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 other 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 remuneration package for the chief executive officer set forth in the services agreement approved by the Board of Directors on June 29, 2022 and signed on July 11, 2022 (within the framework of the Remuneration Policy approved by the General Shareholders' Meeting on June 29, 2022) amounts to c. €600 thousand in cash (fixed remuneration and annual maximum variable remuneration) and €4,731 thousand as in-kind remuneration (including restaurant tickets, payment of the annual insurance premium and the receipt of shares from the Company in the context of the LTIP) as follows:

- A fixed annual remuneration of €300 thousand.
- 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 Appointment and Remuneration Committee. For 2022, the objectives will be set as soon as possible following the Admission.
- 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.
- 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 LTIP (as defined below) approved by the Board of Directors on June 29, 2022. The Board of Directors approved that he will be entitled to a maximum gross amount of €4,725 thousand to be received in shares of the Company assuming an over-performance scenario of the targets set under such long-term incentive and subject to the rest of conditions thereof (see "*Long-Term Incentive Plan (LTIP)*").

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 is not yet in place. As soon as practicable following Admission, the Appointments and Remuneration Committee will meet to confirm the remuneration package for the chief executive officer.

#### *Bruc Transaction bonus*

Furthermore, the chief executive officer entered into an additional remuneration plan approved on May 1, 2022 (prior to his appointment as executive director), subject to the achievement and successful completion of the transfer of each of the 20 project SPV in the context of the Bruc Transaction, which is currently pending of the fulfilment of various conditions and collection of authorisations from different public administrations. The Company has estimated that the chief executive officer will be entitled to a total aggregate amount of €2,100 thousand payable in cash. However, this total aggregate amount is orientative for calculation purposes as the final amount of this variable remuneration will be calculated based on the final impact of each transaction on the Group's consolidated shareholders' equity. Furthermore, the amount of this extraordinary remuneration, will accrue separately for each company transaction at the time the operation is completed (i.e., when all the condition precedents are completed, including the RiB CP as defined under the "*Material Contracts –The Bruc Transaction*")

and will be calculated based on the final impact of each transaction on the Group's consolidated shareholders' equity. As of the date of this Prospectus, the Company expects that in 2022 the Bruc Transaction bonus payable to the chief executive officer will amount to €754 thousand as a result of the completion of eight of the twenty projects and the remaining amount (i.e., €1,346 thousand) will be payable in 2023 as a result of the completion of twelve of the twenty projects.

#### *CEO IPO Bonus*

The senior management contract (*contrato de alta dirección*) entered into between the Company and the chief executive officer on May 1, 2017 (as it was modified on June 27, 2022) provides for 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**”). The CEO IPO Bonus would amount, on a gross basis, to €3,569 thousand, which will be reduced by the application of any withholding taxes on account of PIT according to applicable law.

The CEO IPO Bonus will be settled in cash by the Company on the date of determination of the Offering Price. The chief executive officer has stated that he will reinvest 100% of the net amount of the CEO IPO Bonus (i.e., the gross amount less the application of any withholding taxes on account of PIT) to subscribe for Related Investors Shares in the Related Investors Tranche of the Offering (the “**CEO IPO Bonus Shares**”). Taking into consideration the mid-point price of the non-binding Offering Price Range, the chief executive officer shall receive a maximum amount of 386,788 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.

The remuneration of the chief executive officer, and from Admission executive director, of 2022 amounts to €4,941 thousand and consists in, amongst others, (i) his fixed remuneration; (ii) variable remuneration; (iii) payment of the long-term incentive plan for the years 2017-2021<sup>38</sup>; (iv) certain payments paid to the chief executive officer as a result of the Bruc Transaction bonus; and (v) the net amount of the CEO IPO Bonus. For the period comprised between the date of Admission and December 31, 2022, the outstanding amount payable (out of €4,941 thousand) will be approximately €2,989 thousand.

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, 2021, the total amount of remuneration paid to the persons who were members of the senior management team (including the chief executive officer and severance payments to a former senior manager of the Company) during financial year 2021 by the Company and its subsidiaries for their services in all capacities to the Company and its subsidiaries was €1,259 thousand.

Likewise, the estimated total annual remuneration to be paid in 2022 to the Senior Management will amount to approximately €1,633 thousand, including fixed and variable annual remuneration (comprising also any amount paid to individuals which are not members of the current Senior Management but excluding the chief executive officer, the Retention IPO Bonus which is described hereunder and any LTIP amount). For the period comprised between the date of Admission and December 31, 2022, the outstanding amount payable (out of €1,633 thousand) will be approximately €317 thousand.

In addition to the above, the Senior Management 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. In particular, certain members of the Senior Management (as of the date of this Prospectus, the Board of Directors has appointed six beneficiaries excluding the chief executive officer) will participate in the long-term incentive plan approved by the Board of Directors on June 29, 2022. The Board of Directors approved that they will be entitled to a maximum gross amount of €8,443 thousand (excluding the chief executive officer) to be received in shares of the Company assuming an over-performance scenario of the targets set under such long-term incentive and subject to the rest of conditions thereof and €4,824 thousand (excluding the chief executive officer) to be received in shares of the Company on a target scenario (see “—*Long-Term Incentive Plan (LTIP)*”). This plan provides that executive directors and members of the management team who are expressly invited by the Board of Directors of the Company shall be considered LTIP beneficiaries.

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<sup>38</sup> This long-term incentive plan is no longer in force as of the date of this Prospectus.

## *Retention Bonus*

With the objective of motivating Opdenenergy's key managers, the Company has awarded a retention bonus to certain members of the Senior Management (three members of the Senior Management other than the chief executive officer) and three country managers who are not members of the Senior Management (the "**Retention Bonus**"). The Retention Bonus was documented through a compensation plan approved on May 1, 2022.

The Retention Bonus is comprised of two tranches which are conditional to the permanence of such members in the Group between May 30, 2022 and May 30, 2023 for the first tranche, and between May 30, 2023 and May 30, 2024 for the second tranche.

The first tranche has been paid in May 2022 to all the members of the plan for an approximate aggregate amount of EUR 560 thousand.

As per the second tranche, in the event of an IPO in 2022, the treatment will be different to such members whose national legislation allows them to participate in the IPO and to such members whose national legislation does not allow them to participate in the IPO:

- For those members whose national legislation allows them to participate in the IPO (the Senior Management and one of the country managers), they undertake to reinvest 100% of the net amount received in shares of the Company through the Related Investors Tranche. The aggregate total amount allocated to these members of the plan (who will reinvest) amounts to €280 thousand (the "**Retention IPO Bonus**"), which will be reduced by the application of any withholding taxes on account of PIT (as defined below) according to applicable law. The bonus will be settled in cash by the Company on the date of determination of the Offering Price. These members will reinvest 100% of the net amount of the Retention IPO Bonus (i.e., the gross amount less the application of any withholding taxes on account of PIT) to subscribe for Related Investors Shares in the Related Investors Tranche of the Offering (the "**Retention IPO Bonus Shares**"). Taking into consideration the mid-point price of the non-binding Offering Price Range, such members of the Senior Management and the country manager shall receive an aggregate maximum amount of 30,725 Retention IPO Bonus Shares. The Retention IPO Bonus Shares acquired by the members of the Senior Management will be subject to a lock-up commitment of 365 days since Admission. See "*Plan of Distribution–Lock-up*".

As a result of the reinvestment in shares of the Company through the Related Investors Tranche, these members do not have to comply with the abovementioned condition of permanence.

- For those members whose national legislation does not allow them to participate in the IPO (the other two country managers), they will receive the amount in cash in 2023. The aggregate total amount allocated to these members of the plan (who will not reinvest) amounts to €80.5 thousand. These members will have to comply with the abovementioned condition of permanence.

The total amount of the Retention Bonus taking into account the two tranches is c. €921 thousand, out of which €80.5 thousand will be paid in cash in 2023.

## **Long-Term Incentive Plan (LTIP)**

The Board of Directors and the General Shareholders' Meeting held on June 29, 2022 approved a Long-Term Incentive Plan 2022-2024 (**LTIP**) targeted to the Senior Management, including the chief executive officer, and certain key employees of the Company.

In the event of Admission, the LTIP will consist 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 "**LTIP Shares**") to the LTIP beneficiaries. LTIP beneficiaries shall be any executive director or member of the management team who is expressly invited by the Board of Directors of the Company to participate in the LTIP. As of the date of this Prospectus, the Board of Directors has appointed seven initial beneficiaries including the chief executive officer.

The primary purpose of the LTIP 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 LTIP Shares will be subject to specific performance conditions pursuant to the following rules:

### Performance Period

The LTIP consists of one performance period that includes the years 2022, 2023 and 2024 (the "**Performance Period**").

## Participants

LTIP Shares will be awarded to such number of designated Group employees, including certain members of the Senior Management approved by the Board of Directors (collectively, the “**LTIP Participants**” and, individually, a “**LTIP Participant**”). The Board of Directors also approved the maximum (on an over-performance scenario) and target amounts of LTIP Shares to be awarded to each LTIP Participant.

Each LTIP Participant is entitled to a specific maximum amount of LTIP Shares upon completion of the Performance Period and the Deferral Period (as defined below) (the sum of both periods being the “**LTIP Total Term**”).

The reference price to calculate the maximum number of LTIP Shares which each LTIP Participant will receive upon completion of the LTIP Total Term will be the Offering Price. The actual number of LTIP Shares to be delivered to each LTIP 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 aggregate gross amounts to be delivered in LTIP Shares to all LTIP Participants upon completion of the LTIP Total Term pursuant to the LTIP amounts to €13,168 thousand (including the chief executive officer whom after the Admission will be the executive director, on a maximum over-performance scenario) and €7,525 thousand (including the chief executive officer whom after the Admission will be the executive director, on a target scenario) as described below. The total aggregate gross amount (whether in the event of an over-performance scenario or in the event of a target scenario) has been calculated taking into account that a portion of such total aggregate gross amount shall be reserved for the purposes of allocating it to new LTIP Participants designated by the Board of Directors in the future (if any).

## Vesting Conditions

LTIP Shares will vest when the conditions determined by the Board of Directors as described below are fulfilled and the LTIP Participant will receive the LTIP Shares after the Deferral Period. There are two sets of conditions, as follows:

### *1. Condition of continued employment*

LTIP Participants shall remain employed in the Group during the Performance Period.

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 LTIP 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 (c) removal with cause of a LTIP Participant from his/her directorship position in the Company prior to the end of the LTIP Total Term; such LTIP Participant will no longer be entitled to any Incentive.

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 LTIP 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 LTIP Participant (or his/her heirs) will be entitled to receive the Incentive as if the LTIP 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 LTIP (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. In the event of termination due to a good leaver event during the Deferral Period (as defined below), the LTIP Participant (or his/her heirs) will be entitled to receive the Incentive in the same conditions as the other LTIP Participants.

### *2. Performance conditions*

The number of LTIP Shares which each LTIP Participant will receive at the end of the LTIP Total Term will be the result of multiplying the target number of LTIP 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% “**Pre-Construction**” (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):
  - “**Total Shareholder Return**” means the ratio (expressed as a percentage) between the final value of a 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, 2024 (inclusive).
  - “**Targeted Total Shareholder Return**” means the Total Shareholder Return targeted by the Board of Directors, which will be set by the Board of Directors. As of the date of this Prospectus, the Board of Directors has not set this measure but it is expected that the Board of Directors sets the Targeted Total Shareholder Return within the period of one month since Admission.
  - “**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.
  - “**EBITDA**” means the EBITDA<sup>(APM)</sup> generated by the Company during the last year of the Performance Period (2024).
  - “**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. As of the date of this Prospectus, the Board of Directors has not set this measure but it is expected that the Board of Directors sets the Targeted EBITDA within the period of one month since Admission.
  - “**EBITDA Achievement Rate**” means the rate resulting from dividing (a) EBITDA<sup>(APM)</sup> by (b) Targeted EBITDA.
- **Pre-Construction Achievement Rate:** This performance criterion corresponds to the level of achievement of Pre-Construction Projects versus Targeted Pre-Construction Projects.
  - “**Pre-Construction Projects**” means the volume of Pre-Construction Projects, measured in MW, at the end of the Performance Period.
  - “**Targeted Pre-Construction**” means the Pre-Construction Projects targeted at the end of the Performance Period, measured in MW, which will be set by the Board of Directors. As of the date of this Prospectus, the Board of Directors has not set this measure but it is expected that the Board of Directors sets the Targeted Pre-Construction within the period of one month since Admission.
  - “**Pre-Construction Achievement Rate**” means the rate resulting from dividing (a) Pre-Construction by (b) Targeted Pre-Construction.

At the end of the Performance Period, the TSR Achievement Rate, the EBITDA Achievement Rate and the Pre-Construction Projects 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

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 Pre-Construction Projects).

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 LTIP Participant, the product of multiplying the number of LTIP Shares initially awarded by the Global Payout Rate results in a fraction of LTIP Shares to be delivered, the number of LTIP Shares to be delivered will be rounded down to the nearest integer.

In any event, the maximum number of LTIP Shares to be delivered may not exceed the maximum amount initially awarded on the date of approval of the LTIP, subject to the adjustments set forth below.

#### Calculation, settlement and delivery of LTIP Shares

The Company's financial and human resources departments will make the corresponding calculations of the LTIP Shares to be delivered pursuant to the LTIP, 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 LTIP for each LTIP Participant.

The settlement and delivery of LTIP 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 LTIP Shares, if any, to LTIP 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 or the purchase of treasury shares of the Company. In this regard, the Company will establish the mechanisms necessary to guarantee the subscription by the LTIP Participants of the corresponding number of newly issued LTIP Shares or to acquire existing LTIP Shares from the Company.

The delivery of LTIP 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 LTIP Participant within the Company, the settlement and delivery of the deferred LTIP 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 LTIP 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 LTIP.

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 LTIP 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 LTIP 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 wilful misconduct or gross negligence of the LTIP Participant was a contributing factor.

#### LTIP Liquidation Event

Pursuant to the LTIP, 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 LTIP Participants will be entitled to receive, as indicated below, LTIP 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 LTIP will be made in light of the vesting conditions included above and assuming a target level of each Performance Metric Achievement Rate.
- The LTIP 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 LTIP will be made as soon as reasonably practicable after the closing of the relevant transaction resulting in a Liquidation Event.

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 LTIP Participant may receive upon completion of the term of the LTIP, and, therefore, the price paid to purchase treasury ordinary shares of the Company could represent a significant cash outflow for the Company, although the Company is going to hedge the exposure to a potential increase in the share price from Admission to the date of delivery of shares under the LTIP. In addition, we may decide to raise the share capital through the issuance of new ordinary shares to the participants of the LTIP to offset its obligations thereunder which will be made on a non-pre-emptive basis and thus it could dilute the interests of the shareholders and could have an adverse effect on the market price of the ordinary shares.

If the Company reasonably determines that delivering any or all of the LTIP Shares to any LTIP 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 LTIP Participant would result in (i) such LTIP 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 LTIP 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 LTIP Shares due under the LTIP to the LTIP 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 LTIP by a manner other than through the delivery of LTIP Shares or in cash (for example, through warrants or stock options) may be more beneficial to the Company and to the LTIP 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 €20,000 thousand.

### **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 Opdenenergy’s shareholders prior to the Offering and after the Offering, see “*Principal and Selling Shareholders*”.

Following the Admission, certain members of the Senior Management (and one country manager) including the chief executive officer will receive a maximum amount of 417,513 Related Investors Shares, taking into consideration the mid-point price of the non-binding Offering Price Range, at the Company’s expense, in recognition for their extraordinary contributions in connection with the Admission, as explained above. Members of the Board of Directors will not be eligible for this offering,

except for the chief executive officer, who shall receive a maximum amount of 386,788 Related Investors Shares in this context.

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.

## **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 June 29, 2022, 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 Opdenenergy’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.

The Company 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, 8, 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 the Admission, the Company expects that will comply with recommendations 9 and 18.

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 before November 30, 2022 at the latest.
- Recommendation 46: As of the date of this Prospectus, a risk control and management control function is in place but we will not be fully compliant with this Recommendation until the Audit Committee becomes effective upon Admission (as it is a requirement that this committee supervises the risk control and management control function).
- Recommendation 55: As of the date of this Prospectus, the Board of Directors has not approved a communication policy, however it expects to have it in place within a reasonable timeframe after Admission.

