



PRESS RELEASE

Vivaro, 24 February 2025

Friulchem S.p.A. (the “**Company**” or the “**Issuer**” or “Friulchem”) announces that, following the adoption of the resolution approving the delisting of Friulchem’s ordinary shares at Euronext Growth Milan, registered with the competent Register of Companies on 13 January 2025, the right of withdrawal has been exercised pursuant to Article 2437-*bis* of the Italian Civil Code, for a total of 1,439,000 Company shares, representing 17.99% of the Company’s share capital (with voting rights).

It should be noted that this figure may change if, in the coming days, the Company receives any declarations of withdrawal sent before the end of the period for the exercise thereof (i.e. 28 January 2025 - the “**Term**”). If, after today’s date, the Company should receive notices of withdrawal legitimately drafted and sent within the Term, it will rectify the disclosure issued on today’s date by means of an appropriate notification.

It should be noted that the shares for which withdrawal is exercised may not be sold or be the subject of disposal until the transfer of such shares pursuant to the liquidation procedure.

It should also be mentioned that the liquidation procedure of the shares for which the withdrawal has been exercised will be carried out in accordance with the provisions of Article 2437-*quater* of the Italian Civil Code, as illustrated below.

The Company’s Directors shall offer the ordinary shares for which the right of withdrawal has been exercised as an option to the other shareholders who have not exercised their right of withdrawal in proportion to the shares they respectively hold (the “**Offer**”). Pursuant to Article 2437-*quater* (2) of the Italian Civil Code, a time limit of not less than 30 days from the date of the filing of the Offer with the competent Register of Companies will be granted for the exercise of the Offer.

Friulchem’s shareholders who exercise their option rights in the framework of the Offer will also have pre-emption rights in the purchase of any unopted shares, provided they make a concomitant request. If the number of Friulchem’s shares for which the pre-emption right is requested is higher than the number of Friulchem’s shares remaining unexercised as a result of the Offer, an allocation shall be made among all applicants in proportion to the number of shares held.

The shares of Friulchem that are the subject of the Offer (and the purchase option rights relating thereto) 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. In the absence of a specific authorisation in accordance with, or in derogation from, the applicable regulations, the Offer shall not constitute an offer of financial instruments, even in other countries in which the Offer is not permitted. Shareholders not resident in Italy are therefore advised to seek specific advice on the matter before taking any action.

Friulchem shall 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 shall be filed with the competent Register of Companies in accordance with the law. The notice will be made public in the manner and within the time limits set out in the regulations in force.



Within 180 days from the sending of the notice of withdrawal, the remaining shares of the withdrawing shareholders will be reimbursed to them, pursuant to Article 2437-*quater* (5) of the Italian Civil Code, by means of purchase by the Company using available reserves, also notwithstanding the provisions of Article 2357(3) of the Italian Civil Code.

The payment of the liquidation value of the shares to each withdrawing shareholder, as well as the transfer (and related payment) of the shares allocated under the Offer or in the event of purchase by the Company pursuant to Article 2437-*quater*(5) of the Italian Civil Code, will be made with value date at the end of the said liquidation procedure on the date that will be communicated by means of a press release published on the website www.friulchem.com *Investor* section, it being understood that the settlement of the purchased shares and, consequently, of the withdrawals, will be made through Monte Titoli S.p.A.