# Design Holding

### Flos | Louis Poulsen | B&B Italia Maxalto | Azucena | Arclinea

Milan, May 10, 2021

### PRESS RELEASE

# LAUNCH OF AN OFFERING OF SENIOR SECURED FLOATING RATE NOTES DUE 2026 BY INTERNATIONAL DESIGN GROUP S.P.A.

International Design Group S.p.A. (the "**Issuer**"), a joint stock company (*società per azioni*) incorporated under the laws of Italy, announced today that it intends to launch an offering (the "**Offering**") of Senior Secured Floating Rate Notes expected to mature in 2026 for an expected aggregate principal amount of €470.0 million (the "**Notes**").

The proceeds from the offering of the Notes, along with cash on balance sheet of the Issuer, are expected to be used to (i) satisfy and discharge and ultimately redeem the Issuer's outstanding €320.0 million senior secured floating rate notes due 2025 (the "Existing Floating Rate Notes") at par plus accrued and unpaid interest thereon, (ii) pay the purchase price for the acquisition of U.S.-based e-commerce retailer YDesign Group, LLC ("YDesign") by a wholly owned subsidiary of the Issuer (the "Acquisition") that we described in our press release dated April 13, 2021, and (iii) pay fees and expenses incurred in connection with the above transactions.

Consummation of the Acquisition is subject to, among other customary conditions, (i) expiration or termination of the waiting periods (including any extensions thereof) applicable to the Acquisition under any relevant antitrust or competition laws or (ii) otherwise obtaining all consents, waivers, approvals, orders, authorizations, registrations, declarations, notices and filings as may be required under such laws. Upon issuance of the Notes and pending consummation of the Acquisition, €150.0 million of gross proceeds from the Offering are expected to be deposited into a segregated escrow account and release will be subject to the satisfaction of certain conditions, including the completion of the Acquisition pursuant to the terms of the acquisition agreement within two business days following the release of the escrowed proceeds. If the conditions to the release of the escrowed proceeds from the segregated escrow account have not been satisfied on or prior to November 20, 2021, the Issuer will be required to redeem Notes with an aggregate issue price equal to €150.0 million at a redemption price equal to the issue price of such Notes plus accrued and unpaid interest from the issue date to but excluding such special mandatory redemption date and additional amounts, if any. The redeemed Notes shall be selected *pro rata* for redemption from all of the Notes.

The Issuer will determine and publish the final terms and conditions of the Notes at pricing, upon completion of the book building process.

The Issuer expects its €400.0 million 6.5% Senior Secured Notes due 2025, issued on November 9, 2018, to remain outstanding following the Offering.

# CERTAIN ESTIMATED CURRENT TRADING DATA OF THE ISSUER AND CERTAIN INFORMATION ABOUT THE ACQUISITION

The Issuer provides below certain information regarding certain estimated financial results and key financial metrics of the Issuer and its subsidiaries on a consolidated basis (the "**Group**"), including on a pro forma basis for the Acquisition, to the holders of its €320.0 million senior secured floating rate notes due 2025 and €400.0 million 6½% senior secured notes due 2025. All references to "we", "us", or "our" below are to the Group, excluding YDesign.

### Current Trading for the Three Months Ending March 31, 2021 and Current Outlook

The preliminary indications set forth below are based on an initial review of our and YDesign's results of operations from the respective management accounts. Neither our nor YDesign's independent auditors or any other independent auditors have audited, reviewed, compiled or performed any procedures with respect to such preliminary unaudited financial information for the purpose of its inclusion herein or for any other purposes and, accordingly, neither our nor YDesign's independent auditors or any other independent auditors have expressed an opinion or provided any form of assurance with respect thereto. Furthermore, the preliminary unaudited

