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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 6-K

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REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

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For the month of November 2024

Commission File Number: 001-40851

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Procaps Group, S.A.  
(Translation of registrant's name in English)

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9 rue de Bitbourg, L-1273  
Luxembourg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg: B253360  
Tel : +356 7995-6138  
(Address of Principal Executive Offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

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## INFORMATION CONTAINED IN THIS REPORT ON FORM 6-K

### Appointment of Director

On October 28, 2024, the Board of Directors (the “Board”) of Procaps Group, S.A., a public limited liability company (*société anonyme*) governed by the laws of the Grand Duchy of Luxembourg (the “Company” or “Procaps”), appointed Roberto Albisetti as a Director of the Board and as a member of the M&A Committee of the Board, to fill the vacancy on the Board and the M&A Committee of the Board created by Ruben Minski’s resignation from such positions, effective as of October 8, 2024, for a period ending at the annual general meeting of shareholders approving the annual accounts for the fiscal year ended December 31, 2023 (which corresponds to the duration of the mandate of Ruben Minski). The Board determined that Roberto Albisetti meets the definition of an “independent director” for purposes of serving on the Board under applicable Nasdaq rules.

Roberto Albisetti has over 25 years’ experience in the finance and consulting sectors, leading industrial cogeneration projects, serving as an advisor to various governments in a myriad of sectors including oil, energy, ports, petrochemicals, pharmaceuticals and private equity funds while maintaining his academic interest as a professor in various universities in Italy, Colombia and Mexico. He currently serves on the board of directors of: (i) Muebles Jamar, a Colombian commercial furniture and finance company, since 2018; (ii) Colegio del Cuerpo, a contemporary dance education organization in Colombia, since 2015; and (iii) Bagni Marina Genovese, a tourism company managed by the city of Genoa, Italy, since 2022. Previously, from 2012 to 2016, he was a board member and audit committee member for Tecnoquímicas S.A., a leading pharmaceutical company based in Cali, Colombia. Mr. Albisetti previously held the position of Senior Manager of IFC World Bank, since 1998 up until 2020, before that he served as vice president of the Italian export credit agency SACE and is currently working in *AlbisettiConsulting*, a consulting firm for business strategy, planning, investments, acquisitions and entrepreneurship he founded in 2019. Mr. Albisetti received a master’s degree in economics and business administration at Università Di Genova, in Italy. Since 2000, he has published three books on the topic of business finance. The Board believes Mr. Albisetti is qualified to serve on the Board and on the M&A Committee of the Board given his experience across numerous sectors, including pharmaceuticals, in addition to his understanding of the LATAM markets and his prior board experience.

Other than as described in this Report on Form 6-K, there are no arrangements or understandings between Mr. Albisetti and any other person pursuant to which Mr. Albisetti was appointed as a Director of the Company. Since the beginning of the Company’s last fiscal year, the Company has not engaged in any transaction, or any currently proposed transaction, in which Mr. Albisetti had or will have a direct or indirect material interest in which the amount involved exceeded or would exceed \$120,000.

### Forbearance Extension

As previously announced, the Company, Procaps S.A. and certain of their respective subsidiaries (collectively with the Company and Procaps S.A., the “Obligors”) had entered into forbearance agreements (collectively, the “Forbearance Agreements”) in respect of no less than \$209 million of the Obligors’ financial indebtedness, each of which providing for a forbearance period expiring on October 25, 2024. As of the date hereof, the forbearance period under each of the Forbearance Agreements has been extended to November 8, 2024.

### Press Release

On November 1, 2024, the Company issued a press release with a letter from the Company’s Chief Executive Officer, José Antonio Vieira (the “Press Release”). A copy of the Press Release is furnished as Exhibit 99.1 to this Report on Form 6-K and incorporated by reference herein.

### Exhibit Index

<b>Exhibit Number</b>	<b>Exhibit Title</b>
99.1	<a href="#">Press Release of Procaps Group, S.A. dated October November 1, 2024</a>

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PROCAPS GROUP, S.A.

By: /s/ José Antonio Toledo Vieira

Name: José Antonio Toledo Vieira

Title: Chief Executive Officer

Dated: November 1, 2024



## Procaps Issues Shareholder Letter Update

MIAMI, USA & BARRANQUILLA, Colombia – November 1, 2024 – Procaps Group, S.A. (NASDAQ: PROC) (“Procaps” or the “Company”), a leading integrated LatAm healthcare and pharmaceutical services, today issued the below letter to shareholders from José Antonio Vieira, CEO of Procaps, key updates on our recent board changes, progress on forbearance arrangements, and ongoing strategic initiatives.

