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## **PRESS RELEASE**

### **Admission to listing approved by Borsa Italiana and filing of the application to trading of the ordinary shares of EuroGroup Laminations S.p.A. on Euronext Milan**

### **Approval by CONSOB and publication of the Listing Prospectus relating to the admission to trading on the Euronext Milan market of the Company's ordinary shares**

Baranzate (MI), 1 February 2023 – EuroGroup Laminations S.p.A. ("**EuroGroup Laminations**", the "**Company**") – a world leader in the design, production and distribution of the "motor core" (stators and rotors) for electric motors and generators – announces that on 31 January 2023 Borsa Italiana S.p.A. ("**Borsa Italiana**") approved the admission to listing of the Company's ordinary shares (the "**Shares**") on Euronext Milan, a regulated market organised and managed by Borsa Italiana ("**Euronext Milan**"). Moreover, the Company filed a request for admission to trading on Euronext Milan.

Furthermore, EuroGroup Laminations announces that the National Commission for Companies and the Stock Exchange ("**CONSOB**") approved the listing prospectus (the "**Prospectus**") relating to the admission to listing of the Shares on Euronext Milan.

The Prospectus has been published in accordance with applicable regulations and made available at the Company's registered office, located at Via Stella Rosa no. 48, 20021 - Baranzate (MI), as well as on the Company's website ([www.euro-group.it](http://www.euro-group.it)).

The offering (the "**Offering**") consists of (i) an offering of newly issued Shares by the Company (the "**New Shares**") for a maximum amount of €250 million resulting from a capital increase with the exclusion of pre-emptive rights (the "**Capital Increase**"); and (ii) an offering of up to 26,214,420 existing Shares (the "**Existing Shares**" and, together with the New Shares, the "**Offer Shares**") offered for sale by the following shareholders of the Company: (a) Euro Management Services S.p.A. ("**EMS**", the holding company owned by five Italian families); (b) the vehicle of Tikehau Capital, Delorean Partecipazioni S.p.A., as well as the investment funds of Tikehau Capital, T2 Eltif Energy Transition Fund and T2 Energy Transition Fund (together "**Tikehau Capital**", and together with EMS the "**Selling Shareholders**").

The Selling Shareholders will grant J.P. Morgan, as stabilization manager, on behalf of the Joint Global Coordinators and Joint Bookrunners (as defined below), an option to purchase up to 7,555,561 additional Shares at the offer price (the "**Over-allotment**").

Shares"), equal to approximately 10% of the aggregate number of Offer Shares (the "Over-allotment Option"). The final number of Offer Shares and Over-allotment Shares will depend on the final offer price.

J.P. Morgan, BNP PARIBAS, Intesa Sanpaolo (Divisione IMI CIB) and UniCredit are acting as joint global coordinators and joint bookrunners (the "Joint Global Coordinators and Joint Bookrunners"), Rothschild & Co as Financial Advisor. UniCredit is also acting as Listing Agent and Kepler Cheuvreux as Specialist for the purposes of the listing.

Latham & Watkins is acting as legal advisor to the Company, while Linklaters is acting as legal advisor to the Joint Global Coordinators and Joint Bookrunners. Close to Media is acting as communication advisor.

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### **About EuroGroup Laminations**

*EuroGroup Laminations is a world leader in the design, production and distribution of the motor core (stators and rotors) for electric motors and generators. The Group's business is organized along two segments: (i) EV & AUTOMOTIVE, which designs and produces the motor core of electric motors used in electric vehicles traction, as well as a wide range of non-traction automotive applications; and (ii) INDUSTRIAL, which designs and produces products used in various applications including, among others, industrial applications, home automation, HVAC equipment, wind energy, logistics and pumps. With headquarters in Baranzate (MI), EuroGroup Laminations recorded revenues for approximately Euro 557 million in 2021, it can currently count on a workforce of approximately 2,800 employees, 7 production plants in Italy and 5 abroad (Mexico, United States, China, and Tunisia) and an Order Book for the EV & AUTOMOTIVE segment with an estimated value of approximately €5 billion.*

