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## PRESS RELEASE

### TAKEOVER BID OF EURO COSMETIC S.P.A. ORDINARY SHARES

**Publication of the bid document, under article 38, paragraph 2, of Regulation no. 11971 of 14 May 1999, as subsequently amended and supplemented (the "Issuers' Regulations")**

Verdellino (BG), 26 November 2021

Fine Foods & Pharmaceuticals N.T.M. S.p.A. ("**Fine Foods**" or the "**Bidder**") under article 38, paragraph 2, of the Issuers' Regulations, announces that today it has published the bid document (the "**Bid Document**") for the takeover bid under articles 102 et seq. of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (the "**TUF - Consolidated Law on Finance**"), which is mandatory under article 6 of the Articles of Association of Euro Cosmetic S.p.A. ("**Euro Cosmetic**" or the "**Issuer**"), promoted by Fine Foods for up to 1,187,600 Euro Cosmetic ordinary shares (the "**Shares**"), less the ordinary shares directly held by the Bidder (the "**Bid**").

The Bid Document is made available to the public on today's date: (i) at the registered office of the intermediary in charge of coordinating the collection of subscriptions, Società per Amministrazioni Fiduciarie "SPAFID" S.p.A., in Milan, Foro Bonaparte, no. 10; (ii) at the Bidder's registered office in Verdellino, frazione Zingonia (BG), Via Berlino, no. 39; (iii) at the Issuer's registered office in Trezano (BS), Via Dei Dossi, no. 16 (iv) on the Bidder's website <https://www.finefoods.it/>; and (v) on the Issuer's website at <https://www.euocosmetic.it/>.

Attached to the Bid Document is the "Issuer's Statement", drafted under article 103, third paragraph of the TUF and article 39 of the Issuers' Regulations, and includes the Euro Cosmetic independent directors' opinion drafted under article 39-bis of the Issuers' Regulations and the attached fairness opinion issued by Integrae SIM S.p.A..

The main Bid elements, as detailed in the Bid Document, are set out below.

#### **Bid subject**

The Bid is for maximum no. 1,187,600 Shares, which is approximately 24.94% of the Issuer's share capital and voting rights.

#### **Subscription period**

The Bid subscription (the "**Subscription Period**"), agreed with Consob, will start at 8:30 am (Italian time) on 29 November 2021 until 5:30 pm (Italian time) on 17 December 2021 (included), unless extended.

#### **Payment date and price**

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Fine Foods & Pharmaceuticals N.T.M. S.p.A.

The price of €8.60 for each Bid-tendered Share (the "**Price**"), shall be paid to the shareholders subscribing the Bid during the Subscription Period on 22 December 2021, unless extended (the "**Payment Date**").

If the conditions are met under article 40-bis, first paragraph, letter b), of the Issuers' Regulations, the Subscription Period will be reopened for five trading days, for the 23 December 2021, 27 December 2021, 28 December 2021, 29 December 2021 and 30 December 2021 sessions from 8:30 am to 5:30 pm (included) (the "**Tender Period Reopening**").

If the Tender Period is reopened, the payment of the Price for the Bid-tendered Shares during the Tender Reopening Period will take place on 5 January 2022.

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Fine Foods & Pharmaceuticals N.T.M. S.p.A., listed on Euronext STAR Milan, is an Italian independent Contract Development & Manufacturing Organisation (CDMO). It develops and manufactures contract products for the pharmaceutical and nutraceutical industries. Fine Foods is also active in the cosmetics, biocides and medical devices industries with its acquisition of Pharmatek-PMC and the most recent Euro Cosmetic acquisition.

Founded in 1984, from a pharmaceutical and nutraceutical synergy, its main objective is to research and develop quality and innovation on behalf of its customers. With € 172 million revenue in 2020 and an 11 per cent CAGR over the last decade, it is a growing and future-oriented company.

The sustainability of the business model and the holistic approach to ESG, together with product innovation, are drivers that will allow the company to fully develop its intrinsic potential.

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