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COMUNICATO STAMPA

**SELLE ROYAL GROUP S.p.A.
AVVIA IL PROCESSO DI QUOTAZIONE PRESSO EURONEXT MILAN.**

L'AZIENDA OPERA A LIVELLO INTERNAZIONALE NELL'AMBITO DELLE SELLE, DEGLI ACCESSORI E DEI COMPONENTI PER LA BICI E PER IL CICLISTA.

Pozzoleone (Vicenza), 12 gennaio 2022. Selle Royal Group S.p.A. ("**Selle Royal**" o la "**Società**") rende nota la propria intenzione di procedere alla quotazione delle proprie azioni ordinarie (le "**Azioni**") sul mercato Euronext Milan organizzato e gestito da Borsa Italiana S.p.A. (la "**Quotazione**") e, ricorrendone i presupposti, sul segmento Euronext STAR Milan.

È previsto che il flottante richiesto ai fini della Quotazione sia realizzato attraverso un collocamento privato (l'"**Offerta**") riservato ad investitori qualificati in Italia e all'estero ai sensi della *Regulation S* dello *United States Securities Act* del 1933, come successivamente modificato (il "**Securities Act**"), e, negli Stati Uniti d'America, limitatamente agli investitori istituzionali qualificati (*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.

È altresì previsto che l'Offerta sarà composta da: (i) azioni ordinarie di nuova emissione della Società rivenienti da un aumento di capitale con esclusione del diritto di opzione, e (ii) azioni ordinarie offerte in vendita dagli attuali azionisti, Dec. 28, 1928 Holding S.p.A. e Wise Equity SGR S.p.A., in qualità di società di gestione del risparmio del fondo di investimento alternativo di tipo chiuso denominato "*Wisequity V*" (gli "**Azionisti Venditori**"), che congiuntamente detengono l'intero capitale sociale della Società, con l'obiettivo di soddisfare i requisiti di flottante richiesti da Borsa Italiana S.p.A. per l'ammissione sul segmento Euronext STAR Milan.

Si prevede inoltre che l'attuale socio di controllo Dec. 28, 1928 Holding S.p.A. manterrà il controllo della Società a seguito dell'Offerta, anche attraverso l'adozione di un meccanismo di voto maggiorato.

La struttura finale dell'Offerta insieme ai principali termini rilevanti sarà determinata in prossimità dell'avvio della stessa e comunicata immediatamente prima dell'inizio dell'Offerta stessa.

Nel contesto dell'Offerta è inoltre prevista la concessione di un'opzione *greenshoe* da parte degli Azionisti Venditori.

Si prevede altresì che la Società e gli Azionisti Venditori assumeranno impegni di *lock-up* con riferimento alle partecipazioni dagli stessi detenute nel capitale della Società, a valere per un periodo di tempo prestabilito successivo all'Offerta, in linea con le prassi di mercato.

In relazione alla Quotazione, la Società predisporrà un Prospetto Informativo che dovrà essere approvato dalla CONSOB.

L'operazione di collocamento sarà avviata compatibilmente con le condizioni di mercato e subordinatamente all'ottenimento delle approvazioni richieste da parte di Borsa Italiana S.p.A. e CONSOB.

Nell'ambito dell'Offerta, **Equita SIM S.p.A.** e **UBS Europe SE** agiscono in qualità di *Joint Global Coordinators*. **Equita SIM S.p.A.** agisce altresì in qualità di *Sponsor* ai fini dell'ammissione a quotazione delle Azioni.

Gli *advisor* legali incaricati dalla Società sono gli studi **Fieldfisher** e **Shearman & Sterling**, mentre lo studio **Simmons & Simmons** agisce in qualità di *advisor* legale per i *Joint Global Coordinators*.

Capital For Progress Advisory S.r.l. agisce in qualità di *advisor* finanziario della Società.

Una volta approvato da CONSOB, il Prospetto Informativo sarà pubblicato e reso disponibile gratuitamente all'inizio del periodo di offerta sul sito web corporate della Società (www.selleroyalgroup.com), fatte salve le restrizioni di legge applicabili in determinate giurisdizioni. Ulteriori dettagli sull'Offerta e sulla Quotazione saranno annunciati in seguito.

