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COMUNICATO STAMPA

INTERCOS:

FISSATO L'INTERVALLO DI VALORIZZAZIONE INDICATIVA DELLE AZIONI TRA UN PREZZO MINIMO DI EURO 12,00 E UN PREZZO MASSIMO DI EURO 14,50 PER AZIONE

BORSA ITALIANA APPROVA L'AMMISSIONE A QUOTAZIONE SUL MERCATO TELEMATICO AZIONARIO DELLE AZIONI DI INTERCOS

CONSOB APPROVA IL PROSPETTO AI FINI DELLA QUOTAZIONE

OFFERTA DAL 21 AL 28 OTTOBRE 2021

Agrate Brianza (MB), 20 ottobre 2021 - Intercos S.p.A. ("Intercos" o la "Società") comunica che, in data odierna, ha depositato la domanda di ammissione alle negoziazioni delle proprie azioni ordinarie (le "Azioni") sul Mercato Telematico Azionario ("MTA") organizzato e gestito da Borsa Italiana S.p.A. ("Borsa Italiana") dopo aver ricevuto il provvedimento di ammissione a quotazione (la "Quotazione") delle Azioni sul MTA. In data odierna, la Commissione Nazionale per le Società e la Borsa ("CONSOB") ha approvato il documento di registrazione, la nota informativa relativa agli strumenti finanziari e la nota di sintesi che congiuntamente costituiscono il prospetto (il "Prospetto").

La Società comunica inoltre di aver individuato l'intervallo di valorizzazione indicativa delle Azioni nell'ambito del collocamento istituzionale (l'"Offerta") finalizzato all'ammissione alle negoziazioni delle Azioni della Società sul MTA. L'Offerta è riservata ad investitori qualificati nello Spazio Economico Europeo e nel Regno Unito e investitori istituzionali esteri al di fuori degli Stati Uniti d'America ai sensi della Regulation S del United States Securities Act del 1933, come modificato (il "Securities Act"), e, negli Stati Uniti d'America, limitatamente ai "Qualified Institutional Buyers" come definiti e ai sensi della Rule 144A del Securities Act, o ai sensi di un'altra esenzione dai requisiti di registrazione del Securities Act. L'Offerta non viene effettuata in nessun Paese in cui l'Offerta non sia consentita in assenza di specifica autorizzazione da parte delle competenti autorità, in conformità con le leggi vigenti, o di esenzioni di legge o regolamentari applicabili.

L'intervallo di valorizzazione indicativa del capitale economico della Società, ante Aumento di Capitale (come di seguito definito), è compreso tra **Euro 1.107 milioni ed Euro 1.338 milioni**, pari ad un prezzo minimo di **Euro 12,00** per azione ed un prezzo massimo di **Euro 14,50** per azione.

È previsto che l'Offerta sarà composta da: (i) 3,5 milioni di azioni ordinarie di nuova emissione della Società (le "Nuove Azioni") rivenienti da un aumento di capitale con esclusione del diritto di opzione (l'"Aumento di Capitale") e (ii) 21,9 milioni di Azioni, la maggior parte delle quali sarà offerta in vendita da CP7 Beauty LuxCo S.à r.l., una società controllata da L Catterton, e da The Innovation Trust, una società controllata da Ontario Teachers' Pension Plan Board, e le quali includono altresì le azioni offerte da Dafe 3000 e Dafe 4000, due società controllate da Dario Ferrari, (complessivamente, gli "Azionisti Venditori") nonché dalla Società per conto dell'Amministratore Delegato Renato Semerari. Si prevede che il Signor Ferrari manterrà il controllo della Società a seguito dell'Offerta, anche attraverso l'adozione di un meccanismo di voto maggiorato.

Nell'ambito dell'Offerta gli Azionisti Venditori hanno concesso un'opzione c.d. *greenhoe* (la "Greenhoe") in favore dei joint global coordinators, per l'acquisto, al prezzo di offerta, fino a circa 2,6 milioni di Azioni, corrispondenti a circa il 10% delle Azioni collocate nell'ambito dell'Offerta.

Ad esito dell'Offerta, assumendo l'integrale esercizio dell'opzione Greenshoe, il numero di Azioni complessivamente detenute dal mercato ammonterà a circa il 29% del capitale sociale dell'Emittente.

