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OBBLIGAZIONARIO SENIOR SECURED

Testo del comunicato

Vedi allegato.

COMUNICATO STAMPA

GUALA CLOSURES S.P.A. ANNUNCIA IL LANCIO DI UN PRESTITO OBBLIGAZIONARIO *SENIOR SECURED* CON SCADENZA NEL 2028 PER IL RIFINANZIAMENTO DI PARTE DEL SUO INDEBITAMENTO ESISTENTE

Alessandria, 21 giugno 2021 - Guala Closures S.p.A. (la “**Società**”) annuncia in data odierna l’avvio dell’offerta di un prestito obbligazionario *senior secured* con scadenza nel 2028 (le “**Obbligazioni**”), per un importo complessivo in linea capitale pari a Euro 475 milioni (l’“**Offerta**”). L’Offerta è stata approvata dal Consiglio di Amministrazione della Società.

Successivamente all’emissione, è previsto che le Obbligazioni siano quotate su uno o più sistemi multilaterali di negoziazione nell’Unione Europea.

Nel contesto dell’Offerta, la Società comunica altresì che prevede di stipulare un nuovo contratto di finanziamento *revolving* multi valuta per un importo complessivo pari a Euro 80 milioni (il “**Nuovo Finanziamento Revolving**”), in sostituzione della linea revolving esistente (la “**Linea Revolving Esistente**”), che sarà disponibile per sostenere, *inter alia*, le esigenze di capitale circolante del gruppo (congiuntamente all’Offerta, il “**Rifinanziamento**”).

Si prevede che i proventi derivanti dall’Offerta, in caso di esito positivo della stessa, siano utilizzati, unitamente a liquidità disponibile della Società e agli eventuali proventi derivanti dal Nuovo Finanziamento Revolving, per rimborsare il prestito obbligazionario *senior secured* emesso dalla Società per un importo complessivo in linea capitale pari a Euro 455 milioni con scadenza nel 2024 (le “**Obbligazioni Esistenti**”) ad un prezzo pari al 100% dell’importo complessivo in linea capitale delle stesse, per rimborsare l’ammontare ancora dovuto ai sensi della Linea Revolving Esistente, per pagare gli interessi maturati a valere sulle Obbligazioni Esistenti e sulla Linea Revolving Esistente e per pagare le commissioni e i costi correlati al Rifinanziamento. Tale operazione fa seguito al verificarsi di un evento di “*change of control*” ai sensi del regolamento che disciplina i termini e le condizioni delle obbligazioni Obbligazioni Esistenti, in relazione all’offerta pubblica di acquisto obbligatoria promossa da Special Packaging Solutions Investments S.à r.l.

La Società annuncia inoltre che prevede che i suoi ricavi netti saranno compresi tra Euro 235 e 245 milioni per i cinque mesi conclusi il 31 maggio 2021, rispetto ai circa Euro 229 milioni per i cinque mesi conclusi il 31 maggio 2020. In aggiunta, la Società stima che il suo EBITDA *adjusted* per i cinque mesi terminati il 31 maggio 2021 sarà superiore rispetto a quello relativo al corrispondente periodo del 2020. Tali informazioni si basano su conti di gestione preliminari, i quali includono risultati che non si riferiscono ad un intero periodo di esercizio e che sono soggetti a modifiche. Tali risultati preliminari non devono essere considerati in sostituzione del bilancio intermedio completo.

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Il presente comunicato stampa costituisce una comunicazione al pubblico di informazioni privilegiate da parte della Società, ai sensi del Regolamento (UE) 596/2014 (16 aprile 2014) e del Regolamento delegato (UE) 2016/1055 (29 giugno 2016).

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This press release is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy the Notes, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which, or to any person to whom, such offer, solicitation or sale would be unlawful. This announcement is not an offer of securities for sale in the United States. The Notes and the guarantees thereof will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or the securities laws of any other jurisdiction, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. In the United States, the offering will be made only to “qualified institutional buyers” (as defined in Rule 144A of the U.S. Securities Act) in compliance with Rule 144A under the U.S. Securities Act (“**Rule 144A**”) and outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act (and, in a member state of the European Economic Area (the “**EEA**”) or the United Kingdom, only to qualified investors within the meaning of Article 2(E) of the Regulation (EU) 2017/1129 (as amended, the “**Prospectus Regulation**”) and in the United Kingdom as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”).

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The Notes 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. 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**”); (ii) a customer within the meaning of Directive 2016/97/EU (as amended, the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a “qualified investor” as defined in the Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

This announcement has been prepared on the basis that any offer of in any Member State of the EEA will be made pursuant to an exemption under the Prospectus Regulation from the requirement to produce a prospectus for offers of the Notes.

The Notes 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 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 (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA;

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(ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and, therefore, offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

This announcement has been prepared on the basis that any offer of the Notes in the UK will be made pursuant to an exemption under Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the “**UK Prospectus Regulation**”) from a requirement to publish a prospectus for offers of Notes.

This announcement is being distributed only to persons who (i) have professional experience in matters relating to investments and are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”), (ii) are high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order, (iii) are outside the United Kingdom, 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 (the “**FSMA**”) in connection with the issue or 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.

No money, securities or other consideration is being solicited, and, if sent in response to the information contained herein, will not be accepted.

The information herein contains forward-looking statements. All statements other than statements of historical fact included herein are forward-looking statements. Forward-looking statements give the Company’s current expectations, estimates, forecasts, and projections relating to its financial condition, results of operations, plans, objectives, future performance and business as well as the industries in which the Company operates, as well as the beliefs and assumptions of the Company’s management. In particular, certain statements with regard to management objectives, trends in results of operations, margins, costs, return on equity, risk management and competition tend to be forward-looking in nature. These statements may include, without limitation, any statements preceded by, followed by or including words such as “target,” “believe,” “expect,” “aim,” “intend,” “goal,” “may,” “anticipate,” “estimate,” “plan,” “project,” “seek,” “will,” “can have,” “likely,” “should,” “would,” “could” and other words and terms of similar meaning or the negative thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company’s control that could cause the Company’s actual results, performance or achievements to be materially different from the expected results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company’s present and future business strategies and the environment in which it will operate in the future. Therefore, the Company’s actual results may differ materially and adversely from those expressed or implied in any forward-looking statements. They are neither statements of historical fact nor guarantees of future performance. The Company therefore cautions against relying on any of these forward-looking statements.

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Gruppo Guala Closures

Il Gruppo Guala Closures conta oltre 4.850 dipendenti e opera in 5 continenti attraverso 30 stabilimenti produttivi e una commercializzazione dei suoi prodotti in oltre 100 paesi. Oggi il Gruppo vende circa 17 miliardi di chiusure annue ed un fatturato 2020 pari ad Euro 572 milioni. Grazie ad una politica di continuo sviluppo del business e di innovazione tecnologica, il Gruppo è riconosciuto come punto di riferimento a livello mondiale nella produzione di chiusure di sicurezza per alcolici ed è un leader nella produzione di chiusure in alluminio per superalcolici, vini e bevande.

Dall'agosto 2018, Guala Closures S.p.A. è quotata al segmento STAR di Borsa Italiana, entrando nel settembre 2019 all'interno dell'indice FTSE Italia Mid Cap.

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