“Dear Shareholders,

As we navigate an exceptionally challenging period, I want to outline the steps Procaps is taking to address financial and operational hurdles. Our focus is on taking realistic, measured actions to address immediate liquidity needs and work toward solutions that will stabilize the business over time.

### 1. Appointment of New Board Director

In line with our commitment to strengthening governance, the Board has recently appointed Roberto Albisetti as a new independent director. With his extensive experience in finance, consulting, and key sectors, including pharmaceuticals, Mr. Albisetti brings expertise that will support our efforts to reinforce independent oversight as we move forward.

### 2. Forbearance Agreement Extension

As part of our restructuring process, we secured a two-week extension on our forbearance agreements, amounting to approximately \$209 million, which now expires on November 8, 2024. This short extension is aimed at facilitating discussions among shareholders to find a path forward. However, it underscores the limited time we have to identify and implement a more sustainable financial solution, which remains a priority.

### 3. Funding Efforts, Asset Sales, and Strategic Options

We continue to explore all available financing options, but we recognize that these efforts alone will not be sufficient for long-term stability. Accordingly, we are progressing on the previously announced asset sale plan, with the goal of completing some of those transactions by the first half of 2025. This is a critical component of our broader plan to improve liquidity and sustain core operations.

### Looking Ahead

While the situation remains challenging, we are committed to taking the necessary steps to address the Company’s financial needs and establish a foundation for more stable operations. We appreciate your patience and understanding as we navigate this complex environment. Additional updates will be provided as we achieve significant milestones in our efforts.

Sincerely,

José Antonio Vieira  
CEO of Procaps Group”

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This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of any securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

### **About Procaps Group**

Procaps Group, S.A. ("Procaps") (NASDAQ: PROC) is a leading developer of pharmaceutical and nutraceutical solutions, medicines, and hospital supplies that reach more than 50 countries in all five continents. Procaps has a direct presence in 13 countries in the Americas and nearly 5,000 employees working under a sustainable model. Procaps develops, manufactures, and markets over-the-counter (OTC) pharmaceutical products, prescription pharmaceutical drugs (Rx), nutritional supplements, and high-potency clinical solutions.

For more information, visit [www.procapsgroup.com](http://www.procapsgroup.com) or Procaps' investor relations website [investor.procapsgroup.com](http://investor.procapsgroup.com).

### **Investor Contact:**

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### **Forward-Looking Statements**

This press release includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements may be identified by the use of words such as "forecast," "intend," "seek," "target," "anticipate," "believe," "expect," "estimate," "plan," "outlook," "goal," "objective," "will," "may," "should," "can," "project" and other similar expressions that predict or indicate future events, objectives, results or trends or that are not statements of historical matters. Such forward-looking statements include, without limitation, projected financial information, the Company's expectations about the timing of completion of the independent investigation, financial restatement and filing of the 2023 20-F, the Company's statements regarding seeking additional financing, statements related to the Company's plans, outlook and strategy, other Company initiatives and objectives or forecasts related to the Company's business, performance and industry. These forward-looking statements involve substantial risks and uncertainties, or assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements, and actual results could vary materially from these forward-looking statements. Factors that may cause future results to differ materially from management's current expectations include, among other things, the discovery of additional information relevant to the investigation; the conclusions of management (and the timing of the conclusions) concerning matters relating to the investigation; the timing of the review by, and the conclusions of, the Company's independent registered public accounting firm regarding the internal investigation and the Company's financial statements; the possibility that additional errors may be identified; the risk that the completion and filing of the 2023 20-F will take longer than expected; the inability to successfully implement or execute on the Company's strategic objectives or initiatives, including governance and compliance enhancements; the inability to obtain additional financing; the inability to successfully implement or execute on our restructuring plans; changes in applicable laws or regulations; the possibility that the Company may be adversely affected by other economic, business, and/or competitive factors; the inability of the Company to execute on its expense reductions plans or growth initiatives; and other risks and uncertainties indicated from time to time in documents filed or to be filed with the Securities and Exchange Commission ("SEC") by the Company. The Company disclaims any obligation to update information contained in these forward-looking statements whether as a result of new information, future events, or otherwise.

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