

THE ITALIAN SEA GROUP

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PRESS RELEASE

The Italian Sea Group announces its intention to float on the Mercato Telematico Azionario organized and managed by Borsa Italiana S.p.A.

Marina di Carrara, 17 May 2021. The Italian Sea Group S.p.A. (the “**Company**”), a global operator in the luxury nautical sector, announces its intention to proceed with an offer and listing of its ordinary shares (the “**Shares**”) on the Mercato Telematico Azionario organized and managed by Borsa Italiana S.p.A. (the “**Listing**”).

THE OFFER

The offer will consist in the placement of newly issued shares, in part, and, for the other part, shares sold by GC Holding S.p.A. – a company controlled by Giovanni Costantino, CEO of the Company - (the “**Offer**”), reserved to institutional investors outside the United States pursuant to Regulation S of the U.S. Securities Act of 1933 (as subsequently amended), including “qualified investors” in Italy (as defined by applicable Italian law).

In the course of the planned Offer, the Company is expected to offer new shares from a capital increase with targeted gross proceeds of approximately EUR 50 million.

In relation to the Offer, an over-allotment option will be provided by GC Holding S.p.A. to cover potential over-allotments which will be further backed by a greenshoe option to be provided by GC Holding S.p.A., both in line with market practice for similar transactions.

The Company and GC Holding S.p.A. will agree to market practice lock-up obligations for certain periods of time following the Offer.

The final structure of the Offer, including its size and other relevant conditions, will be determined and communicated immediately before the start of the Offer.

The Offer is subject to market conditions at the time and the receipt of the necessary approvals by Borsa Italiana S.p.A. and Consob of the documentation relating to the Offer and the Listing.

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Intermonte SIM S.p.A. and Joh. Berenberg, Gossler & Co. KG will act as Joint Global Coordinators and Joint Bookrunners in the planned Offer. Intermonte SIM S.p.A. will also act as Sponsor for the purposes of the Listing.

CORNERSTONE INVESTORS

In the context of the planned Offer, two institutional and qualified investors, (i) Alychlo NV, the family investment company of entrepreneur Marc Coucke and (ii) Giorgio Armani S.p.A., the leading luxury fashion house founded by Giorgio Armani (the “*Cornerstone Investors*”), have committed to subscribe for and/or purchase, severally and not jointly, shares in the Offer at the final offer price for an aggregate amount of approximately 15% of the post Offer outstanding shares, in exchange for a guaranteed allocation.

USE OF PROCEEDS

The Company intends to collect gross proceeds of approximately EUR 50 million from the placement in the Offer of the newly issued shares and expects to use the net proceeds mainly for the implementation of its strategic objectives and, in particular, (i) the consolidation of its own market position in the large luxury yachting sector, focusing on the construction of yachts up to 100 meters in length, (ii) improving the perception of its brands, signing collaboration agreements with the most famous brands in the luxury sector and “archistars”, and (iii) increase its production capacity also through the purchase of European shipyards (e.g. Italy, Turkey and Greece).

Following the completion of the Offer, GC Holding S.p.A. will remain the majority shareholder of the Company.

The press release is available in the press release (*Comunicati Stampa*) section of the <https://theitalianseagroup.com/it/> website.

The Italian Sea Group

The Italian Sea Group is one of the global operators in the luxury yachting industry, active in the construction and refit of motor yachts and sailing yachts up to 100 meters. The company, led by the Apulian entrepreneur Giovanni Costantino, is active in the market with its brands Admiral, renowned for its exquisite and elegant yachts, and Tecnomar, recognized for the sportsmanship, avant-garde design, and high-performance of its yachts; the company also has a business unit which handles repairing and refit services with a focus on yachts and mega yachts with a length exceeding 60 meters.

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This document is a press release 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 buy or acquire, any shares, rights or other securities of The Italian Sea Group S.p.A. (the "**Company**"). A prospectus prepared in accordance with the Prospectus Regulation, the Commission's Delegated Regulation (EU) 2019/980, the Delegated Regulation (EU) 2019/979 (the "**Delegated Regulation**"), Legislative Decree no. 58/1998 of 24 February 1998, as subsequently amended (the "**Consolidated Finance Act**") and the Regulation adopted by CONSOB with Resolution no. 11971 of 14 May 1999, as subsequently amended (the "**Issuers' Regulations**"), will be published and made available in accordance with the Prospectus Regulations, the Delegated Regulations, the Consolidated Finance Act and the Issuers' Regulations. Any offer to the public of securities which may be deemed to have been made under this notice in an EU Member State is addressed exclusively to qualified investors (within the meaning of Article 2(1)(e) of the Prospectus Regulation) in that EU Member State.

This press release does not constitute or form part of any offer or invitation to sell or issue, or solicitation of any offer to purchase or subscribe for shares or other financial instruments, nor does this announcement (or any part of it) or its distribution constitute the basis on which to rely, in relation to any contractual commitment. The offer and distribution of this press release and other information relating to the offer in some jurisdictions may be limited by law and persons in possession of this press release or any document or other information referred to herein or other information must inform themselves and comply with such restrictions. Failure to comply with such restrictions may constitute a violation of the regulatory provisions of any of those jurisdictions.