financial information below does not take into account any circumstances or events occurring after the period to which it refers. The preliminary unaudited information set forth below regarding our and YDesign's results for the periods indicated is based on management accounts and systems and in part on estimates. We believe the estimates underlying the financial information presented below may provide investors with a helpful indication of the development of our and YDesign's results of operations following December 31, 2020. However, our actual results for the first quarter of 2021 may differ materially from the trends and ranges included herein. The preliminary information set forth below should not be regarded as an indication, forecast, capsule financial information or representation regarding our financial results for the three months ending March 31, 2021 and neither our nor YDesign's independent auditors will audit, review, compile or perform any procedures with respect to such preliminary unaudited financial information. You should therefore not place undue reliance on the preliminary information presented below. The information presented below also includes our total sales and information on our EBITDA margin adjusted for the three months ended March 31, 2019 and 2020, which have been derived from our management accounts to improve comparability with the preliminary figures for the three months ending March 31, 2021. Neither our independent auditors nor any other independent auditors have audited, reviewed, compiled or performed any procedures with respect to such financial information. The revenue recognition and measurement criteria we utilize in our management accounts are different from those we utilize in our statutory accounts. Therefore, total sales and operating results from our management accounts are marginally different from revenues and operating results deriving from our statutory accounts and consolidated financial statements. Moreover, any financial information presented below in respect of YDesign has been derived from YDesign financial statements and management accounts, which are prepared on the basis of U.S. GAAP, and is therefore not comparable with the financial information of the Issuer presented below, which has been derived from underlying financial measures prepared in accordance with IFRS.

As of the date hereof, we have not finalized trading results for the three months ending March 31, 2021. However, based on preliminary results derived from our unaudited management accounts and other information currently available to management, we estimate our total sales for the three months ending March 31, 2021 to be between €144 million and €148 million, compared to €121.1 million for the three months ended March 31, 2020 and €125.5 million for the three months ended March 31, 2019. The expected increase was primarily driven by Louis Poulsen's and B&B's strong performance in the residential market in the Nordics and continental Europe. In the first quarter of 2021, despite the modest results we achieved in our Contract channel mainly as a consequence of the protracted adverse effects of the COVID-19 pandemic, the otherwise strong performance of all our brands resulted in the growth of our order intake (consisting of the aggregate expected revenue from all the orders received from our customers during a particular reference period) for such period by approximately 33% compared to the same period in 2020 and approximately 31% compared to the same period in 2019.

In addition, we estimate our EBITDA margin adjusted for the three months ending March 31, 2021 to be marginally higher than the EBITDA margin adjusted for the year ended December 31, 2020, representing an increase compared to an EBITDA margin adjusted of 18.8% for the three months ended March 31, 2020 and 18.6% for the three months ended March 31, 2019. The expected EBITDA margin adjusted increase was primarily attributable to our positive performance in the period as well as the impact of certain one-off costs in connection with the remodeling of one of our DOS in Milan which we expect to re-open during the course of 2021 in our new "D-Studio" format.

Based on preliminary results derived from YDesign's unaudited management accounts and other information currently available, we estimate that YDesign's net sales increased to approximately U.S.\$174 million (or approximately €150 million) for the twelve months ending March 31, 2021, from U.S.\$163.2 million (or €143.6 million) for the year ended December 31, 2020, and YDesign's EBITDA adjusted increased to approximately U.S.\$14 million (or approximately €12 million) for the twelve months ending March 31, 2021, from U.S.\$13.3 million (or €11.7 million) for the year ended December 31, 2020, mainly as a result of the growth of the business, which delivered particularly strong revenue and gross margin performance in the first quarter of 2021, which was partially offset by increased marketing costs for the Consumer segment.

On the basis of the above preliminary estimated unaudited results and additional management considerations, we estimate our Pro Forma Synergized EBITDA (consisting of our adjusted EBITDA for the relevant period as further adjusted for (i) certain estimated revenue synergies we expect to realize in connection with expected sales from two stores that we plan to open during 2021 in the format of "D-Studio" and expected sales of our products on the centralized e-commerce platform that we plan to launch in 2021, as well as certain cost synergies we expect to realize from (a) the transfer of the architectural production from Louis Poulsen to Flos which we expect to fully complete in the second half of 2022, (b) investments we made at the Arclinea plant which we expect to result in a more efficient production process with reduced labor, supply and energy costs and (c) the rationalization of Flos' corporate structure through the merger of three subsidiaries of Flos into Flos, which we completed during the course of 2020, (ii) the adjusted EBITDA of YDesign for the twelve months ending on March 31, 2021, (iii)

