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COMUNICATO STAMPA

EuroGroup Laminations S.p.A. fissa l'intervallo di prezzo per le azioni ordinarie tra €5,00 e €6,00

- EuroGroup Laminations fissa l'Intervallo di prezzo pari a un minimo di €5,00 e ad un massimo di €6,00 per azione ordinaria, corrispondente ad una capitalizzazione di mercato compresa tra €861 milioni e €983 milioni dopo l'aumento di capitale
- Assumendo l'integrale esercizio dell'Opzione di Over Allotment, la dimensione dell'Offerta sarà compresa tra €416 milioni e €448 milioni, mediante collocamento di azioni ordinarie di nuova emissione per un ammontare massimo di circa €250 milioni e azioni ordinarie poste in vendita dagli attuali azionisti della Società
- Ad esito dell'Offerta, assumendo l'integrale esercizio dell'Opzione di Over Allotment, il flottante sarà compreso tra 45,6% e 48,3% del capitale sociale della Società
- L'inizio del periodo di offerta è previsto per l'1 febbraio 2023

Baranzate (MI), 31 gennaio 2023 – EuroGroup Laminations S.p.A. ("**EuroGroup Laminations**" o la "**Società**") – leader mondiale nella progettazione, produzione e distribuzione di statori e rotor per motori e generatori elettrici – comunica l'intervallo di valorizzazione delle proprie azioni ordinarie (le "**Azioni**") pari a un minimo di €5,00 e a un massimo di €6,00 per Azione (l'"**Intervallo di Prezzo**") e corrispondente a una capitalizzazione¹ dopo l'Aumento di Capitale (come di seguito definito) compresa tra €861 milioni e €983 milioni.

È previsto che l'offerta (l'"**Offerta**") abbia ad oggetto (i) fino ad un massimo di 50.000.000 di Azioni di nuova emissione (le "**Nuove Azioni**") per un ammontare massimo di circa €250 milioni, rinvenienti da un aumento di capitale con esclusione del diritto di opzione (l'"**Aumento di Capitale**"); e (ii) da un minimo di 25.555.612 Azioni esistenti a un massimo di 26.214.420 Azioni esistenti, a seconda del prezzo finale dell'Offerta, (le "**Azioni Esistenti**" e, insieme alle Nuove Azioni, le "**Azioni Offerte**") poste in vendita da parte dei seguenti azionisti della Società: (a) Euro Management Services S.p.A. ("**EMS**", la holding controllata da cinque famiglie italiane); (b) il veicolo di Tikehau Capital, Delorean Partecipazioni S.p.A., nonché i fondi di investimento di Tikehau Capital, T2 Eltif Energy Transition Fund e T2 Energy Transition Fund (congiuntamente "**Tikehau Capital**", e insieme ad EMS gli "**Azionisti Venditori**").

¹ La capitalizzazione di mercato è calcolata tenendo conto sia delle azioni ordinarie sia di quelle a voto multiplo emesse o che saranno emesse dalla Società. Per motivi normativi la capitalizzazione di mercato che sarà indicata sul sito internet di Borsa Italiana, in caso di perfezionamento della quotazione, sarà diversa.

I proventi derivanti dall’Aumento di Capitale saranno utilizzati da EuroGroup Laminations per attuare la propria strategia, in particolare per espandere la propria capacità produttiva (compresa la costruzione di nuovi stabilimenti produttivi), sviluppare nuove tecnologie, rafforzare la propria struttura patrimoniale, nonché ampliare ulteriormente la propria presenza geografica. Inoltre, se si presenterà l’opportunità, la Società intende anche perseguire opportunità di crescita per linee esterne.

In aggiunta, gli Azionisti Venditori concederanno a J.P. Morgan, in qualità di *stabilisation manager*, per conto dei Joint Global Coordinators e Joint Bookrunners (come di seguito definiti), un’opzione per l’acquisto di un massimo di 7.555.561 Azioni aggiuntive in corrispondenza del prezzo minimo (le “**Azioni di Over Allotment**”), pari a circa il 10% delle Azioni Offerte (l’“**Opzione di Over Allotment**”). Il numero finale di Azioni Offerte e delle Azioni di *Over Allotment* dipenderà dal prezzo finale dell’Offerta.

Ad esito dell’Offerta, assumendo l’integrale esercizio dell’Opzione di *Over Allotment*, il numero di Azioni complessivamente detenute dal mercato sarà compreso tra il 45,6% ed il 48,3% del capitale sociale della Società.

