



**COMUNICATO STAMPA**  
**GUALA CLOSURES S.P.A. ANNUNCIA IL PRICING DEL PRESTITO**  
**OBBLIGAZIONARIO DI EURO 150 MILIONI SENIOR SECURED**  
**A TASSO VARIABILE CON SCADENZA NEL 2029**

Alessandria, 4 giugno 2024 - Guala Closures S.p.A. (la “Società”) annuncia in data odierna di aver completato con successo il *pricing* dell’ulteriore prestito obbligazionario “*Senior Secured Floating Rate Notes due 2029*” (le “**Obbligazioni**”) per un ammontare complessivo pari a Euro 150 milioni. Le Obbligazioni verranno emesse ad un prezzo di emissione pari al 100.500% e matureranno un tasso di interesse pari all’EURIBOR a 3 mesi (soggetto a un floor dello 0%) più il 4,00% annuo, con reset trimestrale (l’**Offerta**). Le Obbligazioni avranno le stesse caratteristiche dell’esistente prestito obbligazionario “*Senior Secured Floating Rate Notes due 2029*” emesso dalla Società e si prevede che saranno fungibili con lo stesso. Si prevede che l’Offerta, soggetta alle normali condizioni di completamento, verrà completata il 20 giugno 2024.

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

Si prevede che i proventi derivanti dall’Offerta 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 previsto dell’esistente finanziamento *revolving* della Società. Nel caso in cui la Società 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.

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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 whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. The information in this announcement does not constitute an offer of securities for sale in Canada, Japan or Australia.

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; (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.

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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.*

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