

**NEXTURE: THE NEW HOLDING COMPANY LEADING THE CSM
INGREDIENTS GROUP AND THE ITALCANDITI GROUP.
A DEBUT MARKED BY THE PRICING OF A €425 MILLION BOND.**

Headquartered in Italy and with a global identity, Nexture represents the latest evolution of the Ingredient-Tech Platform, and is being officially announced today together with the pricing of its €425 million Senior Secured Floating Rate Notes due 2032.

Nexture positions itself as a leader in innovation and in the production of high-quality, value-added food ingredients.

Milan, July 16th, 2025 – Today marks the official debut of **Nexture**, the holding company representing the next stage in the **growth trajectory of the Ingredient-Tech Platform**, an integrated platform combining the **industrial and technological expertise of CSM Ingredients Group and Italcanditi Group, both being indirectly owned by Investindustrial**. Nexture represents a new chapter of the entrepreneurial project that started in 2022, and which focused on building an ecosystem of complementary companies centered around two historic players in the ingredients industry and their subsidiaries.

Subject to the successful completion of its offering of Senior Secured Floating Rate Notes due 2032, Nexture – **which recorded combined sales of over €800 million¹** - positions itself as **an integrated platform for the development and manufacturing of high-quality food ingredients**. Nexture stands out for offering a broad product portfolio and its ability to deliver value-added solutions. Nexture's platform comprises over **2,000 employees, 13 production facilities, 10 innovation centers, and it serves customers in over 120 countries²**. These figures underscore the platform's global footprint and establish Nexture as a benchmark for players in the food industry, as a result of its ability to combine industrial tradition, technological innovation, extensive geographic reach, service agility, and sustainability in a dynamic international landscape.

¹ As of and for the twelve months ended March 31, 2025.

² As of March 31st, 2025.



Nexture leverages the strategic affinity of the entities that are part of its platform: **CSM Ingredients**, a global player in the bakery and fine pastry ingredients sectors; **HIFOOD**, a center of excellence for the development of highly innovative, clean label ingredients of natural origin; **Vitalfood by Italcanditi**, a premium producer of fruit-based preparations, water-based creams, and candied fruits; and **Comprital** and **Prodotti Rubicone**, iconic brands of artisanal Italian gelato, internationally recognized for their ability to anticipate consumer trends with innovative formulations, distinctive flavors, and offerings including "sugar-free," "high-protein," and "vegan" product options.

Nexture will be headquartered in Milan, a decision of significant strategic and symbolic value, and will pursue global growth ambitions, as explained by **Gabriele Del Torchio, Chief Executive Officer**: *"Thanks to a single centralized engine for innovation, investment, and development, we aim to harness both the complementarity and the diversity of the companies that comprise Nexture, now and in the future. Furthermore, we are developing a global expansion strategy which will allow us to further strengthen our presence beyond Europe, in areas including: the United States of America, thanks to the solutions developed by HIFOOD; China, where we operate a production facility in Shanghai; and the MENA region, supported by our joint venture in Tunisia and the increasing demand for gelato products in the Gulf countries."*

Commenting on the above, **Andrea C. Bonomi, Chairman of the Industrial Advisory Board of Investindustrial**, stated: *"With Gabriele Del Torchio, Investindustrial revitalized and brought Ducati to the top of the MotoGP World Championship. Now, the headquarters of one of Europe's leading food ingredients groups will be relocated to Italy - a trend we hope will accelerate in the future, as it aligns with Italy's renewed entrepreneurial spirit and ambition. Investindustrial is an international group, and while its hallmark is to help companies globalize, when possible and consistent with industrial plans, it seeks to bring the headquarters of its investments to Italy. Nexture is a prime example: it operates in 120 countries, with 13 production facilities and the majority of its revenue generated abroad."*

Furthermore, Nexture S.p.A. ("Nexture") announces on July 15th that it has successfully priced an offering of Senior Secured Floating Rate Notes due 2032 (the "Notes") in an aggregate principal amount of €425 million offering (the "Offering"). The Offering was conducted in the context of the Combination mentioned below. The Notes will be issued at an issue price of 99.000% and will bear interest at a rate equal to three-month EURIBOR (subject to a 0% floor) plus 4.00% per annum, reset quarterly. Subject to customary closing conditions, the Offering is expected to be completed on July 24, 2025. Upon issuance the Notes are expected to be listed on one or more multilateral trading facilities within the European Union.



PRESS RELEASE

Subject to the completion of the Offering, Nexture will become the sole shareholder of CSM Ingredients S.à.r.l. (together with its subsidiaries, the "CSM Ingredients Group") and Italcanditi S.p.A. (together with its subsidiaries, the "Italcanditi Group"), with effect on or about the issue date of the Notes (the "Combination").

In connection with the Offering and subject to its completion, Nexture also expects to enter into a revolving credit facility agreement on or around the issue date of the Notes whereby certain financial institutions will make available to Nexture a multi-currency facility in an aggregate principal amount of €80 million.

The gross proceeds from the Offering will be used: (i) to repay in full and cancel certain existing indebtedness of CSM Ingredients Group and Italcanditi Group, including accrued and unpaid interest thereon; (ii) for general corporate purposes; and (iii) to pay fees and expenses related to the Combination, the Offering, the application of proceeds thereof, and the execution of the aforementioned revolving credit facility agreement.

