



# G I S M O N D I

## **Integration to the press release published on 14 November 2023 related to the signing of the binding offer to purchase Hyperion Lab, an important top-of-the-range jewellery company in Valenza.**

**Genoa, 15 November 2023 – Gismondi 1754** (“Company” or “Gismondi”), Genoa-based company listed on Euronext Growth Milan producing highest-end jewels (EGM Ticker GIS), hereby notifies that, attached thereto it is publishing the same release published yesterday, 14 November 2023, related to the signing of the binding offer to purchase Hyperion Lab, supplemented with reference (i) to how the price will be paid and calculated, (ii) to the main income statement and balance sheet items of Hyperion Lab S.r.l. and (iii) to the main shareholder agreements.

### **Gismondi 1754: Handmade in Italy by Italians**

*The Group counts Gismondi 1754 and Vendorafa amongst the brands owned*

**Gismondi 1754:** *jewel creation, production and commercialisation house, founded in Genoa in 1754 by Giovan Battista Gismondi (supplier of Pope Pio VI and the Doria family)- managed by Massimo Gismondi- has achieved globally acknowledged excellence and skill in jewellery. Massimo Gismondi, known for considering jewels works of art, expresses centuries of craftsmanship and a rich history in his creations, matched with a contemporary style handing down a taste for beauty, a seven-generation company inheritance. Since April 2023, the Gismondi 1754 Group has included the prestigious brand Vendorafa whose jewels stand out for creativity, and for their precious manual workings like hammering, incision and embossing – a symbol of the Valenza craft processing skills. Massimo Gismondi has taken on the role of creative director for this long-standing brand; starting, straight away, to imagine its growth and for continuity and a new impulse to existing aesthetic lines. Trying to re-interpret the style and follow up on the legacy of this historical example of jewellery handmade in Italy by Italians.*

### **Gismondi 1754 S.p.A.**

Via San Vincenzo, 51/1 Genoa

Contact for Investors: Marcello Lacedra

Tel.: +39 010-4074142 Email: [investor.relations@gismondi1754.com](mailto:investor.relations@gismondi1754.com)

### **EGA**

Banca Profilo S.p.A.

Via Cerva, 28 - 20122 Milan

[alessio.muretti@bancaprofilo.it](mailto:alessio.muretti@bancaprofilo.it)

Tel. +39 02 8584808

### **Press Office**

Silvia Audilia Pasquali

Mob.: +39 338 410 9280

[silvia.audilia.pasquali@gismondi1754.com](mailto:silvia.audilia.pasquali@gismondi1754.com)

GENOA – MILAN – ROME – PORTOFINO – SARDINIA – ST. MORITZ – PRAGUE – ST. BARTH – USA

[www.gismondi1754.com](http://www.gismondi1754.com)



# G I S M O N D I

## **Gismondi 1754 announces the signing of the binding offer to purchase Hyperion Lab, an important top-of-the-range jewellery company in Valenza.**

**Genoa, 14 November 2023 – Gismondi 1754** (the *Company* or *Gismondi*), Genoa-based company listed on Euronext Growth Milan producing highest-end jewels (EGM Ticker GIS), hereby notifies that it has signed a confirming binding offer to purchase Hyperion Lab S.r.l. with registered office in viale Isonzo 8, 12135, Milan (MI), VAT no. 10408960960 (*Target*), an important top-of-the-range jewellery manufacturer from Valenza.

At the closing of all the Transaction stages, as better described below, the Gismondi 1754 group will hold the entire share capital of Target.

The transaction regulated in binding offers (the *Transaction*) is structured in two main stages:

- (i) acquisition by the Company, and sale by DIX Società Semplicet, with registered office in Strada Alessandria 39, 15048, Valenza (AL) Tax Code 96064980061 (the *Majority Shareholder*) with 51% of share capital of Target (*Purchase of the Majority Stake*);
- (ii) granting the Company (i) a call option to purchase the remaining part of the stake, amounting to 36.3% of the share capital of Target, held by the Majority Shareholder (the *Remaining Stake Option*) and (ii) granting a call option in favor of the Company for the purchase of stakes held by the minority shareholders, Matteo Zamboni (*MZ*) and Mauro Trincheri (*MT*) (the *Minority Shareholders*), amounting as a whole to 12.7% of the share capital of Target (the *Minority Shareholders' Option*), counter-balanced by a put to sell to the Minority Shareholders under the same conditions and same timing established for the call option.

The Due Diligence is expected to be completed by 30 November, for the final agreements to be signed by 15 December 2023, whereas closing of the Purchase of the Majority Stake could be finalised by the end of December 2023.

The acquisition enables the Gismondi 1754 Group to continue an important strategic consolidation process, started commercially this year with acquisition of Vendorafa S.r.l., as was notified to the market on 3 April 2023, and to increase the internationalisation of production. Thus, protecting group brands from production cost increase speculation and guaranteeing maintenance of commercial competitiveness.

