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**COMUNICATO STAMPA**

# FISSATO IL PREZZO DI OFFERTA DELLE AZIONI DI INDUSTRIE DE NORA S.P.A. A EURO 13,50 PER AZIONE

## INIZIO DELLE NEGOZIAZIONI SU EURONEXT MILAN PREVISTO IL 30 GIUGNO 2022

*Milano, 28 giugno 2022* – Industrie De Nora S.p.A. (la "**Società**) rende noto che il prezzo, nell'ambito dell'offerta di n. 40.337.034 azioni a servizio della quotazione su Euronext Milan Italia (l'"**Offerta**"), è pari a Euro 13,50 per azione (il "**Prezzo di Offerta**"), compresa l'Opzione di Over-allotment. Sulla base del Prezzo di Offerta, la capitalizzazione della Società all'inizio delle negoziazioni sarà pari a Euro 2.723 milioni.

L'Offerta è stata sottoscritta circa 3,5 volte al Prezzo di Offerta con una forte domanda da parte di investitori istituzionali a livello globale.

L'Offerta comprende n. 35.075.682 azioni ordinarie (complessivamente pari a circa il 17,4% del capitale sociale), di cui n. 14.814.814 azioni offerte dalla Società e n. 20.260.868 azioni offerte da Federico De Nora S.p.A., Asset Company 10 S.r.l. e Norfin S.p.A. (gli "**Azionisti Venditori**"). Inoltre, gli Azionisti Venditori hanno concesso ai Collocatori un'opzione di acquisto di 5.261.352 ulteriori azioni o fino al 15,0% delle azioni offerte al Prezzo di Offerta (l'"**Opzione di Over-allotment**"). Se l'Opzione di Over-allotment sarà interamente esercitata, il flottante delle azioni della Società sarà pari a circa il 20,0% del capitale sociale della Società.

Il ricavato complessivo derivante dall'Offerta ammonterà a circa Euro 474 milioni, di cui Euro 200 milioni spettanti alla Società ed Euro 274 milioni spettanti agli Azionisti Venditori. In caso di integrale esercizio dell'Opzione di Over-allotment, il ricavato complessivo sarà pari a Euro 545 milioni.

Il primo giorno di negoziazione su Euronext Milan e la data di consegna e pagamento delle azioni sono previsti per il 30 giugno 2022 e non per il 29 giugno 2022 come precedentemente indicato al par. 5.1.8, Sezione 2 del Prospetto.

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Nell'ambito dell'Offerta, **Credit Suisse** e **Goldman Sachs International** agiscono in qualità di *joint global coordinators* e *joint bookrunners*, **BofA Securities**, **Mediobanca** e **UniCredit** in qualità di *joint bookrunners.* **Mediobanca** agisce inoltre in qualità di *sponsor* ai fini dell'ammissione a quotazione delle Azioni. **Latham & Watkins** agisce in qualità di advisor legale della Società, mentre **Clifford Chance** è l'advisor legale dei *joint global coordinators e joint bookrunners*. **Barabino&Partners** agisce in qualità di advisor di comunicazione.

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*Industrie De Nora è una multinazionale italiana, specializzata in elettrochimica, leader nelle tecnologie sostenibili e con un ruolo fondamentale nella filiera della produzione industriale dell'idrogeno verde. La Società ha un portafoglio di prodotti e sistemi per ottimizzare l'efficienza energetica dei principali processi elettrochimici industriali e una gamma di prodotti e soluzioni per il trattamento delle acque. A livello globale, Industrie De Nora è il più grande fornitore al mondo di elettrodi attivati (servendo un ampio portafoglio di clienti che operano nei settori della produzione di cloro & soda caustica, di componenti per l'elettronica, nella raffinazione dei metalli non ferrosi). Industrie De Nora è inoltre tra i principali fornitori di tecnologie di filtrazione e disinfezione delle acque (per i settori industriali, municipali e marittimo) e primo fornitore al mondo di componenti per la*

*disinfezione delle piscine. Facendo leva sulle consolidate conoscenze elettrochimiche, sulla sua provata capacità produttiva e su una supply chain consolidata negli anni, la Società ha sviluppato e qualificato un portafoglio di elettrodi e componenti per la produzione dell'idrogeno mediante l'elettrolisi dell'acqua, fondamentale per la transizione energetica.*
*Fondata nel 1923, Industrie De Nora ha realizzato nel 2021 ricavi totali per 616 milioni di euro e un EBITDA di 127 milioni di euro. Il processo di crescita dell'azienda si è sviluppato sia in maniera organica, grazie alla continua penetrazione di nuovi mercati e di nuove applicazioni, sia attraverso acquisizioni negli USA, in Asia e in Europa. La crescita è sostenuta dalla continua innovazione ben rappresentata dal proprio portafoglio di proprietà intellettuale in continua evoluzione che comprende attualmente oltre 260 famiglie di brevetti con più di 2.600 estensioni territoriali. La società ha in portafoglio una partecipazione importante (circa il 34%) nella joint venture thyssenkrupp NUCERA, società di ingegneria leader mondiale nella realizzazione di impianti per la produzione di cloro e per l'elettrolisi dell'acqua per produrre idrogeno. Il Gruppo è controllato dalla famiglia De Nora (circa il 64% delle azioni), con Snam S.p.A. come socio di minoranza con circa il 36% del capitale.*

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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 an international offering circular will be made available in connection with the Offering described below. Investors should not subscribe for any securities referred to in this document except on the basis of information contained in the prospectus or the international offering circular which include detailed information regarding the Company and the risks involved in investing in the securities. In any EEA Member State that has implemented the Prospectus Regulation, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Regulation.

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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"), (d) Regulation (EU) No 600/2014 as it forms part of United Kingdom domestic law by virtue of the EUWA European Union (Withdrawal) Act 2018 ("**EUWA**") ("**UK MiFIR**"); and (e) the FCA Handbook Product Intervention and Product Governance

Sourcebook (together, the "**Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the Offer Shares have been subject to a product approval process, which has determined that: (i) the target market for the Offer Shares (a) in the EEA, retail investors, eligible counterparties and professional clients only, each as defined in MiFID II and (b) in the United Kingdom, retail investors, eligible counterparties (as defined in the FCA Handbook Conduct of Business Sourcebook) and professional clients (as defined in UK MiFIR); and (ii) for distribution through all distribution channels as are permitted by MiFID II and UK MiFIR (as applicable) of the Offer Shares to eligible counterparties and professional clients are appropriate (the "**Target Market Assessment**"). Any person subsequently offering, selling or recommending the Offer Shares (a "distributor") should take into consideration the manufacturers' Target Market Assessment; however, a distributor subject to MiFID II or the UK MiFIR and Product Governance Sourcebook (as applicable) is responsible for undertaking its own target market assessment in respect of the Offer Shares (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels. Notwithstanding the 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 target market assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering. Furthermore, notwithstanding the Target Market Assessment, the Joint Global Coordinators and Joint Bookrunners will only procure investors that 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 UK MiFIR (as applicable); 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 Offer Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Offer Shares and determining appropriate distribution channels.

The information herein contains forward-looking statements. 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. In particular, 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.

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 potential initial public offering (the "**Managers**"), 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 Managers in this respect, whether as to the past or future. The information in this announcement is subject to change.

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The Managers are each acting exclusively for the Company and the 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 Managers 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 Managers and any of their affiliates acting in such capacity. In addition, the Managers and any of their affiliates may enter into financing

arrangements (including swaps, warrants or contracts for differences) with investors in connection with which the Managers and any of their affiliates may from time to time acquire, hold or dispose of shares. The Managers 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.