Moreover, the following recommendations are not expected to apply to the Company upon the Admission: 2, 3, 6, 10, 19, 20, 21, 23, 24, 32, 36, 37, 44, 48, and 60.

The Company intends to follow strict corporate governance policies and intends to adapt its practices to most of the Good Governance Code's recommendations, as soon as possible following Admission.

In this regard, 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 another relevant information notice (*comunicación de otra información relevante*) and will be reproduced in the management reports of the Company'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 as indicated below) with should abstain from:

- Carrying out transactions with the Company, excluding ordinary transactions undertaken in standard conditions applicable to all customers and of limited significance. Limited significance shall be understood as such information, which is not necessary in order to express the true and fair view of the assets, the financial situation and results of the Company.
- 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 involve actual or potential competition with the Company or which otherwise could put the director in a permanent conflict with the interest of the Company.

The above provisions shall also be applicable in the event that the beneficiary of such prohibited acts or activities is a related-party to that relevant director.

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 Opdenenergy'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 Interest*", 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 behaviours 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 and Article 231 of the Spanish Companies Act) 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 the present time, (iii) the person who represented the Company for the purposes of fulfilling that office<sup>39</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 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. The court of first instance rendered a decision ending the proceeding (*auto de sobreseimiento provisional*), which was appealed by the claimant. Pursuant to a diligence (*diligencia de ordenación*) issued by the appeals court, February 24, 2022 was set as the date on which the judges of the appeals court (*magistrados*) would hold a meeting to discuss and rule on the appeal. As of the date of this Prospectus, the Company has not been served with the resolution of the appeals court upholding or overturning the decision of the court of first instance. If the appeals court upholds the decision of the court of first instance, the decision shall be considered final and the proceeding will terminate. If the appeals court overturns the decision of the court of first instance, the court of first instance will reopen the criminal investigation proceeding (*procedimiento de instrucción*).

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.

Although the relevant court has issued the respective interim orders of dismissal (*autos de sobreseimiento provisional*) rejecting all plaintiffs' claims, there can be no assurance that this or any future proceedings will be resolved favorably to our 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 or our behalf, could expose us or them to criminal and civil penalties, which could be damaging to our 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.

Any update in relation to this proceeding will be communicated through the publication of other relevant information notice (*comunicación de otra información relevante*). In addition, as soon as it has been established following completion of the Offering, the Appointments Committee of the Board of Directors will analyse the situation of the Company's proprietary directors concerned—that is, Mr Alejandro Javier Chaves Martínez and Mr Gustavo Carrero Díez—, 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.

## 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 June 29, 2026, 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

<sup>39</sup> As of the date of this Prospectus, this person is the representative of the Company in its role as sole director of OPDE Sur.

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.

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.

The Group does not offer pension plans to its employees except in the United States, where the 401(k) pension plan is part of the benefit package of the Group for the purposes of providing a competitive offer in order to attract, recruit and retain skilled personnel.



## 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 42,105,263 and 37,037,037 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 €2,960,545.26 to €2,859,180.74, divided into between 148,027,263 and 142,959,037 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 Opdenenergy'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 Senior Management (including the chief executive officer of the Company) who will receive a number of ordinary shares through the Related Investors Sub-Tranche as described under "*Management and Board of Directors—Compensation*"), assuming that the number of New Offered Shares is 39,408,866, which is the number of New Offered Shares required to raise gross proceeds of approximately €200 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	%
Mr Gustavo Carrero Díez <sup>(1)</sup>	44,677,900	42.18	1,662,266	44,677,900	30.74	43,015,634	29.60
Mr Francisco Javier Remacha Zapatel <sup>(2)</sup>	16,566,200	15.64	616,354	16,566,200	11.40	15,949,846	10.97
Mr Alejandro Javier Chaves Martínez <sup>(3)</sup>	44,677,900	42.18	1,662,266	44,677,900	30.74	43,015,634	29.60
Free Float	0	0	—	30,271,501	20.83	34,212,387	23.54
Indumenta Pueri, S.L. <sup>(4)</sup>	0	0	—	8,719,852	6.00	8,719,852	6.00
Chief executive officer <sup>(5)</sup>	0	0	—	386,788	0.27	386,788	0.27
Senior Management <sup>(5)</sup>	0	0	—	30,725	0.02	30,725	0.02
<b>Total</b>	<b>105,922,000</b>	<b>100.00</b>	<b>3,940,886</b>	<b>145,330,866</b>	<b>100.00</b>	<b>145,330,866</b>	<b>100.00</b>

(1) Held indirectly as controlling shareholder of Marearaja Internacional, S.L., which is, in turn, held by Mr. Gustavo Carrero Díez and his wife, Ms. Miren Izpiñe Aramburu Aguirre on a 73%/27% basis, respectively.

(2) Held indirectly as controlling shareholder of Jalasa Ingeniería, S.L. Unipersonal.

(3) Held indirectly as controlling shareholder of Aldrovi, S.L., which is, in turn, held by Mr. Alejandro Javier Chaves Martínez and his wife, Ms. Maria Paz Sesma Garbayo on a 51%/49% basis, respectively.

(4) Held indirectly as controlling shareholder of Global Portfolio Investments, S.L.

(5) Assuming that our Senior Management and our chief executive officer receive a maximum amount of 417,513 Related Investors Shares taking into consideration the mid-point price of the non-binding Offering Price Range, as incentive for their extraordinary contributions in connection with the Admission.

As of the date of this Prospectus, Global Portfolio Investments, S.L. has entered into a subscription agreement where irrevocably commits to purchase or subscribe for and pay for such number of Qualified Investors Shares representing six per cent. (6%) of the share capital of the Company post-Offering, without subsequent contractual selling restrictions following Admission at the Offering Price, provided that (i) the Offering Price is not higher than €5.43 (representing an equity value of the Company pre-Offering of up to €575,000 thousand); (ii) the primary gross proceeds of the Offering are approximately

€200,000 thousand; (iii) the Underwriting and Placement Agreement has been entered into and has not been terminated; and (iv) Admission takes place not later than July 31, 2022.

In this regard, the Company may not comply with 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) and might have to request the exemption set out in article 9.7 of Royal Decree 1310/2005, of November 4. In this scenario, the Company undertakes to subscribe a liquidity agreement to enhance the liquidity of the Offered Shares in accordance with the CNMV Circular 1/2017.

### **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 72.88% 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 27.12% 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 70.17% of the Company's total share capital and voting rights, which would represent a dilution in ownership percentage for the pre-Offering shareholders of approximately 29.83% with respect to the ownership percentage they held prior to the Offering.

The table below sets forth the increase in the number of ordinary shares as a result of the Offering.

	<b>Pre-Offering</b>	<b>Post-Offering</b>	
		<b>Over-allotment option not exercised</b>	<b>Over-allotment option exercised in full</b>
Ordinary shares.....	100%	72.88%	70.17%
New Offered Shares.....	—	27.12%	29.83%
Total	100%	100%	100%

As of December 31, 2021, the net asset value per share amounted to approximately €0.24. As of March 31, 2022, the net asset value per share amounted to approximately €0.75 (negative).

## 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. See Note 16 of the March 2022 Unaudited Interim Condensed Consolidated Financial Statements and Note 19 of the 2021 Audited Consolidated Annual Accounts. The definition of related party transactions is also defined under articles 231, 231 bis and 529 vicies of the Spanish Companies Law.

Prior to the Admission, 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, the Company considered the following to be related parties:

- its affiliates and Group companies,
- the Selling Shareholders,
- the members of the Board of Directors,
- the Senior Managers,
- persons or entities related to the Selling Shareholders, and
- directors and managers of Group companies.

The Board of Directors Regulations approved on June 29, 2022 regulate the related party transactions in accordance with the amendments to the revised text of the Spanish Companies Law published on April 13, 2021 in the Spanish Official Gazette of Law 5/2021, of April 12, regarding the promotion of long-term shareholder involvement in listed companies.

Pursuant to the Spanish Companies Law, the Board of Directors shall examine any transactions that the Company or Group companies carry out with directors of the Company, with shareholders that own 10% or more of the voting rights in the Company or that are represented on the Board of Directors of the Company, and with other persons related to them pursuant to Regulation (EC) No 1606/2002 of the European Parliament and of the Council dated July 19, 2002 on the application of international accounting standards. However, the following shall not be regarded as related party transactions: (i) transactions between the Company and its directly or indirectly subsidiaries, except where a significant shareholder in such subsidiary is a person with whom the Company could not carry a transaction directly without applying the related party regime; (ii) the approval by the Board of Directors of the terms and conditions of the contracts entered into between the Company and the executive directors or the senior management, including the determination of the amounts or compensations to be received by virtue of such contracts; and (iii) transactions between the Company and its subsidiaries provided that there are no other related parties to the Company that have interests in those subsidiaries.

The performance of related party transactions shall require the authorization of the Board of Directors, following a favorable report by the Audit Committee (which shall assess whether the transaction is fair and reasonable from the perspective of the Company, and shall be evaluated in the light of the principle of equal treatment among all shareholders and the prevailing market conditions) without the directors under conflict of interest being involved. As an exception, Company directors under conflict of interest will not be required to abstain where they represent or have links to the parent company but, in that case, if their vote has been decisive to approve the resolution and such resolution is challenged, the Company or, as the case may be, shareholders under conflict of interest, shall have the burden to prove that such resolution was in the Company’s interest, unless if those resolutions refer to the appointment, dismissal, re-election or liability of directors and any other situations where the conflict of interest refers exclusively to the position that the shareholder holds in the Company.

Despite the foregoing, the approval of related party transactions falls within the purview of the Shareholders’ General Meeting, following a favorable report by the Audit Committee, where such transactions are equal to or higher than 10% of the total assets (*activo*) as per the latest annual balance sheet approved by the Company. In that event, the shareholder affected shall be deprived of voting rights except where the resolution proposal was previously approved by the Board of Directors without the majority of independent directors having voted against it but, in that case, if its vote has been decisive to approve the

resolution and such resolution is challenged, the Company or, as the case may be, shareholders affected, shall have the burden to prove that such resolution was in the Company's interest, unless if those resolutions refer to the appointment, dismissal, re-election or liability of directors and any other situations where the conflict of interest refers exclusively to the position that the shareholder holds in the Company

Related party transactions shall be disclosed at the latest at the moment of execution when they reach or exceed (i) 5% of the overall assets (*activo*); or (ii) 2.5% of the annual turnover (*importe neto de la cifra de negocios*), together with the report issued by the Audit Committee, at the Company's website ([www.opdenergy.com](http://www.opdenergy.com)), in subsection "Shareholders and Investors", and at the CNMV's website ([www.cnmv.es](http://www.cnmv.es)).

The Board of Directors may delegate the authorization of related party transactions under its purview (without a favorable report by the Audit Committee being produced) for transactions:

- carried out between Group entities in the ordinary course of business and under arm's length conditions; or
- performed under contracts whose conditions are standardized and applied *en masse* to a large number of clients, (ii) performed at prices or rates generally established by the supplier of the relevant goods or services in question, and (iii) the amount of which does not exceed 0.5% of the Company's turnover (*importe neto de la cifra de negocios*) according to the consolidated annual accounts latest approved by its Shareholders' General Meeting.

Although the approval of these transactions need not be preceded by a report issued by the Audit Committee, it will be reported by the Board of Directors and the Audit Committee so as to periodically assess the fairness and transparency of such transactions and, where appropriate, compliance with the legal criteria applicable to the abovementioned exemptions.

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 March 31, 2022 is set out below by means of the March 2022 Unaudited Interim Condensed Consolidated Financial Statements. 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 31, 2022 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 <i>(in thousands of euros)</i>	Outside services
<b>For the three-month period ended March 31, 2022<sup>(1)</sup></b>		
<b>Associates</b>		
– Renter Gestiones, S.L.	135	—
– Infraestructura Energética del Norte, S. de R.L. de C.V.	5	—
– Energía Solar de Poniente, S. de R.L. de C.V.	5	—
<b>Total</b>	<b>145</b>	<b>—</b>
<b>For the year ended December 31, 2021<sup>(2)</sup></b>		
<b>Associates</b>		
– Renter Gestiones, S.L.	375	—
– Planta Solar OPDE la Fernandina, S.L.	50	—
– Planta Solar OPDE Extremadura 2, S.L.	49	—
– Planta Solar OPDE Andalucía 1, S.L.	50	—
– A2 Renovables LLC Holding	429	—
– Infraestructura Energética del Norte, S. de R.L. de C.V.	128	—
– Energía Solar de Poniente, S. de R.L. de C.V.	286	—

<b>Total</b>	<b>1,367</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>

(1) Derived from the March 2022 Unaudited Interim Condensed Consolidated Financial Statements.

(2) Derived from the 2021 Audited Consolidated Annual Accounts.

(3) Derived from the 2020 Audited Consolidated Annual Accounts.

(4) Derived from 2019 Audited Consolidated Financial Statements.

The revenues detailed for the current year (up to March 31, 2022) and the year ended December 31, 2021 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.

The detail of the balance with related parties as of March 31, 2022 and as of December 31, 2021, 2020 and 2019 is as follows:

<b>As of March 31, 2022<sup>(1)</sup></b>	<b>Loans granted long term</b>	<b>Trades receivables from associates and related companies</b>	<b>Loans granted short term</b>
		<i>(in thousands of euros)</i>	
<b>Associates</b>			
– Renter Gestiones, S.L.	-	228	-
– Infraestructura Energética del Norte, S. de R.L. de C.V.	-	50	-
– A2 Renovables LLC Holding	-	-	21
– Trend Energético, S.r.l.	642	-	-
<b>Total</b>	<b>642</b>	<b>278</b>	<b>21</b>
<b>As of December 31, 2021<sup>(2)</sup></b>	<b>Loans granted long term</b>	<b>Trades receivables from associates and related companies</b>	<b>Loans granted short term</b>
		<i>(in thousands of euros)</i>	
<b>Associates</b>			
– Renter Gestiones, S.L.	—	82	—
– Infraestructura Energética del Norte, S. de R.L. de C.V.	—	7	—
– A2 Renovables LLC Holding	—	—	21
– Trend Energético, S.r.l.	616	—	—
<b>Total</b>	<b>616</b>	<b>89</b>	<b>21</b>

As of December 31, 2020 <sup>(3)</sup>	Loans granted long term	Trades receivables from associates and related companies <i>(in thousands of euros)</i>	Loans granted short term
<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>

As of December 31, 2019 <sup>(4)</sup>	Loans granted	Trades receivables from associates and related companies <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>

(1) Derived from the March 2022 Unaudited Interim Condensed Consolidated Financial Statements.

(2) Derived from the 2021 Audited Consolidated Annual Accounts.

(3) Derived from the 2020 Audited Consolidated Annual Accounts.

(4) Derived from 2019 Audited Consolidated Financial Statements.

“Loans granted” as of March 31, 2022 and December 31, 2021 relate mainly to the construction of the infrastructure of the electrical evacuation and interconnection of Trend Energético, S.r.l.

**The accounts receivable recognized under “trade receivables from associates and related companies” in the consolidated balance sheet as of March 31, 2022 and December 31, 2021 relate mainly to O&M services carried out by the Group to the associate Renter Gestiones, S.L. 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 March 31, 2022 and years ended December 31, 2021, 2020 and 2019 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 March 31, 2022 and for the years ended December 31, 2021, 2020 and 2019 with the amounts set out below. These amounts were recognized by the Company as “other operating expenses”.