Through Hyperion Lab, the agreement also places the Gismondi 1754 group as a supplier of excellence of Italian jewellery creation. The acquisition will enable Hyperion Lab to develop its contract manufacturing services thus increasing its international customer portfolio. Gismondi 1754 envisages using about 20% of the Hyperion Lab production capacity for companies in its portfolio, leaving the remaining 80% for the contract manufacturing services.

As occurred with the Vendorafa acquisition, the transaction is a strong identity declaration for the Gismondi 1754 Group, deeply rooted in enhancing and safeguarding the excellence of Italian manufacture in the goldsmith and jewellery sector.

**Massimo Gismondi, CEO of Gismondi 1754, commented:** “*I am delighted to communicate this fundamental strategic transaction guaranteeing our productive autonomy, whilst increasing turnover and margins, thanks to contract*

manufacturing. This transaction also confirms a long-term aspect of our industrial vision: to be convinced supporters of Made in Italy as an indispensable identity element. With this acquisition, we renew the in-depth roots of our motto "Handmade in Italy by Italians", making us stand out and by which we enhance and pass on the craftsmanship and high-level Italian specialisation in the sector".

**Fabio Magrin, owner and CEO of Hyperion Lab, commented:** "Becoming part of a dynamic, ambitious group like Gismondi 1754 is a motive of pride and enthusiasm for the entire management and all our employees. This transaction will enable us to further develop our production and face new challenges, whilst keeping our production rooted in the area"

## Details of the transaction (based on the purchasing agreement)

### Binding offer of the Majority Shareholder

The binding confirming offer signed with the Majority Shareholder regulates the Purchase of the Majority Stake, and the exercising of the Remaining Stake Option (the **Binding offer of the Majority Shareholder**).

Pursuant to the binding Offer of the Majority Shareholder, the temporary price agreed by the parties to Purchase the Majority Stake amounts to € 1.02 million, except for any adjustments (the **Majority Stake Price**), to be paid as follows:

- (i) €500,000 (five hundred thousand) will be paid by the Company on the date on which the Majority Stake is Purchased (the **Closing Date**);
- (ii) €260,000 (two hundred and sixty thousand) will be paid by the Company by 30 June 2024;
- (iii) €260,000 (two hundred and sixty thousand) will be paid by the Company by 30 June 2025, without prejudice to what is indicated below.

The Majority Stake Price will be adjusted if:

- the Target EBITDA Adjusted, based on the financial statements as at 31 December 2023, should be 10% lower than €250,000 (two hundred and fifty thousand) (Final EBITDA Adjusted), and
- the Target NFP recorded as at 31 December 2023 (the Final NFP Adjusted) should be positive (that is cash negative) for more than €100,000 (one hundred thousand).
- in that case the Majority Stake Price will be recalculated downwards applying the following formula:  
 $51\% (\text{EBITDA Adjusted } 2023 * 8 \pm \text{Final NFP Adjusted})$ .

Without prejudice to the above, if, following the due diligence, the equity value attributed by Gismondi to Target should vary negatively by more than 10%, with a resulting drop in the Majority Stake Price, the Majority Shareholder will have the right to not complete the sale of its Target stake, without this causing any form of indemnity, compensation or other right for Gismondi. That exception will not be effective if Gismondi, regardless of the equity value variation, should still decide to proceed with the purchase at the Majority Stake Price.

Pursuant to methods still to be established, the Majority Shareholder will reinvest an amount of at least 15% of the Majority Stake Price in the Company capital, as well as a further amount of at least 15% of the Remaining Stake Price, as established below (the **Re-investment**).

Furthermore, a 24-month lock-up period has been envisaged for the Majority Shareholder for what concerns the Gismondi shares held by the latter following the Re-investment.

Finalising the Majority Stake Purchase is also subject to, *inter alia*, (i) the satisfying result of the due diligence (ii) approval of the final agreements by the competent corporate bodies of Gismondi (iii) waiver by the Minority Shareholders of the pre-emption and any other right attributed to them by the articles of association of Target with reference to the Minority Shareholders, and (iv) signing of the binding agreements between the Company and the Minority Shareholders related to the Minority Shareholder Option.

With reference to the Remaining Stake Option, to be exercised within 6 months of approval of the Target financial statements as at 31 December 2025, in full or partially or in several instalments, the fee will be established in good faith by the parties also considering the Ebitda and NFP resulting from the last financial statements approved at the option date (the **Remaining Stake Price**)

In any case the value cannot be lower than the one applied for the Purchase of the Majority Stake for the case in which the EBITDA of the last financial statements available is not lower than €250,000 (two hundred and fifty thousand).