certain estimated revenue synergies we expect to achieve following the Acquisition from sales on the YDesign platform of B&B products which are currently not sold by YDesign and the support of the Group in respect of sales of certain YDesign private label products which YDesign is currently in the process of setting up, and (iv) certain adjustments for COVID-19 effects) for the twelve months ending March 31, 2021 to be between €164 million and €167 million, compared to €152.7 million for the year ended December 31, 2020, with the amount of estimated synergies included in such period being marginally lower than the amount for the year ended December 31, 2020, and our Pro Forma Adjusted Net Financial Debt (defined as our total net debt, excluding IFRS 16 lease liabilities, as adjusted to give pro forma effect to, *inter alia*, the issuance of the Notes and the satisfaction and discharge and redemption of the Existing Floating Rate Notes, as if these events had occurred on December 31, 2020) as of March 31, 2021 to be approximately €771.4 million, compared to €787.4 million as of December 31, 2020.

Although the ultimate effects of the COVID-19 pandemic in the markets where we operate are still uncertain, as the main economies around the world are slowly healing, we expect that the improving global economic outlook will result in a continuation of the positive trends we have experienced in the first quarter of 2021. We expect our efforts to expand our store and online networks through, among other things, the launch of a joint e-commerce platform, our "D-Studio" initiative and the acquisition of YDesign, to increase the digitalization of our business model and modernize our IT infrastructure, to control our operating costs and finalize the deployment of synergies from the creation of Design Holding, will continue to support our revenue growth and cash flow generation and further stabilize our profitability in the short to medium term.

### Estimated Impact of YDesign on Certain Revenue Breakdowns of the Group

Following and as a result of the Acquisition, which is supported by a bridge financing commitment from a group of primary international banks, we expect to strengthen our online presence and broaden our geographic reach in North America, which is YDesign's reference market. In particular, we estimate that for the year ended December 31, 2020, on a pro forma basis for the Acquisition, our wholesale channel would have represented approximately 58%, our contract channel would have represented approximately 16%, our online channel would have represented approximately 22% and our DOS channel would have represented approximately 5%, in each case of our Aggregated 2020 Revenue (defined as the sum of the Issuer's revenue and YDesign's net sales for the year ended December 31, 2020). In the year ended December 31, 2020, we generated 69.4%, 14.4%, 14.7%, and 1.6% of our revenue, respectively, in Europe, North America, APAC, and the rest of the world. Following the acquisition of YDesign, we expect our geographic mix to reflect a higher contribution of the North American area. For the year ended December 31, 2020, we estimate that, on a pro forma basis for the Acquisition, Europe would have represented approximately 55%, North America would have represented approximately 32% and APAC and others would have represented approximately 13%, in each case of our Aggregated 2020 Revenue. Moreover, for the year ended December 31, 2020, we estimate that, on a pro forma basis for the Acquisition, YDesign's brands Lumens and YLighting would have represented approximately 13% and approximately 8%, in each case of our Aggregated 2020 Revenue.

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This press release constitutes a public disclosure of inside information by International Design Group S.p.A. under Regulation (EU) 596/2014 and Commission Implementing Regulation (EU) 2016/1055.

**Cautionary Statements** 

# There can be no assurance that the Offering will be completed or, if completed, as to the terms on which it will be completed.

This press release is for information purposes only and does not constitute any offer to sell or the solicitation of an offer to buy any security in the United States or in any other jurisdiction. The Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or applicable state or foreign securities laws and may not be offered or sold in the United States without registration under federal or applicable state securities laws or an applicable exemption from such registration requirements. The Notes will be offered (a) in the United States to "qualified institutional buyers" as defined in Rule 144A under the Securities Act and (b) outside the United States to persons who are not U.S. persons (i) in an offshore transaction in accordance with Regulation S under the Securities Act, (ii) if resident in a Member State of the European Economic Area, to "qualified investors" within the meaning of Article 2(e) of Regulation 2017/1129/EU and amendments thereto (the "Prospectus Regulation") and any relevant implementing measure in each Member

State of the European Economic Area and (iii) if a resident of the United Kingdom, to "qualified investor" within the meaning of Prospectus Regulation as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**").