### 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.

#### DISCLAIMER

This communication is not for distribution, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia), Canada, Australia and Japan (or in any other jurisdiction where it is unlawful to do so). This communication does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or in any other state or jurisdiction in which such offer, solicitation, or sale is unlawful. The securities mentioned herein are being offered in the United States only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the "Securities Act") or another exemption from the registration requirements of Section 5 of the Securities Act, and outside the United States in offshore transactions in reliance on Regulation S under the Securities Act. The Shares herein have not been and will not be registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration. There will be no public offer of securities in the United States, Canada and Japan or in any other jurisdiction where it is unlawful to do so.

In the United Kingdom, this announcement is only being distributed to, and is only directed at, and any investment or investment activity to which this announcement relates is available only to, and will be engaged in only with, "qualified investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 who are also (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); or ii) persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Order, (iii) persons who are outside the United Kingdom; or (iv) to whom it may otherwise be lawfully communicated (all such persons together being referred to as "relevant persons"). Persons who are not relevant persons in the United Kingdom should not take any action on the basis of this announcement and should not act or rely on it.

This document is an announcement and is not a prospectus for the purposes of the Prospectus Regulation. A prospectus prepared pursuant to Regulation (EU) 2017/1129 (the "Prospectus Regulation") Commission Delegated Regulation (EU) 2019/980, and the Commission Delegated Regulation (EU) 2019/979 will be published and made available in connection with the listing. Investors should not subscribe to any securities

referred to in this document except based on information contained in the prospectus which includes detailed information regarding the Company and the risks involved in investing in the securities. In any EEA Member State, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Regulation. The distribution of this document in certain countries may constitute a breach of applicable law. The information contained in this document does not constitute an offer of securities for sale in Canada, Australia, or Japan.

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.

No representation or warranty, express or implied, is made by any of the banks acting as joint global coordinators or joint bookrunners in the context of the Offering (the "Joint Global Coordinators and Joint Bookrunners"), or any of their respective affiliates, directors, officers, employees, advisers or agents as to the accuracy or completeness or verification of the information contained in this announcement (or whether any information has been omitted therefrom), and nothing contained herein is, or shall be relied upon as, a promise or representation by the Joint Global Coordinators and Joint Bookrunners in this respect, whether as to the past or future. The information in this announcement is subject to change. None of the Joint Global Coordinators and Joint Bookrunners assumes any responsibility for its accuracy, completeness, or verification and accordingly the Joint Global Coordinators and Joint Bookrunners disclaim, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this announcement or any such statement. The Joint Global Coordinators and Joint Bookrunners are each acting exclusively for the Company and/or the Selling Shareholders and for no-one else in connection with any transaction mentioned in this announcement and will not regard any other person (whether or not a recipient of this announcement) as a client in relation to any such transaction and will not be responsible to any other person for providing the protections afforded to their respective clients, or for advising any such person on the contents of this announcement or in connection with any transaction referred to in this announcement. In connection with the Offering, the Joint Global Coordinators and Joint Bookrunners and any of their affiliates may take up a portion of the shares in the Offering as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such shares and other securities of the Company or related investments in connection with the Offering or otherwise. Accordingly, references in the prospectus, once published, to the shares being issued, offered, subscribed, acquired, placed, or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Joint Global Coordinators and Joint Bookrunners and any of their affiliates acting in such capacity. In addition, the Joint Global Coordinators and Joint Bookrunners and any of their affiliates may enter financing arrangements (including swaps, warrants or contracts for



differences) with investors in connection with which the Joint Global Coordinators and Joint Bookrunners and any of their affiliates may from time to time acquire, hold or dispose of shares. The Joint Global Coordinators and Joint Bookrunners do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.