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COMUNICATO STAMPA

**APPROVATO DA CONSOB E PUBBLICATO IL PROSPETTO INFORMATIVO DI QUOTAZIONE
RELATIVO ALL'AMMISSIONE ALLE NEGOZIAZIONI SUL MERCATO EURONEXT MILAN
DELLE AZIONI ORDINARIE DI INDUSTRIE DE NORA S.P.A.**

OFFERTA DAL 22 GIUGNO AL 27 GIUGNO 2022

Milano, 22 giugno 2022 – Industrie De Nora S.p.A. (la “**Società**”) rende noto che la Commissione Nazionale per le Società e la Borsa (“**CONSOB**”), ha approvato il Prospetto Informativo (il “**Prospetto Informativo**”) relativo all’ammissione a quotazione su Euronext Milan, organizzato e gestito da Borsa Italiana S.p.A., delle azioni ordinarie di Industrie De Nora S.p.A..

In aggiunta, in data 21 giugno 2022, Borsa Italiana S.p.A. ha rilasciato il provvedimento di ammissione a quotazione su Euronext Milan.

Il Prospetto è stato pubblicato ai sensi della disciplina applicabile ed è disponibile presso la sede legale della Società, Via Leonardo Bistolfi, 35 - 20134 Milano (MI) nonché sul sito internet www.denora.com/investors.

Dettagli dell’offerta

Il flottante richiesto ai fini della Quotazione sarà ottenuto attraverso un collocamento privato ad investitori qualificati in Italia e investitori istituzionali all'estero ai sensi della Regulation S del United States Securities Act del 1933, come successivamente modificato (il “**Securities Act**”), e, negli Stati Uniti d'America, limitatamente ai *qualified institutional buyers* ai sensi della Rule 144A del Securities Act, con esclusione di quei paesi nei quali l’offerta non sia consentita in assenza di autorizzazione da parte delle competenti autorità, in conformità con le leggi vigenti, o di esenzioni di legge o regolamentari applicabili. Non è prevista alcuna offerta al pubblico indistinto in Italia e/o in qualsiasi altro Paese.

Il Collocamento istituzionale ha per oggetto (a) massime n. 39.798.026 azioni, delle quali: (i) massime n. 12.121.212 azioni rivenienti capitale con esclusione del diritto di opzione (l’**Aumento di Capitale**); e (ii) massime n. 27.676.814 azioni poste in vendita dagli azionisti venditori, (ivi incluse le azioni a servizio dell’*opzione greenshoe*), sulla base di un prezzo di offerta pari al prezzo massimo indicativo, ovvero, (b) massime n. 40.337.035 azioni, delle quali: (i) massime n. 14.814.815 azioni rivenienti dall’aumento di capitale; e (ii) massime n. 25.522.220 azioni poste in vendita dagli azionisti venditori, (ivi incluse le azioni a servizio dell’*opzione greenshoe*), sulla base di un prezzo di offerta pari al prezzo minimo indicativo.

Sempre nell’ambito degli accordi che saranno stipulati per la Quotazione, è inoltre prevista la concessione, da parte di Federico De Nora S.p.A., Asset Company 10 S.r.l. e Norfin S.p.A., a favore di Credit Suisse, anche in nome e per conto dei membri del consorzio per il collocamento istituzionale, di un’opzione per l’acquisto, al prezzo di offerta, di massime n. 5.191.047 azioni, corrispondenti ad una quota pari a circa il 15% del numero di azioni oggetto dell’offerta sulla base di un prezzo di offerta pari al prezzo massimo indicativo ovvero massime n. 5.261.352 azioni, corrispondenti ad una quota pari a circa il 15% del numero di azioni oggetto dell’offerta sulla base di un prezzo di offerta pari prezzo minimo indicativo.

Periodo di offerta

Il Collocamento Istituzionale inizierà in data 22 giugno 2022, ed è previsto termini il 27 giugno 2022, salvo proroga o chiusura anticipata. La data di avvio delle negoziazioni prevista è il 29 giugno 2022.

Nell'ambito dell'Offerta, **Credit Suisse** e **Goldman Sachs International** agiscono in qualità di *joint global coordinators* e *joint bookrunners*, **BofA Securities**, **Mediobanca** e **UniCredit** in qualità di *joint bookrunners*. **Mediobanca** agisce inoltre in qualità di *sponsor* ai fini dell'ammissione a quotazione delle Azioni. **Latham & Watkins** agisce in qualità di advisor legale della Società, mentre **Clifford Chance** è l'advisor legale dei *joint global coordinators* e *joint bookrunners*. **Barabino&Partners** agisce in qualità di advisor di comunicazione.

Industrie De Nora è una multinazionale italiana, specializzata in elettrochimica, leader nelle tecnologie sostenibili e con un ruolo fondamentale nella filiera della produzione industriale dell'idrogeno verde. La Società ha un portafoglio di prodotti e sistemi per ottimizzare l'efficienza energetica dei principali processi elettrochimici industriali e una gamma di prodotti e soluzioni per il trattamento delle acque. A livello globale, Industrie De Nora è il più grande fornitore al mondo di elettrodi attivati (servendo un ampio portafoglio di clienti che operano nei settori della produzione di cloro & soda caustica, di componenti per l'elettronica, nella raffinazione dei metalli non ferrosi). Industrie De Nora è inoltre tra i principali fornitori di tecnologie di filtrazione e disinfezione delle acque (per i settori industriali, municipali e marittimo) e primo fornitore al mondo di componenti per la disinfezione delle piscine. Facendo leva sulle consolidate conoscenze elettrochimiche, sulla sua provata capacità produttiva e su una supply chain consolidata negli anni, la Società ha sviluppato e qualificato un portafoglio di elettrodi e componenti per la produzione dell'idrogeno mediante l'elettrolisi dell'acqua, fondamentale per la transizione energetica.

