

Bit Market Services

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Oggetto : AUMENTO DI CAPITALE
TECNOINVESTIMENTI S.P.A.:
CONCLUSO IL PERIODO DI OFFERTA IN
OPZIONE - CAPITAL INCREASE: END OF
THE OPTION OFFER PERIOD

Testo del comunicato

Vedi allegato.



TECNOINVESTIMENTI

This announcement is not for distribution in, nor does it constitute an offer of securities for sale in the United States of America, Canada, Australia, Japan or any jurisdiction where such distribution is unlawful, (as such term is defined in Regulation S under the United States Securities Act of 1933, as amended (the "Securities Act")). Securities may not be offered or sold in the United States unless they are registered or are exempt from registration under the U.S. Securities Act of 1933, as amended. The securities of the Company have not been, and will not be, registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States and may not be offered or sold within the United States, absent registration requirements of the Securities Act and applicable state laws. The Company does not intend to register any security in the United States or conduct a public offering of securities in the United States. Copies of this announcement must not be taken or transmitted into the United States of America, its territories or possessions, or distributed, directly or indirectly, in the United States of America, its territories or possessions or to any US person. Copies of this announcement must not be taken to or transmitted into Australia, Canada or Japan or to any person in any of those jurisdictions. Any failure to comply with this restriction may constitute a violation of United States, Australian, Canadian or Japanese securities laws.

COMUNICATO STAMPA

AUMENTO DI CAPITALE TECNOINVESTIMENTI S.P.A.: CONCLUSO IL PERIODO DI OFFERTA IN OPZIONE

- sottoscritte n. 14.527.720 azioni di nuova emissione, pari al 99,63% dell'offerta in opzione, per un ammontare complessivo pari a Euro 49.394.248**
- sono n. 54.280 le azioni di nuova emissione rimaste inoptate e da assegnare in prelazione a coloro che ne hanno fatto richiesta**

Roma, 3 agosto 2016 – Tecnoinvestimenti S.p.A. (la "**Società**" o l'**"Emittente"**) comunica che in data odierna si è concluso il periodo di offerta in opzione (l'**"Offerta"**) delle massime n. 14.582.000 azioni ordinarie della Società di nuova emissione (le "**Azioni**"), rivenienti dall'aumento di capitale in opzione per massimi complessivi Euro 49.578.800,00 (l'**"Aumento di Capitale"**) deliberato dal Consiglio di Amministrazione della Società in data 16 giugno 2016 e 14 luglio 2016, in esercizio della delega ai sensi dell'art. 2443 del Codice Civile conferitagli dall'Assemblea del 31 maggio 2016.

Durante il periodo di offerta in opzione, iniziato il 18 luglio 2016 e conclusosi in data odierna, 3 agosto 2016, estremi inclusi (il "**Periodo di Offerta**"), sono stati esercitati n. 31.582.000 diritti di opzione per la sottoscrizione di n. 14.527.720 Azioni, pari al 99,63% del totale delle Azioni oggetto dell'Offerta, per un controvalore pari a Euro 49.394.248.

Al termine del Periodo di Offerta risultano pertanto inoptate n. 54.280 Azioni, pari allo 0,37% del totale delle Azioni oggetto dell'Offerta, per un controvalore pari a Euro 184.552, che saranno assegnate a coloro che hanno esercitato il diritto di prelazione ai sensi dell'art. 2441, comma 3, del Codice Civile. Si ricorda che nel caso in cui le Azioni rimaste inoptate non siano sufficienti a soddisfare tutte le richieste di sottoscrizione pervenute, la Società provvederà a effettuare l'assegnazione sulla base di un meccanismo di riparto proporzionale ai titoli sottoscritti per effetto dell'esercizio del diritto d'opzione.

I risultati complessivi dell'Offerta in Opzione, ad esito anche dell'assegnazione in prelazione delle Azioni rimaste inoptate, saranno oggetto di successivo comunicato stampa da parte della Società che sarà disponibile sul sito internet www.tecnoinvestimenti.it.



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Le Azioni sottoscritte entro la data odierna (termine ultimo del Periodo di Offerta) saranno accreditate sui conti degli intermediari aderenti al sistema di gestione accentrata gestito da Monte Titoli al termine della giornata contabile odierna e saranno disponibili a decorrere dal 4 agosto 2016. Le Azioni che saranno assegnate a coloro che hanno esercitato il diritto di prelazione saranno accreditate sui conti degli intermediari aderenti al sistema di gestione accentrata di Monte Titoli entro il termine della giornata contabile dell'8 agosto 2016 e saranno disponibili dal giorno di liquidazione successivo.

