



Comunicato diffuso da The Italian Sea Group S.p.A. per conto di GC Holding S.p.A.

COMUNICATO STAMPA

IL PRESENTE COMUNICATO NON È DESTINATO, IN TUTTO O IN PARTE, ALLA PUBBLICAZIONE, DISTRIBUZIONE O CIRCOLAZIONE, DIRETTA O INDIRETTA, NEGLI O DAGLI STATI UNITI D'AMERICA, CANADA, AUSTRALIA, GIAPPONE, SUD AFRICA O IN QUALSIASI ALTRO PAESE IN CUI TALE PUBBLICAZIONE, DISTRIBUZIONE O CIRCOLAZIONE POSSA COSTITUIRE UNA VIOLAZIONE DELLE NORMATIVE IVI APPLICABILI.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, INTO THE U.S., CANADA, SOUTH AFRICA, AUSTRALIA, JAPAN OR ANY OTHER JURISDICTION IN WHICH OFFERS OR SALES WOULD BE PROHIBITED BY APPLICABLE LAW.

GC Holding S.p.A. ha completato la cessione di complessive n. 4.602.000 azioni ordinarie di The Italian Sea Group S.p.A. al prezzo di Euro 10,10 per azione

Marina di Carrara, 27 marzo 2024

Facendo seguito al comunicato stampa diffuso in data 26 marzo 2024, GC Holding S.p.A. (“**GC Holding**”) rende noto di aver completato con successo la cessione di complessive n. 4.602.000 azioni ordinarie The Italian Sea Group S.p.A. (“**TISG**” o l’“**Emittente**”), corrispondenti all’8,7% circa del capitale sociale dell’Emittente, ad un prezzo di Euro 10,10 per azione, per un controvalore complessivo pari a Euro 46.480.200 (l’“**Operazione**”).

A seguito del completamento dell’Operazione, GC Holding detiene complessivamente n. 28.410.000 azioni ordinarie di TISG, pari al 53,60% circa del capitale sociale della stessa.

L’Operazione è stata effettuata tramite una procedura di *accelerated bookbuilding* riservata ad investitori qualificati in Italia ed istituzionali all’estero. Il regolamento dell’Operazione (*i.e.* consegna delle azioni e pagamento del corrispettivo) avverrà in data 2 aprile 2024.

L’incremento del flottante conseguente all’Operazione realizza i requisiti di diffusione delle azioni necessari affinché la Società possa richiedere l’adesione al segmento STAR del mercato Euronext Milan. Intermonte ha agito in qualità di *Sole Bookrunner* per l’Operazione e Meti Corporate Finance ha agito in qualità di Advisor Finanziario. Gianni & Origoni ha agito in qualità di consulente legale italiano di GC Holding.

GC HOLDING S.p.A.
With sole shareholder

Headquarters - Facilities
Viale Cristoforo Colombo, 4BIS
54033 Marina Di Carrara (MS) - Italy
Tel. +39 0585 5062
Fax +39 0585 506250

Share Capital € 58.823,53 f.p.
Massa | Carrara Business Register
REA MS 134458
VAT no. 03292890963

GC HOLDING

Nell'ambito dell'Operazione e coerentemente con la prassi di mercato per collocamenti di questa natura, GC Holding ha assunto nei confronti del *Sole Bookrunner* un impegno di *lock-up* per un periodo di 90 giorni, relativamente alle azioni della Società di sua proprietà al termine dell'Operazione, salvo consenso espresso di Intermonte. Per ulteriori informazioni si rinvia al comunicato stampa con cui è stato annunciato l'avvio dell'operazione.

Disclaimer

This announcement is not for publication, distribution or release, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the United States of America and the District of Columbia), Canada, South Africa, Australia or Japan or any other jurisdiction where such an announcement would be unlawful. The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession this document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States without registration thereunder or pursuant to an available exemption therefrom. Neither this document nor the information contained herein constitutes or forms part of an offer to sell, or the solicitation of an offer to buy, securities in the United States. There will be no public offer of any securities in the United States or in any other jurisdiction. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the issuer or the selling security holder and that will contain detailed information about the company and management, as well as financial statements.

Pursuant to the Prospectus Regulation, in member states (each, a "Relevant Member State") of the European Economic Area ("EEA"), this announcement and any offer if made subsequently is directed exclusively at persons who are "qualified investors" within the meaning of the Prospectus Regulation ("Qualified Investors"). For these purposes, the expression "Prospectus Regulation" means Regulation (EU) 2017/1129 and includes any relevant implementing measure in the Relevant Member State. In the United Kingdom this announcement is directed exclusively at persons who are "qualified investors" (as defined in the Prospectus Regulation as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018) who are (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"), (ii) persons referred to in Article 49(2) (a) to (d) of the Order (high net worth entities, non-registered associations, etc.) and (iii) other persons to whom this document may be lawfully communicated or caused to be communicated; any other persons in the United Kingdom should not take any action on the basis of this announcement and should not act on or rely on it.

This announcement is not an offer of securities or investments for sale nor a solicitation of an offer to buy securities or investments in any jurisdiction where such offer or solicitation would be unlawful. No action has been taken that would permit an offering of the securities or possession or distribution of this announcement in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.

No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by Intermonte SIM S.p.A. (the "Sole

GC HOLDING S.p.A.
With sole shareholder

Headquarters - Facilities
Viale Cristoforo Colombo, 4BIS
54033 Marina Di Carrara (MS) - Italy
Tel. +39 0585 5062
Fax +39 0585 506250

Share Capital € 58.823,53 f.p.
Massa | Carrara Business Register
REA MS 134458
VAT no. 03292890963

GC HOLDING

Bookrunner”) or by any of its affiliates or agents as to, or in relation to, the accuracy or completeness of this announcement or any other written or oral information made available to or publicly available to any interested party or its advisers, and any liability therefore is expressly disclaimed.

In connection with the offering of the shares of The Italian Sea Group S.p.A. (the “Shares”), the Sole Bookrunner and any of its affiliates acting as an investor for their own account may take up as a proprietary position any Shares and in that capacity may retain, purchase or sell for their own account such Shares. In addition the Sole Bookrunner or its affiliates may enter into financing arrangements and swaps with investors in connection with which the Sole Bookrunner (or its affiliates) may from time to time acquire, hold or dispose of Shares. The Sole Bookrunner does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. This announcement does not purport to identify or suggest the risks (direct or indirect) which may be associated with an investment in the Shares.

Any investment decision in connection with the Shares must be made solely on the basis of all publicly available information relating to the Shares (which has not been independently verified by the Sole Bookrunner).

The Sole Bookrunner is acting on behalf of the Seller and no one else in connection with any offering of the Shares and will not be responsible to any other person for providing the protections afforded to clients of the Sole Bookrunner nor for providing advice in relation to any offering of the Shares.

This communication and any subsequent offer of securities may be restricted by law in certain jurisdictions and persons receiving this communication or any subsequent offer should inform themselves about and observe any such restriction and must not under any circumstances forward this communication to any other person. Failure to comply with such restrictions may violate securities laws of any such jurisdiction.

GC HOLDING S.p.A.
With sole shareholder

Headquarters - Facilities
Viale Cristoforo Colombo, 4BIS
54033 Marina Di Carrara (MS) - Italy
Tel. +39 0585 5062
Fax +39 0585 506250

Share Capital € 58.823,53 f.p.
Massa | Carrara Business Register
REA MS 134458
VAT no. 03292890963