



PRESS RELEASE

FILING OF THE RESOLUTION OF THE ORDINARY SHAREHOLDERS' MEETING AT THE PORDENONE REGISTER OF COMPANIES OF FRIULCHEM S.P.A. WHICH APPROVED THE DELISTING OF THE COMPANY'S SHARES FROM TRADING ON EURONEXT GROWTH MILAN

Vivaro (PN), Italy, 13 January 2025 - Friulchem S.p.A. (the “**Company**”), hereby announces that, on today's date (the “**Filing Date**”), the resolution of the Ordinary Shareholders' Meeting of the Company held on 23 December 2024 (the “**Shareholders' Meeting**”), at which, inter alia, the delisting of the Company's ordinary shares from trading at Euronext Growth Milan (“**Delisting**”) was approved, was filed with the Register of Companies of Pordenone.

Consequently, pursuant to Article 12 of the Company's Articles of Association, Shareholders who did not participate in the shareholders' resolution approving the Delisting are entitled to exercise their right of withdrawal pursuant to Article 2437 of the Italian Civil Code in relation to all or part of the shares they hold (the “**Right of Withdrawal**”). Therefore, absent shareholders, i.e. those who did not attend the meeting, as well as dissenting and abstaining shareholders, are also entitled to exercise the Right of Withdrawal.

It should be noted that, pursuant to Article 127-bis, subsections 2 and 3, of Legislative Decree No. 58/1998 (the “**TUF**” - Consolidated Law on Finance), a shareholder who did not take part in the resolution of the Shareholders' Meeting (and, therefore, as a shareholder entitled to exercise the Right of Withdrawal) is deemed to be a shareholder in favour of whom the shares of the Company are filed (i) after the date referred to in Article 83-sexies, subsection 2, of the TUF (the record date) and (ii) before the opening of the proceedings of the Shareholders' Meeting called to deliberate on the Delisting.

As per the report prepared pursuant to Article 2437-ter of the Italian Civil Code and made available to the Shareholders on 7 December 2024, the liquidation value of the Company's shares for which the Right of Withdrawal is exercised was determined by the Board of Directors at €0.907 per share (the “**Withdrawal Value**”).

Pursuant to Article 2437-bis of the Italian Civil Code, the Right of Withdrawal may be exercised by the entitled Shareholders, in relation to all or part of the shares held, by means of a written declaration (the “**Declaration of Withdrawal**”) within 15 calendar days from the Registration Date and, therefore, no later than 28 January 2025 (the “**Withdrawal Deadline**”).

In accordance with the provisions of the Italian Civil Code, the Declaration of Withdrawal must be sent by registered letter to the registered office of the Company at Via San Marco 23, Vivaro (PN), 33099 - Italy, with the subject “Friulchem-Communication of Withdrawal”.

However, in order to expedite the withdrawal procedure, where possible (and with the aim of facilitating the rights of withdrawing Shareholders), it is recommended that those entitled to withdraw use the forms made available by the Company on its website at www.friulchem.com and anticipate the Declaration of Withdrawal by certified e-mail at the address



admin.friulchem@legalmail.it and/or ordinary e-mail at the address ir@friulchem.com.

It is understood that such sending shall not be deemed to replace the procedures required by law and, therefore, in order to be valid, the Declaration of Withdrawal must be sent to the Company exclusively (and under penalty of inadmissibility) by registered letter.

The Declaration of Withdrawal must contain the following information under penalty of forfeiture:

- (i) personal data, tax code, domicile (and, where possible, a telephone number and an e-mail address) for notifications relating to the proceedings;
- (ii) the number of shares for which the Right of Withdrawal is exercised;
- (iii) the particulars and contact details of the account of the withdrawing Shareholder to which the liquidation value of the shares shall be credited; and
- (iv) an indication of the broker with whom the account in which the shares for which the Right of Withdrawal is exercised are registered, with the details of said account.

It should be recalled that, in consideration of the dematerialised regime of the Company's shares, the legitimacy to exercise the Right of Withdrawal pursuant to Article 2437 of the Italian Civil Code is attested by a notification from the broker to the Company, pursuant to Article 43 of the Single Provision on post trading of the Italian Securities and Exchange Commission (Consob) and the Bank of Italy of 13 August 2018 containing, among other things, the regulation of centralised management activities.

