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Oggetto : Successful completion of the ABB for a 4.57%
stake in DOMS

Testo del comunicato

Vedi allegato

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PRESS RELEASE

Successful completion of the accelerated bookbuilding offering launched by F.I.L.A. S.p.A. regarding the Indian listed company DOMS

The proceeds amount to approximately INR 798.54 crore (corresponding to approximately €90.94 million), deriving from the sale of 2,773,407 equity shares of DOMS, at a price of INR 2,879.29 per share.

Pero, December 19, 2024 – Further to the press release published on December 18, 2024, F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. (“**F.I.L.A.**” or the “**Selling Shareholder**”), announces the successful completion of the accelerated bookbuilding offering (the “**Placement**”) of equity shares of the Indian company DOMS Industries Limited (“**DOMS**” or the “**Company**”) listed on BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”).

The Selling Shareholder announces the placement of 2,773,407 equity shares of the Company, equal to approximately 4.57% of the Company’s outstanding equity share capital as of the date of this press release, at a price of INR 2,879.29 per share, corresponding to approximately €32.79* *per share (compared to a unit book value recorded in F.I.L.A.’s consolidated financial statements as of 31 December 2023, of approximately €8.64 per share***, corresponding to INR 790 per share).

Gross proceeds of the Placement amount to approximately INR 798.54 crore (corresponding to approximately €90.94 million*). The settlement of the Placement will take place on December 20, 2024.

The proceeds of the Placement will primarily be allocated to capital structure optimization, deleverage and satisfaction of shareholders’ priorities, as well as to the pursuit of F.I.L.A.’s strategic objectives.

The Placement will increase the Company’s free float, help enhancing its shares liquidity and attracting new investors in the share capital.

Upon completion of the Placement, F.I.L.A will reduce its stake to 26.01% of the Company’s equity share capital. Despite this reduction, DOMS will continue to represent a long-term strategic investment and a key industrial partner for F.I.L.A., which, therefore, intends to keep its stake in the Company stable. As the Company’s single largest shareholder upon completion of the Placement, F.I.L.A. will maintain its “relevant shareholder” status according to the current governance structure.

BNP PARIBAS and J.P. Morgan have acted as Joint Bookrunners in connection with the Placement.

In connection with the Placement, the Selling Shareholder has agreed to a 90-day lock-up period for its remaining shares in DOMS.

*at the exchange rate of INR 87.8092/EUR

** The book value of DOMS's stake was determined based on the unit placement price of DOMS' shares on 20 December 2023 (INR 790, corresponding to €8.64, converted at the exchange rate of 91.43).

* * *

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Neither this document nor the information contained herein constitutes or forms part of an offer to sell, or the solicitation of an offer to buy, securities to, from or for the account of any U.S. Person or in or into the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of, or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements thereof and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. No public offering of securities is being made in the United States or in any other jurisdiction.

*The Placement is being carried out in accordance with the relevant circulars issued by the Securities and Exchange Board of India (the “**SEBI**”) and the BSE Limited and the National Stock Exchange of India Limited (together, the “**Indian Stock Exchanges**”), and other applicable laws. The Placement is not a public offer of the equity shares in India under the Companies Act, 2013 (“**Companies Act**”) or under applicable law. Therefore, no documents in relation to the sale of equity shares have been or will be prepared, filed or submitted for approval as a “prospectus” or an offer document or an offering memorandum or an advertisement with any registrar of companies in India under the Companies Act and/or SEBI under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (“**SEBI ICDR Regulations**”) or the provisions of applicable law or to the Indian Stock Exchanges or any other regulatory or listing authority in India or any other jurisdiction, and no such document will be circulated or distributed to any person in India or any other jurisdiction as a prospectus, offer document, or a private placement offer cum application letter.*

*This announcement has been prepared on the basis that any offer of securities in any Member State of the EEA will be made pursuant to an exemption under Regulation (EU) 2017/1129 (as amended, the “**Prospectus Regulation**”) from the requirement to produce a prospectus for offers of securities. Accordingly any person making or intending to make an offer in that Member State of securities which are the subject of an offering contemplated in this announcement may only do so in circumstances in which no obligation arises for the Selling Shareholder, the Company or the Joint Bookrunners to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer. Neither the Selling Shareholder, the Company or the Joint Bookrunners have authorised, nor do the Selling Shareholder, the Company or the Joint Bookrunners authorise, the making of any offer of the securities in circumstances in which an obligation arises for the Selling Shareholder, the Company or the Joint Bookrunners to publish a prospectus for such offer. Neither the Selling Shareholder, the Company or the Joint Bookrunners have authorised, nor do they authorise, the making of any offer of securities through any financial intermediary, other than offers made by the underwriters, which constitute the final placement of the securities contemplated in this announcement.*

This announcement has been prepared on the basis that any offer of securities in the United Kingdom will be made pursuant to an exemption under the Financial Services and Markets Act 2000 (as

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In the United Kingdom this announcement is for distribution only to, and is only directed exclusively at persons who are "qualified investors" (as defined in the Prospectus Regulation as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018) who are (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Order"), (ii) persons referred to in Article 49(2) (a) to (d) of the Order (high net worth entities, non-registered associations, etc.) and (iii) other persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) in connection with this announcement may otherwise be lawfully communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). This announcement is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity in connection with this announcement will be available only to relevant persons and will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this announcement or any of its contents.

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F.I.L.A. (Fabbrica Italiana Lapis ed Affini), founded in Florence in 1920 and managed since 1956 by the Candela family, is a highly consolidated, dynamic and innovative Italian industrial enterprise and continues to grow market share. F.I.L.A. has been listed on EXM – Euronext STAR segment of the Italian Stock Exchange since November 2015. The company, with revenues of Euro 779.2 million in 2023, has grown significantly over the last twenty years and has achieved a series of strategic acquisitions, including the Italian Adica Pongo, the US Dixon Ticonderoga Company and Pacon Group, the German LYRA, the Mexican Lapiceria Mexicana, the English Daler-Rowney Lukas and the French Canson, founded by the Montgolfier family in 1557. F.I.L.A. is an icon of Italian creativity globally through its colouring, drawing, modelling, writing and painting tools, thanks to brands such as Giotto, Tratto, Das, Didò, Pongo, Lyra, Doms, Maimeri, Daler-Rowney, Canson, Princeton, Strathmore and Arches. Since its foundation, F.I.L.A. has chosen to focus on growth through continuous innovation, both in technological and product terms, in order to enable individuals to express their ideas and talent through tools of exceptional quality. In addition, F.I.L.A. and the Group companies work together with the Institutions to support educational and cultural projects which promote creativity and expression among individuals and make culture accessible to all. F.I.L.A. currently operates through 23 production facilities across the globe and employs over 3,400.

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