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## ITALIAN DESIGN BRANDS S.P.A. FISSA IL PREZZO A CUI VERRANNO OFFERTE LE AZIONI ORDINARIE IN IPO A €10,88 PER AZIONE

- Italian Design Brands fissa il prezzo a cui verranno offerte le azioni ordinarie in IPO a €10,88 per azione, corrispondente ad una capitalizzazione di mercato post Offerta di €293 milioni.
- L'Offerta funzionale alla costituzione del flottante per la quotazione, soggetta all'ottenimento delle approvazioni richieste da parte di Borsa Italiana S.p.A. e CONSOB, è prevista entro la metà del mese di maggio.

*Milano, 2 maggio 2023* – Italian Design Brands S.p.A. (“IDB” o la “Società” e, congiuntamente alle sue controllate, il “Gruppo”), polo italiano dell’arredo e del design di alta qualità, annuncia il prezzo unitario a cui verranno offerte le proprie azioni ordinarie (le “Azioni”) in IPO a €10,88 (il “Prezzo di Offerta”) e corrispondente a una capitalizzazione dopo gli Aumenti di Capitale (come di seguito definiti) di €293 milioni.

Alla determinazione del Prezzo di Offerta, che attribuisce alla Società un valore del capitale economico (c.d. equity value) prima degli Aumenti di Capitale (come di seguito definiti) pari a €220 milioni, si è pervenuti considerando i risultati e le prospettive di sviluppo della Società e del Gruppo nell’esercizio in corso e in quelli successivi, tenuto conto: (i) delle condizioni di mercato, (ii) delle risultanze dell’attività di investor education effettuata presso Investitori Istituzionali; e (iii) del valore del capitale economico della Società concordato dalle parti nell’ambito dell’Accordo di Investimento con Tamburi Investment Partners S.p.A..

È previsto che l'offerta ("Offerta") abbia ad oggetto 6.433.823 Azioni della Società di nuova emissione per un controvalore, comprensivo dell'eventuale sovrapprezzo, di circa €70 milioni rivenienti da un aumento di capitale sociale con esclusione del diritto di opzione ("Aumento di Capitale di Mercato"). È, inoltre, prevista l'emissione di 275.735 azioni ordinarie della Società di nuova emissione nel contesto di un aumento di capitale riservato ad alcuni azionisti / imprenditori di talune società controllate dall'Emittente che hanno assunto un impegno di acquisto al Prezzo di Offerta ("Aumento di Capitale Riservato" e, congiuntamente all'Aumento di Capitale di Mercato, gli "Aumenti di Capitale").

È inoltre prevista la concessione da parte di azionisti della Società ai Joint Global Coordinators (come di seguito definiti) dell'opzione greenshoe per massime n. 965.074 azioni, pari a circa 15% del numero massimo di azioni oggetto dell'Offerta. In caso di integrale esecuzione dell'Aumento di Capitale di Mercato e di esercizio integrale dell'opzione greenshoe, l'Offerta avrà ad oggetto complessivamente n. 7.398.897 azioni della Società, corrispondenti al 27,5% circa del capitale sociale a seguito degli Aumenti di Capitale.

I proventi derivanti dall'Aumento di Capitale di Mercato saranno utilizzati dalla Società, tra l'altro, per supportare l'attuazione dei propri obiettivi strategici.

L'Offerta sarà riservata esclusivamente a investitori qualificati negli stati membri dello Spazio Economico Europeo e nel Regno Unito 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, limitatamente ai "Qualified Institutional Buyers", come definiti nella e ai sensi della Rule 144A del Securities Act, ad esclusione di quei Paesi in cui l'offerta non è consentita in assenza di specifica autorizzazione da parte delle competenti autorità, in conformità alle leggi vigenti, o di esenzioni di legge o regolamenti applicabili. Non è prevista alcuna offerta al pubblico indistinto in Italia e/o in qualsiasi altro Paese.

L'avvio dell'Offerta resta soggetto all'ottenimento delle approvazioni richieste da parte di Borsa Italiana S.p.A. e CONSOB.

Si prevede, inoltre, l'assunzione degli usuali impegni di *lock-up* nei confronti dei Joint Global Coordinators (come di seguito definiti), efficaci per un periodo di tempo predeterminato dopo l'Offerta, in linea con la prassi di mercato e soggetti alle consuete eccezioni e possibilità di rinuncia da parte dei Joint Global Coordinators (come di seguito definiti).

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Nell'ambito dell'Offerta, **Citigroup** ed **Equita** agiranno in qualità di *joint global coordinator* e *joint bookrunner* (i "**Joint Global Coordinators**"). Equita agisce inoltre in qualità di *Listing Agent* ai fini della quotazione.