	For the three- month period ended March 31, 2022 <sup>(1)</sup>	For the year ended December 31, 2021 <sup>(2)</sup>	For the year ended December 31, 2020 <sup>(3)</sup>	For the year ended December 31, 2019 <sup>(4)</sup>
	<i>(in thousands of euros)</i>			
Aldrovi, S.L. <sup>(4)</sup> .....	18	77	78	71
Jalasa Ingeniería, S.L. Unipersonal <sup>(5)</sup> .....	21	73	82	77
Marearoja Internacional, S.L. <sup>(6)</sup> .....	19	80	81	85
<b>Total</b>	<b>58</b>	<b>230</b>	<b>241</b>	<b>233</b>

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- (1) Derived from the March 2022 Unaudited Interim Condensed Consolidated Financial Statements.
  - (2) Derived from the 2021 Audited Consolidated Annual Accounts.
  - (3) Derived from the 2020 Audited Consolidated Annual Accounts.
  - (4) Derived from 2019 Audited Consolidated Financial Statements.
  - (5) Held by Mr Alejandro Javier Chaves Martínez and his wife, Ms María Paz Sesma Garbayo, on a 51%/49% basis, respectively.
  - (6) Wholly owned by Mr Francisco Javier Remacha Zapatel.
  - (7) 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 on August 11, 2021 a third-party liability insurance policy for its directors the cost of which amounted to €7 thousand for the three-month period ended March 31, 2022, €28 thousand for the year ended December 31, 2021, €24 thousand for the year ended December 31, 2020 and €23 thousand for the year ended December 31, 2019.



## 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 June 29, 2022, the General Shareholders' Meeting Regulations, the Board of Directors Regulations and the Securities Markets Code of Conduct were approved.

**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

Opdenenergy is a Spanish public limited company (*sociedad anónima*) registered with the Commercial Registry of Madrid, under section 8, volume 40,461, sheet 84, 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, on March 9, 2021, OPDE Investment España, S.L., changed its corporate form into a Spanish public limited company (*sociedad anónima*) and on March 17, 2021 changed its corporate name to Opdenenergy Holding, S.A.

Opdenenergy'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, 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:

Date <sup>(1)</sup>	Corporate action	Par value (€)	Aggregate share premium (€)	Number of issued / redeemed shares	Total amount (€)	Number of resulting shares	Resulting share capital (€)
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 17, 2021	Share capital split	2,118,440	—	—	2,118,440	105,922,000	2,118,440

(1) Date of granting of the public deeds.

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 on Foreign Investments" 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, 2021, the Company's legal reserve amounts to €602 thousand. 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. In such case, the extraordinary General Shareholders' Meeting must be called to be held within 2 months from the date on which the Board of Directors was notorially requested to call such extraordinary General Shareholders' Meeting.

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 Opdenenergy'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 their votes. In addition, both a 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.

Pursuant to the Spanish Companies Law, the following main matters fall within the authority of the General Shareholders' Meeting:

- Approval, where appropriate, of the annual accounts and the corporate management and of resolutions on the allocation of earnings.
- Appointment and removal of members of the Board of Directors, 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.
- The amendment of the Bylaws.
- The increase or reduce of the share capital of the Company, without prejudice to the possibility of delegating this power to the directors as provided by applicable law.
- 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.
- Approval of 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.
- A transformation, merger, spin-off, global assignment of the assets and liabilities of the Company or the transfer of the registered office of the Company abroad.
- 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.
- Deciding or voting on any other matter assigned to it under applicable law or the Bylaws. The General Shareholders' Meeting shall approve 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. Pursuant to the General Shareholders' Meeting Regulation (and in addition to the matters referred to in the previous paragraphs and any other matters as provided by law or in the Bylaws) the following matters fall within the authority of the General Shareholders' Meeting:
  - Approval of the annual non-financial information report.
  - Ratification or revocation of interim appointments of such directors by the Board of Directors itself.
  - Approval of 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 as well as the authorisation to the Board of Directors of such issuance and the approval of the exclusion or limitation of pre-emptive rights of the shareholders in the context of such issuances.
  - Approval of transactions with effects that are equivalent to the winding up of the Company.
  - Approval of the transfer of core activities previously carried out by the Company to any of the subsidiaries, even if the Company retains full control of the activities.
  - Approval, subject to a report from the audit committee, of related-party transactions when this competence corresponds to the General Shareholders' Meeting in accordance with the provisions of the applicable law.

- Approval of intra-group transactions that the Company enters into with its parent company or other companies of the same group subject to a conflict of interest when this competence corresponds to the General Shareholders' Meeting in accordance with the provisions of the applicable law.
- Authorisation of transactions unrelated to the corporate purpose.
- Approval of the remuneration policy as provided by applicable law.
- Authorisation of the exemption of members of the Board of Directors from the duty to avoid situations of conflict of interest, in accordance with the provisions of the applicable law.
- Authorisation of the acquisition of Company shares.
- Approval or ratification of the Company's web page.
- Approval of the General Shareholders' Meeting Regulations and its future amendments.
- Deciding on matters submitted to the General Shareholders' Meeting by resolution of the Board of Directors.

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 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. According to the amendment of the Company's Bylaws approved by the General Shareholders' Meeting on June 29, 2022 and pending to be registered with the Commercial Registry, all shareholders holding a minimum of 1,000 shares duly registered in the book-entry records in the conditions set out above, have the right to attend the General Shareholders' Meeting. Those shareholders holding shares below the mentioned number may pool their shares in order to reach the minimum number or vote by proxy, as detailed below.

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, and in this particular case, 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 more than 25% without reaching in any case 50%) 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 shareholders general 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 or 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 €1,000 thousand) 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 December 31, 2022, the Screening Mechanism applies to the closing of specific investments in listed companies, (or on private companies with an investment value in excess of €500,000 thousand) 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 €5,000 thousand.
- 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 in accordance with the criteria set out in Article 7(2) of Law 15/2007 of July 3, 2007 on the Protection of Competition; 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, defence, 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 defence, radio, television, and telecommunications.

### **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 €6,010.12 (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 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 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 Opdenenergy 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 Opdenenergy 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 Opdenenergy'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 Opdenenergy and the CNMV of any transaction concerning Opdenenergy'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 another 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. ESMA has recommended lowering the reporting threshold to 0.1% on a permanent basis. In this regard, the European Commission has approved a delegated regulation amending Regulation (EU) No 236/2012 of the European Parliament and of the Council as regards the adjustment of the relevant threshold for the notification of significant net short positions in shares which will be published in the Official Journal of the EU and enter into force if the European Parliament or the Council of the EU do not object to it.

### **Share Repurchase**

Pursuant to the Spanish Companies Law, Opdenenergy 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 Opdenenergy, 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 harbour provided by such Circular and qualify as an accepted market practice for the purposes of MAR (“**CNMV Circular 1/2017**”).

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 July 8, 2022, 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 July 22, 2022 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 depositories 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 depositories 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 depositories 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 depositories 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 fulfilment 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 shareholders general 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 €200 million.

The Offering of New Offered Shares is distributed in the following tranches and sub-tranches:

- **General Investors Tranche:** divided into three sub-tranches, each addressed to:
  - a) certain employees of the Group, excluding the Senior Management and the chief executive officer, located in Spain, under the exemption set out in article 1(4)(i) of the Prospectus Regulation and in article 34 of the Securities Market Law (the “**Employees**” and the “**Employees Sub-Tranche**”);
  - b) certain members of the Senior Management, the chief executive officer and certain persons closely related or linked to (i) the Company; (ii) the Senior Management or (iii) the ultimate beneficial owners of the Company’s shareholders (collectively, the “**Related Investors**”) located in the European Union (the “**Related Investors Sub-Tranche**”). The total number of Related Investors to which the Offering will be addressed in the Related Investors Sub-Tranche will be fewer than 150 natural or legal persons under the exemption set out in article 1(4)(b) of the Prospectus Regulation and in article 34 of the Securities Market Law; and
  - c) all type of investors, including retail investors and any other kind of investors resident in Spain, under the exemption set out in article 3.2 of the Prospectus Regulation and in article 34 of the Securities Market Law (the “**Public Investors**” and the “**Public Investors Sub-Tranche**”), for a maximum amount of €7,999,999.The Employees Sub-Tranche, the Related Investors Sub-Tranche and the Public Investors Sub-Tranche will be referred to collectively as the “**General Investors Tranche**”.
- **Qualified Investors Tranche:** directed to (i) 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; and/or (ii) any investor provided that they are allocated with Qualified Investor Shares in a resulting amount of at least €100 thousand under the exemption set out in article 1(4)(d) of the Prospectus Regulation (the “**Qualified Investors**” and the “**Qualified Investors Tranche**”).

As explained below under section “Authorizations of the Offering”, the Company has approved two share capital increases, the first one for a maximum amount of 7,999,999 (including share nominal amount plus issue premium), and the second one for a maximum amount of €192,000,001 (including share nominal amount plus issue premium).

### Tentative calendar of the Offering

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	July 13, 2022
Commencement of the book-building period for Qualified Investors	July 14, 2022
Commencement of the orders period for General Investors	July 14, 2022
Finalization of the book-building period for Qualified Investors and the orders period for General Investors	July 21, 2022 at 11:00 a.m. CET
Setting of the Offering Price <sup>(2)</sup> and the Employees Offering Price <sup>(3)</sup>	July 21, 2022 between 11:00 a.m. and 1:00 p.m. CET
Execution of the Underwriting and Placement Agreement	July 21, 2022 between 11:00 a.m. and 1:00 p.m. CET
Publication of the inside information notice (comunicación de información privilegiada) with the Offering Price <sup>(2)</sup> and the Employees Offering Price <sup>(3)</sup>	July 21, 2022
Allocations of Qualified Investors Shares	July 21, 2022
Prefunding of the New Offered Shares by Banco Santander	July 21, 2022
Granting of the public deeds of share capital increase	July 21, 2022

Filing and registration of the public deeds of share capital increase with the Commercial Registry of Madrid	July 21, 2022
Transaction Date and publication of another relevant information notice (comunicación de otra información relevante)	July 22, 2022
Admission and commencement of the Stabilization Period	July 22, 2022 at 1:00 p.m. CET
Settlement Date (on or about)	July 26, 2022
End of Stabilization Period (no later than)	August 21, 2022

- (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 of the tentative calendar, including the book-building period for Qualified Investors and the orders periods for Employees and Related Investors and for Public Investors, respectively, 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, the Related Investors Shares and the Public 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 and the Public 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, in both cases, after the application of a 10% discount.

### General Investors Tranche

The General Investors Tranche is divided into three separate sub-tranches, the Employees Sub-Tranche, the Related Investors Sub-Tranche and the Public Investors Sub-Tranche. The sum of the Employees Sub-Tranche and the Related Investors Sub-Tranche shall consist of an amount to be subscribed for the New Offered Shares which shall not exceed €14 million (including par value and share issue premium), after application of the Employee Discount, as defined below, as applicable to the Employees (the “**Employees and Related Investors Maximum Amount**”). The Public Investors Sub-Tranche shall consist of an amount to be subscribed for the New Offered Shares (the “**Public Investors Shares**”) which shall not exceed €7,999,999 (including par value and share issue premium) (the “**Public Investors Maximum Amount**”).

If the total amount of orders placed under (i) both of the Employees Sub-Tranche and the Related Investors Sub-Tranche; or (ii) the Public Investors Sub-Tranche fail to cover the Employees and Related Investors Maximum Amount or the Public Investors Maximum Amount, respectively, the remainder of each sub-tranche will be considered Qualified Investors Shares for all purposes in the Offering. In this event, such remainder shall follow the rules applicable to the Qualified Investors Tranche described below.

Conversely, if after the conclusion of the Employees and Related Investors Order Period or the Public Investors Order Period (as defined below) there is an oversubscription (that is, the amount of orders placed under (i) the Employees Sub-Tranche and the Related Investors Sub-Tranche exceeds the Employees and Related Investors Maximum Amount); or (ii) the Public Investors Sub-Tranche exceeds Public Investors Sub-Tranche Maximum Amount), then the allocation of shares in (a) the Employees Sub-Tranche and the Related Investors Sub-Tranche and (b) the Public Investors Sub-Tranche shall be made in accordance with the rules described under “—*Common features of the General Investor tranches and sub-tranches. Allocation of orders among the General Investor tranches and sub-tranches*”.

All orders from Employees, Related Investors and Public Investors shall comply with certain requirements as described below.

### Employees Sub-Tranche

The Company is initially offering to the Employees (excluding the Senior Management and the chief executive officer) certain General Investors Shares (the “**Employees Shares**”). The 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 Employees and Related Investors orders is subject to the limit of the Employees and Related Investors Maximum Amount.

In order to qualify as an Employee, the employee needs to be, as of the date of this Prospectus, on the payroll of the Company (excluding the Senior Management and 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 Employees amounts to 111. The Offering is limited to employees resident in Spain. 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.

The Employees Shares will be subscribed by the 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 July 21, 2022. For the avoidance of doubt, the Employees Offering Price will not be higher than €4.86 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 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 July 22, 2022 at 1:00 p.m. CET) during which the disposal of the relevant Employees Shares will be subject to certain restrictions as set forth under “—*Lock-up—Employees lock-up agreement with the Company*”.

### **Related Investors Sub-Tranche**

The Company is initially offering to the Related Investors (including certain members of the Senior Management, the chief executive officer and one country manager) certain General 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 will reinvest in the Company will not be subject to the Maximum Related Investors Order Amount.

For the purposes of this section, Senior Management shall also include the country manager. Such certain members of the Senior Management and the chief executive officer will invest an aggregate amount of c. €2,119 thousand. For additional information, see “*Management and Board of Directors – Retention IPO Bonus – CEO IPO Bonus*”.

The amount of Related Investors Orders is subject to (i) the limit of the Employees and Related Investors Sub-Tranche Maximum Amount; and (iii) 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 July 21, 2022. For the avoidance of doubt, the Related Investors Offering Price will not be higher than €5.40 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 Senior Management and the chief executive officer as set forth under “—*Lock-up*”.

The Related Investors Shares and the Employees Shares shall be, collectively, the “**Employees and Related Investors Shares**”.

### **Public Investors Sub-Tranche**

The Company is offering to the Public Investors certain Public Investors Shares. Public Investors will be entitled to place orders to subscribe Public Investors Shares (each, a “**Public Investors Order**”), for a minimum amount of €200 (the “**Minimum Public Investors Order Amount**”) and a maximum amount of €99,999 (the “**Maximum Public Investors Order Amount**”). In any case, the aggregate amount of Public Investors Orders is subject to the limit of the Public Investors Maximum Amount.

Public Investors include only persons resident in Spain pursuant to the exemption set forth article 3.2 of the Prospectus Regulation and in article 34 of the Spanish Securities Market Act for the Public Investors Sub-Tranche Maximum Amount. Public Investors that place a Public Investors Order shall make available in Renta 4 an amount equal to the amount in euros of the corresponding order placed by the end of the Public Investors Order Period.

The Public Investors Shares will be subscribed by Public 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*) on or about July 21, 2022 (the “**Public Investors Offering Price**”). For the avoidance of doubt, the Public Investors Offering Price will not be higher than €5.40 per Share (the “**Public 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 Public Investors Shares.

### **Common features of the General Investor tranche and sub-tranches. Allocation of orders among the General Investor tranche and sub-tranches**

The 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

- Orders from the 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) July 21, 2022 by no later than 11:00 a.m. CET (the **"Employee and Related Investors 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, in relation to the Employees and to the Related Investors. No order will be considered as effectively made if the aforementioned deposit is not carried out within the Employee and Related Investors Order Period. The investment of the Senior Management and the chief executive officer is not conditional to the final Offering Price.
- Orders from the Public Investors may be placed to Renta 4 immediately after the approval and registration of this Prospectus with the CNMV up to (and including) July 21, 2022 by no later than 11:00 a.m. CET (the **"Public Investors Order Period"**). Public Investors that place a Public Investors Order shall make available in Renta 4 an amount equal to the amount in euros of the corresponding order placed by the end of the Public Investors Order Period. No order will be considered as effectively made if the aforementioned amount corresponding to the order placed is not made available within the Public Investors Order Period.

Public Investors Orders, Employee Orders and Related Investors Orders will express the euro amount which each Public Investor, Employee and Related Investor is willing to invest, considering, on the one hand, the Minimum Public Investors Order Amount, the Minimum Employee Order Amount and the Minimum Related Investors Order Amount and, on the other hand, the Maximum Public Investors Order Amount, the Maximum Employee Order Amount and the Maximum Related Investors Order Amount, where applicable. Orders below or above these minimum and maximum amounts will not be accepted and will be disregarded.

