



# SPAFID CONNECT

Informazione Regolamentata n. 0746-12-2018	Data/Ora Ricezione 12 Febbraio 2018 12:25:50	MTA - Star
--	--	------------

Societa' : IGD - Immobiliare Grande Distribuzione

Identificativo : 98996

Informazione  
Regolamentata

Nome utilizzatore : IGDN01 - Di Donato

Tipologia : REGEM

Data/Ora Ricezione : 12 Febbraio 2018 12:25:50

Data/Ora Inizio : 12 Febbraio 2018 12:25:51

Diffusione presunta

Oggetto : IGD Approval of the proposals of share capital increase to be offered on a pre-emptive basis to shareholders fo max €150mn and reverse stock split

*Testo del comunicato*

Vedi allegato.

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO OR FROM THE UNITED STATES, AUSTRALIA, CANADA, JAPAN OR ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION**

## **PRESS RELEASE**

### **APPROVAL OF THE PROPOSALS OF SHARE CAPITAL INCREASE TO BE OFFERED ON A PRE-EMPTIVE BASIS TO SHAREHOLDERS FOR UP TO EURO 150 MILLION AND REVERSE STOCK SPLIT OF ORDINARY SHARES**

Bologna, 12 February 2018 – IGD - Immobiliare Grande Distribuzione SIIQ S.p.A. (“**IGD**” or the “**Company**”), following the press release published on 15 December 2017, announces that today the Extraordinary Shareholders’ Meeting, held on first call in a meeting chaired by Elio Gasperoni, resolved to increase the share capital, against payment, in divisible form, for up to Euro 150 million, including the relevant share premium (if any), to be completed by 31 December 2018 through the issue of ordinary shares with no par value and regular entitlement, to be offered on a pre-emptive basis to shareholders pursuant to Article 2441, first paragraph, of the Italian Civil Code, in proportion to the number of shares held (the “**Capital Increase**”).

The Board of Directors will determine, on or around the launch date, in accordance with standard market practices, the subscription price, the relevant share premium (if any), the number of newly issued shares and the issue ratio.

The Capital Increase is aimed (i) at partially financing the acquisition of 4 going concerns encompassing 4 shopping galleries and a retail park located in Northern Italy, being sold by the group controlled by Eurocommercial Properties N.V. (“**ECP**”), under the preliminary agreement executed by the Company and ECP on 15 December 2017 and announced to the market on the same date, and (ii) for the remaining portion (if any), at reducing the indebtedness of the Group, allowing the Company to strengthen its capital and financial structure.

Coop Alleanza 3.0, IGD’s majority shareholder, has undertaken to subscribe in full its portion of the Capital Increase, equal to approximately 40.92% (ca. Euro 61.38 million).

With regard to the remaining portion of the Capital Increase not to be subscribed by Coop Alleanza 3.0, the offer shall be assisted by an underwriting syndicate promoted, coordinated and managed by Banca IMI S.p.A., BNP PARIBAS and Morgan Stanley & Co. International plc, who will act as Joint Global Coordinators and Joint Bookrunners on the Capital Increase. It shall be recalled that, on 15 December 2017, the Company and the Joint Global Coordinators entered into a pre-underwriting agreement, on customary terms and conditions, pursuant to which they undertook, on terms and conditions set forth in the pre-underwriting agreement, to enter on or around the launch date into an underwriting agreement for the subscription of the newly issued shares that will remain unsubscribed.

Subject to the required authorizations from competent authorities, the Capital Increase is expected to be completed by the end of April 2018.

The Extraordinary Shareholders' Meeting of the Company also approved a reverse stock split of IGD's ordinary shares, at a ratio of 1 new ordinary share, with regular entitlement, per 10 existing ordinary shares, after cancellation of ordinary shares in the minimum number necessary to allow the balancing of the entire transaction, without reduction of the share capital. The reverse stock split is expected to be completed prior to the Capital Increase.

