

THE ITALIAN SEA GROUP

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COMUNICATO STAMPA

THE ITALIAN SEA GROUP: RISULTATI DEFINITIVI DELL'OFFERTA

- **Prezzo di Offerta pari a Euro 4,9 per azione, con conseguente capitalizzazione di circa 260 milioni di Euro**
- **I proventi lordi per la Società, derivanti dall'emissione n. 9.500.000 azioni di nuova emissione, sono pari a circa 47 milioni di Euro**
- **L'ammontare complessivo dell'Offerta - comprensivo del collocamento delle azioni poste in vendita dall'azionista GC Holding S.p.A. anche dopo l'esercizio della Facoltà di Incremento e dell'ulteriore over-allotment pari al 10% dell'Offerta - è pari a circa 97 milioni di Euro**
- **Il flottante è pari a circa il 22,5% senza tener conto dell'eventuale esercizio dell'opzione *Greenshoe* e a circa il 25,9%, in caso di integrale esercizio della *Greenshoe***
- **Data prevista di inizio negoziazioni delle azioni di The Italian Sea Group sul Mercato Telematico Azionario ("MTA") organizzato e gestito da Borsa Italiana S.p.A.: 8 giugno 2021**

Marina di Carrara, 4 giugno 2021. The Italian Sea Group S.p.A. ("TISG" o la "Società"), operatore globale della nautica di lusso, comunica che si è conclusa, in data 3 giugno 2021 l'offerta di vendita e sottoscrizione riservata solo ad investitori istituzionali al di fuori degli Stati Uniti ai sensi della *Regulation S* del *U.S. Securities Act* del 1933 (come successivamente modificato), inclusi gli "investitori qualificati" in Italia (come definiti dalla normativa italiana applicabile) (l'"Offerta") delle azioni ordinarie della Società (le "Azioni") finalizzata alla quotazione sul Mercato Telematico Azionario, organizzato e gestito da Borsa italiana S.p.A. ("MTA").

Il prezzo di offerta delle Azioni è stato fissato in 4,9 Euro per Azione (il "**Prezzo di Offerta**"), con una conseguente capitalizzazione della Società pari a circa 260 milioni di Euro.

Sono state assegnate in totale n. 19.800.000 Azioni, di cui (i) n. 9.500.000 Azioni di nuova emissione rivenienti da un aumento di capitale con esclusione del diritto di opzione; (ii) n. 8.500.000 Azioni poste in vendita da GC Holding S.p.A. -

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comprehensive di n. 2.000.000 azioni oggetto della Facoltà di Incremento esercitata da GC Holding S.p.A. - e (iii) n. 1.800.000 Azioni oggetto dell'opzione di over-allotment. L'ammontare complessivo del Collocamento è pari a circa 97 milioni di Euro.

Sulla base delle allocazioni garantite, i cornerstone investors (i) Alychlo NV, società di investimento dell'imprenditore Marc Coucke, e (ii) Giorgio Armani S.p.A., primaria azienda della moda e del lusso fondata da Giorgio Armani, in cambio dei loro impegni hanno investito, singolarmente e non congiuntamente, rispettivamente circa 26 milioni di Euro (pari a circa il 10% del capitale sociale di TISG), e circa 13 milioni di Euro (pari a circa il 4,99% del capitale sociale di TISG). Ulteriori azioni pari a circa l'1,5% del capitale sociale di TISG sono state allocate direttamente e indirettamente all'imprenditore Marc Coucke.

Il flottante è pari a circa il 22,5% del capitale della Società, senza tener conto dell'eventuale esercizio dell'opzione *greenshoe* ed escludendo le azioni allocate direttamente ed indirettamente a Marc Coucke. In caso di integrale esercizio dell'opzione *greenshoe* ed escludendo le azioni allocate direttamente ed indirettamente a Marc Coucke, il flottante di The Italian Sea Group S.p.A. sarà pari a circa il 25,9% del capitale sociale della Società, e GC Holding S.p.A. deterrà n. 33.200.000 Azioni corrispondenti a circa il 62,6% del capitale sociale totale.