Orders from General Investors will be irrevocable, except in the exceptional case where a supplement to this Prospectus is published. In such event, General Investors will be granted the possibility to revoke their respective orders, 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 deeds 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.

#### Rules of allocation of the General Investors

On the date of pricing of the Offering, which is expected to occur on July 21, 2022, between 11:00 a.m. and 1:00 p.m. CET, (i) the Company and Banco Santander after reviewing the notices and deposits carried out by the corresponding Employees and Related Investors and (ii) Renta 4, after reviewing the notices and the deposits carried out by the Public Investors in connection with the relevant orders made, respectively, shall determine the final sizing of the General Investors Tranche (that is, the allocation of the definitive number of General Investors Shares to General Investors), and of each of Employees Sub-Tranche, the Related Investors Sub-Tranche and the Public Investors Sub-Tranche.

If after the end of the Employee and Related Investors Order Period and the Public Investors Order Period, there is no oversubscription of the Employee Sub-Tranche, the Related Investors Sub-Tranche or of the Public Investors Sub-Tranche (that is, the amount of orders placed by Employees, Related Parties or by Public Investors does not exceed the Employee and Related Investors Sub-Tranche Maximum Amount or the Public Investors Sub-Tranche Maximum Amount), the number of New Offered Shares to be allocated to every Employee, Related Investors or to every Public Investor will be determined by dividing the euro amount included in the relevant order by the Employees Offering Price, the Related Investors Offering Price or the Public Investors Offering Price, as applicable, and rounding the resulting number downwards to the nearest whole number.

In the event that the Employee Sub-Tranche, the Related Investors Sub-Tranche or of the Public Investors Sub-Tranche are not fully subscribed by the Employees, Related Investors and Public Investors, as applicable, the remainder will be considered

Qualified Investors Shares for all purposes in the Offering and such remainder shall follow the rules applicable to the Qualified Investors Tranche described below.

#### *Oversubscription of the Public Investors Sub-Tranche*

If after the end of the Public Investors Order Period, there is an oversubscription of the Public Investors Sub-Tranche (that is, the amount of orders placed by Public Investors exceeds the Public Investors Sub-Tranche Maximum Amount), then Renta 4 shall allocate the shares among Public Investors in accordance with the rules described below:

1. All Public Investors Orders placed will be allocated such number of Public Investors Shares resulting from the Public Investors Orders placed divided by the Public Investors Maximum Offering Price, rounded down to the nearest whole number, up to an investing amount of €5,000;
2. If the allocation contemplated above has been effected in full, then the remaining Public Investors Shares shall be allocated to each of the Public Investors proportionally (on a pro-rata allocation basis) to the number of Public Investors Shares ordered by such Public Investors and not allocated pursuant to the allocation set out above; and
3. If the allocation contemplated under number (1) has not been effected in full, then the Public Investors Shares will be allocated to each of the Public Investors proportionally (on a pro-rata allocation basis) to the number of Public Investors Shares ordered by each Public Investors.

#### *Oversubscription of the Employees Sub-Tranche and Related Investors Sub-Tranche*

If after the end of the Employee and Related Investors Order Period, there is an oversubscription of the Employees Sub-Tranche and the Related Investors Sub-Tranche (that is, the amount of orders placed by Employees and Related Investors exceeds the Employees and Related Investors Maximum Amount), then the allocation of shares among Employees and Related 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 and such members of the Senior Management shall have priority over the orders placed under the Related Investors Sub-Tranche which, as the case may be, may be unallocated in its entirety.

The Employees and Related Investors Maximum Amount has been set by the Company considering (a) the total number of employees that qualify as Employees and the Maximum Employee Order Amount (see “–Employees Sub-Tranche” above) and (b) the CEO IPO Bonus and the Senior Management IPO Bonus which the chief executive officer and such members of the Senior Management have 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 and such members of the Senior Management in the Related Investors Sub-Tranche) does not exceed such Employees and Related Investors Maximum Amount. Therefore, no pro rata allocation (*prorrateo*) among Employee Orders (and the orders to be placed by the chief executive officer and such members of the Senior Management in the Related Investors Sub-Tranche) will be required.

If, after the end of the Employee and Related Investors Order Period, the amount of orders placed by Employees and Related Investors exceeds the Employees and Related Investors Maximum Amount: (i) orders placed under the Employees Sub-Tranche and the order placed by the chief executive officer and such members of the Senior Management in the Related Investors Sub-Tranche will be allocated and received in their entirety and (ii) to the extent there are any remaining Employees and Related Investors Shares, a pro rata allocation (*prorrateo*) among Related Investors Orders would apply, according to the following rules:

1. Related Investors Orders expressed in euros will be converted into orders expressed in number of Employees and Related 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 Employees and Related Investors Shares shall be rounded down to the nearest whole number;
2. All Related Investors Orders placed will be allocated such number of Employees and Related 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
3. If the number of Employees and Related Investors Shares available for allocation to Related Investor Orders, after allocating in full all of the Employee Orders and the orders placed by the chief executive officer and such members of the Senior Management, is insufficient to effect the allocation provided in (2), then the Employees and Related Investors Shares will be allocated to each of the Related Investors proportionally (on a pro-rata allocation basis) to the number of Employees and Related Investors Shares ordered by each Related Investors; and



4. If the allocation contemplated in (2) has been effected in full, then the remaining Employees and Related Investors Shares shall be allocated to each of the Related Investors proportionally (on a pro-rata allocation basis) to the number of Employees and Related Investors Shares ordered and not allocated pursuant to the allocation set out in (2) above.

#### *General rules*

As a general principle, the following rules shall apply to the Public Investors Sub-Tranche, Employees Sub-Tranche and Related Investors Sub-Tranche: (i) in case of fractions, the resulting number of Public Investors Shares or Employees and Related 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 (2) of the “*Oversubscription of the Public Investors Sub-Tranche*” and paragraph (3) and (4) of the “*Oversubscription of the Employees Sub-Tranche and Related Investors Sub-Tranche*” shall be also rounded down to the nearest whole number and up to three decimals; and (iii) no Employees, Related Investor or Public Investor shall be assigned a greater number of Employees and Related Investors Shares or Public Investors Shares than that resulting from his or her order.

The Agent Bank (or Renta 4, in the case of Public Investors Sub-Tranche), 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 Qualified Investors Shares and, if the Over-allotment Option is exercised in whole or in part, the Additional Shares to the Qualified Investors (including, for the avoidance of doubt, any investor provided that it is allocated with Qualified Investor Shares in a resulting subscription amount of at least €100 thousand). Furthermore, if the total amount of orders placed under the Employees Sub-Tranche, the Related Investors Sub-Tranche and the Public Investors Sub-Tranche fail to cover the Employees and Related Investors Maximum Amount or the Public Investors Maximum Amount, the remainder will be considered Qualified Investors Shares for all purposes in the Offering and shall follow the rules applicable to such Qualified Investors Shares.

The Offering of the Qualified Investors Shares will be conducted through a book-building process. During the book-building period, which will start on July 14, 2022 and finish on July 21, 2022 at 11:00 a.m. CET (both inclusive), the Managers will market the Qualified Investors Shares among Qualified 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 Qualified Investors Shares.

The book-building period may be extended by agreement of the Company and the Joint Global Coordinators 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 extension of the book-building period, the Company will inform the market through the publication of another 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 Qualified 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, 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 deeds 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 Managers 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 Qualified Investors Shares to Qualified Investors on the date of pricing of the Offering, which is expected to occur on July 21, 2022 between 11:00 a.m. and 1:00 p.m. CET, taking into account that any investor (whether considered a qualified investor or not) that places an order for an amount equal or greater than €100,000 can be allocated with at least such Qualified Investors Shares resulting from dividing €100,000 by the Offering Price rounded up to the nearest whole number, to the extent possible. 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 Underwriters having to fulfil their respective underwriting commitments in whole or in part.

### The Underwriting and Placement Agreement

The Company, the Selling Shareholders and the Managers are expected to enter into an underwriting and placement agreement (the "**Underwriting and Placement Agreement**") with respect to the New Offered 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 July 21, 2022 between 11:00 a.m. and 1:00 p.m. CET). Subject to the satisfaction of certain conditions set out in the Underwriting and Placement Agreement, each Manager will agree, severally but not jointly, nor jointly and severally, to procure subscribers for or, failing which, each Underwriter will agree to subscribe such percentage of the total number of Qualified Investors Shares as is set forth opposite its name in the following table:

Underwriters	% Qualified Investors Shares
Banco Santander, S.A.	26%
Barclays Bank Ireland PLC	26%
Société Générale	26%
JB Capital Markets, Sociedad de Valores S.A.	12%
GVC Gaesco Valores, Sociedad de Valores, S.A.	5%
Banco Cooperativo Español, S.A.	5%

Given that the orders from General Investors are irrevocable (except in the exceptional case where a supplement to this Prospectus is published 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 deeds of share capital increase with the Commercial Registry of Madrid), such orders are not covered by the underwriting commitment. In the event that the Employee Sub-Tranche, the Related Investors Sub-Tranche (except for the part invested by the Senior Management and the chief executive officer) or of the Public Investors Sub-Tranche are not fully allocated to the Employees, Related Investors and Public Investors, as applicable, the remainder will be considered Qualified Investors Shares and thus shall be covered by the underwriting commitment.

In consideration of the agreement by the Underwriters to procure subscribers for or, failing which, the Underwriters to subscribe the Qualified Investors Shares, the Company and the Selling Shareholders, in proportion to the respective number of New Offered Shares or Additional Shares issued or sold by them in the Offering, will pay to the Underwriters a base fee totalling 2.5% of the gross proceeds of the Offering (excluding the gross proceeds arising from the Employees Sub-Tranche and the gross proceeds arising from the orders placed by such members of the Senior Management and the chief executive officer and 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 Underwriters a discretionary fee of up to 1.5% of the gross proceeds of the Offering (excluding the gross proceeds arising from the Employees Sub-Tranche, the gross proceeds arising from the orders placed by such members of the Senior Management and the chief executive officer and including, if applicable, any gross proceeds relating to the Over-allotment Option), to be distributed among the Underwriters as determined by the Company and the Selling Shareholders (the "**Discretionary Fee**"). The Company will use a portion of the total amount of the Discretionary Fee to pay the fees to Banca March, S.A. and Renta 4 Banco, S.A., in respect of the total amount of proceeds of the Offering effectively procured by each of them. Furthermore, the Company and the Selling Shareholders will agree to reimburse the Underwriters for certain customary expenses.

Likewise, and in consideration for the assistance provided by Banco Santander in the design, execution and processing of the Employees Sub-Tranche and Related Investors Sub-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.

If one or more of the Underwriters shall fail to subscribe the Qualified Investors Shares which it or they are obliged to subscribe under the Underwriting and Placement 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 Underwriters, or any other Underwriters, 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:

1. if the number of Defaulted Shares does not exceed 10% of the number of Qualified Investors Shares to be subscribed for on such date, the Company and/or any of the Selling Shareholder in its sole discretion may request the subscription of the full amount thereof by (a) each of the non-defaulting Underwriters, acting severally and not jointly, in the proportions that their respective underwriting obligations bear to the underwriting obligations of all non-defaulting Underwriters or (b) any other underwriter that the Company and the Selling Shareholders might appoint in its sole and absolute discretion; or
2. if the number of Defaulted Shares exceeds 10% of the number of Qualified Investors Shares to be subscribed for on such date, the respective obligations of the Underwriters 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 Underwriter, and the Offering will be therefore revoked.

Furthermore, subject to the satisfaction of certain conditions set out in the Underwriting and Placement Agreement, Renta 4 will agree to use its reasonable efforts to procure subscribers for the Public Investors Shares and Qualified Investors Shares and Banca March will agree to use its reasonable efforts to procure subscribers for the Qualified Investors Shares.

The Underwriting and Placement 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 and Placement Agreement.

The Underwriting and Placement 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 and Placement 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 the Underwriters shall be fixed if and when the Underwriting and Placement 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*).

### **Payment and settlement of the Offered Shares**

The transaction date of the Offering (*fecha de operación bursátil*) (the “**Transaction Date**”) is expected to be on July 22, 2022. On the Transaction Date, investors’ payment orders will be processed via the Spanish Stock Exchanges and Iberclear and assuming the Underwriters have not exercised the termination rights contained in the Underwriting and Placement 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 Banco Santander, in its capacity as prefunding bank, will subscribe and pay for the New Offered Shares on July 21, 2022 (the “**Prefunding 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 Employee and Related Investor.

Payment by the prefunding bank is expected to be made to the Company by 1:00 p.m. CET on the Prefunding 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 increases corresponding to the relevant number New Offered Shares newly issued closed and grant the two corresponding share capital increase public deeds before a Spanish Notary Public, for its subsequent registration with the Commercial Registry of Madrid. Granting of the capital increase public deeds before a Spanish Notary and registration with the Commercial Registry of Madrid is expected to take place on or about July 21, 2022.

Following registration, a notarial testimony of each of the share capital increase public deeds 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 Madrid Stock Exchange 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 increases 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 July 22, 2022 at 1:00 p.m. CET. 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 another 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 Prefunding 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 July 26, 2022 (the “**Settlement Date**”).

The New Offered Shares and the existing shares of the Company are expected to be admitted to listing on the Spanish Stock Exchanges and quoted through the AQS on July 22, 2022 at 1:00 p.m. CET, 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 increases; 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 (*prorratio*) for the purposes of allocating the Employees and Related 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 €4.75 to €5.40 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 Public Investors Offering Price, the Employees Offering Price and the Related Investors Offering Price will not be higher than the Public Investors Maximum Offering Price, 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 July 21, 2022 between 11:00 a.m. and 1:00 p.m. CET). 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 Employees Shares, the Related Investors Shares, the Public 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 and Placement commissions <sup>(1)</sup>	7,955,245	820,000
Legal, financial advisory and audit services	1,178,100	-
Other expenses <sup>(2)</sup>	835,256	-
<b>Total</b>	<b>9,968,601</b>	<b>820,000</b>

(1) Assuming that (i) the Company raises gross proceeds of approximately €200,000 thousand in the Offering (ii) the Employees Sub-Tranche is fully unsubscribed (and thus the Qualified Investors Tranche is increased accordingly leading to an increase in the Underwriters' fees); (iii) the gross proceeds related to the investment of the chief executive officer and such members of the Senior Management are excluded for the purposes of calculating the fees of the Underwriters; (iv) the Over-allotment Option is entirely exercised; and (v) the commissions to the Managers are paid in full in accordance with the terms set out under the Underwriting and Placement Agreement (see "*The Underwriting and Placement Agreement*").

(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 €820 thousand.

The fees and expenses payable by the Company are expected to amount to approximately €9,969 thousand assuming that (i) the Company raises gross proceeds of approximately €200,000 thousand in the Offering (ii) the Employees Sub-Tranche is fully unsubscribed (and thus the Qualified Investors Tranche is increased accordingly leading to an increase in the Underwriters' fees); (iii) the gross proceeds related to the investment of the chief executive officer and such members of the Senior Management are excluded for the purposes of calculating the fees of the Underwriters; (iv) the Over-allotment Option is entirely exercised; and (v) the commissions to the Managers are paid in full in accordance with the terms set out under the Underwriting and Placement Agreement (see "*The Underwriting and Placement Agreement*").

### **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 and Placement Agreement is not signed on or before 11:59 p.m. CET on the date on which the Offering Price is due to be set (which is expected to be July 21, 2022) 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 August 5, 2022; or (iv) if the Underwriting and Placement Agreement is terminated upon the occurrence of the following customary termination provisions set forth in the Underwriting and Placement Agreement at any time until the time of registration of the public deeds of share capital increase relating to the issuance of the New Offered Shares with the Commercial Registry of Madrid:

- 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 and Placement Agreement or any of the representations and warranties of the Company or the Selling Shareholders contained in the Underwriting and Placement 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 and Placement Agreement has occurred;
- the CNMV or any other relevant authority suspends or revokes any necessary approval for the Offering;
- since the time of execution of the Underwriting and Placement 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 (as these terms are defined in the Underwriting and Placement Agreement);
  - there has occurred (i) any material adverse change in the financial markets in Spain, the United States, the United Kingdom, in any member state of the EEA 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;
  - 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 or any member state of the EEA;
  - 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 or Ireland;
  - a significant new factor or a material inaccuracy, error or omission in the information included in the Prospectus that requires the Company to publish 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 and/or update 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, if the effect of any of the above, 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; or
- if the number of Defaulted Shares exceeds 10% of the number of the Qualified Investors Shares as set out above.

