



FOR IMMEDIATE RELEASE

July 14, 2025

X3G Mergeco S.p.A. announces the pricing of €140 million Additional 7.000% Senior Secured Notes due 2030

X3G Mergeco S.p.A. (the “**Issuer**”), announces today that it has successfully priced an institutional private placement of €140 million aggregate principal amount of Additional 7.000% Senior Secured Notes due 2030 (the “**Notes**”) at an issue price of 95.50%.

The proceeds of the Notes will be used, together with cash on balance sheet, to prepay €140 million of the outstanding indebtedness under the Issuer’s existing term loan facility, and pay transaction fees and expenses.

The Notes will be issued, subject to certain terms and conditions, by the Issuer pursuant to a supplemental indenture to the indenture dated as of May 29, 2025 (as so amended and supplemented, the “**Indenture**”), and will be treated as the same series as the Issuer’s existing €360 million 7.000% Senior Secured Notes due 2030 (the “**Original Notes**”) for all purposes of the Indenture, including, without limitation, waivers, amendments, redemptions and offers to purchase. Upon their issuance, the Notes will be fungible for U.S. federal income tax purposes with the Original Notes and will have the same ISINs and common codes as the Original Notes.

For more information on the Issuer, including its current trading, please refer to its dedicated bond site to which you can register at <https://iongroup.com/investor-relations/>.

DISCLAIMER

*The Notes will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), or applicable state securities laws. Accordingly, the Notes will be offered only to persons outside the United States in reliance on Regulation S under the Securities Act. Unless so registered, the Notes may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.*

This announcement does not constitute an offer to sell or the solicitation of an offer to buy the Notes or any other security and shall not constitute an offer, solicitation or sale in the United States or in any jurisdiction in which, or to any persons to whom, such offering, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any jurisdiction.

*The securities 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**”) or (ii) a customer within the meaning of Directive 2016/97/EU (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.*

*In member states of the EEA, this announcement and any offer of the securities referred to herein in any Member State of the European Economic Area (“**EEA**”) will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of the securities referred to herein. Accordingly, any person making or intending to make an offer in a Member State of Notes which are the subject of the offering contemplated may only do so in circumstances in which no obligation arises to publish a prospectus pursuant to Article 3 of the Prospectus Regulation, in relation to such offer. The Issuer has not authorized and does not authorize, the making of any offer of Notes in circumstances in which an obligation arises to publish a prospectus for such offer. The expression “**Prospectus Regulation**” means Regulation (EU) 2017/1129.*

*The securities 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 (“**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 European Union (Withdrawal) Act 2018 (“**EUWA**”); or (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. 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.*

*In the UK, this announcement and any offer of the securities referred to herein in the UK will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of the securities referred to herein. Accordingly, any person making or intending to make an offer in the UK of Notes which are the subject of the offering contemplated may only do so in circumstances in which no obligation arises to publish a prospectus pursuant to Article 3 of the UK Prospectus Regulation, in relation to such offer. The Issuer has not authorized and does not authorize, the making of any offer of Notes in circumstances in which an obligation arises to publish a prospectus for such offer. The expression “**UK Prospectus Regulation**” means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA.*

This communication is being distributed only to, and is directed at persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Financial Promotion Order”) (ii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Financial Promotion 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 in connection with the issue and 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 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.

This announcement may include projections and other “forward-looking” statements within the meaning of applicable securities laws. Any such projections or statements reflect the current views of the Issuer about future events and financial performance. The use of any of the words “expect,” “anticipate,” “continue,” “will,” “project,” “should,” “believe,” “plans,” “intends” and similar expressions are intended to identify forward-looking information or statements. Although the Issuer believe that the expectations and assumptions on which such forward-looking statements and information are reasonable, undue reliance should not be placed on the forward-looking statements and information because the Issuer can give no assurance that such statements and information will prove to be correct. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties.

The forward-looking statements and information contained in this announcement are made as of the date hereof and the Issuer undertake no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.