

<p>Informazione Regolamentata n. 30044-1-2023</p>	<p>Data/Ora Ricezione 01 Febbraio 2023 11:01:44</p>	<p>MTF</p>
---	---	------------

Societa' : GNOCCHI STAR

Identificativo : 172091

Informazione
Regolamentata

Nome utilizzatore : GNOCCHISTARN01 - PIERLUIGI
COLOMBI

Tipologia : 2.2

Data/Ora Ricezione : 01 Febbraio 2023 11:01:44

Data/Ora Inizio : 01 Febbraio 2023 11:15:06

Diffusione presunta

Oggetto : Merger Plan Approval

Testo del comunicato

Vedi allegato.

PRESS RELEASE

Wednesday, 1 February 2023 – Gnocchi Star S.p.A. (the **Issuer**) informs the holders of the “*up to €70,000,000 Senior Secured Floating Rate Notes due 2029*” (ISIN code: IT0005495228) (the **Notes**) that on Wednesday, 25 January 2023 its board of directors adopted the resolutions required to implement the merger by incorporation of the Issuer into the company Il Pastaio S.r.l. (**Pastaio**), with the simultaneous conversion of Pastaio into a joint-stock company (*società per azioni*), including the approval of the merger plan and the report of the management body of the Issuer in respect of the merger. The approved merger plan has been filed with the Companies’ Register of Milano-Monza-Brianza-Lodi and with the Companies’ Register of Brescia.

The Issuer also informs the holders of the Notes that on Friday, 27 January 2023, the Issuer’s shareholders meeting has been held and has also approved the merger plan and, thus, the merger.

The merger will be effective in accordance with the timings, and on the terms and conditions, set out under applicable laws and the merger plan and a specific notice once the merger will be effective shall be published.

For further information please contact:

Gnocchi Star S.p.A

Tel: +39 3667272131

Email: pcolombi@ilpastaiojobs.it

Website: <https://www.ilpastaiodibrescia.it/>

This announcement is for distribution only outside the United States to persons other than "U.S. Persons" (as defined in Regulation S under the United States Securities Act of 1933, as amended (the Securities Act)). It is not for release, publication or distribution in or into, or to any person located or resident in, any other jurisdiction where it is unlawful to release, publish or distribute this document.

This announcement is important and requires your immediate attention. This announcement contains important information which should be read carefully before any decision is made with respect to the proposals set out herein. If you are in doubt as to the action you should take, you are recommended to seek your own legal, tax, financial, business, regulatory and accounting advice and consult your own professional investment advisor. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to vote in respect of the proposal.

This announcement is not intended to be, and should not be relied upon as, legal, tax, financial, business, regulatory accounting, investment or other advice. The Issuer is not providing investors with any such advice and investors should consult their own advisors for advice on risks relating to the reform of interest rate benchmarks. The information contained in this announcement is not intended to be comprehensive. Material developments may have occurred since the date of this announcement.

This announcement is not and is not intended to and shall not be deemed to constitute or contain or form part of an offer of financial instruments or invitation to promote and/or engage in any investment activity or an offer or invitation to buy or sell any securities or financial instruments or products in any jurisdiction and is being sent to holders of the Notes solely in their capacity as such. In particular, this announcement does not constitute an offer to the public in the Republic of Italy and none of this announcement or any other documents or materials relating thereto have been nor will be

submitted to the clearance procedure of the *Commissione Nazionale per le Società e la Borsa* (CONSOB).

If you have sold or otherwise transferred your entire holding(s) of any of the Notes, please forward this announcement immediately to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The distribution of this announcement may be restricted by applicable laws, rules, regulations and guidelines including but not limited to any trade, economic or financial sanctions laws, regulations, embargoes or restrictive measures administered, enacted or enforced by a sanctions authority (Applicable Law) in certain jurisdictions and persons into whose possession this announcement comes are requested to inform themselves about, and to observe, any such Applicable Law.

Nothing in this announcement or the electronic transmission hereof constitutes or contemplates an offer of, an offer to purchase or the solicitation of an offer to sell securities in the United States or any other jurisdiction. This announcement has not been, and will not be, registered under the Securities Act, or the securities laws of any state or other jurisdiction of the United States.

Fine Comunicato n.30044-1

Numero di Pagine: 4