



## **GREENVOLT – ENERGIAS RENOVÁVEIS, S.A.**

Sede: Rua Manuel Pinto de Azevedo 818, 4100-320 Porto, Portugal

Capital social totalmente subscrito e realizado: € 367.094.274,62

Matriculada na Conservatória do Registo Comercial de Lisboa  
sob o número único de matrícula e identificação fiscal 506 042 715

### **COMUNICADO**

Nos termos e para os efeitos do disposto no número 1 do artigo 17.º do Regulamento (UE) n.º 596/2014 do Parlamento Europeu e do Conselho, de 16 de abril, a Greenvolt – Energias Renováveis, S.A. (“Greenvolt”) informa ter recebido na presente data da Gamma Lux Holdco S.à.r.l. (“Gamma Lux”) a comunicação em anexo, através da qual a Greenvolt foi informada sobre a celebração, na presente data, de um total return equity swap entre a Gamma Lux e o Mediobanca – Banca di Credito Finanziario, S.p.A. tendo por objeto ações representativas do capital social da Greenvolt.

Porto, 5 de abril de 2024

O Representante para as Relações com o Mercado

**Greenvolt - Energias Renováveis, S.A.**

Rua Manuel Pinto de Azevedo, n.º 818  
4100-320 Porto

Att.: Mr. Miguel Valente  
Market Relations and CMVM's Representative

**Portuguese Securities Market Commission  
Issuer's Department**

Rua Laura Alves, 4  
1050-124, Lisboa  
Att.: Mrs. Sandra Cardoso  
Head of the Issuer's Department

Luxembourg, 05 April 2024

**Subject: Total Return Equity Swap entered into by and between Gamma Lux Holdco S.à.r.l. and MEDIOBANCA - Banca di Credito Finanziario, S.p.A**

Dear Sir,

In the context of the general and voluntary tender offer over the shares corresponding to the share capital of Greenvolt - Energia Renováveis, S.A. ("**Greenvolt**") announced by GVK Omega SGPS, Unipessoal, Lda. ("**Offeror**" and the "**Offer**") we hereby inform you that, on the date hereof, Gamma Lux Holdco S.à.r.l., a limited liability company (*société à responsabilité limitée*), with registered office at 2, rue Edward Steichen, L-2540 Luxembourg, registered with the Commercial Registry Office of Luxembourg, under number B282092 ("**Gamma Lux**"), a company that owns 100% of the share capital and voting rights of the Offeror, has entered into a total return equity swap agreement ("**Swap**") with MEDIOBANCA - Banca di Credito Finanziario, S.p.A ("**Mediobanca**"), according to which, among others and pursuant to the specific terms set out in the Swap (i) Mediobanca will carry out the acquisition of Greenvolt's shares in the Euronext Lisbon, operated by Euronext Lisbon - Sociedade Gestora de Mercados Regulamentados, S.A. as from the date hereof up to the end of the Offer period which is not expected to occur before July (to the extent the Offer is registered in June; (ii) the economic rights attached to such Greenvolt shares will be for the benefit of Gamma Lux; (iii) Gamma Lux will have the option to settle the Swap either physically - through acquisition of the Greenvolt shares acquired by Mediobanca under the Swap - or in cash; and (iv) during the period in which the Swap is in force Mediobanca undertakes to follow instructions of Gamma Lux regarding the exercise of the voting rights attached to the Greenvolt shares acquired by Mediobanca under the Swap.

Considering the terms and conditions of the Swap, the voting rights related to Greenvolt's shares acquired by Mediobanca under the Swap will be attributable to Gamma Lux, pursuant to article 20(1), paragraphs (c) and (e) of the Portuguese Securities Code.

The Swap also establishes that (i) the maximum price that may be paid by Mediobanca for the acquisition of any Greenvolt shares under the Swap is the Offer price (*i.e.* EUR 8.30); and (ii) the number of Greenvolt shares that may be held by Mediobanca under the Swap shall not exceed 19.9% of the issued share capital and voting rights of Greenvolt at any point in time.

Any acquisition of Greenvolt shares performed by Mediobanca under the Swap will be notified by Mediobanca to the CMVM on a daily basis pursuant to article 180(1)(b) of the Portuguese Securities Code. Moreover, to the extent that any of the thresholds of qualified shareholdings set out in article 16(1) of the Portuguese Securities Code is reached or exceeded by Mediobanca and/or Gamma Lux as a result of acquisitions of Greenvolt shares performed by Mediobanca under the Swap, these entities will submit the respective notifications to Greenvolt (for disclosure to the market) and the CMVM in the terms required by article 16(1) of the Portuguese Securities Code.

We remain at your disposal for any clarification or the provision of additional information that may be required.

Yours faithfully,

*[Signatures pages to follow. Remainder of this page intentionally left blank.]*

**GAMMA LUX HOLDCO S.À.R.L**



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Name: Thomas Probst

Capacity: Manager