#### **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 General 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 case of withdrawal or revocation of the Offering after the granting of the notarial deeds of share capital increase, the Company will, in order to return the subscription monies received reduce its share capital and cancel the New Offered Shares (after the repurchase of the New Offered Shares, if applicable). The Company will repurchase the New Offered Shares (if applicable) and reduce capital 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 or have made available in Renta 4 in the case of the Public Investors 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 (if applicable) and reduction of share capital.

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**

On July 8, 2022, the Company's general shareholders' meeting approved to apply for Admission, to carry out the offers of the New Offered Shares through the Offering and granted the necessary authority to the Board of Directors to issue the New Offered Shares. For such purposes, the Company's general shareholders' meeting approved two share capital increases, the first one for a maximum amount of 7,999,999 (including share nominal amount plus issue premium), and the second one for a maximum amount of €192,000,001 (including share nominal amount plus issue premium).

On July 8, 2022, the Board of Directors resolved to apply for Admission, resolved to carry out the Offering and approved the share capital increases in connection with the offering of the New Offered Shares.

The two share capital increase resolutions 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 July 11, 2022, 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 July 8, 2022, 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 through 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, Banco Santander, S.A., or any of its agents, as Stabilization Manager, acting on behalf of the Underwriters, 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 July 22, 2022 and end no later than August 21, 2022 (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.

We may not comply with 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) and might have to request the exemption set out in article 9.7 of Royal Decree 1310/2005, of November 4. In this scenario, the Company undertakes to subscribe a liquidity agreement to enhance the liquidity of the Offered Shares in accordance with the CNMV Circular 1/2017.

### **Over-allotment Option**

In connection with the Offering, the Selling Shareholders will grant to the Joint Global Coordinators (on behalf of the Underwriters), 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 Underwriters, 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, at the Offering Price, 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 Underwriters**

The Company will agree that during a period from the date on which the Underwriting and Placement Agreement is signed to and including 180 days from Admission, neither the Company nor any person acting on its or their behalf (other than the Underwriters 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 agreement or any transaction that transfers, in whole or in part (directly or indirectly) the economic rights 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 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 and Placement 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 Underwriters***

The Selling Shareholders will agree that during a period from the date on which the Underwriting and Placement 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 Underwriters 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 agreement or any transaction that transfers, in whole or in part (directly or indirectly) the economic rights 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 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 Underwriters 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 and Placement 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.

#### ***Employees lock-up agreement with the Company***

In consideration for the Employees Discount, each 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 July 22, 2022 at 1:00 p.m. CET), without the prior written consent of the Company, such consent not to be unreasonably withheld or delayed, directly or indirectly:

- (i) 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 agreement or any transaction that transfers, in whole or in part (directly or indirectly) the economic rights 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.

The foregoing shall not apply to: (a) 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; and (b) transactions relating to shares of the Company acquired by the Employees or any person acting on his/her behalf in open market purchases following the consummation of the Offering.

#### ***Senior Management additional lock-up agreement with the Underwriters***

Each of the members of the Senior Management (including the chief executive officer of the Company) will also agree with the Underwriters to certain lock-up arrangements during the period from the date on which the Underwriting and Placement Agreement is signed to 365 days from Admission, in connection with the New Offered Shares received.

#### **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/or their respective affiliates and/or agents 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/or 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/or 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 LTIP, one of the Managers may enter into an equity swap agreement with us and in connection with that swap agreement such Manager may purchase shares of the Company 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.

In the ordinary course of their various business activities, the Managers and/or their respective affiliates and/or agents 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/or 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 or agents 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 or agents 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 have any material arrangements with the Company or the Selling Shareholders and do not consider any of the arrangements described above to be material in the context of the Offering.

## MATERIAL CONTRACTS

The contracts set out below (not being contracts entered into in the ordinary course of business) (i) have been entered into by us within the two years immediately preceding the date of this Prospectus and are or may be material to us; and/or (ii) have been entered into at any time and contain provisions under which we have any obligation or entitlement which is or may be material to the Group as of the date of this Prospectus. These are being described following a materiality criteria.

### Bruc Transaction

On August 6, 2021, Opdenenergy, through Otras Producciones de Energía Fotovoltaica, S.L. (“**OPDECo**”), as seller, entered into a sale and purchase agreement with Bruc Energy, S.L.U. (“**Bruc**”), a subsidiary of Bruc Management, as buyer, for the sale and purchase of the entire issued share capital of 20 limited liability companies owned by OPDECo (the “**Bruc SPVs**”) (the “**Bruc SPA**”). Bruc, Tier I counterparty, is Bruc Management’s investment platform for Spain and Portugal, owned by pension funds OPTrust and USS and by Juan Béjar.

The Bruc SPVs have an underlying solar PV portfolio under development in Spain, which includes 20 solar PV plants and the relevant interconnection facilities (the “**Projects**”). The initial total intended capacity of the Projects as of August 6, 2021 was 1,044 MW (the “**Initial Intended Capacity**”). However, the Initial Intended Capacity increased up to 1,101 MW after the signing of the Bruc SPA (the “**Total Intended Capacity**”). The Total Intended Capacity was duly notified by OPDECo and duly acknowledged and accepted by Bruc.

According to the Bruc SPA, the effectiveness of the transfer of 100% of the shares of each Bruc SPVs is subject to the following conditions: (i) the prior approval of the Bruc Transaction by the Council of Ministers, to the extent the transaction is deemed to constitute a restricted transaction within the scope of article 7.bis of Spanish Law 19/2003, of 4 July, on the regime of capital flows and economical transactions with foreign countries (the “**FDI CP**”), to be satisfied no later than August 6, 2022; and (ii) the collection of the relevant environmental permits and other ancillary conditions (*DIA Declaración de Impacto Medioambiental*) (the “**DIA CP**”) to be satisfied no later than December 31, 2023. In addition, OPDECo shall develop the Projects until each of them reaches RtB status (the “**RtB CP**”). The RtB CP shall be satisfied no later than December 31, 2024.

The abovementioned long stop dates for the fulfilment of the DIA CP and the RtB CP might be extended, subject to the terms and conditions set out in the Bruc SPA. As of the date of this Prospectus, the FDI CP has been fulfilled (i.e., the Bruc Transaction has been approved by the Council of Ministers) and the DIA CP and RtB CP are expected to take place during the second half of 2022 and the first half of 2023. On June 27, 2022, OPDECo and Bruc formalized the transfer of 100% of the share capital of two Bruc SPVs (related to the Projects Carmona 1 and Carmona 2) representing a total of c. 110 MW, given the fulfilment of the FDI CP and DIA CP. The Company has received an amount of €6,000 thousand for the transfer of these two Bruc SPVs.

Therefore, by virtue of the Bruc SPA, subject to the conditions mentioned above: (i) Opdenenergy, through OPDECo sold 100% of the Bruc SPVs’ shares; and (ii) Opdenenergy, through OPDECo agreed, where applicable, to assign to Bruc any Shareholder Loans granted to the Bruc SPVs.

The Bruc SPA provides an initial consideration of €147,800 per MWp, which may be subject to certain adjustments set out in the Bruc SPA. As of the total consideration, Bruc has disbursed, as of the signing date (i.e., August 6, 2021) a total amount of €40,155 thousand as of May 31, 2022 divided into: (i) an initial total payment for an amount of c. €39,153 thousand (the “**Signing Payment**”) plus (ii) €1,002 thousand related to the reimbursement of certain costs. The Signing Payment was computed taking into consideration the Initial Intended Capacity. The Signing Payment has been recognised under “Trade and other payables – Customer advances” in the consolidated balance sheet. See Note 3.1.c to our 2021 Audited Consolidated Annual Accounts in this regard.

As a result of the increase from the Initial Intended Capacity to the Total Intended Capacity (i.e., from 1,044 MW to 1,101 MW), the Signing Payment was automatically increased in accordance with the terms and conditions of the Bruc SPA. The parties agreed that the difference between the Signing Payment and the increased Signing Payment would be added to the Project DIA Payment in respect of each Project.

The remaining consideration shall be paid by instalments subject to the terms and conditions set forth in the Bruc SPA, including but not limited:

- upon fulfilment of the DIA CP and pre-closing actions in respect of each of the Bruc SPVs and Projects and completion of the individual transaction, Bruc shall pay to OPDECo, in respect of a relevant Project, an amount equal to 65% of the Project DIA consideration (as calculated in accordance with the terms of the Bruc SPA) minus the Signing Payment (the “**Project DIA Payment**”);

- within 15 business days following the earlier of (a) the date of issuance of the notice to proceed under the engineering procurement and construction agreement entered into for each specific Project or (b) the date on which an independent expert determines the fulfilment of the RtB CP, Bruc shall pay to OPDECo, in respect of the relevant Project, an amount equal to 77% of the RtB consideration (as calculated in accordance with the terms of the Bruc SPA) minus the Signing Payment and the Project DIA Payment.
- in respect of each Project, an amount equal to 23% of the total consideration shall be paid as follows: (i) 18% of the total consideration within 15 business days following the earlier of (a) the date of issuance of the “notice to proceed” under the EPC agreement in respect of each Project; or (b) the RtB CP fulfillment date; and (ii) 5% of the total consideration within 15 months following the earlier of (a) the date of issuance of the “notice to proceed” under the EPC agreement in respect of each Project; or (b) the RtB CP fulfillment date.

Additionally, in order to secure the Signing Payment in the event of early termination of the Bruc SPA, the parties entered into a promissory pledge agreement over 100% of the Bruc SPVs shares.

Simultaneously to the signing of the Bruc SPA, OPDECo and Bruc entered into a framework development agreement (the “FDA”) with the adherence of each Bruc SPV to establish the terms and conditions pursuant to which Opdenergy, through OPDECo would render developing services<sup>40</sup>, assistance and support to the Bruc SPVs until COD in exchange for the 23% of the total consideration of the Bruc Transaction set out above.

The completion of the Bruc Transaction, as a whole, will be carried out by means of partial closings consisting of (i) the consummation of individual transactions in respect of each Bruc SPV and Project upon satisfaction or waiver of the FDI CP (already fulfilled) and the relevant DIA CP and the performance of the pre-closing actions and closing actions in respect of each Bruc SPV and Project; and (ii) final satisfaction of the all the condition precedentes, including the RtB CP in respect of each Project. If all the condition precedents are not fulfilled in respect of each Project, Bruc shall have the right to transfer back the relevant Bruc SPV associated with such Project.

As of the date of this Prospectus and assuming that (i) all the Bruc SPVs are finally transferred; (ii) all the Projects reach RtB status (ii) the Total Intended Capacity is effectively reached at 1,101 MW; (iii) no additional adjustments are finally applied (e.g., adjustments related to the land of the Project, yield adjustments or interconnection facilities cost adjustments); and (iv) certain third party costs are reimbursed; we expect that the total gross proceeds under the Bruc SPA would amount to €169,000 thousand<sup>41</sup>. The profit margin would amount from €140,000 thousand (pre-tax). As of the date of this Prospectus, the expected cash amount to be received by the Group from the Bruc Transaction amounts to c. €116,679 thousand<sup>42</sup>. This amount will be served to partially fund the 2025 Target.

We expect that the total amount will be payable within the period starting from June 27, 2022 to December 31, 2024 (including the payments associated to COD) and shall accrue separately in respect of each Project. Assuming that the DIA CP and RtB CP are expected to be fulfilled during the second half of 2022 and the first half of 2023, the last payment date would be on or around December 31, 2024.

Finally, the chief executive officer is participating in the additional remuneration plan subject to the achievement and successful completion of the Bruc Transaction (i.e., satisfaction of all the condition precedents including the RtB CP), as set out above, that would entitle him to an approximate amount of €2,100 thousand. For further details, see “*Management and Board of Directors – Compensation*” and Note 23 of the 2021 Audited Consolidated Annual Accounts.

The rationale of the Bruc Transaction for Opdenergy is the need for additional funds to develop our 2025 Target. The Farm-Down classification of the Bruc assets also reduces Opdenergy’s equity needs for construction, as it reduces the pipeline to execute.

<sup>40</sup> Developing services shall be understood as all actions required to obtain, in the name of the Bruc SPVs and the relevant Projects, all the licenses, authorizations and permits required by applicable law to begin the construction for each of the Projects as well as all the actions necessary so the RtB CP for each Project are fulfilled and, afterwards, make reasonable endeavours to provide assistance and support to the Bruc SPV in obtaining all the licenses, authorizations and permits which are required by the applicable law in order for the Project to reach COD. The FDA provides, for the avoidance of doubt, that (i) OPDECo shall not be liable vis-à-vis Bruc or the relevant Bruc SPV for the provision of these services or for any Project not achieving COD; (ii) in no event these services shall imply any cost for OPDECo; and (iii) the undertakings under the FDA shall not include asset management services.

<sup>41</sup> This expected amount includes the initial expected amount resulting from multiplying the number of MW (1,101) by the initial consideration per MWp (€147,800) plus the reimbursements of certain costs for an aggregate amount of €6,300 thousand.

<sup>42</sup> This expected cash amount is the result of €169,000 thousand minus (a) €40,155 thousand, the amount already paid by Bruc as of the date of this Prospectus; and (b) €12,166 thousand, which is the expected aggregate amount of expenses associated to the development of the Projects until they reach RtB status.

## Franklin Transaction

On October 7, 2021, OPDECo, through Horus Kentucky 0, LLC (a Delaware limited liability wholly owned, indirectly, by OPDECo), as seller, entered into a membership purchase agreement with Silicon Ranch Corporation, as buyer, for the transfer of 100% of the membership interests in Horus Kentucky 1, LLC ("**Horus Kentucky 1**") (the "**Membership Agreement**"). Horus Kentucky 1 had initiated the development of a utility-scale solar PV energy generation facility to be located in Simpson County, Kentucky, with an aggregate capacity of approximately 90 MW (the "**Franklin Project**").

The Membership Agreement set out the main terms and conditions of the Franklin Transaction, among others, the delivery of a parent company guarantee granted by OPDECo and an aggregate purchase price of USD 2,500 thousand to be disbursed in three (3) different instalments, subject to the completion of certain milestones (the "**Purchase Price**"), plus an interconnection reimbursement payment to be paid at closing. Out of the total Purchase Price: (i) USD 250 thousand was paid to Kentucky 0 simultaneously with the closing on November 30, 2021 ("**Closing Payment**"); (ii) USD 1,000 thousand was paid to Kentucky 0 on December 14, 2021; and (iii) USD 1,250 thousand shall be paid to Kentucky 0 on the earlier of (a) the date of the first energy discharge; or (b) December 15, 2022. As of December 31, 2021 the outstanding amount was recognised under "Trade receivables for sales and services" in the consolidated balance sheet (see Note 3.1.c to our 2021 Audited Consolidated Annual Accounts and Note 9.1 to our March 2022 Unaudited Interim Condensed Consolidated Financial Statements).

In addition to the Closing Payment, the Silicon Ranch paid to Kentucky 0 at closing c.USD 8,533 thousand in respect of the interconnection reimbursement payment, this is, all the interconnection-related and PPA-related deposits and interconnection-related costs incurred by Horus Kentucky 1 in connection with the Franklin Project.

Therefore, the total consideration under the Franklin Transaction amounts to USD 2,500 thousand (€1,104 thousand, excluding the amount of net debt associated with each of these plants which increased the revenues of the Group to €9,490 thousand). The Franklin Transaction had a net impact of €32 thousand on our results for the year ended December 31, 2021. According to the terms set out above, OPDECo shall receive the last payment corresponding to the Franklin Transaction by December 15, 2022 the latest.

As a result of the acquisition by Silicon Ranch of 100% of the membership interests in Horus Kentucky 1, the Franklin Project was transferred at a RtB status together with the corresponding PPA entered into between Horus Kentucky 1 and the Tennessee Valley Authority (PPA counterparty), dated on December 27, 2019.

