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## APPROVATO DA CONSOB E PUBBLICATO IL PROSPETTO DI QUOTAZIONE SUL MERCATO EURONEXT MILAN DELLE AZIONI ORDINARIE DI ITALIAN DESIGN BRANDS S.P.A.

Milano, 11 maggio 2023 – Facendo seguito ai comunicati del 2 e del 9 maggio 2023, **Italian Design Brands S.p.A.** (la "**Società**" e, congiuntamente alle sue controllate, il "**Gruppo**"), polo italiano dell'arredo e del design di alta qualità, annuncia che la Commissione Nazionale per le Società e la Borsa ("**CONSOB**") ha approvato, con nota in data odierna (protocollo n. 0045177/23), il prospetto di quotazione (il "**Prospetto**") relativo all'ammissione alla quotazione e alle negoziazioni delle azioni ordinarie della Società (le "**Azioni**") su Euronext Milan, mercato regolamentato organizzato e gestito da Borsa Italiana S.p.A. ("**Euronext Milan**"). La Società annuncia inoltre di aver depositato in data 9 maggio 2023 la domanda di ammissione alle negoziazioni delle proprie Azioni su Euronext Milan, dopo aver ricevuto da parte di Borsa Italiana S.p.A. ("**Borsa Italiana**") il provvedimento di ammissione alla quotazione delle Azioni su Euronext Milan nella medesima data.

Il Prospetto è stato pubblicato in conformità alla normativa vigente e reso disponibile presso la sede legale della Società, sita in Milano, Corso Venezia n. 29, nonché sul sito internet della Società (<https://www.italiandesignbrands.com>).

L'offerta (l' "**Offerta**") ha ad oggetto massime n. 6.433.823 Azioni della Società di nuova emissione ad un prezzo di Offerta (il "**Prezzo di Offerta**") pari a Euro 10,88 per Azione, comprensivo di sovrapprezzo, e pertanto un controvalore massimo, comprensivo dell'eventuale sovrapprezzo, di circa Euro 70 milioni rivenienti da un aumento di capitale sociale con esclusione del diritto di opzione (l' "**Aumento di Capitale di Mercato**"). È, inoltre, prevista l'emissione di 275.735 Azioni della Società di nuova emissione nel contesto di un aumento di capitale con esclusione del diritto di opzione riservato ad alcuni azionisti / imprenditori di

talune società controllate dall'Emittente che hanno assunto un impegno di sottoscrizione al Prezzo di Offerta (l'“**Aumento di Capitale Riservato**” e, congiuntamente all'Aumento di Capitale di Mercato, gli “**Aumenti di Capitale**”).

In caso di integrale sottoscrizione degli Aumenti di Capitale e ante esercizio della Greenshoe (come di seguito definita), le Azioni offerte saranno pari a n. 6.433.823 Azioni della Società, corrispondenti al 23,89% circa del capitale sociale della Società a seguito della quotazione e degli Aumenti di Capitale (al riguardo, si comunica che, nell'ambito del provvedimento di ammissione alla quotazione delle Azioni della Società su Euronext Milan, Borsa Italiana ha concesso la deroga al requisito del flottante minimo del 25% di cui all'articolo 2.2.1, comma 2, lettera b), del Regolamento dei mercati organizzati e gestiti da Borsa Italiana in concomitanza con l'Offerta).

Nell'ambito dell'Offerta è prevista inoltre la concessione da parte di Investindesign S.p.A., Elpi S.r.l., Fourleaf S.r.l., Amelia Pegorin e Giorgio Gobbi (collettivamente, gli “**Azionisti Esistenti**” o “**Option Shareholders**”) di un'opzione c.d. greenshoe (la “**Greenshoe**”) in favore di Equita SIM S.p.A., in qualità di stabilization manager (lo “**Stabilization Manager**”), per conto dei Joint Global Coordinators (come di seguito definiti), per l'acquisto di massime n. 965.074 Azioni, corrispondenti a circa il 15% del numero massimo di Azioni oggetto dell'Offerta. La Greenshoe potrà essere esercitata, in tutto o in parte, entro 30 giorni dalla data di inizio delle negoziazioni delle Azioni su Euronext Milan. In caso di integrale sottoscrizione degli Aumenti di Capitale e di esercizio integrale della Greenshoe, le Azioni offerte saranno pari a n. 7.398.897 Azioni della Società, corrispondenti al 27,5% circa del capitale sociale della Società a seguito della quotazione e degli Aumenti di Capitale.

L'Offerta è 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.

Si prevede, inoltre, l'assunzione degli usuali impegni di lock-up da parte della Società e degli Azionisti Esistenti nei confronti dei Joint Global Coordinators (come di seguito definiti), efficaci per rispettivamente 360 e 180 giorni 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).

