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Oggetto : GUALA CLOSURES: APPROVED THE
ISSUER PRESS RELEASE

Testo del comunicato

Vedi allegato.

PRESS RELEASE**APPROVAL OF THE ISSUER PRESS RELEASE**

THE BOARD OF DIRECTORS OF GUALA CLOSURES S.P.A. HAS APPROVED THE ISSUER PRESS RELEASE PURSUANT TO ART. 103, PARAGRAPHS 3 AND 3-BIS, OF LEGISLATIVE DECREE 58/98 ON THE TOTALITARIAN MANDATORY PUBLIC TENDER OFFER ON THE ORDINARY SHARES OF GUALA CLOSURES S.P.A. AND THE TOTALITARIAN VOLUNTARY PUBLIC TENDER OFFER ON THE MARKET WARRANTS OF GUALA CLOSURES S.P.A., PROMOTED BY SPECIAL PACKAGING SOLUTIONS INVESTMENTS S.À R.L.

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Alessandria, 17 May 2021 – Guala Closures S.p.A. (the “**Issuer**” or “**Guala**”) announces that the Board of Directors of the Issuer met today and approved the press release (the “**Issuer Press Release**”) pursuant to art. 103, paragraphs 3 and 3-bis, Legislative Decree No 58 of 24 February 1998 (the “**TUF**”) and to art. 39 of Regulation adopted by Consob with resolution no. 11971 of 14 May 1999 (the “**Issuers Regulation**”), expressing its evaluations regarding the totalitarian mandatory public tender offer on Guala's ordinary shares (the “**Mandatory Share Offer**”) and the totalitarian voluntary public tender offer on the “*Market Warrants Guala Closures S.p.A.*” issued by the Issuer (the “**Voluntary Market Warrant Offer**” and, together with the Mandatory Share Offer, the “**Offers**”) promoted by Special Packaging Solutions Investments S.à r.l. (the “**Bidder**”).

Following the meeting, the Board of Directors considered that the consideration of the Mandatory Share Offer (equal to Euro 8.20 per ordinary share) and the consideration of the Voluntary Market Warrant Offer (equal to Euro 0.30 per market warrant) are fair, from a financial point of view, for the holders of the ordinary shares and the market warrants covered by the Offers.

For the purposes of its evaluations, the Board of Directors of Guala has considered the Offers and the terms and conditions described in the relevant offer document published by the Bidder on 8 May 2021 (the “**Offer Document**”) and has taken into account (i) the fairness opinion issued by Rothschild & Co. Italia S.p.A. (“**Rothschild & Co**”), as financial advisor appointed by the Board of Directors; (ii) the opinion of the Independent Directors pursuant to Art. 39-bis of the Issuers Regulation (the “**Opinion of Independent Directors**”), also approved today, as well as (iii) the fairness opinion issued by Prof. Enrico Laghi, as independent financial advisor appointed by the independent directors.

Guala Closures S.p.A.
www.gualaclosures.com



For the full explanation of the evaluations carried out by the Board of Directors, please refer to the Issuer's Press Release, which will be published on the Issuer's website www.gualaclosures.com, at the "Investor Relations" section and in the further manner provided for by current legislation.

Rotschild & Co's fairness opinion and the Opinion of the Independent Directors will be attached to the Issuer's Press Release, accompanied by the fairness opinion of Prof. Enrico Laghi.

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THIS DOCUMENT SHALL NOT BE DISCLOSED, PUBLISHED OR DISTRIBUTED, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA OR JAPAN AND IN ANY COUNTRY WHERE ITS DISCLOSURE, PUBLICATION OR DISTRIBUTION CONSTITUTES A BREACH OF APPLICABLE LAWS OR REGULATIONS IN SUCH JURISDICTION.

Guala Closures Group

Guala Closures Group has more than 4,850 employees and operates in 5 continents through 30 production plants and markets its products in over 100 countries. Today the Group sells more than 17.3 billion closures yearly, with a 2020 turnover of 572 million Euros. Thanks to a policy of continuous business development and technological innovation, the Group is recognized as a global point of reference in the production of alcohol safety closures and is a leading manufacturer of aluminium closures for spirits, wines and beverages.

From August 2018, Guala Closures S.p.A. has been listed on the STAR segment of the Italian Stock Exchange, entering the FTSE Italia Mid Cap index in September 2019.

Find out more on www.gualaclosures.com

For information

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Fine Comunicato n.2043-60

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