

MEDIA RELEASE

Iberdrola declares all-cash takeover offer for Infigen Energy unconditional

- **Payment for acceptances reduced from one month to 5 Business Days**
- **Infigen investors can now ACCEPT Iberdrola's offer without delay-**
- Iberdrola's superior all-cash offer of A\$0.89 per Infigen stapled security offers immediate liquidity and certainty of value
- Offer price represents a significant premium to undisturbed Infigen trading prices
- Iberdrola offer unanimously recommended by Infigen board in the absence of a superior proposal

Iberdrola Renewables Australia Pty Limited (ACN 628 620 815) (**Iberdrola**), which is a wholly-owned subsidiary of Iberdrola, S.A., has today lodged with the Australian Securities Exchange (**ASX**) a notice declaring that its off-market takeover offer (**Offer**) to purchase all of the stapled securities in Infigen Energy (ASX:IFN), a stapled entity comprising Infigen Energy Limited (ACN 105 051 616) and Infigen Energy Trust (ARSN 116 244 118), for A\$0.89 cash per Infigen stapled security, is now **UNCONDITIONAL**.

"Under our now accelerated payment terms, all Infigen securityholders can now be certain of payment of 89 cents per Infigen security for their securities being dispatched within 5 Business Days of Iberdrola's receipt of their valid acceptance," a spokesperson for Iberdrola said today.

"This price is superior to the lower offer from UAC Energy; offers greater price certainty and value for all Infigen securityholders compared to the undisturbed trading price of Infigen securities prior to the current takeover offers; and is not subject to brokerage and potential market price volatility associated with an on-market sale of securities.

"Infigen securityholders now clearly have compelling reasons to ACCEPT Iberdrola's superior, friendly, Board endorsed offer," the spokesperson for Iberdrola said.

The Infigen Board recommends that security holders ACCEPT Iberdrola's offer, in the absence of a superior proposal, and reject the alternative, inferior offer that has been made for their securities.

Iberdrola's superior offer represents a significant premium of:

- 3.5% to UAC Energy's revised offer price of A\$0.86;
- 50.8% to the undisturbed closing price of Infigen stapled securities on 2 June 2020;
- 60.9% to the 30-day VWAP of Infigen stapled securities up to and including 2 June 2020;¹
- 53.9% to the 90-day VWAP of Infigen stapled securities up to and including 2 June 2020;² and
- 52.3% to the 12-month VWAP of Infigen stapled securities up to and including 2 June 2020.³

VWAP is calculated based on market value traded on ASX divided by market volume traded on ASX.

¹ VWAP of A\$0.553 calculated from 22 April 2020 to 2 June 2020 (inclusive). Source: IRESS

² VWAP of A\$0.578 calculated from 24 January 2020 to 2 June 2020 (inclusive) Source: IRESS.

³ VWAP of A\$0.584 calculated from 3 June 2019 to 2 June 2020 (inclusive). Source: IRESS .

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Offer supported by Pre-Bid Purchase Agreement with the TCI Funds

The Offer represents a superior proposal to UAC Energy's unsolicited takeover bid as it represents a premium of 3.5% to UAC Energy's offer price⁴, it is unconditional, has been agreed in a friendly and collaborative manner with Infigen's Board and is supported by a Pre-Bid Purchase Agreement entered into with Infigen's largest shareholders, The Children's Investment Master Fund and CIFF Capital UK LP (**TCI Funds**) under which Iberdrola Australia has agreed to purchase 194,139,613 Infigen Stapled Securities (representing 20%) from the TCI Funds, subject to certain conditions.

About Iberdrola

Iberdrola, S.A. is a listed Spanish corporation (*sociedad anónima*) with a market capitalisation of €64.73 billion⁵ (A\$105.4 billion)⁶ which was incorporated in the Kingdom of Spain in 1901 and is the parent company of one of the world's currently leading private electricity groups in terms of market capitalisation, the number of customers it serves, and the number one producer of wind power.

Iberdrola Group primarily carries out activities in the electricity industry in the Kingdom of Spain, and has a significant presence in the United Kingdom, the United States of America, Mexico and Brazil (amongst others).

As at 31 March 2020, Iberdrola Group had global net assets of €47.170 billion (A\$77.135 billion)⁵ and for the year ending 31 March 2020 had revenue of €9.426 billion (A\$15.414 billion)⁵ and net profit of €1.257 billion (A\$2.056 billion)⁵.

Iberdrola Group already has a presence in the Australian renewables market through its Port Augusta REP hybrid wind-solar project. This presence, along with extensive discussions with the Infigen Board and management over many months has allowed Iberdrola Group to gain a good understanding of both the opportunities but also the challenges ahead for Infigen as the Australian renewables market continues to develop. That understanding provides the basis for the attractive premium Iberdrola Australia is offering to Infigen's securityholders.

⁴ As at 15 July 2020.

⁵ Market capitalisation data collected from Bloomberg on 5 June 2020.

⁶ Conversion based on an AUD/EUR exchange rate of 1.6353, being the last close price from Bloomberg on 19 June 2020.

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Further information

Detailed information in respect of the Offer is set out in the Bidder's Statement. Iberdrola encourages Infigen securityholders to read the entirety of the Bidder's Statement, as supplemented by the First, Second and Third Supplementary Bidder's Statements carefully and then accept the Offer as soon as possible.

To accept Iberdrola's superior Offer as recommended by the Infigen Board, Infigen securityholders should follow the instructions detailed on the Acceptance Form and in Iberdrola's Bidder's Statement.

Investor enquiries

If Infigen securityholders have any questions, please contact the Iberdrola Australia Offer Information Line on 1800 830 977 (for callers within Australia) or +61 1800 830 977 (for callers outside Australia), or consult your financial, legal, taxation or other professional adviser. The Iberdrola Australia Offer Information Line will be open between 9:00 am and 5:00 pm (Sydney time) during the Offer Period. The Offer is scheduled to close at 7.00 pm (Sydney time) on 30 July 2020.

Investors may also visit www.iberdrola.com/infigen-offer for further information.

Media enquiries

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