



Press Release

Evoca S.p.A. announces the pricing of €550.0 million Floating Rate Senior Secured Notes due 2026

Milan, Italy – October 18, 2019. EVOCA S.p.A. (the “**Company**”) announces today that it has successfully priced an offering (the “**Offering**”) of €550.0 million aggregate principal amount of its Floating Rate Senior Secured Notes due 2026 (the “**Notes**”) at an issue price of 100.000%, with a coupon of three-month EURIBOR (with 0.00% floor) plus 4.25% per annum, reset quarterly.

The proceeds of the Notes will be used to redeem the principal amount of the Company’s €410.0 million 7.00% Senior Secured Notes due 2023 and €100.0 million 10.50% Second Lien Notes due 2023 (collectively, the “**Existing Notes**”) (including redemption premia) and to pay certain fees and expenses in connection with the Offering, the refinancing of the Existing Notes and the Company’s entry into a new revolving credit facility and cancellation of its existing revolving credit facility.

Notice

Holders of Existing Notes are urged to refer to the notices of conditional redemption for more information regarding the conditions precedent to such redemptions, redemption prices, record dates and redemption dates available on the official website of Euronext Dublin, www.ise.ie. This press release does not constitute a notice of conditional redemption thereof.

The offering is being made by means of an offering memorandum. This announcement does not constitute an offer to sell or the solicitation of an offer to buy the Notes or any other security and shall not constitute an offer, solicitation or sale in the United States or in any jurisdiction in which, or to any persons to whom, such offering, solicitation or sale would be unlawful. There is no assurance that the offering will be completed or, if completed, as to the terms on which it will be completed.

*The Notes and the related guarantees have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state or local securities laws. The Company does not intend to conduct a public offering of securities in the United States.*

*Promotion of the Notes in the United Kingdom is restricted by the Financial Services and Markets Act 2000 (the “**FSMA**”), and accordingly, the Notes are not being promoted to the general public in the United Kingdom. This announcement is only addressed to and directed at persons who (i) are outside the United Kingdom, (ii) have professional experience in matters relating to investments (being investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Financial Promotion Order**”), (iii) fall within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations, etc.”) of the Financial Promotion Order, or (iv) to the extent that doing so does not prejudice the lawful distribution of the announcement to the foregoing, are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) in connection with the issue or sale of any Notes may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “relevant persons”). The Notes will only be available to relevant persons and this announcement must not be acted on or relied on by anyone who is not a relevant person.*

In addition, if and to the extent that this announcement is communicated in, or the offer of securities to which it relates is made in, any European Economic Area member state, this announcement and the offering of any securities described herein are only addressed to and directed at persons in that member state who are “qualified investors” within the meaning of Regulation (EU) 2017/1129 in any member state, and must not be acted on or relied on by other persons in that member state.

Forward-Looking Statements

This press release may include forward looking statements. These forward looking statements can be identified by the use of forward looking terminology, including the terms as “believe”, “expect”, “anticipate”, “may”, “assume”, “plan”, “intend”, “will”, “should”, “estimate”, “risk” and or, in each case, their negative, or other variations or comparable terminology. These forward looking statements include all matters that are not historical facts and include statements regarding the Company’s or any of its affiliates’ intentions, beliefs or current expectations concerning, among other things, the Company’s or any of its affiliate’s results of operations, financial condition, liquidity, prospects, growth, strategies and the industries in which it operates. By their nature, forward looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Readers are cautioned that forward looking statements are not guarantees of future performance and that the Company or any of its affiliate’s actual results of operations, financial condition and liquidity, and the development of the industries in which they operate may differ materially from those made in or suggested by the forward looking statements contained in this press release. In addition, even if the Company or any of its affiliate’s results of operations, financial condition and liquidity, and the development of the industries in which they 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.