Fondata nel 1923, Industrie De Nora ha realizzato nel 2021 ricavi totali per 616 milioni di euro e un EBITDA di 127 milioni di euro. Il processo di crescita dell'azienda si è sviluppato sia in maniera organica, grazie alla continua penetrazione di nuovi mercati e di nuove applicazioni, sia attraverso acquisizioni negli USA, in Asia e in Europa. La crescita è sostenuta dalla continua innovazione ben rappresentata dal proprio portafoglio di proprietà intellettuale in continua evoluzione che comprende attualmente oltre 260 famiglie di brevetti con più di 2.600 estensioni territoriali. La società ha in portafoglio una partecipazione importante (circa il 34%) nella joint venture thyssenkrupp NUCERA, società di ingegneria leader mondiale nella realizzazione di impianti per la produzione di cloro e per l'elettrolisi dell'acqua per produrre idrogeno. Il Gruppo è controllato dalla famiglia De Nora (circa il 64% delle azioni), con Snam S.p.A. come socio di minoranza con circa il 36% del capitale.

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A prospectus prepared pursuant to Regulation (EU) 2017/1129 (the "Prospectus Regulation") Commission Delegated Regulation (EU) 2019/980, and the Commission Delegated Regulation (EU) 2019/979 will be published and an international offering circular will be made available in connection with the Offering described below. Investors should not subscribe for any securities referred to in this document except on the basis of information contained in the prospectus or the international offering circular which include detailed information regarding the Company and the risks involved in investing in the securities. In any EEA Member State that has implemented the Prospectus Regulation, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Regulation.

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This press release does not contain or constitute an offer to sell or the solicitation of an offer to buy any of the shares, nor shall there be any sale of the shares in the United States or any state or jurisdiction in which such offer, solicitation, or sale is unlawful. Any offers of the shares will be made only by means of a private offering circular.

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Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares of the Company

(the “Shares”) have been subject to a product approval process, which has determined that such Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II to such target market (the “Target Market Assessment”). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the joint global coordinators and joint bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.

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.

No representation or warranty, express or implied, is made by any of the banks acting as joint global coordinators or joint bookrunners in the context of the potential initial public offering (the “Managers”), or any of their respective affiliates, directors, officers, employees, advisers or agents as to the accuracy or completeness or verification of the information contained in this announcement (or whether any information has been omitted therefrom), and nothing contained herein is, or shall be relied upon as, a promise or representation by the Managers in this respect, whether as to the past or future. The information in this announcement is subject to change.

None of the Managers assumes any responsibility for its accuracy, completeness or verification and accordingly the Managers disclaim, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this announcement or any such statement.

The Managers are each acting exclusively for the Company and the shareholders and for no-one else in connection with any transaction mentioned in this announcement and will not regard any other person (whether or not a recipient of this announcement) as a client in relation to any such transaction and will not be responsible to any other person for providing the protections afforded to their respective clients, or for advising any such person on the contents of this announcement or in connection with any transaction referred to in this announcement.

In connection with the Offering, Credit Suisse, as a stabilisation manager (the “Stabilisation Manager”) or any of its agents, on behalf of the Managers, may (but will be under no obligation to), to the extent permitted by applicable laws and regulations, over-allot ordinary shares of the Company or effect other transactions with a view to supporting the market price of the ordinary shares or any options, warrants or rights with respect to, or other interest in, the ordinary shares, in each case at a higher level than that which might otherwise prevail in the open market. The Stabilisation Manager will not be required to enter into such transactions and such transactions may be effected on any securities market, over-the-counter market, stock exchange (including Euronext Milan) or otherwise and may be undertaken at any time during the period commencing on the date on which trading in the ordinary shares on Euronext Milan commences and ending no later than 30 calendar days thereafter. Neither the Stabilisation Manager nor any of its agents will be obligated to effect stabilising transactions, and no assurance is given that stabilising transactions will be undertaken. Such stabilising transactions, if commenced, may be discontinued at any time without prior notice. Save as required by law or regulation, neither the Stabilisation Manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilisation transactions in connection with the Offering. None of the Company, the Selling Shareholders or any of the Managers makes any representation or

prediction as to the direction or the magnitude of any effect that the transactions described above may have on the price of the ordinary shares or any other securities of the Company.

In connection with the Offering, the Managers and any of their affiliates may take up a portion of the shares in the Offering as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such shares and other securities of the Company or related investments in connection with the Offering or otherwise. Accordingly, references in the Prospectus, once published, to the Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Managers and any of their affiliates acting in such capacity. In addition, the Managers and any of their affiliates may enter into financing arrangements (including swaps, warrants or contracts for differences) with investors in connection with which the Managers and any of their affiliates may from time to time acquire, hold or dispose of shares. The Managers do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.