In linea con la prassi di mercato, a seguito del completamento dell'Offerta, si prevede altresì che ciascuno della Società, degli Azionisti Venditori, di alcuni amministratori ed esponenti chiave del management della Società assumeranno impegni di *lock-up* con riferimento alle partecipazioni dagli stessi detenute nel capitale della Società, a valere per un periodo di 180 giorni successivo all'Offerta.

I proventi netti derivanti dall'Aumento di Capitale saranno utilizzati dalla Società per perseguire le proprie iniziative strategiche.

Si prevede che il periodo di Offerta inizierà in data 21 ottobre 2021 ed è previsto termini il 28 ottobre 2021, salvo proroga o chiusura anticipata. La data di avvio delle negoziazioni delle Azioni prevista è il 2 novembre 2021, salvo proroga o chiusura anticipata.

Il Prospetto sarà pubblicato ai sensi della disciplina applicabile e sarà reso disponibile presso la sede legale della Società in Milan, Piazza Generale Armando Diaz, 1 nonché sul sito internet www.intercos-investor.com.

Nell'ambito dell'Offerta, **BNP Paribas**, **Morgan Stanley**, **UBS** e **Jefferies** agiscono in qualità di *joint global coordinators*. **BNP Paribas** agisce anche in qualità di Sponsor a fini dell'ammissione a quotazione delle Azioni. **Rothschild & Co** agisce in qualità di *advisor* finanziario della Società, mentre **Cornelli Gabelli e Associati** è l'*advisor* finanziario dell'azionista di controllo.

Gli *advisor* legali incaricati dalla Società sono **White & Case**, **Maisto e Associati**, **Studio Legale Giliberti Triscornia e Associati** mentre **Linklaters** agisce in qualità di *advisor* legale per i *joint global coordinators*.

Si comunica che Intercos S.p.A. aderirà al regime di semplificazione previsto dagli artt. 70, comma 8 e 71, comma 1-bis, del Regolamento CONSOB in materia di emittenti n. 11971/1999, come successivamente modificato, avvalendosi, pertanto, della facoltà di derogare agli obblighi di pubblicazione dei documenti informativi previsti dagli artt. 70, comma 6 e 71, comma 1 del citato Regolamento in occasione di operazioni significative di fusione, scissione, aumenti di capitale mediante conferimento di beni in natura, acquisizioni e cessioni.

Intercos Group

Intercos è uno dei principali operatori *business to business* a livello globale nella creazione, produzione e commercializzazione di prodotti cosmetici (*make-up*) e per il trattamento della pelle (*skin-care*) oltre che per il trattamento dei capelli e del corpo (*hair&body*), destinati ai principali marchi nazionali e internazionali, ai marchi emergenti, nonché ai retailer attivi nel mercato della cosmesi e, più in generale, del *beauty*. Fondato nel 1972 da Dario Ferrari, Intercos annovera tra i suoi maggiori clienti i principali marchi dell'industria cosmetica, può contare su un organico di circa 5.200 risorse, 11 centri di ricerca, 15 stabilimenti produttivi e 15 uffici commerciali dislocati in tre continenti. Intercos da quasi 50 anni interpreta la bellezza, creando prodotti cosmetici e ponendosi quale trend setter in grado di prevedere, anticipare e influenzare le nuove tendenze del mondo della cosmesi, soddisfacendo così le richieste di tutte le tipologie di clienti con prodotti per tutte le fasce di prezzo.

Media Relation

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DISCLAIMER

This document is an announcement and not a prospectus for the purposes of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”), and as such does not constitute an offer to sell or the solicitation of an offer to purchase securities of Intercos S.p.A. (the “**Company**”). A prospectus prepared pursuant to the Prospectus Regulation, Commission Delegated Regulation (EU) 2019/980, the Commission Delegated Regulation (EU) 2019/979 (the “**Delegated Regulations**”), Legislative Decree n. 58/1998 of 24 February 1998, as subsequently amended (the “**Consolidated Financial Law**”) and Regulation adopted by CONSOB with Resolution no. 11971 of 14 May 1999, as subsequently amended (the “**Issuers’ Regulation**”), has been approved by Consob and will be made available in accordance with the requirements of the Prospectus Regulation, the Delegated Regulations, the Consolidated Financial Law and the Issuers’ Regulation. Any offer of securities to the public that may be deemed to be made pursuant to this communication in any EU Member State is addressed solely to qualified investors (within the meaning of Article 2(1)(e) of the Prospectus Regulation) in that Member State.