\* \* \* \* \*

#### **Important Regulatory Notice**

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO OR FROM THE UNITED STATES, AUSTRALIA, CANADA, JAPAN OR ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.**

*This communication and the information contained herein does not contain or constitute an offer of securities for sale, or solicitation of an offer to purchase or subscribe for securities, in the United States, Australia, Canada or Japan or any other jurisdiction where such an offer or solicitation would require the approval of local authorities or otherwise be unlawful (the "**Other Countries**"). Any public offering will be conducted in Italy pursuant to a prospectus, duly authorized by Consob in accordance with applicable regulations.*

*Neither this document nor any part of it nor the fact of its distribution may form the basis of, or be relied on in connection with, any contract or investment decision in relation thereto. The securities referred to herein have not been registered and will not be registered in the United States under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or pursuant to the corresponding regulations in force in the Other Countries. The securities may not be offered or sold in the United States unless such securities are registered under the Securities Act, or an exemption from the registration requirements of the Securities Act is available. IGD - Immobiliare Grande Distribuzione SIIQ S.p.A. (the "**Company**") does not intend to register any portion of any offering in the United States.*

*This publication constitutes neither an offer to sell nor a solicitation to buy or subscribe for securities. This communication has been prepared on the basis that any offer of securities in any Member State of the European Economic Area ("**EEA**") which has implemented the Prospectus Directive (each, a "**Relevant Member State**"), will be made on the basis of a prospectus approved by the competent authority and published in accordance with the Prospectus Directive (the "**Permitted Public Offer**") and/or pursuant to an exemption under the Prospectus Directive from the requirement to publish a prospectus for offers of securities.*

*Accordingly, any person making or intending to make any offer of securities in a Relevant Member State other than the Permitted Public Offer, may only do so in circumstances in which no obligation arises for the Company or any of the Joint Global Coordinators or any of the managers to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.*

*The expression "Prospectus Directive" means Directive 2003/71/EC (this Directive and amendments thereto, including Directive 2010/73/EC, to the extent implemented in the Relevant Member State, together with any*

*implementing measures in any member state). This document is an advertisement and is not a prospectus for the purposes of the Prospectus Directive. A prospectus prepared pursuant to the Prospectus Directive will be published in the future. Investors should not subscribe for any securities referred to in this document except on the basis of information contained in any prospectus.*

*None of the Joint Global Coordinators or any of their affiliates or any of its or their respective directors, officers, employees, advisers or agents accepts any responsibility or liability for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement or any other information relating to the Company, its subsidiaries or associated companies, or for any loss arising from any use of this announcement or its contents or in connection therewith. They will not regard any other person as their respective clients in relation to the rights issue and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the capital increase and the rights issue, the contents of this announcement or any transaction, arrangement or other matter referred to herein.*

\* \* \* \* \*

#### **IGD - Immobiliare Grande Distribuzione SIIQ S.p.A.**

Immobiliare Grande Distribuzione SIIQ S.p.A. is one of the main players in Italy's retail real estate market: it develops and manages shopping centers throughout the country and has a significant presence in Romanian retail distribution. Listed on the Star Segment of the Italian Stock Exchange, IGD was the first SIIQ (Società di Investimento Immobiliare Quotata or real estate investment trust) in Italy. IGD has a real estate portfolio valued at circa €2,210.38 million at 30 June 2017, comprised of, in Italy, 25 hypermarkets and supermarkets, 22 shopping malls and retail parks, 1 city center, 1 plot of land for development, 1 property held for trading and an additional 5 real estate properties. Following the acquisition of the company Winmark Magazine SA in 2008 14 shopping centers and an office building, found in 13 different Romanian cities, were added to the portfolio. An extensive domestic presence, a solid financial structure, the ability to plan, monitor and manage all phases of a center's life cycle: these qualities summarize IGD's strong points.

[www.gruppoigd.it](http://www.gruppoigd.it)

#### **CONTACTS INVESTOR RELATIONS**

##### **CLAUDIA CONTARINI**

Investor Relations  
+39 051 509213  
claudia.contarini@gruppoigd.it

#### **CONTACTS MEDIA RELATIONS**

##### **IMAGE BUILDING**

Cristina Fossati, Federica Corbeddu  
+39 02 89011300  
igd@imagebuilding.it

*The press release is available on the website [www.gruppoigd.it](http://www.gruppoigd.it), in the Investor Relations section, and on the website [www.imagebuilding.it](http://www.imagebuilding.it), in the Press Room section.*

Fine Comunicato n.0746-12

Numero di Pagine: 5