

LA INFORMACIÓN QUE AQUÍ SE INCLUYE NO DEBE DIVULGARSE, PUBLICARSE O DISTRIBUIRSE, YA SEA DIRECTA O INDIRECTAMENTE, EN O DENTRO DE, LOS ESTADOS UNIDOS DE AMÉRICA, CANADÁ, AUSTRALIA, JAPÓN O CUALQUIER OTRO PAÍS O JURISDICCIÓN EN EL QUE LA DIVULGACIÓN, PUBLICACIÓN O DISTRIBUCIÓN DE DICHA INFORMACIÓN ESTÉ RESTRINGIDA POR LEY. ESTE ANUNCIO NO CONSTITUYE UNA OFERTA DE VENTA, NI UNA SOLICITUD DE COMPRA, DE VALORES EN LOS ESTADOS UNIDOS DE AMÉRICA, CANADÁ, AUSTRALIA, JAPÓN O CUALQUIER OTRO PAÍS O JURISDICCIÓN.

De conformidad con lo establecido en el artículo 17 del Reglamento (UE) nº 596/2014 sobre abuso de mercado y en el artículo 226 del texto refundido de la Ley del Mercado de Valores aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre, Greenergy Renovables, S.A. (“Greenergy” o la “Sociedad”) comunica la siguiente

INFORMACIÓN PRIVILEGIADA

Como continuación a las comunicaciones de información privilegiada publicadas por Greenergy ayer (número de registro 1509 y 1513), relativas a un aumento de capital con cargo a aportaciones dinerarias y con exclusión del derecho de suscripción preferente (el “**Aumento de Capital**”), la Sociedad comunica que, una vez finalizado el proceso de colocación privada acelerada (*accelerated bookbuild offering*) realizado por Citigroup Global Markets Europe AG (*Senior Global Coordinator y Joint Bookrunner*), CaixaBank, S.A., Joh. Berenberg, Gossler & Co. KG y RBC Capital Markets (Europe) GmbH (*Joint Global Coordinators y Joint Bookrunners*, en adelante conjuntamente como los “**Managers**”), han quedado fijados los siguientes términos y condiciones definitivos del Aumento de Capital:

- Importe efectivo del Aumento de Capital: 90.001.200,00 euros.
- Importe nominal del Aumento de Capital: 939.750,00 euros.
- Número de acciones nuevas a emitir: 2.685.000.
- Precio de emisión: 33,52 euros por acción, de los que 0,35 euros corresponden a valor nominal y 33,17 euros a prima de emisión. Dicho precio representa un descuento del 9,99% sobre el precio de cotización de cierre de la acción de Greenergy del día de ayer, que fue de 37,24 euros.
- Porcentaje del capital social de Greenergy que representa el Aumento de Capital: 9,61% antes del Aumento de Capital y 8,77% tras el Aumento de Capital.

Daruan Group Holding, S.L., accionista mayoritario de la Sociedad, ha suscrito 120.000 acciones, representativas de un 0,39% del capital social de la Sociedad tras el Aumento de Capital, por un importe efectivo de 4.022.400,00 euros, a un precio por acción igual al precio de emisión del Aumento de Capital. En consecuencia, Daruan Group Holding, S.L. pasará a ser titular de 16.329.790 acciones, representativas de un 53,34% del capital social de la Sociedad tras el Aumento de Capital.

Está previsto que en los próximos días las nuevas acciones se admitan a negociación en las Bolsas de Valores de Madrid, Barcelona, Bilbao y Valencia.

En Madrid, a 29 de junio de 2022.



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THIS ANNOUNCEMENT AND THE OFFERING WHEN AND IF MADE IS AND WILL BE ONLY ADDRESSED TO, AND DIRECTED AT, PERSONS IN MEMBER STATES OF THE EUROPEAN ECONOMIC AREA WHO ARE "QUALIFIED INVESTORS" WITHIN THE MEANING OF REGULATION (EU) 2017/1129.