FURTHER INFORMATION

Nexture is the Italian holding company that will bring together two leading players in the food ingredients industry, united under the Ingredient-Tech platform: the **CSM Ingredients** Group and the **Italcanditi** Group, both indirectly owned by an independently managed investment company affiliated to **Investindustrial**. Any references to "Investindustrial" are intended as general and should not be construed as an indication of control by any specific company or individual. Headquartered in Milan, Nexture is established as a global integrated platform specializing in the development and manufacturing of high-quality food ingredients and value-added solutions. Subject to the completion of the Offering, Nexture will encompass renowned brands such as **CSM Ingredients, HIFOOD, Vitalfood by Italcanditi, Comprital, and Prodotti Rubicone**, all internationally recognized for the excellence of their solutions and their ability to anticipate consumer trends. As of March 31, 2025, Nexture will operate in over **120 countries**, with **13 production plants, 10 innovation centers, and over 2,000 employees**. As a result of a shared strategic vision, strong industrial roots, and a global identity, Nexture aims to position itself as a key **partner for major stakeholders in the food industry**, combining artisanal heritage, technological knowhow, sustainability-focus, and an extensive network to meet the challenges of an ever-evolving market.

For more information, visit: www.nexture.com

CONTACTS

Nexture

Silvia Assirelli, Head of Corporate Communication, silvia.assirelli@csmingredients.com

Ad Hoc Communication Advisors

Sara Mastrorocco, Mob: +39 335 1415590 – e-mail: sara.mastrorocco@ahca.it

Ivan Barbieri, Mob: +39 335 1415581 – e-mail: ivan.barbieri@ahca.it

Maria Lucia Boi, Mob: +39 342 6523390 – e-mail: marialucia.boi@ahca.it



Cautionary Statements

*This press release is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy the abovementioned Notes, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which, or to any person to whom, such offer, solicitation or sale would be unlawful. This announcement is not an offer of securities for sale in the United States. The Notes and the guarantees thereof will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or the securities laws of any other jurisdiction, 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 Securities Act. In the United States, the offering will be made only to "qualified institutional buyers" (as defined in Rule 144A of the U.S. Securities Act) in compliance with Rule 144A under the U.S. Securities Act ("**Rule 144A**") and outside the United States in reliance on Regulation S under the Securities Act (and, in a member state of the European Economic Area (the "**EEA**") or the United Kingdom, only to qualified investors within the meaning of Article 2(E) of the Regulation (EU) 2017/1129 (as amended, the "**Prospectus Regulation**") and in the United Kingdom as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**").*

Neither the content of the Nexture website nor any website accessible by hyperlinks on the Nexture's website is incorporated in, or forms part of, this announcement. It may be unlawful to distribute this announcement in certain jurisdictions. This announcement is not for distribution in Canada, Japan or Australia. The distribution of this announcement into certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. The information in this announcement does not constitute an offer of securities for sale in Canada, Japan or Australia.

*The Notes are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, any retail investor in the EEA. For these purposes, a "retail investor" means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); (ii) a customer within the meaning of Directive 2016/97/EU (as amended, the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a "qualified investor" as defined in the Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIPs Regulation.*

This announcement has been prepared on the basis that any offer of in any Member State of the EEA will be made pursuant to an exemption under the Prospectus Regulation from the requirement to produce a prospectus for offers of the Notes.

*The Notes are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, any retail investor in the United Kingdom (the "**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and, therefore, offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.*

This announcement has been prepared on the basis that any offer of the Notes in the UK will be made pursuant to an exemption under Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA from a requirement to publish a prospectus for offers of Notes.

*This announcement is being distributed only to persons who (i) have professional experience in matters relating to investments and are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"), (ii) are high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order, (iii) are outside the United Kingdom, or (iv) are persons to whom an invitation or inducement to engage in investment activity within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the "**FSMA**") in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "**relevant persons**"). This*



PRESS RELEASE

announcement is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this announcement relates is available only to relevant persons and will be engaged in only with relevant persons.

No money, securities or other consideration is being solicited, and, if sent in response to the information contained herein, will not be accepted.

The information herein contains forward-looking statements. All statements other than statements of historical fact included herein are forward-looking statements. Forward-looking statements give Nexture's current expectations, estimates, forecasts, and projections relating to its financial condition, results of operations, plans, objectives, future performance and business as well as the industries in which the Nexture operates, as well as the beliefs and assumptions of Nexture's management. In particular, certain statements with regard to management objectives, trends in results of operations, margins, costs, return on equity, risk management and competition tend to be forward-looking in nature. These statements may include, without limitation, any statements preceded by, followed by or including words such as "target," "believe," "expect," "aim," "intend," "goal," "may," "anticipate," "estimate," "plan," "project," "seek," "will," "can have," "likely," "should," "would," "could" and other words and terms of similar meaning or the negative thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Nexture's control that could cause Nexture's actual results, performance or achievements to be materially different from the expected results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding Nexture's present and future business strategies and the environment in which it will operate in the future. Therefore, Nexture's actual results may differ materially and adversely from those expressed or implied in any forward-looking statements. They are neither statements of historical fact nor guarantees of future performance. Nexture therefore cautions against relying on any of these forward-looking statements.