Il prezzo finale delle Azioni verrà determinato dalla Società e dagli Azionisti Venditori, sentiti i Joint Global Coordinators e Joint Bookrunners (come di seguito definiti) a seguito di un processo di bookbuilding, tenendo conto delle condizioni di mercato, della quantità e qualità delle manifestazioni di interesse ricevute nell’ambito dell’Offerta e di ogni altro aspetto ritenuto rilevante. Il prezzo di offerta potrà essere fissato all’interno, al di sotto o al di sopra dell’Intervallo di Prezzo e sarà reso noto mediante pubblicazione di un apposito comunicato sul sito web della Società <https://euro-group.it/> al termine del periodo di offerta, che si prevede inizierà l’1 febbraio 2023 e terminerà entro l’8 febbraio 2023. Il periodo di offerta potrà essere ridotto, prolungato o sospeso.

L’avvio dell’Offerta prodromica alla quotazione delle Azioni su Euronext Milan resta soggetto all’ottenimento delle approvazioni richieste da parte di Borsa Italiana S.p.A. e CONSOB.

L’Offerta, che verrà realizzata sulla base di un documento di offerta separato, consisterà in un collocamento di Azioni rivolto esclusivamente a certi investitori qualificati nello Spazio Economico Europeo e in altre giurisdizioni, e a investitori istituzionali esteri al di fuori degli Stati Uniti d’America ai sensi della *Regulation S* dello *United States Securities Act* del 1933, come successivamente modificato (il “**Securities Act**”), e, negli Stati Uniti d’America, ai “*Qualified Institutional Buyers*” ai sensi della Rule 144A del *Securities Act*, con esclusione di quei Paesi nei quali l’Offerta non sia consentita in assenza di autorizzazione da parte delle competenti autorità, in conformità con le leggi vigenti o di esenzioni di legge o regolamentari applicabili. Non è prevista alcuna offerta al pubblico indistinto in Italia o in qualsiasi altro Paese.

Si prevede, infine, che la Società, gli Azionisti Venditori, alcuni amministratori e principali dirigenti della Società assumano impegni di *lock-up* con i Joint Global Coordinators e Joint Bookrunners (come di seguito definiti) con riferimento alle partecipazioni dagli stessi detenute nel capitale della Società, a valere per i 6 mesi successivi all’Offerta, con alcune eccezioni in linea con la prassi di mercato.

Dati finanziari principali di EuroGroup Laminations

EuroGroup Laminations ha generato ricavi per circa €557 milioni nel 2021, con un CAGR del 26% tra il 2019 e il 2021. Nei primi nove mesi del 2022, EuroGroup Laminations ha ulteriormente incrementato i ricavi a circa €651 milioni, rafforzando la sua forte traiettoria di crescita in entrambe le sue due linee di business EV & Automotive e Industrial. La Società ha come obiettivo un CAGR dei ricavi di circa il 23%-25% nel periodo 2022-2025.

Sulla scia dell'eccellenza operativa, EuroGroup Laminations ha aumentato il margine EBITDA passando dal 7,4% nel 2019 al 10,7% nel 2021, fino all'11,8% per i nove mesi chiusi al 30 settembre 2022. L'EBITDA è cresciuto con un CAGR del 51% tra il 2019 e il 2021. La Società punta a raggiungere un CAGR dell'EBITDA di circa il 27%-29% nel periodo 2022-2025.

Con un portafoglio ordini per il segmento EV & Automotive del valore stimato di circa €5 miliardi e un'ulteriore pipeline di ordini in fase di discussione di €2,5 miliardi, la Società prevede di contribuire in modo significativo alla transizione verso i veicoli elettrici e di beneficiarne in termini di ricavi.

J.P. Morgan, BNP PARIBAS, Intesa Sanpaolo (Divisione IMI CIB) e UniCredit agiscono in qualità di *joint global coordinator* e *joint bookrunner* (i “**Joint Global Coordinators e Joint Bookrunners**”), Rothschild & Co quale advisor finanziario. UniCredit agirà inoltre in qualità di *listing agent* e Kepler Cheuvreux quale specialista ai fini della Quotazione.

Latham & Watkins agisce in qualità di advisor legale della Società, mentre Linklaters in qualità di advisor legale dei Joint Global Coordinators e Joint Bookrunners. Close to Media agisce in qualità di advisor per la comunicazione.

