



**COMUNICATO STAMPA**  
**GUALA CLOSURES S.P.A. ANNUNCIA IL LANCIO DI UN PRESTITO**  
**OBBLIGAZIONARIO SENIOR SECURED A TASSO VARIABILE CON**  
**SCADENZA NEL 2029**

*Alessandria, 3 giugno 2024* – Guala Closures S.p.A. (la “**Società**” e, insieme alle proprie controllate, il “**Gruppo**”) annuncia in data odierna l’avvio dell’offerta di un ulteriore prestito obbligazionario senior secured a tasso variabile con scadenza nel 2029 (le “**Obbligazioni**”), per un importo complessivo in linea capitale pari a Euro 150 milioni (l’“**Offerta**”). L’Offerta è stata approvata dal Consiglio di Amministrazione della Società.

Alla data di 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 di aver ricevuto l’impegno da parte di determinati finanziatori a mettere a disposizione della Società un’ulteriore linea di credito ai sensi del contratto di finanziamento revolving multi valuta in essere, per un importo complessivo pari a Euro 25 milioni ed incrementando pertanto l’impegno totale ai sensi del contratto della linea revolving esistente fino ad Euro 175 milioni (l’“**Incremento RCF**”). La messa a disposizione di tale ulteriore linea di credito è subordinata al perfezionamento dell’Offerta.

Si prevede che i proventi derivanti dall’Offerta, in caso di esito positivo della stessa, vengano utilizzati, direttamente o indirettamente, per (i) finanziare il prezzo di acquisto per l’acquisizione di Astir Vitogiannis Bros S.A. (“**Astir**” e, unitamente alle proprie controllate oggetto di consolidamento, il “**Gruppo Astir**”), (ii) rimborsare determinati finanziamenti in essere del Gruppo Astir, (iii) scopi societari generici, che potrebbero includere determinate capital expenditures e (iv) pagare determinate commissioni e le spese correlate a quanto precede, all’Offerta e all’Incremento RCF. Nel caso in cui il Gruppo non sia in grado di completare l’acquisizione del Gruppo Astir, una porzione dei proventi dell’Offerta pari al corrispettivo per l’acquisizione di Astir e all’indebitamento del Gruppo Astir che si prevede di rimborsare nel contesto del perfezionamento dell’acquisizione di Astir, sarà a disposizione della Società e utilizzata per scopi societari generici.

Alcune informazioni finanziarie aggregate relative ai dodici mesi conclusi il 31 marzo 2024

La Società annuncia inoltre determinate ulteriori informazioni finanziarie del Gruppo per i dodici mesi conclusi il 31 marzo 2024, ivi comprese determinate informazioni finanziarie aggregate del Gruppo come se Yibin Fengyi Packaging Co., Ltd (“**Fengyi**”), Anacorks Lda (“**Anacorks**”) ed il Gruppo Astir fossero state consolidate nei risultati d’esercizio del Gruppo a partire dal 1° aprile 2023.

Dopo aver dato effetto all’acquisizione di Fengyi e Anacorks (per quanto i risultati delle stesse non fossero già ricompresi nei risultati del Gruppo) e all’acquisizione di Astir, come se tutte fossero state completate il 1° aprile 2023, il Gruppo stima che i propri

ricavi netti aggregati per i dodici mesi conclusi il 31 marzo 2024 sarebbero stati pari a Euro 897,6 milioni (dei quali un ammontare pari a Euro 73,0 milioni generato dal Gruppo Astir).

Dopo aver adeguato l'EBITDA adjusted del Gruppo per includere: (i) l'EBITDA adjusted di Fengyi e Anacorks (per quanto non già ricompreso nell'EBITDA adjusted del Gruppo), e (ii) Euro 18,7 milioni di EBITDA del Gruppo Astir, in entrambi i casi per i dodici mesi conclusi il 31 marzo 2024, come se tali acquisizioni fossero state completate il 1° aprile 2023, il Gruppo stima che il proprio EBITDA adjusted aggregato per i dodici mesi conclusi il 31 marzo 2024 sarebbe stato pari a Euro 197,4 milioni.

#### Aggiornamento sulla Capital Expenditure

Il Gruppo si aspetta che, per l'esercizio che si concluderà il 31 dicembre 2024, le proprie net capital expenditure saranno comprese tra circa Euro 55 milioni e circa Euro 60 milioni, inclusive di circa Euro 30 milioni di growth capital expenditure (principalmente relative a progetti in Scozia, Cina e Nigeria).

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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 e di tutte le norme e i regolamenti attuativi pertinenti.**

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#### **Cautionary Statements**

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**”).

Neither the content of the Company’s website nor any website accessible by hyperlinks on the Company’s website is incorporated in, or forms part of, this announcement. It may be unlawful to distribute this announcement in certain jurisdictions. This announcement is not for distribution in Canada, Japan or Australia. The distribution of this announcement into certain jurisdictions may be restricted by law. Persons into

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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 “**PRIPs 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 PRIPs 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; (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 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.

This announcement also includes unaudited as adjusted consolidated financial and other data prepared to give effect to the acquisitions of Fengyi, Anacorks and the Astir Group as if they had occurred on April 1, 2023. The historical financial metrics for these entities have been obtained from their individual accounts and are therefore not comparable to the Group’s historical financial information. Some of these accounts may not have been prepared in accordance with statutory requirements or the accounting policies used by these entities may differ in substantial respects from the manner in which the Group has prepared its financial statements. In particular, the Astir Group’s historical financial information has been derived from the Astir Group’s financial statements and management accounts, and Anacorks’ historical financial information has been derived from Anacorks’ financial statements and management accounts, each prepared in accordance with IFRS for the relevant periods, without making any eliminations and/or adjustments for the relevant periods, and Fengyi’s historical financial information has been derived from Fengyi’s financial statements and management accounts prepared in accordance with Chinese GAAP for the relevant periods, without making any eliminations and/or adjustments for the relevant periods.

In addition, Fengyi historically reports its results in Chinese Renminbi. None of the unaudited aggregated financial information of the Company, Fengyi, Anacorks and the Astir Group has been audited or reviewed by the Company's auditors. The unaudited aggregated financial information and other data of the Group included in this announcement are being presented for illustrative purposes only and may not reflect what the Group's results of operations or financial condition would have been had those companies been consolidated in the Group in accordance with IFRS for the entire periods presented. The Group cannot guarantee the accuracy and completeness of the financial information of Fengyi, Anacorks or the Astir Group, and has not independently verified or reviewed such information. In addition, the Group's use or computation of these measures may not be comparable to the use or computation of similarly titled measures reported by other companies. Any or all of these measures should not be considered in isolation or as an alternative measure of performance under IFRS.

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*Guala Closures offers premium and innovative closure solutions that provide protection and convenience to consumers while enhancing customers' brands. With 33 production plants worldwide, Guala Closures is a world leader in the production of closures for spirits, wines, beverages, oil, and condiments, that guarantees proximity to its customers, with a localized and customized offer of services and solutions. Guala Closures today employs over 5,000 people.*

**For more information:**

*Guala Closures Group*

Group Marketing Department  
[marketing@gualaclosures.com](mailto:marketing@gualaclosures.com)

Domenico Luca Mammola  
Group CFO  
[lmammola@gualaclosures.com](mailto:lmammola@gualaclosures.com)