This press release does not constitute an offer to the public in Italy of financial products, as defined under Article 1, paragraph 1, letter (t) of legislative decree of February 24, 1998, no. 58, as amended (the "Italian Financial Act"). The Notes cannot be offered, sold or delivered, directly or indirectly, in Italy either on the primary or on the secondary market to any natural persons nor to entities other than qualified investors (*investitori qualificati*) as referred to in Article 2, paragraph (e), of the Prospectus Regulation or unless in any circumstances which are exempt from the rules on public offerings pursuant to Article 1 of the Prospectus Regulation and the implementing regulations issued by the *Commissione Nazionale per le Società e la Borsa*, the Italian securities and financial markets regulator ("CONSOB"), including Article 34-ter, paragraph 1, of CONSOB Regulation no. 11971 of May 14, 1999, as amended (the "Issuers Regulation"), and the applicable Italian laws and regulations.

This press release is for informational purposes only and does not constitute and shall not, in any circumstances, constitute a public offering or an invitation to the public in connection with any offer within the meaning of the Prospectus Regulation. The Offering will be made pursuant to an exemption under the UK Prospectus Regulation and the Prospectus Regulation, as implemented in Member States of the European Economic Area, from the requirement to produce a prospectus for offers of securities.

This press release is only being distributed to, and is only directed at, persons in the United Kingdom that (i) 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 persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Order, or (iii) 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) 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 is directed only at Relevant Persons and must not be acted on or relied upon by persons who are not Relevant Persons. Any investment or investment activity to which this document relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

The offering memorandum prepared in connection with the Offering has not been and will not be approved by CONSOB, the Financial Conduct Authority or any other competent authority.

A notice of conditional redemption is expected to be delivered on today's date to each holder of the Existing Floating Rate Notes via Euroclear Bank SA/NV and Clearstream Banking, S.This press release does not constitute a conditional notice of redemption in respect of the Existing Floating Rate Notes. Holders of the Existing Floating Rate Notes are urged to refer to the notice of redemption (once available) for more information regarding the redemption price, record date and redemption date.

### **Information to Distributors**

Manufacturer target market (MIFID II product governance; UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs or UK PRIIPs key information document (KID) has been prepared as not available to retail investors in EEA or the United Kingdom, respectively.

### **Forward Looking Statements**

This press release may include forward-looking statements within the meaning of the securities laws of certain applicable jurisdictions. These forward-looking statements include, but are not limited to, all statements other than statements of historical facts, including, without limitation, those regarding the group's future financial position and results of operations, their strategies, plans, objectives, goals and targets, future developments in the markets in which the group participates or is seeking to participate or anticipated regulatory changes in the markets in which the group operates or intends to operate. In some cases, you can identify forward-looking statements by terminology such as "aim", "anticipate", "believe", "continue", "could", "estimate", "expect", "forecast", "guidance", "intend", "may", "plan", "potential", "predict", "projected", "should" or "will" or the negative of such terms or other comparable terminology.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors because they relate to events and depend on circumstances that may or may not occur in the future. We caution you that forward-looking statements are not guarantees of future performance and are based on numerous assumptions. Our actual results of operations, including our financial condition and liquidity and the development of the industries in which we operate, may differ materially from (and be more negative than) those made in, or

suggested by, the forward-looking statements contained in this press release. In addition, even if our results of operations, including our financial condition and liquidity and the development of the industries in which we 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.

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### **Design Holding**

Design Holding is the world largest group in the high-end design sector, with a cultural heritage of European origin and a global presence, characterised by great geographical diversification, distribution channels and product categories.

Design Holding boasts a catalog full of iconic objects designed by legendary designers such as Achille and Pier Giacomo Castiglioni, Tobia Scarpa, Luigi Caccia Dominioni, Poul Henningsen, Arne Jacobsen, Verner Panton, Philippe Starck, Antonio Citterio, Gaetano Pesce, Piero Lissoni, Naoto Fukasawa, Konstantin Grcic, Jasper Morrison, Patricia Urquiola, Ronan and Erwan Bouroullec, Michael Anastassiades, Vincent Van Duysen, Nendo, Øivind Slaatto, Alfred Homann, Oki Sato and many others.

Founded in November 2018 and jointly controlled by entities from the two investment groups Investindustrial and The Carlyle Group, Design Holding aims to further grow in the global market, including through acquisitions. The Group currently combines three industry-leading and mutually complementary companies: B&B Italia, Flos and Louis Poulsen, along with their respective subsidiaries.

www.designholding.com

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### The Carlyle Group

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