This announcement does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for any shares or any other securities, nor shall it (or any part of it) or the fact of its distribution form the basis of, or be relied on in connection with, any contract therefor. The Offering and the distribution of this announcement and other information in connection with the Offering in certain jurisdictions may be restricted by law and persons into whose possession this announcement or any document or other information referred to herein comes should inform themselves about, and observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of the laws of any such jurisdiction.

The communication is directed only at persons (A) in member states of the European Economic Area (“EEA”) who are “qualified investors” (“**Qualified Investors**”) within the meaning of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, as amended and supplemented (the “**Prospectus Regulation**”) or (B) in the United Kingdom who (i) are “qualified investors” within the meaning of Article 2 of the Prospectus Regulation as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “EUWA”) (the “UK Prospectus Regulation”); and (ii)(z) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”) (ii)(y) falling within Article 49(2)(a) to (d) of the Order (and only where the conditions contained in those Articles have been, or will at the relevant time be, satisfied) (all such persons referred to in (B) being “Relevant Persons”). The Information must not be acted on or relied on (i) in the United Kingdom, by persons who are not Relevant Persons, and (ii) in any member state of the European Economic Area, by persons who are not Qualified Investors. Any investment or investment activity to which the Information relates is available only to or will be engaged in only with, (i) Relevant Persons in the United Kingdom, and (ii) Qualified Investors in any member state of the European Economic Area. Any investment activity to which this communication relates will only be available to and will only be engaged in with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

Neither this announcement, nor any copy of it may be taken, transmitted or distributed, directly or indirectly, into Australia, Canada, Japan, or to any persons in any of those jurisdictions or any other jurisdictions where to do so would constitute a violation of the laws of such jurisdiction. The securities referred to herein have not been and will not be qualified under the applicable securities laws of Australia, Canada, Japan and, subject to certain exceptions, may not be offered or sold within Australia, Canada, Japan or to any resident or citizen of Australia, Canada, Japan.

This announcement does not constitute an offer for sale of, or a solicitation of an offer to purchase or subscribe for, any securities in the United States. No securities of the Company have been registered under the U.S. Securities Act of 1933, as amended, and the Company does not intend to register any of the securities in the United States or to conduct a public offering of the securities in the United States. There will be no public offering of the securities in the United States or elsewhere.

This announcement does not constitute a recommendation concerning the Offering or the shares of the Company. The price and value of securities can go down as well as up. Past performance is not a guide to future performance. Information in this announcement or any of the documents relating to the Offering cannot be relied upon as a guide to future performance. Potential investors should consult, to the extent they deem necessary, a professional investment, business, tax, and/or legal advisor as to the suitability of the Offering for the person concerned.

Any purchase of shares of the Company in the proposed Offering should be made solely on the basis of the information contained in the offering documents and the prospectus approved by Consob for the purposes of the admission to trading on the MTA. The approval of the prospectus by Consob shall not constitute an evaluation of the economic and financial soundness of the transaction and the quality or solvency of the Company. No reliance may or should be placed by any person for any purpose whatsoever on the information contained in this announcement or on its completeness, accuracy or fairness. The information in this announcement is subject to change.

Certain figures contained in this document, including financial information, have been subject to rounding adjustments. Accordingly, in certain instances, the sum or percentage change of the numbers contained in this document may not conform exactly with the total figure given.

None of the banks acting as joint global coordinators in the context of the Offering (the “**Managers**”) or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. Nothing contained herein is, or shall be relied upon as, a promise or representation by the Managers or any of their respective directors, officers, employees, advisers or agents in this respect, whether as to the past or future.

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Information to distributors in the EEA

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 Managers 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.

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Information to Distributors in the United Kingdom

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 Shares have been subject to a product approval process, which has determined that the 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 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 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 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 Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.