

<p>Informazione Regolamentata n. 2195-20-2025</p>	<p>Data/Ora Inizio Diffusione 11 Febbraio 2025 17:51:24</p>	<p>Euronext Star Milan</p>
---	---	----------------------------

Societa' : NEWLAT FOOD

Identificativo Informazione Regolamentata : 201298

Utenza - Referente : NEWLATN01 - Pisoni Veronica

Tipologia : REGEM; 3.1

Data/Ora Ricezione : 11 Febbraio 2025 17:51:24

Data/Ora Inizio Diffusione : 11 Febbraio 2025 17:51:24

Oggetto : Press release - Newlat Group launches a placement of Newlat Food shares by way of an ABB

*Testo del comunicato*

Vedi allegato



Via Geretta n. 8, 6900, Paradiso (Svizzera) - Telefono: +41 919733280 Fax: +41 919733285

COMUNICATO DIFFUSO DA NEWLAT FOOD S.P.A. IN NOME E PER CONTO DI NEWLAT GROUP S.A.

*Il presente comunicato stampa non deve essere pubblicato o distribuito, direttamente o indirettamente, negli Stati Uniti d'America, in Canada, in Australia, in Giappone o in qualsiasi altra giurisdizione in cui la sua pubblicazione o distribuzione sarebbe vietata dalla legge applicabile*

## PRESS RELEASE

### NEWLAT GROUP S.A. LAUNCHES THE PLACEMENT OF NO. 3,000,000 ORDINARY SHARES IN NEWLAT FOOD S.P.A. REPRESENTING APPROXIMATELY 6.8% OF THE COMPANY'S SHARE CAPITAL

Lugano, 11 February 2025 – Newlat Group S.A. (the “**Selling Shareholder**”) announces the launch of a placement of a maximum of No. 3,000,000 ordinary shares of Newlat Food S.p.A. (“**Newlat Food**” or the “**Company**”), representing approximately 6.8% of the Company’s share capital (the “**Placement**”).

The Placement will be made to certain institutional investors (including foreign institutional investors as defined in Regulation S under the United States Securities Act of 1933, as subsequently amended) by way of an accelerated bookbuilding process.

The bookbuilding process will commence immediately. The Selling Shareholder reserves the right to change the terms or timing of the Placement at any time. The Selling Shareholder will announce the outcome of the transaction upon its completion by way of a press release which will be published on the Company’s website at [www.newlat.it](http://www.newlat.it), as well as on the authorized storage mechanism eMarket Storage at [www.emarketstorage.com](http://www.emarketstorage.com).

Equita SIM S.p.A. has been appointed to act as Sole Global Coordinator and Bookrunner in connection with the Placement (the “**Sole Global Coordinator and Bookrunner**”).

BonelliErede is acting as legal counsel to the Selling Shareholder.

In connection with the Placement, the Selling Shareholder has agreed to a 180-day lock-up period with respect to any remaining Newlat Food’s shares it holds and will hold following the Placement. No additional sale of shares of Newlat Food will be made by the Selling Shareholder during the lock-up period without the prior written consent of the Sole Global Coordinator and Bookrunner.

The proceeds from the Placement, which will be received exclusively by the Selling Shareholder, will be used by the Selling Shareholder, among other things, to fully exercise, by 30 July 2025, the call option granted by Mitsubishi Corporation to the Selling Shareholder pursuant to the shareholders’ agreement entered into on 30 July 2024 in respect of No. 9,319,841 shares of Newlat Food, representing approximately 21.2% of the share capital. Please note that on 10 February 2025, the Selling





Via Geretta n. 8, 6900, Paradiso (Svizzera) - Telefono: +41 919733280 Fax: +41 919733285

Shareholder exercised a first tranche of the call option for No. 3,000,000 shares of Newlat Food. For further information on the contents of the shareholders' agreement, see the essential information available, *inter alia*, on the Company's website at [corporate.newlat.it/wp-content/uploads/2024/07/Newlat-Food-Updated-essential-information.pdf](http://corporate.newlat.it/wp-content/uploads/2024/07/Newlat-Food-Updated-essential-information.pdf).

\* \* \*

This press release is available on the Company's website at [www.newlat.it](http://www.newlat.it), as well as on the authorized storage mechanism eMarket Storage at [www.emarketstorage.com](http://www.emarketstorage.com).

\* \* \*

*This press release is not for publication, distribution or release, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the United States and the District of Columbia), Canada, Australia or Japan or any other jurisdiction where such an announcement would be unlawful. The distribution of this press release may be restricted by law in certain jurisdictions and persons into whose possession this document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States. Neither this document nor the information contained herein constitutes or forms part of an offer to sell, or the solicitation of an offer to buy, securities in the United States. There will be no public offer of any securities in the United States or in any other jurisdiction. Any offer of securities to the public that may be deemed to be made pursuant to this communication in any EU Member State is addressed solely to qualified investors (within the meaning of Article 2(1)(e) of Regulation (EU) 2017/1129 (the "Prospectus Regulation")) in that Member State. In the United Kingdom this press release is directed exclusively at persons who are "qualified investors" (as defined in the Prospectus Regulation as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018) who are (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"), (ii) persons referred to in Article 49(2) (a) to (d) of the Order (high net worth entities, non-registered associations, etc.) and (iii) other persons to whom this document may be lawfully communicated or caused to be communicated; any other persons in the United Kingdom should not take any action on the basis of this announcement and should not act on or rely on it.*

*This press release is not an offer of securities or investments for sale nor a solicitation of an offer to buy securities or investments in any jurisdiction where such offer or solicitation would be unlawful. No action has been taken that would permit an offering of the securities or possession or distribution of this announcement in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.*



Fine Comunicato n.2195-20-2025

Numero di Pagine: 4