



# SPAFID CONNECT

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Regolamentata

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Diffusione presunta

Oggetto : BFF Luxembourg S.à r.l. avvia un  
accelerated bookbuilding di massime n.  
15.000.000 azioni ordinarie detenute in  
Banca Farmafactoring S.p.A.

*Testo del comunicato*

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#### COMUNICATO STAMPA

### **BFF Luxembourg S.à r.l. avvia un *accelerated bookbuilding* di massime n. 15.000.000 azioni ordinarie detenute in Banca Farmafactoring S.p.A., pari a c.8,8% dell'attuale capitale sociale**

**Lussemburgo, 20 febbraio 2018.** BFF Luxembourg S.à r.l. ("**BFF Lux**"), annuncia l'avvio di una operazione di cessione di massime n. 15.000.000 azioni ordinarie della propria controllata Banca Farmafactoring S.p.A. ("**BFF**", o la "**Società**") pari a c. 8,8% del capitale sociale di BFF alla data del presente comunicato (l'"**Offerta**") attraverso una procedura di *accelerated bookbuilding* rivolta a determinate categorie di investitori istituzionali.

Il *bookbuilding* avrà inizio immediatamente e BFF Lux si riserva il diritto di chiudere anticipatamente l'Offerta e/o di variarne i termini in qualsiasi momento. BFF Lux darà comunicazione dell'esito del collocamento al termine dello stesso.

L'operazione consentirà alla Società di ampliare il flottante e favorire la liquidità del titolo.

A seguito della chiusura dell'Offerta, BFF Lux – che alla data del presente comunicato detiene circa il 55,8% del capitale sociale di BFF – continuerà in ogni caso ad essere l'azionista di riferimento di BFF.

Deutsche Bank AG, London Branch, Mediobanca – Banca di Credito Finanziario S.p.A. e Morgan Stanley & Co. International plc sono state incaricate da BFF Lux quali *joint bookrunner* dell'Offerta (i "**Joint Bookrunner**").

Nel contesto dell'Offerta, Deutsche Bank AG, London Branch, Mediobanca – Banca di Credito Finanziario S.p.A. e Morgan Stanley & Co. International plc – quali *joint global coordinator* dell'offerta pubblica iniziale di BFF ("**IPO**") – hanno rinunciato all'impegno di *lock-up* assunto da BFF Lux nel contesto di tale operazione e BFF Lux ha sottoscritto, in linea con la prassi di mercato, un impegno a non disporre di ulteriori azioni di BFF per un periodo di 90 giorni dalla data di regolamento dell'operazione. Durante tale periodo di *lock-up*, salve alcune eccezioni in linea con la prassi di mercato e sostanzialmente analoghe a quelle assunte in sede di IPO, BFF Lux non potrà porre in essere nessun atto di disposizione delle azioni di BFF senza il previo consenso dei Joint Bookrunner.

Rothschild e Linklaters agiscono, rispettivamente, in qualità di *financial advisor* e consulente legale di BFF Lux.

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In accordance with each distributor's product review process, the target market assessment in respect of the Company's share capital by each distributor solely for the purpose of its product governance determination under Article 10(1) of Delegated Directive (EU) 2017/593 (as amended, "**MiFID II**") has led to the conclusion that: (i) the target market for the placing shares is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU, as amended; and (ii) all channels for distribution of the placing shares to eligible counterparties, professional clients and retail clients are appropriate. Any distributor subject to MiFID II subsequently offering, selling or recommending Company's share capital is responsible for undertaking its own target market assessment in respect of the Company's share capital and determining its own distribution channels.

In member states of the European Economic Area ("**EEA**") which have implemented the Prospectus Directive (each, a "**Relevant Member State**"), this announcement and any offer if made subsequently is directed exclusively at persons who are "qualified investors" within the meaning of the Prospectus Directive ("**Qualified Investors**"). For these purposes, the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in a Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression "2010 PD Amending Directive" means Directive 2010/73/EU. In the United Kingdom this announcement is directed exclusively at Qualified Investors (i) who 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 "**Order**") or (ii) who fall within Article 49(2)(A) to (D) of the Order, and (iii) to whom it may otherwise lawfully be communicated; any other persons in the United Kingdom should not take any action on the basis of this announcement and should not act on or rely on it. This announcement is not an offer of securities or investments for sale nor a solicitation of an offer to buy securities or investments in any jurisdiction where such offer or solicitation would be unlawful. No action has been taken that would permit an offering of the securities or possession or distribution of this announcement in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.

In connection with any offering of the shares of Banca Farmafactoring S.p.A. (the "**Shares**"), the Joint Bookrunner and any of its affiliates acting as an investor for its own account may take up as a proprietary position any Shares and in that capacity, may retain, purchase or sell for their own account such Shares. In addition, the Joint Bookrunner or its affiliates may enter into financing arrangements and swaps with investors in connection with which the Joint Bookrunner (or its affiliates) may from time to time acquire, hold or dispose of Shares. The Joint Bookrunners does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

Fine Comunicato n.0187-25

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