



THIS DOCUMENT IS NOT FOR RELEASE, DISTRIBUTION OR PUBLICATION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES (INCLUDING ITS TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES AND THE DISTRICT OF COLUMBIA) OTHER THAN TO SELECTED QIBS, CANADA, AUSTRALIA, JAPAN, SOUTH AFRICA OR ANY OTHER STATE OR JURISDICTION IN WHICH SUCH RELEASE, DISTRIBUTION OR PUBLICATION WOULD BE UNLAWFUL

19 August 2022

INSIDE INFORMATION NOTICE

OPDENERGY HOLDING, S.A.

Post-Stabilisation Period Announcement

Pursuant to article 226 of the Spanish Securities Market Act (Royal Legislative Decree 4/2015, of 23 October) and articles 6.2. and 6.3 of Commission Delegated Regulation (EU) 2016/1052, of 8 March 2016 (the “**Delegated Regulation (EU) 2016/1052**”), and further to the pre-stabilisation period inside information notice dated 21 July 2022 (official registry number 1,537) and the mid-stabilisation period other relevant information notices dated 2 August and 14 August 2022 (official registry numbers 17,828 and 17,939, respectively), Opdenenergy Holding, S.A. (the “**Issuer**” or the “**Company**”) hereby informs that Banco Santander, S.A., in its capacity as stabilising agent in connection with the initial offering of ordinary shares of the Company (the “**Offering**”), has undertaken stabilisation transactions in relation to said shares on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges (the “**Spanish Stock Exchanges**”) in accordance with the relevant provisions of Regulation (EU) 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and Delegated Regulation (EU) 2016/1052, in the terms set out below:

The securities:	
Issuer:	Opdenenergy Holding, S.A.
ISIN:	ES0105544003
Description:	Initial offering of ordinary shares
Offer price:	€4.75 per share
Stabilising Agent:	Banco Santander, S.A.
Stabilisation trading venue	Spanish Stock Exchanges
Stabilisation started:	22 July 2022
Stabilisation last occurred:	19 August 2022

For each of the dates during which stabilisation transactions were carried out, the price range was as follows:

Date	Number of shares acquired	Price Range (of the shares acquired on such date) (EUR)	Volume-weighted average price (EUR)
22/07/2022	2,013,591	4.75 – 4.75	4.750
25/07/2022	394,909	4.74 – 4.75	4.749
26/07/2022	415,000	4.58 – 4.738	4.637
27/07/2022	119,430	4.58 – 4.64	4.602
28/07/2022	97,603	4.59 – 4.60	4.594
29/07/2022	1,964	4.69	4.690
01/08/2022	186	4.69	4.690
02/08/2022	938	4.69	4.690
03/08/2022	1,428	4.69	4.690
05/08/2022	55,000	4.670 – 4.685	4.673
08/08/2022	40,000	4.655 – 4.670	4.662
09/08/2022	43,219	4.620 – 4.655	4.642
10/08/2022	6,825	4.610 – 4.620	4.619
11/08/2022	530	4.675	4.675
12/08/2022	16,554	4.700 – 4.710	4.701
15/08/2022	9,146	4.720	4.720
16/08/2022	1,779	4.720 – 4.735	4.726
18/08/2022	2,473	4.735	4.735
19/08/2022	4,322	4.735-4.740	4.739

Banco Santander, S.A. has exercised on 19 August 2022 in the amount of 986,250 ordinary shares the over-allotment option to purchase up to 4,211,147 existing ordinary shares in the Company at the offer price (€4.75 per share) granted by Aldrovi, S.L., Jalasa Ingeniería, S.L.U. and Marearoja Internacional, S.L. (shareholders of the Issuer) to Banco Santander, S.A., acting on behalf of the underwriters of the Offering. Following said exercise of the over-allotment option, the stabilising period is hereby terminated as of the date hereof.

The details of all individual stabilisation transactions carried out between 15 August and 19 August 2022 were as follows:

