

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA, JAPAN, SOUTH AFRICA OR ANY COUNTRY WHERE IT IS UNLAWFUL TO DO SO.

Comunicato Stampa

Citigroup, in qualità di soggetto incaricato dell'attività di stabilizzazione, ha esercitato integralmente l'opzione *greenshoe*, 1.342.065 azioni *greenshoe* di proprietà di Industrie De Nora S.p.A. sono state collocate nell'ambito dell'IPO di thyssenkrupp nucera

- **Citigroup, in qualità di soggetto incaricato dell'attività di stabilizzazione, ha esercitato integralmente l'opzione *greenshoe* per complessive 3.947.250 azioni di proprietà di thyssenkrupp Project 1 GmbH e di Industrie De Nora Sp.A.**
- **Industrie De Nora S.p.A. riceverà ricavi lordi pari ad Euro 26,8 milioni di euro provenienti dalla vendita di 1.342.065 azioni**

Milano, 18 luglio 2023 – Industrie De Nora S.p.A. ("**De Nora**"), multinazionale italiana quotata su Euronext Milan, specializzata in elettrochimica e *leader* nelle tecnologie sostenibili e nell'emergente industria dell'idrogeno verde, comunica che Citigroup Global Markets Europe AG ("**Citigroup**"), che agisce in qualità di soggetto incaricato dell'attività di stabilizzazione nell'ambito dell'IPO di thyssenkrupp nucera AG &Co. KGaA ("**thyssenkrupp nucera**"), ha informato De Nora di aver esercitato integralmente l'opzione *greenshoe*.

Le complessive 3.947.250 azioni *greenshoe*, che sono state collocate presso gli investitori nel contesto dell'IPO, sono state fornite a Citigroup nell'ambito di un prestito di titoli da parte di thyssenkrupp Project 1 GmbH e di De Nora. Sulla base del prezzo finale dell'IPO di 20 euro per azione, De Nora riceverà da Citigroup ricavi lordi pari ad Euro 26,8 milioni di euro provenienti dalla vendita di 1.342.065 azioni.

A seguito del pagamento e della consegna delle azioni *greenshoe*, De Nora detiene il 25,85% del capitale sociale di thyssenkrupp nucera. De Nora è intenzionata a proseguire la *partnership* di lunga durata con thyssenkrupp nucera e thyssenkrupp AG.

Le azioni thyssenkrupp nucera hanno iniziato a essere negoziate sul mercato regolamentato (*regulierter Markt*) della Borsa di Francoforte (*Prime Standard*) con il simbolo *ticker* NCH2 il 7 luglio 2023. Il numero internazionale di identificazione dei titoli (ISIN) è DE000NCA0001 e il codice tedesco dei titoli (WKN) è NCA000.

Industrie De Nora S.p.A. è una multinazionale italiana quotata sull'Euronext Milan specializzata in elettrochimica, leader nelle tecnologie sostenibili e nella nascente industria dell'idrogeno verde. La società ha un portafoglio di prodotti e sistemi per ottimizzare l'efficienza energetica di processi industriali e di soluzioni per il trattamento delle acque. A livello globale, De Nora è il più grande fornitore al mondo di elettrodi per i principali processi elettrochimici industriali (per clienti che operano nei settori della produzione di Cloro & Soda Caustica, di componenti per l'Elettronica, nella Finitura Superficiale), è tra i leader nelle forniture di tecnologie di filtrazione e disinfezione delle acque (per i settori industriali, municipali, piscine e marittimo). Facendo leva sulle consolidate conoscenze elettrochimiche e sulla sua provata capacità produttiva, la società ha sviluppato e qualificato un portafoglio di elettrodi e componenti per la produzione dell'idrogeno mediante l'elettrolisi dell'acqua, fondamentale per la transizione energetica. In questo settore la società detiene anche il 25,85% di thyssenkrupp nucera AG &Co. KGaA, joint venture costituita con il gruppo thyssenkrupp.

Fondata nel 1923, De Nora ha realizzato nel 2022 ricavi totali per circa 853 milioni di euro e un EBITDA Adjusted di circa 191 milioni di euro. Il processo di crescita dell'Azienda si è sviluppato tanto in maniera organica, grazie alla continua innovazione, quanto per linee esterne, attraverso importanti acquisizioni negli USA, in Asia e in Europa. Il portafoglio di proprietà intellettuale del Gruppo comprende attualmente oltre 260 famiglie di brevetti con più di 2.800 estensioni territoriali. La società vede la famiglia De Nora con una quota pari al 53,3% delle azioni; il socio di minoranza è Snam con circa il 21,6% del capitale.

