

This document is a free translation of the original document in Spanish for information purposes only. In the event of any discrepancy between this document and the original document drafted in Spanish, the original document in Spanish shall prevail.

Madrid, 21 March 2024

INFORMATION OF GCE BIDCO, S.L.U. RELATING TO THE SQUEEZE-OUT AND SELL-OUT OF OPDENERGY HOLDING, S.A.'S SHARES

In connection with the voluntary tender offer for the acquisition of all the shares of Opdenenergy Holding, S.A. (“**Opdenenergy**” and the “**Offer**”, respectively) made by GCE BidCo, S.L.U. (the “**Bidder**”), which was authorised by the National Securities Market Commission (the “**CNMV**”) on 20 February 2024, and whose result has been made public by the CNMV today, the Bidder, by virtue of the provisions of Article 48 of Royal Decree 1066/2007, of 27 July, on the rules for public tender offers for securities (“**Royal Decree 1066/2007**”), hereby communicates the following information relating to the squeeze-out and sell-out of Opdenenergy’s shares.

As indicated in the communication of the CNMV referred to in the preceding paragraph, the Offer has been accepted by 147,438,990 shares, representing 99.6% of the shares to which the Offer was addressed to and of Opdenenergy’s share capital. Therefore, the Offer has been successful, as the number of shares included in the declarations of acceptance exceeded the minimum threshold set by the Bidder for its effectiveness (minimum threshold = 111,025,106 shares).

It is expected that the publication of the result of the Offer in the listing bulletins of the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges will take place today, and the settlement date of the Offer (along with the payment of the Offer consideration) will take place two business days after the aforementioned publication, and in consequence it is expected to be on Tuesday 26 March 2024.

It is noted that considering the results of the Offer, the conditions set out in Article 116 of Law 6/2023, of 17 March, on the Securities Market and Investment Services (the “**Securities Market Act**”), Article 47 of Royal Decree 1066/2007 and section 3.2.1 of the prospectus of the Offer (the “**Prospectus**”) for the exercise of the squeeze-out and sell-out have been met. Therefore, and in accordance with the statements made in the Prospectus, the Bidder has decided to proceed to require the mandatory sale of all the shares of Opdenenergy that it does not hold for the same consideration offered in the Offer (i.e., 5.85 euros for each of Opdenenergy’s share), establishing 15 April 2024 as the date of the squeeze-out transaction (the “**Transaction Date**”).

The sell-out and, if applicable, the squeeze-out, will be carried out in accordance with the procedures described in section 3.2 of the Prospectus.

For the correct execution and settlement of the squeeze-out, the Bidder will request the CNMV to suspend the trading of Opdenenergy’s shares on the Madrid, Barcelona, Bilbao and Valencia

This document is a free translation of the original document in Spanish for information purposes only. In the event of any discrepancy between this document and the original document drafted in Spanish, the original document in Spanish shall prevail.

Stock Exchanges after the closing of the stock market on 3 April 2024, and that the trading of Opdenenergy's shares remains suspended from then until the definitive delisting takes place.

As indicated in the Prospectus, the delisting of Opdenenergy's shares will become effective upon settlement of the squeeze-out transaction.

Those shareholders of Opdenenergy who wish to require the Bidder to purchase their shares before the Transaction Date may do so in accordance with Articles 116 of the Securities Market Act and 48 of Royal Decree 1066/2007, as indicated in the Prospectus. However, the shareholders of Opdenenergy are reminded that in the squeeze-out all the expenses derived from the sale, purchase and settlement of the Opdenenergy's shares shall be borne by the Bidder, whereas in the sell-out transactions, said expenses shall be borne by the selling shareholders.

Finally, it is hereby informed that, as soon as possible and within the five business days following this date, the Bidder shall publicly and generally disclose the characteristics and conditions for the exercise of the squeeze-out right in accordance with the provisions of Article 48 of Royal Decree 1066/2007 and the provisions of the Prospectus. The text of the announcement is annexed to this document.

GCE BidCo, S.L.U.

Francisco José Cabeza Rodríguez

Joint director

Aram Sebastien Aharonian

Joint director

This document is a free translation of the original document in Spanish for information purposes only. In the event of any discrepancy between this document and the original document drafted in Spanish, the original document in Spanish shall prevail.

ANNEX

This document is a free translation of the original document in Spanish for information purposes only. In the event of any discrepancy between this document and the original document drafted in Spanish, the original document in Spanish shall prevail.