NEITHER THIS ANNOUNCEMENT NOR ANY OTHER DOCUMENTS OR MATERIALS RELATING TO THE SUBJECT MATTER OF THIS ANNOUNCEMENT SHALL BE DISTRIBUTED IN THE UNITED KINGDOM, SAVE AMONG THOSE PERSONS WHO ARE "QUALIFIED INVESTORS" WITHIN THE MEANING OF THE REGULATION (EU) 2017/1129 AS IT FORMS PART OF DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 AND WHO (i) HAVE PROFESSIONAL EXPERIENCE IN MATTERS RELATING TO INVESTMENTS AS DEFINED IN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005 (AS AMENDED, THE "FINANCIAL PROMOTION ORDER"); (ii) FALL WITHIN ARTICLE 49 OF THE FINANCIAL PROMOTION ORDER; OR (iii) ARE PERSONS TO WHOM AN INVITATION OR INDUCEMENT TO ENGAGE IN INVESTMENT ACTIVITY (WITHIN THE MEANING OF SECTION 21 OF THE FINANCIAL SERVICES AND MARKETS ACT 2000) IN CONNECTION WITH THE INFORMATION TO WHICH THIS ANNOUNCEMENT RELATES MAY OTHERWISE LAWFULLY BE COMMUNICATED OR CAUSED TO BE COMMUNICATED (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS THE "RELEVANT PERSONS"). THIS ANNOUNCEMENT AND ANY OTHER DOCUMENTS RELATING TO THE INFORMATION TO WHICH THIS ANNOUNCEMENT RELATES ARE DIRECTED ONLY AT RELEVANT PERSONS AND MUST NOT BE ACTED ON OR RELIED ON BY PERSONS WHO ARE NOT RELEVANT PERSONS. ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS ANNOUNCEMENT AND ANY OTHER DOCUMENTS OR MATERIALS RELATING TO THE INFORMATION TO WHICH THIS ANNOUNCEMENT RELATES IS AVAILABLE ONLY TO RELEVANT PERSONS AND WILL BE ENGAGED IN ONLY WITH RELEVANT PERSONS.

SOLELY FOR THE PURPOSES OF ARTICLE 9(8) OF COMMISSION DELEGATED DIRECTIVE 2017/593 (THE "DELEGATED DIRECTIVE") REGARDING THE RESPONSIBILITIES OF MANUFACTURERS UNDER THE PRODUCT GOVERNANCE REQUIREMENTS CONTAINED WITHIN: (A) DIRECTIVE 2014/65/EU ON MARKETS IN FINANCIAL INSTRUMENTS, AS AMENDED ("MIFID II"); (B) ARTICLES 9 AND 10 OF THE DELEGATED DIRECTIVE; AND (C) LOCAL IMPLEMENTING MEASURES (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 THE 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. ANY PERSON SUBSEQUENTLY OFFERING, SELLING OR RECOMMENDING THE SHARES (A "DISTRIBUTOR") SHOULD TAKE INTO CONSIDERATION THE MANUFACTURERS' TARGET MARKET ASSESSMENT; HOWEVER, A DISTRIBUTOR SUBJECT TO MIFID II IS RESPONSIBLE FOR UNDERTAKING ITS OWN TARGET MARKET ASSESSMENT IN RESPECT OF THE SHARES (BY EITHER ADOPTING OR REFINING THE MANUFACTURERS' TARGET MARKET ASSESSMENT) AND DETERMINING APPROPRIATE DISTRIBUTION CHANNELS.

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 WILL ONLY PROCURE INVESTORS WHO MEET THE CRITERIA OF QUALIFIED INVESTORS.



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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 PROSPECTIVE INVESTOR SHOULD PROCEED ON THE ASSUMPTION THAT IT MUST BEAR THE ECONOMIC RISK OF AN INVESTMENT IN THE SHARES. NONE OF THE COMPANY OR THE MANAGERS MAKE ANY REPRESENTATION AS TO (I) THE SUITABILITY OF THE SHARES FOR ANY PARTICULAR INVESTOR, (II) THE APPROPRIATE ACCOUNTING TREATMENT AND POTENTIAL TAX CONSEQUENCES OF INVESTING IN THE SHARES OR (III) THE FUTURE PERFORMANCE OF THE SHARES EITHER IN ABSOLUTE TERMS OR RELATIVE TO COMPETING INVESTMENTS.

THE MANAGERS ARE ACTING EXCLUSIVELY FOR THE COMPANY AND NO-ONE ELSE. THEY WILL NOT REGARD ANY OTHER PERSON AS THEIR RESPECTIVE CLIENTS AND WILL NOT BE RESPONSIBLE TO ANYONE OTHER THAN THE COMPANY FOR PROVIDING THE PROTECTIONS AFFORDED TO THEIR RESPECTIVE CLIENTS, NOR FOR PROVIDING ADVICE IN RELATION TO THE CONTENTS OF THIS ANNOUNCEMENT OR ANY TRANSACTION, ARRANGEMENT OR OTHER MATTER REFERRED TO HEREIN.

