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Share Capital € 43,935,050.00 fully paid-up – Economic and Administrative Index of Reggio Emilia (REA) no. 277595 – VAT and Tax ID 00183410653
Company subject to management and coordination by Newlat Group S.A. pursuant to articles 2497 et seq. of the Italian Civil Code.

PRESS RELEASE
NEWLAT FOOD SIGNED AN AGREEEMENT TO ACQUIRE PRINCES LIMITED, ESTABLISHING THE LARGEST FOOD COMPANY LISTED ON EURONEXT MILAN, WITH A CONSOLIDATED TURNOVER OF € 2.8 BILLION

Reggio Emilia, 27 May 2024 – The management of Newlat Food S.p.A. ("**Newlat Food**" or the "**Company**") is proud to announce to its shareholders and all the group's stakeholders the intended acquisition of 100% of the share capital of Princes Limited ("**Princes**"), a historic UK-based food group (the "**Transaction**"). With the acquisition of Princes, Newlat Food will achieve a consolidated turnover of about € 3 billion and a strong position in new categories in the UK market. The Group will double its product categories' offerings to its clients, becoming one of the main multi-brand and multi-product companies in the food sector in Europe, thanks to an increasingly exclusive industrial know-how and a production capacity of its 31 factories, unique in its kind.

The closing of the Transaction, subject to the obtainment of antitrust clearances by the competent antitrust authorities and the consultation of both the European and the Dutch works council within the Princes group, is expected to take place by the end of July 2024.

The Italian Presidency of the Council of Ministers already confirmed that the Transaction does not fall within the scope of the so-called golden power regulation provided by the law decree dated 15th March 2012, no. 21.

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Angelo Mastrolia, Chairman of Newlat Food, expresses great satisfaction with the acquisition's success: "*We are extremely proud to have agreed this transaction, marking a crucial milestone in our growth strategy. Princes Limited is a prestigious company, and integrating its operations with Newlat Food allows us to further solidify our position as a leader in the food sector.*

On closing of this acquisition, Newlat Food will become the largest food company listed on the Milan Stock Exchange, reinforcing its role as a key international player. The economic outlook of the new group gives us confidence in a future of sustainable growth, poised to create value for all stakeholders. The newly combined group will offer a broad range of high-quality products, addressing the needs of an increasingly demanding and diverse global market.

This transaction enables us to enter new market segments and better serve our customers with an even more comprehensive, innovative, and unique product offering.

The integration between Newlat Food and Princes Limited represents a significant opportunity for both companies to share expertise, resources, and synergies, contributing to a successful and mutually beneficial future. The mission of the new group remains to ensure continuous excellence and innovation, keeping customer satisfaction and sustainability at the forefront."

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PRINCES LIMITED ACQUISITION

On the date hereof Newlat Food signed an agreement for the acquisition – subject to the fulfilment of the conditions precedent indicated above – of 100% of the share capital of Princes Limited, a historic UK-based Food Group founded in Liverpool in 1880, currently owned by Mitsubishi Corporation for a consideration ("**Enterprise Value**" or "**EV**"), on a debt free and cash free basis, of **GBP 700 million**, of which GBP 650 million to be paid in cash and GBP 50 million to be paid in Newlat Food shares according to the terms and conditions indicated below.

Princes Limited generated a consolidated turnover for the Fiscal Year 2024 (ended 31st March 2024) of **GBP 1.71 billion** and an Adj. **EBITDA** of **GBP 100.54 million**. The Adj. **Net Profit** reached **GBP 13.03 million**.

The **EV/EBITDA multiple** of the Transaction, based on the actual FY 2024 (March 31st 2024) figures, is 7x or **5.2x, including minimum cost and structure synergies,** which Newlat Food's management already has full visibility of. Further synergies that Newlat Food expects to generate through business development and integration of commercial networks are excluded from the above evaluation.

With the intended acquisition of Princes, the actual pro-forma (combined) consolidated figures for Newlat Food show a **turnover** of **Euro 2.8 billion**, an Adj. **EBITDA** of **Euro 188 million**, and an adjusted **net profit** of **Euro 31.44 million**.
The **pro-forma net debt** actual figure reaches **Euro 616 million**, with a **Net Debt/EBITDA** ratio of **3.28x**, while the **Net Debt/EBITDA** ratio is expected to be **below 2.5x** at the **end of current fiscal year**.

The intended Transaction will be financed through the Company's own available cash, the Shareholders' Loan (as defined below) and a **Euro 300 million loan to be provided by a pool of leading international banks**. The pool, led by Unicredit and BNL BNP Paribas as Global Coordinator and Bookrunner, includes Rabobank, Commerzbank, Banco BPM and BPER.

The investment banking teams of Unicredit, BNL BNP Paribas and Equita also supported Newlat Food as financial advisors in the context of the Transaction, while BonelliErede and LCA supported Newlat Food as legal advisors.