Investor Relations

Chiara Locati
+39 02 2129 2124
ir@denora.com

Media Relations

Barabino & Partners
Ufficio: +39 02/72.02.35.35
Sabrina Ragone – s.ragone@barabino.it +39 338 25 19 534
Elena Magni – e.magni@barabino.it + 39 348 478 7490

* * *

DISCLAIMER

This communication is not for distribution, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia), Canada, South Africa and Japan (or in any other jurisdiction where it is unlawful to do so).

This announcement is an advertisement for the purposes of the Regulation (EU) 2017/1129 ("**Prospectus Regulation**"). This press release does not contain or constitute an offer to sell or the solicitation of an offer to buy any of the shares, nor shall there be any sale of the shares in the United States or any state or jurisdiction in which such offer, solicitation, or sale is unlawful. The securities mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933 as amended (the "**Securities Act**"). The securities may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act. There will be no public offer of securities in the United States, Canada, South Africa and Japan or in any other jurisdiction where it is unlawful to do so. This document is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) to investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons in (i), (ii) and (iii) above together being referred to as "relevant persons"). This document is an advertisement and is not a prospectus for the purposes of the Prospectus Regulation.

Investors should not subscribe for any securities referred to in this document except on the basis of information contained in a prospectus pursuant to the **Prospectus Regulation**, Commission Delegated Regulation (EU) 2019/980, and the Commission Delegated Regulation (EU) 2019/979, which include detailed information regarding the tk nucera and the risks involved in investing in the securities. In any EEA Member State that has implemented the Prospectus Regulation, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Regulation.

This press release is not an offer of securities for sale into the United States. The shares are being offered in the United States to qualified institutional buyers pursuant to Rule 144A under the Securities Act, and outside the United States in offshore transactions in reliance on Regulation S under the Securities Act. The shares herein have not been and will not be registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration. No public offering of securities is being made in the United States.

Any offers of the shares will be made only by means of a private offering circular. Investors should not subscribe for any securities referred to in this document except on the basis of information contained in the prospectus or the private offering circular which include detailed information regarding tk nucera's and the risks involved in investing in the securities. In any EEA Member State that has implemented the Prospectus Regulation, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Regulation.

The distribution of this press release is not made, and has not been approved, by an "authorized person" within the meaning of Article 21(1) of the Financial Services and Markets Act 2000. As a consequence, this press release is directed only at persons who (i) are located outside the United Kingdom, (ii) have professional experience in matters relating to investments and fall within Article 19(5) ("investment professionals") of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (as amended), (iii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) or (iv) are persons to whom this press release may otherwise lawfully be communicated (all such persons together being referred to as "Relevant Persons"). This press release is not a prospectus which has been approved by the Financial Conduct Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000.

The distribution of this document in certain countries may constitute a breach of applicable law. The information contained in this document does not constitute an offer of securities for sale in Canada, South Africa or Japan. This press release may not be published, forwarded or distributed, directly or indirectly, in Canada, South Africa or Japan.

The information herein contains forward-looking statements. All statements other than statements of historical fact included herein are forward-looking statements. Forward-looking statements give tk nucera's current expectations, estimates,

forecasts, and projections relating to its financial condition, results of operations, plans, objectives, future performance and business as well as the industries in which tk nucera operates, as well as the beliefs and assumptions of tk nucera's management. In particular, certain statements with regard to management objectives, trends in results of operations, margins, costs, return on equity, risk management and competition tend to be forward-looking in nature. These statements may include, without limitation, any statements preceded by, followed by or including words such as "target," "believe," "expect," "aim," "intend," "goal," "may," "anticipate," "estimate," "plan," "project," "seek," "will," "can have," "likely," "should," "would," "could" and other words and terms of similar meaning or the negative thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the tk nucera's, De Nora's and thyssenkrupp AG's control that could cause tk nucera's actual results, performance or achievements to be materially different from the expected results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the tk nucera's present and future business strategies and the environment in which it will operate in the future. Therefore, tk nucera's actual results may differ materially and adversely from those expressed or implied in any forward-looking statements. They are neither statements of historical fact nor guarantees of future performance. De Nora, thyssenkrupp AG and tk nucera therefore caution against relying on any of these forward-looking statements.