NEITHER OF THE MANAGERS OR THE COMPANY NOR THEIR RESPECTIVE AFFILIATES, DIRECTORS, EMPLOYEES, ADVISERS OR AGENTS ACCEPTS ANY RESPONSIBILITY OR LIABILITY WHATSOEVER FOR/OR MAKES ANY REPRESENTATION OR WARRANTY, EXPRESSED OR IMPLIED, AS TO THE TRUTH, ACCURACY OR COMPLETENESS OF THE INFORMATION IN THIS ANNOUNCEMENT (OR WHETHER ANY INFORMATION HAS BEEN OMITTED FROM THE ANNOUNCEMENT) OR ANY OTHER INFORMATION RELATING TO THE COMPANY, ITS SUBSIDIARIES OR ASSOCIATED COMPANIES, WHETHER WRITTEN, ORAL OR IN A VISUAL OR ELECTRONIC FORM, AND HOWSOEVER TRANSMITTED OR MADE AVAILABLE FOR ANY LOSS HOWSOEVER ARISING FROM ANY USE OF THE ANNOUNCEMENT OR ITS CONTENTS OR OTHERWISE ARISING IN CONNECTION THEREWITH.

IN CONNECTION WITH THE SECURITIES TO WHICH THIS INFORMATION REFERS, THE MANAGERS AND ANY OF THEIR AFFILIATES MAY TAKE UP A PORTION OF THE 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 SECURITIES, ANY OTHER SECURITIES OF THE COMPANY OR OTHER RELATED INVESTMENTS IN CONNECTION WITH THE SECURITIES TO WHICH THIS INFORMATION REFERS OR OTHERWISE. IN ADDITION, CERTAIN OF THE MANAGERS OR THEIR AFFILIATES MAY ENTER INTO FINANCING AGREEMENTS AND SWAPS WITH INVESTORS IN CONNECTION WITH WHICH SUCH MANAGERS (OR THEIR AFFILIATES) MAY, FROM TIME TO TIME, ACQUIRE, HOLD OR DISPOSE OF THE SHARES OF THE COMPANY. ACCORDINGLY, REFERENCES IN THIS ANNOUNCEMENT TO THE 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 ACTING IN SUCH CAPACITY. 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.

THIS ANNOUNCEMENT MAY INCLUDE STATEMENTS THAT CONSTITUTE, OR MAY CONSTITUTE, "FORWARD-LOOKING STATEMENTS". THESE FORWARD-LOOKING STATEMENTS MAY BE IDENTIFIED BY THE USE OF TERMS SUCH AS "BELIEVES", "ESTIMATES", "PLANS", "PROJECTS", "ANTICIPATES", "EXPECTS", "INTENDS", "MAY", "WILL" OR "SHOULD" OR, IN EACH CASE, THEIR NEGATIVE OR OTHER VARIATIONS OR COMPARABLE TERMINOLOGY, OR BY DISCUSSIONS OF STRATEGY, PLANS, OBJECTIVES, GOALS, FUTURE EVENTS OR INTENTIONS. BY THEIR NATURE, FORWARD-LOOKING STATEMENTS, WHICH ARE BASED ON ASSUMPTIONS RATHER THAN HISTORICAL INFORMATION, INVOLVE CERTAIN KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS THAT COULD CAUSE THEM TO BE UNREALISTIC OR TO DIFFER FROM ACTUAL RESULTS. ACTUAL RESULTS OF OPERATIONS, FINANCIAL CONDITION AND FUTURE DEVELOPMENTS MAY DIFFER MATERIALLY FROM (AND BE MORE NEGATIVE THAN) ACTUAL RESULTS OR THOSE SUGGESTED BY FORWARD-LOOKING STATEMENTS. NEITHER THE COMPANY, THE MANAGERS NOR THEIR RESPECTIVE AFFILIATES UNDERTAKE ANY OBLIGATION TO UPDATE OR REVISE ANY FORWARD-LOOKING STATEMENTS TO REFLECT EVENTS OR CIRCUMSTANCES AFTER THE DATE OF THIS ANNOUNCEMENT OR TO REFLECT THE OCCURRENCE OF ANTICIPATED OR UNANTICIPATED EVENTS OR CIRCUMSTANCES.