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Informazione

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PRESS RELEASE

NATTINO FAMILY REORGANISES THE OWNERSHIP STRUCTURE OF BANCA FINNAT EURAMERICA S.P.A. BY CONCENTRATING THE SHARES HELD IN THE BANK IN A NEWLY ESTABLISHED HOLDING COMPANY. FOLLOWING THE RELEASE OF THE LEGAL AUTHORISATIONS A MANDATORY OPA WILL BE LAUNCHED ON THE BANK'S SHARES AT THE PRICE OF 0.31 EURO.

Rome, 24.03.2022 – Banca Finnat Euramerica S.p.A. today announces that members of the Nattino family headed by Cavaliere del lavoro Dott. Giampietro Nattino – i.e. Giampietro Nattino, Arturo Nattino, Andrea Nattino, Giulia Nattino, Paola Nattino, Celeste Buitoni, Giampietro Nattino Jr and Paolo Nattino (“**GN Branch**”) – have expressed their intention, subject to the release of the necessary legal authorisations, to concentrate in a newly established holding company entitled Nattino Holding s.r.l. (the “**Holding**”) approximately 68.72% of the share capital of Banca Finnat Euramerica S.p.A. (the “**Bank**”) held by members of the GN Branch (the “**Transfer**”).

The Transfer aims to provide long-term stability and certainty to the Bank's ownership structure through the adoption of a suitable statutory structure for the Holding.

The Transfer will result in the Holding acquiring de jure control of the Bank. Following the Transfer, therefore, the Holding will launch, via a special purpose vehicle wholly owned by the Holding itself (“**BidCo**”), a mandatory public offer of acquisition for the entirety of the Bank's shares (the “**Shares**”) for a price no lower than the Transfer values and equal to Euro 0.31 (the “**Price**”), with the aim of delisting the Bank (the “**Offer**”).

The Price includes the following premiums on top of the official share prices for the reporting periods shown in the table below:

Reporting period	Weighted average price per share (in Euro)	Difference between Price and average share price (in Euro)	Difference between Price and average share price (as a % of the average price)
23 March 2022	0.257	0.053	20.7%
Average price after 1 month	0.250	0.060	24.1%
Average price after 3 months	0.262	0.048	18.4%
Average price after 6 months	0.271	0.039	14.2%
Average price after 12 months	0.273	0.037	13.5%

The maximum outlay in the event all entitled parties join the Offer will be Euro 17,250,054 (the “**Maximum Outlay**”).

Holding and BidCo intend to cover the Maximum Outlay in part through the use of their own funds, which will be made available to the Holding and BidCo by the GN Branch in the form of a shareholders' loan, and in part by making use of funding made available by Intesa Sanpaolo.

Holding and BidCo also announce today that they have entered into shareholders' agreements with some of the Bank's shareholders and, notably, (i) with some members of the Nattino family branch

led by Angelo Nattino - i.e. Maria Sole Nattino, Ilaria Nattino and Daniela Salivetto (the “AN Branch”) - who as a whole hold shares representing a 4.80% stake in the Issuer's share capital; (ii) with Giovanni Malagò and Lupo Rattazzi via the holding company GL Investimenti s.r.l. (“GL Investimenti”), who as a whole hold shares representing a 2.01% stake in the Issuer's share capital, and (iii) with the Mondello family through H.P.A. s.r.l. (“HPA”), who hold approximately 1.19% of the Bank's share capital (AN Branch, GL Investimenti and HPA therefore being understood as persons acting in concert with Holding and Bidco).

Once the Transfer is completed, the Offer will be promoted on the Bank's float equal to approximately 15.34%, i.e. on all outstanding Bank shares, minus, aside from the shares involved in the Transfer, the shares held by the AN Branch, by GL Investimenti and by HPA, as persons acting in concert, as well as the 28,810,640 treasury shares held by the Issuer equal to approximately 7.94% of the Issuer's share capital (“Treasury Shares”).

In the coming days, the applications for obtaining the necessary legal authorisations will be submitted to the banking Supervisory Authority, with whom discussions have already begun.

Subject to the release of said authorisations and the completion of the Transfer, Holding and BidCo will promote the Offer as and when envisaged by the applicable regulations, publishing the release pursuant to art. 102 T.U.F., which is to be referred to for a fuller description and evaluation of the Offer.

Finally, in the event that, on Offer completion, Holding and BidCo exceed the 90% threshold of the Bank's capital (also taking account of the treasury shares held by the latter), the float will not be restored and the Bank's shares will be delisted, in compliance with sell out and squeeze out rights. In the event the Bank is delisted, the Holding intends to propose to the competent bodies of the Bank, subject to the release of the necessary legal and regulatory authorisations, the merger by incorporation of BidCo into the same Bank.

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