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## **APPLICATION FOR THE AUTHORIZATION OF THE VOLUNTARY TENDER OFFER FOR ALL OF THE SHARES OF ZARDOYA OTIS, S.A. COMMENCED BY OPAL SPANISH HOLDINGS, S.A.**

This application for authorization is made public by virtue of the provisions of article 17 of Royal Decree 1066/2007 of 27 July ("**Royal Decree 1066/2007**") and refers to an offer that is subject to the mandatory authorization of the Spanish Securities Market Commission (the *Comisión Nacional del Mercado de Valores* or "**CNMV**").

The detailed terms and features of the offer will be contained in the explanatory prospectus that will be published after obtaining the relevant authorization.

### **TO THE SPANISH SECURITIES MARKET COMMISSION**

Opal Spanish Holdings, S.A. ("**OSH**"), a company incorporated under the laws of Spain, with registered office at calle Suero de Quiñones 34-36, 28002 Madrid, Spain, bearing Tax Identification Number A16808453, registered in the Commercial Registry of Madrid at volume 42,457, folio 160, section 8, sheet number M-748,124, and with Legal Entity Identifier (LEI) code 959800LQY7BC5P3ZJB69, duly represented by Mr. Miguel Liria Plañol, of legal age and Spanish nationality, with Spanish Identification Number (D.N.I.) 52.364.246-P, duly authorized pursuant to the powers of attorney granted by virtue of the resolutions adopted by the management body of OSH dated September 23, 2021,

### **WHEREAS**

#### **1. DECISION TO COMMENCE THE TENDER OFFER**

OSH, by virtue of the resolutions adopted by its sole shareholder and its management body, all of them dated September 23, 2021, has decided to commence a voluntary tender offer (the "**Offer**") for all of the shares representing the share capital of Zardoya Otis, S.A. ("**ZOSA**") under the terms and conditions described in this application and in the enclosed offer prospectus (the "**Prospectus**").

The Offer was also approved by the board of directors of Otis Worldwide Corporation ("**Otis**" and, together with its subsidiaries, the "**Otis Group**"), the indirect holder of all of the outstanding shares of OSH, on September 21, 2021 and by the board of directors of Otis Elevator Company ("**ONJ**"), a wholly-owned subsidiary of Otis and the then sole shareholder of OSH, on September 22, 2021.

On October 5, 2021 ONJ transferred all of the shares of stock of OSH to its wholly-owned subsidiary Highland Holdings S.à r.l. ("**HH**"). As a result of the transfer, the board of managers of HH ratified the commencement of the Offer on that same date.

#### **2. MAIN TERMS OF THE OFFER**

On September 23, 2021, the prior announcement of the Offer was submitted to the CNMV, which was published by means of the inside information notice number 1066, in accordance with the provisions of article 17 of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of April 16,

2014 on market abuse (market abuse regulation), article 226 of the revised text of the Spanish Securities Market Law, approved by Royal Legislative Decree 4/2015, of October 23, article 16 of Royal Decree 1066/2007, and Rule One of CNMV's Circular 8/2008, of December 10.

OSH confirms the information and features of the Offer contained in the prior announcement and states that the only variations with respect to the information contained therein are as follows:

## **2.1 OSH'S SHAREHOLDING AND CONTROL STRUCTURE**

On October 5, 2021, ONJ transferred all of the shares of stock of OSH to its wholly-owned subsidiary HH and HH became the sole shareholder of OSH.

## **2.2 INTEREST HELD BY OSH AND THE OTIS GROUP IN ZOSA**

On September 23, 2021, Alder Holdings, S.A.S. ("AH"), a wholly-owned subsidiary of Otis, issued an open market order to purchase ZOSA shares with a maximum price limit of 7.00 euros per share that remained outstanding until the close of trading on October 6, 2021. In this context, AH has acquired 35,354 shares of ZOSA outside of the Offer. These acquisitions were reported under the terms of article 32.6 of Royal Decree 1066/2007, and were the following:

- (i) On September 28, 2021, AH acquired 33,000 shares of ZOSA, representing 0,007% of its share capital, at a price of 7 euros per share.
- (ii) On October 6, 2021, AH acquired 2,354 shares of ZOSA, representing 0,001% of its share capital, at a price of 7 euros per share.

Consequently, as of the date of this application for authorization, Otis holds 235,314,731 shares in ZOSA, representing 50.018% of its share capital and 50.074% of the voting rights of ZOSA (i.e. excluding the treasury stock), indirectly through its wholly-owned subsidiary AH.

As of this date, there are no open orders to acquire shares of ZOSA for AH or any entity of the Otis Group. Nevertheless, the Otis Group's intention to acquire shares of ZOSA outside of the Offer (as indicated in the prior announcement) remains unchanged, in which case the purchases will be reported on the terms of article 32.6 of Royal Decree 1066/2007. Such purchases will be made at the price of the Offer (subject to adjustments as described in section 8 of the prior announcement and section 2.4 below).

## **2.3 SECURITIES SOUGHT IN AND EXCHANGES SUBJECT TO THE OFFER**

The Offer targets all of the issued shares into which ZOSA's share capital is divided, i.e. 470,464,311 shares (including the treasury shares). The Offer is not addressed to the shares held by Otis as of the date of this application for authorization (i.e. 235,314,731 shares, representing 50.018% of ZOSA's share capital), which have been immobilized as evidenced by the lock-up certificate attached to this application. Consequently, the Offer effectively targets a total of 235,149,580 shares of ZOSA, representing 49.982% of its share capital.

