

After receiving the Government's and CNMV's authorisation

## Today starts the acceptance period of IFM GIF's partial voluntary tender offer for up to 22.69% of Naturgy

- Today and until 8 October 2021, Naturgy shareholders who wish to accept with their shares the offer of IFM Global Infrastructure Fund ("IFM GIF"), for a price of EUR 22.07 per share and all in cash may do so.
- IFM believes that the offer represents an attractive financial proposition for Naturgy's shareholders willing to accept the offer.
- The offer price, which is above the high-end of the valuation range concluded by an independent expert, represents a premium of 19.7% on the trading price of the Naturgy shares at the closing of the trading session on 25 January 2021, the date immediately prior to the date of publication of the offer prior to the announcement.

### **Madrid, 9 September 2021**

The acceptance period of the partial voluntary public takeover offer made by IFM GIF<sup>1</sup>, advised by the Australian global fund manager IFM Investors ("IFM"), for a maximum of 220,000,000 shares in Naturgy Energy Group, S.A. ("Naturgy") representing 22.69% of its share capital (the "Offer"), starts today. This period will be comprised of 30 calendar days, so it will last until 8 October 2021, inclusive.

The Offer price of EUR 22.07 per Naturgy share, which will be fully paid in cash, complies with the provisions of Article 137.2 of the recast text of the Securities Market Law and is justified by the independent expert valuation report issued by Duff & Phelps ("D&P"). The D&P valuation report issued on July 1, 2021, and updated by a supplemental report on 27 August 2021 considers the new Strategic Plan 2021-2025 announced by Naturgy on 28 July 2021 as well as the financial information corresponding to the first half of 2021 published by Naturgy. In this report, D&P concluded that the value per share of Naturgy is between EUR 17.9 and EUR 21.1, obtained using the discounted cash flows methodology. The Offer price of EUR 22.07 per share compares very favourably versus the valuation range concluded by the independent expert, being even above the high-end of such valuation range.

The Offer was announced on 26 January 2021 at an Offer price that represented a premium of approximately:

- 28.9% on the volume weighted average trading price of the Naturgy shares during the 6 months period prior to the date of publication of the Offer announcement (EUR 17.84 per share).
- 19.7% on the trading price of the Naturgy shares at the closing of the trading session immediately prior to the date of publication of the Offer announcement (EUR 19.22 per share).

---

<sup>1</sup> Through its subsidiary Global InfraCo O (2) S.à r.l.

Therefore, IFM believes that the Offer represents an attractive financial proposition for Naturgy's shareholders particularly given that the average share price performance of Naturgy's closest peers has declined by -9.5%<sup>2</sup> since the announcement of the Offer.

As such, IFM GIF invites investors to participate in the Offer. During the acceptance period, Naturgy shareholders may accept the Offer with their shares at a price of EUR 22.07 per share, which will be fully paid in cash. The effectiveness of the Offer is subject to its acceptance by at least 164,834,347 Naturgy shares, representing 17% of Naturgy's share capital.

The purpose sought with the Offer is to acquire a stake in Naturgy of up to 22.69% and with it to support the strategic principles presented to the market by Naturgy in the Strategic Plan 2021-2025.

The Offeror intends that its stake in Naturgy's share capital will be useful to align Naturgy's future strategy with its long-term vision of the company's business which includes, as an essential component, the commitment to the energy transition and which is based on a:

- long-term, industrial plan that supports value creation of Naturgy based on sustainable and reasonably profitable investments linked to the energy transition;
- solid capital and financing discipline (in line with an "investment grade" credit rating); and
- prudent dividend proposition, in line with the new reduced dividend policy indicated in the 2021-2025 Naturgy strategic plan, or potentially a further reduced one if necessary to comply with the conditions set to the Offeror by the Council of Ministers of the Government of Spain, which are detailed in the Offer prospectus.

IFM GIF is an open-ended fund, with a long-term vocation and no mandatory exit period which, together with its 25 years of experience in the infrastructure sector worldwide and its investment philosophy will contribute positively to Naturgy's shareholder stability. In this sense, as a new shareholder, it intends to engage on an ongoing basis with Naturgy, its Board of Directors and the management team to analyse its strategic options, as well as to review or promote specific strategic initiatives that may be considered in the future.

\*\*\* ENDS \*\*\*\*

For media enquiries, please contact: Estudio de Comunicacion (+34 915765250)

- Cecilia Díaz: [cdiaz@estudiodecomunicacion.com](mailto:cdiaz@estudiodecomunicacion.com)
- Carlos Delclaux: [cdelclaux@estudiodecomunicacion.com](mailto:cdelclaux@estudiodecomunicacion.com)
- Alba Regidor: [aregidor@estudiodecomunicacion.com](mailto:aregidor@estudiodecomunicacion.com)

---

<sup>2</sup> Average share price performance from 26 January 2021 until 7 September 2021 of Iberdrola (-11.2%), Endesa (-7.0%), EDP (-11.9%) and Engie (8.1%). Source: Bloomberg

## **About IFM Investors**

IFM Investors was established more than 25 years ago with the aim to protect and grow the long-term retirement savings of working people. Owned by a group of Australian pension funds, the organisation has US\$108bn under management as of 30 June 2021. Because IFM is owned by industry pension funds, we seek to prioritise the interests of more than 500 like-minded investors worldwide by focusing on assets that combine excellent long-term risk/reward characteristics with broad economic and social benefits to the community. As a signatory to The United Nations-supported Principles for Responsible Investment, IFM actively engages on ESG issues with the companies in which it invests with the aim of enhancing their net performance while minimising investment risk. Operating globally from offices in Melbourne, Sydney, London, Berlin, Zurich, Amsterdam, New York, Hong Kong, Seoul and Tokyo, IFM manages investments across infrastructure, debt, listed equities and private equity assets. For more information, visit [www.ifminvestors.com](http://www.ifminvestors.com)

*To obtain the full information on the public Offer, please refer to the Prospectus authorised by CNMV and its ancillary documentation, which will be available to the public in electronic format at least from the day following the publication of the first announcement described in Article 22.1 of Royal Decree 1066/2007 at the websites of CNMV ([www.cnmv.es](http://www.cnmv.es)), of IFM Investors ([www.ifmofertaacciones.com](http://www.ifmofertaacciones.com)), and Naturgy ([www.naturgy.com](http://www.naturgy.com))*