Therefore, Shareholders who intend to exercise their Right of Withdrawal must request that their broker, under penalty of inadmissibility of the Declaration of Withdrawal, send such notice to the Company by the Withdrawal Deadline.

The broker's notification must state:

- the uninterrupted ownership, in the hands of the withdrawing Shareholder, of the shares of the Company in respect of which the Right of Withdrawal is exercised as from the date of the Shareholders' Meeting (i.e. 23 December 2024), until the date on which the Right of Withdrawal is exercised or, if later, until the date on which the notice is issued, whichever is later;
- the absence of a pledge or other encumbrance on the shares of the Company in respect of which the Right of Withdrawal is being exercised; otherwise, as a condition to the admissibility of the Declaration of Withdrawal, the withdrawing Shareholder shall send to the Company, within the Withdrawal Deadline, a statement by the pledgee, or by the person in whose favour any other encumbrance on the shares exists, in which such person irrevocably consents to the liquidation of the shares subject to withdrawal in accordance with the instructions of the withdrawing Shareholder.

Declarations of Withdrawal sent other than by registered letter or sent after the Withdrawal Deadline or lacking the necessary information shall be inadmissible and, in any event, ineffective.

Declarations of Withdrawal guarantee the correctness of the information contained in the Withdrawal Statements submitted by them and shall be responsible for submitting such



information within the Withdrawal Deadline for the valid exercise of the Right of Withdrawal, it being understood that the Company assumes no liability in this respect.

Pursuant to Article 2437-bis of the Italian Civil Code and the applicable regulations, the shares subject to the Declaration of Withdrawal will be made unavailable by the broker until their liquidation.

The procedure for the liquidation of the shares for which the Right of Withdrawal has been exercised will be conducted pursuant to Article 2437-quater of the Italian Civil Code.

In particular, the directors of the Company will offer the ordinary shares, for which the option of the Right of Withdrawal has been exercised, to the other Shareholders who have not exercised their Right of Withdrawal in proportion to the shares they respectively hold (the “**Offer**”). Pursuant to Section 2437-quater, subsection 2, of the Italian Civil Code, a term of not less than 30 days from the Filing Date of the Offer at the competent Register of Companies will be granted for the pre-emptive right.

The Shareholders of the Company who exercise their pre-emptive right in the context of the Offer, provided they make a simultaneous request, will also have pre-emptive right in the purchase of any unassigned shares.

If the number of shares for which the pre-emption right is requested is higher than the number of shares remaining unassigned at the end of the Offer, an allocation shall be made among all applicants in proportion to the number of shares held; if any shares remain after the allocation on the basis of the full quotient, the remaining shares shall be allocated on the basis of the greatest remainder.

The shares that are the subject of the Offer (and the rights to purchase them) have not been and will not be registered in the United States of America under the United States Securities Act of 1933 and may not be offered or sold in the United States of America, absent an exemption. The Offer shall not constitute an offer of financial instruments even in other countries in which the Offer is not permitted in the absence of a specific authorisation in accordance with, or in derogation from, the applicable regulations. Shareholders not resident in Italy are therefore advised to seek specific advice on the matter before taking any action.

The Company will communicate in due time the terms and conditions of acceptance of the Offer and further information relating thereto by means of specific press releases made available on its website at www.friulchem.com, as well as by means of the notice of the Offer, which will be filed with the competent Register of Companies pursuant to law.

As of now, the directors of the Company exclude initiating a placement with third parties pursuant to Section 2437-quater (4) of the Italian Civil Code.

Within 180 days from the receipt of each Declaration of Withdrawal, the residual shares of the withdrawing shareholders will be redeemed to them, pursuant to Article 2437-quater, subsection 5, of the Italian Civil Code, by means of purchase by the Company using available reserves, also notwithstanding the provisions of Article 2357, subsection 3, of the Italian Civil Code.

The payment of the liquidation value of the shares to each withdrawing Shareholder, as well as the transfer of the shares allocated under the Offer, will be made with value date at the



end of the liquidation process on the date to be communicated by press release and published on the website www.friulchem.com.

For further information on the Right of Withdrawal, reference should be made to the documentation available to Shareholders in the manner and terms provided for by the applicable regulations, as well as on the Company's website www.friulchem.com.