



A multibrand company

Sede Legale: Via J. F. Kennedy, 16 – 42124 Reggio Emilia – T. +390522.7901 Fax: +39 0522.790266

Capitale sociale € 39.700.000,00 i.v. – REA di RE n° 277595 – P.IVA e Cod. Fis. 00183410653

Società soggetta all'attività di direzione e coordinamento da parte di Newlat Group S.A. ai sensi degli artt. 2497 ss. del codice civile.

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PRESS RELEASE

EXERCISE OF THE GREENSHOE OPTION

FINAL ANNOUNCEMENT ON STABILISATION MEASURES

Reggio Emilia, November 28, 2019 – Newlat Food S.p.A. (“**Newlat**”, the “**Issuer**” or the “**Company**”), announces that, on the basis of the information communicated by Equita SIM S.p.A. (“**Equita SIM**”), as agent for the stabilisation of ordinary Newlat shares, on today’s date the greenshoe option for n. 1,080,482 ordinary Company shares (the “**Greenshoe Option**”) has been partially exercised by Equita SIM, on behalf of the joint global coordinator (HSBC, Société Générale and Equita SIM itself – the “**Joint Global Coordinator**”). With the exercise of the Greenshoe Option, the stabilisation period ends with immediate effect.

The acquisition price of the shares from the Greenshoe Option is Euro 5.80 per share – corresponding to the offer price established for the institutional placement – for a total amount of Euro 6,266,795.60.

The settlement and value date of the Greenshoe Option shall be November 29, 2019. On the same date the shares from the exercise of the Greenshoe Option shall be assigned to the shareholder Newlat Group SA in completion of the over-allotment option granted by the former to the Joint Global Coordinator.

Including the shares from the Greenshoe Option, the institutional placement consists therefore of n. 13,780,482 ordinary Newlat shares, equal to approx. 33.8% of the share capital.

In addition, on the basis of the information communicated by Equita SIM, as agent for the stabilisation of the ordinary Newlat shares and also its behalf, Newlat announces that during the stabilisation period (i.e., from the initial date of trading of ordinary Newlat shares on the Mercato Telematico Azionario (Main Stock Exchange) organised and managed by Borsa Italiana S.p.A., STAR segment on October 29, 2019 until today) Equita





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SIM has undertaken stabilization activities (as defined under Article 3, paragraph 2, letter d), of Regulation (EU) 596/2014 (“MAR”) in relation to the offering of the securities as set out below.

| Financial Instruments | |
|----------------------------------|---|
| Issuer | Newlat Food S.p.A. |
| Financial Instrument | Ordinary shares (ISIN: IT0005385213) |
| Offer Size | 12,700,000 ordinary shares, excluding the over-allotment option |
| Total aggregate amount purchased | 189,518 ordinary shares |
| Stabilisation manager | Equita SIM S.p.A. |

Pursuant to Article 6, paragraph 2, of Commission Delegated Regulation (EU) 2016/1052 supplementing MAR with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures (the “**Stabilisation Regulation**”), Newlat Food, on the basis of the information communicated by Equita SIM, hereby communicates the data relating to the stabilisation activities undertaken by Equita SIM as stabilization agent.

| Execution Date | Number of transactions | Lowest Price (EUR) | Highest Price (EUR) | Aggregate amount | Trading venue |
|----------------|------------------------|--------------------|---------------------|------------------|--------------------|
| 29-Oct-19 | 63 | 5.75 | 5.8 | 110,000 | Mercato Telematico |



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| | | | | | |
|-----------|----|-------|------|--------|---|
| | | | | | Azionario (MTA), segmento STAR |
| 30-Oct-19 | 43 | 5.715 | 5.79 | 35,000 | Mercato Telematico Azionario (MTA), segmento STAR |
| 31-Oct-19 | 7 | 5.775 | 5.8 | 10,000 | Mercato Telematico Azionario (MTA), segmento STAR |
| 1-Nov-19 | 10 | 5.78 | 5.8 | 7,340 | Mercato Telematico Azionario (MTA), segmento STAR |
| 4-Nov-19 | 4 | 5.76 | 5.76 | 1,974 | Mercato Telematico Azionario (MTA), segmento STAR |
| 5-Nov-19 | 6 | 5.78 | 5.78 | 2,662 | Mercato Telematico Azionario (MTA), segmento STAR |
| 6-Nov-19 | 64 | 5.76 | 5.78 | 17,957 | Mercato Telematico Azionario (MTA), segmento |



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| | | | | | |
|----------|---|------|------|-------|---|
| | | | | | STAR |
| 7-Nov-19 | 7 | 5.78 | 5.78 | 4,585 | Mercato Telematico Azionario (MTA), segmento STAR |

This press release is issued also on behalf of Equita SIM pursuant to Article 6, paragraph 2, of the Stabilisation Regulation.