Si precisa che l'Offerta ha avuto inizio il 9 maggio 2023 e la sua conclusione è prevista per il 15 maggio 2023, salvo proroga o chiusura anticipata, che verrà reso noto tramite comunicato pubblicato sul sito della Società.

L'inizio delle negoziazioni delle Azioni su Euronext Milan, previsto per il giorno 18 maggio 2023, resta subordinato all'ottenimento delle necessarie approvazioni da parte di Borsa Italiana.

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Nell'ambito dell'Offerta, Citigroup ed Equita agiscono 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.

Grimaldi Studio Legale e Cleary Gottlieb Steen & Hamilton LLP hanno agito in qualità di legali della Società e Linklaters in qualità di legale dei Joint Global Coordinators.

## **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 operative, 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**

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## Stabilization Legend

In connection with the Offering, the Stabilization Manager or any of its agents, on behalf of the Joint Global Coordinators, may (but will be under no obligation to), to the extent permitted by applicable laws and regulations, effect transactions with a view to supporting the market price of the Shares during the stabilization period at a higher level than that which might otherwise prevail in the open market. The Stabilization Manager will not be required to enter into such transactions and such transactions may be effected on any securities market, over-the-counter market, stock exchange (including Euronext Milan) or otherwise and may be undertaken at any time during the period starting on the date on which trading in the Shares on Euronext Milan commences and ending no later than 30 calendar days thereafter. Neither the Stabilization Manager nor any of its agents will be obligated to effect stabilizing transactions, and no assurance is given that stabilizing transactions will be undertaken. Such stabilizing transactions, if commenced, may be ceased at any time without prior notice. Save as required by law or regulation, neither the Stabilization Manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilization transactions in connection with the Offering. None of the Company, the Option Shareholders or any of the Joint Global Coordinators makes any representation or prediction as to the direction or the magnitude of any effect that the transactions described above may have on the price of the Shares or any other securities of the Company. The Option Shareholders will grant the Stabilization Manager, on behalf of the Joint Global Coordinators, the Over-Allotment Option, exercisable in whole or in part during a period of 30 calendar days after the date on which trading in the Shares on Euronext Milan commences to purchase up to 15% of the aggregate number of Offer Shares, solely for the purposes of covering over-allotments or short positions, and stabilization activities if any, in connection with the Offering.

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This document is an announcement and not a prospectus for the purposes of Regulation (EU) 2017/1129, as subsequently amended (the “**Prospectus Regulation**”), and as such does not constitute an offer to sell or the solicitation of an offer to purchase securities of the Company in any member state of the European Economic Area or in the United Kingdom (each a “**Relevant State**”). A prospectus prepared pursuant to the Prospectus Regulation, Commission Delegated Regulation (EU) 2019/980, the Commission Delegated Regulation (EU) 2019/979 (the “**Delegated Regulations**”) and any applicable Italian laws and regulations, has been approved by CONSOB and has been made available in accordance with the requirements of the Prospectus Regulation, the Delegated Regulations, and any applicable Italian laws and regulations and an international preliminary offering circular has been made available in connection with the offering. Investors should not subscribe for any securities referred to in this document except on the basis of information contained in the offering documents which include detailed information regarding the Company and the risks involved in investing in the securities.

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 regarding the Company's future financial position and results of operations, strategy, plans, objectives, goals and targets and future developments in the markets where the Company or any Group company participates or is seeking to participate. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements as a prediction of actual results: forward-looking statements may and often do differ materially from actual results. The Group's ability to achieve its projected objectives or results is dependent on many factors which are outside management's control. Actual results may differ materially from (and be more negative than) those projected or implied in the forward-looking statements. Such forward-looking information involves risks and uncertainties that could significantly affect expected results and is based on certain key assumptions.

All forward-looking statements included herein are based on information available to the Group as of the date hereof. No Group company undertakes any obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as may be required by applicable law. All subsequent written and oral forward-looking statements attributable to any Group company or persons acting on its behalf are expressly qualified in their entirety by these cautionary statements.

The date of admission to trading on Euronext Milan (the “**Admission**”) may be influenced by factors such as market conditions. There is no guarantee that Admission will occur and you should not base your financial decisions on the Company's intentions in relation to Admission at this stage. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. Persons considering making such investments should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning the Offering. The value of Shares can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of the Offering for the person concerned.

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None of the Managers assumes any responsibility for its accuracy, completeness or sufficiency or for any other statement made or purported to be made by them, or on their behalf, in connection with the Company, the Shares or the Offering. Accordingly each of the Managers and each of the respective affiliates disclaim, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this announcement or any such statement.

The Managers are each acting exclusively for the Company and/or the Option Shareholders and for no-one else in connection with any the Offering or 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 the Offering or any such transaction and will not be responsible to any other person other than the Company and the Option Shareholders 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, matter or arrangement 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 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.