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A proposito di EuroGroup Laminations

EuroGroup Laminations, leader mondiale nella progettazione, produzione e distribuzione di statori e rotor per motori e generatori elettrici. Il Gruppo opera in due segmenti di attività con specifiche business units: (i) EV & AUTOMOTIVE, attivo nella progettazione e produzione del motor core (i.e., statori e rotor) per motori elettrici utilizzati per la trazione dei veicoli elettrici, oltre a un'ampia gamma di applicazioni automobilistiche non di trazione; e (ii) INDUSTRIAL, che progetta e produce prodotti utilizzati in varie applicazioni, tra cui quelle industriali, di domotica, apparecchiature HVAC, energia eolica, logistica e pompe. Con sede a Baranzate (MI), EuroGroup Laminations, ha conseguito ricavi pari a circa 557 milioni di euro nel 2021, attualmente può contare su un organico di circa 2.800 addetti, 7 stabilimenti produttivi in Italia e 5 all'estero (Messico, Stati Uniti, Cina, e Tunisia) e un portafoglio ordini per il segmento EV & AUTOMOTIVE con un valore stimato di circa 5 miliardi di euro.



STABILIZATION LEGEND

In connection with the Offering, J.P. Morgan as a stabilization manager (the “**Stabilization Manager**”) or any of its agents, on behalf of the Joint Global Coordinators and Joint Bookrunners, may (but will be under no obligation to), to the extent permitted by applicable laws and regulations, effect transactions with a view to supporting the market price of the Ordinary Shares during the stabilization period at a higher level than that which might otherwise prevail in the open market. The Stabilization Manager will not be required to enter into such transactions and such transactions may be effected on any securities market, over-the-counter market, stock exchange (including Euronext Milan) or otherwise and may be undertaken at any time during the period starting on the date on which trading in the Shares on Euronext Milan commences and ending no later than 30 calendar days thereafter. Neither the Stabilization Manager nor any of its agents will be obligated to effect stabilizing transactions, and no assurance is given that stabilizing transactions will be undertaken. Such stabilizing transactions, if commenced, may be ceased at any time without prior notice. Save as required by law or regulation, neither the Stabilization Manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilization transactions in connection with the Offering. None of the Company, the Selling Shareholders or any of the Joint Global Coordinators and Joint Bookrunners makes any representation or prediction as to the direction or the magnitude of any effect that the transactions described above may have on the price of the Shares or any other securities of the Company.

The Selling Shareholders will grant the Stabilization Manager, on behalf of the Joint Global Coordinators and Joint Bookrunners, the Over-Allotment Option, exercisable in whole or in part during a period of 30 calendar days after the date on which trading in the Shares on Euronext Milan commences to purchase up to 10% of the aggregate number of Offer Shares, solely for the purposes of covering over-allotments or short positions, and stabilization activities if any, in connection with the Offer.

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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 Shares 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 to such target market (the “Target Market Assessment”). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the 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 offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Global Coordinators and Joint Bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties. 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.

All statements other than statements of historical fact included herein are forward-looking statements. Forward-looking statements give the Company's current expectations, estimates, forecasts, and projections relating to its financial condition, results of operations, plans, objectives, future performance, and business as well as the industries in which the Company operates, as well as the beliefs and assumptions of the Company's management. Certain statements with regard to management objectives, trends in results of operations, margins, costs, return on equity, risk management and competition tend to be forward-looking in nature. These statements may include, without limitation, any statements preceded by, followed by or including words such as "target," "believe," "expect," "aim," "intend," "goal," "may," "anticipate," "estimate," "plan," "project," "seek," "will," "can have," "likely," "should," "would," "could" and other words and terms of similar meaning or the negative thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the Company's actual results, performance, or achievements to be materially different from the expected results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which it will operate in the future. Therefore, the Company's actual results may differ materially and adversely from those expressed or implied in any forward-looking statements. They are neither statements of historical fact nor guarantees of future performance. The Company therefore cautions against relying on any of these forward-looking statements.

The date of admission to trading on Euronext Milan ("Admission") may be influenced by factors such as market conditions. There is no guarantee that Admission will occur and you should not base your financial decisions on the Company's intentions in relation to Admission at this stage. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. Persons considering making such investments should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning the Offering. The value of Shares can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of the Offering for the person concerned.

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