Con riferimento all'Offerta, in esecuzione degli impegni rispettivamente assunti e comunicati al mercato in data 27 giugno 2016: (i) il socio di maggioranza Tecno Holding S.p.A. ha esercitato integralmente i diritti di opzione ad esso spettanti in relazione all'Aumento di Capitale ed ha sottoscritto n. 8.291.960 Azioni di nuova emissione, pari al 56,86% del totale delle Azioni oggetto dell'Offerta, per un controvalore pari a Euro 28.192.664; (ii) il socio Quaestio Capital Management SGR S.p.A. ha esercitato integralmente i diritti di opzione ad esso spettanti in relazione all'Aumento di Capitale ed ha sottoscritto n. 1.458.200 Azioni di nuova emissione, pari al 10% del totale delle Azioni oggetto dell'Offerta, per un controvalore pari a Euro 4.957.880.

Si ricorda che Borsa Italiana, con provvedimento n. 8234 del 13 luglio 2016, ha disposto l'ammissione alla quotazione sul Mercato Telematico Azionario ("MTA") delle azioni dell'Emittente. La data di inizio delle negoziazioni delle azioni dell'Emittente sul MTA - con eventuale attribuzione della qualifica STAR - sarà disposta da Borsa Italiana con successivo Avviso ai sensi dell'art. 2.4.3, comma 6, del Regolamento di Borsa, previa verifica della sufficiente diffusione delle azioni.

Tecnoinvestimenti è assistita da Intermondo in qualità di Sponsor e Global Coordinator (assistita dallo studio legale DLA Piper), Gatti Pavesi Bianchi quale advisor legale dell'Emittente, Lazard quale advisor finanziario, KPMG quale società di revisione, Governance Advisors quale consulente e Barabino & Partners quale PR advisor. EnVent Capital Markets Ltd. è Nomad dell'Emittente.

Il presente Comunicato è disponibile sul sito della Società www.tecnoinvestimenti.it nella *sezione Comunicati Stampa e Investor Relations*.

BREVE DESCRIZIONE DEL GRUPPO

Il **Gruppo Tecnoinvestimenti** è tra gli operatori leader in Italia nei servizi di sicurezza digitale (*Digital trust*), di informazione e gestione del credito (*Credit Information & Management*) e servizi per il marketing internazionale (*Sales & Marketing Solutions*).

È composto di tre *Business Unit*. La *Business Unit Digital Trust* eroga, attraverso la società InfoCert, prodotti e servizi per la digitalizzazione documentale, la fatturazione elettronica, la posta certificata, la firma digitale, è *Certification Authority* e uno dei tre *Identity provider* accreditati in Italia.

La *Business Unit Credit Information & Management*, in cui operano le società Ribes, Assicom e le loro controllate, offre servizi a supporto dei processi decisionali come informazioni camerali e immobiliari, report aggregati, rating sintetici, modelli decisionali, perizie e valutazioni immobiliari con particolare riferimento all'ambito dell'erogazione, valutazione e recupero del credito.

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La **Business Unit Sales & Marketing Solutions**, attraverso la società Co.Mark, offre soluzioni e strumenti per accompagnare le piccole e medie aziende verso l'espansione geografica oltre confine.

Ticker: TECN, Codice ISIN IT0005037210.

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This announcement is for distribution only to persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Financial Promotion Order"), (ii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc.") of the Financial Promotion Order, (iii) are outside the United Kingdom, or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). This announcement is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this announcement relates is available only to relevant persons and will be engaged in only with relevant persons.

This announcement has been prepared on the basis that any offer of securities in any Member State of the European Economic Area ("EEA"), other than Italy, (each, a "Relevant Member State"), will be made pursuant to an exemption under the Prospectus Directive

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PRESS RELEASE

CAPITAL INCREASE OF TECNOINVESTIMENTI S.P.A.: END OF THE OPTION OFFER PERIOD

- no. 14,527,720 newly issued shares subscribed, i.e. 99.63% of the option offer, totalling € 49,394,248
- no. 54,280 newly issued shares not taken up – to be pre-emptively assigned to those who requested them

Rome, 3 August 2016 – Tecnoinvestimenti S.p.A. (the "**Company**" or the "**Issuer**"), announces that today saw the end of the option offer (the "**Offer**") of max. 14,582,000 newly issued ordinary shares of the Company (the "**Shares**"), resulting from the share capital increase with option rights for max. € 49,578,000.00 (the "**Share Capital Increase**") resolved upon by the Board of Directors of the Company on 16 June 2016 and 14 July 2016, exercising the powers conferred upon it, pursuant to art. 2443 of the Italian Civil Code, by the Meeting held on 31 May 2016.

