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Oggetto : Essential information pursuant to art. 122 of
Leg. Dec. no. 58 of 24 February 1998
("TUF")

Testo del comunicato

Vedi allegato.

Essential information pursuant to art. 122 of Leg. Dec. no. 58 of 24 February 1998 ("TUF") and art. 130 of CONSOB Regulation no. 11971 of 14 May 1999 as subsequently amended ("Issuers Regulation")

Banca Finnat Euramerica S.p.A.

The following information is announced pursuant to art. 122 TUF and art. 130 of the Issuers Regulation.

Foreword

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 purchased 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.

1. Type of agreement

The shareholders' agreements contained in the Shareholders' Agreement comply with art. 122, paragraphs 1 and 5, of TUF.

This extract is a summary of the agreements contained in the Shareholders' Agreement for the sole purpose of publication envisaged under art. 130 of the Issuers Regulation.

2. Company whose financial instruments are covered by the Shareholders' Agreement

The Shareholders' Agreement covers the financial instruments of the following company:

- Banca Finnat Euramerica S.p.A., with registered office in Rome, Piazza del Gesù no. 49, Rome Companies Register and Tax identification no. 00168220069, share capital equal to Euro 72,576,000.00, divided into 362,880,000 ordinary shares listed on Euronext Milan, STAR Segment, organised and managed by Borsa Italiana S.p.A.

3. Parties to the Shareholders' Agreement and financial instruments governed by the Shareholders' Agreement

Information identifying the parties of the Shareholders' Agreement is given below:

- (a) Nattino Holding S.r.l., with registered office in Rome, Piazza del Gesù no. 49, Rome Companies Register and Tax identification no. 16594091007, share capital equal to Euro 10,000.00, whose share capital is entirely held by members of the Nattino family, namely, (i) Arturo Nattino, with a 31.54% stake in the Holding's share capital, (ii) Giulia Nattino, with a 17.461% stake in the Holding's share capital, (iii) Paola Nattino, with a 17.467% stake in the Holding's share capital, (iv) Andrea Nattino, with a 24.574% stake in the Holding's share capital (of which 15.794% fully owned, 3.33% encumbered by usufruct in favour of Giampietro Nattino and 5.45% encumbered by usufruct in favour of Celeste Buitoni), (v) Giampietro Nattino Jr, with a 4.482% stake in the Holding's share capital (of which 0.092% fully owned, 1.67% encumbered by usufruct in favour of Giampietro Nattino and 2.72% encumbered by usufruct in favour of Celeste Buitoni), (vi) Paolo Nattino, with a 4.482% stake in the Holding's share capital (of which 0.092% fully owned, 1.67% encumbered by usufruct in favour of Giampietro Nattino and 2.72% encumbered by usufruct in favour of Celeste Buitoni);
- (b) P.N. 1898 S.r.l., with registered office in Rome, Piazza del Gesù no. 49, Rome Companies Register and Tax identification no. 16600051003, share capital equal to Euro 10,000.00, entirely held by Holding;
- (c) Maria Sole Nattino, born in Rome on 24 November 1976, Tax identification NTTMSL76S64H501C;
- (d) Ilaria Nattino, born in Rome on 1 January 1981, Tax identification NTTRLI81A41H501V;
- (e) Daniela Salivetto, born in Rome on 29 April 1947, Tax identification SLVDNL47D69H501H;
- (f) GL Investimenti S.r.l., with registered office in Rome, Viale Gioacchino Rossini no. 26, Companies Register no. RM/1195828 and Tax identification 09902991000, share capital equal to Euro 100,000.00, owned by SamoFin S.r.l. and Lupo Rattazzi:
- Lupo Rattazzi, born in Lausanne (CH) on 25 January 1953, Tax identification RTTLPUS3A25Z133M;
 - SamoFin S.r.l, with registered office in Monterotondo (RM), Via Enrico Fermi no. 14, Companies Register no. RM/531907 and Tax identification 06542150583, share capital equal to Euro 50,000.00, owned by: Giovanni Malagò, born in Rome on 13 March 1959, Tax identification MLGGNN59C13H501I; and
- (g) H.P.A. S.r.l., with registered office in Rome, Via Francesco Denza no. 27, Companies Register no. RM/669125 and Tax identification 08599620583, share capital equal to Euro 880,000.00, owned by: Andrea Mondello born in Rome on 18 July 1949 tax code: MNDNDR49L18H501H.

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 Avv. 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 Dott.ssa Daniela Salivetto), by Dott.ssa 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 Dott.ssa Daniela Salivetto) and by Dott.ssa 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.

4. Contents of Shareholders' Agreement

The Shareholders' Agreement governs the commitment of the AN Members, GL Investimenti and HPA to Holding and Bidco:

- (a) not to tender any shares to the Offer;
- (b) not to sell, transfer, either directly or through its subsidiaries or affiliates, or otherwise dispose of, or agree to sell, transfer or otherwise dispose of, place encumbrances on, or grant third party rights to, directly or through any of its subsidiaries or affiliates, the shares, for a period of 12 (twelve) months from the date the Shareholders' Agreement is signed;
- (c) not to purchase or acquire shares and/or financial instruments in the Issuer, or any other related financial instrument, either directly or through its subsidiaries or affiliates, other than through Holding or Bidco, until 6 (six) months after completion of the Offer; not to undertake, or cause any of their subsidiaries or affiliates to undertake, any transaction that would, for any reason, increase the price of the Offer or thwart the success of the Offer (including any new, raised, renewed or modified offer);
- (d) to consult the Holding in advance before exercising the voting right at the Issuer's ordinary and extraordinary shareholders' meetings.

5. Duration

The Shareholders' Agreement was signed on 24 March 2022 and came into effect on that date.

The obligations of the AN Members, GL Investimenti and HPA under the Shareholders' Agreement shall cease to have effect on completion of the Offer.

6. Party exercising control pursuant to art. 93 TUF

As a result of the shareholders' agreements set out in the Shareholders' Agreement, no one party individually controls the Bank pursuant to art. 93 TUF.

7. Filing of the Shareholders' Agreement at Companies Register

The Shareholders' Agreement was filed as envisaged by law at the Companies Register of Rome on 28 March 2022.

8. Website publishing essential information on Shareholders' Agreement

The essential information on the shareholders' agreements set out in the Shareholders' Agreement is published, pursuant to art. 130 of the Issuers Regulation, on the Banca Finnat website (www.bancafinnat.it). An extract of the Shareholders' Agreement will be published in "*Il Messaggero*" on 29 March 2022.

29 March 2022

Fine Comunicato n.0259-18

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