



Biofarma Group announces the creation of the first global CDMO fully focused on Nutraceuticals through the acquisition of US Pharma Lab, a premium and highly innovative US-based player.

Milan, 18th May 2023 – Biofarma S.r.l. (“*Biofarma Group*”), controlled by Ardian together with the Scarpa family, announces that it has entered into a definitive agreement for the acquisition (the “*Acquisition*”) of 100% of US Pharma Lab, Inc. (“*US Pharma Lab*”) from its Founder and Chairman, Mr. Ashok Luhadia, its CEO, Mr. Amol Luhadia, as well as other members of the Luhadia family. To cement a partnership between Ardian, the Scarpa family and the Luhadia family, the current shareholders of US Pharma Lab will reinvest a significant portion of their proceeds into an indirect parent company of Biofarma Group.

US Pharma Lab is headquartered in New Jersey, US and has operations in both the US and China. US Pharma Lab is a leading, fast-growing, and innovative CDMO specialized in the custom development, manufacture and distribution of innovative nutraceutical products including probiotics, vitamins, minerals, supplements, and premium dietary ingredients.

This highly strategic partnership marks the evolution of Biofarma Group into the first global CDMO solely focused on nutraceuticals with (i) a production footprint in the United States, Europe (Italy and France) and China, (ii) strong innovation capabilities on both sides of the Atlantic with expertise in probiotics and other nutraceutical products, and (iii) a highly complementary customer base, focused on pharma clients, CPGs and digitally native brands.

Gianfranco Nazzi, CEO of Biofarma Group, commented: “*We are delighted to partner with Amol and the US Pharma Lab team. The combination of Biofarma Group and US Pharma Lab will create the only global CDMO fully focused on Nutraceuticals which will be able to offer significant additional benefits to new and existing customers through a broad range of nutraceutical technologies and R&D capabilities, in addition to providing a harmonized service globally*”.

Amol Luhadia, CEO of US Pharma Lab, commented: “*Biofarma Group, Ardian and the Scarpa family are the perfect partners to transition our family’s business into its next chapter. Biofarma Group’s culture of entrepreneurship and innovation is highly complementary to US Pharma Lab’s; therefore, I am confident that US Pharma Lab’s core values and its ability to provide differentiated solutions to customers will be upheld and strengthened following the acquisition*”.

Germano Scarpa, Chairman of Biofarma Group, commented: “*Together, Biofarma Group and US Pharma Lab will be able to offer a variety of best-in-class technologies which are better able to serve all our customers’ needs. The combination will also provide further opportunity to accelerate expansion into new geographic markets and develop new technological capabilities*”.

The Acquisition is expected to be financed through a combination of debt and equity. The Acquisition is subject to customary closing conditions and is expected to be completed in the third quarter of 2023.

Upon completion of the Acquisition, Mr. Amol Luhadia, CEO of US Pharma Lab and the management team will remain in their current roles and continue to lead US Pharma Lab in the US.

Mr. Amol Luhadia joins the Biofarma Group Board as its member. Mr. Ashok Luhadia is appointed Chairman Emeritus of US Pharma Lab.

Advisors to Biofarma Group

Jefferies are acting as sole financial advisor. Advancy are acting as commercial due diligence advisors. Axis Arbor are acting as financing advisors. Latham & Watkins, Gattai and Weil, Gotshal & Manges are acting as legal advisors. PWC are acting as financial, tax and transaction services advisors.

Advisors to US Pharma Lab

Rothschild & Co is acting as financial advisor. Sheppard, Mullin, Richter & Hampton LLP is acting as legal advisor. Walter Advisors Pvt. Ltd. is acting as financial and transaction services advisor. Wilkin & Guttenplan, P.C. and CohnReznick LLP are acting as accounting and tax advisors.

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Forward Looking Statements

This press release may include “forward-looking statements” within the meaning of the securities laws of applicable jurisdictions. These forward-looking statements include, but are not limited to, all statements other than statements of historical facts contained in this press release, including, without limitation, those regarding Biofarma’s intentions, beliefs or current expectations concerning, among other things, its strategy, plans, objectives, prospects, growth, goals and targets. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “anticipate,” “believe,” “continue,” “ongoing,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “target,” “seek” or, in each case, their negative, or other variations or 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.

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