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COMUNICATO STAMPA

NEOPHARMED GENTILI S.P.A. HA CONCLUSO CON SUCCESSO IL COLLOCAMENTO DI SENIOR SECURED NOTES CON SCADENZA 2030, PER UN AMMONTARE PARI A €750 MILIONI

Milano, 29 marzo 2024 - Neopharmed Gentili S.p.A., società per azioni costituita ai sensi della legge italiana (l'“**Emittente**” o “**Neopharmed**”), ha collocato quest’oggi con successo sul mercato high-yield un prestito obbligazionario (l'“**Offerta**”) per un ammontare complessivo pari a €750 milioni, suddiviso in *Senior Secured Fixed Rate Notes* con scadenza 2030, per un ammontare pari a €350 milioni e *Senior Secured Floating Rate Notes* con scadenza 2030, per un ammontare pari a €400 milioni (le “**Notes**”).

Le *Senior Secured Fixed Rate Notes* saranno emesse a un prezzo di emissione pari al 100% del loro valore nominale e avranno un tasso di interesse annuo pari a 7,125%. Le *Senior Secured Floating Rate Notes* saranno emesse a un prezzo di emissione pari al 99,500%, e avranno un tasso di interesse annuo pari alla somma del tasso EURIBOR a tre mesi (soggetto a un floor dello 0%) e il 4,250% all’anno, azzerato trimestralmente.

L’emissione e il regolamento delle Notes sono previsti per il giorno 8 aprile 2024, subordinatamente alle consuete condizioni di perfezionamento.

È stata presentata richiesta di quotazione delle Notes sul Listino Ufficiale del Luxembourg Stock Exchange nonché ammissione alla negoziazione sull’Euro MTF Market gestito dal Luxembourg Stock Exchange.

I proventi dell’offerta delle Notes verranno utilizzati per rifinanziare interamente le *senior secured notes* per un ammontare pari a €700 milioni, precedentemente emesse dall’Emittente ai sensi di un *subscription agreement* sottoscritto in data 27 marzo 2023 e per pagare le commissioni e le spese sostenute in relazione all’Offerta.

L’Emittente ha inoltre sottoscritto con alcuni istituti finanziari un contratto di finanziamento su base *revolving* per un importo pari a €130 milioni.

Per ulteriori informazioni:
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Informazioni su Neopharmed Gentili S.p.A.

Neopharmed Gentili è un'azienda farmaceutica nata in Italia e storicamente radicata nel proprio territorio, in forte espansione oltre i confini nazionali grazie ad una consolidata ed affidabile esperienza nelle operazioni di M&A e Licensing, specialmente con partner multinazionali. Ricerca, responsabilità e cura sono i pilastri che guidano la mission di Neopharmed Gentili di migliorare la salute e la qualità di vita di pazienti, caregiver e personale sanitario. L'aspirazione di Neopharmed Gentili è di aiutare le persone a vivere una vita sana e più longeva possibile, agendo con valore etico e precisione scientifica, e offrendo soluzioni ad alto valore terapeutico.

www.neogen.it

There can be no assurance that the Offering will be completed or, if completed, as to the terms on which it will be completed.

This press release is for information purposes only and does not constitute any offer to sell or the solicitation of an offer to buy any security in the United States or in any other jurisdiction. The Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or applicable state or foreign securities laws and may not be offered or sold in the United States without registration under federal or applicable state securities laws or an applicable exemption from such registration requirements.

The Notes will be offered (a) in the United States to "qualified institutional buyers" as defined in Rule 144A under the Securities Act and (b) outside the United States (i) in an offshore transaction in accordance with Regulation S under the Securities Act, (ii) if resident in a Member State of the European Economic Area, to "qualified investors" within the meaning of Article 2(e) of Regulation 2017/1129/EU and amendments thereto (the "Prospectus Regulation") and any relevant implementing measure in each Member State of the European Economic Area and (iii) if a resident of the United Kingdom, to "qualified investor" within the meaning of Prospectus Regulation as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "UK Prospectus Regulation").

This press release does not constitute an offer to the public in Italy of financial products, as defined under Article 1, paragraph 1, letter (t) of legislative decree of February 24, 1998, no. 58, as amended (the "Italian Financial Act"). The Notes cannot be offered, sold or delivered, directly or indirectly, in Italy either on the primary or on the secondary market to any natural persons nor to entities other than qualified investors (investitori qualificati) as referred to in Article 2, paragraph (e), of the Prospectus Regulation or unless in any circumstances which are exempt from the rules on public offerings pursuant to Article 1 of the Prospectus Regulation and the implementing regulations issued by the Commissione Nazionale per le Società e la Borsa, the Italian securities and financial markets regulator ("CONSOB"), including CONSOB Regulation No. 20307 of February 15, 2018, as amended, Article 34-ter, paragraph 1, letter (b) of CONSOB Regulation no. 11971 of May 14, 1999, as amended (the "Issuers Regulation") implementing Article 100 of the Italian Financial Act, and the applicable Italian laws and regulations.

This press release is for informational purposes only and does not constitute and shall not, in any circumstances, constitute a public offering or an invitation to the public in connection with any offer within the meaning of the Prospectus Regulation. The Offering will be made pursuant to an exemption under the UK Prospectus Regulation and the Prospectus Regulation, as implemented in Member States of the European Economic Area, from the requirement to produce a prospectus for offers of securities.

This press release is only being distributed to, and is only directed at, persons in the United Kingdom that (i) 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 persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations, etc.”) of the Order, or (iii) 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) 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 press release is directed only at Relevant Persons and must not be acted on or relied upon by persons who are not Relevant Persons. Any investment or investment activity to which this document relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

The offering memorandum prepared in connection with the Offering has not been and will not be approved by CONSOB, the Financial Conduct Authority or any other competent authority.

Manufacturer target market (MIFID II product governance; UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs or UK PRIIPs key information document (KID) has been prepared as not available to retail investors in EEA or the United Kingdom, respectively.

This press release may include forward-looking statements within the meaning of the securities laws of certain applicable jurisdictions. These forward-looking statements include, but are not limited to, all statements other than statements of historical facts, including, without limitation, those regarding the Issuer’s group future financial position and results of operations, strategies, plans, objectives, goals and targets, future developments in the markets in which the group participates or is seeking to participate or anticipated regulatory changes in the markets in which the group operates or intends to operate. In some cases, you can identify forward-looking statements by terminology such as “aim”, “anticipate”, “believe”, “continue”, “could”, “estimate”, “expect”, “forecast”, “guidance”, “intend”, “may”, “plan”, “potential”, “predict”, “projected”, “should” or “will” or the negative of such terms or other comparable terminology.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors because they relate to events and depend on circumstances that may or may not occur in the future. We caution you that forward-looking statements are not guarantees of future performance and are based on numerous assumptions. Our actual results of operations, including our financial condition and liquidity and the development of the industries in which we operate, may differ materially from (and be more negative than) those made in, or suggested by, the forward-looking statements contained in this press release. In addition, even if our results of operations, including our financial condition and liquidity and the development of the industries in which we operate, are consistent with the forward-looking statements contained in this press release, those results or developments may not be indicative of results or developments in subsequent periods.