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**REQUEST FOR AUTHORISATION OF THE VOLUNTARY TENDER OFFER  
PROMOTED BY GCE BIDCO, S.L.U. FOR ALL OF THE SHARES OF  
OPDENERGY HOLDING, S.A.**

This request for authorisation is made public in accordance with Article 17 of Royal Decree 1066/2007, of 27 July, on the rules for public tender offers for securities (“**Royal Decree 1066/2007**”) and refers to an offer that is subject to the mandatory authorisation of the National Securities Market Commission (the *Comisión Nacional del Mercado de Valores* or “**CNMV**”).

The detailed terms and features of the offer will be included in the tender offer document that will be published after obtaining the aforesaid authorisation.

**TO THE NATIONAL SECURITIES MARKET COMMISSION**

GCE BidCo, S.L.U. (the “**Bidder**”), a limited liability company (*sociedad de responsabilidad limitada*) of Spanish nationality, with registered office at Calle Príncipe de Vergara, 112, 4º, 28002 Madrid, registered with the Commercial Registry of Madrid under volume 45,178, page 20, sheet M-794979, and provided with Spanish Tax Identification Number (NIF) B-13703350. The Bidder is resident for tax purposes in Spain and its Legal Entity Identifier (LEI) code is pending to be obtained. The Bidder is duly represented by (i) Mr. Francisco José Cabeza Rodríguez, of legal age and Spanish nationality, and (ii) Mr. Aram Sebastien Aharonian, of legal age and British and Canadian nationality, acting in their condition of joint directors of the Bidder.

**INDICATES**

**1. DECISION TO PROMOTE THE OFFER**

The Bidder has decided to promote a voluntary public tender offer for the acquisition of all the shares in which the share capital of Opdenergy Holding, S.A. (“**Opdenergy**”) is divided, by offering a cash consideration (the “**Offer**”), under the terms and conditions described in this request for authorisation and in the attached tender offer document (the “**Offer Document**”). The decision to promote the Offer has been adopted by the Bidder on the basis of the resolutions approved by its management body and sole shareholder on 9 June 2023, as well as by the management body of Global Clean Energies S.à r.l., Antin Infrastructure Services Luxembourg III S.à r.l. and Antin Infrastructure Luxembourg V.2 S.à r.l. on the same date, and Antin Infrastructure Partners S.A.S.’ investment committee on 8 June 2023.

**2. MAIN TERMS OF THE OFFER**

On 12 June 2023, the Bidder filed the initial announcement of the Offer with the CNMV, which was published as an inside information notice (*comunicación de información privilegiada*) number 1,881 on the same date, in accordance with Article 226 Law 6/2023, of 17 March, on the Securities Market and Investment Services (*Ley 6/2023, de 17 de marzo de los Mercados de Valores y de los Servicios de Inversión*), Article 16 of Royal Decree 1066/2007 and Rule One of the Circular 8/2008, of 10 December, of the CNMV (the “**Initial Announcement**”).

The Bidder confirms the information and terms of the Offer included in the Initial Announcement and states that the only variations or updates with respect to the information contained therein are as follows:

*(a) Authorisation from the Council of Ministers for foreign investments*

On 28 June 2023, the Bidder applied to the Directorate General for International Trade and Investment of the Ministry of Industry, Trade and Tourism for authorisation from the Council of Ministers for the direct investment in Opdenenergy by the Bidder, and indirectly by certain funds managed by Antin Infrastructure Partners S.A.S., resulting from the settlement of the Offer, in accordance with the provisions of the Sole Transitional Provision of Royal Decree-Law 34/2020, of 17 November, on urgent measures to support business solvency and the energy sector, and in tax matters, and in Article 7 bis, paragraphs 2 and 5, of Law 19/2003, of 4 July, on the legal regime governing the movement of capital and economic transactions with foreign countries.

*(b) Antitrust clearance*

Following completion of the relevant antitrust analyses, the Bidder considers that it is not necessary to obtain any authorisation from any antitrust authority in relation to the Offer and, in particular, it is not required to notify of obtain any of the following approvals mentioned in the Initial Announcement:

- (i) the National Commission of Markets and Competition by virtue of the terms of the Spanish Competition Act (*Ley 15/2007, de 3 de julio, de Defensa de la Competencia*, the “CNMC”); nor
- (ii) the US Federal Trade Commission and the Antitrust Division of the US Department of Justice (together with the CNMC, the “**Antitrust Authorities**”) in accordance with the provisions of the Hart Scott Rodino Antitrust Improvements Act of 1976, as amended.

*(c) Offer’s conditions*

In view of the conclusions reached by the Offeror on antitrust matters included in section (b) above, the conditions established in the Initial Announcement in accordance with Article 26.1 of Royal Decree 1066/2007, consisting of obtaining the authorisation or non-opposition of the Antitrust Authorities, have been waived.