## 2021 Marguerite Transaction

During the months of January, February and March 2019, OPDECo and Marguerite Solar Spain, S.L. Unipersonal ("**Marguerite**") entered into certain share purchase agreements by means of which OPDECo sold and transferred to Marguerite the 80% of the share interest in the following Spanish companies (the "**Marguerite SPVs**"): (i) Planta Solar Opde La Fernandina, S.L., which developed the solar photovoltaic ground-based plant located in Mérida (Badajoz) with a peak capacity of approximately 50 MW; (ii) Planta Solar Opde Extremadura 2, S.L., which developed the solar photovoltaic ground-based plant located in Puerto Real (Cádiz) with a peak capacity of approximately 50 MW; and (iii) Planta Solar Opde Andalucía 1, S.L., which developed the solar photovoltaic ground-based plant located in Alcalá de Guadaíra (Sevilla) with a peak capacity of approximately 50 MW (the "**2019 Marguerite Transaction**"). At the time of the 2019 Marguerite Transaction, the solar photovoltaic plants held by the Marguerite SPVs had reached COD.

As a result of the 2019 Marguerite Transaction, OPDECo and Marguerite held the Marguerite SPVs on a 20%/80% basis, respectively.

However, on March 12, 2021, OPDECo, as buyer, signed a shares' sale and purchase and assignment of loans agreement with Marguerite, as seller, aimed at acquiring the 80% share capital held by Marguerite in each of the Marguerite SPVs, along with the assumption of Marguerite's contractual position under certain shareholder's loans by means of which Marguerite lent to the Marguerite SPVs an aggregate principal amount of c.€21,947 thousand to partially finance the development of the installations of their solar photovoltaic ground-based plants (the "**Marguerite SPA**"). At the time of the Marguerite SPA, the solar photovoltaic plants held by the Marguerite SPVs were in operation.

The aggregate purchase price for the acquisition of the Marguerite Shares and the assignment of the shareholder's loans amounted to €42,049 thousand and was funded with part of the proceeds of the 2021 Notes. This amount was recognised with effects from 23 March 2021 and in accordance with the criteria described in Note 3.2 of the 2021 Audited Consolidated Annual Accounts (referred to goodwill and business combinations), using the acquisition method (see Note 3.1.c to our 2021 Audited Consolidated Annual Accounts). The goodwill generated under the 2021 Marguerite Transaction amounted to €2,643 thousand.

On March 23, 2021 the transactions carried out under and in the context of the Marguerite SPA were closed and thus, the shares of each Marguerite SPV were transferred and the shareholder's loans were duly assigned (the "**2021 Marguerite Transaction**"). As a result of the 2021 Marguerite Transaction, OPDECo holds 100% of the share capital in each Marguerite SPV.

The shares of the Marguerite SPVs are free of liens, save for the pledges granted in connection with the senior credit facilities executed by Marguerite, OPDECo and each of the Marguerite SPVs with the relevant senior lenders to develop, build and operate each of the installations of the Marguerite SPVs.

### **Trust Agreement - 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., as sellers and 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. (the "**Riverstone SPVs**"), entered into a sale and purchase agreement for an aggregate selling price of c.USD 33,000 thousand, to sell 100% ownership interests in the Riverstone SPVs to Riverstone Holdings LLC ("**Riverstone**"), as buyer, acting the latter through the holding company A2 Renovables, LP (the "**Riverstone SPA**"). In addition, the Riverstone SPA provides for a potential earn out of c.USD 16,000 thousand that will only be paid upon Riverstone's potential divestment.

The Riverstone SPVs are the owners of two solar PV plants in Mexico (Aguascalientes and Andalucía), which, as of December 31, 2019, were under development and construction (as of the date of this Prospectus, Aguascalientes and Andalucía are our Mexican assets in operation).

The Riverstone SPA set out that OPDECo had to acquire a 20% ownership interest in A2 Renovables LP, holder of 100% of the ownership interests in the Riverstone SPVs, on closing date.

The final total consideration under the Riverstone SPA amounted to USD 32,543 thousand (€29,214 thousand) after the application of certain leakage adjustments for an amount of USD 457 thousand. The Riverstone Transaction had a net impact of €8,368 thousand on our results for the year ended December 31, 2020.

On June 29, 2020, the sale and purchase agreement was closed and the fixed price (€21,065 thousand) was partially paid by Riverstone with a deferred payment for an amount of USD 10,000 (€8,149 thousand) to be paid 18 and 36 months after the closing. As of January 3, 2022, Riverstone has paid €4,074 thousand settling the 18-month deferred payment. The remaining €4,075 related to the 36-month deferred payment shall be paid by Riverstone in 2023.

The deferred amount paid has been recognised with effects as from June 29, 2020 under "Trade receivables for sales and services" in non-current assets while the deferred amount outstanding and payable in 2023 was recognised under "Trade receivables for sales and services" in current assets in the consolidated balance sheet (see Note 3.1.c to our 2021 Audited Consolidated Annual Accounts and Note 9.1 to our March 2022 Unaudited Interim Condensed Consolidated Financial Statements).

As a result of the Riverstone SPA and the acquisition by OPDECo of a 20% ownership interest in A2 Renovables LP, OPDECo entered into a partners agreement (*Asociación en Participación*) on December 22, 2020 with CI Banco, S.A., Institución de Banca Múltiple (trustee) and A2 Renovables GP Limited as general partner of the partnership (jointly, the "**A2 Partners**").

On October 11, 2021, the A2 Partners executed a trust agreement with BBVA Mexico (the "**Trustee**") by means of which the partners made an initial cash contribution for the creation of an irrevocable management trust (the "**Trust Agreement**").

On December 6, 2021 the A2 Partners decided to terminate the partnership agreement and, as a result, the ownership interest in the Riverstone SPVs held by A2 Renovables LP was distributed proportionally to the A2 Partners. On the same date, the A2 Partners contributed their respective ownership interest in the Riverstone SPVs (i.e., 20% held by OPDECo and 80% held by Riverstone) (the "**Contributed Assets**") to the Trustee by means of a contribution agreement.

The Contributed Assets shall be managed in accordance with the provisions set forth in the Trust Agreement, which states, among other things, (i) a 20-year term that, upon its termination, shall cause the Trustee to transfer the assets held in the trust to the A2 Partners according to their percentage of participation; (ii) the purposes of the trust (i.e. maintenance and management of assets by the Trustee, investment in any legal entity with prior instructions from the A2 Partners, execution of other instructions received from the A2 Partners regarding the management of the assets, among others); and (iii) that the assets contributed to the trust shall be kept in custody, managed and invested following the instructions of the A2 Partners and in accordance with the investment policy set forth in the Trust Agreement.

## SELLING AND TRANSFER RESTRICTIONS

### General

For the purposes of this section “*Selling and Transfer Restrictions*”, the defined term “**Shares**” shall be referred to as the Offered Shares.

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.

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 Renta 4 in respect of the Public Investors Sub-Tranche 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:

- 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 depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary 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 Managers 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.

Any Shares offered and sold to investors located in the United States will be “restricted securities” (as defined in Rule 144 under the U.S. Securities Act), and such Shares may not be reoffered, resold, pledged or otherwise transferred, except: (i) outside the United States in accordance with Rule 903 or Rule 904 under Regulation S; (ii) to a QIB in a transaction that is exempt from registration under the U.S. Securities Act and that meets the requirements of Rule 144A; (iii) pursuant to an effective registration statement under the U.S. Securities Act; (iv) in accordance with Rule 144 under the U.S. Securities Act; or (v) in another transaction not requiring registration under the U.S. Securities Act; and, in each case, in accordance with any applicable securities laws of any state of the United States or any other jurisdiction.

### **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,
- in the event described under article 3.2(b) 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 or is a person which falls under any of the exceptions mentioned above (for the purposes of the General Investors Tranche and certain other investors who may or may not be considered qualified investors and who acquire securities for a total consideration of at least €100,000).

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.

With respect to the Public Investors, and provided that such Public Investors shall be located in Spain, the Company will not provide information different from the one included under this Prospectus as it is acting under the exemption set out in article 34 of the Securities Market Law and article 3.2 of the Prospectus Regulation.

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 Managers, in connection with the Qualified Investors Tranche, will procure investors who meet the criteria of qualified investors within the meaning of article 2(e) of the Prospectus Regulation (except for Renta 4 which may also procure any type of investors with allocated orders of at least €100,000 per investor under the exemption set out in article 1(4)(d) of the Prospectus Regulation). In connection with the Public Investors Sub-Tranche, Renta 4 will procure retail investors or investors who meet the criteria of qualified investors within the meaning of article 2(e) of the Prospectus Regulation.

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 761 G of the Corporations Act);
  - (a) 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,
  - (b) 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

- (ii) 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 Offered Shares (for the avoidance of doubt, including the Over-allotment Option shares) and certain legal matters relating to the Offering will be passed upon for the Company by Latham & Watkins LLP (with respect to Spanish law, English law and U.S. federal law). Certain legal matters relating to the Offering will be passed upon for the Underwriters 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. has not resigned, has not been removed or has not been reappointed as its independent auditor during the period covered by the Consolidated Financial Statements.

With respect to the March 2022 Unaudited Interim Condensed Consolidated Financial Statements of Opdenenergy Holding, S.A. and subsidiaries as at and for the three-month period ended March 31, 2022, incorporated by reference in this Prospectus, Deloitte, S.L., has reported that they have carried out a limited review and they do not express an opinion on those interim financial statements. Accordingly, the degree of reliance on Deloitte, S.L., independent auditors' report on such information should be restricted in light of the limited nature of the review procedures applied. Deloitte, S.L. has not resigned, has not been removed and has not been reappointed as its independent auditor with respect to the limited review of the March 2022 Unaudited Interim Condensed Consolidated Financial Statements carried out.

As of the date of this Prospectus, the Company has not appointed an independent auditor for the year 2022.

## ADDITIONAL INFORMATION

### Information on the Company

The legal name of the issuer is Opdenenergy Holding, S.A. and its commercial name is “Opdenenergy”. 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 Spinola, 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 84 and 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 2021 Audited Consolidated Annual Accounts. The only change in the Group’s scope of consolidation during the first three months of 2022 relates to the incorporation of the company Cuádruple Belinchón, S.L. (See Note 3 and Note 8 to our March 2022 Unaudited Interim Condensed Consolidated Financial Statements) in which the Group holds significant influence as of March 31, 2022.

### Changes after March 31, 2022

In May 2022, the Company has raised commercial papers under the MARF Programme for an amount of €7,000 thousand under the green commercial paper program registered in the MARF.

On July 8, 2022, the Company executed the new €250 million arrangement facility for the issue of the 2022 Notes, which will be partially used for the early redemption price for the 2021 Notes and to pay transaction costs related to the issuance of the 2022 Notes.

The Group is currently negotiating the BBVA Project Financing with BBVA and the European Investment Bank to finance a Spanish solar PV portfolio with an aggregate gross targeted installed capacity of 605MW currently Under Construction. The facility will include a term loan with a principal amount of c. €300,000 thousand of senior debt, a €28,000 thousand PPA guarantee line (which was made available at the end of year 2021, upon signing of the PPAs) and a credit line facility of €17,000 thousand to cover 6 months debt service reserve account, which we expect to close during the month of July 2022.

In addition, the Group has signed the ING Mandate to secure the project finance for an aggregate gross targeted installed capacity of 167 MW Spanish solar PV assets Under Construction. The financing under the ING Mandate is expected to have a principal amount of €93 million senior debt, €4 million PPA guarantee line, and a credit line facility of €7 million to cover a 6-month debt service reserve account, which we expect to close during the month of July 2022.



The execution or closing of the abovementioned new financing agreements (i.e., the 2022 Notes, the BBVA Project Financing and the financing under the ING Mandate) which are under negotiation is not subject to the Admission.

Apart from the above, there have been no other significant changes in the financial position of the Group since March 31, 2022.

## DOCUMENTATION INCORPORATED BY REFERENCE

The following documentation is incorporated by reference into this Prospectus:

- The March 2022 Unaudited Interim Condensed Consolidated Financial Statements together with the limited report thereon ([https://www.opdenergy.com/wp-content/uploads/2022/07/Estados\\_Financieros\\_Intermedios\\_Marzo\\_2022.pdf](https://www.opdenergy.com/wp-content/uploads/2022/07/Estados_Financieros_Intermedios_Marzo_2022.pdf)) and its English translation ([https://www.opdenergy.com/wp-content/uploads/2022/07/Interim\\_Consolidated\\_Financial\\_Statements\\_March\\_22.pdf](https://www.opdenergy.com/wp-content/uploads/2022/07/Interim_Consolidated_Financial_Statements_March_22.pdf)). The March 2022 Unaudited Interim Condensed Consolidated Financial Statements 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 2021 Audited Consolidated Annual Accounts together with the audit report thereon and the consolidated management report accompanying the 2021 Audited Consolidated Annual Accounts ([https://www.opdenergy.com/wp-content/uploads/2022/07/Cuentas\\_Anuales\\_Consolidadas\\_2021.pdf](https://www.opdenergy.com/wp-content/uploads/2022/07/Cuentas_Anuales_Consolidadas_2021.pdf)) and its English translation ([https://www.opdenergy.com/wp-content/uploads/2022/07/Interim\\_Consolidated\\_Financial\\_Statements\\_March\\_22.pdf](https://www.opdenergy.com/wp-content/uploads/2022/07/Interim_Consolidated_Financial_Statements_March_22.pdf)). The 2021 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 2020 Audited Consolidated Annual Accounts together with the audit report thereon 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 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 (unless otherwise stated) will be available free of charge at the Company's website ([www.opdenenergy.com](http://www.opdenenergy.com)):

- The March 2022 Unaudited Interim Condensed Consolidated Financial Statements together with the limited report thereon.
- The 2021 Audited Consolidated Annual Accounts together with the audit report and the consolidated management report accompanying the 2021 Audited Consolidated Annual Accounts.
- 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 Audited Consolidated Financial Statements together with the audit report thereon, drafted in English only.
- Bylaws (which, following Admission will be available in Spanish in our website, [www.opdenenergy.com](http://www.opdenenergy.com)), which are pending of registration with the Commercial Registry and expected to be duly registered upon Admission.
- Board of Directors Regulations (which, following Admission will be available in Spanish in our website, [www.opdenenergy.com](http://www.opdenenergy.com)), which are pending of registration with the Commercial Registry and expected to be duly registered upon Admission.
- General Shareholders' Meeting Regulations (which, following Admission will be available in Spanish in our website, [www.opdenenergy.com](http://www.opdenenergy.com)), which are pending of registration with the Commercial Registry and expected to be duly registered upon Admission.
- Securities Market Code of Conduct.
- Certificates of the corporate resolutions approved by the Company in connection with the Offering (which, following Admission will be available in Spanish in our website, [www.opdenenergy.com](http://www.opdenenergy.com)).
- The translation into Spanish of the Risk Factors section of this Prospectus.

Hard copies of the abovementioned documents (except for the Bylaws and the Securities Market Code of Conduct) 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.

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 the Company's website.

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

### NOTA DE SÍNTESIS

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 200 millones de euros 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, OMITIÓ 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, de acuerdo con la legislación española y, en particular, de acuerdo con la Ley de Sociedades de Capital, como una sociedad anónima que opera bajo el nombre comercial de “Opdenenergy”. La Sociedad está inscrita en el Registro Mercantil de Madrid, en la sección 8, al tomo 40.461, folio 84 y 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, al tomo 1.085, folio 201 y hoja NA-21.789. El NIF de Aldrovi, S.L. es B-31833189 y su número LEI es 959800Z491TV8HTSMX15. El domicilio social y el teléfono de Aldrovi, S.L. son: calle Soledad Chivite, 10, 31592, Cintruénigo, 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, al tomo 1.396, folio 46 y hoja NA-27.742. El NIF de Jalasa Ingeniería, S.L. Unipersonal es B-31946262 y su 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, al tomo 2.056, folio 179 y hoja SS-23.034. El NIF de Marearoja Internacional, S.L. es B-20819298 y su 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 13 de julio de 2022, 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 nuevas acciones ordinarias de la Sociedad y a la posterior admisión a negociación de estas nuevas acciones y de las acciones existentes en las bolsas de Barcelona, Bilbao, Madrid y Valencia (las “**Bolsas Españolas**”) y la “**Admisión**”).