## 2.4 CONSIDERATION FOR THE OFFER

As announced through the other relevant information notice dated October 7, 2021 (registry number 12,098), the consideration for the Offer was reduced down to 6.93 euros per share effective October 7, 2021 as a result of the dividend of 0.074 euros gross per share announced by ZOSA through the other relevant information notice dated September 22, 2021 (registry number 11,782), which was paid to its shareholders on October 11, 2021. Consequently, the maximum total amount to be paid by OSH in the Offer amounts to 1,629,586,589.40 euros.

Additionally, the price of the Offer shall be reduced by an amount equal to the gross amount per share of any distribution of dividends, reserves or share premium, or any other form of distribution to shareholders that ZOSA may make from the date of this application, provided that the outcome of the Offer is published in the stock exchange bulletins on the same date as or later than the ex-dividend date for said distribution.

## 3. GUARANTEES OF THE OFFER

In order to ensure payment of the consideration offered in accordance with article 15 of RD 1066/2007, OSH has submitted to the CNMV, together with this application for authorization, six first-demand bank guarantees (*avales bancarios*) for an aggregate principal amount of 1,629,586,590 euros:

Aval issuing banks	Amount (in euros)
Morgan Stanley Bank AG	570,355,306
HSBC Continental Europe	297,399,553
J.P. Morgan AG	297,399,553
Citibank Europe Plc	154,810,726
Goldman Sachs Bank Europe SE	154,810,726
SMBC Bank EU AG	154,810,726
<b>Total</b>	<b>1,629,586,590</b>

The aforementioned bank guarantees, therefore, guarantee the total consideration offered by OSH for all the shares to which the Offer is addressed, which amounts to 1,629,586,589.40 euros.

## 4. DOCUMENTS ENCLOSED TO THIS APPLICATION

For the purposes of the provisions of article 17.1 of Royal Decree 1066/2007, the following documents are enclosed to this application:

- (i) Duly signed copy of the Prospectus.
- (ii) Documentation evidencing the decisions to commence the Offer.
- (iii) Certification issued by the Commercial Registry of Madrid relating to OSH, confirming the incorporation of the company and of its current articles of association.

- (iv) Certified and apostilled copy of the articles of association of HH, as well as a certified and apostilled extract from the Luxembourg Commercial Registry (*Registre de Commerce et des Sociétés, Luxembourg*), together with a sworn translation into Spanish of both documents.
- (v) Certified and apostilled copy of the articles of association of ONJ, as well as a certified and apostilled certificate of status issued by the State Treasurer of the State of New Jersey, together with a sworn translation into Spanish of both documents.
- (vi) Certified and apostilled copy of the articles of association of Otis, as well as a certified and apostilled certificate of status issued by the Secretary of State of the State of Delaware, together with sworn translations into Spanish of both documents.
- (vii) Copy of a certificate of the unaudited financial information of OSH as of September 14, 2021 and corresponding to the period from its incorporation and up to September 14, 2021, inclusive.
- (viii) Copy of the audited annual financial report of Otis for the financial year ended December 31, 2020.
- (ix) Copy of the interim management statement of Otis for the six-month period ended June 30, 2021.
- (x) Valuation report prepared by Deloitte Financial Advisory, S.L.U. providing a rationale for the Offer in accordance with the provisions of articles 10.5 and 10.6 of Royal Decree 1066/2007, for purposes of the provisions of articles 9 and 11.d) of Royal Decree 1066/2007 and in accordance with the provisions of article 137.2 of the Securities Market Law.
- (xi) Ownership certificate which evidences that the shares of ZOSA indirectly held by Otis have been blocked through completion of the Offer and that there are no liens or encumbrances over the shares.
- (xii) Bank guarantees issued by Morgan Stanley Bank AG, HSBC Continental Europe, J.P. Morgan AG, Citibank Europe Plc, Goldman Sachs Bank Europe SE and SMBC Bank EU AG.
- (xiii) Template of announcement of the Offer to be published.
- (xiv) Letter for the advertising of the Offer.
- (xv) Letter of acceptance from Banco Santander, S.A. as the entity responsible for the settlement and brokerage of the Offer.

## 6. NOTICES

Any notice in relation to this application may be submitted to the following address:

**Uría Menéndez Abogados, S.L.P.**  
Att. Mr. Alfonso Ventoso del Rincón  
Príncipe de Vergara 187  
Plaza de Rodrigo Uría  
28002 Madrid, Spain  
Tel: +34 91 586 0180  
e-mail: [alfonso.ventoso@uria.com](mailto:alfonso.ventoso@uria.com)

By virtue of the foregoing, OSH

### REQUESTS

That the CNMV considers this application, together with the Offer Prospectus and the rest of the documentation enclosed hereto, duly submitted, the statements contained herein duly rendered, and that it resolve to process them and authorize the commencement of the Offer.

In Madrid, on October 15, 2021.

*[Signature page follows]*

**OPAL SPANISH HOLDINGS, S.A.**

P.p.

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By: Mr. Miguel Liria Plañiol