The Transaction qualifies as a reverse merger pursuant to the Market Rules adopted by Borsa Italiana S.p.A. Therefore, before the closing of the Transaction the Company will transmit to Borsa Italiana S.p.A. the declarations required under Article 2.9.2 of the Market Rules adopted by Borsa Italiana S.p.A..

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MITSUBISHI CORPORATION JOINS THE SHAREHOLDER BASE OF NEWLAT FOOD

The Transaction value of **GBP 700 million** will be paid in cash as to GBP 650 million funded from Newlat Food's existing resources, the banking loan described above and the Shareholders' Loan (as defined below), while the remaining GBP 50 million will be funded by using the proceeds that will be received by Newlat Group S.A. ("**Newlat Group**") for the sale of Newlat Food shares to Mitsubishi Corporation. More precisely, Newlat Group will sell to Mitsubishi Corporation no. 9,319,841 Newlat Food shares at a price of € 6.30 per share [1]. Newlat Group will then grant to Newlat Food a shareholders' loan for an amount of EUR 200,000,000 (which will include as well the proceeds received by Newlat Group for the sale of Newlat Food's shares indicated above) (the "**Shareholders' Loan**"), which will be used by Newlat Food for the payment of part of the consideration to Mitsubishi Corporation. The Shareholders' Loan will bear interest at the same rate provided by the acquisition financing that will be entered into by Newlat Food in the context of the Transaction and its reimbursement will be subordinated to the beforementioned acquisition financing.

The Shareholders' Loan qualifies as a related-parties' transaction pursuant to Article 3, paragraph 1, letter (a) of the regulation adopted by Consob with resolution of 12 March 2010 no. 17221 as amended (the "**RPT Regulation**") and Annex 1 to the procedure for the related-parties' transaction adopted by the Board of Directors of the Company (the "**RPT Procedure**"), since Newlat Group holds 61.6% of the share capital and 75.5% of the voting rights of Newlat Food. More precisely, the Shareholders' Loan qualifies as a related-parties transaction of "greater importance" pursuant to Article 4, paragraph 1, letter (a) of the RPT Regulation and Article 2.1, letter (t), of the RPT Procedure since the materiality threshold related to the value of the transaction under Annex 3 to the RPT Regulation is exceeded.

In light of the above, the Company has put in place all the necessary controls for the correct qualification of the Shareholders' Loan as related parties transaction, subjecting it to the specific procedure identified by the RPT Regulation and the RPT Procedure. In particular, on 25 May 2024, the Company's Board of Directors approved the Shareholders' Loan, after having received the reasoned favourable opinion of the Related-Parties' Committee on the Company's interest in entering into the Shareholders' Loan, as well as on the appropriateness and substantial correctness of its conditions.
The definitive agreement related to the Shareholders' Loan has been entered into between Newlat Group and Newlat Food on the date hereof, it being understood that the disbursement of the Shareholders' Loan will be made at the closing of the Transaction. The Company, in accordance with the terms of the RPT Regulation (Annex 4) and the RPT Procedure (Article 14.5) and pursuant to Article 65-*bis* of the Consob Regulation No. 11971/1999 (the "**Issuers' Regulation**"), will publish, within the terms provided thereunder, the information document on related-parties' transactions of

[1] The purchase price has been determined on the basis of the average price of Newlat Food shares' closing price in the five trading days prior to the date hereof.

greater importance pursuant to Article 5 of the RPT Regulation and the same will be made available on the website www.newlat.it and on the authorised storage mechanism eMarket Storage at emarketstorage.com.

Upon completion of the intended Transaction, Mitsubishi Corporation will become the second largest shareholder of Newlat Food with 21.2% of the economic rights and 15.1% of voting rights.

At completion of the intended Transaction, Mitsubishi Corporation and Newlat Group will also enter into an agreement envisaging:

- a lock-up period of 12 months from the closing date related to the Newlat Food shares acquired by Mitsubishi Corporation;
- the right for Newlat Group to repurchase the Newlat Food shares in one or more tranches in the 12 months following the closing date of the Transaction at the same price of € 6.30 per share; and
- the obligation of Newlat Group to repurchase, upon Mitsubishi Corporation's request, any Newlat Food share eventually not already acquired pursuant to its call option right indicated above within the timing that will be agreed upon by Mitsubishi Corporation and Newlat Group (or, failing to reach such agreement within two months from the end of the 12 months option period, then within ten business days of the end of that two month period).

Since the aforesaid agreement contains provisions of a shareholders' nature, it will be subject to specific disclosure in accordance with Article 122 of the Legislative Decree No. 58/1998 (TUF) and Articles 129 and 130 of the Issuers' Regulation.

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THE FIRST UNICORN LISTED ON EURONEXT MILAN IN THE FOOD SECTOR

The intended acquisition of Princes represents the last major piece of a **twenty-year growth plan** that has seen the group evolve not only **in terms of business volumes** but also from a **structural** and **financial** point of view. The Transaction represents the biggest takeover in the food industry of a U.K. company by an Italian company.