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Selle Royal

Con ricavi consolidati per 205,1 milioni di Euro, Ebitda pari a 36,4 milioni ed utile netto che si attesta a 18,5 milioni al 30 giugno 2021, il Gruppo Selle Royal opera a livello internazionale nell'ambito delle selle, degli accessori e dei componenti per la bici e per il ciclista. Da oltre 65 anni il Gruppo Selle Royal si occupa di bicicletta, un mezzo che mette in contatto l'essere umano con il mondo esterno. È un caso unico a livello globale di azienda di accessori e componenti per la bici e i suoi utenti che possiede più brand - Selle Royal, Fizik, Crankbrothers, Brooks England e PEdALED – ciascun dei quali si rivolge ad una specifica tribù di ciclisti. Il Gruppo è presente in oltre 80 paesi nel mondo tramite la

propria rete distributiva diretta (Italia, Francia, Austria, Svizzera, Stati Uniti, Canada e Brasile) e partnership commerciali.

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 of Selle Royal Group S.p.A. (the “**Company**”). A prospectus prepared pursuant to the Prospectus Regulation, Commission Delegated Regulation (EU) 2019/980, the Commission Delegated Regulation (EU) 2019/979 (the “**Delegated Regulations**”), Legislative Decree no. 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 (the “**Issuers’ Regulation**”), is expected to be 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 Offering and the distribution of this announcement and other information in connection with the 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.

The communication is directed only at persons (a) in member states of the European Economic Area (“**EEA**”) who are “qualified investors” (“**Qualified Investors**”) within the meaning of the Prospectus Regulation, or (b) in the United Kingdom who (i) are “qualified investors” within the meaning of Article 2 of the Prospectus Regulation as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”) (the “**UK Prospectus Regulation**”); and (ii) have 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**”) falling within Article 49(2)(a) to (d) of the Order (and only where the conditions contained in those Articles have been, or will at the relevant time be, satisfied) (all such persons referred to in (b) being “**Relevant Persons**”). The Information must not be acted on or relied on (i) in the United Kingdom, by persons who are not Relevant Persons, and (ii) in any member state of the European Economic Area, by persons who are not Qualified Investors. Any investment or investment activity to which the Information relates is available only to or will be engaged in only with, (i) Relevant Persons in the United Kingdom, and (ii) Qualified Investors in any member state of the European Economic Area. 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.

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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 the Company have been registered under the U.S. Securities Act of 1933, as amended, and the Company does not intend to register any of the securities in the

United States or to conduct a public offering of the securities in the United States. There will be no public offering of the securities in the United States or elsewhere.

This announcement does not constitute a recommendation concerning the Offering or the shares of the Company. 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 Offering cannot be relied upon as a guide to future performance. Potential investors should consult, to the extent they deem necessary, a professional investment, business, tax, and/or legal advisor as to the suitability of the Offering for the person concerned.

Any purchase of shares of the Company in the proposed Offering should be made solely on the basis of the information contained in the offering documents and the prospectus to be approved by CONSOB for the purposes of the admission to trading on the Euronext Milan. 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 the Company. 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.

Certain figures contained in this document, including financial information, have been subject to rounding adjustments. Accordingly, in certain instances, the sum or percentage change of the numbers contained in this document may not conform exactly with the total figure given.

None of the banks acting as joint global coordinators and joint bookrunners in the contest of the potential initial public offering (the “**Managers**”) or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, its subsidiaries or associated companies, 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. Nothing contained herein is, or shall be relied upon as, a promise or representation by the Managers or any of their respective directors, officers, employees, advisers or agents in this respect, whether as to the past or future.

None of the Managers or any of their respective directors, officers, employees, advisers or agents assumes any responsibility for its accuracy, completeness or verification and accordingly the Managers and each of their respective directors, officers, employees, advisers or agents 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 Selling Shareholders in the transaction referred to in this announcement 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.

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 “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 Managers 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.