Pursuant to the binding Offer of the Majority Shareholder, the final agreements envisage, as is usual for this type of transaction, (i) the issue of specific declarations and guarantees related to Target and resulting indemnity obligations of the Majority Shareholder, and (ii) shareholder agreements related to Target governance.

With reference to Target governance, the final agreements, inter alia:

- (i) the Gismondi commitment to keep Mr Fabio Magrin (current CEO of Target) on the board of directors. For that purpose, the Company will sign a directorship agreement with Mr Magrin. This will envisage the director's commitment to guarantee his presence in the company as well as the non-competition agreement; and
- (ii) normal shareholder agreements on drag and tag along, minority rights for the appointment of any control bodies.

#### Binding offer of the Minority Shareholders

The confirming offer signed with the Minority Shareholders regulates exercising the Minority Shareholders' Option (the **binding Offer or the Minority Shareholders**).

With regard to the Minority Shareholders' Option, the parties have established that once the Purchase of the Majority Shareholder has been completed, they will establish, in good faith, the purchase price of the Minority Shareholders' stakes, considering the Majority Stake price and the Remaining Stake Price.

Finalising the Minority Shareholders Option is subject to, *inter alia*, (i) the satisfying result of the due diligence (ii) approval of the final agreements by the competent corporate bodies of Gismondi (iii) waiver by the Majority Shareholder of the pre-emption and any other right attributed to him by the articles of association of Target with reference to the Minority Shareholders, and (iv) signing of the binding agreements with the Majority Shareholder related to the Purchase of Majority Stake.

The Transaction will be fully financed by Gismondi 1754 treasury stock.

For the sake of completeness, please note that the Transaction is not a significant transaction pursuant and for the purposes of Art. 12 of the Euronext Growth Milan Issuers' Regulation seeing that the indexes envisaged by sheet Three of the Euronext Growth Milan Issuers' Regulation, calculated on the financial information of Gismondi and Target, are below 25%.

#### **Information on Hyperion Lab:**

Hyperion Lab is a specialised goldsmith and supplies contract manufacturing services. Founded in 2018, the company has combined traditional classic jewellery craftsmanship with the sector's most advanced technologies, in order to create products of the highest quality with an innovative design.

As of 31 December 2022, Hyperion Lab recorded net revenues for €1.34 million, EBITDA for €256 thousand, Net Profit for €155 thousand, Shareholders Equity for €189 thousand and negative NFP (cash positive) for €144 thousand.

The Hyperion Lab team of experts, formed by highly qualified designers, craftsmen and technicians, can satisfy the needs of a vast range of customers, offering customised solutions going from product design to final creation.

Hyperion Lab is C.O.C. certified, for the procurement of gold, and holds RJC (Responsible Jewellery Council) certification, an important sustainability, company ethics and respect for human rights measure in the watch-making, jewellery and fashion industry. A fundamental transparency tool for customers and other stakeholders.

## **Gismondi 1754: Handmade in Italy by Italians**

*The Group counts Gismondi 1754 and Vendorafa amongst the brands owned*

**Gismondi 1754:** *jewel creation, production and commercialisation house, founded in Genoa in 1754 by Giovan Battista Gismondi (supplier of Pope Pio VI and the Doria family)- managed by Massimo Gismondi- has achieved globally acknowledged excellence and skill in jewellery. Massimo Gismondi, known for considering jewels works of art, expresses centuries of craftsmanship and a rich history in his creations, matched with a contemporary style handing down a taste for beauty, a seven-generation company inheritance. Since April 2023, the Gismondi 1754 Group has included the prestigious brand Vendorafa whose jewels stand out for creativity, and for their precious manual workings like hammering, incision and embossing – a symbol of the Valenza craft processing skills. Massimo Gismondi has taken on the role of creative director for this long-standing brand; starting, straight away, to imagine its growth and for continuity and a new impulse to existing aesthetic lines. Trying to re-interpret the style and follow up on the legacy of this historical example of jewellery handmade in Italy by Italians.*

### **Gismondi 1754 S.p.A.**

Via San Vincenzo, 51/1 Genoa

Contact for Investors: Marcello Lacedra

Tel.: +39 010-4074142 Email: [investor.relations@gismondi1754.com](mailto:investor.relations@gismondi1754.com)

### **EGA**

Banca Profilo S.p.A.

Via Cerva, 28 - 20122 Milan

[alessio.muretti@bancaprofilo.it](mailto:alessio.muretti@bancaprofilo.it)

Tel. +39 02 8584808

### **Press Office**

Silvia Audilia Pasquali

Mob.: +39 338 410 9280

[silvia.audilia.pasquali@gismondi1754.com](mailto:silvia.audilia.pasquali@gismondi1754.com)

GENOA – MILAN – ROME – PORTOFINO – SARDINIA – ST. MORITZ – PRAGUE – ST. BARTH – USA

[www.gismondi1754.com](http://www.gismondi1754.com)