La Sociedad está ofreciendo (i) acciones ordinarias de nueva emisión de la Sociedad a inversores cualificados (los “**Inversores Cualificados**”) y las “**Acciones para Inversores Cualificados**”, respectivamente) a un precio por acción (el “**Precio de la Oferta**”) que se espera que esté comprendido en la banda de precios no vinculante de 4,75 y 5,40 euros (la “**Banda de Precios de la Oferta**”); (ii) una parte de acciones ordinarias nuevas de la Sociedad a (A) determinados empleados del Grupo excluyendo a la Alta Dirección y al consejero delegado (los “**Empleados**”), y (B) la Alta Dirección, el consejero delegado y determinadas personas estrechamente relacionadas o vinculadas a (i) la Sociedad; (ii) la Alta Dirección o (iii) los titulares reales de los accionistas de la Sociedad (conjuntamente los “**Inversores Relacionados**”) (respectivamente las

“**Acciones para Empleados**” y las “**Acciones para Inversores Relacionados**”) a un precio por acción (que será, en el caso de Empleados, o puede ser, en el caso de Inversores Relacionados e Inversores Varios (definido debajo), diferente a, o inferior al Precio de Oferta), y, de otro modo, en los términos y condiciones establecidos en el presente documento; y (iii) acciones ordinarias de nueva emisión de la Sociedad por valor inferior a 8 millones de euros de ingresos brutos a todo tipo de inversores en virtud de la exención prevista en el artículo 34 de la Ley del Mercado de Valores y el artículo 3.2 del Reglamento de Folletos (los “**Inversores Varios**”) (las “**Acciones para Inversores Varios**”) a un determinado precio por acción que puede diferir de, o ser inferior a, el Precio de Oferta y, de otro modo, en los términos y condiciones establecidos en el presente documento (los Empleados, los Inversores Relacionados y los Inversores Varios, conjuntamente, los “**Inversores Generales**”; y las Acciones para Empleados, las Acciones para Inversores Relacionados y las Acciones para Inversores Varios, conjuntamente, las “**Acciones para Inversores Generales**”). Las Acciones para Inversores Cualificados y las Acciones para Inversores Generales se denominarán en este resumen del Folleto como las “**Nuevas Acciones Ofertadas**”.

La Sociedad espera obtener unos ingresos brutos de aproximadamente 200 millones de euros mediante la emisión de Nuevas Acciones Ofertadas en la Oferta. La Sociedad ha aprobado una ampliación de capital por un importe efectivo máximo (incluyendo valor a la par y prima de emisión) de 192,000,001 millones de euros y una segunda ampliación de capital por un importe efectivo máximo (incluyendo valor a la par y prima de emisión) de 7.999.999 €.

Además, los Accionistas Vendedores concederán una opción a Banco Santander, S.A. (“**Banco Santander**”), Barclays Bank Ireland PLC (“**Barclays**”) y Soci t  G n rale, S.A. (“**SG**”) y, junto con Banco Santander y Barclays, las “**Entidades Coordinadoras Globales**”) para adquirir un n mero de acciones ordinarias existentes adicionales de la Sociedad que representen hasta el 10% de las Nuevas Acciones Ofertadas (las “**Acciones Adicionales**”, junto con las Nuevas Acciones Ofertadas, las “**Acciones Ofertadas**”) 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 estabilizaci n (la “**Opci n de Sobreasignaci n**”). La Opci n de Sobreasignaci n ser  ejercitable, total o parcialmente, por Banco Santander, S.A. en su calidad de gestor de estabilizaci n (el “**Gestor de Estabilizaci n**”), actuando por cuenta de las Entidades Coordinadoras Globales y JB Capital Markets, Sociedad de Valores, S.A. (“**JB Capital**”), Banco Cooperativo Espa ol, S.A. (“**Banco Cooperativo**”) y GVC Gaesco Valores, Sociedad de Valores, S.A. (“**GVC Gaesco**”) y junto con Banco Cooperativo, JB Capital, GVC Gaesco y las Entidades Coordinadoras Globales, los “**Aseguradores**”) por un periodo de 30 d as naturales a partir de la Admisi n, la fecha en la que las Nuevas Acciones Ofertadas y las acciones ordinarias existentes de la Sociedad coticen y se admitan a negociaci n en las Bolsas Espa olas a trav s del Sistema de Interconexi n Burs til o “**Mercado Continuo**” de las Bolsas Espa olas (el “**SIBE**”).

Ni la p gina web de la Sociedad ni ninguno de sus contenidos forman parte o se incorporan al presente Folleto, ni por referencia ni de ning n otro modo, salvo que se indique lo contrario en el mismo. La CNMV no ha examinado ni aprobado la p gina web de la Sociedad ni ninguno de sus contenidos. Los inversores pueden ponerse en contacto con la CNMV en el tel fono (+34) 900 535 015.

## **B. Informaci n fundamental sobre el emisor**

### **B.1.   Qui n es el emisor de los valores?**

La denominaci n social del emisor es Opdenenergy Holding, S.A. y su nombre comercial es “Opdenenergy”. La Sociedad est  constituida como sociedad an nima en Espa a de acuerdo con la legislaci n espa ola y, en particular, con la Ley de Sociedades de Capital, y est  inscrita en el Registro Mercantil de Madrid, en la secci n 8, tomo 40.461, folio 84, hoja M-718.435. Tiene su domicilio social en Cardenal Marcelo Sp nola, 42, 5  planta, 28016, Madrid, Espa a. La Sociedad est  constituida por tiempo indefinido y su n mero NIF es A-31840135 y su n mero LEI 959800KT1FVNZ7HC1R25.

La Sociedad se constituy  el 20 de enero de 2005 como sociedad limitada y con domicilio social en el Pol gono Industrial Plaza San Pancracio, n  22-23, Ribaforada (Navarra). La denominaci n social inicial de la Sociedad era Otras Producciones de Energ a, S.L. Desde su constituci n, ha cambiado su domicilio social a la direcci n indicada anteriormente en Madrid (Espa a) y ha modificado su denominaci n social en tres ocasiones (en primer lugar, a OPDE Investment Espa a, S.L., en segundo lugar, a OPDE Investment Espa a, S.A., como consecuencia de su transformaci n en sociedad an nima y, en tercer lugar, a Opdenenergy Holding, S.A. para alinear su denominaciones social y comercial).

La Sociedad se constituy  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 aument  a 3.012.000 euros, dividido en 301.200 acciones ordinarias de 10 euros de valor nominal cada una. El 19 de junio de 2013, la Sociedad amortiz  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 de valor nominal cada una. Con fecha 17 de marzo de 2021, la Sociedad llev  a cabo un desdoblamiento de acciones en la proporci n de 500 acciones nuevas por cada acci n existente, reduciendo el valor nominal de las acciones de 10 a 0,02 euros y aumentando el n mero de acciones a 105.922.000.

Las actividades principales de la Sociedad son (i) la promoci n, el desarrollo, la construcci n, la gesti n de activos y la operaci n y el mantenimiento de plantas de energ a renovable, (ii) la generaci n y la venta de energ a renovable, y (iii) la investigaci n, el estudio y la innovaci n en el sector de las energ as renovables y las tecnolog as asociadas a ellas. La Sociedad tambi n realiza actividades de rotaci n selectiva de activos de proyectos en fase de desarrollo para optimizar su cartera y cubrir sus necesidades de financiaci n.

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 y la participación prevista de la Alta Dirección (incluido el consejero delegado de la Sociedad, que recibirán un número de acciones ordinarias a través del subtramo de Inversores Relacionados según lo expuesto en el apartado “*Management and Board of Directors—Compensation*”, asumiendo que el número de Nuevas Acciones Ofertadas, esto es 39.408.866, que es el número de Nuevas Acciones Ofertadas necesarias para recaudar unos ingresos brutos de aproximadamente 200 millones de euros al precio medio de la Banda de Precios de la Oferta (esto es, sin considerar las Acciones para Empleados, que serán suscritas al precio medio de la Banda 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 la Opción de Sobreasignación	Número de acciones en propiedad asumiendo Opción de Sobreasignación no ejercitada	%	Número de acciones en propiedad asumiendo que la Opción de Sobreasignación ejercitada en su totalidad	%
D. Gustavo Carrero Díez <sup>(1)</sup>	44.677.900	42,18	1.662.266	44.677.900	30,74	43.015.634	29,60
D. Francisco Javier Remacha Zapatel <sup>(2)</sup>	16.566.200	15,64	616.354	16.566.200	11,40	15.949.846	10,97
D. Alejandro Javier Chaves Martínez <sup>(3)</sup>	44.677.900	42,18	1.662.266	44.677.900	30,74	43.015.634	29,60
Capital flotante	0	0	—	30.271.501	20,83	34.212.387	23,54
Indumenta Pueri, S.L. <sup>(4)</sup>	0	0	—	8.719.852	6,00	8.719.852	6,00
Consejero delegado <sup>(5)</sup>	0	0	—	386.788	0,27	386.788	0,27
Alta Dirección <sup>(5)</sup>	0	0	—	30.725	0,02	30.725	0,02
<b>Total</b>	<b>105.922.000</b>	<b>100,00</b>	<b>3.940.886</b>	<b>145.330.866</b>	<b>100,00</b>	<b>145.330.866</b>	<b>100,00</b>

(1) Titular indirecto por ser el socio de control de Marearoja Internacional, S.L., que es, a su vez, propiedad de D. Gustavo Carrero Díez y su mujer, Doña Miren Izpiñe Aramburu Aguirre, en un 73%/27%, respectivamente.

(2) Titular indirecto por ser el socio de control de Jalasa Ingeniería, S.L. Unipersonal.

(3) Titular indirecto por ser el socio de control de Aldrovi, S.L. que es, a su vez, propiedad de D. Alejandro Javier Chaves Martínez y su mujer, Doña María Paz Sesma Garbayo, en un 51%/49%, respectivamente.

(4) Titular indirecto por ser el socio de control de Global Portfolio Investments, S.L.

(5) Suponiendo que nuestra Alta Dirección y nuestro consejero delegado reciban una cantidad máxima de 417.513 Acciones para Inversores Relacionados teniendo en cuenta el precio del punto medio de la Banda de Precios de la Oferta no vinculante, como incentivo por sus aportaciones extraordinarias en relación con la Admisión.

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 29 de junio de 2022: 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 de 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 al tomo 13.650, sección 8, folio 188 y 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 financiero cerrado a 31 de diciembre de 2021 (las “**Cuentas Anuales Consolidadas Auditadas de 2021**”), las cuentas anuales consolidadas auditadas de la Sociedad para el ejercicio cerrado a 31 de diciembre de 2020 (las “**Cuentas Anuales Consolidadas Auditadas de 2020**”) y los estados financieros consolidados auditados de la Sociedad para los ejercicios cerrados a 31 de diciembre de 2019 y 2018, que incluyen, únicamente a efectos comparativos, información financiera consolidada no auditada para el ejercicio cerrado el 31 de diciembre de 2017 (junto con el balance consolidado no auditado para el ejercicio cerrado a 1 de enero de 2017, debido a la implantación por primera vez de las Normas Internacionales de Información Financiera (“NIIF”)) (los “**Estados Financieros Consolidados Auditados de 2019**”) y, junto con las Cuentas Anuales Consolidadas Auditadas de 2021 y las Cuentas Anuales Consolidadas Auditadas de 2020, los “**Estados Financieros Consolidados**”), y los estados financieros condensados consolidados intermedios no auditados de la Sociedad a 31 de marzo de 2022 y correspondientes al periodo de tres meses finalizado en esa fecha, que han sido elaborados de acuerdo con la Norma Internacional de Contabilidad (“NIC”) 34 (los “**Estados Financieros Condensados Consolidados Intermedios no Auditados de Marzo de 2022**”). Los Estados Financieros Consolidados y los Estados Financieros Condensados Consolidados Intermedios no Auditados de Marzo de 2022 se incorporan por referencia al Folleto, junto con los informes de auditoría y el informe de revisión limitada de los mismos que no presentan salvedades. El informe

de revisión limitada de los Estados Financieros Condensados Consolidados Intermedios no Auditados de Marzo de 2022 contiene un párrafo de énfasis, en relación con el importe total de patrimonio neto consolidado negativo de 78.956 euros al periodo de tres meses finalizado el 31 de marzo de 2022.

Los Estados Financieros Consolidados 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 los siguientes cuadros se recoge información financiera derivada de los Estados Financieros Consolidados y los Estados Financieros Condensados Consolidados Intermedios no Auditados de marzo de 2022.

#### Información sobre la cuenta de resultados

	Para el periodo de tres meses finalizado a 31 de marzo de 2022	Para el periodo de tres meses finalizado a 31 de marzo de 2021	Para el ejercicio cerrado a 31 de diciembre de 2021	Para el ejercicio cerrado a 31 de diciembre de 2020	Para el ejercicio cerrado a 31 de diciembre de 2019
			<i>(en miles de euros)</i>		
Ingresos totales.....	5.299	3.197	43.495	139.047	132.919
Beneficio (pérdida) de explotación .....	(1.482)	(2.315)	3.393	3.828	15.231
Beneficio (pérdida) atribuible a los accionistas de la Sociedad .....	(8.259)	(4.622)	(17.792)	479	14.457

#### Información sobre el balance de situación

	A 31 de marzo de 2022	A 31 de diciembre de 2021	A 31 de diciembre de 2020	A 31 de diciembre de 2019
			<i>(en miles de euros)</i>	
Total activo.....	643.874	608.350	318.902	299.941
Total patrimonio neto .....	(78.956)	25.343	78.576	78.816
Deuda financiera neta (excluyendo NIIF-16) (APM) (1) (2) .....	306.738	279.513	122.941	92.068
Total pasivos financieros	629.829	490.182	182.647	149.394

(1) No auditado.

(2) Excluyendo arrendamientos y derivados.

#### Información sobre el estado de flujos de caja

	Para el periodo de tres meses finalizado el 31 de marzo de 2022	Para el periodo de tres meses finalizado el 31 de marzo de 2021	Para el ejercicio cerrado el 31 de diciembre de 2021	Para el ejercicio cerrado el 31 de diciembre de 2020	Para el ejercicio cerrado el 31 de diciembre de 2019
			<i>(en miles de euros)</i>		
Flujos de caja de actividades operativas .....	(3.174)	(7.530)	42.573	(29.451)	(43.944)
Flujos de caja de actividades de inversión .....	(20.784)	(67.463)	(111.118)	6.007	(13.545)
Flujos de caja de actividades de financiación	(690)	100.705	119.205	33.097	90.807

### **B.3. ¿Cuáles son los principales riesgos específicos del Emisor?**

Los factores de riesgo específicos del emisor más materiales son los siguientes:

#### Riesgos relacionados con cambios en nuestros resultados, modelo de negocio, plan de crecimiento y cartera de proyectos

- Hemos obtenido resultados negativos en los años 2020 y 2021 en el primer trimestre de 2022 y es posible que sigamos obteniendo resultados negativos en el futuro.
- La volatilidad del precio de la electricidad puede tener un impacto negativo en nuestros resultados, deuda y capital como consecuencia de la valoración de nuestros PPAs sintéticos. La valoración de las Opciones Emitidas puede afectar también negativamente a nuestros resultados.
- Es posible que no seamos capaces de aplicar con éxito nuestra estrategia empresarial para convertirnos en un productor a gran escala de energía independiente (“independent power producer” o “IPP”) y alcanzar nuestro ambicioso plan de crecimiento. Nuestra capacidad bruta instalada actualmente es de c.584 MW y nuestra capacidad en construcción es de 1.002 MW, sumando un total de c.1.586 MW en operación y en construcción. Nuestro objetivo para 2025 es lograr una capacidad bruta de 3,3 GW de activos en operación y en construcción, lo que implica más del doble de nuestra capacidad bruta actual y nuestra capacidad en construcción e incrementar nuestra actual capacidad operativa en c.6x.

#### Riesgos relacionados con nuestra condición y necesidades financieras

- Tenemos un endeudamiento considerable que limita nuestra flexibilidad operativa. La no ejecución de los nuevos acuerdos de financiación que se están negociando actualmente puede afectar al desarrollo y a la consecución de nuestro Objetivo 2025.

