

Greentech Capital Advisors is pleased to announce the following transaction:



**GCA's Client:**

EnerNOC is a leading provider of demand response solutions and energy intelligence software (EIS). With capabilities to better address budgets and procurement, utility bill management, facility analysis and optimization, sustainability and reporting, project tracking, and demand management, EnerNOC's SaaS platform helps enterprises control energy costs, mitigate risk, and streamline compliance and sustainability reporting. EnerNOC also offers access to more demand response programs worldwide than any other provider, offering enterprises a valuable payment stream to further enhance bottom line results and utilities and grid operators a reliable, cost-effective demand-side resource.

**Official Transaction Press Release**

**EnerNOC Enters Into an Agreement to be Acquired by the Enel Group for over \$300M**

BOSTON, June 22, 2017 -- EnerNOC, Inc. (Nasdaq:ENOC), a leading provider of demand response solutions and energy intelligence software, announced today that it has entered into an agreement to be acquired by the Enel Group ("Enel"), a multinational power utility and leading integrated electricity and gas operator present in over 30 countries across five continents with a managed capacity of approximately 85 GW and more than 65 million business and household customers worldwide.

Under the terms of the agreement, the Enel Group, through its subsidiary Enel Green Power North America, Inc. ("EGPNA"), will purchase EnerNOC for \$7.67 per share in an all-cash transaction valuing the Company at over \$300M, including EnerNOC's net debt. EGPNA will commence a tender offer to acquire all of EnerNOC's shares of common stock for \$7.67 per share, representing an approximate 42% premium to the Company's closing stock price on June 21, 2017 and a 38% premium to the 30-day volume-weighted average price. EGPNA's obligation to purchase the shares of EnerNOC's common stock tendered in the tender offer is subject to certain conditions, including that holders of a majority of the shares are tendered during the tender offer period and receipt of antitrust clearance in the United States. Following completion of the tender offer, the remaining shares will be acquired in a second step merger at the same cash price per share as paid in the tender offer.

“After a comprehensive review of strategic options, during which we evaluated a wide range of paths to maximize shareholder value, we are excited to enter into this agreement with the Enel Group. The transaction provides our stockholders with significant and immediate cash value, and unites us with one of the most innovative, global energy companies that shares our vision to change the way the world uses energy. In combining forces with the Enel Group, we look forward to accelerating the growth of our core businesses and to delivering ever more value to our customers as we lead the transition to a more sustainable, distributed energy future,” said Tim Healy, Chairman and CEO of EnerNOC.

This transaction has been unanimously approved by the Board of Directors of EnerNOC. The closing of the transaction is subject to the satisfaction of customary conditions and is expected to close in the third quarter of 2017.

Morgan Stanley and Greentech Capital Advisors are serving as financial advisors and Cooley LLP is as legal counsel.

### **About EnerNOC**

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For additional information about this transaction, please contact:

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### **About Us**

Our mission is to empower companies and investors who are creating a more efficient and sustainable global infrastructure. We are purpose-built to ensure that our clients achieve success. We have deeply experienced senior bankers and investment professionals who are sector experts and understand our clients' industry and needs. We reach a vast global network of buyers, growth companies, asset owners and investors, and thereby provide clients with more ways to succeed through a deeper relationship network. We have directly relevant transaction experience which enables us to find creative structures and solutions to close transactions. We are an expert team of 45 professionals working seamlessly on our clients' behalf in New York, Zurich and San Francisco and through a strategic partnership in Japan. Our team of experienced bankers and investment professionals provides conflict-free advice and thoughtful, innovative solutions, and we do so with an intensely focused effort that does not stop until our clients achieve success.

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