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FOR MORE INFORMATION:

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Newlat Food's group

The Newlat Food's group is a relevant multinational, multi-brand and multi-channel player in the Italian and European agri-food sector, having a large portfolio of products and brands well known in Italy and internationally. The Newlat Food's group holds a



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consolidated positioning in the Italian and German markets and sale products in more than 60 countries. The Newlat Food's group is mainly active in the pasta, dairy, bakery and special products sectors, and in particular in the health & wellness, gluten free and baby food sectors.

For more information, visit our website www.newlat.it.

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DISCLAIMER

This document is an announcement and not a prospectus for the purposes of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”), and as such does not constitute an offer to sell or the solicitation of an offer to purchase securities. A prospectus prepared pursuant to the Prospectus Regulation, the Commission Delegated Regulation (EU) 2019/980, the Commission Delegated Regulation (EU) 2019/979 (the latter two, jointly, the “**Delegated Regulations**”), Legislative Decree n. 58/1998 of 24 February 1998, as subsequently amended (the “**Consolidated Financial Law**”), and Regulation adopted by CONSOB with Resolution no. 11971 of 14 May 1999, as subsequently amended and integrated (the “**Issuers’ Regulation**”), has been approved by CONSOB and be made available in accordance with the requirements of the Prospectus Regulation, the Delegated Regulations, the Consolidated Financial Law and the Issuers’ Regulation. Any offer of securities to the public that may be deemed to be made pursuant to this communication in any EU Member State is addressed solely to qualified investors (within the meaning of Article 2(1)(e) of the Prospectus Regulation) in that Member State. This announcement does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for any shares or any other securities, nor shall it (or any part of it) or the fact of its distribution form the basis of, or be relied on in connection with, any contract therefor. The Institutional Offering and the distribution of this announcement and other information in connection with the Institutional Offering in certain jurisdictions may be restricted by law and persons into whose possession this announcement or any document or other information referred to herein comes should inform themselves about, and observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of the laws of any such jurisdiction. This communication is directed only at (i) persons who are outside the United Kingdom or (ii) persons who have



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professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”) and (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2) of the Order or (iv) certified high net worth individuals and certified and self-certified sophisticated investors as described in Articles 48, 50, and 50A respectively of the Order or (v) persons to whom this communication may otherwise be lawfully communicated (all such persons together being referred to as “relevant persons”). Any investment activity to which this communication relates will only be available to and will only be engaged in with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents. Neither this announcement, nor any copy of it may be taken, transmitted or distributed, directly or indirectly, into Australia, Canada, Japan, or to any persons in any of those jurisdictions or any other jurisdictions where to do so would constitute a violation of the laws of such jurisdiction. The securities referred to herein have not been and will not be qualified under the applicable securities laws of Australia, Canada, Japan and, subject to certain exceptions, may not be offered or sold within Australia, Canada, Japan or to any resident or citizen of Australia, Canada, Japan. This announcement does not constitute an offer for sale of, or a solicitation of an offer to purchase or subscribe for, any securities in the United States. No securities of Newlat Food have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or under the applicable securities laws of Australia, Canada or Japan and may not be offered or sold in the United States unless the securities are registered under the Securities Act, or an exemption from the registration requirements of the Securities Act is available. Newlat Food does not intend to register any portion of the offering of the securities in the United States or to conduct a public offering of the securities in the United States, Australia, Canada or Japan or elsewhere. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from Newlat Food and will contain detailed information about the bank and management, as well as financial statements. This announcement does not constitute a recommendation concerning the Institutional Offering or the shares of Newlat Food (the “**Shares**”). The price and value of securities can go down as well as up. Past performance is not a guide to future performance. Information in this announcement or any of the documents relating to the Institutional Offering cannot be relied upon as a guide to future performance. Potential investors should consult a professional advisor as to



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the suitability of the Institutional Offering for the person concerned. Each of Equita SIM S.p.A., HSBC France and Société Générale and their respective affiliates (together, the “**Joint Global Coordinators**”), Newlat Food and each company of the Newlat Food’s group expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in this announcement whether as a result of new information, future developments or otherwise. Any subscription of Shares in the proposed Institutional Offering should be made solely on the basis of the information contained in the Prospectus, as approved by CONSOB, published by Newlat Food in connection with the admission to trading on the MTA. The approval of the Prospectus by CONSOB shall not constitute an evaluation of the economic and financial soundness of the transaction and the quality or solvency of Newlat Food. No reliance may or should be placed by any person for any purpose whatsoever on the information contained in this announcement or on its completeness, accuracy or fairness. The information in this announcement is subject to change. None of the Joint Global Coordinators or any of their respective directors, officers, employees, advisers agents, affiliates or any other person acting on their behalf accepts any responsibility or liability whatsoever for, or makes any representation or warranty, express or implied, as to the truth, accuracy, completeness or fairness of, the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to Newlat Food, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. 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 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



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“**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 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.



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