



Pesaro, July 17, 2024

PRESS RELEASE

PRICING OF €700.0 MILLION SENIOR SECURED FLOATING RATE NOTES DUE 2031 BY TEAMSYSTEM S.P.A.

TeamSystem S.p.A. (the “**Issuer**”) announced today the pricing of the offering (the “**Offering**”) of its Senior Secured Floating Rate Notes due 2031 for an aggregate principal amount of €700.0 million (the “**Notes**”). The Notes will be issued at an issue price of 100.00% of the nominal amount thereof and will bear interest at a rate equal to three-month EURIBOR (subject to a 0% floor) plus 3.50% per annum, reset quarterly. The issuance and settlement of the Notes is expected to occur on July 29, 2024, subject to customary closing conditions.

Application has been made for the Notes to be listed on the Official List of the Luxembourg Stock Exchange and admitted to trading on the Euro MTF market thereof.

The proceeds from the Offering are expected to be used to (i) refinance €395.0 million of existing senior secured indebtedness of the Issuer (including (a) €185.0 million aggregate principal amount of Senior Secured Floating Rate Notes due 2028 issued through a private placement on October 6, 2022, (b) €195.0 million aggregate principal amount of Senior Secured Floating Rate Notes due 2030 issued through a private placement on October 5, 2023, and (c) drawn amounts under the Issuer’s existing revolving credit facility agreement), (ii) finance certain bolt-acquisitions and/or refinance any acquired debt or debt raised by the Issuer or its subsidiaries for such purposes, (iii) pay contingent deferred consideration and contingent liabilities relating to certain acquisitions, (iv) fund cash on the Issuer’s balance sheet for general corporate purposes and (v) pay accrued and unpaid interest on the indebtedness to be refinanced and costs, fees, expenses and taxes in connection with the above transactions.

The Issuer expects its €300.0 million 3½% Senior Secured Notes due 2028 and €850.0 million Senior Secured Floating Rate Notes due 2028 to remain outstanding following the closing of the Offering and the application of the proceeds therefrom.

Further to what the Issuer previously indicated in its press release of July 15, 2024 (the “**July 15 Press Release**”), on such date, subject to completion of the Offering and the satisfaction of customary conditions precedent, certain lenders affiliated to the initial purchasers of the Notes have entered into the Revolving Credit Facility Amendment (as defined in the July 15 Press Release), thereby (i) upsizing the total commitments under the Revolving Credit Facility (as defined in the July 15 Press Release) from €180.0 million to €300.0 million and (ii) extending the maturity of the Revolving Credit Facility to the earlier of (x) January 31, 2031 and (y) the date falling six months prior to the maturity date of the Notes, subject to the springing maturity mechanism described in the July 15 Press Release.

For further information, please refer to the July 15 Press Release.

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This press release may constitute a public disclosure of inside information by TeamSystem S.p.A. under Regulation (EU) 596/2014, as subsequently amended, and any relevant implementing rules and regulations.

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Cautionary Statements

There can be no assurance that the Offering 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 to persons who are not U.S. persons (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 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 Article 34-ter, paragraph 1, of CONSOB Regulation no. 11971 of May 14, 1999, as amended, 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 Prospectus Regulation and the UK Prospectus Regulation, as implemented in Member States of the European Economic Area and the United Kingdom, respectively, 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 the U.S. Securities and Exchange Commission, CONSOB, the Financial Conduct Authority or any other competent authority.

This press release does not constitute a conditional notice of redemption in respect of any notes. Holders of any notes are therefore urged to refer to the relevant notice of redemption (once available) for more information regarding the redemption price, record date and redemption date.

Information to Distributors

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.

Forward Looking Statements

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 TeamSystem Holdco S.p.A. and its subsidiaries (the “**Group**”)’s future financial position and results of operations, their 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.