**ANNOUNCEMENT OF THE CHARACTERISTICS OF THE SQUEEZE-OUT
FOLLOWING THE VOLUNTARY TENDER OFFER FOR OPDENERGY
HOLDING, S.A.'S SHARES MADE BY GCE BIDCO, S.L.U.**

This announcement is made public pursuant to the provisions of Article 48.5 of Royal Decree 1066/2007, of 27 July, on the rules for public tender offers for securities (“**Royal Decree 1066/2007**”), and contains the characteristics of the squeeze-out derived from the result of the voluntary offer made by GCE BidCo, S.L.U., (the “**Bidder**”) for all of the shares representing the share capital of Opdenenergy Holding, S.A. (“**Opdenenergy**”), authorised by the National Securities Market Commission (the “**CNMV**”) on 20 February 2024 (the “**Offer**”). The result of the Offer was published by the CNMV on 21 March 2024.

1. SQUEEZE-OUT AND SELL-OUT

In accordance with the provisions of Article 48.3 of Royal Decree 1066/2007 and section 3.2 of the prospectus of the Offer (the “**Prospectus**”), the Bidder communicated on 21 March 2024 the fulfilment of the requirements for the exercise of the squeeze-out and sell-out, as well as that it will exercise the squeeze-out, which will allow it to acquire those shares representing the share capital of Opdenenergy that it does not own.

2. CONSIDERATION OF THE SQUEEZE-OUT

The consideration will be paid in cash and will be equal to the consideration offered in the Offer (i.e., 5.85 euros per Opdenenergy share).

3. DATE OF THE TRANSACTION

The date for the squeeze-out transaction will be 15 April 2024 (the “**Transaction Date**”).

4. GUARANTEE

The Bidder, in accordance with the provisions of Article 48.4 of Royal Decree 1066/2007, will submit to the CNMV the documentation proving the constitution of the guarantee that ensures fulfilment of its payment obligations resulting from the exercise of the squeeze-out sufficiently in advance of the Transaction Date. The guarantee will consist of a non-accessible cash deposit that will be constituted in Banco Santander, S.A. for an amount of 3,477,731.40 euros, whose credit rights in favour of the Bidder will be considered as a financial guarantee for the purposes of Royal Decree-law 5/2005, of March 11, on urgent reforms to boost productivity and improve public contracting.

5. PROCEDURE FOR THE EXECUTION OF THE SQUEEZE-OUT

All depositary entities of Opdenenergy’s shares shall execute the sale of the shares to the Bidder on the Transaction Date in accordance with the procedure established for this purpose by Iberclear. Settlement and payment of the consideration offered shall be carried out in accordance with the provisions of Article 48.4 of Royal Decree 1066/2007.

In accordance with the provisions of Article 116 of Law 6/2023, of March 17, on Securities Market and Investment Services, if the shares of Opdenenergy subject to squeeze-out are seized as

This document is a free translation of the original document in Spanish for information purposes only. In the event of any discrepancy between this document and the original document drafted in Spanish, the original document in Spanish shall prevail.

a result of administrative acts or judicial resolutions, or if there is any kind of charge on them, including encumbrances, limited rights in rem or financial guarantees, the aforementioned shares will be sold free of such charges, which will be constituted on the price paid by the Bidder for the sale. The depositary of the shares shall be obliged to keep the purchase price in deposit, informing the judicial or administrative authority that has ordered the seizures or the holder of any other charges or rights, of the application of this procedure. If, once the provisions of this paragraph have been applied, there is a part of the price that is unnecessary for the satisfaction of the obligations secured by the seizure or seizures made, or by the existing charges on the shares, it shall be immediately made available to the holder of the shares.

The settlement of the squeeze-out will occur two business days after the referred Transaction Date, i.e., 17 April 2024.

The acquisitions of the shares subject to the squeeze-out shall be intervened and settled by Banco Santander, S.A.

6. COSTS OF THE SQUEEZE-OUT

The expenses arising from the squeeze-out and settlement of the shares shall be borne by the Bidder.

7. DELISTING OF OPDENERGY

Pursuant to Article 48.10 of Royal Decree 1066/2007, the squeeze-out will result in the delisting of the shares of Opdenenergy, from the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, which will be effective from the settlement of the transaction.

For the correct execution and settlement of the squeeze-out, the Bidder will request the CNMV to agree to suspend the trading of the shares of Opdenenergy as of 3 April 2024, after the closing of the stock market, and that trading in the shares of Opdenenergy remains suspended from then until the definitive delisting takes place.