During the Option Offer Period, which ran from 18 July 2016 to today, 3 August 2016 inclusive (the "**Offer Period**"), no. 31,582,000 option rights were exercised to subscribe no. 14,527,720 Shares, i.e. 99.63% of the total of the Shares in the Offer, for a countervalue of € 49,394,248.

Therefore, at the end of the **Offer Period** no. 54,280 Shares, i.e. 0.37% of the total of the Shares in the Offer, had not been taken up, for a countervalue of € 184,552, to be assigned to those who have exercised the pre-emption right pursuant to article 2441, para. 3, of the Italian Civil Code. Please note that, should the Shares not taken up be insufficient to meet all the subscription requests received, the Company will assign them according to a distribution mechanism proportional to the shares subscribed as a result of the exercising of the option right.

The final results of the Option Offer, once the Shares not taken up have been pre-emptively assigned, shall be disclosed by the Company in a further press release, available on the website www.tecnoinvestimenti.it.



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The Shares subscribed by today's date (final deadline of the Option Offer) shall be credited to the current accounts of the brokers belonging to the centralized management system managed by Monte Titoli S.p.A. at the end of today's accounting date, and shall be available starting from 4 August 2016. The Shares that will be assigned to those who have exercised the pre-emption right shall be credited to the current accounts of the brokers belonging to the centralized management system managed by Monte Titoli S.p.A within the deadline of 4 August 2016 (accounting date), and shall be available starting from the subsequent settlement day.

With reference to the Offer, in observance of the commitments undertaken and disclosed to the market on 27 June 2016: (i) the majority shareholder Tecno Holding S.p.A. exercised its pre-emption rights in full in relation to the Share Capital Increase, subscribing no. 8,291,960 newly issued Shares, i.e. 56.86% of the total number of Shares in the Offer, for a countervalue of € 28,192,664; (ii) the shareholder Quaestio Capital Management SGR S.p.A. exercised its pre-emption rights in full in relation to the Share Capital Increase, subscribing no. 1,458,200 newly issued Shares, i.e. 10% of the total number of Shares in the Issue, for a countervalue of € 4,957,880.

Please remember that Borsa Italiana, with provision no. 8234 of 13 July 2016, accepted the shares of the Company for admission to listing on the Mercato Telematico Azionario ("MTA"). The effective start date of trading of the Company's shares on the MTA - with the possible attribution STAR status - will be determined by Borsa Italiana with a subsequent Notice pursuant to art. 2.4.3, paragraph 6, of the Borsa Italiana Regulations, subject to verification of sufficient distribution of shares.

Tecnoinvestimenti is assisted by Intermonte in the capacity of Sponsor and Global Coordinator (assisted by the legal firm DLA Piper), Gatti Pavesi Bianchi as the Issuer's legal advisor, Lazard as financial advisor, KPMG as auditing firm, Governance Advisors as consultant and Barabino & Partners as PR advisor. EnVent Capital Markets Ltd. is the Issuer's Nomad.

** This press release is a translation, the Italian version will prevail **

This release is available on the Company website www.tecnoinvestimenti.it, in the Press Releases and Investor Relations section.

BRIEF DESCRIPTION OF THE GROUP

Tecnoinvestimenti Group ranks among the leading operators in Italy in Digital trust services, *Credit Information & Management and Sales & Marketing Solutions*.

It is made up of three business units. The **Digital Trust** business unit, through the company InfoCert, provides products and services for documentation digitalisation, electronic billing, certified mail and digital signatures. It is a Certification Authority and one of three Identity providers recognised in Italy.

The **Credit Information & Management** business unit, in which the companies Ribes, Assicom and their subsidiaries operate, offers services in support of decision-making processes such as chamber of commerce and real estate information, aggregate reports, summary ratings, decision-making models, real estate reports and evaluations, with particular reference to the areas of issuing, evaluating and recovering credit.

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The **Sales and Marketing Solutions** business unit, through the company Co.Mark, offers solutions and tools for accompanying small and medium-sized companies towards geographical expansion beyond the border.

Ticker: TECN, ISIN Code IT0005037210.

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Fine Comunicato n.20053-44

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