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Societa' : BANCA FINNAT EURAMERICA

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Informazione

Regolamentata

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Extract published pursuant to art. 122 of Leg. Dec. no. 58 of 24 February 1998 (“TUF”) and art. 129 of CONSOB Regulation no. 11971/1999 (“Issuers Regulation”)

On 24 March 2022, 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 Members**”) – expressed their intention, subject to the issuance of the necessary legal authorisations, to concentrate in a newly established holding company entitled Nattino Holding S.r.l. (“**Holding**”) approximately 68.72% of the share capital of Banca Finnat Euramerica S.p.A. (“**Banca Finnat**”, the “**Bank**”, the “**Issuer**” or the “**Company**”) held by the GN Members (the “**Contribution**”).

The Contribution will result in the Holding acquiring *de jure* control of Banca Finnat and, following the Contribution, the Holding will promote, via a special purpose vehicle wholly owned by the Holding itself, called PN 1898 S.r.l. (“**Bidco**”), a mandatory tender offer for all the Bank’s shares (the “**Shares**”) for a price no lower than the Contribution values and equal to Euro 0.31, with the aim of delisting the Bank (the “**Offer**”).

On the same date, Maria Sole Nattino, Ilaria Nattino, Daniela Salivetto (jointly with Maria Sole Nattino and Ilaria Nattino, the “**AN Members**”), GL Investimenti S.r.l. (“**GL Investimenti**”) and H.P.A. S.r.l. (“**HPA**”) have entered into significant commitments towards Holding and BidCo pursuant to art. 122, paragraphs 1 and 5, of TUF (the “**Shareholders' Agreement**”).

The Offer will be promoted on all the outstanding Banca Finnat’s shares, other than, aside from the shares involved in the Contribution, the shares acquired by Bidco, the shares held by the AN Members, GL Investimenti and 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.

In view of the above, the Shareholders' Agreement concerns the commitment of the AN Members, GL Investimenti and HPA towards Holding and Bidco to (i) not adhere to the Offer, (ii) not sell the Issuer’s shares for a period of 12 (twelve) months, (iii) not acquire shares in the Bank, either directly or through its subsidiaries or affiliates, until 6 (six) months after completion of the Offer, and (iv) to consult the Holding in advance before exercising the right to vote at the Company’s ordinary and extraordinary general meetings.

The financial instruments covered by the Shareholders' Agreement consist of:

- (a) 17,434,075 Shares, equal to 4.80% of the Issuer’s share capital, held, respectively, by Maria Sole Nattino (6,704,868 Shares, equal to 1.85% of the Issuer’s share capital, of which 5,704,868 fully owned shares and 1,000,000 bare ownership shares with usufruct to Daniela Salivetto), by Ilaria Nattino (6,954,867 Shares, equal to 1.92% of the Issuer’s share capital, of which 5,954,867 fully owned shares and 1,000,000 bare ownership shares with usufruct to Daniela Salivetto) and by Daniela Salivetto (3,774,340 Shares, equal to 1.04% of the Issuer’s share capital, fully owned);
- (b) 7,303,000 Shares, equal to 2.01% of the Issuer’s share capital, held by GL Investimenti;
- (c) 4,303,228 Shares, equal to 1.19% of the Issuer’s share capital, held by HPA.

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For a more detailed description of the Agreements, see the information published ex art. 130 of the Issuers Regulation on the Banca Finnat website (www.bancafinnat.it).

Rome, 29 March 2022

Fine Comunicato n.0259-17

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