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PRESS RELEASE

COMPLETION OF THE ACQUISITION OF F.I.S. – FABBRICA ITALIANA SINTETICI S.P.A. BY BAIN CAPITAL, ISSUANCE AND SETTLEMENT OF €50.0 MILLION SUSTAINABILITY-LINKED SENIOR SECURED FLOATING RATE NOTES DUE 2027

December 13th 2023. F.I.S. – Fabbrica Italiana Sintetici S.p.A. (“**FIS**”) has been informed that, on December 12, 2023, Molecule (BC) Bidco S.p.A. (“**Bidco**”), a company controlled by funds managed and/or advised by Bain Capital Private Equity (Europe) LLP (“**Bain Capital**”), has completed the acquisition from Nine Trees Group S.p.A. (“**NTG**”) of all shares and convertible bonds issued by FIS (the “**Acquisition**”). As part of the Acquisition:

- Bidco and NTG have entered into a vendor loan, which is not guaranteed by FIS, matures after the Notes (as defined below) and does not require cash interest payments;
- Bidco has injected approximately €52.8 million into FIS as an equity contribution in connection with the Acquisition (the “**Equity Contribution**”); and
- NTG has re-invested a portion of the proceeds from the Acquisition in the holding company controlled by funds managed and/or advised by Bain Capital that wholly owns Bidco.

Following the successful completion of the Acquisition, FIS announces the successful issuance and settlement of an institutional private placement of €50.0 million in aggregate principal amount of Sustainability-Linked Senior Secured Floating Rate Notes due August 2027 (the “**New Notes**”). The New Notes bear interest at a rate of three-month EURIBOR (with a 0% floor) plus 5.50% per annum, reset quarterly. The New Notes were issued by the Issuer pursuant to an indenture dated as of February 10, 2022 (the “**Indenture**”) which was entered into in connection with the issuance of the Issuer’s existing €350.0 million Sustainability-Linked Senior Secured Rate Notes due August 2027 (the “**Existing Notes**”) and, together with the New Notes, the “**Notes**”). The New Notes are not fungible with the Existing Notes.

The New Notes were admitted to listing and trading on the Vienna MTF operated by the Vienna Stock Exchange. The listing was effective as of the date hereof.

The Issuer is expected to use the gross proceeds of the New Notes, along with cash on its balance sheet, including funds derived from the Equity Contribution, to (i) repay all outstanding amounts drawn under the Issuer’s existing senior secured revolving credit facility (the “**Revolving Credit Facility**”) and to repay certain other indebtedness of the Issuer, and (ii) pay certain fees and expenses in connection with the above transactions. In connection with the issuance of the Notes, the Issuer also increased the total commitments under its Revolving Credit Facility from €50.0 million to €80.0 million.

NTG’s financial advisors for the Acquisition were Houlihan Lokey and Zulli Tabanelli e Associati. Orsinger Ortu Avvocati Associati provided legal advice and PwC worked on the vendor due diligence.

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Bain Capital has been advised on the Acquisition by Mediobanca, Nomura, Latham & Watkins, Advancy, Bain & Company, PwC, Pirola Pennuto Zei & Associati and InterPharmaLink.

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**THIS ANNOUNCEMENT IS FOR INFORMATIONAL PURPOSES ONLY AND DOES NOT
CONSTITUTE OR FORM PART OF ANY OFFER OR INVITATION TO SELL OR ISSUE,
OR ANY SOLICITATION OF AN OFFER TO PURCHASE OR SUBSCRIBE FOR, ANY
SECURITIES OF F.I.S. – FABBRICA ITALIANA SINTETICI S.P.A.**

**PLEASE SEE THE IMPORTANT NOTICES AT THE END OF THIS ANNOUNCEMENT.
ANY FAILURE TO COMPLY WITH THIS RESTRICTION MAY CONSTITUTE A
VIOLATION OF U.S. SECURITIES LAW.**

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Cautionary Statements

This press release is for information purposes only and does not constitute any offer to sell or the solicitation of an offer to buy any security in the United States or in any other jurisdiction. The Notes have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or applicable state or foreign securities laws and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state or local securities laws. This press release is for informational purposes only and does not constitute and shall not, in any circumstances, constitute a public offering or an invitation to the public in connection with any offer within the meaning of Regulation 2017/1129/EU and amendments thereto (the “**Prospectus Regulation**”) and any relevant implementing measure in each Member State of the European Economic Area. The Notes will be issued pursuant to an exemption under the Prospectus Regulation, as implemented in Member States of the European Economic Area, and the Prospectus Regulation, as it forms part of the United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”), from the requirement to produce a prospectus for offers of securities.

This press release does not constitute an offer to the public in Italy of financial products, as defined under Article 1, paragraph 1, letter (t) of legislative decree No. 58 of February 24, 1998, as amended. The Notes cannot be offered, sold or delivered, directly or indirectly, in the Republic of Italy either on the primary or on the secondary market to any natural persons nor to entities other than qualified investors (*investitori qualificati*) as referred to in Article 2, paragraph (e), of the Prospectus Regulation or unless in any circumstances which are exempt from the rules on public offerings pursuant to Article 1 of the Prospectus Regulation and the implementing regulations issued by the *Commissione Nazionale per le Società e la Borsa*, the Italian securities and financial markets regulator (“**CONSOB**”), including Article 34-ter, paragraph 1, letter b) of CONSOB Regulation No. 11971 of May 14, 1999, as amended, and the applicable Italian laws and regulations.

This press release is for informational purposes only and does not constitute and shall not, in any circumstances, constitute a public offering or an invitation to the public in connection with any offer within the meaning of the Prospectus Regulation. The Offering will be made pursuant to an exemption under the UK Prospectus Regulation and the Prospectus Regulation, as implemented in Member States of the European Economic Area, from the requirement to produce a prospectus for offers of securities.

Promotion of the Notes in the United Kingdom is restricted by the Financial Services and Markets Act 2000 (the “**FSMA**”), and accordingly, the Notes are not being promoted to the general public in the United Kingdom. This announcement is only addressed to and directed at persons who (i) are outside

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the United Kingdom, (ii) have professional experience in matters relating to investments (being investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Financial Promotion Order**”), (iii) fall within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations, etc.”) of the Financial Promotion Order, or (iv) to the extent that doing so does not prejudice the lawful distribution of the announcement to the foregoing, are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) in connection with the issue or sale of any Notes may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “relevant persons”). The Notes will only be available to relevant persons and this announcement must not be acted on or relied on by anyone who is not a relevant person.

Manufacturer target market (MIFID II product governance; UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs or UK PRIIPs key information document (KID) has been prepared as not available to retail investors in EEA or the United Kingdom, respectively.

Forward Looking Statements

This press release may include “forward-looking statements” within the meaning of the securities laws of certain applicable jurisdictions. These forward-looking statements include, but are not limited to, all statements other than statements of historical facts contained in this press release, including, without limitation, those regarding the Issuer’s group intentions, beliefs or current expectations concerning future events. In some cases, you can identify forward-looking statements by terminology such as “aim”, “anticipate”, “believe”, “continue”, “could”, “estimate”, “expect”, “forecast”, “guidance”, “intend”, “may”, “plan”, “potential”, “predict”, “projected”, “should” or “will” or the negative of such terms or other comparable terminology.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors because they relate to events and depend on circumstances that may or may not occur in the future. The information contained in this announcement is subject to change without notice and, except as required by applicable law, the Issuer does not assume any responsibility or obligation to update publicly or review any of the forward-looking statements contained in it. We caution you that forward-looking statements are not guarantees of the occurrence of future events.