This notice is addressed exclusively to (i) persons located outside the United Kingdom or (ii) persons with professional experience in investment matters referred to in section 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**") and (iii) high net worth entities, and to other persons to whom it may be disclosed in accordance with applicable law, which fall within the scope of Article 49(2) of the Order or (iv) certified high net worth persons and sophisticated investors with certificates and self-certificates referred to respectively in Articles 48, 50 and 50A of the Decree or (v) persons to whom this communication may otherwise be lawfully communicated (all these persons are collectively referred to as "relevant persons"). Any investment activity referred to in this communication will be available and will be carried out only with the relevant persons. Persons who are not relevant persons should not act on or rely on this document or its contents.

Neither this communication nor any copies thereof may be made, transmitted or distributed, directly or indirectly, in Australia, Canada, Japan, or to any person in any such jurisdiction or in any other jurisdiction in which doing so would constitute a violation of the legal provisions of such jurisdiction. The securities referred to herein have not been and will not be qualified under the applicable securities laws of Australia, Canada, Japan and, with certain exceptions, may not be offered or sold in Australia, Canada, Japan or to any person who is a resident of a national of Australia, Canada, Japan.

This announcement does not constitute an offer to sell or a solicitation of an offer to buy or subscribe for securities in the United States. No securities of the Company have been or will be registered under the U.S. Securities Act of 1933, as amended, or under the applicable securities laws of Australia, Canada or Japan. There will be no public offering of securities in the United States, Australia, Canada, Japan or elsewhere.

This announcement does not constitute a recommendation in relation to the offer or the shares of the Company (the "**Offer**"). The price and value of securities may rise or fall. Past performance is not indicative for future performance. The information contained in this announcement or in any of the documents relating to the Offer cannot be considered as indicative of future performance. Potential investors should consult a professional advisor about the suitability of the Offer for the person concerned.

Any purchase of shares ("**Shares**") of the Company in the context of the proposed Offer must be made exclusively on the basis of the information contained in the Prospectus, as approved by CONSOB, which the Company will publish in relation to admission to trading on the MTA. The approval of the Prospectus by CONSOB does not constitute an assessment of the economic and financial soundness of the transaction and the quality or solvency of the Company. No person can or should rely, for any reason, on the information contained in this press release or on its completeness, accuracy or correctness. The information contained in this press release is subject to change.

Some of the data in this document, including financial information, have been rounded off. As a result, in some cases, the sum or percentage change in the numbers contained in this document may not correspond exactly to the total figure indicated.

The bank acting as global coordinator within the potential offering (the "**GC**") or its directors, officers, employees, consultants or agents accepts any liability whatsoever for any representation or warranty, express or implied, as to the truth, the accuracy or completeness of the information contained in this release (or if any information has been omitted from the release) or any other information relating to the Company, its subsidiaries or affiliates, whether written, oral or in visual or electronic form, and any other information transmitted or made available or for any loss arising from the use of this release or its contents or otherwise related to it. Nothing contained in this release is, or should be relied upon as, a promise or representation by GC or any of its directors, officers, employees, consultants or agents, either in the past or in the future.

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The GC or its directors, officers, employees, consultants or agents assumes any responsibility for its accuracy, completeness or verification and accordingly the GC and each of its respective directors, officers, employees, consultants or agents disclaims, to the fullest extent permitted by applicable law, any and all liability arising out of tort, contract or otherwise which may be imputed in connection with this announcement or such statement. The GC shall act solely for the Company and the selling shareholder in the transaction to which this release relates and for no other person in connection with any transaction referred to in this release and shall not treat any other person (whether or not the addressee of this release) as a customer in connection with any such transaction and shall not be liable to any other person, or shall not be required to advise such person of the content of this release or in connection with any transaction to which this release relates.

Only for the purposes of the product governance requirements laid down: (a) Directive 2014/65/EU on markets in financial instruments, as subsequently amended ("MiFID II"); (b) Articles 9 and 10 of Delegated Directive (EU) 593/2017 supplementing MiFID II; and (c) national transposition measures (together the "**MiFID II Product Governance Obligations**"), and declining any liability that may arise contractually, non-contractually or otherwise to any "producer" (under the MiFID II Product Governance Obligations) in relation to such obligations, the Shares have been subject to a product approval process, which has identified the Shares as such: (i) compatible with an end market of retail investors and investors meeting the requirements of "professional clients" and "eligible counterparties" as defined respectively under MiFID II; and (ii) reserved for distribution through all distribution channels as permitted by MiFID II (the "**Assessment of the Reference Market**"). Notwithstanding the Valuation of the relevant Market, distributors should take into account that: the price of the Shares may fall and investors may lose all or part of their investment; the Shares do not provide any return on or protection for the capital invested; and an investment in the Shares is only compatible with investors who do not need a guarantee of return or protection for the capital invested (whether alone or with the assistance of a financial or other advisor) are capable of assessing the merit and risks associated with such investment and who have sufficient resources to bear any loss that may result. The Valuation of the Reference Market does not prejudice any contractual, legal or regulatory restrictions provided for in relation to the Offer. In addition, it should be noted that, despite the Reference Market Assessment, the GC will provide investors who meet the criteria of professional clients and eligible counterparties.

It should be noted that, the Assessment of the Reference Market does not constitute: (a) an assessment of the suitability or suitability for MiFID II purposes; or (b) a recommendation to any investor or group of investors to invest or purchase, or undertake any transaction in respect of the Shares. Each distributor is responsible for making its own assessment of the relevant market in relation to the Shares and determining the appropriate channels for their distribution.