Trade Date	Time (Madrid Time)	Number of shares acquired	Price (EUR)
2022-08-15	09:42:36	258	4.720
2022-08-15	10:31:21	70	4.720
2022-08-15	10:31:32	46	4.720
2022-08-15	10:31:33	30	4.720
2022-08-15	10:32:00	23	4.720
2022-08-15	10:45:42	68	4.720
2022-08-15	11:18:51	21	4.720
2022-08-15	11:18:59	444	4.720
2022-08-15	12:04:59	72	4.720
2022-08-15	12:05:03	31	4.720
2022-08-15	14:16:46	2.097	4.720
2022-08-15	14:16:58	74	4.720
2022-08-15	14:17:01	48	4.720
2022-08-15	14:26:04	211	4.720
2022-08-15	14:29:03	442	4.720
2022-08-15	14:31:53	211	4.720
2022-08-15	15:51:23	549	4.720
2022-08-15	15:51:35	66	4.720
2022-08-15	15:51:41	43	4.720
2022-08-15	16:03:00	437	4.720
2022-08-15	16:03:28	183	4.720
2022-08-15	16:03:31	87	4.720
2022-08-15	16:03:41	56	4.720
2022-08-15	16:03:45	37	4.720
2022-08-15	16:26:23	580	4.720
2022-08-15	16:26:39	403	4.720
2022-08-15	16:41:04	38	4.720
2022-08-15	16:58:26	86	4.720
2022-08-15	16:58:32	56	4.720
2022-08-15	16:58:38	37	4.720
2022-08-15	16:58:44	24	4.720
2022-08-15	16:59:59	685	4.720
2022-08-15	17:00:04	42	4.720
2022-08-15	17:10:17	48	4.720
2022-08-15	17:21:19	36	4.720
2022-08-15	17:21:59	39	4.720
2022-08-15	17:23:25	941	4.720
2022-08-15	17:24:29	389	4.720
2022-08-15	17:24:34	51	4.720
2022-08-15	17:24:38	33	4.720
2022-08-15	17:27:00	54	4.720

2022-08-16	09:14:20	1.052	4.720
2022-08-16	12:25:16	50	4.735
2022-08-16	15:38:01	343	4.735
2022-08-16	17:02:56	334	4.735
2022-08-18	11:07:54	590	4.735
2022-08-18	12:47:13	1.180	4.735
2022-08-18	17:20:54	590	4.735
2022-08-18	17:20:59	96	4.735
2022-08-18	17:35:13	17	4.735
2022-08-19	11:19:05	631	4.735
2022-08-19	13:45:44	22	4.740
2022-08-19	16:47:52	1,679	4.740
2022-08-19	16:47:53	40	4.740
2022-08-19	17:03:00	37	4.740
2022-08-19	17:19:50	540	4.740
2022-08-19	17:19:52	6	4.740
2022-08-19	17:23:37	505	4.740
2022-08-19	17:27:19	6	4.740
2022-08-19	17:28:12	155	4.740
2022-08-19	17:29:01	7	4.740
2022-08-19	17:29:46	44	4.740
2022-08-19	17:35:01	650	4.740

Opdenergy Holding, S.A.

Name: Luis Cid Suárez

Position: Chief Executive Officer

IMPORTANT INFORMATION

This announcement is for information purposes only and does not constitute an invitation or offer to underwrite, subscribe for or otherwise acquire or dispose or a solicitation of any offer to underwrite, subscribe for or otherwise acquire or dispose any securities issued by the Company in the United States of America, Canada, Australia, Japan or in any jurisdiction where such offer or sale would be unlawful. Any securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or with any securities regulatory authority of any state or other jurisdiction in the United States of America and may not be offered or sold, directly or indirectly, in the United States of America absent registration or an exemption from, or in a transaction not subject to, the registration requirements under the Securities Act. There is no intention to register any securities referred to herein in the United States of America or to make an offering of the securities in the United States of America.

This announcement is only being distributed to and is only directed at persons in member states of the European Union Economic Area (“**EEA**”) who are “qualified investors” within the meaning of

Article 2 (e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (including any delegated regulations) (the “**Prospectus Regulation**”) (“**Qualified Investors**”). In addition, in the United Kingdom (“**UK**”), this announcement is only being distributed to and is only directed at qualified investors within the meaning of the Prospectus Regulation as it is part of the UK domestic law by virtue of the European Union by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”) who are also persons (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”); (ii) who fall within Article 49(2)(a) to (d) of the Order; (iii) who are outside the UK; or (iv) other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as “**relevant persons**”). This announcement must not be acted on or relied on (i) in the UK, by persons who are not relevant persons; and (ii) in any member state of the EEA, by persons who are not Qualified Investors. Any investment or investment activity to which this announcement relates is available only to (i) in the UK, relevant persons, and (ii) in any member state of the EEA, Qualified Investors, and will be engaged in only with such persons. THE DOCUMENT MAY ONLY BE PROVIDED TO PERSONS IN THE UK IN CIRCUMSTANCES WHERE SECTION 21(1) OF THE ORDER DOES NOT APPLY TO THE COMPANY.

Banco Santander, S.A. is acting for the Company only in connection with the offer and will not be responsible to anyone other than the Company for providing the protections offered to its clients, nor for providing advice in relation to the offer or any matters referred to in this communication.

INFORMATION TO DISTRIBUTORS IN THE EEA

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, 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 ordinary shares offered have been subject to a product approval process, which has determined that such 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 (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Company’s shares may decline and investors could lose all or part of their investment; the Company’s shares offer no guaranteed income and no capital protection; and an investment in the Company’s 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 offer.

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 distributor is responsible for undertaking its own target market assessment in respect of the shares and determining appropriate distribution channels.