



GREENVOLT – ENERGIAS RENOVÁVEIS, S.A.

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

Fully subscribed and paid-up share capital: € 367,094,274.62

Registered at the Commercial Registry Office of Lisbon

under the sole registration and taxpayer number 506 042 715

COMMUNICATION

Under the terms and for the purposes of Article 17(1) of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April, Greenvolt – Energias Renováveis, S.A. (“**Greenvolt**”) hereby informs that:

- (a) On the date hereof, Greenvolt received a communication pursuant to which GVK Omega, S.G.P.S., Unipessoal, Lda. (the offeror within the scope of the public tender offer over the shares representing the entire share capital of Greenvolt referred to in the preliminary announcement published on 21 December 2023 – “**Offeror**” and “**Preliminary Announcement**” (as amended), respectively), among others, informs that, with effect from the date hereof, voting rights attached to 60.86% of the share capital of Greenvolt are attributable to it;
- (b) Also under the terms of the aforementioned communication, to Gamma Lux Holco S.à.r.l. and the remaining entities that are with the Offeror in any of the situations mentioned in Article 20 of the Portuguese Securities Code (“**PSC**”) (exception made to MEDIOBANCA – Banca di Credito Finanziario S.p.A.¹) are, on the date hereof, attributed 78.90²% of the voting rights of Greenvolt;
- (c) Taking into consideration the communication, the aforementioned qualifying holding of the Offeror and the reinforcement of the qualifying holding of the remaining entities that

¹ To whom, at the date hereof, are attributable 18,04% of the voting rights of Greenvolt.

² By virtue of the chain of control and the total equity swap entered into between Gamma Lux Holdco S.à.r.l. and MEDIOBANCA – Banca di Credito Finanziario S.p.A. under which the voting rights attached to the shares acquired by MEDIOBANCA – Banca di Credito Finanziario S.p.A. under the swap are attributable to Gamma Lux Holdco S.à.r.l.

are with it in any of the situations mentioned in Article 20 of the PSC, and the respective communication, result from the completion of the transactions provided for in the seven share sale and purchase agreements entered into with the companies Actium Capital, S.A., Caderno Azul, S.A., Livrefluxo, S.A., Promendo Investimentos, S.A., V-Ridium Holding Limited, KWE Partners Ltd. and 1 Thing Investments, S.A. (together, the “**Selling Shareholders**”), which, according to the Preliminary Announcement, provided for the transfer of an aggregate amount of 84,699,101 shares held by the Selling Shareholders, corresponding to 60.86% of Greenvolt’s voting rights (“**Share Purchase Agreements**”);

- (d) According to the information contained in the Preliminary Announcement, the acquisition of the shares under the Share Purchase Agreements triggers, under the terms and conditions of the convertible bonds in the amount of €200,000,000 issued by Greenvolt on 8 February 2023 and subscribed by GV Investor Bidco S.à.r.l. (“**T&Cs of the Convertible Bonds**” and “**Convertible Bonds**”, respectively), a “Change of Control”;
- (e) Therefore, in compliance with paragraph (g) (*Notice of Relevant Event*) of condition 7 (*Redemption and Purchase*) of the T&Cs of the Convertible Bonds, Greenvolt hereby informs the holders of the Convertible Bonds of the possibility of exercising their “Conversion Rights”, in compliance with the T&Cs of the Convertible Bonds, and, in particular, of the right to request the redemption of the Convertible Bonds under paragraph (f) (*Redemption at the option of Bondholders*) of condition 7 (*Redemption and Purchase*) of the T&Cs of the Convertible Bonds. For this purpose:
 - (i) The information on this “Relevant Event” that Greenvolt considers relevant to the holders of the Convertible Bonds is contained in the documentation relating to the offer to which the Preliminary Announcement refers and in the abovementioned qualifying holding communication received today by Greenvolt;
 - (ii) The “Conversion Price” immediately prior to the occurrence of the “Relevant Event” in question is €10.00 (ten euros) per Greenvolt share and the “Relevant Event Conversion Price” applicable on the basis of such “Conversion Price” is €8,3107 (eight euros, three one zero seven cents) per Greenvolt share;
 - (iii) The “Closing Price” and the “Current Market Price” for each Greenvolt share on the date immediately prior to the publication of this communication (i.e., 31 May 2024) are €8,305 and €8,305 for each Greenvolt share, respectively;

- (iv) The last day of the “Relevant Event Period” and the last day of the “Put Period” are 30 July 2024 and 29 July 2024, respectively;
- (v) The “Put Price” is €100,000 (one hundred thousand euros) per Convertible Bond;
and
- (vi) The “Put Date” is 8 August 2024.

For the avoidance of any doubt in interpretation, all terms indicated in inverted commas have the meaning attributed to them in the T&Cs of the Convertible Bonds, which are available at www.greenvolt.com.

Porto, 31 May 2024

The Market Relations Representative