I proventi lordi per la Società derivanti dall'emissione di nuove azioni sono pari a circa 47 milioni di Euro. La Società prevede di utilizzare i proventi netti principalmente per l'attuazione dei propri obiettivi strategici e, in particolare, (i) acquisizione di nuovi spazi produttivi anche attraverso acquisto di cantieri navali europei (ad es. Italia, Turchia e Grecia) e/o stabilimenti industriali per aumentare la capacità produttiva della Divisione Shipbuilding, concentrandosi sulla realizzazione di yacht fino a 100 metri di lunghezza; e (ii) acquisizione di nuovi spazi e/o impianti per sviluppare ulteriormente le attività della Divisione NCA Refit.

Il periodo di lock-up sarà di 365 giorni sia per la Società, sia per l'azionista venditore, GC Holding S.p.A.

La prevista data di inizio delle negoziazioni delle Azioni sul MTA è l'8 giugno 2021.

Nell'ambito dell'Offerta, Intermonte e Berenberg hanno agito in qualità di *joint global coordinators e joint bookrunners*. Intermonte agisce altresì in qualità di Sponsor per

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l'ammissione a quotazione delle Azioni sul MTA e *stabilization manager*. Ambromobiliare S.p.A. agisce in qualità di *Advisor* Finanziario della Società.

The Italian Sea Group

The Italian Sea Group è operatore globale della nautica di lusso, attivo nella costruzione e refit di motoryacht e navi fino a 100 metri. L'azienda, che fa capo all'imprenditore italiano Giovanni Costantino, opera sul mercato con i brand Admiral, rinomato per i prestigiosi ed eleganti yacht e Tecnomar, conosciuto per la sportività, il design all'avanguardia e le alte performance dei suoi yacht; ha una business unit che gestisce il servizio di riparazioni e refit con focus su yacht e megayacht di lunghezza superiore ai 60 metri.

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Any purchase of shares (“**Shares**”) of the Company in the context of the proposed Offer must be made exclusively on the basis of the information contained in the Prospectus, as approved by CONSOB, which the Company will publish in relation to admission to trading on the MTA. The approval of the Prospectus by CONSOB does not constitute an assessment of the economic and financial soundness of the transaction and the quality or solvency of the Company. No person can or should rely, for any reason, on the information contained in this press release or on its completeness, accuracy or correctness. The information contained in this press release is subject to change.

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Only for the purposes of the product governance requirements laid down: (a) Directive 2014/65/EU on markets in financial instruments, as subsequently amended (“**MiFID II**”); (b) Articles 9 and 10 of Delegated Directive (EU) 593/2017 supplementing MiFID II; and (c) national transposition measures (together the “**MiFID II Product Governance Obligations**”), and declining any liability that may arise contractually, non-contractually or otherwise to any “producer” (under the MiFID II Product Governance Obligations) in relation to such obligations, the Shares have been subject to a product approval process, which has identified the Shares as such: (i) compatible with an end market of retail investors and investors meeting the requirements of “professional clients” and “eligible counterparties” as defined respectively under MiFID II; and (ii) reserved for distribution through all distribution channels as permitted by MiFID II (the “**Assessment of the Reference Market**”). Notwithstanding the Valuation of the relevant Market, distributors should take into account that: the price of the Shares may fall and investors may lose all or part of their investment; the Shares do not provide any return on or protection for the capital invested; and an investment in the Shares is only compatible with investors who do not need a guarantee of return or protection for the capital invested (whether alone or with the assistance of a financial or other advisor) are capable of assessing the merit and risks associated with such investment and who have sufficient resources to bear any loss that may result. The Valuation of the Reference Market does not prejudice any contractual, legal or regulatory restrictions provided for in relation to the Offer. In addition, it should be noted that, despite the Reference Market Assessment, the GC will provide investors who meet the criteria of professional clients and eligible counterparties.

It should be noted that, the Assessment of the Reference Market does not constitute: (a) an assessment of the suitability or suitability for MiFID II purposes; or (b) a recommendation to any investor or group of investors to invest or purchase, or undertake any transaction in respect of the Shares. Each distributor is responsible for making its own assessment of the relevant market in relation to the Shares and determining the appropriate channels for their distribution.