### **3. GUARANTEES OF THE OFFER**

In accordance with Article 15 of Royal Decree 1066/2007, in order to guarantee the payment of the offer consideration, the Bidder has filed with the CNMV, together with this request for authorisation, the documentation evidencing the constitution of two guarantees, issued by Banco Santander, S.A. and Crédit Agricole Corporate and Investment Bank, Sucursal en España, as guarantors, dated 12 July 2023, for an aggregate amount of EUR 865.995.823, in accordance with the following breakdown:

Guarantor	Amount	Percentage
Banco Santander, S.A.	519,597,493.80	60%
Crédit Agricole Corporate and Investment Bank, Sucursal en España	EUR 346,398,329.20	40%
<b>TOTAL</b>	<b>EUR 865.995.823</b>	<b>100%</b>

The aforementioned guarantees therefore guarantee the full amount of the consideration offered by the Bidder for all the shares to which the Offer is addressed, which amounts to EUR 865,995,822.90.

#### 4. DOCUMENTS ATTACHED TO THIS REQUEST

For the purposes of Article 17.1 of Royal Decree 1066/2007, the following documents are attached to this request:

- (i) a duly signed copy of the Offer Document;
- (ii) resolutions passed by the management body and the sole shareholder of the Bidder;
- (iii) resolutions passed by the management bodies of (a) Antin Infrastructure Luxembourg V.2 S.à r.l., (b) Antin Infrastructure Services Luxembourg III S.à r.l., and (c) Global Clean Energies S.à r.l. in connection with the launching of the Offer on 9 June 2023, drawn up in double column in Spanish and English.;
- (iv) except issued by the Commercial Registry of Madrid regarding the Bidder, certifying its incorporation, registration and articles of association;
- (v) apostilled copy of the public deed of incorporation of (a) Global Clean Energies S.à r.l., (b) Antin Infrastructure Luxembourg V.2 S.à r.l., and (c) Antin Infrastructure Partners V Luxembourg GP S.à r.l., together with their translations into Spanish;
- (vi) apostilled copy of the articles of association of (a) Antin Infrastructure Partners S.A.S. and (b) Antin Infrastructure Services Luxembourg III S.à r.l., as well as a certified and apostilled extract from the Register of Commerce and Companies of Paris and Luxembourg, respectively, together with their translations into Spanish;
- (vii) copy of the irrevocable agreements entered into by the Bidder with Marearoja Internacional, S.L., Aldrovi, S.L., Jalasa Ingeniería, S.L.U. and Mr. Luis Cid Suárez, together with their translations into Spanish;
- (viii) supplementary letter entered into by the Bidder, Global Clean Energies S.à r.l., Mr. Gustavo Carrero Díez and Mr. Alejandro Javier Chaves Martínez, together with its translation into Spanish;

- (ix) investment and shareholders' agreement to be entered into Marearoja Internacional, S.L., Aldrovi, S.L., Jalasa Ingeniería, S.L.U., D. Luis Cid Suárez, the Bidder and Global Clean Energies S.à r.l. on, or as soon as possible after, the settlement date of the Offer, together with its translations into Spanish;
- (x) details of the treasury shares transactions carried out by Opdenenergy during the 12 months prior to the Initial Announcement and up to the date of this announcement;
- (xi) certificate of the Bidder's unaudited financial information as of 12 July 2023;
- (xii) financial statements as of 31 December 2022 of Antin Infrastructure Partners, S.A.S., together with their translations into Spanish;
- (xiii) valuation report issued by Kroll Advisory, S.L., which includes as an annex a certificate issued by the Madrid Stock Exchange regarding the simple average change of the daily weighted average changes in the stock market trading of Opdenenergy shares;
- (xiv) bank guarantees (*avales bancarios*);
- (xv) template of the announcement to be published by the Bidder pursuant to Article 22 of Royal Decree 1066/2007;
- (xvi) letter from the Bidder in connection with the publicity of the Offer;
- (xvii) letter of acceptance from Banco de Santander, S.A. as the entity in charge of the brokerage and settlement of the Offer; and
- (xviii) documents evidencing the filing of the foreign investment authorisation application to the Directorate General for International Trade and Investment of the Ministry of Industry, Trade and Tourism.

## 5. NOTIFICATIONS

The Bidder selects the following address for the notices relating to this document and the corresponding file with the CNMV:

**Pérez-Llorca Abogados, S.L.P.**

Att. Mr. Julio Lujambio Llamas / Mr. Pablo González Mosqueira

Paseo de la Castellana, 259 A

28046 Madrid

Tel.: +34 91 426 09 37

Fax: +34 91 436 04 30

Email [jlujambio@perezllorca.com](mailto:jlujambio@perezllorca.com) or [pgonzalez@perezllorca.com](mailto:pgonzalez@perezllorca.com)

In light of the above,

### **REQUESTS**

The CNMV to consider this request, together with the Offer Document and other documents attached, to have them validly filed, the statements made herein as duly made and declare them admissible, admit them for processing and to authorise the launching of the Offer.

Madrid, 12 July 2023

**GCE BIDCO, S.L.U.**

\_\_\_\_\_  
Mr. Francisco José Cabeza Rodríguez

Joint director

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Mr. Aram Sebastien Aharonian

Joint director