#### **ITALIAN DESIGN BRANDS (IDB)**

Italian Design Brands S.p.A. (IDB) nasce nel 2015 per promuovere un polo del design italiano di alta qualità su iniziativa di Private Equity Partners - di Fabio Sattin e Giovanni Campolo -, Paolo Colonna, Giovanni e Michele Gervasoni, supportati da un gruppo selezionato di investitori privati di alto livello. Nel settembre 2015 ha aderito al progetto Giorgio Gobbi, manager di solida esperienza in aziende multinazionali e nell'ambito dell'arredo e del design, oggi Managing Director di IDB. A maggio 2020 si è unito al Gruppo Andrea Sasso, manager di grande esperienza sviluppata in gran parte come top manager e CEO di società quotate, Presidente e CEO di IDB. La società ha rapidamente intrapreso un percorso di crescita che ha visto importanti realtà del settore del design aderire al progetto. Ad oggi il Gruppo conta dieci società, ciascuna con una propria precisa identità: Gervasoni (2015), che realizza soluzioni di arredo attraverso l'omonimo marchio ed il brand Very Wood, Meridiani (2016), azienda specializzata nella creazione di raffinati arredi contemporanei e versatili, Cenacchi International (2017), operante nel mondo contract per il settore del lusso, Davide Groppi (2018) che inventa e produce lampade e progetti di luce, Saba Italia (2018), azienda di arredamento di design di alta fascia,

Modar (2019), azienda specializzata in progetti di arredamento in ambito contract, Flexalighting (2020), che progetta e produce sistemi di illuminazione a LED per interni ed esterni, Axolight (2021), specializzata nella progettazione e produzione di lampade di design made in Italy, Gamma Arredamenti (2022), che produce imbottiti e complementi di arredo prevalentemente in pelle e Cubo Design (2022), società di cucine componibili e sistemi che opera attraverso i marchi Binova e Miton Cucine.

## **Contatti**

Ufficio Stampa

### **Ad Hoc Communication Advisors**

Tel: +39 02.7606741

Giorgio Zambelletti [giorgio.zambelletti@ahca.it](mailto:giorgio.zambelletti@ahca.it)

Alessandra Nava [alessandra.nava@ahca.it](mailto:alessandra.nava@ahca.it) – +39 342 5202745

Valentina Zanotto [valentina.zanotto@ahca.it](mailto:valentina.zanotto@ahca.it) – +39 335 1415575

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This announcement is only addressed to and is only directed at persons in Relevant States who are “qualified investors” (“**Qualified Investors**”) within the meaning of Article 2(e) of the Prospectus Regulation and, with respect to the United Kingdom, as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018. In the United Kingdom, this announcement is being distributed to, and is only directed at, Qualified Investors (i) who have professional experience in matters relating to investments falling within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**FPO**”), (ii) who fall within Article 49(2)(a) to (d) of the FPO or (iii) to whom it may otherwise lawfully be communicated (all such persons in (i) and (ii) above being together referred to as “**Relevant Persons**”). This announcement and information contained herein must not be acted on or relied upon (a) in the United Kingdom, by persons who are not Relevant Persons, and (b) in any Relevant State other than the United Kingdom, by persons who are not Qualified Investors. Any investment or investment activity to which this announcement relates is available only to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this document or any of its contents.

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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 (as defined below) 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.

Solely for the purposes of the product governance requirements contained within: (a) Regulation (EU) 600/2014 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (“**U.K. MiFIR**”); and (b) the FCA Handbook Product Intervention and Product Governance Sourcebook, (together, the “**U.K. MiFIR Product Governance Rules**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of U.K. MiFIR) may otherwise have with respect thereto, the Offer Shares have been subject to a product approval process, which has determined that the Offer Shares are: (a) compatible with an end target market of retail investors and investors who meet the criteria of eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in U.K. MiFIR; and (b) eligible for distribution through all distribution channels as are permitted by U.K. MiFIR (the “**U.K. Target Market Assessment**”). Notwithstanding the U.K. Target Market Assessment, distributors should note that: the price of the Offer Shares may decline and investors could lose all or part of their investment; the Offer Shares offer no guaranteed income and no capital protection; and an investment in the Offer 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 U.K. Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the U.K. Target Market Assessment, the Joint Global Coordinators (as defined below) will only procure investors who meet the criteria of professional clients and eligible counterparties for the purposes of the U.K. MiFIR Product Governance Rules. For the avoidance of doubt, the U.K. Target Market Assessment does not constitute: (i) an assessment of suitability or appropriateness for the purposes of the U.K. MiFIR Product Governance Rules; or (ii) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Offer Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Offer Shares and determining appropriate distribution channels.

This press release contains statements that are, or may be deemed to be “forward-looking statement”, projections, objectives, estimates and forecasts reflecting management's current views with respect to certain future events. Forward-looking statements, projections, objectives, estimates and forecasts are generally identifiable by the use of the words “may”, “will”, “should”, “plan”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “goal”, or “target” or the negative of these words or other variations on these words or comparable terminology. These forward-looking statements include, but are not limited to, all statements other than statements of historical facts, including, without limitation, those

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