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CONNECT

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Oggetto : SOFIMA HOLDING: LAUNCH OF A  
COMBINATION OF FLOATING RATE  
NOTES AND FIXED RATE NOTES

*Testo del comunicato*

SOFIMA HOLDING: LAUNCH OF A COMBINATION OF FLOATING RATE NOTES AND FIXED RATE NOTES COMPRISED OF SENIOR SECURED FLOATING RATE NOTES DUE 2027 AND SENIOR SECURED FIXED RATE NOTES DUE 2027

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**Italy**

**SOFIMA HOLDING: LAUNCH OF A COMBINATION OF FLOATING RATE NOTES AND FIXED RATE NOTES COMPRISED OF SENIOR SECURED FLOATING RATE NOTES DUE 2027 AND SENIOR SECURED FIXED RATE NOTES DUE 2027**

*Bologna, December 7, 2020*– Sofima Holding S.p.A., (“**Sofima**” or the “**Company**”), following the resolution of the Board of Directors of the Company of November 30, 2020 announces the launch of a senior secured notes offering comprised of senior secured floating rate notes due 2027 and senior secured fixed rate notes due 2027 up to a total amount of Euro 1,250 million (the “**Notes**”).

On the issue date, the Notes, which are being offered only to qualified investors, will be governed by New York law and are expected to be listed on the Official List of the Luxembourg Stock Exchange and admitted to trading on the Euro MTF Market.

The proceeds of the Notes will be used by the Company to (i) repay the amount of the outstanding senior secured bridge facility entered into on November 17, 2020, plus certain interest, fees and expenses, (ii) pay certain fees in relation to the issuance of the Notes, and (iii) fund escrow accounts which may be then released to (a) make over-the-counter purchases of shares of IMA Industria Macchine Automatiche S.p.A. (“**IMA**”) by IMA Bidco S.p.A: (“**IMA Bidco**”) (if any); (b) purchase shares under the mandatory tender offer to the remaining minority shareholders of IMA for all of their remaining shares from IMA Bidco, including purchase shares under the sell-out or squeeze-out acquisition (or to fund the payment of any purchases pursuant to withdrawal rights); (c) repay existing debt, and funding of net working capital and cash and cash equivalents on balance sheet, of IMA; and (d) pay any costs, fees and/or expenses related to the transactions.

The final terms and conditions of the offering, which will be determined upon completion of the bookbuilding process, will be disclosed by the Company as soon as available.

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**This press release constitutes a public disclosure of inside information by the Company, under Regulation (EU) 596/2014 (16 April 2014) and Implementing Regulation (EU) No 2016/1055 (29 June 2016).**

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The Notes and the guarantees thereof will not be, registered under the United States Securities Act of 1933, as amended (the “Securities Act”), or applicable state securities laws. Accordingly, the Notes will be offered only to qualified institutional buyers and to persons outside the United States in reliance on Rule 144A and Regulation S under the Securities Act, respectively. Unless so registered, the Notes may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the Notes or any other security and shall not constitute an offer, solicitation or sale in the United States or in any jurisdiction in which, or to any persons to

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whom, such offering, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any jurisdiction.

In member states of the EEA, this announcement and any offer of the securities referred to herein in any Member State of the European Economic Area ("EEA") will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of the securities referred to herein. Accordingly, any person making or intending to make an offer in a Member State of Notes which are the subject of the offering contemplated may only do so in circumstances in which no obligation arises for the Company or any of the initial purchasers to publish a prospectus pursuant to Article 3 of the Prospectus Regulation, in each case, in relation to such offer. Neither the Company nor the initial purchasers have authorized, nor do they authorize, the making of any offer of Notes in circumstances in which an obligation arises for the Company or the initial purchasers to publish a prospectus for such offer. The expression "Prospectus Regulation" means Regulation (EU) 2017/1129.

The securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA or in the United Kingdom (the "UK"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II") or (ii) a customer within the meaning of Directive 2016/97/EU (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the securities or otherwise making them available to retail investors in the EEA or the UK has been prepared and therefore offering or selling the securities or otherwise making them available to any retail investor in the EEA or the UK may be unlawful under the PRIIPs Regulation. This communication has not been submitted to the Commissione Nazionale per le Società e la Borsa, the Italian securities regulator ("CONSOB") and will not be subject to formal review or clearance by the CONSOB pursuant to the Italian securities legislation.

This communication is being distributed only to, and is directed at persons who (i) 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, as amended (the "Financial Promotion Order") (ii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Financial Promotion Order, (iii) are outside the UK or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000 in connection with the issue and sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). This announcement is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this announcement relates is available only to relevant persons and will be engaged in only with relevant persons.

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This press release may include projections and other "forward-looking" statements within the meaning of applicable securities laws. Any such projections or statements reflect the current views of the Company about future events and financial performance. The use of any of the words "expect," "anticipate," "continue," "will," "project," "should," "believe," "plans," "intends" and similar expressions are intended to identify forward-looking information or statements. Although the Company believes that the expectations and assumptions on which such forward-looking statements and information are reasonable, undue reliance should not be placed on the forward-looking statements and information because the Company can give no assurance that such statements and information will prove to be correct. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties.

The forward-looking statements and information contained in this announcement are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

The securities will not be listed on an Italian regulated market, therefore no documents or materials relating to the securities have been or will be submitted to the clearance procedure of the competent authority.

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