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ITALIAN DESIGN BRANDS S.P.A. ANNUNCIA LA PROPRIA INTENZIONE DI QUOTARSI SU EURONEXT MILAN

Milano, 17 aprile 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 la propria intenzione di procedere alla quotazione delle proprie azioni ordinarie su Euronext Milan, mercato regolamentato organizzato e gestito da Borsa Italiana S.p.A. (“**Euronext Milan**”) (la “**Quotazione**”).

Il flottante necessario per la Quotazione verrà realizzato mediante un’offerta (l’“**Offerta**”) 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.

È previsto che l’Offerta abbia ad oggetto: (i) azioni ordinarie della Società di nuova emissione (le “**Nuove Azioni**”) per un controvalore, comprensivo dell’eventuale sovrapprezzo, di Euro 70 milioni rivenienti da un aumento di capitale sociale con esclusione del diritto di opzione (l’“**Aumento di Capitale**”) e (ii) azioni ordinarie esistenti (le “**Azioni Esistenti**” e insieme alle Nuove Azioni, le “**Azioni**”) poste in vendita da azionisti della Società, con l’obiettivo di raggiungere un flottante almeno pari al 25% del capitale sociale risultante ad esito della Quotazione.

La struttura finale dell'Offerta, unitamente agli altri termini e condizioni rilevanti della stessa, sarà determinata in prossimità dell'avvio dell'Offerta. L'Offerta comprenderà anche un'opzione *greenshoe*.

I proventi derivanti dall'Aumento di Capitale saranno utilizzati dalla Società per supportare l'attuazione dei propri obiettivi strategici, allocandoli (i) sia all'implementazione della strategia di crescita organica, secondo gli obiettivi descritti nel piano industriale, (ii) sia per finanziare la crescita per linee esterne, nonché (iii) per sostenere gli investimenti produttivi e per il capitale circolante.

Si prevede, inoltre, che la Società, gli azionisti esistenti, alcuni amministratori e principali dirigenti della Società assumano impegni di *lock-up* con i 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.

Ai fini della Quotazione delle Azioni, la Società ha depositato in CONSOB un prospetto informativo, che è soggetto all'approvazione di CONSOB in conformità alla normativa di legge e regolamentare applicabile. L'inizio dell'Offerta, che sarà effettuato sulla base di un documento separato, un'*International Offering Circular*, è previsto entro l'inizio del mese di maggio 2023, compatibilmente con le condizioni di mercato e subordinatamente al rilascio del provvedimento di ammissione a quotazione da parte di Borsa Italiana S.p.A. nonché all'approvazione del prospetto informativo da parte di CONSOB.

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

Informazioni su Italian Design Brands S.p.A. – I punti di forza

Un polo di eccellenza del design e dell'artigianato italiano

Il Gruppo, le cui società si qualificano come eccellenze nel settore del design e dell'artigianato *made in Italy*, si distingue per la capacità di rispondere adeguatamente alla sempre maggiore espansione e crescita del mercato del design italiano di alta gamma, anche grazie alla coerenza di posizionamento e alla complementarità dell'offerta di prodotti dei *brand*.

Un management di comprovata esperienza e competenza professionale

Il management della Società ha una solida e comprovata esperienza e competenza gestionale, che ha permesso al Gruppo di beneficiare di metodi e processi strutturati per migliorare l'efficienza e l'efficacia aziendale e, ove necessario, gestire piani di successione programmati.

Una società attiva in diverse aree strategiche

IDB conta oggi un portafoglio di dieci società produttive attive nel mercato attraverso tredici *brand*, e opera tramite le seguenti quattro diverse aree strategiche di affari ("ASA"):

- (i) "Furniture", arredamento per interni ed esterni, con Gervasoni, Meridiani, Saba Italia e Gamma Arredamenti International;
- (ii) "Lighting", illuminazione, con Davide Groppi, Flexalighting e Axolight;
- (iii) "Luxury Contract", arredamento custom per i mondi del retail, dell'hospitality e del residenziale di alta gamma, con Cenacchi International e Modar;

(iv) “Kitchen&Systems”, mercato delle cucine e dei sistemi componibili, con Cubo Design.

Una società con una forte presenza internazionale

Le società del Gruppo hanno una forte vocazione e presenza internazionale, con un’elevata propensione all’esportazione operando in oltre 130 diversi Paesi, tra cui Cina, Regno Unito e Stati Uniti d’America, in cui la Società ha recentemente aperto proprie filiali.

Un business profittevole con risultati al di sopra della media del mercato di riferimento

La Società, agevolata da un efficace modello di integrazione delle società oggetto di acquisizione e dalla disciplina finanziaria del Gruppo, ha conseguito importanti risultati in termini di crescita organica, superiori al dato medio di mercato e con conseguente aumento della redditività e relativa conversione in cassa. Per l’esercizio chiuso al 31 dicembre 2022 i ricavi del Gruppo sono stati pari a Euro 199,5 milioni (in crescita del 38,4% rispetto a Euro 144,2 milioni dell’esercizio chiuso al 31 dicembre 2021), con un valore delle esportazioni pari al 79% circa. I ricavi consolidati proforma del Gruppo per l’esercizio chiuso al 31 dicembre 2022, includendo anche i risultati per i 12 mesi di Gamma Arredamenti International, Cubo Design e Flexalighting North America in forza degli accordi sottoscritti nel corso dell’anno 2022, sarebbero stati pari a Euro 266,5 milioni.

Una comprovata esperienza nell’attività di crescita per linee esterne e attrattività del modello di business

Grazie a un modello di *business* attrattivo per imprenditori e società del settore, fondato sulla preservazione dell’identità, dell’organizzazione e del DNA di ciascun *brand*, la Società ha perseguito e continuerà a perseguire una chiara ed efficace strategia di crescita per linee esterne, al fine di consolidare la propria presenza internazionale sul mercato integrando sempre nuove realtà.

Attenzione e focalizzazione alle tematiche e agli standard ESG

Il Gruppo ha recentemente condotto un’analisi volta a identificare le tematiche “materiali” per i propri stakeholders in materia di sostenibilità, al fine di definire una chiara ambizione di Gruppo e di avviare specifiche attività, con relativi indici di monitoraggio, nelle singole società.

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.

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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.

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