



AUTHORISATION OF THE TAKEOVER BID FOR OPDENERGY HOLDING, S.A. LAUNCHED BY GCE BIDCO, S.L.U. (AN ANTIN INVESTMENT VEHICLE)

Tuesday, 20 February 2024

On 20 February 2024, the Board of the Spanish National Securities Market Commission (CNMV) adopted the following resolution:

“To authorise the voluntary takeover bid for the shares of Opdenergy Holding, S.A. submitted by GCE BidCo, S.L.U. on 12 July 2023, and admitted for processing on 20 July 2023, as it considers that its terms comply with applicable regulations and that the content of the prospectus is sufficient following the latest amendments incorporated on 14 February 2024.

The bid is aimed at 100% of the share capital of Opdenergy Holding, S.A. represented by 148,033,474 shares, listed on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges and traded on the Automated Quotation System.

The price of the bid is 5.85 euros per share and is considered to be sufficiently justified for the purposes of the provisions of Articles 9 and 10 of Spanish Royal Decree 1066/2007, of 27 July, on takeover bids, and Article 110 of the Spanish Act 6/2023, of 17 March, on Securities Markets and Investment Services. In its analysis, the CNMV has taken into account, in this regard, that the price of the bid is not lower than the higher of the equitable price and the price resulting from taking into account, and justifying its respective relevance, the methods provided for in Article 10.5 of the aforementioned Royal Decree, contained in the valuation report submitted by the offeror.”

The CNMV shall make the period for acceptance of the bid public once the offeror publishes the announcements required under Article 22 of Spanish Royal Decree 1066/2007.

The above paragraphs are a translation of the original resolution in Spanish for information purposes only.