In October **2019**, with the **listing on the STAR segment of Euronext Milan**, Newlat Food presented to the market a **development plan focused on external growth**, with the strategic objective of building a multi-brand, multi-product, and multi-country platform that would allow the Group to grow and develop its own industrial know-how.

After the **acquisition of Centrale del Latte d'Italia**, which was of great important for consolidating a leadership position in the Italian Milk & Dairy segment, Newlat Food entered the bond market with **the issuance of a €200 million bond**, confirming the Group's strategic objectives.

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Since then, Newlat Food has confirmed, firstly with the **acquisition of Symington's** and its **entry into the UK market**, then with the acquisition of **EM Foods** in **France** and finally now with the intended acquisition of **Princes Limited**, a **constant focus on pursuing strategic objectives and creating value** for all the Group's stakeholders.

Four and a half years after entering the stock market:

- **Consolidated revenues** increased from **€ 320 million** to **almost € 2.8 billion**;
- Adj. **EBITDA** increased from **€ 27 million** to **€ 188 million**;
- **Net Profit** increased from **€ 7 million** to **€ 31.44 million**.

Following the completion of the intended acquisition of Princes and with a global **operating network of 31 plants**, Newlat Food will be equipped to **offer its customers a diverse range of products** across **10 distinct categories**. This expansion will significantly strengthen its presence into new products in the United Kingdom, positioning Newlat Food as a key player in the Food Industry there. Currently, Princes boasts an impressive portfolio of industrial assets located across Europe and in Mauritius, which can be viewed at the following link:
https://www.youtube.com/watch?v=NLGSsIfx8dw&t=9s

The newly formed entity, that will be named New Princes, will be gearing up to tackle **new challenges** while upholding its **traditional values**, notably **prioritizing cash generation**.
The management is optimistic about swiftly reducing debt and is actively exploring new avenues that could propel the Group's mid-term turnover to € **5 billion**.
Further details on the intended Transaction and regarding the 2030 Combined Business Plan ("**Piano Industriale 2030**") will be presented live in Milan and in streaming on the 4th of June. More details regarding the event and invites will follow in the next days.

NEW PRINCES GROUP

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DELVERDE · Pezzullo · Corticella · 3 Glocken · Birkel · Minuto · Granfetta · Crostino dorato
NAKED · Mug Shot · Polenghi Lombardo · Optimus · Mukki · Tapporosso · Centrale del latte · Giglio

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ECONOMIC TARGETS OF THE NEWLY FORMED GROUP

New Princes, the new group to be formed from the intended acquisition of Princes Limited by Newlat Food, will be characterized by:

- **Maintaining one of the best organic growth rates in the industry**, thanks to its strong position in all the markets and categories in which the combined group will operate.

- **Continuously improving profitability**, aided by cost and structural synergies and the ability to generate new commercial synergies through business development and commercial networks by leveraging the extensive combined expertise and know-how of the group.

- **Robust cash flow generation** through strategic implementation in key areas like procurement, working capital management, industrial investment selection and planning, and tax optimization.

Management expects to quickly complete the deleveraging process, aiming for a **Net Debt/EBITDA ratio of 1x by the end of 2026, supported by an expected average annual Free Cash Flow of over € 100 million between 2024 and 2028**.

The new Group will be backed by a **solid asset base** – it is important to note that the tangible assets of Princes alone (value of the plants and net working capital) cover **the entire value of the intended Transaction**.

Following completion of the intended Transaction, New Princes will have a **consolidated equity of over €700 million**.

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This press release is available on the Company's website at www.newlat.it, as well as at the authorized storage mechanism eMarket Storage at www.emarketstorage.com.

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The Newlat Group

The Newlat Group is a relevant multinational, multi-*brand*, multi-product 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 Group holds a consolidated positioning in the domestic market, as well as a significant presence on the UK and German markets, with its products being sold in more than 60 countries. The Newlat Group is mainly active in the pasta, *milk&dairy*, instant noodles, cake mixes and baking kits, bakery and special products sectors, as well as in the health & wellness, gluten free and baby food sectors.

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

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This press release contains "forward-looking statements", which includes all statements that do not relate solely to historical or current facts, and which are therefore inherently uncertain. All forward-looking statements rely on a number of assumptions, expectations, projections, and provisional data concerning future events and are subject to a number of uncertainties and other factors, many of which are outside the control of the Company. We caution you that forward-looking statements are not guarantees of future performance and are based on numerous assumptions. There are a variety of factors that may cause actual results and performance to be materially different from the explicit or implicit contents of any forward-looking statements and thus, such forward-looking statements are not a reliable indicator of future performance. Consequently, the Company makes no representation, whether expressed or implied, as to the conformity of the actual results with those projected in the forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable laws.