

July 1, 2020

NOTICE TO HOLDERS

Marcolin S.p.A. announces the closing of €50.0 million New Term Loan and of €25.0 million Shareholder Loan

Marcolin S.p.A. (the “Borrower”, the “Company”) announces that on June 30, 2020 it closed a new term loan facility of €50m (the “New Term Loan”) provided by UniCredit S.p.A., Banco BPM S.p.A., Deutsche Bank S.p.A. and Credit Suisse AG, Milan Branch (the “Lenders”) and with UniCredit S.p.A. as SACE coordinator.

The Borrower will use the proceeds from the New Term Loan to fund cost of personnel, new investments and working capital needs in respect of plants and activities located in Italy. The New Term Loan provides for (i) a maturity of five years, (ii) a 24-month grace period (*preammortamento*) and an amortization payments schedule consisting of 12 quarterly instalments, commencing on 30 September 2022 and ending on 30 June 2025, (iii) an interest rate equal to EURIBOR (with zero floor) plus a margin equal to 3.50%; and (iv) certain mandatory prepayment events providing, among others, that (a) if the Borrower’s existing Senior Secured Floating Rate Notes due 2023 are not redeemed in full on or prior to 31 December 2022, the New Term Loan shall become immediately due and payable, and (b) upon occurrence of certain events or circumstances regarding, *inter alia*, the validity, enforceability or lawfulness of the guarantee issued by SACE S.p.A. and referred to below, the New Term Loan shall become immediately due and payable. Furthermore, the New Term Loan is secured on a *pari-passu* basis with the Borrower’s existing Senior Secured Floating Rate Notes due 2023 (the “Existing Notes”).

The New Term Loan benefits from a guarantee of 90% of the amount of the New Term Loan issued by SACE S.p.A. pursuant to the Liquidity Decree adopted on April 8th, 2020 (as subsequently converted into law) by the Italian government in the context of the extraordinary urgent measures promoted in order to deal with the economic and social impact of the Covid-19 outbreak.

As part of the liquidity support measures being currently implemented, 3Cime S.p.A., the majority shareholder of Marcolin S.p.A., provided the Company with a €25m subordinated shareholder loan (the “Shareholder Loan”) maturing in December 2025 at 6.00% interest which is payable at maturity.

We believe that both the New Term Loan and the Shareholder Loan will significantly support the Company’s efforts to absorb the impact of the Covid-19 crisis alongside the various profit protection measures implemented over the recent months, as well as provide for a further precautionary liquidity buffer given the uncertainty regarding the adverse impact of the Covid-19 crisis on our industry.

Notice

This announcement constitutes a public disclosure of inside information by the Group under Regulation (EU) 596/2014 (16 April 2014).

Cautionary Notice Regarding Forward Looking Statements

This announcement contains statements reflecting assumptions, expectations, projections, intentions or beliefs about future events that are intended as “forward-looking statements,” particularly those statements concerning expectations regarding the use of proceeds from the New Term Loan and the Shareholder Loan. A number of risks and uncertainties could cause our actual results to differ materially from current projections, forecasts, estimates and expectations relating to us. Any or all of these forward-looking statements may turn out to be wrong. They can be affected by inaccurate assumptions or by known or unknown risks, uncertainties and other factors, many of which are beyond our control.