- Estamos expuestos al riesgo de fluctuación de los tipos de interés del mercado que afectan a los flujos de caja y al valor de mercado de la deuda respecto a las partidas del balance (deuda y derivados).

#### Riesgos relacionados con nuestras operaciones.

- Puede que no seamos capaces de completar nuestros proyectos en construcción o en fase de pre-construcción de manera eficiente y a tiempo, o en absoluto.
- Nuestros acuerdos de suministro de energía (off-take arrangements), nuestros PPAs y, en particular la resolución de un PPA o el incumplimiento de los pagos por parte de las contrapartes del PPA, especialmente Centrica y/o los últimos PPAs firmados con Uniper y Endesa, podría exponernos a determinados riesgos que podrían afectar negativamente a nuestro negocio.
- 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 nuestra capacidad para construir plantas y vender la electricidad que generamos.

#### Riesgos relacionados con la industria

- La competencia en el mercado de las energías renovables es cada vez más intensa y puede afectarnos de manera adversa.
- Estamos expuestos a las variaciones de los precios de la energía, incluidos los precios de venta al por mayor.

#### Riesgos legales y regulatorios

- Los cambios desfavorables en la normativa o en las políticas gubernamentales podrían afectar a nuestro negocio.
- Hacemos negocios en un entorno muy regulado y necesitamos obtener permisos, licencias y autorizaciones para llevar a cabo nuestras actividades.
- Estamos siendo investigados, junto con dos de nuestros consejeros dominicales, en el marco de un procedimiento penal en España.

La traducción al español de todos los factores de riesgo estará disponible en la página web del emisor.

### **C. Información fundamental sobre los valores**

#### **C.1. ¿Cuáles son las principales características de los valores?**

Las Acciones Ofertadas 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?" de este Resumen para más información sobre el accionariado antes de la Oferta y después de la Oferta), 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 Ofertadas están denominadas en euros. Los 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 tendrán 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.

Las Nuevas Acciones Ofertadas serán y, si se ejerce la Opción de Sobreasignación, en todo o en parte, las Acciones Adicionales, 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 Ofertada de la Sociedad da derecho 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 Ofertadas de la Sociedad. Además, los siguientes derechos son inherentes a la condición de accionista de la Sociedad: derecho de suscripción preferente 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 derecho de información. Los titulares de las Acciones Ofertadas también tienen los derechos y están sujetos a las obligaciones establecidas en los estatutos sociales de la Sociedad.

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 establece 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 Ofertadas y las acciones existentes (diferentes de las Acciones Adicionales) de la Sociedad en las Bolsas Españolas y su cotización a través del SIBE. La Sociedad espera que las Acciones Ofertadas y las acciones existentes coticen en las Bolsas Españolas en torno al 22 de julio de 2022 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 nuestras acciones ordinarias más materiales son los siguientes:

- Después de la Oferta, nuestros accionistas mayoritarios podrán seguir ejerciendo una influencia significativa sobre nosotros y sus intereses pueden no estar alineados con los intereses de otros de nuestros accionistas.
- Nuestras acciones ordinarias están expuestas a riesgos de cotización 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?

Esperamos que la Oferta se lleve a cabo según el calendario orientativo que se indica a continuación:

Hito principal	Fecha <sup>(1)</sup>
Aprobación y registro del Folleto con la CNMV	13 de julio de 2022
Inicio del periodo de prospección para Inversores Cualificados	14 de julio de 2022
Inicio del periodo de órdenes para los Inversores Generales	14 de julio de 2022
Fin del periodo de prospección para Inversores Cualificados y del periodo de órdenes para los Inversores Generales	21 de julio de 2022 a las 11:00 CET
Fijación del Precio de la Oferta <sup>(2)</sup> y del Precio de la Oferta para Empleados <sup>(3)</sup>	21 de julio de 2022 entre las 11:00 y las 13:00 CET
Firma del Contrato de Aseguramiento y Colocación	21 de julio de 2022 entre las 11:00 y las 13:00 CET
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>	21 de julio de 2022
Asignación de las Nuevas Acciones para Inversores Cualificados	21 de julio de 2022
Prefinanciación de las Nuevas Acciones Ofertadas por Banco Santander	21 de julio de 2022
Otorgamiento de las escrituras públicas de ampliación de capital	21 de julio de 2022
Presentación e inscripción de las escrituras públicas de ampliación de capital en el Registro Mercantil de Madrid	21 de julio de 2022
Fecha de la operación y publicación de una comunicación de otra información relevante	22 de julio de 2022
Admisión e inicio del Período de Estabilización	22 de julio de 2022 a las 13:00 CET
Fecha de Liquidación (en o alrededor de)	26 de julio de 2022
Fin del Período de Estabilización (no más tarde de)	21 de agosto de 2022

(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 prolongación del calendario orientativo, incluyendo el periodo de prospección para el Tramo de Inversores Cualificados y el periodo de órdenes para Empleados e Inversores Relacionados y para Inversores Varios, respectivamente, se hará pública mediante la publicación de la correspondiente comunicación de otra información relevante en la CNMV.

(2) El Precio de la Oferta se refiere al precio (según proceda) de las Acciones para Inversores Cualificados y las Acciones para Inversores Relacionados y las Acciones para Inversores Varios (excepto cuando el Precio de Oferta es mayor que el tramo superior de la Banda de Precios de la Oferta, en cuyo caso el precio de suscripción de las Acciones de Inversores Relacionados y las Acciones de Inversores Varios será el tramo superior de la Banda de Precios de la 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 de la Banda de Precios de la Oferta, en ambos casos, aplicando un 10% de descuento.

Todas las órdenes de los Empleados, Inversores Relacionados e Inversores Varios deberán cumplir ciertos requisitos, entre otros: (i) cada Empleado tendrá derecho a realizar órdenes de suscripción de Acciones de Empleados por un importe mínimo de 500 euros y un máximo de 100.000 euros. En cualquier caso, el importe total de las órdenes de Empleados e Inversores Relacionados no podrá exceder de 14 millones de euros una vez aplicado un 10% de descuento; (ii) los Inversores Relacionados tendrán derecho a cursar órdenes de suscripción de Acciones de Inversores Relacionados, por un importe mínimo de 10.000 euros y un importe máximo de 1.000.000 euros; y (iii) Los Inversores Varios tendrán derecho a cursar órdenes de suscripción de Acciones de Inversores Relacionados, por un importe mínimo de 200 euros y un importe máximo de 99.999 euros. En cualquier caso, el sub-tramo de Inversores Varios no podrá exceder de 7.999.999 euros.

Suponiendo que la Oferta se realiza al precio medio de la Banda de Precios de la Oferta y que no se ejercita la Opción de Sobreasignación, la participación de los actuales accionistas de la Sociedad antes de la Oferta representará aproximadamente el 72,88% 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 27,12%, con respecto al porcentaje de participación que tenían antes de la Oferta. Bajo esta misma asunción y suponiendo que la Opción de Sobreasignación es ejercitada en su totalidad, la participación de los actuales accionistas tras la Admisión será de aproximadamente el 70,17% del total del capital social y de los derechos de voto de la Sociedad, lo que supondría una

dilución del porcentaje de participación de los accionistas previos a la Oferta de aproximadamente un 29,83% con respecto al porcentaje de participación que tenían antes de la Oferta.

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 máximos estimados a pagar por la Sociedad y los Accionistas Vendedores en relación con la Oferta y la Admisión ascienden a aproximadamente 9.968 miles de euros y 820 mil euros (excluyendo el IVA aplicable), respectivamente, asumiendo que (i) la Sociedad obtiene unos ingresos brutos de aproximadamente 200 millones de euros; (ii) el subtramo para Inversores Varios se suscriba en su totalidad; (iii) el subtramo para Empleados no se suscribe (y, en consecuencia, el tramo para Inversores Cualificados aumenta proporcionalmente, lo que supone un aumento de las comisiones de los Aseguradores); (iv) la Opción de Sobreasignación ha sido ejercitada en su totalidad; y (v) las comisiones a pagar a los Gestores (definido debajo) se pagan en su totalidad de conformidad con los previstos en el Contrato de Aseguramiento y Colocación.

#### **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 emitidas y en circulación de la Sociedad en la fecha de Admisión.

Los Accionistas Vendedores serán los oferentes de las Acciones Adicionales si se ejercita la Opción de Sobreasignación, total o parcialmente. La Opción de Sobreasignación será ejercitable, en todo o en parte, por el Gestor de Estabilización, actuando en nombre de los Aseguradores 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 completamente integrado. La Oferta permitirá a la Sociedad obtener unos ingresos brutos de aproximadamente 200 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) al Objetivo de la Sociedad para 2025 de alcanzar 3,3 GW de capacidad en operación y en construcción. La Sociedad estima que para alcanzar el Objetivo de la Sociedad para 2025 se necesitarían fondos por un importe total de aproximadamente 2.037 millones de euros, y los ingresos brutos resultantes de la emisión y suscripción de las Nuevas Acciones Ofertadas solo cubrirán una parte de los mismos.

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.

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 (incluido deuda y capital) que podrían ayudar a Opdenergy a acceder a fuentes de capital adicionales y más diversificadas para futuras inversiones. Puede que la Sociedad no alcance el requisito mínimo exigido de distribución de acciones para su 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 salvo determinadas excepciones, supone alcanzar un capital circulante de, al menos, el 25% de las acciones admitidas a negociación) y puede tener que solicitar la exención prevista en el artículo 9.7 del Real Decreto 1310/2005, de 4 de noviembre. En este escenario, la Sociedad se compromete a suscribir un contrato de liquidez que mejore la liquidez de las Acciones Ofertadas de conformidad con la Circular CNMV 1/2017.

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 Sociedad con sus partes relacionadas (*stakeholders*) internas y externas.

Dado que la Sociedad espera pagar el importe de las comisiones y los gastos indicados en el apartado “D.1 ¿En qué condiciones y plazos puedo invertir en este valor?” de este Resumen con los fondos obtenidos de la Oferta, la Sociedad espera recaudar unos fondos netos de aproximadamente 190 millones de euros, mediante la emisión de las Nuevas Acciones Ofertadas en la Oferta.

Se espera que la Sociedad, los Accionistas Vendedores, los Aseguradores, Banca March, S.A. (“**Banca March**”) y Renta 4 Banco, S.A. (“**Renta 4**”) y junto con Banca March, los “**Colocadores**”, y junto con los Aseguradores, los “**Gestores**”) celebren

un contrato de aseguramiento y colocación (el "**Contrato de Aseguramiento y Colocación**") con respecto a las 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 20 de julio de 2022). Sujeto al cumplimiento de determinadas condiciones establecidas en el Contrato de Aseguramiento y Colocación, cada Gestor se comprometerá, de forma individual pero no conjunta, ni solidaria, a conseguir suscriptores o, en su defecto, cada uno de los Aseguradores aceptará suscribir el número total de Acciones para Inversores Cualificados que se establezcan en el Contrato de Aseguramiento y Colocación de conformidad con las cuotas de aseguramiento. Asimismo, sujeto al cumplimiento de determinadas condiciones establecidas en el Contrato de Aseguramiento y Colocación, Renta 4 se compromete a realizar sus mejores esfuerzos para conseguir suscriptores para las Acciones de Inversores Varios y Banca March se compromete a realizar sus mejores esfuerzos para conseguir suscriptores para las Acciones de Inversores Cualificados.

No hay acuerdos o intereses en conflicto con la Oferta y/o la Admisión.

## GLOSSARY

Acronym	Meaning
1.5-S	1.5°C Scenario
AA	Autorización Administrativa Previa (“ <i>Preliminary Administrative Authorization</i> ”)
AP	Autorización de Construcción y Aprobación del Proyecto de Ejecución (“ <i>Construction Authorization</i> ”)
APMs	Alternative Performance Measures
AQS	Automated Quotation System
CCC	Copertura Corrispettivo Capacità di trasporto (“ <i>Transport Capacity Fee Hedge</i> ”)
CEL	Clean Energy Certificate
CENACE	Centro Nacional de Control de Energía (“ <i>National Energy Control Center</i> ”)
CFE	Comisión Federal de Electricidad (“ <i>National Electricity Commission</i> ”)
CIT	Corporate Income Tax
CLP	Chilean Peso
CM	Capacity Market
CNE	Comisión Nacional de Energía (“ <i>National Energy Commission</i> ”)
CO2	Carbon dioxide
COD	Commercial Operation Date
COP	United Nations’ Conference of Parties
COP	Colombian Peso
CPC	Climate Prediction Center
CPI	Consumer Price Index
CSP	Concentrated Solar Power
CTA	Contrato Técnico de Acceso (“ <i>Regulated Standard Contract</i> ”)
DIA	Declaración de Impacto Ambiental (“ <i>Environmental-impact Statement</i> ”)
DisCo	Distribution Company
DSCR	Debt Service Coverage Ratio
DSO	Distribution System Operator
DSR	Demand Side Response
DSRA	Debt Service Reserve Account
DTT	Double Taxation Treaty
DUKES	Digest of UK Energy Statistics
ECB	European Central Bank
EEA	European Economic Area
EFTA	European Free Trade Association
EHS	Environmental, Health and Safety
EIA	Environmental-impact Assessment
EJ	Exajoule
ENTSO-E	European Network of Transmission System Operators for Electricity
EPC	Engineering, Procurement and Construction
ERCOT	Electric Reliability Council of Texas
EWG	Exempt Wholesale Generator
FERC	Federal Energy Regulatory Commission
FIT	Feed-in Tariffs
FTR	Financial Transmission Right
GME	Gestore del Mercato Elettrico (“ <i>Electric market operator</i> ”)
GSE	Energy Services Manager
IEA	Integrated Environmental Authorization

IG	Investment Grade
IPP	Independent Power Producer
IRENA	International Renewable Energy Agency
ITC	Investment tax credit
IVPEE	Impuesto sobre el valor de la producción de la energía eléctrica (“ <i>tax on the value of electricity generation</i> ”)
LCOE	Levelized Cost of Electricity
LMP	Local Marginal Price
LNG	Liquefied natural gas
LTIP	Long-Term Incentive Plan
OFGEM	Office of Gas and Electricity Markets
OMIE	Operador del Mercado Ibérico de Energía (“ <i>Iberia’s Energy Market Operator</i> ”)
PAS	Simplified Authorisation Procedure
PAUR	the Single Regional Authorisation (PAUR), which is a one-stop procedure involving all interested entities resulting in the issue of a final measure covering both the environmental assessment and the construction and operation of the plant authorisations.
PES	IRENA’s Planned Energy Scenario
PFIC	Passive Foreign Investment Company
PLAs	Permits, licenses and authorizations
PMGD	Pequeños Medios de Generación Distribuida (“ <i>Chilean remuneration</i> ”)
PPAs	Power Purchase Agreements
PUN	Prezzo Unico Nazionale (“ <i>National Single Price</i> ”)
PV	Solar Photovoltaic
QF	Qualifying Facility
QIBs	Qualified Institutional Buyers
RCA	Environmental Assessment Resolution
RE	Renewable Energy
RECs	Renewable Energy Certificates
REE	Red Eléctrica de España
REER	Régimen Económico de las Energías Renovables (“ <i>Economic Regime for Renewable Energies</i> ”)
RtB	Ready to Build
RTM	Real-Time Market
RTO	Regional Transmission Organizations
SEN	Sistema Eléctrico Nacional (“ <i>National Electric System</i> ”)
SIC	Sistema Interconectado Central (“ <i>Central Interconnected System</i> ”)
SING	Sistema Interconectado del Norte Grande (“ <i>National Interconnected System</i> ”)
SPV	Special Purpose Vehicle
TFEC	Total Final Energy Consumption
TO	Transmission owner
TPA	Third Party Access
TPES	Total Primary Energy Supply
TSO	Transmission System Operator
TWh	Terawatt-hour
UEA	Unified Environmental Authorization
USEIA	U.S. Energy Information Administration
VAT	Value Added Tax
VRE	Variable Renewable Energy
ZNI	Zonas No Interconectadas (“ <i>Non-interconnected zones</i> ”)

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