

IFM Investors announces a partial voluntary tender offer for up to a 22.69% stake in Naturgy

Tuesday 26 January 2021

Global fund manager, IFM Investors (“IFM”), today announced that the IFM Global Infrastructure Fund (“IFM GIF”) intends to make a partial voluntary tender offer for up to 220 million of shares in Naturgy Energy Group S.A. (“Naturgy”, or the “Company”) – a leading global gas and electric utility – representing up to 22.69% of the share capital of the Company.

Headquartered in Madrid, Spain and listed on the IBEX 35 exchange, Naturgy’s diversified infrastructure portfolio spans over more than 20 countries and includes the largest gas distribution and third largest electricity distribution networks in Spain. It is also a major investor in renewables, with an existing portfolio of 4.6GW of capacity including wind, solar and hydroelectric.

IFM’s 25-years of expertise in the infrastructure sector across the globe, and long-term investment philosophy and commitment to the energy transition, offers a strong addition to Naturgy’s shareholder registry.

As one of the largest infrastructure investment managers globally, IFM’s purpose is to protect and grow the long-term retirement savings of working people.

IFM is also committed to environmental sustainability, demonstrated most recently by our announcement that we will reduce carbon emissions across our asset classes, targeting net zero by 2050.

IFM GIF’s Offer

The price of the Offer is EUR 23.00 per share of Naturgy, implying a maximum amount payable by IFM GIF of EUR 5.06 billion (assuming full take-up of the 220 million shares).

The Offer price will be fully-paid in cash. The Offer price implies a premium of approximately:

- 19.7% on Naturgy’s trading price at the closing of the stock exchange on the date immediately prior to the date of the announcement (EUR 19.22);
- 22.7% on the volume weighted average trading price of Naturgy’s shares during the three-month term immediately prior to the date of the announcement (EUR 18.74); and
- 28.9% on the volume weighted average trading price of Naturgy’s shares during the six-month term immediately prior to the date of the announcement (EUR 17.84).

The Offer price will be adjusted downwards if Naturgy pays or announces dividends, distributions or similar remuneration prior to the Offer settlement.

IFM GIF will finance the majority of the transaction with equity commitments from its fund investors, with the remaining to be financed by an acquisition debt facility.

The Offer announcement is available on the website of the CNMV.

The Offer will be subject to receiving all relevant approvals and reaching a minimum acceptance level of at least 164,834,347 shares, or 17%, of Naturgy’s total share capital.

For further information, please contact:

Phil Davey: +61 (0) 414 867 188 or phil@moutainmedia.com.au

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 €90bn under management as of 30 September 2020. Because IFM is owned by industry pension funds, we prioritise the interests of more than 470 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 we invest with the aim of enhancing their net performance while minimising investment risk. Operating globally from offices in Melbourne, Sydney, London, Berlin, Zurich, 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